

CERTIFICATE OF TRUST AGREEMENT

This Certificate of Trust Agreement is made and filed pursuant to the authority of §91-9-7 of the Mississippi Code of 1972.

A. NAME OF THE TRUST: Caroline Kirby Dobbs 1985 Trust

B. STREET AND MAILING ADDRESS OF THE OFFICE: 1000 Ridgeway Loop Road, Suite 203, Memphis, Tennessee 38120

C. NAME AND STREET AND MAILING ADDRESS OF TRUSTEE: 1000 Ridgeway Loop Road, Suite 203, Memphis, Tennessee 38120

D. NAME AND STREET AND MAILING ADDRESS OF GRANTOR: Caroline Kirby Dobbs, 1000 Ridgeway Loop Road, Suite 203, Memphis, Tennessee 38120

E. DESCRIPTION OF REAL PROPERTY OWNED BY THE TRUST: See Exhibit A attached hereto and incorporated herein by reference.

F. ANTICIPATED DATE OF TERMINATION OF THE TRUST: Trust terminates on the date of death of the last surviving income beneficiary.

G. GENERAL POWERS GRANTED TO THE TRUSTEE: The Trustee is given broad and comprehensive powers to enable it to carry on the business and affairs of the Trust without undue limitations and inconveniences. Pursuant to the general investment and management powers granted, the Trustee for any consideration or purpose that it shall deem property, may sell, exchange, alter, mortgage, pledge, or otherwise dispose of the investments of any trust estate, including the authorization and power to sell, improve, repair, lease, grant options on, or deal in any like manner with any real estate comprising a part of the trust estate, and to foreclose, extend, renew, assign, release, or partially release and discharge mortgages or other liens.

WITNESS the execution hereof by the Trust and the grantor of the trust on this 13th day of September, 2000.

Caroline K. Dobbs
Caroline Kirby Dobbs, Trustee

Caroline K. Dobbs
Caroline Kirby Dobbs, Grantor

STATE MS. - DESOTO CO. FILED *nd*

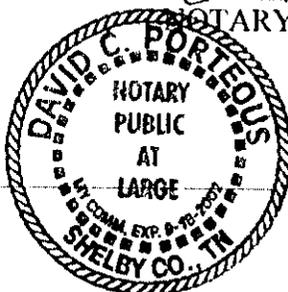
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W.E. ... CLK.

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for the said county and state, on this 13th day of September, 2000, within my jurisdiction, the within named Caroline Kirby Dobbs, who acknowledged that she is both Grantor and Trustee of the Caroline Kirby Dobbs 1985 Trust, and that for and on behalf of the said trust and as the Trustee, she executed the above and foregoing instrument, after first being duly authorized so to do.


NOTARY PUBLIC



My Commission Expires: _____

Indexing Instructions: NE $\frac{1}{4}$ and SE $\frac{1}{4}$ and
NW $\frac{1}{4}$ and SW $\frac{1}{4}$, Section 2, Township 3 South, Range 9 West, Desoto County, MS
NE $\frac{1}{4}$, SE $\frac{1}{4}$, NW $\frac{1}{4}$ and SW $\frac{1}{4}$ of S12, T3S, R9W, Desoto County, MS
SW $\frac{1}{4}$ of S7, T3S, R8W, Desoto County, MS
NW $\frac{1}{4}$, SW $\frac{1}{4}$ and SE $\frac{1}{4}$ of S1, T3S, R9W, Desoto County, MS

Prepared by:
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PROPERTY DESCRIPTION FOR PALMER HOME FOR CHILDREN

146.95 ACRES OF LAND LOCATED IN THE WEST HALF OF SECTION 2, TOWNSHIP 3 SOUTH, RANGE 9 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS FOLLOWS:

Commence at a railroad spike found in the center of Baldwin Road at the Southwest Corner of said Section 2; thence, run North 00 degrees 17 minutes 21 seconds East, 900.0 feet to a point in said road and the POINT OF BEGINNING; thence, run East, 1636.76 feet, passing a steel fence post set at 26.76 feet on line, to a steel fence post set; thence, North 05 degrees 18 minutes 10 seconds East, 3822.26 feet to a point in the center of Panther Creek; thence, continue along the center of said Panther Creek the following calls: North 69 degrees 39 minutes 54 seconds West, 48.29 feet; North 81 degrees 09 minutes 08 seconds West, 225.28 feet; South 87 degrees 24 minutes 35 seconds West, 180.33 feet; South 84 degrees 25 minutes 12 seconds West, 174.50 feet; South 63 degrees 52 minutes 12 seconds West, 179.37 feet; South 56 degrees 19 minutes 00 seconds West, 157.69 feet; South 57 degrees 14 minutes 22 seconds West, 140.59 feet; South 57 degrees 43 minutes 01 second West, 137.96 feet; South 52 degrees 56 minutes 57 seconds West, 139.80 feet; South 52 degrees 52 minutes 47 seconds West, 75.45 feet; South 56 degrees 23 minutes 42 seconds West, 126.80 feet; South 67 degrees 52 minutes 33 seconds West, 252.52 feet; South 78 degrees 48 minutes 01 second West, 129.53 feet; North 81 degrees 46 minutes 05 seconds West, 188.55 feet to a point on the west margin of said Baldwin Road, said point referenced by a spike set at 14.3 feet back on line in the center of said road; thence, South 00 degrees 17 minutes 21 seconds West, 3222.84 feet to the POINT OF BEGINNING.

Note: The above described property is subject to road right-of-way.

EXHIBIT "A"

THE NORTHEAST QUARTER, THE NORTHWEST QUARTER,
THE SOUTHEAST QUARTER AND THE SOUTHWEST
QUARTER OF
504.06 ACRES OF LAND LOCATED IN SECTION 12, TOWNSHIP 3 SOUTH, RANGE 9
WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS FOLLOWS:

Begin at a steel fence post set at the Northwest Corner of said Section 12; thence, run South 89 degrees 22 minutes 09 seconds East, along Chambers property (Will Book 16, Page 497-513), 5308.21 feet to a 1" iron rod found at a fence corner; thence, South 00 degrees 16 minutes 41 seconds West, 4887.71 feet to a steel fence post set; thence, South 86 degrees 42 minutes 00 seconds West, along Desoto County property (Deed Book 36, page 523), 1848.58 feet to a steel fence post set; thence, North 03 degrees 18 minutes 00 seconds West, along said Desoto County property, 240.00 feet to a point; thence, South 86 degrees 42 minutes 00 seconds West, along Desoto County property, 1470.50 feet to a steel fence post set; thence, continue along said Desoto County property, 208.16, along the arc of a curve to the right, having a delta of 04 degrees 38 minutes 31 seconds, a radius of 2569.31 feet, and a chord of South 89 degrees 02 minutes 00 seconds West, 208.10 feet, to a steel fence post set; thence, South 02 degrees 17 minutes 00 seconds West, along Desoto County property, 410.00 feet to a steel fence post set; thence, North 89 degrees 33 minutes 14 seconds West, along section line, 1456.84 feet to a steel fence post set on the north 50 foot right-of-way line of Highway #304; thence, continue along said right-of-way line the following calls: North 77 degrees 39 minutes 29 seconds West, 95.22 feet to a steel fence post set; 196.72 feet, along the arc of a curve to the left, having a radius of 2341.83 feet, and a chord of North 80 degrees 05 minutes 03 seconds West, 196.66 feet, to a cotton picker spindle set; thence, leaving said right-of-way line, run North 00 degrees 25 minutes 43 seconds West, along Lewis Morrow, Jr. property (Deed Book 246, Page 481), 1268.01 feet to a 3/4" iron rod found at the southwest corner of Foster Jones property (Deed Book 338, Page 63); thence, run South 89 degrees 57 minutes 05 seconds East, 2770.00 feet to a steel fence post set at the southeast corner of Pleas White property (Minute Book 12, Page 587); thence, run North 00 degrees 33 minutes 17 seconds East, along said White property, 1649.30 feet to a steel fence post set at the northeast corner of said White property; thence, North 86 degrees 33 minutes 06 seconds West, 1100.60 feet to a steel fence post set at the northeast corner of Phillip Farris property (Deed Book 164, Page 443); thence, South 87 degrees 19 minutes 08 seconds West, along said Farris property, 545.00 feet to a 1" pipe found at the northeast corner of Juanita White property (Deed Book 325, Page 605); thence, South 89 degrees 12 minutes 03 seconds West, along said Juanita White property, 1099.00 feet to a steel fence post set at the northwest corner of said Juanita White property; thence, run North 00 degrees 34 minutes 56 seconds West, along said Lewis Morrow, Jr. property, 2305.05 feet to the POINT OF BEGINNING.

EXHIBIT "A"

THE NORTHEAST QUARTER, THE NORTHWEST QUARTER, THE SOUTH
 523.22 ACRES OF LAND LOCATED IN SECTION 2, TOWNSHIP 3 SOUTH, RANGE 9 WEST,
 DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS FOLLOWS: EAST
 QUARTER, AND
 THE SOUTH-
 WEST
 QUARTER OF

Begin at a steel fence post set at the Southeast Corner of said Section 2; thence, run North 89 degrees 22 minutes 09 seconds West, along Lewis Morrow, Jr. property (Deed Book 246, Page 481), 2657.54 feet to a 2" iron pipe found at the northwest corner of said Morrow property and the northeast corner of Misty Meadows Subdivision property (Plat Book 65, Page 27); thence, run North 89 degrees 16 minutes 28 seconds West, along said Misty Meadows Subdivision property, 2634.84 feet to a railroad spike set in the center of Newell Road and Baldwyn Road, said point referenced by a steel fence post set at 40.0 feet back on line; thence, run North 00 degrees 17 minutes 21 seconds East, 4122.86 feet to a point on the west margin of said Baldwyn Road and in the center of Panther Creek; thence, run along the center of said Panther Creek the following calls: South 81 degrees 46 minutes 05 seconds East, 188.55 feet; North 78 degrees 48 minutes 01 second East, 129.53 feet; North 67 degrees 52 minutes 33 seconds East, 252.52 feet; North 56 degrees 23 minutes 42 seconds East, 126.80 feet; North 52 degrees 52 minutes 47 seconds East, 75.45 feet; North 52 degrees 56 minutes 57 seconds East, 139.80 feet; North 57 degrees 43 minutes 01 second East, 137.96 feet; North 57 degrees 14 minutes 22 seconds East, 140.59 feet; North 56 degrees 19 minutes 00 seconds East, 157.69 feet; North 63 degrees 52 minutes 12 seconds East, 179.37 feet; North 84 degrees 25 minutes 12 seconds East, 174.50 feet; North 87 degrees 24 minutes 35 seconds East, 180.33 feet; South 81 degrees 09 minutes 08 seconds East, 225.28 feet; South 69 degrees 39 minutes 54 seconds East, 314.10 feet; South 74 degrees 44 minutes 27 seconds East, 383.68 feet; South 69 degrees 10 minutes 22 seconds East, 266.61 feet; South 64 degrees 30 minutes 10 seconds East, 128.46 feet; South 74 degrees 26 minutes 49 seconds East, 798.14 feet; South 71 degrees 25 minutes 21 seconds East, 1634.52 feet; thence, leaving said creek, run South 00 degrees 04 minutes 58 seconds West, along Chambers property (Will Book 16, Page 497-513), 3690.34 feet, passing a steel fence post set at 30.0 feet on line, to the POINT OF BEGINNING.

26.958 acres of land located in the Southwest Quarter of Section 7, Township 3 South, Range 8 West, DeSoto County, Mississippi, described as follows:

Commence at a 1" iron rod found at the Northwest Corner of said Section 7; thence, run South 00 degrees 41 minutes West, 3960.0 feet to a steel fence post set and the Point of Beginning; thence, run East, along Wille Davis property (Deed Book 42, page 520), 1320.00 feet to a steel fence post set; thence South 00 degrees 16 minutes 41 seconds West, along Henry McDonald property (Deed Book 188, Page 145, 851.58 feet to a steel fence post set; thence South 86 degrees 42 minutes 00 seconds West, along DeSoto County Property (Deed Book 36, page 523), 1322.56 feet to a steel fence post found; thence, North 00 degrees 16 minutes 41 seconds East, along a 504.06 acre tract, 927.71 feet to the Point of Beginning.

P Book 87 Page 42

PROPERTY DESCRIPTION FOR KIRBY DOBBS

401.76 ACRES OF LAND LOCATED IN SECTION 1, TOWNSHIP 3 SOUTH, RANGE 9 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS FOLLOWS:

Located in the Northwest Quarter, the Southwest Quarter, and the Southeast Quarter of said Section 1:

Begin at a 1" iron rod found at a fence corner at the Southeast Corner of said Section 1; thence, run North 89 degrees 22 minutes 09 seconds West, along LeBlond property (Will Book 18, Page 281), 5308.21 feet to an iron rod found at the Southwest corner of said Section 1; thence, run North 00 degrees 04 minutes 58 seconds East, along said LeBlond property, 5294.52 feet to an iron rod set at the Northwest Corner of said Section 1; thence, South 89 degrees 12 minutes 41 seconds East, along Frances Gordon property (Deed Book 55, Page 244), 2640.00 feet to an iron rod set; thence, South 00 degrees 01 minute 12 seconds East, along LeBlond Property, 3965.44 feet, passing a steel fence post set at 10.0 feet on line, to an iron rod set; thence, South 89 degrees 19 minutes 36 seconds East, along said LeBlond property, 2654.10 feet to an iron rod set; thence, South 00 degrees 13 minutes 30 seconds East, generally along a fence and C.G. Rayborn property (Deed Book 42, Page 521), 1320.00 feet to the POINT OF BEGINNING.

Source Deed: Chambers Property, Will Book 16, Pages 497-513.

EXHIBIT "A"