

STATE MS - DESOTO CO.
FILED

Oct 19 1 39 PM '00

CERTIFICATE OF TRUST AGREEMENT

BK 87 PG 132
W.F. [unclear] [unclear]

HERMIT R. MANNING AND ROSE MARIE MANNING, of 13780 Looney

Road, Olive Branch, Mississippi 38654, telephone number (662) 893-2298, of lawful age,
being duly sworn, upon oath, depose and state:

1. This Certificate of Trust Agreement relates to a trust executed on February 1, 1996.
2. The Manning Trust dated February 1, 1996, is the name of a trust which may acquire, convey, encumber, lease and otherwise deal with interests in real property in said name.
3. The name and address of the Grantors are:

Hermit R. Manning	13780 Looney Road, Olive Branch, MS 38654
Rose Marie Manning	13780 Looney Road, Olive Branch, MS 38654

4. The name and address of each Trustee empowered to act under the Trust Agreement at the time of the execution of this Certificate of Trust are:

Primary:	Hermit R. Manning	13780 Looney Road, Olive Branch, MS 38654
	Rose Marie Manning	13780 Looney Road, Olive Branch, Ms 38654
Successor:	Ann Manning Tucker	5020 Locust Bend Road., Memphis, TN 38125

5. The above named trustees may sell, convey, pledge, mortgage, encumber, lease, manage, operate, control, transfer title, divide, convert or allot the trust property, including real and personal property including but not limited to securities of all kinds, and to sell upon deferred payments, except as limited by the following (if none, so indicate): NONE.
6. This trust has no anticipated date of termination.
7. Exhibit "A" attached hereto and incorporated herein contains the legal descriptions of the property owned or conveyed to the Manning Trust dated February 1, 1996.
8. This Certificate of Trust Agreement is executed and recorded pursuant to the provisions of Miss. Code Ann. Section 91-9-7.

Certificate of Trust Agreement page 2

WITNESS MY SIGNATURE, this 16th day of October, 2000.

Hermit R. Manning
HERMIT R. MANNING

Rose Marie Manning
ROSE MARIE MANNING

STATE OF Tennessee

COUNTY OF Shelby

PERSONALLY appeared before me, the undersigned authority in and for said County and State, the within named HERMIT R. MANNING who acknowledged that he signed, sealed and delivered the above and foregoing Certificate of Trust Agreement on the day and year therein written as and for his act and deed.

GIVEN UNDER MY HAND AND SEAL, this the 16th day of October, 2000.

Katherine K. Doyle
NOTARY PUBLIC

My Comm. Exp. 7-13-2004

MY COMMISSION EXPIRES: _____



PERSONALLY appeared before me, the undersigned authority in and for said County and State, the within named ROSE MARIE MANNING who acknowledged that she signed, sealed and delivered the above and foregoing Certificate of Trust Agreement on the day and year therein written as and for her act and deed.

GIVEN UNDER MY HAND AND SEAL, this the 16th day of October, 2000.

Katherine K. Doyle
NOTARY PUBLIC

My Comm. Exp. 7-13-2004

MY COMMISSION EXPIRES: _____



CERTIFICATE OF TRUST

EXHIBIT "A"

I

Lot No. 59 of Woodland Lake Subdivision shown on plat appearing of record in Plat Book 1, Pages 15A, 15B, and 15C, in the land records of DeSoto County, Mississippi, in the office of the Chancery Clerk of said County, to which recorded plat reference is made for a more particular description, said property being in Section 18, Township 3, Range 9 West, DeSoto County, Mississippi. Also a proportionate part of the lake known as Woodland Lake and proportionate part of the Dam Site.

Less and except one-half of all minerals, including oil and gas, in, on or under the above described property which were reserved by the grantors of a deed dated November 2, 1953, and recorded in Book 40, Page 594, of the land records of DeSoto County, Mississippi.

Being the same property conveyed to H. Ray Manning, Jr. and wife, Rose Marie Manning, by Warranty Deed dated June 29, 1964, and recorded in Book 58, Page 467, in the DeSoto County Court Clerk's Office.

II

A tract of land located in part of the Northwest quarter of the Northeast quarter of Section 20, Township 1 South, Range 5 West, DeSoto County, Mississippi and further described as follows:

Beginning at the Northeast corner of said Section; thence South 00 Degrees 10 Minutes 34 Seconds East with the East line of said Section and the centerline of Centerhill Road (80' R.O.W.) 773.47 feet to a point; thence North 89 Degrees 56 Minutes 23 Seconds West with the South line of H.P. Looney Tract 1356.40 Feet to a 1/2" Rebar set; North 89 Degrees 56 Minutes 24 Seconds West 50.00 Feet to a 1/2" Rebar set and the true point of beginning; thence North 00 Degrees 02 Minutes 40 Seconds West 889.91 Feet to a 1/2" Rebar set; thence South 89 Degrees 53 Minutes 03 Seconds West 690.27 Feet to a 1/2" Rebar set; thence South 00 Degrees 02 Minutes 43 Seconds East 403.58 Feet to a 1/2" Rebar set; thence 89 Degrees 56 Minutes 41 Seconds East 357.70 Feet to a 1" Rebar found; thence South 00 Degrees 03 Minutes 16 Seconds East 485.63 Feet to a 1/2" Rebar set on the North line of Looney Road; thence North 89 Degrees 56 Minutes 24 Seconds East 332.49 Feet to the point of beginning

This being the same property conveyed to Grantors by Warranty Deed in Book 187, Page 244 as to Donald L. Tucker and wife, Ann M. Tucker, and Weston G. Lawson and wife, Rose Marie Lawson, and by Quit Claim Deed in Book 297, Page 566 as to the Trustees of the Manning Trust Dated February 1, 1996.

III

TRACT II: Beginning at the Northeast corner of Section 20, Township 1 South, Range 5 West; thence S 00 10 34 E with the east line of said section and the centerline of Centerhill Road (80 feet wide) a distance of 773.47 feet to a found iron spindle; thence S 89 56 23 W with the south line of the H. P. Looney property a distance of 1739.45 feet to an iron pin; thence N 00 03 37 W a distance of 485.40 feet to an iron pin and the true point of the beginning; thence continuing N 00 03 37 W a distance of 938.45 feet to an iron pin in the north line of the H.P. Looney property; thence S 89 53 03 W with said Looney north line and an old fence line a distance of 907.21 feet to an iron pin; thence N 00 25 24 E a measured distance of 699.61 feet (called distance of 687.1 feet) to an iron pin in an old fence line (Ruth Steveson's north line); thence N 87 50 16 W a measured distance of 663.76 feet (called distance of 660 feet) to an old fence corner and an iron pin; thence S 00 15 38 E a measured distance of 1374.20 feet (called 1398.4 feet) to an iron pin in the north line of Section 20; thence N 89 57 04 E with said north line a called and measured distance of 660.00 feet to a found iron pin; thence S 00 18 55 E with an old fence line a distance of 288.59 feet to an iron pin; thence N 89 56 23 E a distance of 898.48 feet to an iron pin; thence N 89 56 23 E a distance of 898.48 feet to the true point of the beginning. Containing 40.00 acres more or less.

TRACT III: Beginning at the Northeast corner of Section 20, Township 1 South, Range 5 West; thence S 00 10 34 E with the east line of said section and the centerline of Centerhill Road (80 feet wide) a distance of 773.47 feet to a found iron spindle; thence S 89 56 23 W with the south line of the H.P. Looney property a distance of 1356.40 feet to an iron pin and the true point of the beginning; thence N 00 03 37 W a distance of 1424.22 feet to an iron pin and the north line of the H.P. Looney property; thence S 89 53 03 W with the said line a distance of 383.05 feet to an iron pin; thence S 00 03 37 E a distance of 1423.85 feet to an iron pin; thence N 89 56 23 E a distance of 383.05 feet to the true point of the beginning. Containing 12.52 acres more or less.

Less and except that portion of the property lying in Shelby County, Tennessee, more particularly described as follows:

Beginning at the Northeast corner of Section 20, T 1 S, R 5 W; thence S 00 10 34 E with the east line of said Section 20 and the centerline of Centerhill Road (80 feet wide) a distance of 773.47 feet to a found iron spindle; thence S 89 56 23 W with the south line of the H.P. Looney property a distance of 1739.45 feet to an iron pin; thence N 00 03 37 W a distance of 1423.85 feet to an iron pin in the north line of the H.P. Looney property; thence S 89 53 03 W with said Looney north line and an old fence line a distance of 907.21 feet to an iron pin; thence N 00 25 24 E a distance of 527.08 feet to a point in the accepted Tennessee Stateline and the true point of the beginning; thence continuing N 00 25 24 E a distance of 172.52 feet to an iron pin in an old fence line (Ruth Stevenson's north line); thence N 87 50 16 W a distance of 663.76 feet to an old fence corner and an iron pin; thence S 00 15 38 E a distance of 201.78 feet to a point in the accepted Tennessee Stateline; thence N 89 38 04 E a distance of 661.11 feet to the true point of the beginning. Containing 2.85 acres more or less.

LESS AND EXCEPT:

A tract of land located in the Northwest quarter of the Northeast quarter of Section 20, Township 1 South, Range 5 West, DeSoto County, Mississippi and further described as follows:

Beginning at the Northeast corner of said Section; thence South 00 Degrees 10 Minutes 34 Seconds East with the East line of said Section and the centerline of Centerhill Road (80' R.O.W.) 773.47 feet to a point; thence North 89 Degrees 56 Minutes 23 Seconds West with the South line of H.P. Looney Tract 1356.40 Feet to a 1/2" Rebar set; North 89 Degrees 56 Minutes 24 Seconds West 50.00 Feet to a 1/2" Rebar set and the true point of beginning; thence North 00 Degrees 02 Minutes 40 Seconds West 889.91 Feet to a 1/2" Rebar set; thence South 89 Degrees 53 Minutes 03 Seconds West 690.27 Feet to a 1/2" Rebar set; thence South 00 Degrees 02 Minutes 43 Seconds East 403.58 Feet to a 1/2" Rebar set; thence 89 Degrees 56 Minutes 41 Seconds East 357.70 Feet to a 1" Rebar found; thence South 00 Degrees 03 Minutes 16 Seconds East 485.63 Feet to a 1/2" Rebar set on the North line of Looney Road; thence North 89 Degrees 56 Minutes 24 Seconds East 332.49 Feet to the point of beginning

AND

A tract of land located in part of the Southwest Quarter of the Southeast Quarter of Section 17, Township 1 South, Range 5 West, and part of the Northwest Quarter of the Northeast Quarter of Section 20, Township 1 South, Range 5 West, DeSoto County, Mississippi and further described as follows:

Beginning at the Northeast corner of Section 20, Township 1 South, Range 5 West; thence South 00 Degrees 10 Minutes 34 Seconds East with the East line of said Section and the centerline of Centerhill Road (80' R.O.W.) 773.47 feet to a point; thence North 89 Degrees 56 Minutes 23 Seconds West with the South line of H.P. Looney Tract 1356.40 feet to a 1/2" Rebar set and the true point of beginning; thence North 00 Degrees 02 Minutes 40 Seconds West 1424.22 feet to a 1/2" Rebar found; thence South 89 Degrees 53 Minutes 03 Seconds West 740.28 feet to a 1/2" Rebar set; thence South 00 Degrees 02 Minutes 43 Seconds East 534.28 feet to a 1/2" Rebar set; thence North 89 Degrees 53 Minutes 03 Seconds East 690.27 feet to a 1/2" Rebar set; thence South 00 Degrees 02 Minutes 40 Seconds East 889.91 feet to a 1/2" Rebar set on the North line of Looney Road; thence North 89 Degrees 56 Minutes 24 Seconds East 50.00 feet to the point of beginning

This being the same property conveyed to Grantors by Warranty Deed in Book 187, Page 244 as to Donald L. Tucker and wife, Ann M. Tucker, and Weston G. Lawson and wife, Rose Marie Lawson, and by Quit Claim Deed in Book 297, Page 566 as to the Trustees of the Manning Trust Dated February 1, 1996.