

PREPARED BY:
Frederick T. Stukenborg
4646 Poplar, Suite 419
Memphis, TN 38117
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STATE OF MISSISSIPPI

COUNTY OF DESOTO

STATE MS - DESOTO CO. P>

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W.E. DAVIS REC. CLK.

CERTIFICATE OF TRUST AGREEMENT

REEVES HUGHES, JR., of 2325 Wickersham Cove, Germantown, Tennessee

38139, telephone number: (901) 754-7892, being of lawful age, being duly sworn, upon oath,
deposes and states:

1. This Certificate of Trust Agreement relates to a trust executed on November 29, 2001.
2. The Reeves Hughes, Jr. Revocable Living Trust, dated November 29, 2001 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 Trustee is:

Name	Address
Reeves Hughes, Jr.	2325 Wickersham Cove, Germantown, TN 38139

The above named trustee may acquire, convey, encumber, lease and otherwise deal with interest in property acquired or held in the name of said trust.

4. The names and addresses of the successor trustees are:

Elisabeth Powell Hughes	2325 Wickersham Cove, Germantown, TN 38139
Reeves (Chip) Hughes, III	31 Fourth St., Frenchtown, NJ 08825
Thomas Ritchie Hughes	6761 Byhalia Road, Hernando, MS 38632

The above named successor trustees may acquire, convey, encumber, lease and otherwise deal with interest in property acquired or held in the name of said trust in the event of the disability or death of the trustee named hereinabove.

- 4. This Trust has no anticipated date of termination.
- 5. Exhibit "A" attached hereto and incorporated herein contains the legal descriptions of the property owned or conveyed to the Reeves Hughes, Jr. Revocable Living Trust.
- 6. This Certificate of Trust Agreement if executed and recorded pursuant to the provisions of Miss. Code Ann. § 91-9-7.

WITNESS MY SIGNATURE, this 29th day of November, 2001.

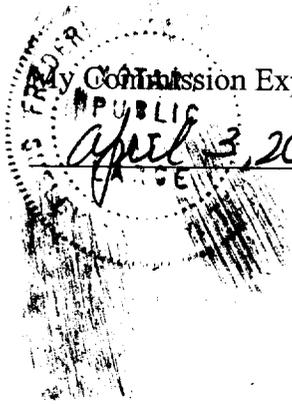

 REEVES HUGHES, JR.

STATE OF TENNESSEE
COUNTY OF SHELBY

PERSONALLY appeared before me, the undersigned authority in and for said County and State, the within named **Reeves Hughes, Jr.** 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 29th day of November, 2001.


 NOTARY PUBLIC

My Commission Expires:

April 3, 2004