

**AFFIDAVIT OF TRUSTEESHIP
and
PROOF OF TRUST**

P BK 94 PG 721

STATE MS. - DESOTO CO. P 3
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BK 94 PG 721
W.E. DAVIS CH. CLK.

TO WHOM IT MAY CONCERN: This Affidavit is offered to you in consideration of your opening and/or maintaining accounts for the trust named below, the undersigned certifies as follows:

1. The following trust is the subject of this Affidavit:

WILLIAM F. MCLEMORE FAMILY TRUST, dated May 11, 2002,
COLLEEN H. MCLEMORE and GERALD D. MCLEMORE, Trustees.

2. The names of the currently acting Trustees of the trust: COLLEEN H. MCLEMORE and GERALD D. MCLEMORE.
3. The trust is currently in full force and effect.
4. The trust authorizes you to accept orders and other instructions from the currently acting Trustee.
5. The trust indemnifies and holds you harmless from any liability for effecting transactions at the request of any Trustee.
6. The Trustee is authorized to employ attorneys, accountants, registered investment advisors, specialists and such other agents as the Trustee shall deem necessary or desirable. The Trustee shall have the authority to appoint an investment manager or managers to manage all or any part of the assets of the trust, and to delegate investment discretions to said manager or managers.
7. All other trust provisions are of a personal nature and set forth the distribution of trust property. They do not modify the powers of the Trustees.
8. The undersigned Affiants are currently the acting Trustees of the trust and declares that the foregoing statements and any attached exhibits are true and correct, under penalty of perjury.

9. This Affidavit is dated June 5, 2002.

Colleen H. Mclemore
COLLEEN H. MCLEMORE,
Trustee

Gerald D. Mclemore
GERALD D. MCLEMORE,
Trustee

STATE OF TENNESSEE

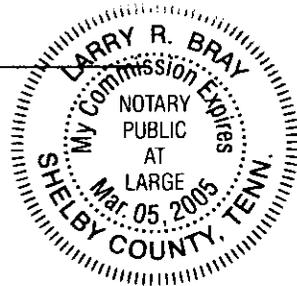
COUNTY OF SHELBY

The foregoing Affidavit of Trust was acknowledged before me on June 5, 2002, by COLLEEN H. MCLEMORE and GERALD D. MCLEMORE, as Trustees.

Witness my hand and official seal.

Larry R. Bray
Notary Public

My Commission Expires: _____



Prepared By:
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