

CERTIFICATE OF TRUST

This **CERTIFICATE OF TRUST** (hereinafter "Certificate") is executed by the Grantor and the Primary Trustee of the **WILLIAM C. LANKFORD REVOCABLE TRUST DATED AUGUST 2, 2002**, a revocable grantor trust established by inter vivos agreement (hereinafter "Trust Agreement") executed by the Grantor and the Primary Trustee (hereinafter "Trust") in accordance with § 91-9-7 of the Mississippi Code Annotated, as amended, and, by this Certificate, the Grantor and Primary Trustee hereby certify the following:

(a) The name of the Trust is the **WILLIAM C. LANKFORD REVOCABLE TRUST DATED AUGUST 2, 2002**.

(b) The street and mailing address of the office of the Trust are:

3165 Beech Drive
Hernando, MS 38632

The street and mailing address of the Primary Trustee are:

3165 Beech Drive
Hernando, MS 38632

If the Primary Trustee is deceased, is incapacitated, resigns or is otherwise unwilling or unable to act as the Primary Trustee, then the name(s) and street and mailing address(es) of all trustee(s) who are authorized to act as successor trustee(s) pursuant to and under the Trust Agreement at the time of the execution of this Certificate are:

First Successor: PHYLLIS D. COLLEY
3935 Misty Lake Cove
Memphis, TN 38135

Second Successor: TOMMY HARKINS
2269 Ridgeland Drive
Memphis, TN 38119

(c) The name and street and mailing address of the Grantor are:

WILLIAM C. LANKFORD
3165 Beech Drive
Hernando, MS 38632

STATE MS.-DE SOTO CO.
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BK 95 PG 432
W.E. DAVIS OR. CLK.

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- (d) The legal description(s) of all interest(s) in real property which is(are) and shall be owned by or conveyed to the trust and which is(are) located in the Mississippi county of the chancery clerk's office in which this Certificate is and shall be filed is(are) attached to this Certificate as Exhibit A
- (e) The anticipated date of termination of the Trust is perpetual.
- (f) The Trust Agreement grants the Trustee all powers granted to trustee(s) by the Uniform Trustees' Powers Law, §§ 91-9-101 et seq of the Mississippi Code Annotated, as amended, which are therein incorporated by reference, and all other powers granted to trustee(s) by law.

The Grantor and Primary Trustee further hereby certify that no provisions in the Trust Agreement, or any amendment to the Trust Agreement, exist which limit the powers and authority of the trustee(s) to sell, convey, pledge, mortgage, lease, manage, operate, control, transfer title, divide, convert, allot or sell upon deferred payments the Trust assets, including real and personal property.

The Grantor and Primary Trustee hereby certify that the statements and representations contained in this Certificate are true and correct, and that the Trust Agreement has not been altered, amended, modified or revoked in any manner which would cause the statements and representations in this Certificate to be incorrect.



 WILLIAM C. LANKFORD,
 Grantor & Primary Trustee

STATE OF TENNESSEE

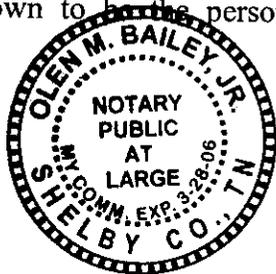
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) SS:

COUNTY OF SHELBY

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Personally came before me this 2nd day of August, 2002, the above named WILLIAM C. LANKFORD, to me known to be the person who executed the foregoing instrument and acknowledged the same.





 Notary Public

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Shelby County, Tennessee
My Commission expires:

Prepared by: Olen M. "Mac" Bailey, Jr.,
The Bailey Law Firm, A Professional Corporation
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Memphis, Tennessee 38157
Voice 901-843-2760
Fax 901-843-2761
TN BOPR Number 017633
MSB Number 8428

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EXHIBIT A TO CERTIFICATE OF TRUST

That certain lot, tract or parcel of land together with the improvements thereon located in the City of Hernando, County of DeSoto and State of Mississippi, and more particularly described as follows:

Lot 82, Woodland Lake Subdivision, Section 19, Township 3, Range 9, as shown on the recorded plat of said subdivision in Plat Book 1, Pages 15A, 15B and 15C in the office of the Chancery Clerk of DeSoto County, Mississippi.

Also a proportionate part of the Lake known as Woodland Lake and a proportionate part of the dam site.