

RETURN TO:
BRIDGFORTH & BUNTIN
P. O. BOX 241
SOUTHAVEN, MS 38671
662-393-4450

BOOK 0096 PAGE 0647

CERTIFICATE OF TRUST AGREEMENT

The undersigned, HOMER SKELTON, being the Grantor of the HOMER SKELTON TRUST and FIRST TENNESSEE BANK, NATIONAL ASSOCIATION, a banking institution having its principal office in Memphis, Tennessee, being the Trustee of said Trust, execute this certificate of Trust Agreement pursuant to Chapter 507, laws of Mississippi of 1993(Section 91-9-7, Mississippi Code of 1972, as amended), providing the information required by said statute as follows:

(a) The name of the trust is the Homer D. Skelton Intervivos Trust, dated November 14, 1988;

(b) The street and mailing address of the office and the name and street and mailing address of the Trustee of said Trust is as follows: First Tennessee Bank, National Association, 4385 Poplar Avenue, Memphis, Tennessee, 38117;

(c) The name and street and mailing address of Grantor of said Trust is: Homer D. Skelton,
4225 State Line Road
Olive Branch, MS 38654

(d) Description of all interest in real property owned by or conveyed to the trust is as shown on the attached survey which is incorporated herein by reference as though fully copied herein verbatim.

(e) Anticipated date of termination of the trust: Upon the revocation such trust by or death of Homer D. Skelton.

(f) The general powers granted to the trustee are broad powers conferred by law and the trust instrument which may be examined by any party dealing with the Trustee at the address stated above, specifically including the right and power of sale, incumbrance, rent, lease or otherwise hypothecating of property owned by the Trust.

WITNESS our signatures, this the 4 day of Nov, 2002.

Prepared By:
BRIDGFORTH & BUNTIN
P. O. Box 241
Southaven, MS 38671
393-4450

Homer D. Skelton
Homer D. Skelton

FIRST TENNESSEE BANK, NATIONAL ASSOCIATION, Trustee

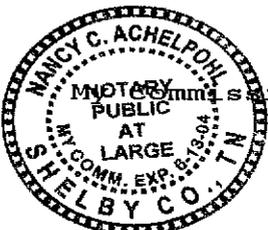
BY: Allen Paine
ALLEN PAINE, VICE PRESIDENT

STATE OF TENNESSEE

COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for said County and State, the above named Homer D. Skelton, who acknowledged that he signed and delivered the foregoing instrument on the day and year therein mentioned.

GIVEN under my hand and official seal, this the 4th day of November, 2002.



Nancy C. Achelpohl
Notary Public
STATE MS.-DESOTO CO.
FILED

Nov 27 1 08 PM '02

BK 96 PG 647
W.E. DAVIS CH. CLK.

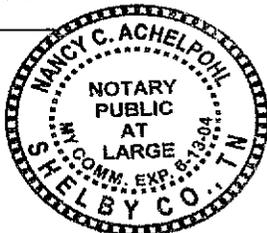
STATE OF TENNESSEE
COUNTY OF SHELBY.

Before me, a Notary Public of the State and County aforesaid, personally appeared ALLEN PAINE with whom I am personally acquainted, and who, upon oath, acknowledged himself to be the Vice President of FIRST TENNESSEE BANK NATIONAL ASSOCIATION, (a Corporation), a banking institution having its principal office in Memphis, Shelby County, Tennessee, and acknowledged that on behalf of said Bank in its name, being duly authorized so to do, he signed the foregoing instrument, affixed thereto the seal of said bank, and delivered said instrument on the day and year therein mentioned.

WITNESS my hand and Notarial Seal at Office this the 4th day of ~~December, 2000.~~
November, 2002.

My Commission Expires:
6-13-04

Nancy C. Achelpohl
Notary Public



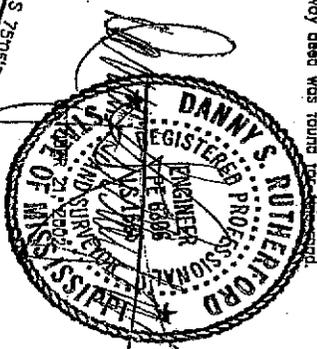


NOTES

The surveyed property is part of that same property described by deed in Deed Book 147 on page 170 of the Chancery Records of DeSoto County, Mississippi. This deed is a Gift Deed entered into by William E. Gerber and Betty Jo Gerber on May 2, 1980.

According to Federal Emergency Management Agency Flood Insurance Rate Map No. 28033C 120 D, dated May 3, 1990, the herein shown property is not in a flood hazard zone. This is a Class "C" Survey.

Melrose Road is a public road maintained by DeSoto County. No recorded right-of-way deed was found for this road.



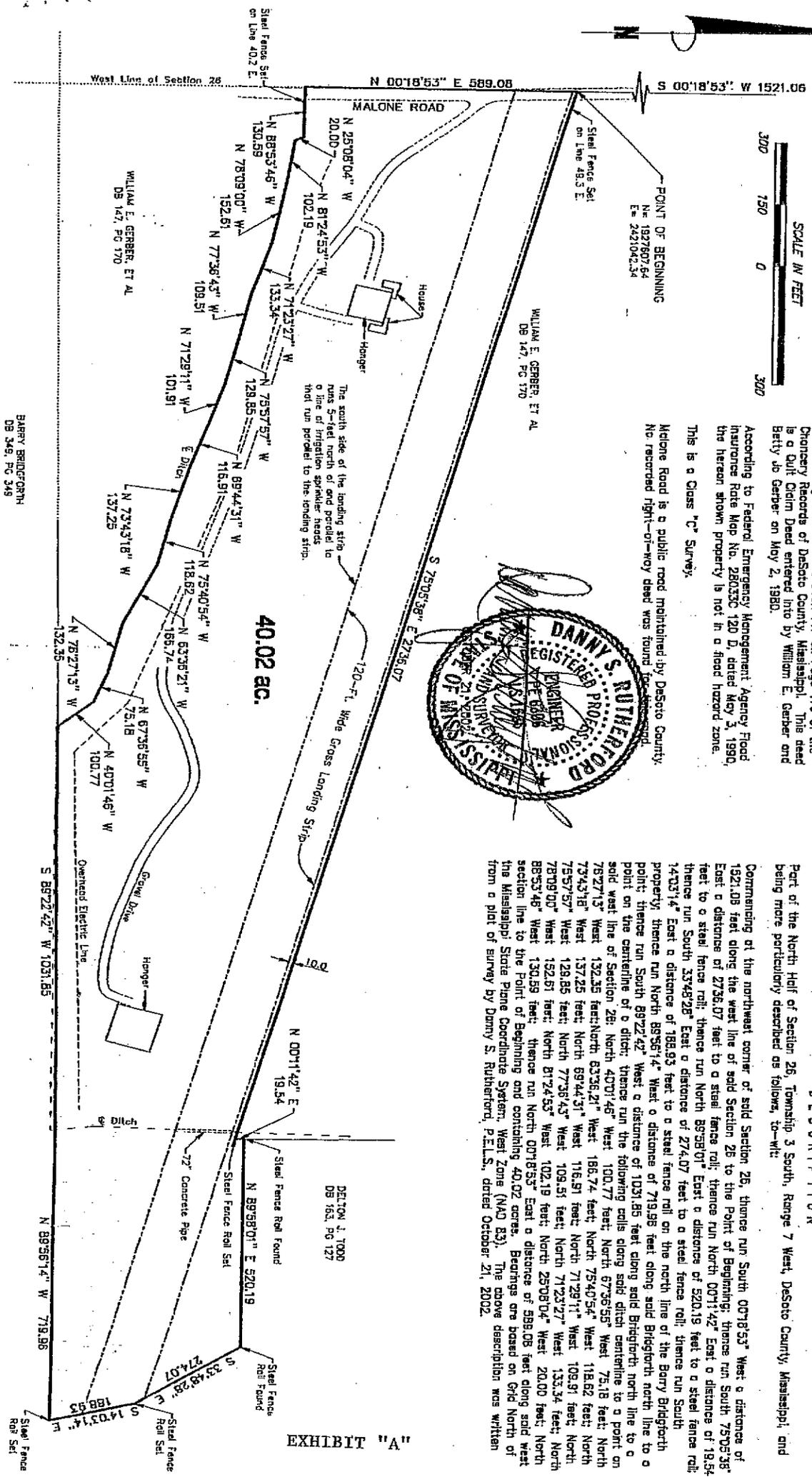
DESCRIPTION

Part of the North Half of Section 26, Township 3 South, Range 7 West, DeSoto County, Mississippi, and being more particularly described as follows, to-wit:

Commencing at the northwest corner of said Section 26, thence run South 00°18'53" West a distance of 1521.06 feet along the west line of said Section 26 to the Point of Beginning; thence run South 75°05'38" East a distance of 2736.07 feet to a steel fence roll; thence run North 00°11'42" East a distance of 18.54 feet to a steel fence roll; thence run North 89°58'01" East a distance of 520.19 feet to a steel fence roll; thence run South 33°49'28" East a distance of 274.07 feet to a steel fence roll; thence run South 14°33'14" East a distance of 188.93 feet to a steel fence roll on the north line of the Barry Bridgforth property; thence run South 89°22'42" West a distance of 719.88 feet along said Bridgforth north line to a point on the centerline of a ditch; thence run the following coils along said ditch centerline to a point on said west line of Section 26: North 40°01'48" West 100.77 feet; North 67°56'55" West 75.18 feet; North 79°27'13" West 137.25 feet; North 69°44'31" West 109.51 feet; North 71°23'27" West 133.34 feet; North 73°43'18" West 137.25 feet; North 69°44'31" West 109.51 feet; North 71°23'27" West 133.34 feet; North 75°05'38" West 128.85 feet; North 77°36'43" West 102.19 feet; North 29°08'04" West 20.00 feet; North 88°53'48" West 152.61 feet; thence run North 00°18'53" East a distance of 589.08 feet along said west section line to the Point of Beginning and containing 40.02 acres. Bearings are based on Grid North of the Mississippi State Plane Coordinate System, West Zone (NAD 83). The above description was written from a plot of survey by Danny S. Rutherford, P.E.L.S., dated October 21, 2002.

EXHIBIT "A"

PLAT OF SURVEY OF PART OF THE NORTH HALF OF SECTION 26, TOWNSHIP 3 SOUTH, RANGE 7 WEST, DESOTO COUNTY, MISSISSIPPI



WILLIAM E. GERBER, ET AL
DB 147, PG 170

WILLIAM E. GERBER, ET AL
DB 147, PG 170

BARRY BRIDGORTH
DB 349, PG 349

DELTON J. TOWN
DB 183, PG 127