

This instrument prepared by:
 Gary P. Snyder, Esq.
 Watkins Ludlam Winter & Stennis, P.A.
 P. O. Box 1456
 Olive Branch, MS 38654
 662-895-2996

INDEXING INSTRUCTION:
 Lot 50, The Plantation, Phase 2, Section "B"
 Plantation Lakes P.U.D. (R-2), Section 22, Township 1
 South, Range 6 West, City of Olive Branch, DeSoto
 County, MS

AMENDED AND RESTATED CERTIFICATE OF TRUST AGREEMENT

WHEREAS, JAMES V. CORRIGAN, as Grantor, TIMOTHY J. CORRIGAN, as Trustee, and STEPHEN F. CORRIGAN, as Successor Trustee, executed that certain Trust Agreement establishing THE JAMES V. CORRIGAN LIVING TRUST, on October 14, 2002 (the "Trust Agreement"), for the purposes of holding and administering the trust estate created thereunder, which trust estate includes certain real property located in the State of Mississippi, and the Trust Agreement has been amended as allowed by the Trust, and this Amended and Restated Certificate of Trust Agreement is being executed to reflect such amendments;

NOW, THEREFORE, in accordance with Sections 91-9-1 through Section 91-9-7 of the Mississippi Code of 1972, as amended, TIMOTHY J. CORRIGAN and STEPHEN F. CORRIGAN, as Co-Trustees of THE JAMES V. CORRIGAN LIVING TRUST hereby file this Amended and Restated Certificate of Trust in lieu of the Trust Agreement, and certify as follows:

I. Name of the Trust:

THE JAMES V. CORRIGAN LIVING TRUST

II. Street and Mailing Address of the office of the Trust:

**9220 Plantation Road
 Olive Branch, MS 38654**

III. Name, Street and Mailing Address of the office of the Trustee:

**TIMOTHY J. CORRIGAN, CO-TRUSTEE
 9220 Plantation Road
 Olive Branch, MS 38654**

STATE MS.-DE SOTO CO.
 FILED

JAN 17 3 22 PM '03

BK 97 PG 241
 W.E. DAVIS CH. CLK.

STEPHEN F. CORRIGAN, CO-TRUSTEE
4205 Minden
Memphis, TN 38117

IV. Name, Street and Mailing Address of the Grantor:

JAMES V. CORRIGAN
9146 Lakeside Drive
Olive Branch, MS 38654

V. Legal Description of all Interests in Real Property Owned by or Conveyed the Trust:

SEE EXHIBIT "A"

VI. Anticipated date of termination of the Trust:

Following the death of the Settlor and pursuant to conditions set forth in the Trust.

VII. General powers granted to the Trustee:

Uniform Trustees Powers pursuant to Sections 91-9-101 through 91-9-119 of the Mississippi Code of 1972, as now enacted or hereafter amended, and powers set forth in the Trust Agreement including buying, selling, borrowing, distributing and management of assets. Either Co-Trustee may handle business transactions for the Trust and a Co-Trustee may delegate duties to the other Co-Trustee.

IT WITNESS WHEREOF, TIMOTHY J. CORRIGAN and STEPHEN F. CORRIGAN, as

Co-Trustees, hereby execute this Amended and Restated Certificate of Trust on this the 13TH

day of JANUARY, 2003.


TIMOTHY J. CORRIGAN, CO-TRUSTEE


STEPHEN F. CORRIGAN, CO-TRUSTEE

STATE OF MISSISSIPPI

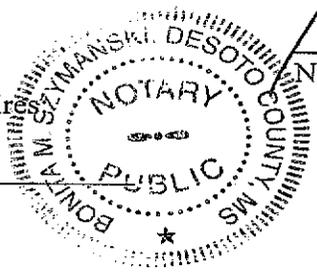
COUNTY OF De Soto

Personally appeared before me, the undersigned authority in and for the said county and state, on this 13th day of Jan., 2003, within my jurisdiction, the within named TIMOTHY J. CORRIGAN, duly identified before me, who acknowledged that he executed the above and foregoing Certificate of Trust Agreement.

Bonita M. Pymanski
NOTARY PUBLIC

My Commission Expires

11-13-04
(Affix official seal)



STATE OF MISSISSIPPI

COUNTY OF De Soto

Personally appeared before me, the undersigned authority in and for the said county and state, on this 13th day of Jan., 2003, within my jurisdiction, the within named STEPHEN F. CORRIGAN, duly identified before me, who acknowledged that he executed the above and foregoing Certificate of Trust Agreement.

Bonita M. Pymanski
NOTARY PUBLIC

My Commission Expires

11-13-04
(Affix official seal)

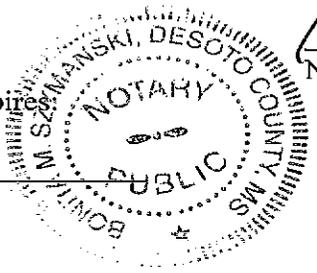


EXHIBIT "A"

Lot 50, The Plantation, Phase 2, Section "B", Plantation Lakes P.U.D. (R-2), located in Section 22, Township 1 South, Range 6 West, City of Olive Branch, DeSoto County, Mississippi, as recorded in Plat Book 45, Pages 28-30 in the office of the Chancery Clerk of DeSoto County, Mississippi.