

**CERTIFICATE OF TRUST AGREEMENT
ABSTRACT OF TRUST**

The undersigned hereby certify that on JANUARY 21, 2004, they created a revocable Living Trust. This Trust is known as: **The Ausburn Family Trust, dated JANUARY 21, 2004, Paul M. Ausburn and Charlotte S. Ausburn, Trustors and/or Trustees**, for the benefit of the Ausburn family.

STATE MS.-DESOTO CO. FILED PS PA

IT IS AGREED BETWEEN PARTIES HERETO AS FOLLOWS: FEB 6 4 36 PM '04

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Description of Trust

The undersigned hereto desire to confirm the establishment of a revocable and amendable Living Trust on JANUARY 21, 2004, and amendments thereto, for the benefit of the Trustors (as husband and wife) and containing inter alia the following provisions:

1. Paul M. Ausburn and/or Charlotte S. Ausburn are designated as the Trustees to serve until the death, resignation or incompetence of both Trustors. If more than one, the original Trustees are authorized to serve jointly and severally and either shall have full authority for the Trust without the consent of the other, to act independently in performing transactions on behalf of the Trust, except as to transactions involving real property.
2. Upon the removal of the original Trustees, the successor Trustee is (or Co-Trustees are) designated as Dorothy F. Strickland.
3. Upon the death of either Trustor, the Trust property becomes allocated into three (3) trusts designated as Trust A (the Survivor's Trust), Trust B (the Decedent's Trust), and Trust C (the Qualified Terminable Interest Trust). At that time Trusts B and C become irrevocable.
4. The surviving spouse retains the unlimited right to withdraw income and principal from Trust A. The survivor also retains a general power of appointment which can be exercised by Will, or by lifetime transfer, over the Trust A property. It is specifically intended that Trust A shall qualify for the marital deduction under Internal Revenue Code Section 2056.
5. The surviving spouse is vested with a life income from Trusts B and C, and the Trustee may invade principal for the benefit of the survivor as determined by an ascertainable standard. It is specifically intended that Trust C shall qualify for the marital deduction under Internal Revenue Code Section 2056.

6. Any Trustee/Trustor has the power and authority to manage and control, buy, sell and transfer the Trust property, in such manner as the Trustee may deem advisable, and shall have, enjoy and exercise all powers and rights over and concerning said property and the proceeds thereof as fully and amply as though said Trustee were the absolute and unqualified owner of same, including the power to grant, bargain, sell and convey, encumber and hypothecate, real and personal property, and the power to invest in corporate obligations of every kind, stocks, preferred or common, and to buy stocks, bonds and similar investments on margin or other leveraged accounts, except to the extent that such management would cause inclusion of an irrevocable Trust in the estate of a Trustee.
7. Following the death of both Trustors, the Trust continues or is distributed in whole or in part for the benefit of other named Beneficiaries according to the terms of the Trust.
8. While both Trustors are living and competent, except when there shall be a Corporate Trustee, either Trustee may add money to or withdraw money from any bank or savings and loan or checking account owned by the Trust without the approval of the other Trustee or Trustor, provided, however, that the ownership of funds received and deposited, whether community property or non-community property shall remain the same and the Trustor removing or adding funds shall gain no additional ownership interest therein than was present prior to the withdrawal from or addition to the Trust account.
9. All property transferred into the Trust is intended to be the commonly owned property of the Trustors, unless the Trustors have provided otherwise by a Separate Property Addendum to the Trust, or by a separate agreement of the parties.
10. All personal property transferred into Trust remains personal property and all real property transferred into Trust remains real property.
11. Unless otherwise indicated to a prospective transferee, the Trustee has full power to transfer assets held in the name of the Trust and subsequent transferees are entitled to rely upon such transfers provided the chain of title is not otherwise deficient.
12. The situs of the Trust is the State of Mississippi.
13. This Trust contains a spendthrift provision.
14. The use of this Abstract of Trust is for convenience only and the Trust is solely controlling as to provisions and interpretations, and any conflict between this abstract and the Trust shall be decided in favor of the Trust.

IN WITNESS WHEREOF, the parties hereto have executed this Abstract of Trust this
21ST day of JANUARY, 2004.

TRUSTORS:

Paul M. Ausburn
Paul M. Ausburn

8210 Elmwood
Olive Branch, MS 38654
Address

662-393-6238
Telephone Number

Charlotte S. Ausburn
Charlotte S. Ausburn

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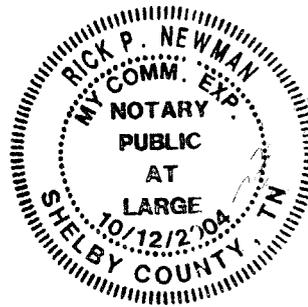
CERTIFICATE OF ACKNOWLEDGMENT

STATE OF MISSISSIPPI)
) ss.
COUNTY OF DESOTO)

On this 21st day of JANUARY, 2004, before me, Rick P. Newman,
(here insert name of notary) a Notary Public, personally appeared Paul M. Ausburn and Charlotte
S. Ausburn, personally known to me (or proved to me on the basis of satisfactory evidence) to be
the person(s) whose name(s) are subscribed to the within instrument and acknowledged to me
that they executed the same in their authorized capacity(ies), and that by their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the
instrument.

WITNESS my hand and official seal.

Signature: Rick P. Newman (Seal)



Jerry W. Blakeney, Attorney at Law
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