

CERTIFICATE OF TRUST AGREEMENT

The undersigned, as Trustee of the Melvin Lee Hungate, Sr. Living Trust dated March 5, 2004, does hereby execute and deliver this Certificate of Trust Agreement pursuant to the provisions of Section 91-9-7 of the Mississippi Code of 1972, as amended:

(A) The trust is commonly referred to as the Melvin Lee Hungate, Sr. Living Trust (the "Trust");

(B) The street and mailing address of the office, and the name and street and mailing address of the Trustee is:

Melvin Lee Hungate, Sr.
11410 Byhalia Road
Byhalia, MS 38111

(C) The Trust is a revocable inter vivos trust created by Melvin Lee Hungate, Sr., as Grantor ("Grantor").

(D) The legal description of all interests in real property owned by or conveyed to the Trust is set forth on Exhibit A, attached hereto and incorporated herein by reference.

(E) The anticipated date of termination of the Trust is upon the date that the survivor of Melvin Lee Hungate, Jr., Lonnie Lee Hungate, Deborah Ann Hungate, Grantor's children, or Justin Corbett Ardis reach the age of fifty-five (55), all of whom are still living on the date hereof.

(F) The general powers granted to the Trustee under the Trust are set forth in the Trust Agreement dated March 5, 2004 pursuant to which the Melvin Lee Hungate, Sr. Living Trust was created.

STATE MS.-DESOTO CO.

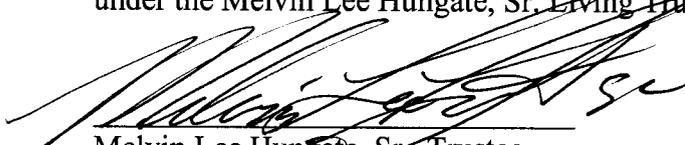
FILED

APR 8 10 45 AM '04 P3 P2

BK 102 PG 617
W. DAVIS CH. CLK.

WITNESS THE SIGNATURE of the Trustee on this the 5th day of March, 2004.

Melvin Lee Hungate, Sr., Trustee
under the Melvin Lee Hungate, Sr. Living Trust


Melvin Lee Hungate, Sr., Trustee

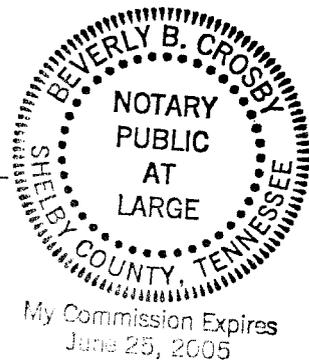
STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared **Melvin Lee Hungate, Sr.**, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

WITNESS my hand and Notarial Seal at office this 5th day of March, 2004.


Notary Public

My Commission Expires:



Prepared By:
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Exhibit A

Legal Descriptions of Real Property Conveyed to Melvin Lee Hungate, Sr. Living Trust

TRACT 1

The Southwest Quarter of Section 36, Township 2 South, Range 6 West, DeSoto County, Mississippi, and being more particularly described as follows, to-wit:

Beginning at a 1.5 inch pipe at the southwest corner of said quarter section; thence run North $0^{\circ} 58' 48''$ East a distance of 2613.83 feet along the west line of said quarter section to a steel fence rail at the northwest corner of said quarter section; thence run South $89^{\circ} 14' 08''$ East a distance of 2641.28 feet along the north line of said quarter section to a 2-inch steel pipe at the northeast corner of said quarter section; thence run South $00^{\circ} 46' 08''$ West a distance of 2613.02 feet along the east line of said quarter section to a cross-tie fence post at the southeast corner of said quarter section; thence run North $89^{\circ} 15' 10''$ West a distance of 2650.91 feet along the south line of said quarter section to the Point of Beginning and containing 158.75 acres, more or less.

TRACT 2

The East 70 acres of the East half of the Northwest Quarter of Section 1 (1), Township Three (3), Range Six (6) West, DeSoto County, Mississippi, being the same land acquired by Mrs. Mary Martin Frost under deed from Andrew J. Martin, Trustee, et al., dated October 24, 1922, recorded in Book 20, Page 69 of the Office of the Chancery Clerk of DeSoto County, Mississippi, and being the same land as shown by survey plat made by Kapelow Engineering Company of Memphis, Tennessee under date of January, 1941 which said plat is recorded in Deed Book 28, Page 389 of the Office of the Chancery Clerk of DeSoto County, Mississippi.

TRACT 3

Block 18, according to the Plat of the Town of Baldwin, being located at the Southeast Quarter of Section 35, Township 6, Range 6, Town of Baldwin, Prentiss County, Mississippi.