2/02/05 12:03:55 P2
BK 106 PG 760 P2
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

THIS INSTRUMENT PREPARED BY AND RETURN TO:
EDWARD T. AUTRY
5521 Murray Avenue
Memphis, TN 38119
(901)767-8200

CERTIFICATION OF REVOCABLE TRUST

STATE OF TENNESSEE

COUNTY OF SHELBY

The undersigned, having been duly sworn, according to law, pursuant to T.C.A. § 35-50-126 provide the following information for the purposes of allowing third persons seeking to deal with the Trustee or Successor Trustee to have sufficient information regarding the powers, duty and authority of the Trustee with respect to the Trust.

1. NAME OF TRUST: CARL H. WHITE LIVING TRUST

2. DATE OF TRUST: November 9, 1991, Revised and Restated on December 10, 2004

3. NAME OF GRANTOR: CARL H. WHITE

4. NAME OF CURRENT TRUSTEE: CARL H. WHITE

5. NAME OF SUCCESSOR TRUSTEE: In the event of the disability of the Grantor, or following the death of the Grantor, he shall be succeeded first by CARL H. WHITE, JR. and second by ADVEST TRUST, a division of FRONTIER TRUST COMPANY, FSB.

6. TITLE TO TRUST ASSETS: Trust assets should be titled as CARL H. WHITE, or Successors, Trustees of the CARL H. WHITE LIVING TRUST dated November 8, 1991, Revised and Restated the 10th day of December, 2004.

7. NAME OF BENEFICIARIES: The Grantor during Grantor's lifetime. Following the Grantor's death, the beneficiaries shall be as set forth in the trust.

8. POWER TO REVOKE: This trust is a Revocable Grantor Trust. The Grantor retains the right to alter, amend or revoke the trust. No person other than the Grantor has any power to revoke this trust.

9. TAX ID#: This is a Grantor Trust as described in Internal Revenue Code Section 1.671-4(b) and uses the Grantor's Social Security Number for tax reporting purposes. To protect the Grantor from theft identity, the Grantor's Social Security Number is not listed in this document.

10. TERM: Unless otherwise terminated by the Grantor, the Trust shall continue during the lifetime of the Grantor.

11. TRUSTEE POWERS: The Trustee and Successor are granted the following specific powers.

a. All powers under Section 91-9-101 through 91-9-119 of the Mississippi Code of 1972 (including any amendments thereto);

b. Full power to deal with real estate without the approval of any Court, joinder of Beneficiary and without disclosing any Beneficiary of the Trust;

c. All Trustee powers shall be broadly construed and may be exercised without Court approval;

d. No person dealing with the Trustee in the capacity of purchaser, seller, acquirer, lender, tenant, lessor, lessee, contractant or otherwise shall be bound to inquire into the capacity to act on the part of the Trustee or into the authority for or the propriety of any act of the Trustee nor shall such person be required to see to the application or disposition of any money or the property paid, delivered or loaned to the Trustee.

12. TRANSFER OF ASSETS: The Grantor, by the execution of this instrument, transfers, quitclaims and assigns to this trust all of the Grantor's assets, including real and personal property of every nature and type whatsoever, but excluding the transfer of assets which would result in income tax consequences to the Grantor, such as retirement accounts, IRAs and certain types of annuities. Should title to any assets transferred to the trust not be effectively or legally changed, and should any assets continue to be held in the name of the Grantor, without the designation of the trust or the Grantor as Trustee, it is acknowledged and agreed that any such assets held in the sole and separate name of the Grantor are intended to be held and are held by the Grantor in the capacity as a Trustee of said trust.

13. SPENDTHRIFT PROVISIONS: No person who is a beneficiary under any of the provisions of this trust estate shall have the right, power or authority to assign, give, grant, sell, convey, mortgage, pledge or otherwise dispose of, encumber or anticipate the income, or any installment thereof, or any share in the corpus, until same is actually transferred or paid to such beneficiary. Any such attempted assignment is void. The income and corpus of the trust estate shall not be subject to execution or any other legal process for any debt or liability, including the claim of a spouse or former spouse.

14. ADMINISTRATION OF TRUST – ADMINISTRATIVE ACTIONS: If this trust is being administered by more than one Trustee, with respect to any administrative action (e.g., signing checks, transferring funds), the signature of only one Trustee shall be required. Any one Trustee can act and bind the trust. Accordingly, any person dealing with one of the Co-Trustees shall not be required to secure the signature or approval of the other Co-Trustees. Co-Trustees may appoint a Managing Trustee and delegate administrative duties.

15. ADMINISTRATION OF TRUST – REAL PROPERTY: If this trust is being administered by more than one Trustee, with respect to any transaction involving real property, including but not limited, to the purchase or sale of real property, the execution of mortgages or deeds of trust, the signature of all Trustees then serving is required.

16. REPRESENTATIONS: To the best of the Trustee's knowledge, the trust has not been revoked, modified, or amended in any manner which would cause the representations contained in this Certification of Trust to be incorrect.

WITNESS my hand this 10th day of December, 2004.

CARL H. WHITE, Grantor

CARL H. WHITE, 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 CARL H. WHITE, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Notarial Seal at office this 10th day of December, 2004.

NOTARY PUBLIC

My Commission Expires:

EDWARD T. AUTRY
NOTARY PUBLIC AT LARGE
SHELBY COUNTY, TN

My Commission Expires Jan. 15, 2008