

CERTIFICATE OF TRUST AGREEMENT

6/02/05 9:48:56
BK 108 PG 617
DESDOTO COUNTY, MS
W.E. DAVIS, CH CLERK

The undersigned Trustees hereby certify the following:

- 1. This Certificate of Trust Agreement relates to the CHARLES F. ROBERTS, III IRREVOCABLE LIFE INSURANCE TRUST dated May 13, 2005 (the "Trust") created by trust agreement (the "Trust Agreement") executed by CHARLES F. ROBERTS, III, as Grantor, and by CHARLES F. ROBERTS, JR., as Trustee.
- 2. The street and mailing address of the office, and the name and street and mailing address of each Trustee empowered to act under the Trust Agreement at the time of the execution of this Certificate of Trust Agreement are:

 Primary: CHARLES F. ROBERTS, JR.
 1925 Church Road E.
 Southaven, MS 38671

 Successor: BRIAN C. ROBERTS
 5078 Muirfield Cove
 Olive Branch, MS 38654
- 3. The names and street and mailing address of the Grantor is:

 CHARLES F. ROBERTS, III
 2260 Cumberland Drive
 Southaven, MS 38672
- 4. No real property is owned by the Trust.
- 5. The anticipated termination of the Trust is the last to occur of (i) the death of the survivor of CHARLES F. ROBERTS, III and his spouse, and (ii) the date when the youngest child of CHARLES F. ROBERTS, III attains the age of thirty-five (35) years.
- 6. The Trust Agreement grants to the Trustees all applicable powers set out in Tennessee Code Annotated Section 35-50-110.
- 7. The undersigned hereby represents that the statements contained in this Certificate of Trust Agreement are true and correct, and that there are no other provisions in the Trust Agreement or amendments to it that limit the powers of the Trustees to sell, convey, pledge, mortgage, lease, manage, operate, control, transfer title, divide, convert or allot trust property, including real and personal property.


CHARLES F. ROBERTS, III

Drafted by R. MICHAEL POTTER, Attorney-at-Law, 130 N. Court Avenue, Memphis, Tennessee 38103

901-524-5000

STATE OF MISSISSIPPI
COUNTY OF DeSOTO

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said County and State, the within named CHARLES F. ROBERTS, III, who acknowledged that he signed and delivered the above and foregoing instrument as his free and voluntary act and deed and for the purposes therein expressed.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE, this 18th day of MAY, 2005.

Shelia D. Hirsberg
Notary Public

My Commission Expires:
11.22.08

