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BK 111 PG 607
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

Prepared by + Return to:

TAM TITLE & ESCROW, L.L.C.
8130 COUNTRY VILLAGE DR.
STE 101
CORDOVA, TN 38016-2029
901-680-0888

**CERTIFICATE
OF
TRUST AGREEMENT**

Comes now Bill Goodwin and Lou Goodwin pursuant to Mississippi Code Annotated of 1972 Section 91-9-7 and files this Certificate of Trust Agreement for the purpose of confirming the existence of the trust which has an ownership interest in real property. Pursuant to the above-identified statute states as follows:

1. The name of the trust is the Bill Goodwin and Lou Goodwin Living Trust, dated May 3, 2000.

2. The street and mailing address of the Trustees and Grantors are as follows:

BILL GOODWIN AND LOU GOODWIN, TRUSTEES
1778 REID HOOKER ROAD
EADS, TN 38028
901-853-8219
901-461-5899

3. The Bill Goodwin and Lou Goodwin Living Trust, dated May 3, 2000 has accepted conveyance of an interest in the following described property:

Being in the Northwest 1/4 of Northeast 1/4 of Section 22, Township 2 South, Range 8 West and Being Lot 1 of the Rust Starlanding 3 Lot Minor Subdivision, more particularly described as:

Beginning at the Northwest corner of Section 22, Township 2 South Range 8 West, DeSoto County, Mississippi; thence North 84 degrees 31 minutes 00 seconds East a distance of 2694.55 feet to a point, said point being the True Point of Beginning; thence continuing North 84 degrees 31 minutes 00 seconds East a distance of 95.58 feet to a point; thence South 05 degrees 26 minutes 57 seconds East a distance of 547.54 feet to a point; thence South 15 degrees 50 minutes 34 seconds East a distance of 202.25 feet to a point; thence North 84 degrees 31 minutes 00 seconds East 143.51 feet to a point; thence South 05 degrees 26 minutes 57 seconds East a distance of 835.75 feet to a point; thence South 84 degrees 31 minutes 00 seconds West 275.58 feet; thence North 05 degrees 26 minutes 57 seconds West a distance of 1582.25 feet to the point of beginning passing a 1/2 inch iron pin at 1542.25 feet, containing 7.00 acres more or less. Also being subject to rights of ways of public roads and utilities, local planning and Health Department regulations and easements of record* and as shown on Exhibit A hereto.

Jam Title
TOS

4. The trust is revocable prior to the death of Bill Goodwin and Lou Goodwin and thereafter shall terminate upon distribution of the assets held in trust to the beneficiaries named in said Bill Goodwin and Lou Goodwin Living Trust agreement.

5. The Trustees have broad powers including but not limited to those specifically permitted by the Uniform Trustee Powers Act (Mississippi Code Annotated of 1972 Section 91-9-101 et seq).

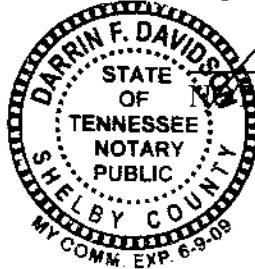
Bill Goodwin
Bill Goodwin, Trustee of the Bill Goodwin and Lou Goodwin Living Trust Dated May 3, 2000

Lou Goodwin
Lou Goodwin, Trustee of the Bill Goodwin and Lou Goodwin Living Trust dated May 3, 2000

ACKNOWLEDGMENTS

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, DARRIN F. DAVIDSON, the undersigned authority of law in and for the said county and state on this 2ND day of November, 2005 acknowledged that he is Trustee of the Bill Goodwin and Lou Goodwin Living Trust dated May 3, 2000 and that in said representative capacity he executed the above and foregoing instrument, after first having been duly authorized so to do.



[Signature]
NOTARY PUBLIC

My Commission Expires: 6-9-09

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, DARRIN F. DAVIDSON, the undersigned authority of law in and for the said county and state on this 2ND day of November, 2005, within my jurisdiction, the within named, Lou Goodwin, who acknowledged that she is Trustee of the Bill Goodwin and Lou Goodwin Living Trust dated May 3, 2000 and that in said representative capacity she executed the above and foregoing instrument, after first having been duly authorized so to do.



[Signature]
NOTARY PUBLIC

My Commission Expires: 6-9-09

EXHIBIT A

Property located in DeSoto County, Mississippi, being particularly described as follows:

Commencing at the Northeast corner of the Southwest Quarter of Section 8, Township 3 South, Range 9 West; thence South 84 degrees 00 minutes 00 seconds West 160.00 feet to an iron pin being the point of beginning and the Northeast Corner of said tract; thence South 84 degrees 00 minutes 00 seconds West 1,586.29 feet to an iron pin; thence South 08 degrees 49 minutes 13 seconds West 156.00 feet to an iron pin; thence South 72 degrees 42 minutes 09 seconds West 455.00 feet to an iron pin in Tanyard Road; thence along Tanyard Road with the following calls: South 58 degrees 20 minutes 27 seconds East 136.64 feet with a circular curve whose Delta Angle is 46 degrees 04 minutes 35 seconds Rt., Radius is 359.46 feet and Arc is 289.08 feet, to an iron pin; thence North 74 degrees 55 minutes 20 seconds East 368.03 feet to an iron pin on the shore of Anchor Lake; thence North 83 degrees 07 minutes 30 seconds East 1,039.00 feet to a point in Anchor Lake; thence North 78 degrees 30 minutes 00 seconds East 266.49 feet to a point in Anchor Lake; thence North 10 degrees 50 minutes 25 seconds East 487.49 feet to the point of beginning; containing 20.23 acres, more or less. All bearings reference to magnetic North.