

THIS DOCUMENT PREPARED BY
AND RETURN TO:
Dana D. Blake
6800 Poplar Avenue, Suite 200
Germantown, TN 38138
901-754-7540

4/19/06 3:00:42
BK 113 PG 546
DESOUD COUNTY, MS
M.E. DAVIS, CH CLERK

CERTIFICATE OF TRUST AGREEMENT

STATE OF TENNESSEE

COUNTY OF SHELBY

The undersigned, pursuant to Sections 91-9-1 and 97-9-7 of the Mississippi Code of 1972, having been duly sworn according to law, states as follows:

1. The name of the trust is the William C. Harris, Jr. Living trust.
2. The street and mailing address of the office, and the name and street and mailing address of the Trustee is Bruce F. Gray, Trustee, 3807 North Lakewood Drive, Memphis, Tennessee 38128-4306.
3. The name and street and mailing address of the Grantor is William C. Harris, Jr. % Bruce F. Gray, 3807 North Lakewood Drive, Memphis, Tennessee 38128-4306.
4. It is anticipated that the trust will terminate within twenty (20) years of the date of Grantor's death.
5. The legal description of the real property interests owned by the trust is as follows: See Exhibit "A" attached hereto for legal description.
6. The Trustee and Successors are granted the following specific powers.
 - a. All powers under Tenn. Code Ann. Section 35-50-110 and Section 815 of the Tennessee Uniform Trust Code;
 - b. Full power to deal with real estate without the approval of any court, joinder or beneficiary and without disclosing any beneficiary of the trust;
 - c. All Trustee powers shall be broadly construed and may be exercised without court approval.

*Howak
+ Meyman*

|

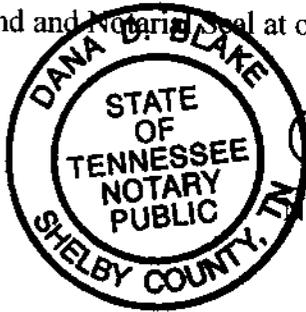
WITNESS my hand this 10th day of April, 2006.

Bruce F. Gray
BRUCE F. GRAY, 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 BRUCE F. GRAY, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same for he purposes therein contained.

Witness my hand and Notary Seal at office this 10th day of April, 2006



Dana D. Blake
NOTARY PUBLIC

My Commission Expires:
5.21.08

Exhibit "A"

BEING PART OF COMMERCIAL LOT "B" REVISED PLAN, SECTION "C" SOUTHAVEN SUBDIVISION AS RECORDED IN PLAT BOOK 40, PAGE 34 AT THE CHANCERY COURT CLERK OFFICE AT HERNANDO, DESOTA COUNTY, MISSISSIPP AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF THE WEST LINE OF HIGHWAY 51, (100 FOOT RIGHT-OF-WAY) AND AT THE SOUTH LINE OF MISSISSIPPI VALLEY BOULEVARD (VARIED RIGHT-OF-WAY); THENCE S33 DEG.18'52"E ALONG THE WEST LINE OF HIGHWAY 51, A DISTANCE OF 175.16 FEET TO THE POINT OF BEGINNING; THENCE S33 DEG18'52" E ALONG THE WEST LINE OF HIGHWAY 51, A MEASURED DISTANCE OF 267.07 FEET TO A POINT; THENCE ALONG A LINE WHICH IS 2 INCHES NORTHWEST OF AND PARALLEL TO THE NORTHWEST WALL OF THE EXISTING BUILDING ON LOT 3, S56 DEB18'38"W, 301.79 FEET TO A POINT OF THE CENTERLINE OF AN EXISTING WALL; THENCE ALONG SAID CENTERLINE S33DEG41'22"E, 9.31 FEET TO A POINT; THENCE ALONG A LINE WHICH IS 2 INCHES SOUTHEAST OF AND PARALLEL TO THE SOUTHEAST WALL OF THE EXISTING BUILDING ON LOT 2, THE FOLLOWING COURSES AND DISTANCES S56 DEG18'38"W, 10.41 FEET; 33DEG41'22"E, 11.00 FEET; S56DEG18'38"W, 174.15 FEET TO A POINT ON THE NORTH LINE OF SECTION "C" SOUTHAVEN SUBDIVISION; THENCE ALONG SAID NORTH LINE, N88 36'56"W, 8.91 FEET TO A POINT; THENCE ALONG THE NORTHLINE OF LOT 746, SECTION "C" SOUTHAVEN SUBDIVISION, N01DEG23'04"E, 80.00 FEET TO A POINT; THENCE N33 32.02"W ALONG THE NORTHEAST LINE OF LOTS 745-743 OF SECTION "C" SOUTHAVEN SUBDIVISION, A CALLED AND MEASURED DISTANCE OF 229.19 FEET TO A POINT, SAID POINT BEING THE SOUTHWEST CORNER OF LOT 1; THENCE N56DEG21'40"E ALONG THE SOUTHEAST LINE OF LOT 1 OF COMMERCIAL LOT "B" SECTION "C" SOUTHAVEN SUBDIVISION, A DISTANCE OF 154.03 FEET TO A POINT; THENCE S33 38'208"E, A DISTANCE OF 15.00 FEET TO A POINT; THENCE N57DEG09'25"E, A DISTANCE OF 155.23 FEET TO A POINT, SAID POINT BEING THE SOUTHWEST CORNER OF THE FIRST NATIONAL BANK OF SOUTHAVEN PROPERTY; THENCE N54DEG14'56"E ALONG THE SOUTH LINE OF SAID BANK PROPERTY, A DISTANCE OF 139.67 FEET TO THE POINT OF BEGINNING AND CONTAINING 125,248 SQUARE FEET OR 2.875 ACRES.

AND BEING THE SAME PROPERTY CONVEYED TO HARRIS/RAMEY, LLC BY DEED OF RECORD AT BOOK 345, PAGE 725, AND BOOK 346, PAGE 700, OF THE CHANCERY COURT CLERK'S OFFICE OF DESOTA COUNTY, MISSISSIPPI.