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Tate County, MS

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DESDTO COUNTY, MS
W.E. DAVIS, CH CLERK

**SECOND AMENDMENT TO THE
DAVID N. FENNELL AND/OR FLORENCE L. FENNELL
REVOCABLE LIVING TRUST AGREEMENT**

PREPARED BY:

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J. Lorena Fennell
662-622-0472

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SECOND AMENDMENT TO TRUST AGREEMENT

TO: David N. Fennell and Florence L. Fennell as Co-Trustees of the David N. Fennell and/or Florence L. Fennell Revocable Living Trust Agreement dated August 30, 2000.

Pursuant to the right reserved to us under Article IV. Revocation and Amendment of the above trust agreement, we amend that trust agreement as follows:

FIRST: We revoke, in its entirety, the "Amendment to Existing Trust" dated December 14, 2004, and recorded with the Tate County Mississippi Chancery Clerk and recorded on December 14, 2004, in Deed Book 2004 at Page 3807.

SECOND: We delete II, subparagraphs A. Original Co-Trustees and B. Death or Resignation of Original Co-Trustees, VIII, subparagraph C. Division of Children's Trust, and XI, subparagraph 10. Power of Co-Trustees to Act Independently, of the trust agreement and substitute therefor the following:

**II
ORIGINAL AND SUCCESSOR TRUSTEES**

A. Original Co-Trustees

We are the original Co-Trustees under this Declaration of Trust, to serve with all of the obligations, powers and authority contained within this Trust Agreement. **In the event that Florence L. Fennell, Co-Trustee should predecease David N. Fennell then Carl Gary Wilkes shall act as Co-Trustee with David N. Fennell.**

B. Death or Resignation of Original Co-Trustees

In the event of both our deaths, or if both of us cease to serve as Co-Trustees, or in the event that all Trustees herein named, cease to serve for any reason whatsoever, we nominate and appoint **CARL GARY WILKES** to serve as Trustee hereunder without the approval of any court.

**VIII
CHILDREN'S TRUST**

C. Division of Children's Trust

1. Beneficiaries Share

SPECIAL DIRECTIVES:

- 1. WE DIRECT IN THE EVENT THAT FLORENCE L. FENNELL, CO-TRUSTEE SHOULD PREDECEASE DAVID N. FENNELL THEN CARL**

GARY WILKES SHALL ACT AS CO-TRUSTEE WITH DAVID N. FENNELL.

2. WE DIRECT IN THE EVENT THAT FLORENCE L. FENNELL SHOULD PREDECEASE DAVID N. FENNELL THAT HE SHALL HAVE HIS CHOICE OF A LIFE ESTATE OVER THE PROPERTY AT 702 PEAVINE ROAD, COLDWATER, MISSISSIPPI OR 1430 FOX CHASE COVE, SOUTHAVEN, MISSISSIPPI. PROPERTIES SHALL GO AT THE DEATH OF THE SURVIVING TRUSTOR TO BE DISTRIBUTED AS STATED IN ITEM 6 BELOW.
3. WE DIRECT AT THE DEMISE OF THE FIRST SPOUSE THAT THE WALKING HORSES SHALL GO TO THE SURVIVING SPOUSE, FREE AND CLEAR.
4. WE DIRECT AT THE DEMISE OF THE SURVIVING SPOUSE THAT THE CURIO CABINET, ENTRY MIRROR AND MAPLE CHEST ENTERTAINMENT CENTER LOCATED AT 1430 FOX CHASE, SOUTHAVEN, MISSISSIPPI SHALL GO TO AMY DOMINGUEZ.
5. WE DIRECT AT THE DEMISE OF THE SURVIVING SPOUSE THAT THE REMAINING GRANDDAUGHTER SHALL HAVE THEIR CHOICE OF ONE ITEM OF FURNITURE LOCATED AT 1430 FOX CHASE, SOUTHAVEN, MISSISSIPPI.
6. WE DIRECT AT THE DEMISE OF FLORENCE L. FENNELL HER SEPARATE PROPERTY SHALL GO EQUALLY TO AMY R. DOMINGUEZ AND CARL GARY WILKES. IF CARL GARY WILKES PREDECEASES THE TRUSTORS HIS SHARE OF THE ESTATE SHALL BE DIVIDED INTO 3 CERTIFICATES OF DEPOSIT WITH EACH OF HIS CHILDREN, NAMELY MICHELLE WILKES, MELISSA WILKES AND MEREDITH WILKES, AS BENEFICIARY OF ONE EACH.
7. WE DIRECT AT THE DEMISE OF DAVID N. FENNELL, HIS SEPARATE SHARE SHALL GO TO FLORENCE L. FENNELL OR HER HEIRS, EXCEPT AS SET FORTH ABOVE.

XI TRUST POWERS

10. Power of Co-Trustees to Act Independently.

Notwithstanding any other provisions to the contrary, we specifically authorize either of the Co-Trustees, namely **DAVID N. FENNELL and FLORENCE L. FENNELL**, during their joint lives and while serving as Co-Trustees, to act independently of the other and have the authority to perform all powers and acts as granted under this Declaration of Trust, including any interest in either real property or personal property of any nature or kind. By example, such authority is granted to either of us to sell, transfer, assign, mortgage, hypothecate, or otherwise encumber the real property of the Trust Estate, and/or encumber or pledge any personal property as such we shall deem appropriate, except for any community property as donated to said Trust. Then the concurrence of each Trustee is necessary so long as they both shall live. **In the event that Florence**

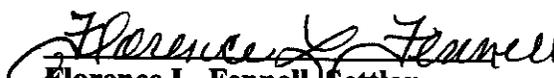
L. Fennell, Co-Trustee should predecease David N. Fennell then Carl Gary Wilkes shall act as Co-Trustee with David N. Fennell.

THIRD: We have specifically omitted Bobby Dominguez from our trust agreement.

FOURTH: We confirm and readopt the remaining provisions of that trust agreement, reserving to ourselves the right to amend further that trust agreement and this amendment thereto.

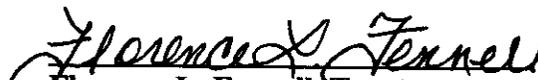
Dated: February 6, 2007.


David N. Fennell, Settlor


Florence L. Fennell, Settlor

The undersigned acknowledge receipt of and consent to the foregoing amendment as of the day and year last above written.


David N. Fennell, Trustee


Florence L. Fennell, Trustee

STATE OF MISSISSIPPI

COUNTY OF TATE

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named **David N. Fennell and Florence L. Fennell**, who acknowledged that they executed and delivered the above and foregoing Second Amendment to the David N. Fennell and/or Florence L. Fennell Revocable Living Trust dated August 30, 2000, as Settlers, on the day and year therein stated.

Given under my hand and official seal on this the 6th day of February, 2007.

Virginia Leigh Richard
NOTARY PUBLIC



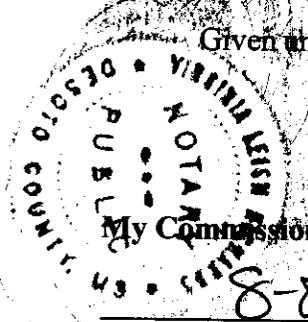
STATE OF MISSISSIPPI

COUNTY OF TATE

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named **David N. Fennell and Florence L. Fennell**, who acknowledged that they executed and delivered the above and foregoing Second Amendment to the David N. Fennell and/or Florence L. Fennell Revocable Living Trust Agreement dated August 30, 2000, as Co-Trustees, on the day and year therein stated.

Given under my hand and official seal on this the 6th day of February, 2007.

Virginia Leigh Richard
NOTARY PUBLIC



**REVOCATION OF AMENDMENT
TO EXISTING TRUST**

KNOW ALL MEN BY THESE PRESENTS, that we, **DAVID N. FENNELL** and **FLORECE L. FENNELL**, of 702 Peavine Road, Coldwater, Tate County, Mississippi 38618, do hereby revoke the above the "Amendment to Existing Trust" dated December 14, 2004 and recorded with the Chancery Clerk of Tate County, Mississippi one December 14, 2004, at 12:44 p.m. in Deed Book 2004 at Page 3807.

WITNESS OUR SIGNATURE, this the 6th day of February, 2007.

David N. Fennell

DAVID N. FENNELL

Florence L. Fennell

FLORENCE L. FENNELL

**STATE OF MISSISSIPPI
COUNTY OF TATE**

Personally appeared before me, the undersigned authority in and for said County and State on this the 6th day of February, 2007, within my jurisdiction, the within named **DAVID N. FENNELL** and **FLORENCE L. FENNELL**, who acknowledged that they executed the above and foregoing instrument as their own free act and deed.

Virginia Leigh Richard

NOTARY PUBLIC

NOTARY PUBLIC
TATE COUNTY, MISSISSIPPI
MY COMMISSION EXPIRES:
8-8-08



Tate County, MS
I certify this instrument was filed on
02-20-2007 11:35:32 AM
and recorded in Deed Book
2007 at pages 519 - 524
Marne Crockett

pl