

AFFIDAVIT OF TRUSTEESHIP

and

PROOF OF TRUST

TO WHOM IT MAY CONCERN: This Affidavit of Trusteeship and Proof of Trust is offered to you in consideration of your opening and/or maintaining accounts for the trust named below, the undersigned certify as follows:

1. The following trust is the subject of this Affidavit:

FRANK O'NEIL RITTENHOUSE FAMILY TRUST, dated March 7, 2009,
FRANCES HIGHTOWER RITTENHOUSE, Trustee.

This Family Trust was created under the FRANK O'NEIL RITTENHOUSE
REVOCABLE LIVING TRUST, dated September 14, 1999.

2. The name of the Trustmaker is FRANK O'NEIL RITTENHOUSE.
3. The said FRANK O'NEIL RITTENHOUSE died on March 7, 2009.
4. The name of the currently acting Trustee of the trust is FRANCES HIGHTOWER RITTENHOUSE.

5. The tax identification number of the trust is
6. The trust is currently in full force and effect.
7. The trust authorizes you to accept orders and other instructions from the currently acting Trustees.
8. The trust indemnifies and holds you harmless from any liability for effecting transactions at the request of any Trustee.
9. The Trustees are authorized to employ attorneys, accountants, registered investment advisors, specialists and such other agents as the Trustees shall deem necessary or desirable. The Trustees shall have the authority to appoint an investment manager or managers to manage all or any part of the assets of the trust, and to delegate investment discretions to said manager or managers.
10. All other trust provisions are of a personal nature and set forth the distribution of trust property. They do not modify the powers of the Trustees.

PREPARED BY:
PROFESSIONAL SERVICES
POST OFFICE BOX 130
POTTS CAMP, MISSISSIPPI 38659
TELEPHONE 662-333-9009

RETURN TO:
FRANCES H. RITTENHOUSE, TRUSTEE
4941 Jaybird Road
Hernando, MS 38632
Telephone No. 662-429-6228 (retired)

Indexing Instructions: SW-1/4 of Section 28, Township 3, Range 7 West; NE-1/4 of Section 28, Township 3, Range 7 West; NE-1/4 of Section 32, Township 3, Range 7 West; SW-1/4 of Section 29, Township 3, Range 7 West; NE-1/4 of Section 29, Township 3, Range 7 West; SE-1/4 of Section 29, Township 3, Range 7 West; SW-1/4 of Section 28, Township 3, Range 7 West, Tract in NE-1/4, NW-1/4, SE-1/4 and SW-1/4 of Sections 28 and 29, Township 3, Range 7 West

STATE OF MISSISSIPPI
COUNTY OF DESOTO

CERTIFICATE OF TRUST

FRANK O'NEIL RITTENHOUSE FAMILY TRUST, c/o FRANCES HIGHTOWER RITTENHOUSE, TRUSTEE of 4941 Jaybird Road, Hernando, MS 38632, telephone 662-429-6228 (retired)

TO:

FRANK O'NEIL RITTENHOUSE FAMILY TRUST, c/o FRANCES HIGHTOWER RITTENHOUSE, TRUSTEE of 4941 Jaybird Road, Hernando, MS 38632, telephone 662-429-6228 (retired)

*Frances
429-6228*

INDEXING: 160 ACRES, MORE OR LESS, BEING LOCATED IN THE NORTHEAST QUARTER OF SECTION 29, TOWNSHIP 3, RANGE 7 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS:

CONTAINING 160 acres, more or less, being located in the Northeast Quarter of Section 29, Township 3, Range 7 West, and being part of the lands conveyed to Joe Z. Williams, Sr. by deed of record in Book 32, Page 540, of the deed records of said county.

SUBJECT HOWEVER, to any existing easements for public roads or public utilities affecting said lands and any rights remaining in Lessee or his assigns, under oil, gas or mineral lease executed by Joe Z. Williams, Sr. of record in Book 1, Page 266 of Oil, Gas and Mineral Lease records of Desoto County, Mississippi.

By way of explanation, this is the same property owned by J. Z. Williams, Jr., under the laws of descent and distribution, inherited by him from the estate of Joe Z. Williams, Sr., who died intestate on February 16, 1962. Said property divided by Warranty Deed of Division, Conveying unto J. Z. Williams, Jr., the above described property executed by all the heirs at law of Joe Z. Williams, Sr., on the 27th day of February, 1962, recorded in Deed Book 52, Page 245 in the Office of the Chancery Court Clerk of Desoto County, Mississippi. On March 13, 1964, J. Z. Williams, Jr. died testate leaving a certain instrument of writing purported to be the Last Will and Testament of J. Z. Williams, Jr., which was duly probated and administered as the estate of J. Z. Williams, Jr. Under the terms of the Will, recorded in Will Book 8, Page 103, in the Office of the Chancery Court Clerk of Desoto County, the above described property was devised unto Mrs. Irene Williams, his wife, during her natural life; that upon her death a remainderman's interest was devised unto Aubry Williams, his son, and John Fulton Williams, also known as "Mike" Williams, his son. That John Fulton Williams, also known as "Mike" Williams died intestate on March 1, 1979, being unmarried at the time of his death and leaving as his sole and surviving heirs at law, his mother, Mrs. Irene Williams, and his brother, Aubry Williams.

For the consideration stated aforesaid, the GRANTORS do hereby grant to the GRANTEE, his successors, assigns, personal representatives, heirs or transferees, a right of ingress and egress to and from the above-described lands and by the GRANTEE'S acceptance of this deed, the GRANTEE agrees to leave all roads leading into said property, fill roads, turn roads, existing wood roads, which are used by GRANTEE or which are constructed by the GRANTEE, in an open and passable condition and in as good or better condition as these roads were prior to the GRANTEE'S use of said roads and, further, the GRANTEE agrees to blade and level all roads used and/or constructed so that said roads will fully drain.

SOURCE DEED: This is the same land and property as conveyed to Frank O'Neil Rittenhouse, Sr., a/k/a Frank Rittenhouse Sr., a/k/a F.O. Rittenhouse Sr. by Timber Deed dated October 18, 1993 and executed by Irene T. Williams, etal. recorded in Land Deed Book No. 263, Page 325 in the Office of the Chancery Clerk of Desoto County, Mississippi.

ALSO:

TRACT 1:

INDEXING: 80 ACRES, MORE OR LESS, LOCATED IN SECTION 29, TOWNSHIP 3, RANGE 7 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS:

THE NORTH HALF of the Southeast Quarter of Section 29, Township 3, Range 7 West, containing 80 acres, more or less, and being a part of the land conveyed to NORA W. TUCKER by ZOLA W. RITTENHOUSE, AUBREY WILLIAMS, LORAIN WILLIAMS, J.Z. WILLIAMS, JR., AND IRENE WILLIAMS the said Deed being of date, the 27th day of February, 1962 and being of record in Land Deed Book 52, at page 253 in the Office of the Chancery Court Clerk of Desoto County, Mississippi.

TRACT 2:

INDEXING: 50 ACRES, MORE OR LESS, LOCATED IN SECTION 28, TOWNSHIP 3, RANGE 7 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS:

ALL THE PART OF THE NORTH HALF of the Southwest Quarter of Section 28, Township 3, Range 7 West, which lies West of Jaybird Public Road, containing 50 acres, more or less, and being part of the land conveyed to NORA W. TUCKER, by ZOLA W. RITTENHOUSE, AUBREY WILLIAMS, LORAIN WILLIAMS, J. Z. WILLIAMS, JR., and IRENE WILLIAMS, the said Deed being of date, the 27th day of February, 1962, and being of record in Land Deed Book 52, at Page 253 in the Office of the Chancery Court Clerk of Desoto County, Mississippi.

TRACT 3:

INDEXING: 10 ACRES, MORE OR LESS, LOCATED IN SECTION 28, TOWNSHIP 3, RANGE 7 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS:

TEN ACRES located in Section 28, Township 3, Range 7 West, located on Jaybird Road 2 1/2 miles South of Cochran Road, containing ten acres, more or less, being the same land deeded to ZOLA W. RITTENHOUSE by AUBREY WILLIAMS, the said Deed being of date, the 25th day of August, 1964, and being of record in Land Deed Book 58, Page 561, in the Office of the Chancery Court Clerk of Desoto County, Mississippi.

TRACT 4:

INDEXING: 110 ACRES, MORE OR LESS, LOCATED IN SECTIONS 28 AND 29, TOWNSHIP 3, RANGE 7 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS:

THE SOUTHEAST FOURTH of the Southeast Quarter all in Section 29, Township 3, Range 7 West, containing 40 acres, more or less, and the South half of the Southwest Quarter of Section 28, Township 3, Range 7 West, containing 80 acres more or less;

Containing in all 120 acres, more or less, LESS AND EXCEPT ten acres deeded by ZOLA W. RITTENHOUSE to Mr. and Mrs. Frank O'Neil Rittenhouse, Sr., heretofore. By way of explanation, this is the same land deeded to ZOLA WILLIAMS RITTENHOUSE, being the same as ZOLA W. RITTENHOUSE, by J. Z. WILLIAMS, SR., the deed being of date the 15th day of August, 1944, and being of record in Land Deed Book 31, at pages 318 and 319, in the Office of the Chancery Court Clerk of Desoto County, Mississippi.

TRACT 5:

INDEXING: 40 ACRES, MORE OR LESS, SECTION 29, TOWNSHIP 3, RANGE 7 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS:

THE SOUTHWEST QUARTER of the Southeast Quarter of Section 29, Township 3, Range 7 West, containing 40 acres, more or less, being the same land deeded to ZOLA W. RITTENHOUSE by NORA W. TUCKER, AUBREY WILLIAMS, LORRAINE WILLIAMS, J. Z. WILLIAMS, JR. AND IRENE WILLIAMS, the said Deed being of date, the 27th day of February, 1962, and being of record in Land Deed Book 52, at Page 247, in the office of the Chancery Court Clerk of Desoto County, Mississippi.

ALSO:

Tract 1:

All of that part of the North Half of the Southwest Quarter of Section Twenty (28) Township (3) Range Seven West (7), which lies East of Jaybird Public Road, containing 30 acres, more or less, and being part of the lands conveyed by the heirs of Joe Z. Williams to Aubrey Williams, and recorded in Land Deed Book Number 52, Page 249 of Desoto County, Mississippi.

LESS AND EXCEPT :

1) 1.03 acres, more or less, and being more particularly described as BEGINNING at a point located at the intersection of the east-west ½ section line of Section 28, Township 3 South, Range 7 West, and the east right-of-way (40 feet from center) of Jaybird Road, point being the point of beginning. Thence southeast along the east right-of-way of Jaybird Road an arc distance of 110.11 feet to a point; thence south 87 degrees 30 minutes east 426.8 feet to a point; thence north 2 degrees 30 minutes east 98.73 feet to a point on the ½ section line; thence north 87 degrees 30 minutes west 475.56 feet along the one-half section line to the point of beginning. Said parcel containing 1.03 acres and located in the Southwest Quarter of Section 28, Township 3 South, Range 7 West, DeSoto County, Mississippi, and conveyed by Frank O. Rittenhouse, Sr. et ux. to Frank O. Rittenhouse, Jr. et ux. dated June 26, 1986, recorded in Land Deed Book No. 187, at page 618 in the office of the Chancery Clerk of Desoto County, MS.

2) 3.03 acres being part of the northeast quarter of the Southwest quarter of section 28, township 3 south, range 7 west, DeSoto County, Mississippi and described as follows:

Beginning at a ½ inch pipe at the northwest corner of lot no. 25 of Lakes of Cleveland Hills as recorded in plat book 51 pages 30-33 of the office of the Chancery Clerk, DeSoto County, Mississippi. Said point being on the south right of way of Trent Drive and at the southeast corner of said 3.03 acres. Thence North 05 degrees 16 minutes 36 seconds West 400.0 feet along the west line of lots 24 and 22 of Lakes of Cleveland Hills to a 3/8 inch rebar. Thence South 84 degrees 43 minutes 24 seconds West 330.0 feet to a 3/8 inch rebar. Thence South 05 degrees 16 minutes 36 seconds East 400.0 feet to a 3/8 inch rebar. Thence North 84 degrees 43 minutes 24 seconds East 330.0 feet to the point of beginning. Parcel being part of that property as recorded in deed book 53 page 59 of the office of the Chancery Clerk, DeSoto County, Mississippi.

ALSO: A 50' wide ingress/egress easement across the south side of said 3.03 acres for access to Trent Drive and described in said deed.

This is the same land and property conveyed to Teresa Kim Rittenhouse Clements by warranty deed from Frank O. Rittenhouse, Sr. dated July 30, 1997 recorded in Land Deed Book No. 320 at page 71.

Tract 2:

The South 100 acres of Northwest quarter of Section (28) Twenty Eight, Township Three (3), Range Seven (7) West, less Thirty (30) Acres sold to B.C. Brister located on North part on East of Jaybird Public Road, and Ten (10) Acres I reserve on the South part on the East side of Jaybird Public Road and this land contains Sixty (60) Acres more or less and being part of the land conveyed by heirs of Joe Z. Williams to Aubrey Williams and recorded in Land Deed Book 32, Page 510 of Desoto County, Mississippi.

Tract 3:

The Northeast Quarter of the Northeast Quarter of Section Thirty Two (32), Township Three (3), Range Seven (7) West, containing 40 acres, more or less, and

ALSO Thirty (30) acres, more or less, described as follows: All that part of the South Half of the Southwest Quarter of Section Twenty Nine (29), Township Three (3), Range Seven (7) West, which lies East of new U.S. Interstate Highway No. 55.

SOURCE DEED: Quit Claim Deed recorded in Land Deed Book No. 377 at page 335

PREPARED BY:
 PROFESSIONAL SERVICES
 POST OFFICE BOX 130
 POTTS CAMP, MISSISSIPPI 38659
 TELEPHONE 662-333-9009

STATE MS.-DESOTO CO.
 FILED

NO CERTIFICATE OF TITLE REQUESTED

MAY 21 4 53 PM '01

NO FUNDS DISPERSED

STATE OF MISSISSIPPI
 COUNTY OF DESOTO

BK 392 PG 524
 W.E. DAVIS CH. CLK.

TIMBER DEED

KNOW ALL MEN BY THESE PRESENTS: That I, **FRANK O'NEIL RITTENHOUSE, SR., a/k/a FRANK RITTENHOUSE, SR., a/k/a F. O. RITTENHOUSE, SR.,** of P. O. Box 352, *Retired* **HERNANDO, MS 38632, telephone 662-429-6228,** for and in consideration of the sum of Ten Dollars (\$10.00) cash and other good and valuable considerations, the receipt of which is hereby acknowledged, do hereby Grant, Bargain, Sell, Convey and Warrant unto **FRANK O'NEIL RITTENHOUSE REVOCABLE LIVING TRUST, c/o FRANK O'NEIL RITTENHOUSE, TRUSTEE,** of P. O. Box 352, *Retired* **HERNANDO, MS 38632, telephone 662-429-6228,** all existing timber of every kind, character, and description located on the hereinafter described real property as well as any and all timber of every kind, character, type and description located on the hereinafter described real property as well as any and all timber of every kind, character, type and description hereinafter grown, raised or planted on said real property located and situated in Desoto County, Mississippi, described as follows, to-wit:

INDEXING: 160 ACRES, MORE OR LESS, BEING LOCATED IN THE NORTHEAST QUARTER OF SECTION 29, TOWNSHIP 3, RANGE 7 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS:

CONTAINING 160 acres, more or less, being located in the Northeast Quarter of Section 29, Township 3, Range 7 West, and being part of the lands conveyed to Joe Z. Williams, Sr. by deed of record in Book 32, Page 540, of the deed records of said county.

SUBJECT HOWEVER, to any existing easements for public roads or public utilities affecting said lands and any rights remaining in Lessee or his assigns, under oil, gas or mineral lease executed by Joe Z. Williams, Sr. of record in Book 1, Page 266 of Oil, Gas and Mineral Lease records of Desoto County, Mississippi.

By way of explanation, this is the same property owned by J. Z. Williams, Jr., under the laws of descent and distribution, inherited by him from the estate of Joe Z. Williams, Sr., who died intestate on February 16, 1962. Said property divided by Warranty Deed of Division, Conveying unto J. Z. Williams, Jr., the above described property executed by all the heirs at law of Joe Z. Williams, Sr., on the 27th day of February, 1962, recorded in Deed Book 52, Page 245 in the Office of the Chancery Court Clerk of Desoto County, Mississippi. On March 13, 1964, J. Z. Williams, Jr. died testate leaving a certain instrument of writing purported to be the Last Will and Testament of J. Z. Williams, Jr., which was duly probated and administered as the estate of J. Z. Williams, Jr. Under the terms of the Will, recorded in Will Book 8, Page 103, in the Office of the Chancery Court Clerk of Desoto County, the above described property was devised unto Mrs. Irene Williams, his wife, during her natural life; that upon her death a remainderman's interest was devised unto Aubry Williams, his son, and John Fulton Williams, also known as "Mike" Williams, his son. That John Fulton Williams, also known as "Mike" Williams died intestate on March 1, 1979, being unmarried at the time of his death and leaving as his sole and surviving heirs at law, his mother, Mrs. Irene Williams, and his brother, Aubry Williams.

For the consideration stated aforesaid, the GRANTORS do hereby grant to the GRANTEE, his successors, assigns, personal representatives, heirs or transferees, a right of ingress and egress to and from the above-described lands and by the GRANTEE'S acceptance of this deed, the GRANTEE agrees to leave all roads leading into said property, fill roads, turn roads, existing wood roads, which are used by GRANTEE or which are constructed by the GRANTEE, in an open and passable condition and in as good or better condition as these roads were prior to the GRANTEE'S use of said roads and, further, the GRANTEE agrees to blade and level all roads used and/or constructed so that said roads will fully drain.

By acceptance of this deed, the GRANTEE agrees to repair all fences which might be damaged as the result of the harvesting of said timber and the GRANTEE shall remove the timber in such a manner so as not to damage access roads, bridges, crops and fences of the GRANTORS and shall protect the GRANTORS' woods from fire and shall otherwise conduct its business and logging operation in keeping with customary good conduct and procedures for this type work.

The GRANTEE by acceptance of this deed assumes all liability for the logging of trees which are conducted on the premises during the term of this Timber Deed and the GRANTEE agrees to indemnify, protect and hold harmless the GRANTORS from any and all claims from damages of property and/or for injury or death of any person, including GRANTEES' employees. GRANTEE agrees to hold the GRANTOR harmless for any liability arising from the harvesting of said timber.

By way of explanation, it is the GRANTORS intention to convey and they do hereby convey to the GRANTEE all interest they have in the existing timber of every kind, character and description located on the herein described real property as well as any and all timber of every kind, character, type and description hereinafter grown, raised or planted on said real property and which might be vested in them as life tenants, by virtue of that certain Warranty Deed With Restrictions of Life Estate found at Deed Book 139, Page 635 in the Office of the Chancery Clerk of Desoto County, Mississippi, and the GRANTORS further acknowledge that this conveyance relieves the GRANTEE from any accounting to the GRANTORS as life tenants, as a result of any harvesting of said timber. It is further acknowledged by the GRANTORS that this conveyance is perpetual in nature and is made to the GRANTEE, his successors, assigns, personal representatives, heirs or transferees.

SOURCE DEED: This is the same land and property as conveyed to Frank O'Neil Rittenhouse, Sr., a/k/a Frank Rittenhouse Sr., a/k/a F.O. Rittenhouse Sr. by Timber Deed dated October 18, 1993 and executed by Irene T. Williams, etal. recorded in Land Deed Book No. 263, Page 325 in the Office of the Chancery Clerk of Desoto County, Mississippi.

ALSO:

TRACT 1:

INDEXING: 80 ACRES, MORE OR LESS, LOCATED IN SECTION 29, TOWNSHIP 3, RANGE 7 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS:

THE NORTH HALF of the Southeast Quarter of Section 29, Township 3, Range 7 West, containing 80 acres, more of less, and being a part of the land conveyed to NORA W. TUCKER by ZOLA W. RITTENHOUSE, AUBREY WILLIAMS, LORAINÉ WILLIAMS, J.Z. WILLIAMS, JR., AND IRENE WILLIAMS the said Deed being of date, the 27th day of February, 1962 and being of record in Land Deed Book 52, at page 253 in the Office of the Chancery Court Clerk of Desoto County, Mississippi.

TRACT 2:

INDEXING: 50 ACRES, MORE OR LESS, LOCATED IN SECTION 28, TOWNSHIP 3, RANGE 7 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS:

ALL THE PART OF THE NORTH HALF of the Southwest Quarter of Section 28, Township 3, Range 7 West, which lies West of Jaybird Public Road, containing 50 acres, more or less, and being part of the land conveyed to NORA W. TUCKER, by ZOLA W. RITTENHOUSE, AUBREY WILLIAMS, LORAINÉ WILLIAMS, J. Z. WILLIAMS, JR., and IRENE WILLIAMS, the said Deed being of date, the 27th day of February, 1962, and being of record in Land Deed Book 52, at Page 253 in the Office of the Chancery Court Clerk of Desoto County, Mississippi.

TRACT 3:

INDEXING: 10 ACRES, MORE OR LESS, LOCATED IN SECTION 28, TOWNSHIP 3, RANGE 7 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS:

TEN ACRES located in Section 28, Township 3, Range 7 West, located on Jaybird Road 2 1/2 miles South of Cochran Road, containing ten acres, more or less, being the same land deeded to ZOLA W. RITTENHOUSE by AUBREY WILLIAMS, the said Deed being of date, the 25th day of August, 1964, and being of record in Land Deed Book 58, Page 561, in the Office of the Chancery Court Clerk of Desoto County, Mississippi.

TRACT 4:

INDEXING: 110 ACRES, MORE OR LESS, LOCATED IN SECTIONS 28 AND 29, TOWNSHIP 3, RANGE 7 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS:

THE SOUTHEAST FOURTH of the Southeast Quarter all in Section 29, Township 3, Range 7 West, containing 40 acres, more or less, and the South half of the Southwest Quarter of Section 28, Township 3, Range 7 West, containing 80 acres more or less; Containing in all 120 acres, more or less, LESS AND EXCEPT ten acres deeded by ZOLA W. RITTENHOUSE to Mr. and Mrs. Frank O'Neil Rittenhouse, Sr., heretofore. By way of explanation, this is the same land deeded to ZOLA WILLIAMS RITTENHOUSE, being the same as ZOLA W. RITTENHOUSE, by J. Z. WILLIAMS, SR., the deed being of date the 15th day of August, 1944, and being of record in Land Deed Book 31, at pages 318 and 319, in the Office of the Chancery Court Clerk of Desoto County, Mississippi.

TRACT 5:

INDEXING: 40 ACRES, MORE OR LESS, SECTION 29, TOWNSHIP 3, RANGE 7 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS:

THE SOUTHWEST QUARTER of the Southeast Quarter of Section 29, Township 3, Range 7 West, containing 40 acres, more or less, being the same land deeded to ZOLA W. RITTENHOUSE by NORA W. TUCKER, AUBREY WILLIAMS, LORRAINE WILLIAMS, J. Z. WILLIAMS, JR. AND IRENE WILLIAMS, the said Deed being of date, the 27th day of February, 1962, and being of record in Land Deed Book 52, at Page 247, in the office of the Chancery Court Clerk of Desoto County, Mississippi.

For the consideration stated aforesaid, the GRANTORS do hereby grant to the GRANTEE, his successors, assigns, personal representatives, heirs, or transferees a right of ingress and egress to and from the above-described lands and by the GRANTEE'S acceptance of this deed, the GRANTEE agrees to leave all roads leading into said property, fill roads, turn roads, existing wood roads, which are used by GRANTEE or which are constructed by the GRANTEE, in an open and passable condition as these roads were prior to the GRANTEE'S

use of said roads and, further, the GRANTEE agrees to blade and level all roads used and/or constructed so that said roads will fully drain.

By the acceptance of this deed, the GRANTEE agrees to repair all fences which might be damaged as the result of the harvesting of said timber and the GRANTEE shall remove the timber in such a manner so as not to damage access roads, bridges, crops, and fences of the GRANTORS and shall protect the GRANTORS' woods from fire and shall otherwise conduct its business and logging operation in keeping in customary good conduct and procedures for this type work.

The GRANTEE by acceptance of this deed assumes all liability for the logging of trees which are conducted on the premises during the term of the Timber Deed and the GRANTEE agrees to indemnify, protect and hold harmless the GRANTORS from any and all claims from damages of property and/or for injury or death of any person, including GRANTEES employees. GRANTEE agrees to hold the GRANTOR harmless for any liability arising from the harvesting of said timber.

By way of explanation, the GRANTORS herein conveying and they do hereby convey the GRANTEE all interest they have in the existing timber of every kind, character, and description located on the herein described real property as well as any and all timber of every kind, character, type and description hereinafter grown, raised or planted on said real property and which might be vested in them as life tenants, by virtue of the certain Warranty Deed in which the GRANTORS reserved a life estate found at Deed Book 127, Page 763 in the Office of the Chancery Clerk of Desoto County, Mississippi, and the GRANTORS further acknowledge that this conveyance relieves the GRANTEE from any accounting to the GRANTORS as life tenants, as a result of any harvesting of said timber. It is further acknowledge by the GRANTORS that his conveyance is perpetual in nature and is made to the GRANTEE, his successors, assign, personal representatives, heirs, or transferees.

SOURCE DEED: This is the same land and property as conveyed to Frank O'Neil Rittenhouse, Sr., a/k/a Frank Rittenhouse Sr., a/k/a F.O. Rittenhouse Sr. by Timber Deed dated October 18, 1993 and executed by Zola W. Rittenhouse and Nora W. Tucker recorded in Land Deed Book No. 263, Page 321 in the Office of the Chancery Clerk of Desoto County, Mississippi.

SUBJECT TO: Rights of way and easements for public road and utilities.

SUBJECT TO: Laws, ordinances and regulations which govern the use and occupancy of this land enacted by the United States of America, the State of Mississippi and its political subdivisions, and particularly including the subdivision regulations and zoning ordinances adopted by ordinances of the Board of Supervisors of Desoto County, Mississippi, none of which render title unmarketable.

IT IS AGREED and understood that the taxes for the current year have been prorated as of this date on an estimated basis. When said taxes are actually determined, if the proration as of this date is incorrect, then the Grantor agrees to pay to the Grantee or his/her assigns any amount which is a deficit on an actual proration and likewise, the Grantee agrees to pay to the Grantor any amount overpaid by the Grantor. GRANTEE WILL BE RESPONSIBLE FOR PAYING TAXES TO THE TAX COLLECTOR WHEN DUE.

WITNESS MY/OUR SIGNATURES, this the 21 day of May, 2001.

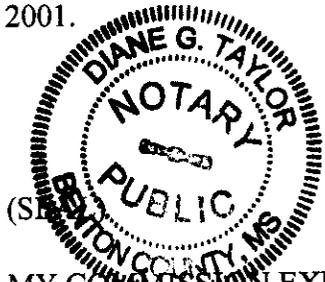
Frank O'Neil Rittenhouse
FRANK O'NEIL RITTENHOUSE, SR.
a/k/a FRANK RITTENHOUSE, SR.
a/k/a F.O. RITTENHOUSE, SR.

STATE OF MISSISSIPPI

COUNTY OF Marshall

PERSONALLY appeared before me, the undersigned authority in and for said County and State, the within named **Frank O'Neil Rittenhouse, Sr., a/k/a Frank Rittenhouse, Sr., a/k/a F. O. Rittenhouse, Sr.** who acknowledged that he signed, sealed and delivered the above and foregoing Warranty Deed on the day and year therein written as his true act and deed.

GIVEN UNDER MY HAND AND SEAL, this the 21 day of May, 2001.



Diane G. Taylor
NOTARY PUBLIC

MY COMMISSION EXPIRES: 6/30/01

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES 6/30/2001
BONDED THRU STEGALL NOTARY SERVICE