

GRANTOR:

SPENCER L. BENNETT
4201 WINDERMERE DRIVE
NESBIT, MISSISSIPPI 38651
(662) 726-0288

PREPARED BY:

J. HALE FREELAND 
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FREELAND SHULL, PLLC
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GRANTEE:

SPENCER L. BENNETT LIVING TRUST
4201 WINDERMERE DRIVE
NESBIT, MISSISSIPPI 38651
(662) 726-0288

CERTIFICATE OF TRUST FOR THE SPENCER L. BENNETT LIVING TRUST

STATE OF MISSISSIPPI
COUNTY OF LAFAYETTE

The undersigned Trustee, **Spencer L. Bennett**, being first duly sworn, on oath states:

1. The name of the Trust is Spencer L. Bennett Living Trust ("Trust").
2. The date of the trust instrument is January 4, 2010.
3. The name and mailing address of the Grantor is Spencer L. Bennett, 4201 Windermere Drive, Nesbit, Mississippi 38651.
4. The name and mailing address of the Trustee empowered to act under the trust instrument at the time of execution of this certificate is Spencer L. Bennett, 4201 Windermere Drive, Nesbit, Mississippi 38651.
5. This Trust will survive Spencer L. Bennett's disability and death. If Spencer L. Bennett shall fail or cease to serve as Trustee of the Spencer L. Bennett Living Trust for any reason whatsoever, Lorie Livingston will serve as Trustee of the Spencer L. Bennett Living Trust. The name and mailing address of the Trustee empowered to act under the trust instrument if Spencer L. Bennett fails or ceases to serve as Trustee is:

Name: Lorie Livingston

Address: 990 Big Bell Loop
Eads, Tennessee 38028

6. If Lorie Livingston shall fail or cease to serve as Trustee of the Spencer L. Bennett Living Trust for any reason whatsoever, Rose-Anne Cunningham will serve as Trustee of the Spencer L. Bennett Living Trust. The name and mailing address of the Trustee empowered to act under the trust instrument if Lorie Livingston fails or ceases to serve as Trustee is:

Name: Rose-Anne Cunningham

Address: 213 Burchtree Loop
Oxford, Mississippi 38655

7. If all of the above fail or cease to serve for any reason, and if all those appointed in any instrument exercising rights of selection fail or cease to serve, Freeland Shull, PLLC, is designated and appointed to serve as Corporate Trustee. The mailing address of the Corporate Trustee is 405 Galleria Lane, Suite C, Post Office Box 2249, Oxford, Mississippi 38655.
8. The legal description of all interests in real property located in the County of Lafayette, State of Mississippi, owned by or conveyed to the Trust is attached as Exhibit A.
9. The legal description of all interests in real property located in the County of DeSoto, State of Mississippi, owned by or conveyed to the Trust is attached as Exhibit B.
10. The anticipated date of termination of the Trust is unknown. However, the Trust will survive the disability and death of Spencer L. Bennett and will continue as an entity until the Trust is finally settled and liquidated according to the terms of the Spencer L. Bennett Living Trust instrument.
11. The general powers of the Trustee(s) are as follows:

The Trustee will have all authority, rights, and obligations prescribed by the Trust laws of Mississippi or any other governing jurisdiction.

The Trustee has the authority to retain, manage, and conserve property in the form originally transferred and without the requirement that the property be liquidated in order to produce a diversification of investment, because the property is non-income-producing or produces an inadequate return on investment or because the value of the property as an investment is speculative in nature. The Trustee may refuse to accept property that has a high degree of liability exposure or, upon discovery of the risk of ownership, may immediately dispose of the property at the best price obtainable for an immediate or quick sale.

The Trustee has the unrestricted authority to sell assets and to partition assets. The Trustee will have the authority to reinvest the proceeds of sale, including the acquisition of partial interests in property and the equity of a closely held company or partnership.

The Trustee then serving may contract for and close any transaction as the authorized representative of the Trust without the requirement that any beneficiary join in the execution of the transaction or closing documents or otherwise consent to the transaction.

The statements contained in the Trust Certificate are true and correct and there are no other provisions in the trust instrument, or amendments to it, that limit the powers of the trustee(s) to sell, convey, pledge, mortgage, lease, or transfer title to interests in real or personal property.

Date: 4 JANUARY 2010

Signature of Grantor: Spencer Bennett

Print Name: SPENCER BENNETT

STATE OF MISSISSIPPI

COUNTY OF LAFAYETTE

Personally appeared before me, the undersigned authority in and for said county and state, on this 4th day of January, 2010, within my jurisdiction, the within named **Spencer L. Bennett**, as Grantor and Trustee of the **Spencer L. Bennett Living Trust**, who acknowledged that he executed the above and foregoing instrument.

Marcy M. Hinton
Notary Public



EXHIBIT A

A parcel of land situated in Northeast Quarter of Section 33, Township 9 South, Range 3 West of Lafayette County, Mississippi, also being known as Lot No. 10 of Willow Lane Subdivision. The property is described more fully as follows:

Start at a point at the Southwest end of the concrete culvert headwall (said culvert being on Mississippi Highway No. 7, and approximately 1845 feet Southwesterly from the intersection of the highway and the Section line common to Sections 33 and 28, Township 9 South, Range 3 West); go thence South 70° West a distance of 362.8 feet to the point of beginning. Go thence along the South boundary line of Highway No. 7 a distance of 214.7 feet. Thence in a Southeasterly direction a distance of 208.5 feet. Thence in a Northeasterly direction parallel with Highway No. 7, a distance of 235 feet. Go thence in a Northern direction a distance of 207.8 feet to the point of beginning. Being Lot No. 10 in Willow Lane Subdivision, Lafayette County, Mississippi.

The above-referenced property is one and the same as that real property conveyed in the deed recorded as Instrument Number 200608837 on August 18, 2006.

EXHIBIT B

Lot 350, Section "B", Bridgetown Subdivision, located in Section 23, Township 2 South, Range 7 West, DeSoto County, Mississippi, as recorded in Plat Book 14, Pages 38-44 in the office of the Chancery Clerk of DeSoto County, Mississippi.

The above-referenced property is one and the same as that real property conveyed in the deed recorded in Deed Book 387, at Page 40, on February 13, 2001, at 2:18 p.m.