

Prepared by and after recording return to:

Gary P. Snyder (MS Bar No. 7682)
Watkins Ludlam Winter & Stennis, P.A.
6897 Crumpler Blvd., Suite 100
Olive Branch, Mississippi 38564
Telephone No. (662) 895-2996

Trustees Names, Address and Telephone Number:

WILLIAM N. FERRO and RACHEL J. FERRO, Co-Trustees of
THE REVOCABLE LIVING TRUST AGREEMENT OF
WILLIAM N. FERRO & RACHEL J. FERRO, as amended
8012 Oxford Drive
Olive Branch, Mississippi 38654
Telephone No. (901) 365-0564

Indexing Instructions: Lot 241, Section H-1, Phase I, The
Plantation, Plat Book 47, Page 9, located in Sects. 22 and 27, T 1
S, R 6 W, Desoto County, Mississippi.

**STATE OF MISSISSIPPI
COUNTY OF DESOTO**

CERTIFICATE OF TRUST AGREEMENT

WHEREAS, WILLIAM N. FERRO and RACHEL J. FERRO, as Grantors, executed that certain Revocable Living Trust Agreement (the "**Agreement**"), dated June 20, 1996, creating THE REVOCABLE LIVING TRUST AGREEMENT OF WILLIAM N. FERRO & RACHEL J. FERRO (also known as the WILLIAM N. FERRO & RACHEL J. FERRO LIVING FAMILY TRUST), with WILLIAM N. FERRO and RACHEL J. FERRO, as Co-Trustees, as amended by that certain FIRST AMENDMENT TO THE REVOCABLE LIVING TRUST AGREEMENT OF WILLIAM N. FERRO & RACHEL J. FERRO, dated August 5, 1998, as amended by that certain SECOND AMENDMENT TO THE REVOCABLE LIVING TRUST AGREEMENT OF WILLIAM N. FERRO & RACHEL J. FERRO, dated February 23, 2011, for the purposes of holding and administering the trust estate created thereunder, which trust estate includes certain real property located in the State of Mississippi.

NOW, THEREFORE, pursuant to Mississippi Code Annotated § 91-9-7, WILLIAM N. FERRO and RACHEL J. FERRO, as Co-Trustees, hereby file this Certificate of Trust Agreement in lieu of the entire trust agreement. In furtherance thereof, the Trustees states as follows:

I. Name of Trust:

THE REVOCABLE LIVING TRUST AGREEMENT OF WILLIAM N. FERRO & RACHEL J. FERRO, dated June 20, 1996, as amended August 5, 1998, as amended February 23, 2011 (also known as the WILLIAM N. FERRO & RACHEL J. FERRO LIVING FAMILY TRUST)

II. Name, Street and Mailing Address of the office of Initial Co-Trustees (the "Trustee"):

WILLIAM N. FERRO and RACHEL J. FERRO
8012 Oxford Drive
Olive Branch, Mississippi 38654

III. Name, Street and Mailing Address of Grantors:

WILLIAM N. FERRO and RACHEL J. FERRO
8012 Oxford Drive
Olive Branch, Mississippi 38654

IV. Legal Description of all Interests in Real Property Owned by or Conveyed to Trust:

The real property shown on **Exhibit "A"** and any real property subsequently conveyed to the Trustee in the name of the Trust.

V. Anticipated date of termination of Trust:

Upon the election of Grantor or upon distribution of all of the Trust property as provided in Section 2 of the Trust, which will in all events be within the Rule Against Perpetuities.

VI. General powers granted to the Trustee:

Uniform Trustees Powers pursuant to Sections 91-9-101 *et seq.* of the Mississippi Code of 1972, as now enacted or hereafter amended, and the broad powers granted to the Trustee pursuant to the terms of the Trust, including, without limitation, the right to purchase, sell and manage real property and other assets.

IN WITNESS WHEREOF, WILLIAM N. FERRO and RACHEL J. FERRO, as Co-Trustees, execute this Certificate of Trust Agreement on this the 23rd day of February, 2011.

CO-TRUSTEE

William N. Ferro
WILLIAM N. FERRO

CO-TRUSTEE

Rachel J. Ferro
RACHEL J. FERRO

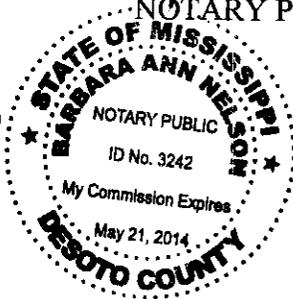
STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this 23rd day of February, 2011, within my jurisdiction, the within named WILLIAM N. FERRO, duly identified before me, who acknowledged that he is Co-Trustee of THE REVOCABLE LIVING TRUST AGREEMENT OF WILLIAM N. FERRO & RACHEL J. FERRO, as amended, and that in said representative capacity he executed the above and foregoing instrument, after first having been duly authorized so to do.

Barbara Ann Nelson
NOTARY PUBLIC

My Commission Expires:

May 21, 2014 (SEAL)



STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this 23rd day of February, 2011, within my jurisdiction, the within named RACHEL J. FERRO, duly identified before me, who acknowledged that she is Co-Trustee of THE REVOCABLE LIVING TRUST AGREEMENT OF WILLIAM N. FERRO & RACHEL J.

FERRO, as amended, and that in said representative capacity she executed the above and foregoing instrument, after first having been duly authorized so to do.

Barbara Ann Nelson

NOTARY PUBLIC

My Commission Expires:

May 21, 2014 (SEAL)



EXHIBIT "A"
Legal Description

Lot 241, Section H-1, Phase I, The Plantation, located in Sections 22 and 27, Township 1 South, Range 6 West, DeSoto County, Mississippi, as recorded in Plat Book 47, Page 9 in the office of Chancery Clerk of DeSoto County, Mississippi.

