

BK 0450 PG 0304  
STATE MS. - DESOTO CO.  
FILED

*BE*  
AUG 12 12 53 PM '03

**THE ELEANOR G. LEEKE REVOCABLE LIVING TRUST AND  
THE CLYDE S. KELLY, JR. REVOCABLE LIVING TRUST AND  
THE ROSE L. KELLY REVOCABLE LIVING TRUST**

BY 450 PG 304  
W.E. DAVIS CH. CLK.

**GRANTORS**

**TO**

**WARRANTY DEED**

**THOMAS A. MOORE**

**GRANTEE**

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00), cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of all of which is hereby acknowledged, ELEANOR G. LEEKE and ROSE L. KELLY, TRUSTEES OF THE ELEANOR G. LEEKE REVOCABLE LIVING TRUST, dated May 20, 1998, and CLYDE S. KELLY, JR. and ROSE L. KELLY, TRUSTEES OF THE CLYDE S. KELLY, JR. REVOCABLE LIVING TRUST, dated October 29, 1998 and CLYDE S. KELLY, JR. and ROSE L. KELLY, TRUSTEES OF THE ROSE L. KELLY REVOCABLE LIVING TRUST, dated October 29, 1998 do hereby sell, convey and warrant unto THOMAS A. MOORE, Individually, the land lying and being situated in DeSoto County, Mississippi, more particularly described as follows, to-wit:

Part of Section 14, Township 1 South, Range 8 West, DeSoto County, Mississippi, described as beginning at a point in the Easterly line of U.S. Highway 51, a distance of 175 feet Northwardly from the North line of State Line Road; thence Northwardly along the Easterly line of U.S. 51 a distance of 106 to a point; thence Northeastwardly at an interior angle of 90 degrees, 233.1 feet to a point in the Westerly line of Section A-1, Southaven Subdivision; thence Southwardly at an interior angle of 69 degrees and 30 minutes along the said Westerly line of Section A-1, Southaven Subdivision, 113.17 feet to a point; thence 30 minutes 193.47 feet to the point of beginning and containing .5190 acres.

INDEXING INSTRUCTIONS: The quarter section cannot feasibly be determined and therefore same should be indexed in the NW Quarter, SW Quarter, NE Quarter and SE Quarter of Section 14, Township 1 South, Range 8 West, DeSoto County, Mississippi.

The warranty in this deed is subject to subdivision and zoning regulations in effect in DeSoto County, Mississippi, to rights of way and easements for public roads and public utilities, and to the restrictive covenants of record for said subdivision.

Possession is to be given upon delivery of the deed.

WITNESS our signatures this the 8<sup>th</sup> day of August, 2003.

THE ELEANOR G. LEEKE REVOCABLE LIVING TRUST

BY: Eleanor G. Leeke  
ELEANOR G. LEEKE, TRUSTEE

BY: Rose L. Kelly  
ROSE L. KELLY, TRUSTEE

THE CLYDE S. KELLY, JR. REVOCABLE LIVING TRUST

BY: Clyde S. Kelly, Jr.  
CLYDE S. KELLY, JR., TRUSTEE

BY: Rose L. Kelly  
ROSE L. KELLY, TRUSTEE

THE ROSE L. KELLY REVOCABLE LIVING TRUST

BY: Clyde S. Kelly, Jr.  
CLYDE S. KELLY, JR., TRUSTEE

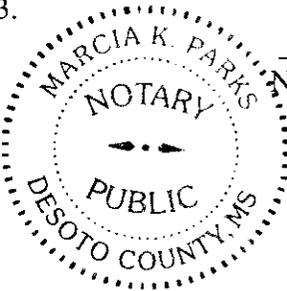
BY: Rose L. Kelly  
ROSE L. KELLY, TRUSTEE

STATE OF MISSISSIPPI  
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority of law in and for the jurisdiction aforesaid, the above named ELEANOR G. LEEKE and ROSE L. KELLY, who acknowledged that they are TRUSTEES of THE ELEANOR G. LEEKE REVOCABLE LIVING TRUST and that in said representative capacity, they executed the above and foregoing Warranty Deed after being first duly authorized so to do.

8<sup>th</sup> GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE, this the day of August, 2003.

My Commission Expires: 4/4/2006



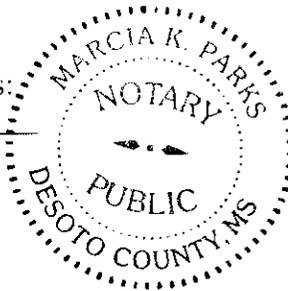
Marcia K. Parks  
Notary Public

STATE OF MISSISSIPPI  
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority of law in and for the jurisdiction aforesaid, the above named CLYDE S. KELLY, JR. and ROSE L. KELLY, who acknowledged that they are TRUSTEES of THE CLYDE S. KELLY, JR. REVOCABLE LIVING TRUST and that in said representative capacity, they executed the above and foregoing Warranty Deed after being first duly authorized so to do.

8<sup>th</sup> GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE, this the day of August, 2003.

My Commission Expires: 4/4/2006

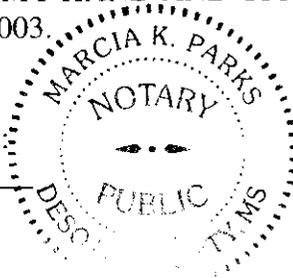


Marcia K. Parks  
Notary Public

STATE OF MISSISSIPPI  
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority of law in and for the jurisdiction aforesaid, the above named CLYDE S. KELLY, JR. and ROSE L. KELLY, who acknowledged that they are TRUSTEES of THE ROSE L. KELLY REVOCABLE LIVING TRUST and that in said representative capacity, they executed the above and foregoing Warranty Deed after being first duly authorized so to do.

8th GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE, this the  
day of August, 2003.



Marcia K. Parks  
Notary Public

My Commission Expires:  
4/4/2006

Address of Grantor: 7550 Crystal Lake Dr., Cordova, TN 38018  
Residence Phone: 901/753-5138  
Business Phone: NA

Address of Grantee: 225 Starlanding Rd., Nesbit, MS 38651  
Residence Phone: 662/429-8429  
Business Phone: NA

Prepared by: JAMES W. AMOS, ATTORNEY AT LAW, MSB #1559  
2430 CAFFEY ST., HERNANDO, MS 38632  
PHONE: 662-429-7873

NOTE: A COPY OF ALL THREE CERTIFICATES OF TRUST ARE ATTACHED AND MADE A PART OF THIS WARRANTY DEED.

BK0340PG0079

CERTIFICATE OF TRUST

## THE ELEANOR G. LEEKE REVOCABLE LIVING TRUST

DATED: MAY 20, 1998

GRANTOR: ELEANOR G. LEEKE  
7550 CRYSTAL LAKE DRIVE  
CORDOVA, TN 38018  
TELEPHONE: (901) 753-5138

TRUSTEES: ELEANOR G. LEEKE AND ROSE L. KELLY

ALTERNATE TRUSTEES: H. LEE PULLEY, CPA SHALL BE NAMED  
AS SUCCESSOR DEATH TRUSTEE.

TRUSTEE'S POWERS: THE TRUSTEE SHALL BE AUTHORIZED TO EXERCISE, IN ITS DISCRETION, ALL OF THE FIDUCIARY POWERS CONTAINED IN THE INTRODUCTORY PARAGRAPH AND IN SUBPARAGRAPHS NUMBERED 1 THROUGH 32, INCLUSIVE, OF SECTION 35-50-110, TENNESSEE CODE ANNOTATED (PUBLIC ACTS OF 1963, CHAPTER 110, SECTION 3), AND SAID CODE SECTION IS INCORPORATED HEREIN BY REFERENCE IN ITS ENTIRETY AS COMPLETELY AS IF COPIED HEREIN VERBATIM. IF THE LEGISLATURE OF THE STATE OF TENNESSEE AMENDS OR REPEALS ALL OR ANY PART OF SAID STATUTES, THE FIDUCIARY POWERS IN EFFECT AT THE DATE OF EXECUTION OF THIS AGREEMENT, HEREINABOVE SPECIFIED, SHALL REMAIN, WITHOUT DIMINUTION OR RESTRICTION, AS THE AUTHORIZED POWERS OF TRUSTEE. TRUSTEE POWERS AS PERTAINING TO REAL ESTATE ARE FURTHER DESCRIBED IN ARTICLE 14, SECTION 3.t ATTACHED HERETO.

ANTICIPATED TERMINATION: FOLLOWING THE DEATH OF  
ELEANOR G. LEEKE

BK0340PG0080

TRUSTOR:

CO-TRUSTEES:

Eleanor G. Leeke  
ELEANOR G. LEEKE

Eleanor G. Leeke  
ELEANOR G. LEEKE

Rose L. Kelly  
ROSE L. KELLY

STATE OF TENNESSEE

COUNTY OF SHELBY

Personally appeared before me, a notary public of said State, the within named ELEANOR G. LEEKE and ROSE L. KELLY, who acknowledged that they signed and delivered the foregoing instrument on this 12<sup>th</sup> day of ~~June~~ <sup>August</sup>, 1998.

Given under my hand and official seal this 12<sup>th</sup> day of ~~June~~ <sup>August</sup>, 1998.

Larry R. Bray  
NOTARY PUBLIC

My Commission Expires On:



**Article Fourteen**  
**My Trustee's Administrative and**  
**Investment Powers**

**Section 1. Introduction to Trustee's Powers**

Except as otherwise provided in this agreement, my Trustee shall have both the administrative and investment powers enumerated under this Article and any other powers granted by law with respect to the various trusts created by this agreement.

**Section 2. Powers to Be Exercised in the Best Interests of the Beneficiaries**

My Trustee shall exercise the following administrative and investment powers without the order of any court, as my Trustee determines in its sole and absolute discretion to be in the best interests of the beneficiaries.

Notwithstanding anything to the contrary in this agreement, my Trustee shall not exercise any power in a manner inconsistent with the beneficiaries' right to the beneficial enjoyment of the trust property in accordance with the general principles of the law of trusts.

**Section 3. Administrative and Investment Powers**

My Trustee is hereby granted the following administrative and investment powers:

**a. Agricultural Powers**

My Trustee may retain, sell, acquire, and continue any farm or ranching operation whether as a sole proprietorship, partnership, or corporation.

My Trustee may engage in the production, harvesting, and marketing of both farm and ranch products either by operating directly or with management agencies, hired labor, tenants, or sharecroppers.

BK0340PG0082

**t. Real Estate Powers**

My Trustee may make leases and grant options to lease for any term, even though the term may extend beyond the termination of any trust created under this agreement.

My Trustee may grant or release easements and other interests with respect to real estate, enter into party wall agreements, execute estoppel certificates, and develop and subdivide any real estate.

My Trustee may dedicate parks, streets, and alleys or vacate any street or alley, and may construct, repair, alter, remodel, demolish, or abandon improvements.

My Trustee may elect to insure, as it deems advisable, all actions contemplated by this subsection.

My Trustee may take any other action reasonably necessary for the preservation of real estate and fixtures comprising a part of the trust property or the income therefrom.

**u. S Corporation Stock**

If any stock of an S corporation becomes distributable to, or is acquired by this trust or any trust created under this agreement, and at such time such trust is not a qualified Subchapter S trust, my Trustee may implement any of the following alternatives with respect to the S corporation stock:

**1. A Sole Beneficiary**

Where the original trust is for a sole beneficiary, my Trustee may create for that beneficiary a separate trust that qualifies as a Subchapter S trust, and then distribute such stock to the newly created trust.

**2. Multiple Beneficiaries**

Where the original trust is for multiple beneficiaries, my Trustee may divide the trust into separate trusts for each of the beneficiaries. Each newly created trust shall hold that

STATE MS. - DESOTO CO. FILED

CERTIFICATE OF TRUST

MAY 23 1 20 PM '00

THE CLYDE S. KELLY, JR. REVOCABLE LIVING TRUST

DATED : October 29, 1998

BK 85 PG 342  
W.F. DAVIS, JR. CLK.

GRANTOR : CLYDE S. KELLY, JR.  
7841 Woodlark Cove  
Cordova, TN 38018  
Telephone: (901) 755-2464

TRUSTEES : CLYDE S. KELLY, JR. and ROSE L. KELLY

ALTERNATE TRUSTEE : H. LEE PULLEY, CPA shall be named as  
Successor Death Trustee.

TRUSTEE'S POWERS : The Trustee shall be authorized to exercise, in its discretion, all of the fiduciary powers contained in the introductory paragraph and in subparagraphs numbered 1 through 32, inclusive, of Section 35-50-110, Tennessee Code Annotated ( Public Acts of 1963, Chapter 110, Section 3 ), and said code Section is incorporated as completely as if copied herein verbatim. If the Legislature of the State of Tennessee amends or repeals all or any part of said statutes, the date of execution of this agreement, without diminution or restriction, as the authorized powers of Trustee. Trustee powers as pertaining to Real Estate are further described in Article 14, section 3.1 attached hereto.

ANTICIPATED TERMINATION : Following the death of CLYDE S. KELLY, JR.

TRUSTMAKER :

Clyde S. Kelly, Jr.  
CLYDE S. KELLY, JR.

Prepared by and Recording Requested by:  
Smith, Gaines & Associates, PLLC  
6799 Great Oaks Road, Suite 110  
Memphis, TN 38138  
Office Phone: (901) 754-7540

TRUSTEES:

Clyde S. Kelly, Jr.  
CLYDE S. KELLY, JR.

Rose L. Kelly  
ROSE L. KELLY

STATE OF TENNESSEE  
COUNTY OF SHELBY

Before me, a Notary Public in and for said state and county, duly commissioned and qualified, personally appeared **CLYDE S. KELLY, JR. and ROSE L. KELLY**, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he/she executed the same as a free act and deed.

WITNESS my hand and Notarial Seal at office this 29th day of October, 1998.

Larry R. Bray  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_



BK 0450PG0314

BOOK 70 PAGE 629

THIS INSTRUMENT PREPARED BY: A. STEPHEN McDANIEL  
5521 Murray Road, Memphis, TN 38119, (901) 767-8200

STATE MS. - DESOTO CO.  
FILE # 5297  
FEB 16 11 36 AM '96

MEMORANDUM OF TRUST

BK 70 PG 629  
W.E. DAVIS CH. CLK.

STATE OF TENNESSEE

COUNTY OF SHELBY

The undersigned, having been duly sworn, according to law, states that CLYDE S. KELLY is the Grantor of a Trust known as the CLYDE S. KELLY LIVING TRUST which was established on the 31st day of January, 1996.

The following information is given for the purposes of allowing third persons seeking to deal with the Trustee or Successor Trustee to have sufficient information regarding the powers, duty and authority of the Trustee with respect to the Trust. Accordingly, the following information is presented:

1. NAME OF TRUST: CLYDE S. KELLY LIVING TRUST
2. NAME OF GRANTOR: CLYDE S. KELLY
3. NAME OF TRUSTEE: CLYDE S. KELLY
4. NAME OF BENEFICIARIES: CLYDE S. KELLY. Following his death, the beneficiary shall be MAXINE F. KELLY and following her death, the beneficiaries will be CLYDE S. KELLY, JR., MICHAEL PATRICK KELLY and THOMAS DAVID KELLY and their issue.
5. TYPE OF TRUST: This trust is a Revocable Grantor Trust.
6. TAX ID#: This is a Grantor Trust as described in Internal Revenue Code Section 1.671-4(b) and pursuant to Section 301.6109-1(a)(2) should use the Grantor's Social Security Number for tax reporting. The Social Security Number is 242-12-5090.
7. TERM: Unless otherwise terminated by the Grantor, the Trust shall continue during the lifetime of the Grantor and during the lifetime of the Grantor's spouse.
8. POWERS RETAINED BY THE GRANTOR. The Grantor reserves the power to alter, amend, modify or terminate the Trust during the Grantor's lifetime.
9. DISABILITY OR DEATH OF GRANTOR. In the event of the disability of the Grantor, or following the death of the Grantor, MAXINE F. KELLY and THOMAS DAVID KELLY shall serve as the Successor Co-Trustees. If MAXINE F. KELLY is not able or willing to serve, she shall not be succeeded. If THOMAS DAVID KELLY is unable or unwilling to serve, he shall be succeeded by CLYDE S. KELLY, JR. and MICHAEL PATRICK KELLY.
10. TRUSTEE POWERS. The Trustee and Successor is granted the following specific powers.
  - a. All powers under Sections 91-9-101 through 91-9-119 of the Mississippi Code of 1972;
  - b. Full power to deal with real estate without the approval of any Court, Joinder of Beneficiary and without disclosing any Beneficiary of the Trust;
  - c. All Trustee powers shall be broadly construed and may be exercised without Court approval;
  - d. No person dealing with the Trustee in the capacity of purchaser, seller, acquirer, lender, tenant, lessor, lessee, contractant or otherwise shall be bound to inquire into

CSK

the capacity to act on the part of the Trustee or into the authority for or the propriety of any act of the Trustee nor shall such person be required to see to the application or disposition of any money or the property paid, delivered or loaned to the Trustee.

11. TRANSFER OF ASSETS. The Grantor does, by the execution of the trust and this Memorandum of Trust transfer, quitclaim and assign to the trust all of the Grantor's assets, including real and personal property of every nature and type whatsoever, except for assets which, if transferred, would result in income tax consequences to the Grantor. Should the title to any transferred assets not be changed or should any transferred assets continue to be held in the name of the Grantor, without the designation of the trust, then it is declared that any such assets held in the name of the Grantor, whether individually held or joint with right of survivorship, are intended to be held and are in fact held by the Grantor as Trustee of said trust.

12. SPENDTHRIFT PROVISIONS. The trust contains spendthrift provisions prohibiting a Beneficiary from transferring, mortgaging, pledging, assigning or otherwise encumbering any portion of the trust estate until same shall have been actually transferred or paid over to the beneficiary. The trust estate shall not be subject to execution or other legal process for any debt or liability of any beneficiary.

WITNESS my hand this 31st day of January, 1996.

*Clyde S. Kelly*  
CLYDE S. KELLY

STATE OF TENNESSEE

COUNTY OF SHELBY

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared CLYDE S. KELLY to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Notarial Seal at office this 31st day January 1996

*Guy B. Bates*  
NOTARY PUBLIC REGISTER OF DEEDS  
FR 5297  
96 FEB 8 AM 3:12  
SHELBY COUNTY, TENN.

My Commission Expires:

8-13-97

FR 5297

No.	
D/C	DR 5
Pgs.	2
Vol.	
STATE TAX	
REGISTER'S FEE	
RECORDING FEE	800
WT <input type="checkbox"/> MISC FEE	
TOTAL	
STATE OF TENNESSEE SHELBY COUNTY GUY B. BATES REGISTER	

## CERTIFICATE OF TRUST

## THE ROSE L. KELLY REVOCABLE LIVING TRUST

DATED : October 29, 1998

GRANTOR : ROSE L. KELLY  
7841 Woodlark Cove  
Cordova, TN 38018  
Telephone: (901) 755-2464

TRUSTEES : CLYDE S. KELLY, JR. and ROSE L. KELLY

ALTERNATE TRUSTEE : H. LEE PULLEY, CPA shall be named as  
Successor Death Trustee.

TRUSTEE'S POWERS : The Trustee shall be authorized to exercise, in its discretion, all of the fiduciary powers contained in the introductory paragraph and in subparagraphs numbered 1 through 32, inclusive, of Section 35-50-110, Tennessee Code Annotated ( Public Acts of 1963, Chapter 110, Section 3 ), and said code Section is incorporated as completely as if copied herein verbatim. If the Legislature of the State of Tennessee amends or repeals all or any part of said statutes, the date of execution of this agreement, without diminution or restriction, as the authorized powers of Trustee. Trustee powers as pertaining to Real Estate are further described in Article 14, section 3.1 attached hereto.

ANTICIPATED TERMINATION : Following the death of ROSE L. KELLY

TRUSTMAKER :

Rose L. Kelly  
ROSE L. KELLY

Prepared by and Recording Requested by  
Smith, Gaines & Associates, PLLC  
6799 Great Oaks Road, Suite 110  
Memphis, TN 38138  
Office phone: (901) 754-7540

STATE MS.-DESOLO CO.  
FILED  
MAY 23 1 21 PM '00

BK 85 PG 344  
W.F. DAVIS, JR. CLK.

TRUSTEES:

Clyde S. Kelly, Jr.  
CLYDE S. KELLY, JR.

Rose L. Kelly  
ROSE L. KELLY

STATE OF TENNESSEE  
COUNTY OF SHELBY

Before me, a Notary Public in and for said state and county, duly commissioned and qualified, personally appeared **CLYDE S. KELLY, JR. and ROSE L. KELLY**, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he/she executed the same as a free act and deed.

WITNESS my hand and Notarial Seal at office this 29th day of October, 1998.

Larry R. Bray  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

