

WELCOME TO ARION A

elcome to Carnival 2002! We look forward to hosting you during Carnival Week to cap off what has already been an outstanding year. When I committed to being President of Carnival a couple of years ago, I knew I would be in for a lot of work and a lot of fun. Certainly, those expectations have been met. What I could not foresee was just how much my wife, Ann, and I would enjoy meeting and getting to know the fabulous Grand Krewes that help make up Carnival. Tonight and throughout the week you will see our Krewes in full regalia. What you don't see is how hard they work to make Carnival, and Memphis, better for everyone. From fashion shows, to sock hops to karaoke and more, the Krewes have been raising money to support Carnival's Children's Charities Initiative. This year's honored charities are featured in this Program, and I would invite you to read about them.

As many of you know, Carnival is founded and operates on the basis of three "C's" - Commerce, Community and Celebration. While everyone is familiar with the Celebration part of Carnival, many are not so familiar with Carnival's role in Commerce and Community. As for Commerce, Carnival annually hosts a luncheon for and honors the people and businesses who are the leaders in Carnival's honored industry. This year's industry is Financial Services, which, of course, is represented by King Ralph of the House of Horn, who in his spare time serves as Chairman and CEO of First Tennessee National Bank. At our Business and Industry luncheon, we honored Allen Morgan with our highest award, the Cook Halle award, named in honor of the founders of Carnival. Allen's recognition resulted from the huge impact he and Morgan Keegan have had on the Memphis economy, as well as his service to the community, including Carnival, where he served as President in 1976. Also honored were Jack Moore, CEO of Union Planters (as well as a past King), and A. Maceo Walker, Sr. and Jesse Turner, Sr., founders of Tri-State Bank, one of the oldest African-American owned banks in the U.S.

While Carnival's role in the area of Commerce has been significant, perhaps Carnival's least known but most significant efforts have been in the **Community**. The establishment of the

Children's Charities Initiative a few years ago has served to take Carnival to a new level in supporting our Community. The impact Carnival has had on the charitable community has been more than what we could have imagined. However, long before the Children's Charities Initiative, Carnival has provided a way for people from all walks of life to gather together and just have fun with each other - and that is a big part of what being a community is all about. This year marks a particular milestone in Carnival history, as the Court of 2002, as well as the Grand Krewes, are more diverse than ever. We hope this just marks another chapter in Carnival's history of bringing the Community together through frivolity and merriment.

Thank you for coming, and enjoy the week!!



back: Ann, Annie, Liza front: Bo and Bobby Leatherman

LEE CARRUTHERS STURDIVANT OUEEN OF CARNIVAL

Her Majesty, Queen Lee Carruthers Sturdivant, is an incredible Mississippi beauty that has a smile that takes your breath away. Queen Lee is a graduate of Pillow Academy in Greenwood, Mississippi where she finished sixth in her class. She served as Student Council President, and is a member of "Pillow Academy's Hall of Fame." During each of her years of High School, Queen Lee was an Honor Society member, involved in the Fellowship of Christian Athletes, Homecoming Maid, and active in various clubs. Not only beautiful, Queen Lee is an avid and accomplished athlete. She played on a State Championship Soccer team, and lettered in Cross Country, Track, and Basketball, winning two state and two overall championships.

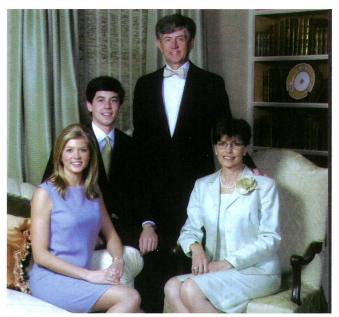
Our Queen is a firm believer in community service and voluntarism. She has worked as a volunteer for Habitat for Humanity, Food Pantry, Relay for Life, Tupelo's Garner-Simmons Home, and Oxford's First Presbyterian Christmas She is a member of 1st Presbyterian Church in Greenwood, Mississippi. Queen Lee is currently a junior at the University of Mississippi, in Oxford, majoring in Marketing and Dental Hygiene. As an involved member of Chi Omega Sorority, she has served on the Executive Board and Scholarship Committee, been a Parade of Beauties nominee each year, Recruitment Chairman last year, and is currently Panhellenic Representative. Her college accomplishments also include the National Society of Collegiate Scholars, Golden Key, ODK, Order of Omega, Student Body Senator, Chancellor's and Dean's List, and Chancellor's Leadership Class. Her athletic prowess has continued at Ole Miss, where she has played Intramural Golf, Basketball, and Flag Football (as star receiver for the championship team).

Queen Lee and her family have been involved in Carnival Memphis for years. She was a Royal Page in 1990, and King Peyton Self's Princess in 2000. Her mother, Jan Carruthers Sturdivant, was a Royal Court member twice. Her grandfather, Ewing Carruthers was General Chairman of the Grand Krewe of RaMet in 1956. Queen Lee is very excited about her reign during the 71st anniversary of "The Party with a Purpose."

The Queen's big brother, Micajah is a member of the Grand Krewe of Osiris. She has taken a special interest in involving all the Royal Court members in the Carnival Memphis Children's Charity Initiative, which is entering it's fourth year. The Queen has selected Special Cargo (part of United Cerebral Palsy of the Mid-South) as her special children's charity in honor of her mother's life long interest in horses and horse-back riding.

Despite the more than two hour commute from their Itta Bena, Mississippi farm home, where Mike grows cotton, corn, and soy beans, Mike, Jan and Queen Lee have already enjoyed the Carnival festivities at many of the Grand Krewe coronations and celebrations thus far. They have started new friendships and will certainly become even more involved in the Memphis community throughout the season.

Queen Lee expressed the following thoughts on Carnival, "Memphis has always felt like a second home to me. I am thrilled once again to have the opportunity to make more Memphis friends and contribute to the community through Carnival and the Children's Charity Initiative. Seventy-one years ago, Carnival began with a close connection between Memphis and the Delta. I am pleased to be able to continue that tradition in 2002."



Queen Lee, Micajah IV, Mike, Jr., Jan



This year, as Carnival celebrates the Financial Services Industry, it is appropriate that the King is Ralph Horn, Chairman and Chief Executive Officer of First Tennessee National Corporation and First Tennessee Bank National Association, one of the most successful financial services firms in the state and nation. Headquartered on Madison Avenue, just a few blocks away from its original locale in 1864, it is an independent, high-performing financial services company, with a nationwide reputation for achievement. The company's history is intertwined with the growth of our community as the sixth oldest business in Memphis and the largest Financial Services employer in the city.

Under the guidance of King Ralph, First Tennessee has become one of the fifty largest bank holding companies in the United States in asset size and market capitalization, with \$20.6 Billion in assets and \$4.6 Billion in market capitalization at year-end 2001. The company does business with approximately 1.1 million consumers and 90,000 businesses nationwide. Although the financial success of the company has been exceptional, Ralph considers First Tennessee's ranking as one of the nation's best employers as their greatest accomplishment. The company has garnered its fifth consecutive placement on Fortune Magazine's list of the 100 Best Companies to Work For In America. This award was added to similar recognition from Business Week and Working Mother Magazine. "Encouraging and supporting our employees in embracing both personal and professional goals and priorities is a long-term cultural imperative that has paid huge rewards for First Tennessee's employees, customers, shareholders, and communities", says King Ralph.

Born and raised in Corinth, Mississippi, Ralph started at First Tennessee as a management trainee immediately after graduating from Mississippi State University. He was named manager of the bank's bond division in 1971, which he successfully led until being named President, Chief Operating Officer and a Director of First Tennessee National Corporation (FTNC) on July 30, 1991. At that time he was also named Vice Chairman and a Director of First Tennessee Bank National Association, FTNC's principal subsidiary. Ralph was named Chief Executive Officer of both companies on April 19, 1994 and on January 1, 1996 he also became Chairman of the Board of Directors. During his successful career, our King found the time to graduate from the Advanced Management Program at Harvard University.

Ralph has been very involved within the Financial Services Industry having been both a Board Member and Chairman of the Board of the Public Securities Association, and Municipal Securities Rulemaking Board. He was a co-founder and past co-Chairman of the Regional Municipal Securities Association. He has served on a wide array of banking associations as a board member including the Dealer Bank Association, Financial Services Roundtable, and Tennessee Bankers Association. Ralph felt privileged to be a member of the Advisory Board of the Anthony Commission on Tax Reform for the United States Government. Aside from running a

publicly traded financial services behemoth, our King sits on the Board of Directors of three other public companies, Harrah's Entertainment, Inc., Mid-America Apartment Communities, Inc., and Gaylord Entertainment.

Ralph has been married to the former Pat White for 25 years. They have a son, Tyler and daughter, Maggie. Both of the Horn children have a taste of Carnival, with Maggie having been a Royal Page in 1997, and Tyler a Scarab this year. Ralph has two older sons, David and his wife Leslie reside in Longmeadow, Massachusetts, with their two children. Darrell and his wife Ann live in Memphis with their two children. Ralph and Pat share a love of the outdoors in all climates, whether playing golf, fly fishing, golf, snow skiing, or playing golf. They enjoy their time together traveling throughout the world.

Ralph gave the following statement regarding being King: "It is a distinct honor to be selected as King of Carnival, representing the Financial Services industry that I've worked in since I was just one week out of college - just a few short decades ago. My co-workers and peers have enabled our community to weather many an economic downturn better than most communities, and they should be proud of the work they do to promote economic activity and growth for us all. Carnival has been called the "Party with a Purpose", and everyone involved should hold their heads high for the work they do to support the charitable groups that help our community's children in need. Finally, it's with great pride that I welcome a broad cross-section of our citizens to join us as we celebrate and support the tremendous things that are happening in our community."



back: David, Leslie, Maggie, Tyler, Darrell and Ann front: Pat & Ralph Horn

THE LOYAL ORDER OF SCARABS



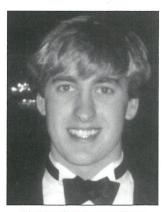
Tyler Knox Horn



Chad Jabari Harris



Woodson Cary Whitehead



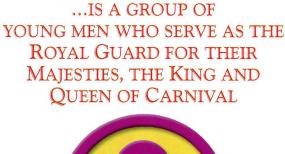
Christopher Forrest Prest



Charles Edward Carpenter, Jr.



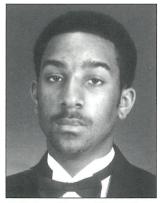
William Kyser Thompson







Joseph Orgill Wellford



Herbert Henry Hilliard, Jr.

The Scarabs get their name from the ancient Egyptian symbol that represents perpetual life and the sun's continual journey through the heavens. The Scarab symbol also represents Carnival's constant effort to promote our community and its many assets.

The primary charge for our Scarabs is to serve the King and Queen and spread the spirit of celebration among all loyal subjects of the Realm of Carnival.

ROYAL PAGES TO THE KING & QUEEN CENTURAL



Mary Lawrence Bennett Carruthers daughter of Mr. & Mrs. Cage Carruthers



Fraiser Reed Craddock son of Mrs. Alyce Byrd Craddock and Mr. Robert Craddock



Robert Goodwyn Heard, IV son of Mr. & Mrs. Robert G Heard, III



Sarah Steele Jennings daughter of Mr. & Mrs. Johnny Jennings



Robertson Morrow (Bo) Leatherman, III son of Mr. & Mrs. Bobby Leatherman



MacKenzie Grace Paul daughter of Mr. & Mrs. Rick Fogelman



William Reid Sanders, Jr. son of Mr. & Mrs. William Reid Sanders



Louise Robertson Steffner daughter of Mr. & Mrs. Joseph Steffner



Charles Scott Woods, III son of Mr. & Mrs. Charles S Woods, II



Margaret Lyell Woods daughter of Mr. & Mrs. Charles S Woods, II

THE ROYAL COURT OF CARNIVAL



King's Princess
Melanie Nicole Burroughs
daughter of
Mr. & Mrs. Tyrone Burroughs



Queen's Princess
Adella Goodwyn Heard
daughter of
Mr. & Mrs. John Heard



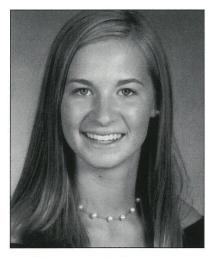
President's Princess

Dorothy May Thompson

daughter of

Mrs. Lucie May Thompson

Mr. Martin F. Thompson



Chairman's Princess
Mary Christina Jones
daughter of
Mr. & Mrs. Kenneth Wesley
Malone Jones

THE ROYAL COURT OF CARNIVAL

FESTIVAL PRINCESSES



Representing Crescent Club Susan Elizabeth Buckner daughter of Mr. & Mrs. Thomas R. Buckner



Representing
Memphis Country Club
Dorothy Love Fisher
daughter of
Mr. & Mrs. Richard Love Fisher
Prince Bruce Bond Hopkins, Jr



Representing
Maternal League of Memphis
Mary Elizabeth Buchas
daughter of
Mr. & Mrs. Charles Michael Buchas

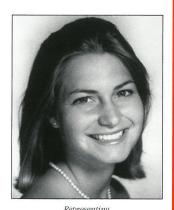


REGENCY PRINCESSES

Representing LeBonbeur, Inc. Carrie Ann Graf daughter of Mr. & Mrs. Alan B. Graf, Jr.



Representing Chickasaw Country Club Melissa Shea Flinn daughter of Dr. & Mrs. Carl F. Flinn



Representing
University Club
Courtney Elizabeth Taylor
daughter of
Mr. James Brinkley Taylor
& Mrs. Angie Gardner
Prince Bevan Evans



Representing Junior League Garden Club Polly Anna Glotzbach daughter of Dr. & Mrs. Raymond E. Glotzbach



Representing
Duration Club

Courtney Catherine Kelly
daughter of
Mr. & Mrs. Robert Stack
& Mr. Douglas Kelly



Representing Nineteenth Century Club Kristen Brooke Wilder daughter of Mr. & Mrs. Ray Wilder Prince John J. Winkelman, II



Representing Junior League Sarah Pierrepont Matthews daughter of Mr. & Mrs. Paul Aaron Matthews



Representing LesPassees Pamela Nicole Montesi daughter of Mr. & Mrs. Fred Montesi



CROWN PRINCESSES



Ashley Louise Akin daughter of Mr. & Mrs. Paul N. Akin



Traci Ellen Allen daughter of Mr. & Mrs. Tommy E. Allen



Lauren Austin Anderson daughter of Mr. & Mrs. Paul R. Anderson



Allison Kathleen Buchignani daughter of Mr. & Mrs. Joseph Richard Buchignani



Kimberly Jo Burkett daughter of Mr. & Mrs. Donald W. Burkett



Amanda Oakman Caldwell daughter of Mr. & Mrs. Michael Markus Caldwell



Lisa Sheffler Carey daughter of Mr. & Mrs. Alan E. Carey



Paige E. DeCaro daughter of Mrs. Kay B. DeCaro & the late Joseph S. DeCaro, Jr.



Kristin Clay Dunavant daughter of Dr. & Mrs. William David Dunavant, Jr.



Whitney Canale Hasen daughter of Dr. & Mrs. Howard Bernard Hasen, Jr.



Austin Brianne Hicks daughter of Ms. Jeanine Austin Hicks & Mr. Osceola Hicks



Curry Conant Hussey
daughter of
Mr. & Mrs. Edward Hussey



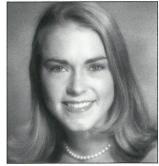
Courtney A. Jones daughter of Mr. & Mrs. Gregory A. Jones



Jane Elizabeth Jones daughter of Mr. & Mrs. William H. Jones



Jayna Michelle Kelly daughter of Mr. & Mrs. Alfred Kelly-Green



Kemper Thompson Kelso daughter of Mr. & Mrs. C. Douglas Kelso, III



CROWN PRINCESSES



Kimberly Ann Kyle daughter of Mr. & Mrs. Kenneth Kyle



Deborah Dickson Laughlin daughter of Dr. & Mrs. Albert Edward Laughlin, Jr.



Elizabeth Caroline Laws daughter of Mrs. James A. Thomas, III



Porshia Fawn Liphford daughter of Mr. & Mrs. Joseph Liphford



Ramey Michelle Long daughter of Mr. & Mrs. Michael Long



Margaret Scott McFarland daughter of Ms. Pamela Martin McFarland & Mr. Terry Lynn McFarland



Michelle Ashley McKay daughter of Ms. Jana McKay & Mr. Ken McKay



Catherine Grey Metcalf daughter of Dr. & Mrs. James Crawford Metcalf, Jr.



Christine Elizabeth Miller daughter of Mr. & Mrs. John P. Miller



Elizabeth Russell Moser daughter of Mr. & Mrs. Davis Moser



Elizabeth Brooke Moskovitz

daughter of

Mr. & Mrs. Randall Moskovitz



Nicole Gerard Nelson daughter of Ms. Jere Gerard & Mr. William Nelson



Stacie Lane Northcutt daughter of Mrs. Kay McKee Spear & Mr. Mark Northcutt



Tessa Williams Pascover daughter of Mr. & Mrs. James Pascover



Morgan Ashley Raines daughter of Dr. & Mrs. Edwin Allen Raines



Laura Kathryn Reddick daughter of Dr. & Mrs. John G. Reddick

THE ROYAL COURT OF CARNIVAL

CROWN PRINCESSES



Claudia LaJuana Robinson daughter of Mr. & Mrs. Reginald Keith Robinson



Tessa Kathleen Rosenberg daughter of Mr. & Mrs. Louis Rosenberg



Elizabeth MacKay Smith daughter of Mr. & Mrs. Bruce Macon Smith



Lauren Brooks Spiotta daughter of Dr. & Mrs. Larry Brooks Spiotta



Susan Caroline Sutton daughter of Mr. & Mrs. David Parks Sutton



Blake Weatherly Tanner daughter of Mr. & Mrs. William B. Tanner



Lindsey Ann Thompson daughter of Mr. & Mrs. Kent R. Thompson



Elizabeth Goodwin Viser daughter of Mr. & Mrs. John Viser, III



Margaret Hoath West daughter of Dr. & Mrs. William Hoath West



Jesyca Mia Westbrook daughter of Dr. & Mrs. Jesse L. Westbrook



Elizabeth Jane Weston daughter of Mrs. Susan S. Weston



Josie Reneé Williams daughter of Mr. Jerry L. Williams



Melanie Ann Woods daughter of Mr. & Mrs. Emmett Woods



LADIES OF THE REALM



Representing Bybalia, MS
Emery Katherine Carrington
daughter of Mr. & Mrs.Robert E. Carrington, III



Representing Clarksdale, MS
Christina Marie Casey
daughter of Mr. & Mrs.Dan Crumpton, III



Anna Olivia Chism daughter of Dr. & Mrs. James R. Chism



Representing Clarksdale, MS

Kristin Ann Cobb

daughter of Mr. Richard Eidt Cobb



Representing Birmingbam, AI.
Helen Dorsey Cox
daughter of Mrs.Alice London Cox & John Charles Cox



Representing Jasper, AL

Camden Taylor Eggers
daughter of Dr. & Mrs. Stanton C. Eggers



Representing West Memphis, AR
Catherine Dixon Ferguson
daughter of Dr. Scott & Dr. Deborah Ferguson



Representing Holly Springs, MS

Anna Mather Greer

daughter of Mr. & Mrs. Curtis Mather Greer



Representing Jackson, MS
Sarah Elizabeth Grenfell
daubter of Mr. & Mrs. James Byrnes Grenfell



Representing Iuka, MS Mollie Ailene Jourdan daughter of Mr. & Mrs.David Olen Jourdan, III



Representing Holly Ridge, MS Elizabeth Irene Long daughter of Mr. & Mrs. Lawrence Childress Long



Representing Mobile, AL Elizabeth Hill Luscher daughter of Dr. & Mrs.Harry Adams Luscher



Representing Birmingbam, AL Marjorie Velvin Meyers daughter of Mrs. Gregory Paul Meyers & the late Gregory Paul Meyers



Representing Greenwood, MS Katherine Hammond Walker daughter of Mr. & Mrs. John Huff Walker, Jr.



Representing Tunica, MS
Elizabeth VanDeren Whittington
daughter of Mr. & Mrs. Allen Kenneth Whittington



A MID-SOUTH TRADITION SINCE 1931

Bobby Leatherman PRESIDENT

Claude Chafin FIRST VICE PRESIDENT

Duncan Williams SECOND VICE PRESIDENT

Pat Danehy TREASURER

Jason Yarbro GENERAL COUNCIL

Ed Galfsky EXECUTIVE DIRECTOR

BOARD OF DIRECTORS

Glenn Cofield CHAIRMAN

FIRST PANEL Oscar C. Carr, III Robert Gooch James J. Keras, Jr. Shellie McCain Bob Nance Phyllis Taylor

SECOND PANEL Hal Boyd Philip Cruzen Henry Morgan Holmes Pettey Hugh Shackleford Leanne Wiener Jim Wilson

THIRD PANEL B.J. Gullet Neely Mallory, III Marilyn Newton Rush O'Keefe Mike Parker Sandee Taylor Tempe Thompson Clyde Venson

THANK YOU FOR A GREAT YEAR!

I wanted to thank everyone who has helped make my first year so very memorable. When I accepted this position I believed it would be a great way to give something back to the community that has given so much to me and my family in the last twelve years. After going through my first Carnival season, I know that I have received much more than I have given. Through all the ups and downs, twists and turns, championship prize fights, etc., Carnival Memphis has surpassed any of our expectations. The friendships I have made this year will surely last a lifetime.

It would be immpossible to thank everyone who has been such a great help to me individually, since it would take half the pages of this program. A special thanks to the Board of Directors, Grand Krewe Chairpersons and members, volunteers and vendors who have helped me so very much. So many people have taken the time to help with several events, it is very hard to single each person out, but without the help of some people I could not have survived this year, including Tempe Thompson, Denise and Wayne Anderson, Cheryl Bledsoe, Tay and Claude Chafin, Hesta Williams and Sally Bruno. A special thanks to my first King and Queen and their families who have supported everything we have done this year. Carnival Memphis could not have asked for more regal, more caring, more positive people to be our leaders. I would like to single out President Bobby Leatherman and his wife Ann who have given their time so generously and worked tirelessly this year to make Carnival 2002 a great success. I am proud to call them friends.

Thank you again to everyone in the Carnival Memphis family for making our 71st year a memorable and positive experience for all of us. The future is bright for our organization and our community. With all of your help, Carnival Memphis will continue to shine.

Very truly yours.

Ed Galfsky Executive Director

1060 Early Maxwell Boulevard • Memphis, TN 38104 • Phone 901/278.0243 • FAX 901/278.0271



CARNIVAL MEMPHIS BUSINESS & INDUSTRY SALUTE

l Carnival Business Focus Program

FINANCIAL SERVICES

Each year Carnival celebrates the accomplishments and contributions of an industry that is vital to the economy of the Mid-South. This year's honored industry, Financial Services, has played a major role in the development and evolution of our economy. Memphis has become one of the leading Financial markets in the United States, with three of the top fifty banks in the country headquartered here. The Mid-South is also home to a number of the most successful securities brokers, venture capital firms, investment management companies and bond traders in the United States.

have made their mark on our community not only through their business acumen, but also by being true corporate citizens. The President's Award was presented to Jackson W. Moore, Chairman and CEO of Union Planters. Mr. Moore was recognized for his years of service to the Financial Services Industry as well as the Mid-South community. The King's Award was bestowed in Memoriam on Mr. A. Maceo Walker, Sr., the founder of Tri-State Bank of Memphis, and Mr. Jesse Turner, Sr., who ran the bank for many years. Tri-State Bank was one of the first African-American financial institutions in the United States and Mr. Walker and Mr.



This year the format of the event was changed from a dinner to a luncheon. A record number of attendees came to see and hear some of the leaders of the Mid-South business community including honoree companies: Concord EFS, Duncan-Williams, 1st Trust Bank for Savings, First Tennessee, McVean Trading, Morgan Keegan & Co., NewSouth Capital Management, Southeastern Asset Management, SSM Ventures, Inc., Tri-State Bank of Memphis, Union Planters Bank, Vining Sparks, and Wunderlich Securities, Inc.

The Business & Industry Salute also consists of three awards given to leaders of commerce, who

BUSINESS & INDUSTRY SALUTE CON'T.

name to a list of some of the most successful business people and corporate citizens in the history of our community.

Carnival Memphis congratulates all our Honorees for helping create a successful economic Turner, Sr. became role models for many other minority business owners. Mr. Jesse Turner, Jr., Chairman and President of Tri-State Bank accepted the award on behalf of the recipients and his company.

The Cook Halle Award is named after Carnival's founders and is presented to an individual that has most significantly impacted both his industry and his community. The great entrepreneurial story of Mr. Allen Morgan, Jr. and the company he founded at age 27, Morgan Keegan, is one many Mid-Southerners know. As our 2002 Cook Halle Award winner, Mr. Morgan adds his

climate in the Mid-South, which makes our community a better place to live.

The Business & Industry Salute is presented by Union Planters Bank. The Awards Luncheon is sponsored by Rhea & Ivy, P.L.C.



BUSINESS & INDUSTRY SALUTE CON'T.

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