

#27-390

BOOK 20 PAGE 500

LAST WILL AND TESTAMENT OF LOUIS McDANIEL

I, Louis McDaniel, a resident of Madison County, Mississippi, being over the age of eighteen years and of sound and disposing mind and memory, do hereby make, declare and publish this to be MY LAST WILL AND TESTAMENT, and do hereby revoke all other wills and/or codicils heretofore made by me.

ITEM 1. I give, devise and bequeath all of my property that I may own at the time of my death to my wife, Sarah McDaniel, for and during her natural life and the remainder to the following, to-wit: Geneva Johnson and Dorothy Jones, each to share alike.

ITEM 2. I hereby appoint Geneva Johnson, executrix of my estate without bond, waiving all requirements whatever of bond from her as such executrix, and I hereby waive an inventory and an appraisement of my estate as required by law and relieve my said executrix of all duty to account to the courts for her act and doings as such, and do hereby waive all court proceedings whatever in the administration of my estate, save the probate of this, MY LAST WILL AND TESTAMENT.

WITNESS MY SIGNATURE, this 17th day of July, 1984.

Louis McDaniel
LOUIS McDANIEL

Marcella Luehlt (WITNESS)

Maggie Dee Potts (WITNESS)

ATTESTATION CLAUSE

We, the undersigned witnesses to the Will of Louis McDaniel, do hereby certify that the said Louis McDaniel on the day he executed the foregoing Will was over the age of eighteen years and of sound mind and memory; that he signed and subscribed said Will and published it as his LAST WILL AND TESTAMENT in our presence and in the presence of each of us and that we at his expressed instance and request signed and subscribed said Will at witnesses thereto in his presence and in the presence of each other as an attestation thereof.

WITNESS OUR SIGNATURES, this the 17th day of July, 1984.

Marcella Luehlt (WITNESS)

Maggie Dee Potts (WITNESS)

FILED
THIS DAY
MAY 23 1985
BILLY V. COOPER
Chancery Clerk
By B. Cooper

STATE OF MISSISSIPPI, County of Madison

Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 23 day of May, 1985, at 10 o'clock P.M., and was duly recorded on the 23 day of May, 1985, Book No 20 on Page 500 in my office.

Witness my hand and seal of office, this the 23 of May, 1985.

BILLY V. COOPER, Clerk

By B. Cooper D.C.

#27-390

BOOK 20 PAGE 501
PROOF OF WILL

FILED
THIS DAY
MAY 23 1985
BILLY V. COOPER
Chancery Clerk
CHANCERY COURT
By *[Signature]*

STATE OF MISSISSIPPI
MADISON COUNTY

In the matter of a certain instrument of writing, purporting to be the last will and testament of
LOUIS McDANIEL, deceased, late of Madison County, Mississippi.

Personally appeared before the undersigned Clerk of the Chancery Court in and for said County and State,
Marcella Lockett and _____, subscribing witnesses to a certain

instrument of writing, purporting to be the last will and testament of the said LOUIS McDANIEL

who, being duly sworn, deposed and said, that the said LOUIS McDaniel

signed, published and declared said instrument as his last will and testament on the
17th day of July, A. D., 1984, the day of the date of said instrument, in the presence of this

deponent, and in the presence of Maggie Dee Paits

the other subscribing witness _____, and that said Testator or _____ was then of sound and disposing mind and
memory, and more than twenty-one years of age, and having his usual place of abode

said County and State, and this deponent and Maggie Dee Paits

~~xxx~~ and _____ subscribed and attested said instrument as witness

to the signature and publication thereof, at the special instance of said Testator _____, and in the presence of the
said Testator or _____ and in the presence of each other, on the day and year of the date of said instrument.

Marcella Lockett
MARCELLA LUCKETT

Sworn to and subscribed before me this the 16 day of May, A. D., 1985

BILLY V. COOPER, Chancery Clerk

Billy V. Cooper, Chancery Clerk
By: *K Gregory D.C.*, A.C.

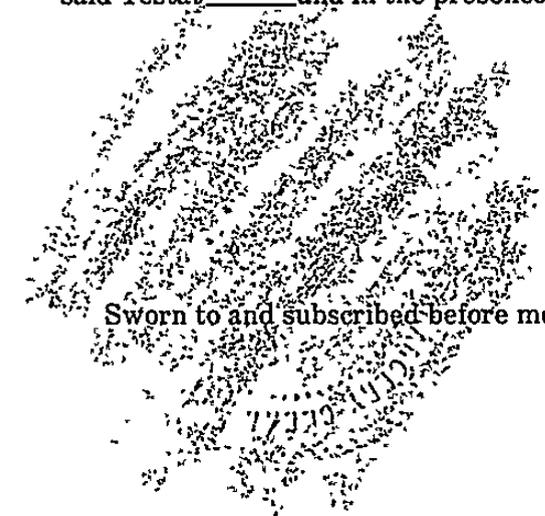
STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed
for record in my office this 23 day of May, 1985, at _____ o'clock _____ M., and
was duly recorded on the 23 day of May, 1985, Book No. 20 on Page 501 in
my office.

Witness my hand and seal of office, this the 23 of May, 1985.

BILLY V. COOPER, Clerk

By *[Signature]*, D.C.



LAST WILL AND TESTAMENT

I, LAURA LEE MASSEY (MRS. HARVEY MASSEY) being of sound mind and otherwise legally competent do hereby make, publish, and declare the following as my last will and testament.

27-409
THIS DAY
FILED
MAY 31 1975
BILLY V. COOPER
Chapman Clerk
By: *[Signature]*

I

I desire that any reasonable medical expenses, and funeral bills be paid by my Executrix.

II

I appoint ARLENE MASSEY, as my Executrix, and I direct that she act without bond or accounting to any Court.

III

I will, and devise my residence at 110 Magnolia Street, in the subdivision of Magnolia Heights, Madison County, Mississippi to my daughter, ARLENE MASSEY.

IV

All the rest, residue, and remainder of all my property, I will, devise, and bequeath in equal shares to my four (4) children named as follows;

- (1) HARVEY MASSEY, JR.
- (2) WILLIE MASSEY
- (3) EMMA LEE MARSHAL
- (4) ARLENE MASSEY

WITNESS MY SIGNATURE this 12 day of January, 1981.

Laura Massey

LAURA LEE MASSEY
TESTATRIX

We certify that we witnessed LAURA LEE MASSEY execute the foregoing Will in our presence and in the presence of each other.

Paul Egan
NAME

221 STUNCELL
ADDRESS
JACKSON, MISS.

Muriel F. Ferguson
NAME

320 D. Liberty Cantor, Miss.
ADDRESS

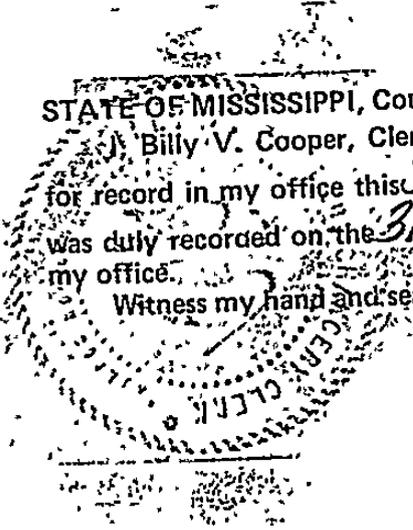
STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 31st day of May, 1985, at o'clock M., and was duly recorded on the 31st day of May, 1985, Book No. 20 on Page 502 in my office.

Witness my hand and seal of office, this the 31st of May, 1985.

BILLY V. COOPER, Clerk

By B. Shippin....., D.C.



BOOK 20 PAGE 504

A F F I D A V I T

#20-409
THIS DAY
FILED
MAY 31 1985
BILLY V. COOPER
Chancery Clerk
By *B. Glavin*

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, MURIEL G. FERGUSON, one of two (2) subscribing witnesses with FRANK EVANS, to a certain instrument in writing purporting to be the Last Will and Testament of LAURA LEE MASSEY, deceased, late of Hinds County, Mississippi, who having first been duly sworn by me, makes oath that said LAURA LEE MASSEY signed, published and declared said instrument the designated Last Will and Testament as her Last Will and Testament, in the presence, of myself and FRANK EVANS; that said Testatrix was then of sound and disposing mind and memory, and more than twenty-one (21) years of age, that each of us subscribed said instrument as witnesses thereto, at the instance and request, and in the presence of said Testatrix and also in the presence of each other, FRANK EVANS and myself

Muriel G. Ferguson
MURIEL G. FERGUSON

SWORN TO AND SUBSCRIBED before me this 31st day of ~~April~~ May, 1985

[Signature]
NOTARY PUBLIC

My commission expires: 1-4-88

STATE OF MISSISSIPPI, County of Madison:
I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 31st day of May, 1985, at . . . o'clock . . . M, and was duly recorded on the 31st day of May, 1985, Book No 20 on Page 504 in my office.
Witness my hand and seal of office, this the 31st of May, 1985.
BILLY V. COOPER, Clerk
By *B. Glavin* DC

LAST WILL AND TESTAMENT

of

CLEMENTINE O'LEARY

#27-421

FILED
THIS DAY

JUN 10 1965

BILLY V. COOPER
Chapery Clerk

By *[Signature]*

I, CLEMENTINE O'LEARY of Madison County, Mississippi, being above the age of twenty-one years and of sound and disposing mind and memory, do make, publish and declare this to be my Last Will and Testament, hereby revoking all previous Wills and Codicils:

-I-

I appoint as the Executrix of my estate, my daughter, Selena Jones, she to serve without bond and to act as her good judgment and discretion will determine; and she shall not be required to file any accounting, annual or final, to any Court of her actions as said Executrix.

-II-

I request that all my just debts, duly probated, be paid out of any non-exempt money or property that I may have in my estate and that I be given a decent burial.

-III-

I give, devise and bequeath to my beloved husband, Frank O'Leary, Sr. and my beloved children, Frank O'Leary, Jr., Selena Jones, Patrick H. O'Leary, Lawrence O'Leary, Mary O'Leary, Annie Mae Levene, Kermit O'Leary, Malcolm O'Leary, Thomas O'Leary, James T. O'Leary, Bernard O'Leary and Alfred O'Leary, all of my property, both real and personal that I may own at the time of my death to share and share alike.

WITNESS MY SIGNATURE, this the 12th day of February 1979.

Clementine O'Leary
CLEMENTINE O'LEARY

WITNESSES:
Bennie M. Travis
Cecily Kelly

STATE OF MISSISSIPPI
COUNTY OF MADISON

BOOK 20 PAGE 506

WE, the undersigned, do hereby certify that we subscribed our signatures as attesting witnesses to the above and foregoing instrument on the date therein stated at the request of CLEMENTINE O'LEARY, who declared the said instrument to be her Last Will and Testament, and who signed said instrument in our presence, and that at her request we affixed our signatures hereto as attesting witnesses in her presence and in the presence of each other.

WITNESS OUR HANDS, this the 12th day of February 1917.

Bennie M. Davis
Charles Kelly

STATE OF MISSISSIPPI County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 10th day of June, 1915, at o'clock M., and was duly recorded on the 10th day of June, 1915, Book No. 20 on Page 505 in my office.

Witness my hand and seal of office, this the 10th of June, 1915.

BILLY V. COOPER, Clerk

By B. H. H. H. H. D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
CLEMENTINE O'LEARY, DECEASED

CIVIL ACTION FILE 227-421

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

FILED
THIS DAY,
JUN 10 1985
BILLY V. COOPER
Chancery Clerk
B. Flippin DC

THIS DATE personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named BESSIE M. TRAVIS, who being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Clementine O'Leary, deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 12th day of February, 1979.

(2) That on the 12th day of February, 1979 the said Clementine O'Leary signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Carolyn Kelly, the other subscribing witness to said instrument.

(3) That the said Clementine O'Leary was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with Carolyn Kelly, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Clementine O'Leary, and in the presence of each other.

Bessie M. Travis
SIGNATURE

SWORN TO AND SUBSCRIBED before me, this the 29th day of May, 1985.

Sandra M. Kelly
NOTARY PUBLIC
My Commission Expires December 5 1987



STATE OF MISSISSIPPI, County of Madison:
I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 10th day of June, 1985, at ... o'clock ... M, and was duly recorded on the 10th day of June, 1985, Book No. 20, on Page 507, in my office.
Witness my hand and seal of office, this the 10th of June, 1985

BILLY V. COOPER, Clerk
By ... *B. Flippin* ... DC.

#27303

LAST WILL AND TESTAMENT
OF
BEN LUCKETT, WIDOWER

FILED
THIS DAY
JUN 10 1985
BILLY V. COOPER
Chancery Clerk
By *[Signature]*

I, Ben Lockett of Madison County, Mississippi being above the age of twenty-one years and of sound and disposing mind and memory, do make publish and declare this to be my Last Will and Testament, hereby revoking all previous Wills and Codicils heretofore made by me.

I.

I appoint as the Executor of my estate, Joe Stewart, he to serve without bond and to act as his good judgement and discretion will determine; and he shall not be required to file any accounting, annual or final, to any Court of his actions as said Executor, except to the extent required by law.

II.

I request that all my just debts, duly probated, be paid out of my non-exempt money or property that I may have in my estate and that I be buried in a manner befitting my station in life, the expense of which shall be paid out of my said estate.

III.

I give, devise and bequeath to my nephew, Joe Stewart, all property of whatever nature and kind and wheresoever located both real and personal, that I may die seized and possessed of.

WITNESS my signature this the 8th day of April, 1981, and the signatures of two witnesses who have signed at my request and in my presence and I have signed this Will in their presence and they have signed as witnesses in the presence of each other.

[Signature]
BEN LUCKETT

WITNESS:

Bessie M. Travis
Sandra McKey

* * * * *

STATE OF MISSISSIPPI
COUNTY OF MADISON

We, the undersigned, do hereby certify that we subscribed our signatures as attesting witnesses to the above and foregoing instrument on the date therein stated at the request of BEN LUCKETT, who declared the said instrument to be his Last Will and Testament and who signed said instrument in our presence and that at his request we affixed our signatures hereon as attesting witnesses in his presence and in the presence of each other.

WITNESS OUR HANDS; this the 8th day of April, 1981.

Bessie M. Travis
WITNESS

Sandra McKey
WITNESS

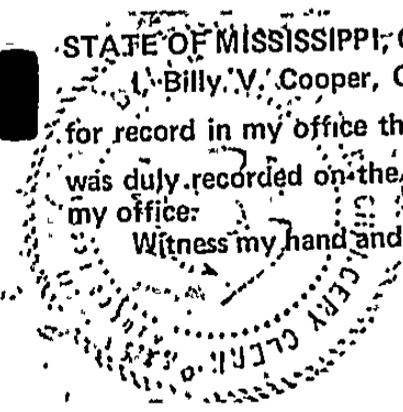
STATE OF MISSISSIPPI, County of Madison:

Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 10th day of June, 1985, at o'clock M., and was duly recorded on the 10th day of June, 1985, Book No. 20 on Page 508 in my office.

Witness my hand and seal of office, this the 10th of June, 1985.

BILLY V. COOPER, Clerk

By B. Shippin....., D.C.



FILED
THIS DAY
JUN 10 1985
BILLY V. COOPER
Chancery Clerk
BY *[Signature]*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
IN THE MATTER OF THE ESTATE
BEN LUCKETT, DECEASED

CIVIL ACTION FILE # 27-303

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DATE personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named SANDRA McELROY, who being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Ben Lockett, deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 8th day of April, 1981.

(2) That on the 8th day of April, 1981, the said Ben Lockett signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Bessie M. Travis, the other subscribing witness to said instrument.

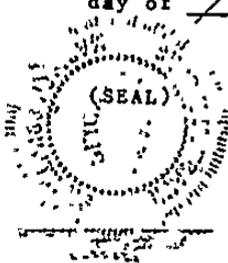
(3) That the said Ben Lockett was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with Bessie M. Travis, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Ben Lockett, and in the presence of each other.

Sandra McElroy
SIGNATURE

SWORN TO AND SUBSCRIBED before me, this the 10th day of February, 1985.

Bessie M. Travis
NOTARY PUBLIC
11-8-85



STATE OF MISSISSIPPI, County of Madison:

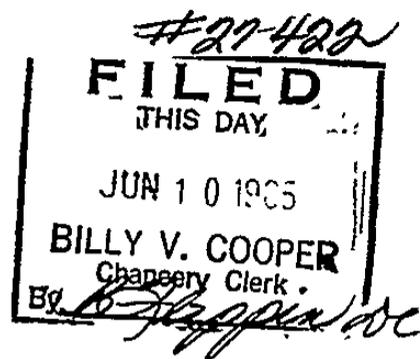
I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 10th day of June, 1985, at ... o'clock ... M., and was duly recorded on the 10th day of June, 1985, Book No 20, on Page 510, in my office.
Witness my hand and seal of office, this the 10th of June, 1985.

BILLY V. COOPER, Clerk

By *[Signature]*....., D.C.

BOOK 20 PAGE 511
LAST WILL AND TESTAMENT

of
FRANK O'LEARY



I, FRANK O'LEARY of Madison County, Mississippi, being above the age of twenty-one years and of sound and disposing mind and memory, do make, publish and declare this to be my Last Will and Testament, hereby revoking all previous Wills and Codicils:

-I-

I appoint as the Executrix of my estate, my daughter, Selena Jones, she to serve without bond and to act as her good judgment and discretion will determine; and she shall not be required to file any accounting, annual or final, to any Court of her actions as said Executrix.

-II-

I request that all my just debts, duly probated, be paid out of any non-exempt money or property that I may have in my estate and that I be given a decent burial.

-III-

I give, devise and bequeath to my beloved wife, Clementine O'Leary and my beloved children, Frank O'Leary, Jr., Selena Jones, Patrick H. O'Leary, Lawrence O'Leary, Mary O'Leary, Annie Mae Levene, Kermit O'Leary, Malcolm O'Leary, Thomas O'Leary, James T. O'Leary, Bernard O'Leary and Alfred O'Leary, all of my property, both real and personal that I may own at the time of my death to share and share alike.

WITNESS MY SIGNATURE, this the 13th day of July, 1909.

Frank O'Leary
FRANK O'LEARY, SR.

WITNESSES:

George M. Davis
Carolyn Kelly

STATE OF MISSISSIPPI

BOOK 20 PAGE 512

COUNTY OF MADISON

WE, the undersigned, do hereby certify that we subscribed our signatures as attesting witnesses to the above and foregoing instrument on the date therein stated at the request of FRANK O'LEARY, SR., who declared the said instrument to be his Last Will and Testament, and who signed said instrument in our presence, and that at his request we affixed our signatures hereto as attesting witnesses in his presence and in the presence of each other.

WITNESS OUR HANDS, this the 10th day of February, 1979.

Bennie M. Inman
Carlyle Kelly

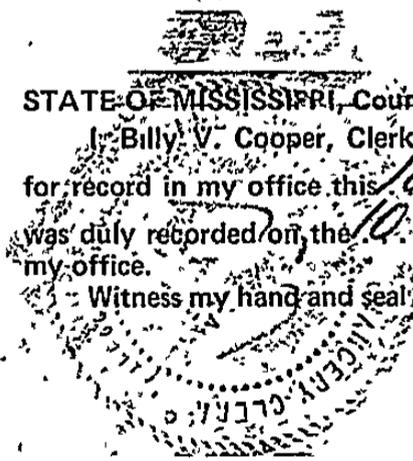
STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 10th day of June, 1985, at o'clock M., and was duly recorded on the 10th day of June, 1985, Book No. 20 on Page 511 in my office.

Witness my hand and seal of office, this the 10th of June, 1985.

BILLY V. COOPER, Clerk

By ... B. Flippin, D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
FRANK O'LEARY, DECEASED

CIVIL ACTION FILE #

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

27 FILED
THIS DAY,
JUN 10 1985
BILLY V. COOPER
Chancery Clerk,
BY *[Signature]*

THIS DATE personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named BESSIE M. TRAVIS, who being by me first duly sworn according to law, says on oath

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Frank O'Leary, deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 12th day of February, 1979.

(2) That on the 12th day of February, 1979 the said Frank O'Leary, signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Carolyn Kelly, the other subscribing witness to said instrument.

(3) That the said Frank O'Leary was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with Carolyn Kelly, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Frank O'Leary, and in the presence of each other.

[Signature]
SIGNATURE

SWORN TO AND SUBSCRIBED before me, this the 24th day of May, 1985.

[Signature]
NOTARY PUBLIC
My Commission Expires December 5, 1987



MY COMMISSION EXPIRES:

STATE OF MISSISSIPPI, County of Madison

I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office on the 10th day of June, 1985, at ... o'clock ... M, and was duly recorded on the 10th day of June, 1985, Book No. 20, on Page 513. in my office.

Witness my hand and seal of office, this the 10th of June, 1985.

BILLY V. COOPER, Clerk

By *[Signature]*, DC

I Louis Barnette Matlock give my last will testament on January 23, 1983.

I request Peggy Matlock Wyman as executor ^{without bond} of my requests in the will.

Insurance policies and capitals in the bank are to be divided equally among Susan Moore, Peggy Wyman, Patti Bruner and James Louis Matlock after all bills are paid. One 1975 Ford cut cab pickup to be sold for book price and divided among the four Susan Moore, Peggy Wyman, Patti Bruner and James Louis Matlock.

signed: Louis Barnette Matlock

Witnesses: Ellie Hamilton

Roy M. Matlock

#27450

THIS DAY, FILED JUN 25 1985 BILLY V. COOPER Chancery Clerk BY B. Shippin

Exhibit "A"

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 25th day of June, 1985, at ... o'clock ... M., and was duly recorded on the 25th day of June, 1985, Book No. 20 on Page 514 in my office.

Witness my hand and seal of office, this the 25th of June, 1985.

BILLY V. COOPER, Clerk

By B. Shippin, D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF LOUIS BARNETTE MATLOCK, DECEASED

CIVIL ACTION

FILE NO.

27-450

PEGGY MATLOCK WYMAN, EXECUTRIX

PROOF OF WILL

THIS DAY, FILED JUN 25 1935 BILLY V. COOPER Chancery Clerk

STATE OF MISSISSIPPI COUNTY OF MADISON

PERSONALLY APPEARED before me the undersigned authority in and for said county and state, ELLIE HAMILTON, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of Louis Barnette Matlock, who, being duly sworn, deposed and said that the said Louis Barnette Matlock signed, published and declared said instrument as his Last Will and Testament on the 23rd day of January, 1933, the day of the date of said instrument, in the presence of this deponent, and in the presence of Roy H. Matlock, the other subscribing witness, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and this deponent and Roy H. Matlock subscribed and attestw as witnesses to the signature and publication thereof, at the special instance of said Testator, and in the presence of the said Testator and in the presence of each other, on the day and year of the date of said instrument.

Ellie Hamilton ELLIE HAMILTON

SWORN TO AND SUBSCRIBED BEFORE ME, THIS 25th day of June, 1935.

Billy V. Cooper CHANCERY CLERK

RV. B. Glippin D.C.

BY CONFESION EXPIRES: 1-4-88

STATE OF MISSISSIPPI County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 25th day of June, 1935, at ... o'clock ... M., and was duly recorded on the 25th day of June, 1935, Book No. 20 on Page 515 in my office.

Witness my hand and seal of office, this the 25th of June, 1935.

BILLY V. COOPER, Clerk

By B. Glippin D.C.

I Fannie Mary Phillips Price (Mrs James B. Price), do declare this, as my last will and testament.

It is my will, and I hereby give, bequeath and devise all of my property, real, personal, and mixed to my beloved daughter, Virginia Price Mims, her heirs, and assign forever to me enjoy, and dispose of as she may think proper and right.

I hereby nominate and appoint my beloved daughter Virginia Price Mims the Executrix of this my last will and testament, and having explicit faith in her judgement, it is my will that she be not required to execute bond, and that she not be required to make or file any account, or accounting, nor any inventory or appraisement, except such as may be required for purpose of taxation.

In testimony whereof, I have hereunto set my hand, this the 4th day of February 1971.

Fannie Mary Phillips Price (Mrs James B. Price)

Signed by Fannie Mary Phillips Price for her last will and testament, who at her request and in her sight, they affixed their names as witnesses on the day and date above written.

Flora J. Linnard
602 S. Kentucky
Canton, Miss.

THIS DAY
FILED
JUN 28 1965
BILLY V. COOPER
Chancery Clerk

#27-454
James M. Chandler-Watson
Rt 2 Box 140
Canton, Miss.



Personally appeared before me, a notary public in and for said County, the within named Fannie Mary Phillips Price, a/k/a Mrs. James B. Price, who acknowledged that she signed and delivered the foregoing instrument on the day and year therein mentioned.

Given under my hand, at Canton, Mississippi, this the 4th day of February, 1971.

Edmund J. Latimer
Notary Public

STATE OF MISSISSIPPI, County of Madison:
I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 28th day of June, 1965, at 8:00 o'clock P.M., and was duly recorded on the 28th day of June, 1965, Book No. 20, on Page 516. In my office.
Witness my hand and seal of office, this 28th day of June, 1965.
BILLY V. COOPER, Clerk
By .. B. Flippin .., D.C.

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

THIS DAY
FILED
JUN 28 1985.
BILLY V. COOPER
Chancery Clerk

IN THE MATTER OF THE ESTATE OF
NANNIE MARY PHILLIPS PRICE
(MRS. JAMES B. PRICE), DECEASED

CIVIL ACTION FILE NO. 27-454

PROOF OF WILL

Comes now, James M. Chandler, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Nannie Mary Phillips Price, a/k/a Mrs. James B. Price, and enters his appearance herein as provided by Section 91-7-9 of the Mississippi Code of 1972, Annotated, as amended and makes oath before the undersigned authority that Nannie Mary Phillips Price, a/k/a Mrs. James B. Price, the above named decedent, signed, published and declared said instrument as her Last Will and Testament on the 4th day of February, 1971, the day and the date of said instrument in the presence of this deponent and Flora J. Rimmer, the other subscribing witness, and that said Testatrix was then of sound and disposing mind and memory, and more than twenty-one (21) years of age, and having her usual place of abode in Madison County, Mississippi, and that he and Flora J. Rimmer, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix and in the presence of the Testatrix and in the presence of each other, on the day of the date of said instrument.

James M. Chandler
JAMES M. CHANDLER



STATE OF MISSISSIPPI
COUNTY OF MADISON
SWORN TO AND SUBSCRIBED this the 25th day of June, 1985.

Walter G. Littlewood
NOTARY PUBLIC

(SEAL) MY COMMISSION EXPIRES FEB 23 1984
My commission expires.

STATE OF MISSISSIPPI, County of Madison.
I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 28th day of June, 1985, at 8:35 o'clock PM, and was duly recorded on the 28th day of June, 1985, Book No 20 on Page 517 in my office.
Witness my hand and seal of office, this the 28th of June, 1985.
BILLY V. COOPER, Clerk
By B. Flippin, D.C.

BOOK 20 PAGE 518

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

THIS DAY
FILED
JUN 28 1985
BILLY V. COOPER
Chancery Clerk
By *B. Phipps*

IN THE MATTER OF THE ESTATE OF
NANNIE MARY PHILLIPS PRICE
(MRS. JAMES B. PRICE), DECEASED

CIVIL ACTION FILE NO 27-454

PROOF OF WILL

Comes now, Flora J. Rimmer, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Nannie Mary Phillips Price, a/k/a Mrs. James B. Price and enters her appearance herein as provided by Section 91-7-9 of the Mississippi Code of 1972, Annotated, as amended and makes oath before the undersigned authority that Nannie Mary Phillips Price, a/k/a Mrs. James B. Price, the above named decedent, signed, published and declared said instrument as her Last Will and Testament on the 4th day of February, 1971, the day and the date of said instrument in the presence of this deponent and James M Chandler, the other subscribing witness, and that said Testatrix was then of sound and disposing mind and memory, and more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and James M. Chandler, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix and in the presence of the Testatrix and in the presence of each other, on the day of the date of said instrument

Flora J. Rimmer
FLORA J. RIMMER

STATE OF MISSISSIPPI

COUNTY OF MADISON

SHORN TO AND SUBSCRIBED this the 25th day of June, 1985



Alvin G. Littlewood
NOTARY PUBLIC

My commission expires:
BY COMMISSION EXPIRES FEB 15 1985

STATE OF MISSISSIPPI, County of Madison.

Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 28th day of June, 1985, at — o'clock — M, and was duly recorded on the 28th day of June, 1985, Book No 20 on Page 518. in my office. Witness my hand and seal of office, this the 28th day of June, 1985.

BILLY V. COOPER, Clerk

By *B. Phipps*, D.C.

JUL 5 1935

LAST WILL AND TESTAMENT OF PATSY L. SUTHERLAND

BILLY V. COOPER

By *Billy V. Cooper*
Chancery Clerk
27-466

I, PATSY L. SUTHERLAND, an adult resident citizen of the City of Canton, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all former wills and codicils heretofore executed by me.

ARTICLE I.

I direct that my residence located at 608 East center Street, Canton, Mississippi, and all furniture, fixtures and appliances located therein be maintained for use by my children, Brent L. Sutherland, Thomas Sutherland, Sally M. Summerlin and Judy Sutherland until my youngest child, Brent Sutherland, reaches the age of 21. Upon Brent attaining the age of 21 I direct that the property be sold and the proceeds of the sale divided equally among all of my children as set out in the residuary clause of this will. I direct that until my son, Brent, attains the age of 21 that the children named herein shall be permitted to reside in the house and shall not be responsible for rent to any of the other children, however, I expect that those living in the house shall be responsible for payment of taxes, utilities, maintenance and insurance on the house.

ARTICLE II.

All of the rest, residue and remainder of my estate, of whatsoever kind or character and wheresoever situated, including but not limited to the interest I own in the property located at 143 Semmes Street in the City of Canton, Mississippi by virtue of inheritance from my husband, William Sutherland, deceased, I give, devise and bequeath unto my children, Rebecca S. Davis, William H. Sutherland, Jr., Patricia L. Lee, Thomas J. Sutherland, Leavelle S. Joyner, Carol S. Tharpe, Sally S. Summerlin, Melissa S. Mason, Judith M. Sutherland and Brent L. Sutherland, or the survivors of them, in equal shares, share and share alike.

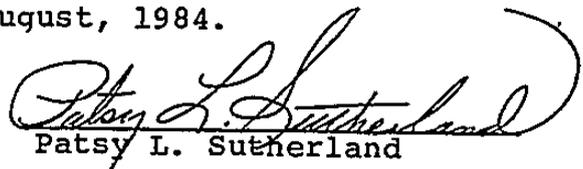
ARTICLE III.

I hereby appoint my daughter, Rebecca S. Davis, as Executrix of my Last Will and Testament. My Executrix shall have full and plenary power and authority to do and perform any act deemed by her to be to the best interest of my estate, without any limitation whatsoever, and to serve without bond. Said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interest and profits therefrom, and to employ and to pay any attorneys, agents and accountants that she may deem necessary for the best interest of my estate. In addition, my Executrix shall have full authority to sell any real or personal property of my estate, either at public or private sale, in her sole discretion, for cash or upon such other conditions as she may deem appropriate, with said sales to be made without the necessity of my Executrix first securing a Court order approving said sale.

ARTICLE IV.

I hereby appoint my daughter, Sally S. Summerlin, as Guardian of the person and estate of my minor son, Brent Sutherland, and direct that she shall not be required to furnish any bond for the faithful performance of her office as Guardian.

IN WITNESS WHEREOF, I have hereunto affixed my signature and published and declared this to be my Last Will and Testament on this 19 day of August, 1984.


Patsy L. Sutherland

This instrument was, on the date shown above, signed, published and declared by PATSY L. SUTHERLAND to be her Last

Will and Testament in our presence, and we, at her request, have subscribed our names hereto as witnesses in her presence and in the presence of each other.

John Christopher WITNESS
446 N. Liberty St.
Canton, Ma 39046 ADDRESS

Larice Heath WITNESS
513 E Center St.
Canton, Mo. 59046 ADDRESS

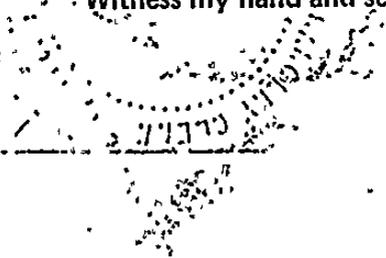
STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 5th day of July, 1985, at o'clock M., and was duly recorded on the 5th day of July, 1985, Book No. 20 on Page 519 in my office.

Witness my hand and seal of office, this the 5th of July, 1985

BILLY V. COOPER, Clerk

By B. Flippin....., D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
PATSY L. SUTHERLAND, DECEASED

CIVIL ACTION FILE NO.
27-466

PROOF OF WILL

THIS DAY
FILED
JUL 5 1985
BILLY V. COOPER
Chancery Clerk
By: *B. Glippin*

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, John W. Christopher, subscribing witness to a certain instrument of writing, purporting to be the Last Will and Testament of Patsy L. Sutherland, and John W. Christopher who, being duly sworn, deposed and said that the said Patsy L. Sutherland published and declared said instrument as her Last Will and Testament on the 29th day of August, 1984 the day of the date of said instrument, in the presence of this deponent and in the presence of Louise Heath and that the Testatrix was of sound and disposing mind and memory, and more than twenty-one years of age and this deponent and Louise Heath subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix and in the presence of the said Testatrix and in the presence of each other, on the day and year of the date of said instrument.

WITNESS my signature this 5 day of July, 1985

John W. Christopher
John W. Christopher

SWORN TO AND SUBSCRIBED before me on this 5 day of

July, 1985.

Louise J. Heath
Notary Public

(SEAL)
My commission expires:

Oct 26, 1986

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 5th day of July, 1985 at o'clock M, and was duly recorded on the 5th day of July, 1985, Book No. 20, on Page 522. in my office.

Witness my hand and seal of office, this the 5th of July, 1985.

BILLY V. COOPER, Clerk

By *B. Glippin*, D.C.

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Last Will and Testament

OF
BARNEY DEAN LAY

P-2775
FILED
JAN 24 1983
PETE MCGEE, Chancery Clerk
D. C.
John Walter

I, Barney Dean Lay, an adult resident citizen of the City of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all other Wills and Codicils heretofore made by me.

ITEM I

I hereby nominate, appoint and designate my spouse, Lois Tompkins Lay, as Executrix of this my Last Will and Testament, or if my spouse shall predecease me or be unable or unwilling to serve in said capacity, then I nominate and appoint my good friend, Joseph Callaway DePriest, Clinton, Mississippi, as successor-Executor of this my Last Will and Testament, or if said person shall predecease me or be unable or unwilling to serve in said capacity, then I nominate and appoint my good friend, Daniel Farmer Stubbs, Jackson, Mississippi, as second successor-Executor of this my Last Will and Testament. I do hereby waive the necessity of my Executors (including any successor-Executor, as the case may be) entering into any bond as such and I waive the necessity of any accountings, inventory or formal appraisal of my estate. I do hereby grant my Executors (including any successor-Executor, as the case may be) all the powers set forth in Sections 91-9-101 to 91-9-109 of the Mississippi Code of 1972, and any others that may be granted by law.

The terms "Executrix", "Executor", and "Executors" as used in this Will or any Codicil hereto, and all references thereto through any type of pronoun, shall include any

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BOOK... 20 PAGE 524

BOOK 70 PAGE 60

person or persons, whether male or female, who may be serving hereunder at any time as a personal representative of my estate.

ITEM II

I hereby direct that all of my funeral expenses and all of my just debts which may be probated, registered and allowed against my estate be paid as soon after my death as can be conveniently done out of the principal of that portion of my residuary estate which is not included in the share qualifying for the marital deduction.

In the event any property or interest in property passing under this Will, or by operation of law, or otherwise by reason of my death shall be encumbered by a mortgage or a lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention, that such indebtedness shall not mandatorily be charged to or paid by my estate, but that my Executor shall have absolute discretion as to whether said indebtedness, either in whole or in part, shall be paid.

It is my intention, however, that nothing in this Item of my Will should be construed as creating an express trust or fund for the payment of debts and expenses, which would in any way extend the normal statute of limitations for the payment of my debts or enlarge upon my statutory duty to pay debts.

ITEM III

I direct that my Executor pay out of that portion of my residuary estate which is not included in the gift qualifying for the marital deduction, without apportionment, all estate, inheritance, succession and other taxes, together with any interest or penalty thereon, (but not including any

BOOK 20 PAGE 525

BOOK 70 PAGE 61

taxes imposed on generation - skipping transfers under the Federal tax laws) assessed by reason of my death and imposed by the government of the United States, or any state or territory thereof, or by any foreign government or political subdivision thereof, in respect of all property required to be included in my gross estate for estate or like tax purposes by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a power of appointment, without contribution by any recipient of any such property.

ITEM IV

I give and bequeath, in fee, all tangible personal property, except cash on hand or on deposit, securities, choses in action or other intangibles, owned by me at the time of my death, including, but not limited to, furniture, furnishings, rugs, pictures, books, silverplate, linen, china, glassware, objects of art, wearing apparel, jewelry and automobiles to my spouse, Lois Tompkins Lay, if my spouse survives me. If my said spouse, Lois Tompkins Lay does not survive me, then and in such event I give and bequeath all of said property to my children, to be divided among them by my Executor, in my Executor's absolute discretion, in as nearly equal portions as may be practicable, having due regard for the preferences of my children. In the event that any of my said children shall predecease me leaving issue, then the share of such deceased child I give and bequeath to the issue of such deceased child, per stirpes. If any of my said children shall predecease me without leaving issue, then the share of such deceased child I give and bequeath to my remaining children, or to their issue, per stirpes. In the event that none of my children survive me with issue, this bequest shall lapse and shall pass as part of my residuary estate.

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I direct that any expenses incurred in safeguarding or delivering such property be paid from my estate as an administrative expense thereof.

ITEM V

I give and devise to my spouse, Lois Tompkins Lay, if my spouse shall survive me, all of my right, title and interest in and to the house and lot comprising our residence at the time of my death; or if my said spouse shall not survive me, I give and devise said property to my children, share and share alike; or if any of my children shall predecease me leaving issue, then the share of such deceased child to the issue of such deceased child, per stirpes; or if any of my children shall predecease me without leaving issue, then the share of such deceased child to my remaining children, share and share alike, or to their issue, per stirpes.

ITEM VI

All the rest, residue and remainder of the property which I may own at the time of my death, real, personal, and mixed, tangible and intangible, and whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, including proceeds of any life insurance policies which are payable to my Estate, including all lapsed legacies and devises (but excluding any property over or concerning which I have any power of appointment), hereinafter referred to as my Residuary Estate, I give, devise and bequeath unto my Executor, and I direct that my Executor shall administer and dispose of my said Residuary Estate in accordance with the terms and provisions set forth and contained in the succeeding Items of this my Last Will and Testament.

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ITEM VII

In the event that my spouse, Lois Tompkins Lay, survives me, then and in such event, I give, devise and bequeath to Joe Callaway DePriest, as Trustee, a sum equal to the amount by which the value of the property disposed of by this Will exceeds the aggregate of (1) the value of the property disposed of by the preceding Items of this Will (other than Item VI), (2) a sum equal to the largest amount, if any, that can pass free of Federal estate tax under this Will by reason of the unified credit and the state death tax credit (provided use of the state death tax credit does not require an increase in the state death taxes paid) allowable to my estate but no other credit and after taking account of dispositions under previous Items of this Will (other than Item VI) and property passing outside of this Will which do not qualify for the Marital or Charitable Deduction and after taking account of charges to principal that are not allowed as deductions in computing my Federal estate tax and (3) my debts, expenses of administration and other charges payable from principal by my Executor, including the death taxes referred to in Item III hereof, which reduce the value of property disposed of by this Will that may qualify for the Marital Deduction. I recognize that no sum may be disposed of by this Item and that the sum so disposed of may be affected by the action of my Executor in exercising certain tax elections.

For the purpose of determining the amount of this bequest, values shall be those which are finally determined for Federal estate tax purposes. Elections made by my Executor with respect to an optional valuation date and with respect to deductions for income tax purposes shall determine the aforesaid values and the amount of the bequest under this Item. Subject to the following requirements of this

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Item, this bequest may be satisfied either in cash or in kind, or both, as determined by and in the sole and absolute discretion of my Executor. This bequest shall, in all events, be satisfied exclusively by assets qualifying for the Federal estate tax marital deduction, based upon the fair market value thereof as of the date of distribution thereof. It is my intent that my Executor shall have the greatest discretion in the selection and determination of the values of assets to be used to satisfy this bequest allowable without disqualifying this bequest for marital deduction purposes under the Federal Internal Revenue Code and applicable regulations promulgated thereunder.

So long as any part of the bequest provided for by this Item shall remain unpaid, my said spouse shall be entitled to receive from my Executor all of the net income of my estate.

Any such income to which my spouse is entitled under the provisions of this Item shall be paid over as herein provided at such time or times as may be determined by my Executor during the settlement of my estate, but not later than at the time of the satisfaction in full of the sum provided for in this Item.

Notwithstanding any provision in this Will to the contrary, any duty or power (including discretionary powers) imposed upon or granted to my Executor or my Trustee shall be absolutely void to the extent that the right to perform such duty or exercise such power or the performance or exercise thereof would in any way cause my estate to lose all or any part of the tax benefit of the marital deduction provisions under the Federal estate tax laws.

In the event my spouse, Lois Tompkins Lay, does not survive me, then and in such event the property passing under this Item shall pass as part of the remainder of my Residuary Estate.

B. J. C.

This Trust shall be held, administered and disposed of upon the following terms and conditions:

A. This Trust shall be known as the Lois Tompkins Lay Marital Trust.

B. I direct that during the lifetime of my spouse, Lois Tompkins Lay, all of the net income derived from this Trust shall be paid to my said spouse, or applied for my said spouse's benefit, in convenient installments, but no less frequently than quarterly from the date of my death.

C. Additionally, the Trustee shall pay to my said spouse, or for my said spouse's benefit, so much of the principal of this Trust as the Trustee, in the Trustee's sole discretion, shall from time to time deem necessary or advisable for my said spouse's health, support or maintenance or to meet the reasonable needs of my said spouse, even to the full extent of the entire principal of this Trust.

D. Upon the death of my said spouse, the Trustee shall pay and distribute such part or all of the principal of this Trust as it may then exist and any accrued or unpaid income to or for such person or persons, including my spouse's estate, or my spouse's creditors or the creditors of my spouse's estate, as my spouse may, by my spouse's last Will or Codicil direct and appoint, making specific reference to this general power of appointment hereby granted. The Trustee may rely upon an instrument admitted to probate in any jurisdiction as the last Will of my said spouse, but if the Trustee has no written notice of the existence of such a Will within a period of three (3) months after my spouse's death, it may be presumed that my spouse died intestate and the Trustee shall be protected in acting in accordance with such presumption. If this general power of appointment shall not be effectually exercised as aforesaid as to all or any portion of the principal of this Trust, so much of the

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said principal as shall not have been disposed of by the effectual exercise of such general power of appointment shall pass as a part of the remainder of my residuary estate and be disposed of in accordance with the provisions of Item VIII hereunder, as if I had died on the date of my spouse's death. The general power of appointment herein granted to my spouse shall be exercisable by my spouse alone, and in all events.

E. On the death of my spouse, the Trustee shall be authorized to withhold distribution of an amount of property sufficient, in the Trustee's judgment, to cover any liability that may be imposed on the Trustee for estate or other taxes (including the Federal generation skipping tax) until such liability is finally determined and paid.

F. If at any time during the administration of this Trust, the Trustee, in the Trustee's absolute discretion, deems the continuation thereof to be uneconomic or not in the best interest of my said spouse, the Trustee, in the Trustee's absolute discretion, is authorized to terminate the same and to distribute the assets, free of the Trust, to my spouse, absolutely.

G. Notwithstanding anything to the contrary hereinabove contained, my spouse may at any time within nine (9) months from the date of my death renounce, as to a part or the whole of the assets allocated to this Trust, my spouse's right to receive income and principal and the power of appointment hereinabove given my said spouse over said assets. Any renunciation of my spouse's rights and the power as to a part of said assets shall specify the proportion as to which the renunciation shall apply, and shall not refer to any specific assets or assets. The proportion of the assets as to which any renunciation is declared shall be added to and become a part of the remainder of my Residuary

R. D. V.
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Estate and be disposed of in accordance with the provisions of Item VIII hereunder, subject, however, to the following subparagraphs of this paragraph. Any renunciation shall be made by a written document executed with the same formalities as for a Will as required by the laws of the State of Mississippi and filed with the court having jurisdiction of my estate. Nothing herein shall be construed as prohibiting any type or form of renunciation or disclaimer which might be legally effective under the laws of the state or commonwealth having jurisdiction of the probate of my Will, whether such renunciation or disclaimer shall be in whole or in part as to my spouse's rights and the power or as to the whole or a part of the assets. In the event of a disclaimer as above provided, the Trustee shall dispose of the property affected thereby as follows:

1. If effective at or prior to the time of my death, the provisions of the Internal Revenue Code of 1954 pertaining to disclaimers have not been amended in a way that would permit my spouse to make a qualified disclaimer pursuant to this provision, then if any property is added to the principal of The Barney D. and Lois T. Lay Trust pursuant to the provisions of Item VIII hereinbelow because my said spouse has disclaimed my spouse's interest therein, notwithstanding the provisions of said Trust to the contrary, said property and income therefrom shall be held as a separate share in said Trust, in Trust solely for the benefit of my children and their issue, under all of the terms provided in said Trust, except that neither the income nor the principal of said disclaimed property shall be used for the benefit of my spouse.

2. However, if effective at or prior to my death, the provisions of the Internal Revenue Code of 1954 pertaining to disclaimers have been amended to provide that

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in the event of a disclaimer by a spouse the interest disclaimed may pass to said spouse or for my spouse's benefit, or an amendment has been made containing language of substantial purpose and effect, then if any property is added to the principal of The Barney D. and Lois T. Lay Trust pursuant to the provisions of Item VIII hereinbelow, because my spouse has disclaimed my spouse's interest therein, said property and the income therefrom shall be added to said Trust to be held and disposed of in accordance with the terms thereof.

3. In the event that my spouse dies within nine (9) months after my death without having disclaimed any rights as described above, my spouse's Executor may file a disclaimer on behalf of my said spouse and my spouse's estate as to such part or all of the assets allocated to this Trust as said Executor may specify and in such event the Trustee shall add the property and income affected thereby to the principal of The Barney D. and Lois T. Lay Trust as provided in Item VIII hereinbelow, to be held and disposed of in accordance with the terms thereof.

4. With regard to any assets as to which any renunciation is declared, I direct my Executor not to elect to have the same treated as qualified terminable interest property for the purposes of qualifying for the marital deduction allowable in determining the Federal estate tax upon my Estate.

ITEM VIII

I direct that, after satisfying all of the bequests and devises hereinabove set out and after the payment or provision for the payment of all administration expenses and all death taxes as directed in the preceeding Items, my Executor shall deliver and convey all of the remainder of my aforesaid Residuary Estate wheresoever situated, including all lapsed legacies and devises (but expressly excluding any

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property over or concerning which I may have any power of appointment), to Joe Callaway DePriest as Trustee, in trust for the use and purposes hereinafter set forth and I direct that such remainder of my Residuary Estate (hereinafter referred to sometimes as my Trust Estate) so passing to my Trustee shall be administered and disposed of upon the following terms and conditions:

A. This Trust shall be known as The Barney D. and Lois T. Lay Trust.

B. I direct that during the lifetime of my spouse, the Trustee shall pay to my spouse the net income derived from the Trust Estate and said net income shall be paid to my spouse in monthly or quarterly installments. Additionally, the Trustee shall pay to my spouse, or for my said spouse's benefit, such amount or amounts of the principal of the Trust Estate as the Trustee may, from time to time in the Trustee's sole discretion deem necessary or advisable for my said spouse's support, welfare and maintenance. Such support, welfare and maintenance shall include, but not be limited to, medical, surgical, hospital and other institutional care, as well as education, having in mind the standard of living to which my spouse has been accustomed and the income or principal that may be available to my spouse from other sources.

C. Upon the death of my spouse, the principal then consisting of my Trust Estate shall be apportioned in equal shares to such of my children as shall then be living (a living child hereinafter sometimes referred to as a "beneficiary") and to the living issue per stirpes of such of my children as shall be dead with issue then living -- such issue representing its parent; and I direct that the several equal shares shall be administered and disposed of as follows:

1. Upon the creation of the separate share for the primary benefit of a child of mine, the Trustee shall

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immediately pay and distribute such share to such child.

2. If a separate share shall be created for the primary benefit of the issue of a deceased beneficiary, then, upon the creation of such share, the Trustee shall pay and distribute the same to such lawful issue, per stirpes. Distribution to a minor shall be deemed sufficient if made to such minor's legal guardian.

D. In case any discretionary payment of income or principal from the Trust Estate or any share thereof becomes payable to a minor, or to a person under legal disability, or to a person not adjudicated incompetent, but who, by reason of illness or mental or physical disability, is in the opinion of the Trustee, unable to administer properly such amounts, then such amounts shall be paid out by the Trustee in such of the following ways as the Trustee deems best:

- (i) directly to such beneficiary;
- (ii) to the legal or natural guardian or the legally appointed conservator of such beneficiary;
- (iii) to some relative or friend for the care, support, education and welfare of such beneficiary;
- (iv) by the Trustee, using such amounts directly for such beneficiary's care, support, education, and welfare or for any other proper purpose under this Trust.
- (v) the making of a deposit into a bank, savings and loan association, brokerage, or other similar account in the sole name of the beneficiary.

E. Neither the principal nor the income of the Trust Estate, nor any part of same, shall be liable for the debts of any beneficiary hereunder, nor shall the same be subject to seizure by any creditor of any beneficiary

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hereunder, and no beneficiary hereunder shall have any power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of his or her interest in the Trust Estate, or any part of same, or any income produced from said Trust Estate, or any part of same.

F. In dividing the principal of the Trust Estate into parts or shares, as provided for, the Trustee is authorized and empowered in the Trustee's sole discretion to make division or distribution in kind and partly in money. The judgment of the Trustee concerning the division or distribution of the property among the beneficiaries and concerning the values for the purpose of such division or distribution of the property or securities shall be binding and conclusive on all parties interested therein.

G. The interest of every beneficiary shall vest, anything else in this Trust to the contrary notwithstanding, within the period prescribed by the rule against perpetuities or any statute pertaining thereto. Upon such vesting the principal shall be distributed among those who theretofore had been income beneficiaries and in equal proportions.

H. The Barney D. and Lois T. Lay Trust is a private trust, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The income of the Trust herein created shall accrue from the date of my death, and during the period of the administering of my estate, and until the Trust is established, I hereby authorize my Executor (or any successor-Executor, as the case may be) in the Executor's sole discretion to pay at least annually out of my general estate to the respective income beneficiaries of such Trust, as advance payment of income, such sums as in the Executor's discretion equal the incomes which such income beneficiaries would receive from the said Trust had the same been established. The Trustee shall not be required

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to enter into any bond as Trustee, nor shall the Trustee be required to return to any court any periodic formal accounting of the Trustee's administration of said Trust, but said Trustee shall render annual accounts to the various beneficiaries of the Trust. No person paying money or delivering property to the Trustee shall be required to see to its application.

I. In the management, investment and distribution of the Trust Estate, the Trustee shall consider vested and first beneficiaries as the Trustee's primary interest and responsibility, and the Trustee shall consider contingent and/or remainder beneficiaries as the Trustee's secondary interest and responsibility.

ITEM IX

I hereby grant to my Executor and also the Trustee of each Trust established hereunder (including any substitute or successor-Executor or Trustee or Ancillary Trustee) the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate or in any trust, as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with my Executor or any Trustee hereunder shall be required to inquire into the propriety of any of their actions. I expressly confer upon my Executor and any Trustee hereunder the specific powers set forth in Section 91-9-101 through Section 91-9-109 of the Mississippi Code of 1972, as now enacted or hereinafter amended. Without limiting the generality of the foregoing, I hereby grant to my Executor, and to any Trustee hereunder, the following specific powers and authority in addition to and not in substitution of powers conferred by law:

1. To compromise, settle or adjust any claim or demand by or against my estate or any trust and to agree to any rescission or modification of any contract or agreement.

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2. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, and to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor or Trustee may presume that I have confidence in the securities owned by me at the time of my death, and, therefore, no sale thereof shall be made solely in order to diversify investments.

3. To retain such property for any period, whether or not the same be of the character permissible for investments by fiduciaries under any applicable law, and without regard to any effect the retention may have upon the diversification of investments.

4. To sell, transfer, exchange, convert or otherwise dispose of, or grant options with respect to any security or property, real or personal, held in my estate or any trust fund, at public or private sale, with or without security, in such manner, at such time or times, for such purposes, for such prices and upon such terms, credits and conditions as the Trustee may deem advisable.

5. To invest and reinvest in common stocks, preferred stocks, bonds, options, securities and other property, real or personal, foreign or domestic, whether or not such investments be of the character permissible for investments by fiduciaries under any applicable law, and without regard to the effect any such investment or reinvestment may have upon the diversity of the investments.

6. To render liquid my estate or any trust created hereunder, in whole or in part at any time, or from time to time, and hold cash or readily marketable securities of little or no yield for such period as the Trustee may deem advisable.

7. To lease any such property beyond the period fixed by statute for leases made by a Trustee and beyond the

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duration of the Trust Estate or any trust created hereunder.

8. To join in or become a party to, or to oppose, any reorganization, readjustment, recapitalization, foreclosure, merger, voting trust, dissolution, consolidation or exchange, and to deposit any securities with any committee, depository or trustee, and to pay any and all fees, expenses and assessments incurred in connection therewith, and to charge the same to principal; to exercise conversion, subscription or other rights, and to make any necessary payments in connection therewith, or to sell any such privileges.

9. To vote in person at meetings of stock or security holders, or any adjournment of such meetings, or to vote by general or limited proxy with respect to any such shares of stock or other securities held by the Trustee.

10. To hold securities in the name of a nominee without indicating the trust character of such holding, or unregistered, or in such form as will pass by delivery.

11. To pay, compromise, compound, adjust, submit to arbitration, sell or release any claims or demands of the Trust Estate, or any Trust created hereunder, against others or of others against the same as the Trustee may deem advisable, including the acceptance of deeds of real property in satisfaction of bonds and mortgages; and to make any payments in connection therewith which the Trustee may deem advisable.

12. To borrow money for any purpose from any source including the Trustee or any other fiduciary at any time acting hereunder, and to secure the repayment of any and all amounts so borrowed by mortgage or pledge of any property.

13. To possess, manage, insure against loss by fire or other casualties, develop, subdivide, control, partition, mortgage, lease or otherwise deal with any and all real property; to satisfy and discharge or extend the

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term of any mortgage thereon; to execute the necessary instruments and covenants to effectuate the foregoing powers, including the giving or granting of options in connection therewith; to make improvements, structural or otherwise, or abandon the same if deemed to be worthless or not of sufficient value to warrant keeping or protecting; to abstain from the payment of taxes, water rents, assessments, repairs, maintenance and upkeep of the same; to permit to be lost by tax sale or other proceeding or to convey the same for a nominal consideration or without consideration; to set up appropriate reserves out of income for repairs, modernization and upkeep of buildings, including reserves for depreciation and obsolescence, and to add such reserves to principal, and, if the income from the property itself should not suffice for such purposes, to advance out of other income any sums needed therefor, and, except in the case of a trust for which the marital deduction is allowable in determining the Federal estate tax payable by the Settlor's estate, to advance any income of the Trust for the amortization of any mortgage on property held in the Trust.

14. To make distribution of the Trust Estate or of the principal of any trust created hereunder in kind, and to cause any share to be composed of cash, property or undivided fractional shares in property different in kind from any other share.

15. To execute and deliver any and all instruments in writing which it may deem advisable to carry out any of the foregoing powers. No party to any such instrument in writing signed by the Trustee shall be obliged to inquire into its validity.

16. To allocate in the Trustee's sole discretion, in whole or in part, to principal and income, all receipts and disbursements for which no express provision is made hereunder, which allocation shall fully protect the Trustee


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with respect to any action taken or payment made in reliance thereon.

My spouse shall at all times and in all events be permitted to require the Trustee either to make the property in the Lois Tompkins Lay Marital Trust productive or to convert it, within a reasonable time to productive property.

ITEM X

The Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving 30 days' written notice to that effect to the current income beneficiaries (or beneficiaries) of the Trust, specifying in said notice the effective date of the Trustee's resignation.

Upon the death, incapacity, resignation or discharge of Joe Callaway DePriest as Trustee, Daniel Farmer Stubbs, Jackson, Mississippi, shall be the successor-Trustee.

Upon the death, incapacity, resignation or discharge of a Trustee where no successor-Trustee is otherwise named herein, a successor-Trustee may be appointed on petition of the beneficiary or beneficiaries by the Chancery Court of the First Judicial District of Hinds County, Mississippi.

Any successor-Trustee shall have the rights, powers, duties and discretions conferred or imposed on the original Trustee. No successor-Trustee shall be obliged to examine the accounts and actions of any previous Trustee. No Trustee shall be liable for any act or omission unless the same be due to such Trustee's own default. In no event shall a corporate Trustee be a corporation owned or controlled by any beneficiary hereof.

Each Trustee is hereby authorized to receive and retain for the Trustee's services of administering the Trust reasonable fees and compensation in accordance with that which is customarily and generally charged by institutions for performing trust services of the nature involved in the

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Trust.

ITEM XI

For all purposes of this my Last Will and Testament and the disposition of my estate hereunder, the terms "children", "issue", or "descendants" and words of like import whether of mine or of any other person shall not be deemed to include adopted children, any law to the contrary notwithstanding.

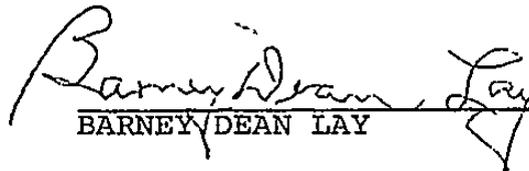
ITEM XII

In the event that both my said spouse and I should die in a common accident, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that my spouse shall be deemed to have survived me, and this Will and all of its provisions shall be construed upon that assumption.

ITEM XIII

This Last Will and Testament consists of 20 type-written pages, on each of which I have for greater security and identification signed my initials thereto.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 2 day of March, 1982.


BARNEY DEAN LAY

This instrument was, on the day shown above, signed, published, and declared by Barney Dean Lay, to be his Last Will and Testament in our presence, and we, at his request have

subscribed our names hereto as witnesses in his presence and in the presence of each other.

WITNESSES:

Yvonne C. Kendall
NAME

1805 Hospital Dr. Apt. b-8
ADDRESS

Jackson, Miss. 39204

Thomas R. Hudson
NAME

1602 Linden Pl.
ADDRESS

Jackson, Miss 39202

Justin L. Coz
NAME

4052 Northwest Drive
ADDRESS

Jackson Miss 39211

BOOK 20 PAGE 543

BOOK 70 PAGE 79

IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT
OF HINDS COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
BARNEY DEAN LAY, DECEASED

CAUSE NO. *P-2175*

AFFIDAVIT OF SUBSCRIBING WITNESS

FILED
JAN 24 1983

STATE OF MISSISSIPPI
COUNTY OF HINDS

PETE McGEE, Chancery Clerk
By *Joan Walter* D.C.

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Justin L. Cox, the subscribing witness to a certain instrument of writing, the original copy of which is attached hereto, purporting to be the Last Will and Testament of Barney Dean Lay, Deceased, late of the County of Hinds, State of Mississippi, who having been by me first duly sworn, did state on oath that the said Barney Dean Lay on March 2, 1982, in the presence of this affiant and the other subscribing witnesses, signed, published and declared said instrument as his Last Will and Testament and that said Testator at said time was of sound and disposing mind and memory and more than twenty-one (21) years of age, and that he, this affiant, subscribed and attested the said instrument as a witness to the signature and publication thereof at the special instance and request of the Testator and in the presence of the said Testator and the other subscribing witnesses.

Justin L. Cox
JUSTIN L. COX

SWORN to and subscribed before me, this the *24th* day of *January*, 1983.

Thorne C. Kendall
NOTARY PUBLIC

My Commission Expires:
My Commission Expires April 11 '85

STATE OF MISSISSIPPI
HINDS COUNTY FIRST DISTRICT

I, PETE McGEE, Clerk of the Chancery Court in and for the
above mentioned County and State do hereby certify that the foregoing
Deed is a true and correct copy as appears on record in
my office in Minutes Book 10 Page 59

Given under my hand and official seal of office this the 26
day of June 1985

PETE MCGEE, CHANCERY-CLERK

BY [Signature]

STATE OF MISSISSIPPI, County of Madison

I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed
for record in my office this 5th day of July, 1985, at o'clock M, and
was duly recorded on the 5th day of July, 1985, Book No. 20 on Page 523 in
my office.

Witness my hand and seal of office, this the 5th of July, 1985...

BILLY V COOPER, Clerk

By [Signature] D C

BOOK

20 PAGE 545

LAST WILL AND TESTAMENT OF

J. D. BONEY, JR.

#27-464

| |
|---|
| THIS DAY FILED JUL 19 1965 BILLY V. COOPER Chancery Clerk By <i>[Signature]</i> |
|---|

I, J. D. Boney, Jr., being of sound and disposing mind and memory, and above the age of twenty-one (21) years, do hereby make, publish, establish and declare this to be my Last Will and Testament, hereby revoking all other wills and testaments heretofore made by me, and to especially revoke that certain Will heretofore executed by me on the 23rd day of August, 1963, as follows, to-wit:

ITEM I. I hereby direct that all of my just debts and funeral expenses which I may have at the time of my death shall be paid by my Executrix hereinafter named.

ITEM II. I hereby give, devise and bequeath unto my beloved wife, Mrs. Berniece M. Boney, all property which I may have at the time of my death, whether the same be real, personal or mixed.

ITEM III. In the event that my wife should not be living at the time of my death, or in the event that my wife and I should die or be killed as a result of a common accident, disaster, happening or event, then I give, bequeath and devise all my property which I may have at the time of my death to my beloved daughter, Melanie Gayle Boney, and to my step-children, Marilyn Dianne Weaver and George Edward Weaver, and any other children born of my marriage unto my beloved wife, Mrs. Berniece M. Boney, on a share and share alike basis.

ITEM IV. In the event that my wife and I and our child or children, and both of our step-children, named above, should die or be killed as the result of a common

accident, disaster, happening or event, then I give, bequeath and devise all property which I may have at the time of my death to my sister, Mrs. Louise B. Magee, and my wife's parents, Hannah D. Morgan and Mrs. Bertie Miles Morgan, in the following proportions: Mrs. Louise B. Magee, my beloved sister, shall receive one-half or fifty per cent of my estate; and my beloved wife's parents, Hannah D. Morgan and Mrs. Bertie Miles Morgan, shall receive one-half or fifty per cent of my estate.

ITEM V. I hereby nominate and appoint my beloved wife, Mrs. Berniece M. Boney, as Executrix of my Last Will and Testament, and I hereby specifically direct that no bond be required of her in this estate, and that she shall not be required to make an inventory or appraisal herein, except as the law requires. I hereby give to my said Executrix full right and power to sell, manage and convey my property and estate in any way she sees fit. In the event that my beloved wife, Mrs. Berniece M. Boney, should fail to survive me, or for some other reason be unable to serve as Executrix of this my Last Will and Testament, then I hereby direct that the Trust Department of the First National Bank of Jackson, Jackson, Mississippi, shall act as Executor of my estate with full right and power to sell, manage and convey my property and estate in any way that it deems to the best interest of my heirs and devisees.

ITEM VI. In the event that my wife and I are killed by common tragedy, it is my desire that Mrs. Louise B. Magee, or Mr. and Mrs. Kenneth B. Weaver, be named as guardian of the surviving children, Marilyn Dianne Weaver, George Edward Weaver and Melanie Gayle Boney, and any other

children born of my marriage to Mrs. Berniece M. Boney.

IN WITNESS WHEREOF, I hereunto subscribe my name, publish and declare this instrument to be my Last Will and Testament in the presence of the subscribing witnesses thereto, this the 20th day of July, 1965.

J. D. Boney, Jr.
J. D. BONEY, JR., TESTATOR

STATE OF MISSISSIPPI
COUNTY OF HINDS

We, each of the subscribing witnesses to the Last Will and Testament of J. D. Boney, Jr., do hereby certify that the said instrument was signed by the said J. D. Boney, Jr., in our presence and in the presence of each of us, and that the said J. D. Boney, Jr., declared the same to be his Last Will and Testament in the presence of each of us, and that we signed as subscribing witnesses to the said Will at the request of J. D. Boney, Jr., in his presence and in the presence of each other.

Witness our signatures, this the 20th day of July, 1965.

Rachel Rivers
John Phylax

STATE OF MISSISSIPPI, County of Madison:

Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 19th day of July, 1965, at o'clock M., and was duly recorded on the 19th day of July, 1965, Book No. 20 on Page 545 in my office. Witness my hand and seal of office, this the 19th of July, 1965.

BILLY V. COOPER, Clerk

By B. Shippin, D.C.

#27464

AFFIDAVIT OF SUBSCRIBING WITNESS

THIS DAY,
FILED
JUL 19 1985
BILLY V. COOPER
Chancery Clerk
By *B. Shippin*

STATE OF MISSISSIPPI
COUNTY OF HINDS

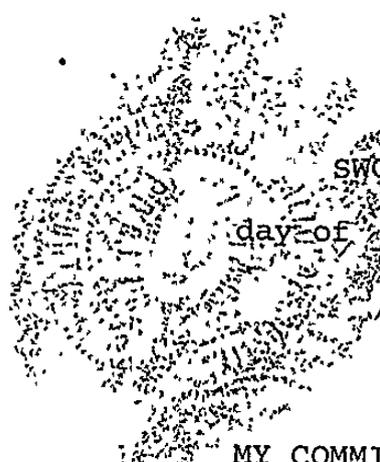
THIS DAY personally appeared before me, the undersigned authority, one of the subscribing witnesses to a certain instrument of writing, purporting to be the LAST WILL AND TESTAMENT of J. D. BONEY, JR., Deceased, late of the County of Madison, Madison, Mississippi, who having been duly sworn, makes oath that the said J. D. BONEY, JR. signed, published and declared said instrument as his LAST WILL AND TESTAMENT, on the 20th day of July, 1965, the day of the date of said instrument, in the presence of this Affiant and Jim Phyfer, the other subscribing witness to said instrument; that said Testator was then of sound and disposing mind and memory, twenty-one years of age, and we, the Affiant and Jim Phyfer, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request and in the presence of the said Testator, and in the presence of each other.

Rachael Rivers
RACHAEL RIVERS

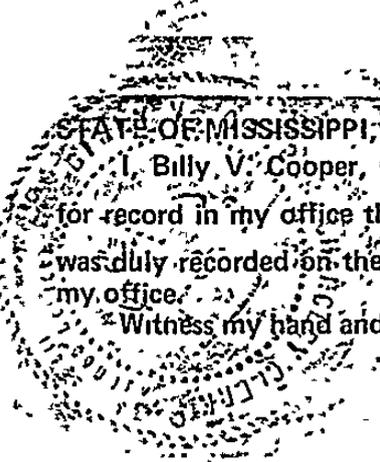
SWORN TO AND SUBSCRIBED BEFORE ME, This, The 2nd day of July, 1985.

B. Galloway Austin
NOTARY PUBLIC

MY COMMISSION EXPIRES:
August 22, 1988



STATE OF MISSISSIPPI, County of Madison:
Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 19th day of July, 1985, at o'clock M., and was duly recorded on the 19th day of July, 1985, Book No. 80 on Page 548 in my office.
Witness my hand and seal of office, this the 19th of July, 1985.
BILLY V. COOPER, Clerk
By *B. Shippin*, D.C.



AFFIDAVIT OF SUBSCRIBING WITNESS

#27-464
THIS DAY
FILED
JUL 19 1985
BILLY V. COOPER
Chancery Clerk
By *B. J. Phillip*

STATE OF MISSISSIPPI
COUNTY OF HINDS

THIS DAY personally appeared before me, the undersigned authority, one of the subscribing witnesses to a certain instrument of writing, purporting to be the LAST WILL AND TESTAMENT of J. D. BONEY, JR., Deceased, late of the County of Madison, Madison, Mississippi, who having been duly sworn, makes oath that the said J. D. BONEY, JR. signed, published and declared said instrument as his LAST WILL AND TESTAMENT, on the 20th day of July, 1965, the day of the date of said instrument, in the presence of this Affiant and Rachael Rivers, the other subscribing witness to said instrument; that said Testator was then of sound and disposing mind and memory, twenty-one years of age, and we, the Affiant and Rachael Rivers, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request and in the presence of the said Testator, and in the presence of each other.

Jim Phyfer

JIM PHYFER

SWORN TO AND SUBSCRIBED BEFORE ME, This, The, 18th day of June, 1985.

Brenda J. MacSorley

NOTARY PUBLIC

MY COMMISSION EXPIRES:
March 25, 1986

Exhibit B

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of Said County, certify that the within instrument was filed for record in my office this 19th day of July, 1985, at o'clock M., and was duly recorded on the 19th day of July, 1985, Book No. 20 on Page 549 in my office.

Witness my hand and seal of office, this the 19th of July, 1985

BILLY V. COOPER, Clerk

By *B. J. Phillip*....., D.C.

THIS DAY
Filed

JUL 23 1985

LAST WILL AND TESTAMENT OF ANN WINKLER

BILLY V. COOPER

Chancery Clerk

#27-481

I, Ann Winkler, unmarried, and resident of Canton, Madison County, Mississippi, being over the age of eighteen years and of sound and disposing mind and memory, do hereby make, declare and publish this to be MY LAST AND TESTAMENT, and do hereby revoke all other wills and/or codicils heretofore made by me.

ITEM I. I hereby devise and bequeath all of my property of every kind and description and wheresoever located to Eugene Sasser.

ITEM II. I hereby appoint Eugene Sasser executor of my said estate without bond, waiving all requirements whatever of bond from him as such executor. I hereby waive an inventory and an appraisement of my estate as required by law, and relieve my said executor of all duty to account to the courts for his acts and doings and such, and do hereby waive all court proceedings whatever in the administration of my estate, save the probate of this, MY LAST WILL AND TESTAMENT.

SIGNED AND DECLARED to be my LAST WILL AND TESTAMENT, this 23rd day of April, 1984.

Ann Winkler
ANN WINKLER

Josephine Hood (WITNESS)

Alma Alfred (WITNESS)

ATTESTATION CLAUSE

We, the undersigned witnesses to the Will of Ann Winkler, do hereby certify that the said Ann Winkler on the day she executed the foregoing will was over the age of eighteen years and of sound and disposing mind and memory; that she signed and subscribed said Will and published it as her LAST WILL AND TESTAMENT in our presence and in the presence of each of us and that we at her expressed instance and request signed and subscribed said Will as witnesses thereto in her presence and in the presence of each other as an attestation thereof.

WITNESS OUR SIGNATURE, this 23rd day of April, 1984.

Josephine Hood (WITNESS)

Alma Alfred (WITNESS)

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 23rd day of July, 1985, at o'clock M., and was duly recorded on this 23rd day of July, 1985, Book No 20, on Page 550. in my office. Witness my hand and seal of office, this the 23rd of July, 1985.

BILLY V. COOPER, Clerk

By B. H. H. H. D. C.

BOOK 20 PAGE 551

PROOF OF WILL

FILED

JUL 23 1985

#27481

STATE OF MISSISSIPPI
MADISON COUNTY

BILLY V. COOPER
Chancery Clerk
CHANCERY COURT

In the matter of a certain instrument of writing, purporting to be the last will and testament of
Ann Winkler
deceased, late of Madison County, Mississippi.

Personally appeared before the undersigned Clerk of the Chancery Court in and for said County and State,
Josephine Hood and _____ one of the subscribing witnesses to a certain
instrument of writing, purporting to be the last will and testament of the said Ann Winkler

who, being duly sworn, deposed and said, that the said Ann Winkler
signed, published and declared said instrument as her last will and testament on the
23rd day of April, A. D., 1984, the day of the date of said instrument, in the presence of this
deponent, and in the presence of Alma Alfred

the other subscribing witness _____, and that said Testatrix was then of sound and disposing mind and
memory, and more than twenty-one years of age, and having her usual place of abode in
said County and State, and this deponent and Alma Alfred

and _____ subscribed and attested said instrument as witness
to the signature and publication thereof, at the special instance of said Testatrix, and in the presence of the
said Testatrix and in the presence of each other, on the day and year of the date of said instrument.

Josephine Hood

Sworn to and subscribed before me this the 23rd day of July, A. D., 1985

BILLY V. COOPER, Chancery Clerk

B. Shippin sc

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed
for record in my office this 23rd day of July, 1985, at _____ o'clock _____ M., and
was duly recorded on the 23rd day of July, 1985, Book No. 20, on Page 551 in
my office.

Witness my hand and seal of office, this the 23rd of July, 1985

BILLY V. COOPER, Clerk

By *B. Shippin* D. C.

#27484

Last Will and Testament

THIS DAY
FILED
 JUL 25 1985
 BILLY V. COOPER
 Chancery Clerk
 By *[Signature]*

I, MRS. MADELYN G. YOUNG, a resident of Madison County, Mississippi, above the age of twenty-one years and of sound, disposing mind and memory, do hereby make, publish and declare this my Last Will and Testament, hereby specifically revoking any and all other instruments of like nature, and codicils thereto, heretofore made, or purporting to have been made, by me.

To my two daughters, Jean Young Vinson and Marcia Young Baumhauer, I devise and bequeath all property which I may own at the time of my death, whatever its nature, however evidenced and wherever situated, without exception or reservation, share and share alike.

Should either of my said daughters predecease me and I should make no other testamentary disposition of my property, the heirs of such decedent shall inherit her undivided one-half interest.

I appoint my said two daughters as joint Executrices of this instrument, with full possession and without giving any bond or bonds; and so far as may be permitted under laws now or then applicable, I would relieve them or either of them as next hereinafter provided of the obligation to make report to any Court.

Also, should either of my said daughters predecease me or should resign or become unable to serve (which may be established by certificate of her physician, or any competent registered physician), the duties jointly imposed upon them shall be taken over by her surviving sister, who shall have all the authority first herein vested in both, without further qualification.

WITNESS MY SIGNATURE in the presence of the witnesses subscribing hereto, who have signed as such, in my presence and in the presence of each other, all upon this, the 25th day of May, 1971.

Mrs. Madelyn G. Young

WITNESSES:

Herman Dean
Mrs. Madelyn G. Baumhauer

STATE OF MISSISSIPPI,
 MADISON COUNTY.

THIS DAY personally appeared before me, the undersigned authority in and for the above County and State, *Herman Dean* and *Mrs. Madelyn G. Baumhauer*, who first having been by me duly sworn on oath did say, that the above named Testatrix, in our presence, signed the above Last Will and Testament, and we subscribed as witnesses thereto in her presence and in the presence of each other; and that she was above the age of twenty-one years and of sound and disposing mind and memory.

Herman Dean
Mrs. Madelyn G. Baumhauer

SWORN TO AND SUBSCRIBED before me this 25 day of May, 1971.

Lucille B. Hilliard
 Notary Public

MY COMMISSION EXPIRES: 5-2-73

STATE OF MISSISSIPPI, County of Madison:
 I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 25th day of July, 1985, at o'clock M, and was duly recorded on the 25th day of July, 1985, Book No. 20, on Page 552 in my office.
 Witness my hand and seal of office, this the 25th day of July, 1985.
 BILLY V. COOPER, Clerk
 By *[Signature]*, D.C.

STATE OF MISSISSIPPI
COUNTY OF MADISON

7251484
THIS DAY
FILED
JUL 25 1985
BILLY V. COOPER
Chancery Clerk
By: *[Signature]*

THIS DAY, personally appeared before me, the undersigned authority in and for the aforesaid County and State, MRS. GLADYS E. BUFFINGTON, one of the subscribing witnesses to that certain instrument of writing, purporting to be the Last Will and Testament of MRS. MADELYN C. YOUNG, deceased, late of the County of Madison, State of Mississippi, who having first been duly sworn, makes on oath that the said MRS. MADELYN C. YOUNG, signed, published and declared said instrument as her Last Will and Testament on the 25th day of May, 1971, the day and date of said instrument, in the presence of this Affiant and HERMAN DEAN, the other subscribing witness to said instrument, who is now deceased, that the Testatrix was then of sound and disposing mind and memory and twenty-one (21) years and upwards of age; and she, MRS. GLADYS E. BUFFINGTON, the Affiant, and HERMAN DEAN, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Testatrix and in the presence of each other.

Mrs Gladys E. Buffington
MRS. GLADYS E. BUFFINGTON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 3

day of July, 1985.



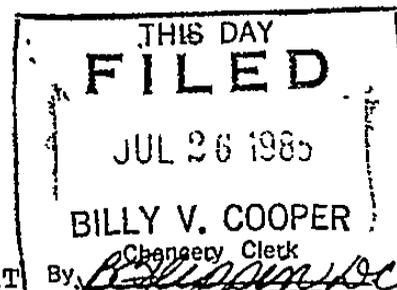
Billy V. Cooper, Chancery Clerk
NOTARY PUBLIC
By: *K. Gregory D.C.*

My Commission Expires:
7-4-88

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 25th day of July, 1985, at o'clock M., and was duly recorded on the 25th day of July, 1985, Book No. 20 on Page 553 in my office. Witness my hand and seal of office, this the 25th of July, 1985.

BILLY V. COOPER, Clerk
By: *B. Glavin*, D. C.

LAST WILL AND TESTAMENT OF A. M. STEWART

I, A. M. Stewart, a resident of Madison County, Mississippi, over the age of twenty-one years and of sound and disposing mind and memory, do hereby make, ordain, declare and publish this my Last Will and Testament, and I do hereby revoke all other wills and codicils by me heretofore made:

ITEM 1: I hereby appoint my wife, Mrs. Jacqueline N. Stewart, Executrix of my estate, waiving all requirements of bond, inventory, appraisal and accountings from her as Executrix. If she predecease me, refuse to act, die while serving, or otherwise be prohibited from serving, I hereby appoint my son, Bradford M. Stewart, as Executor waiving all requirements as heretofore mentioned.

ITEM 2: As quickly as possible after the expenses of administering my estate are paid, I direct my Executrix to select from my estate such properties, real or personal, as she, in her sole discretion, shall choose, which said properties as finally selected shall constitute the devise and bequest under this Item. These said properties are hereby devised and bequeathed unto my son, Bradford M. Stewart. My Executrix is hereby given all power and authority necessary to execute conveyances of real and/or personal properties to my son as are necessary to carry out the intent of this Item. The total value of the properties chosen by my Executrix which shall constitute my devise and bequest to my said son, Bradford M. Stewart, shall be assets having a value equal to the following:

1. If my death shall occur in 1984, the sum of \$325,000.00, less any taxable transfers I may have made since 1976.
2. If my death shall occur in 1985, the sum of \$400,000.00, less any taxable transfers I may have made since 1976.
3. If my death shall occur in 1986, the sum of \$500,000.00, less any taxable transfers I may have made since 1976.
4. If my death shall occur in 1987, or thereafter, the sum of \$600,000.00, less any taxable transfers I may have made since 1976.

PAGE #1 OF LAST WILL AND TESTAMENT OF

WITNESSES:

[Signature]
[Signature]

[Signature]
A. M. STEWART

As used herein, the term "taxable transfers" shall mean transfers made by me that are subject to the transfer tax provided for in Section 2001 of the Internal Revenue Code of 1954, as amended. The term "value" shall mean the value as finally determined for federal estate tax purposes.

The amount determined above shall be increased by an amount of property which will allow my estate to receive the maximum benefit from the Credit for State Death Taxes provided by Section 2011 of the Internal Revenue Code of 1954, as amended. (However, this increase shall not cause the total of this bequest to exceed the maximum amount on which there would be no federal estate tax due on my estate.)

It is my intention to convey by this devise and bequest the maximum portion of my estate which, at the time of my death, is exempt from the federal transfer tax whether the amounts so designated in 1-4 inclusive above be lawful or not at my death, and should the said amounts for each year be increased or decreased by law, the amounts under this item shall likewise be increased or decreased correspondingly as the case may be.

ITEM 3: All the rest and residue of my estate, both real, personal and mixed and wherever situated, which remains after my Executrix has chosen the properties as set out above in Item 2, I hereby devise and bequeath unto my wife, Mrs. Jacqueline N. Stewart.

ITEM 4: In the event my wife predecease me, or we die in a common disaster, I hereby devise and bequeath all of my property real, personal and mixed and wherever situate, to my said son, Bradford M. Stewart.

SIGNED, PUBLISHED AND DECLARED as my Last Will and Testament this the 13 day of April, 1984.

WITNESSES:

Wanda D. Brown

Dotti Frayce

A. M. Stewart
A. M. STEWART

We, the undersigned witnesses to the will of A. M. Stewart do hereby certify that the said A. M. Stewart, on the day he executed the foregoing Will was over the age of twenty-one years and of sound and disposing mind; that he signed and subscribed said will and published it as his Last Will and Testament in our presence and in the presence of each of us and that we at his express instance and request signed and subscribed said will as witnesses thereto in his presence and in the presence of each other and as an attestation thereto.

WITNESS OUR SIGNATURE, this the 13th day of April, 1984.

Michael D. Moore

Patricia Francis

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 26th day of July, 1985, at o'clock M., and was duly recorded on the 26th day of July, 1985, Book No. 20 on Page 554 in my office. Witness my hand and seal of office, this the 26th of July, 1985.

BILLY V. COOPER, Clerk

By B. Shippin D. C.

THIS DAY
FILED
JUL 26 1985
BILLY V. COOPER
Chancery Clerk

BOOK 20 PAGE 557

PROOF OF WILL—Under Code 1892

JUL 26 1985

#20-482

MISSISSIPPI

STATE OF MISSISSIPPI,
Yazoo County

} sct

CHANCERY COURT

A D. 1985

In the matter of a certain instrument of writing, purporting to be the last Will and Testament of A. M. STEWART deceased, late of Madison County

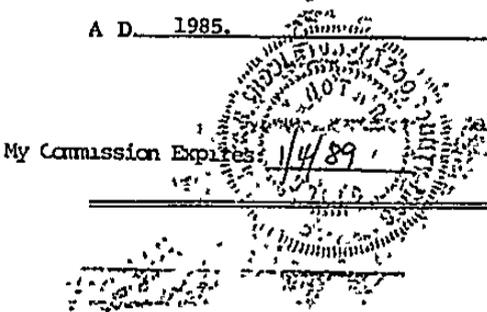
Personally appeared before me Melba H. Mood a Notary Public in and for said Yazoo County, State of Mississippi,

one of the subscribing witnesses to the foregoing and annexed instrument of writing, purporting to be the last Will and Testament of A. M. Stewart deceased late of Madison County, who, having been first duly sworn, says that the said A. M. Stewart signed, published and declared said instrument as his last Will and Testament, on the 13th day of April A D 1984, the day of the date of said instrument, in the presence of this deponent, and in the presence of Patti Frazier, the other subscribing witness thereto, and that the said testat OR was then of sound, disposing mind and memory, was more than twenty-one years of age, and that this deponent and Patti Frazier, the other subscribing witness, subscribed and attested said instrument, as witnesses to the signature and publication thereof, at the special instance, and in the presence of the testat OR, and in the presence of each other, on the day and year of the date thereof.

Melba H. Mood
Melba H. Mood

Sworn to and subscribed before me, this 16th day of July A D. 1985.

Patti A. [Signature]
NOTARY PUBLIC



STATE OF MISSISSIPPI, County of Madison
Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 26th day of July, 1985, at ... o'clock ... M, and was duly recorded on the 26th day of July, 1985, Book No. 20, on Page 557. in my office.
Witness my hand and seal of office, this the 26th of July, 1985.
BILLY V. COOPER, Clerk
By B. [Signature] D. C.

BOOK 20 PAGE 558

LAST WILL AND TESTAMENT

#27-485

| |
|---|
| THIS DAY FILED JUL 26 1925 BILLY V. COOPER Chancery Clerk By <i>[Signature]</i> |
|---|

I, FRANCES MAY WHITE, presently residing at Canton, Mississippi, being of sound and disposing mind and memory and over the age of twenty-one years, do hereby make, declare and publish the following as my Last Will and Testament, hereby revoking all other wills and codicils that I have heretofore made.

CLAUSE I

I give and bequeath all of my household furniture and furnishings, books, pictures, objects of art, silverware, jewelry, clothing and other such personal effects to my Executrix or Executor as hereinafter named for distribution to such persons or parties as my said Executrix or Executor in her or his sole discretion may determine. If I shall have expressed a wish to my Executrix or Executor as herein named for certain persons to have certain specific items of such personal property at my death, it is my wish (but not direction) that my Executrix or Executor will honor my wishes as to such property.

CLAUSE II

I give and devise all oil, gas and mineral rights which I may own in and under lands situated in Madison County, Mississippi, lying outside of the corporate limits of the City of Canton, equally unto my nieces, Carolyn White Elkins and Mary Alice White Robinson.

CLAUSE III

I give, bequeath, and devise all the balance, remainder, and residue of my estate and property, real and personal and of whatsoever nature and kind and wheresoever located, unto Elizabeth Ann Butchart if she shall survive me; HOWEVER, should the said Elizabeth Ann Butchart predecease me or should she and I die under circumstances whereby it would be difficult or impractical

to determine who survived the other, then for the purpose of construing this Will the said Elizabeth Ann Butchart shall be deemed to have predeceased me, and in either such event all property bequeathed and devised by this clause of my Will shall pass and go equally unto my nieces, Carolyn White Elkins and Mary Alice White Robinson.

CLAUSE IV

I name, constitute, and appoint Elizabeth Ann Butchart as my Executrix under this Will and of my estate; however, should she fail, decline, or be unable to act in said capacity, then in such event I name, constitute, and appoint James A. Cook as my Executor under this Will and of my estate. I direct that my Executrix and/or Executor as herein named be relieved of making bond or accounting to any Court in said capacity.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this the 18 day of February, 1980.

Frances May White
Frances May White

The foregoing instrument was, on the date shown above, signed, published and declared by FRANCES MAY WHITE to be her Last Will and Testament in our presence, and we, at her request, have subscribed our names hereto as witnesses in her presence and in the presence of each other.

R. H. Howell Jr.
Margaret E. Leary
Witnesses

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 26th day of July, 1985, at ... o'clock ... M., and was duly recorded on the 26th day of July, 1985, Book No. 20 on Page 558. in my office. Witness my hand and seal of office, this the 26th of July, 1985.

BILLY V. COOPER, Clerk

By ... B. Gliffin ... D. C.

BOOK 20 PAGE 560

PROOF OF WILL

THIS DAY
FILED
JUL 26 1985
BILLY V. COOPER
Chancery Clerk
By: *[Signature]*

#27485

STATE OF MISSISSIPPI
COUNTY OF MADISON

In the Matter of a Certain Instrument of Writing Purporting to be the Last Will and Testament of Frances May White, Deceased.

Personally appeared before me, a Notary Public in and for said county and state, the undersigned R. H. POWELL, JR., who being by me first duly sworn, states on oath:

That affiant was one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of, Frances May White, and affiant states that the said Frances May White signed, published, and declared said instrument as her Last Will and Testament on the 18th day of February, 1980, the day of the date of said instrument, in the presence of this deponent and in the presence of Imogene E Levy, the other subscribing witness, and that said testatrix was then of sound and disposing mind and memory and more than twenty-one years of age, and this deponent and Imogene E. Levy subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said testatrix and in the presence of each other on the day and year of the date of said instrument.

[Signature]
R. H. Powell, Jr.

SWORN to and subscribed before me, this 15th day of July, 1985.

[Signature]
Notary Public

(SEAL)
My commission expires.
November 14, 1987

STATE OF MISSISSIPPI, County of Madison.
I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 26th day of July, 1985, at ... o'clock ... M, and was duly recorded on the 26th day of July, 1985, Book No 20, on Page 560. in my office.
Witness my hand and seal of office, this the 26th of July, 1985.
BILLY V. COOPER, Clerk
By *[Signature]*, D.C.

THIS DAY
FILED
AUG 14 1935
BILLY V. COOPER
Chancery Clerk
By *[Signature]*
#27501

LAST WILL AND TESTAMENT OF ETTA MATTHEWS

I, Etta Matthews, a resident of Madison, Madison County, Mississippi, a widow, and being over twenty-one years of age and of sound mind and disposing memory, do hereby make, ordain, declare and publish this MY LAST WILL AND TESTAMENT and do hereby revoke all other wills and/or codicils heretofore made by me.

ITEM 1. I hereby devise and bequeath unto LEONIA MATTHEWS, my daughter, the East one-half (E 1/2) of the following described real estate in Madison County, Mississippi, to-wit: Beginning at a point that is 1.33 chains west of the northeast corner of NW 1/4 of SW 1/4 of SW 1/4 and running thence west for 8.40 chains to the east side of a street, thence south along said street for 2.5 chains to the northwest corner of Bertha Gray Allen's lot, thence east for 9.01 chains to a fence, thence north 14 degrees west for 2.58 chains to the point of beginning, containing 2.25 acres more or less. and all being in the NW 1/4 of SW 1/4 of SW 1/4 of Section 8, Township 7 North, Range 2 East, within the Town of Madison, Madison County, Miss.

ITEM 2. I hereby devise and bequeath unto LUCILLE MATTHEWS HOLMES, my daughter, the West one-half (W 1/2) of the following described real estate in Madison County, Mississippi, to-wit: Beginning at a point that is 1.33 chains west of the northeast corner of NW 1/4 of SW 1/4 of SW 1/4 and running thence west for 8.49 chains to the east side of a street, thence south along said street for 2.5 chains to the northwest corner of Bertha Gray Allen's lot, thence east for 9.01 chains to a fence, thence north 14 degrees west for 2.58 chains to the point of beginning, containing 2.25 acres more or less and all being in the NW 1/4 of SW 1/4 SW 1/4 of Section 8, Township 7 North, Range 2 East, within the Town of Madison, Madison County, Mississippi.

ITEM 3. The remainder of my property, real personal and mixed I give, devise and bequeath unto LEONIA MATTHEWS and LUCILLE MATTHEWS HOLMES, each to share alike.

ITEM 4. I hereby appoint Lucille Matthews Holmes, executrix of my will, without bond, waiving all requirements whatever of bond from her as such executrix. I relieve my said executrix of all duty to account to the courts for her act and doings as such, and do hereby waive all court proceedings whatever in the administration of this will, save the probate of this MY LAST WILL AND TESTAMENT.

SIGNED, PUBLISHED AND DECLARED as MY LAST WILL AND TESTAMENT, this 17 day of October, 1975.

ETTA MATTHEWS

Etta Matthews

Allen Matthews (WITNESS)

[Signature] (WITNESS)

We, the undersigned witnesses to the Will of Etta Matthews, do hereby certify that the said Etta Matthews, on the day she executed the foregoing will was over the age of twenty-one years and of sound and disposing mind and memory; that she signed and subscribed said will and published it as her LAST WILL AND TESTAMENT in our presence and in the presence of each of us and that we at her expressed instance and request signed and subscribed said will as witnesses thereto in her presence and in the presence of each other as an attestation thereof.

WITNESS OUR SIGNATURES, this 17 day of October, 1975.

Allen Matthews
(WITNESS)
J. Scott Matthews
(WITNESS)

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 14th day of August, 1985, at o'clock M., and was duly recorded on the 14th day of August, 1985, Book No. 20 on Page 561 in my office.

Witness my hand and seal of office, this the 14th of August, 1985.

BILLY V. COOPER, Clerk

By B. Clippin D. C.

THIS DAY, FILED AUG 14 1985 BILLY V. COOPER Chancery Clerk By B. Shippin #21501

PROOF OF WILL

STATE OF MISSISSIPPI COUNTY OF MADISON

IN THE MATTER OF A CERTAIN INSTRUMENT OF WRITING PURPORTING TO BE THE LAST WILL AND TESTAMENT OF ETTA MATTHEWS, DECEASED, LATE OF MADISON COUNTY, MISSISSIPPI

PERSONALLY APPEARED before me, the undersigned authority in and for said County and state, the undersigned LILLIE RUTH MATTHEWS, who, being by me first duly sworn, states on oath;

That affiant was one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Etta Matthews, and affiant states that the said Etta Matthews signed, published and declared said instrument as her Last Will and Testament on the 17th day of October, 1975, the day of the date of said instrument, in the presence of this deponent and in the presence of Allen Matthews, the other subscribing witness, and that said testatrix was then of sound and disposing mind and memory and more than twenty-one (21) years of age, and this deponent and Allen Matthews, subscribed and attested said instrument as witnessed to the signature and publication thereof at the special instance of said testatrix and in the presence of said testatrix and in the presence of each other on the day and year of the date of said instrument.

Lillie Ruth Matthews LILLIE RUTH MATTHEWS

1985 FROM to and subscribed before me, this 6th day of August

Billy V. Cooper CHANCERY CLERK

By: B. Shippin D.C.

(SEAL)

COMMISSION EXPIRES: 1-4-88

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 14th day of August, 1985, at ... o'clock ... M., and was duly recorded on the 14th day of August, 1985, Book No. 20, on Page 563, in my office.

Witness my hand and seal of office, this the 14th of August, 1985

BILLY V. COOPER, Clerk

By: B. Shippin, D.C.

LAST WILL AND TESTAMENT
OF
HAZEL D. PHILLIPS

THIS DAY
FILED
AUG 19 1980
BILLY V. COOPER
Chancery Clerk
By *[Signature]*

#27513
#27513

I, Hazel D. Phillips, of the Town of Flora, Madison County, Mississippi, being of the age of twenty-one years and over and of sound and disposing mind and memory, do make, declare and publish this to be my Last Will and Testament, revoking all previous wills and codicils.

I.

I name, constitute and appoint Raiford D. Phillips and George S. Phillips as co-executors of this my Last Will and Testament and direct that they be not required to give bond or make any formal accounting to any Court other than the probate of this my Last Will and Testament.

II.

I will, devise and bequeath unto my husband, Raiford W. Phillips, the sum of \$100.00 in cash. My said husband having an adequate estate of his own, I make no other provision for him.

III.

I will, devise and bequeath unto Raiford D. Phillips, George S. Phillips, Mary Helen White and Elizabeth Ann Cambre, my children, all of my estate, real, personal and mixed, of whatever nature and wheresoever located or situated, in equal shares, share and share alike.

IN WITNESS WHEREOF I have executed this Last Will and Testament on this the 7 day of Nov., 1980, in the presence of the undersigned attesting and credible witnesses who, at my request and in my presence, and in the presence of each other, have witnessed my signature hereto.

Hazel D. Phillips
Hazel D. Phillips

Signed, published and declared by the testatrix, Hazel D. Phillips, as and for her Last Will and Testament in the presence

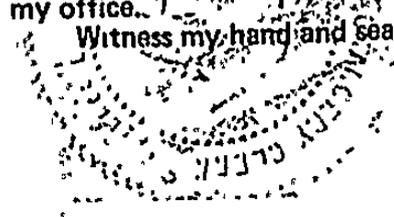
Last Will and Testament of Hazel D. Phillips
Page 2.

of us, who at her request and in her presence and in the presence of each other subscribe our names hereto as attesting witnesses this the 22nd day of November, 1980.

Joe R. Fambro, Jr.
Maguel E. Levy
Witnesses

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 19th day of August, 1985, at o'clock M., and was duly recorded on the 19th day of August, 1985, Book No 20 on Page 564 in my office. Witness my hand and seal of office, this the 19th of August, 1985.



BILLY V. COOPER, Clerk
By B. G. Hipkin, D. C.

BOOK 20 PAGE 566

THIS DAY
FILED
AUG 19 1985
BILLY V. COOPER
Clerk
By *[Signature]*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
HAZEL D. PHILLIPS

CAUSE NO. 27-513

AFFIDAVIT OF SUBSCRIBING WITNESS

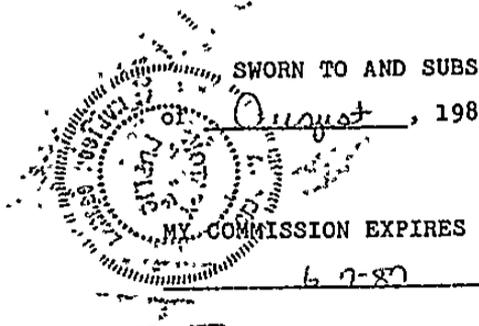
STATE OF MISSISSIPPI
COUNTY OF MADISON

THIS DAY personally appeared before me, the undersigned authority in and for the jurisdiction above mentioned, Imogene E. Levy, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Hazel D. Phillips, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Hazel D. Phillips, signed, published and declared said instrument as her Last Will and Testament on the 7th day of November, 1980, the day and date of said instrument, in the presence of this affiant and Joe R. Fancher, Jr., the other subscribing witness to said instrument, that the testator was then of sound and disposing mind and memory and twenty-one years and upward of age and that I, Imogene E. Levy, the Affiant and Joe R. Fancher, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

Imogene E. Levy
Imogene E. Levy

SWORN TO AND SUBSCRIBED before me on this the 16th day of August, 1985.

M. A. [Signature]
Notary Public



STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 19th day of August, 1985, at o'clock M., and was duly recorded on the 19th day of August, 1985, Book No. 20, on Page 566. In my office.

Witness my hand and seal of office, this the 19th of August, 1985.

BILLY V. COOPER, Clerk

By *[Signature]* D. C.

THIS IS
FILED
AUG 19 1985
BILLY V. COOPER
Chancery Clerk
By: *[Signature]*

BOOK 20 PAGE 567

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
HAZEL D. PHILLIPS

CAUSE NO. 87-513

AFFIDAVIT OF SUBSCRIBING WITNESS

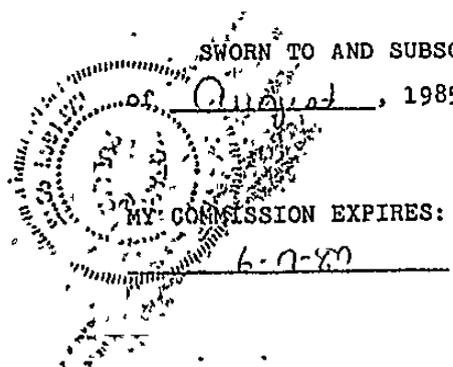
STATE OF MISSISSIPPI
COUNTY OF MADISON

THIS DAY personally appeared before me, the undersigned authority in and for the jurisdiction above mentioned, Joe R. Fancher, Jr., one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Hazel D. Phillips, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Hazel D. Phillips, signed, published and declared said instrument as her Last Will and Testament on the 7th day of November, 1980, the day and date of said instrument, in the presence of this affiant and Imogene E. Levy, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one years and upward of age and that I, Joe R. Fancher, Jr., the Affiant and Imogene E. Levy, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

[Signature]
Joe R. Fancher, Jr.

SWORN TO AND SUBSCRIBED before me on this the 16th day of August, 1985.

[Signature]
Notary Public



STATE OF MISSISSIPPI, County of Madison:

Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 19th day of August, 1985, at . . . o'clockM., and was duly recorded on the 19th day of August, 1985, Book No. 20 on Page 567 in my office.
Witness my hand and seal of office, this the 19th of August, 1985.

BILLY V. COOPER, Clerk
By: *[Signature]*, D. C.

FILED

AUG 20 1985

BILLY V. COOPER

By *[Signature]*
Chancery ClerkLAST WILL AND TESTAMENT OF SHELBY B. SMITH

#2757

I, SHELBY B. SMITH, an adult resident of the City of Canton, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all former wills and codicils heretofore made by me.

ARTICLE I.

I give and bequeath the cash sum of \$5,000.00 unto my granddaughter, Katherine Caldwell Jones, and I also give and bequeath the cash sum of \$5,000.00 unto my grandson, Christopher Riddell Jones, Jr.

ARTICLE II.

Unto my son, Shelby B. Smith, Jr., I give, devise and bequeath all of my right, title and interest in and to the business known as Shelby Smith's, Inc., except for the shares of stock which I own in said business.

ARTICLE III.

I give and devise unto my son, Shelby B. Smith, Jr., the store building located at 168 North Liberty Street, Canton, Madison County, Mississippi, in which is situated the business known as Shelby Smith's, Inc.

ARTICLE IV.

I hereby direct that my Executor shall deliver and convey the cash sum of \$50,000.00 to Oneda Caldwell Smith and Carolyn S. Smith, in trust for the use and benefit and for the purposes hereinafter set forth and I direct that the sum so passing to my Trustees shall be administered and disposed of upon the following terms and conditions, to-wit:

1. The Trustees shall receive, hold, manage, convert, sell, exchange, assign, alter, invest, re-invest and otherwise deal with the corpus of the trust as in their discretion shall

[Signature]
Shelby B. Smith

be deemed to be to the best interest of the beneficiary hereunder. In the administration of this trust, the Trustees shall have all of the specific powers set forth in Mississippi Code Ann., Section 91-9-101 through Section 91-9-109 as now enacted or hereafter amended.

2. I direct that upon receiving the corpus of the trust that the Trustees shall hold said property for the use and benefit of my wife, Oneda Caldwell Smith. I direct that during the term of this trust the net income derived from the trust estate be paid over to my wife for her benefit at such intervals as my Trustee shall deem advisable.

3. I hereby authorize and empower the Trustees in their sole and absolute discretion, at any time and from time to time, to disburse from the principal of any of the trust estate created under this instrument, even to the point of completely exhausting the same, such amounts as they may deem advisable to provide adequately and properly for the support, maintenance and health of my wife, including but not by way of limitation, expenses incurred by reason of illness, disability and education. In determining the amount of principal to be so disbursed, the Trustees shall take into consideration any other income or property which my wife may have from any other source; and the Trustees' discretion shall be conclusive as to the advisability of any such disbursement and the same shall not be questioned by anyone. For all such sums so disbursed, the Trustees shall have full acquittance.

4. I further direct that in exercising the powers herein conferred upon my Trustees that no Trustee shall act without the agreement and concurrence of the other so that all decisions made by my Trustees must be agreed upon by both Trustees and no one Trustee is authorized to act without agreement of the other.

Shelby B. Smith
Shelby B. Smith

5. Upon the death of my wife, this trust shall terminate and the trust herein established and the principal and accumulated income then constituting the trust estate shall be paid over and delivered to my son, Shelby B. Smith, Jr.

ARTICLE V.

All of the rest, residue and remainder of my estate, both real and personal, of whatsoever kind or character and wheresoever situated I give, devise and bequeath unto my wife, Oneda Caldwell Smith.

ARTICLE VI.

In the event my wife should predecease me, or we should both die in a common disaster then, and in that event, I give, devise and bequeath all of my property, both real and personal, of whatsoever kind or character and wheresoever situated and which would have been inherited by my wife had she survived me, unto my son, Shelby B. Smith, Jr.

ARTICLE VII.

I hereby nominate, appoint and constitute my wife, Oneda Caldwell Smith, to serve as Executrix of my estate and to serve without the requirement of bond. I further direct that Oneda Caldwell Smith as the Executrix of my estate shall have all of the authority and power in the administration of my estate as is granted to the Trustees in the trust provisions hereof. In addition, my Executrix is specifically authorized to sell any property of my estate, both real and personal, at public or private sale and upon such terms and conditions as she may deem proper and appropriate with such power to be exercised without the necessity of first receiving Court approval for the sale.

ARTICLE VIII.

In the event that my wife, Oneda Caldwell Smith, predeceases me, fails to qualify as Executrix or is otherwise

Shelby B. Smith
Shelby B. Smith

disqualified to serve as Executrix, I nominate, appoint and constitute my son, Shelby B. Smith, Jr., to serve as Executor of my estate and to serve without the requirement of bond. And I further direct that he have all of the authority as is set forth for my Executrix in the above and foregoing Article in the administration of my estate.

IN WITNESS WHEREOF, I have hereunto subscribed my name and published and declared this to be my Last Will and Testament on this 19 day of May, 1981.

Shelby B. Smith
Shelby B. Smith

This instrument was, on the date shown above, signed, published and declared by SHELBY B. SMITH to be his Last Will and Testament in our presence, and we, at his request, have subscribed our names hereto as witnesses in his presence and in the presence of each other.

John Christopher
Witness

Canton, Mississippi
Address

Louise Heath
Witness

Canton, Mississippi
Address

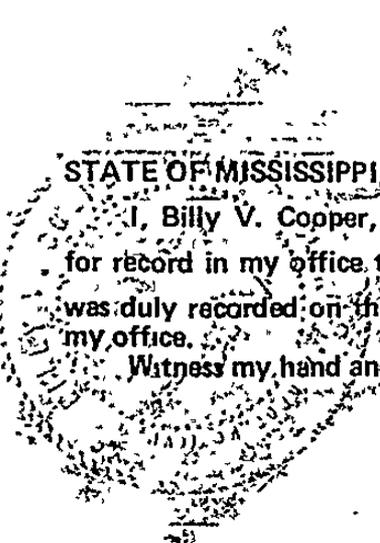
C

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Copper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 20th day of August, 19 85, at o'clock M., and was duly recorded on the 20th day of August, 19 85, Book No 20 on Page 568 in my office. Witness my hand and seal of office, this the 20th of August, 19 85.

BILLY V. COOPER, Clerk

By B. G. Shippin, D. C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
SHELBY B. SMITH, DECEASED

CIVIL ACTION FILE NO.
27-517

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

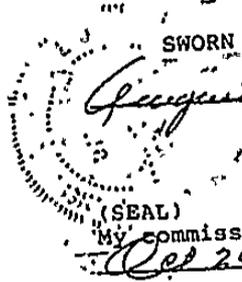
THIS DAY,
FILED
AUG 20 1985
BILLY V. COOPER
Chancery Clerk
BY *[Signature]*

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, John W. Christopher, subscribing witness to a certain instrument of writing, purporting to be the Last Will and Testament of Shelby B. Smith who, being duly sworn, deposed and said that the said Shelby B. Smith published and declared said instrument as his Last Will and Testament on the 19th day of May, 1981, the day of the date of said instrument, in the presence of this deponent and in the presence of Louise Heath; that the Testator was of sound and disposing mind and memory, and more than twenty-one years of age and this deponent and Louise Heath subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testator and in the presence of the said Testator and in the presence of each other, on the day and year of the date of said instrument.
WITNESS my signature this 16 day of August, 1985.

[Signature]
John W. Christopher

SWORN TO AND SUBSCRIBED before me on this 16 day of August, 1985.

[Signature]
Notary Public



STATE OF MISSISSIPPI, County of Madison

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 20th day of August, 1985, at ... o'clock ... M., and was duly recorded on the 20th day of August, 1985, Book No. 20, on Page 572, in my office.
Witness my hand and seal of office, this the 20th of August, 1985.

BILLY V. COOPER, Clerk

By *[Signature]* D. C.

THIS DAY,
FILED
AUG 20 1985
BILLY V. COOPER
Chancery Clerk
By *[Signature]*

BOOK 20 PAGE 573

LAST WILL AND TESTAMENT OF OZELLA ADAMS. #27-509

I, Ozella Adams, a resident of Madison County, Mississippi, being above the age of twenty one years and of sound and disposing mind and memory do make and declare this to be my last will and testament.

Item 1. I devise and bequeath all of the property of every description and kind that I now own or may own at the date of death to my four children, Marie Adams, Luther Adams, Jr., Strokehugh Adams, and Emiel Adams, share and share alike.

Item 2. I appoint my son, Emiel Adams executor of this my last will and testament without bond, and I do not desire for him to report to any Court or courts in this matter.

Witness my signature this the 9th day of April, 1963.

Ozella Adams
Ozella Adams.

Witnesses:

Mrs. Chris H. Koch
Mrs. Flora Lawrence

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this *20th* day of *August*, 19 *85*, at o'clock M., and was duly recorded on the *20th* day of *August*, 19 *85*, Book No. *20* on Page *573*. in my office.

Witness my hand and seal of office, this the *20th* of *August*, 19 *85*.

BILLY V. COOPER, Clerk

By *[Signature]*, D. C.

FILED
AUG 20 1985
BILLY V. COOPER
Chancery Clerk
By *B. Shippin*
CIVIL ACTION
FILE NO. 27-509

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE LAST WILL AND TESTAMENT
OF
OZELLA ADAMS, DECEASED *

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF Hinds

PERSONALLY APPEARED before me the undersigned authority in and for said county and state, Mrs. Flora Lawrence, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of Ozella Adams who, being duly sworn, deposed and said ~~that~~ that the said Ozella Adams signed, published and declared said instrument as her Last Will and Testament on the 9th day of April, 1963, the day of the date of said instrument, in the presence of this deponent, and in the presence of Mrs. Chris H. Koch, the other subscribing witness, and that said Testatrix was then of sound and disposing mind and memory, and more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and said deponent and Mrs. Chris H. Koch subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testatrix, and in the presence of the said testatrix and in the presence of each other, on the day and year of the date of said instrument.

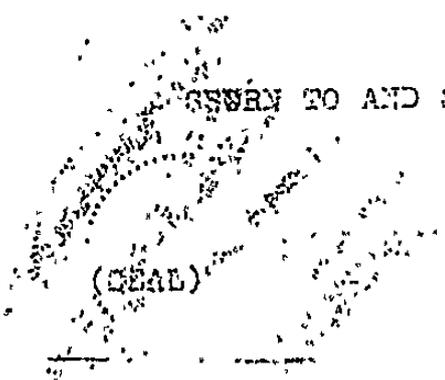
Mrs. Flora Lawrence

MRS. FLORA LAWRENCE

SWORN TO AND SUBSCRIBED before me, this 17th day of July, 1985.

Harold C. Fortberry

NOTARY PUBLIC



MY COMMISSION EXPIRES: 17, County Court Expires Sept 10, 1986

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 20th day of August, 1985, at o'clock M., and was duly recorded on the 20th day of August, 1985, Book No. 20 on Page 574 in my office.
Witness my hand and seal of office, this the 20th of August, 1985.

BILLY V. COOPER, Clerk
By *B. Shippin*....., D. C.

STATE OF MISSISSIPPI | LAST WILL AND TESTAMENT OF CLEOPHAS J. LUCKETT
MADISON COUNTY |

I, Cleophas J. Lockett, being of sound mind and disposing memory and over the age of twenty-one years, do make, declare and publish the following as my Last Will and Testament, revoking all others heretofore made by me.

I give, devise and bequeath the SE $\frac{1}{4}$, Section 8, Township 10 North, Range 5 East, less ten (10) acres out of the southwest corner thereof, to my three sons, namely, Elsa Lockett of 2796 Grant Street, Berkley 3, California, John Willie Lockett, 1075 Delwood Court, Fermdale, Michigan and Merrick P. Lockett, 18845 De Quindre, Detroit, Michigan, each to share and share alike.

I give, devise and bequeath my house and lot located at 412 E. Semmes Street, Canton, Mississippi to my daughter, Mary Bertha Lockett, Chalfonte Street, Detroit, Michigan.

I give, devise and bequeath my lot of land located on the corner of South Walnut Street, Dinkins Street and Cowan Street, Canton, Mississippi, the same land purchased by me from Ed Dixon, to my daughter, Elma L. McMurtry, 729 Gladstone, Detroit, Michigan

I give, devise and bequeath ten (10) acres out of the southwest corner of SE $\frac{1}{4}$, Section 8, Township 10 North, Range 5 East to three persons I reared, namely; Johnnie Mae Rayford, Camden, Mississippi, Brunetta L. Conway, Detroit, Michigan and Margarite L. Chinn, Milwaukee, Wisconsin, each to share and share alike.

I, give, devise and bequeath the remainder of my property, real, personal and mixed that I might die seized and possessed to Elma L. McMurtry.

I name, constitute and appoint Elma L. McMurtry as my executrix and direct that no bond be required of her and that she not be required to account to any courts except that which is required by law.

I desire my executrix employ Miss Josephine Hood, a practicing attorney at Canton, Mississippi, to attend to the probating of this, my Last Will and testament.

WITNESS my signature this the 6th day of December, 1962, and the signature of two witnesses who have signed at my request and in my presence and I have signed this will in their presence and they have signed as witnesses in the presence of each other.

Cleophas J. Lockett
Cleophas J. Lockett - Testator

Josephine Hood Witness
Marghertha Hart Witness

#27521
THIS DAY,
FILED
AUG 26 1965
BILLY V. COOPER
Chancery Clerk
By B. Cooper

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 26th day of August, 1965, at o'clock M., and was duly recorded on the 26th day of August, 1965, Book No 20 on Page 575 in my office.

Witness my hand and seal of office, this the 26th of August, 1965.

BILLY V. COOPER, Clerk

By B. Cooper D. C.

THIS DAY
FILED

#27-521

PROOF OF WILL

AUG 26 1985

BILLY V. COOPER

Chancery Clerk

By *B. Cooper*

STATE OF MISSISSIPPI
COUNTY OF MADISON

In the Matter of a Certain Instrument of Writing Purporting to be the Last Will and Testament of Cleophas J. Lockett, Deceased.

Personally appeared before me, a Notary Public in and for said county and state, the undersigned JOSEPHINE HOOD, who being by me first duly sworn, states on oath:

That affiant was one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Cleophas J. Lockett, and affiant states that the said Cleophas J. Lockett signed, published, and declared said instrument as his Last Will and Testament on the 6th day of December, 1982, the day of the date of said instrument, in the presence of this deponent and in the presence of Doréthea Hart, the other subscribing witness, and that said testator was then of sound and disposing mind and memory and more than twenty-one years of age, and this deponent and Dorethea Hart subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said testator and in the presence of each other on the day and year of the date of said instrument.

Josephine Hood
Josephine Hood

SWORN to and subscribed before me, this 13th day of August, 1985.

R. H. Parnell
Notary Public

(SEAL)

My commission expires:

5/31/89

STATE OF MISSISSIPPI, County of Madison:

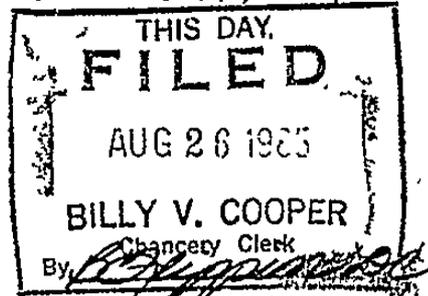
I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 26th day of August, 1985, at o'clock M., and was duly recorded on the 26th day of August, 1985, Book No. 20 on Page 576 in my office.

Witness my hand and seal of office, this the 26th of August, 1985.

BILLY V. COOPER, Clerk

By *B. Cooper*....., D. C.

LAST WILL AND TESTAMENT
OF
ARLEAF M. ROUSER



I, ARLEAF M. ROUSER, a widow, now residing in Madison County, Mississippi, being of sound mind and disposing memory and over the age of twenty-one years, do hereby make, declare, and publish the following as my Last Will and Testament, revoking all others that I have heretofore made:

CLAUSE I

I give and devise unto my step-daughter Georgia Brown that real estate described as:

S $\frac{1}{2}$ of N $\frac{1}{2}$ of NE $\frac{1}{4}$ of Section 22, Township 7
North, Range 1 East, Madison County, Mississippi.

CLAUSE II

I give, bequeath, and devise all the balance, remainder, and residue of my property of whatsoever nature and kind and wheresoever situated to my granddaughter Patricia Burnett.

CLAUSE III

In the event that the aforesaid Patricia Burnett shall not at the time of my death have attained her legal majority, then the property to which said minor would have been so otherwise entitled under Clause II above shall pass and to unto my daughter Alice Loretta Rouser Burnett, IN TRUST, for the use and benefit of said minor and said property and the proceeds and income therefrom shall be known as and referred to herein as the trust fund for said minor; and the trustee as to said trust fund is authorized and empowered to use and expend so much of said trust fund as the trustee may deem necessary or desirable for the care, maintenance, and education of such minor during her minority, and when said child shall have attained her legal majority, to pay over and transfer to her absolutely the balance of said trust fund, but in the event said child shall die without having attained her legal majority, to divide, pay over, and transfer said trust fund to the person or persons who would be legally entitled to the same; in

supplementation and addition to all statutory powers I hereby authorize and empower the trustee, without the necessity of Court approval, to sell at public or private sale, lease, mortgage, and encumber any portion or all of the estate real or personal which the trustee may hold under the trust hereby created, and to execute and deliver good and sufficient deeds and other instruments to convey, mortgage, encumber, and transfer the same for any such purpose, and the trustee is authorized and empowered to invest, collect, convert, and reinvest as the trustee deems best and desirable any or all of the property of such trust fund, and upon any and all sales by the trustee the purchasers shall not be bound to see to the application of the purchase money, and it is my desire and intention for said trustee to manage, control, invest, and expend the property and funds of such trust as the trustee deems best and proper, and to do any and all acts incidental to the accomplishment thereof.

CLAUSE IV

I name, constitute, and appoint my daughter Alice Loretta Rouser Burnett as my executrix under this will. I direct that my executrix and/or trustee as named above be relieved of making bond or accounting to any Court.

WITNESS my signature this 6 day of June, 1972.

Arleaf M. Rouser
Arleaf M. Rouser

The foregoing instrument was, on the date shown above, signed, published and declared by Arleaf M. Rouser to be her Last Will and Testament in our presence, and we, at her request, have subscribed our names hereto as witnesses, in her presence and in the presence of each other.

Beverly G. Stevens
B. H. Howell
Witnesses.

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 26th day of August, 1985, at o'clock M., and was duly recorded on the 26th day of August, 1985, Book No 20, on Page 577 in my office.

Witness my hand and seal of office, this the 26th of August, 1985.

BILLY V. COOPER, Clerk

By B. G. Griffin, D. C.

PROOF OF WILL

THIS DAY
FILED
AUG 26 1985
BILLY V. COOPER
Chancery Clerk
By: *[Signature]*

#27-522

STATE OF MISSISSIPPI
COUNTY OF MADISON

In the Matter of a Certain Instrument of Writing Purporting to be the Last Will and Testament of Arleaf M. Rouser, deceased, late of Madison County, Mississippi.

Personally appeared before me, a Notary Public in and for said county and state, the undersigned R. H. POWELL, JR., who, being by me first duly sworn, states on oath:

That affiant was one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Arleaf M. Rouser, and affiant states that the said Arleaf M. Rouser signed, published, and declared said instrument as her Last Will and Testament on the 6th day of June, 1972, the day of the date of said instrument, in the presence of this deponent and in the presence of Beverly G. Stevenson, the other subscribing witness, and that said testatrix was then of sound and disposing mind and memory and more than twenty-one years of age, and this deponent and Beverly G. Stevenson, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said testatrix and in the presence of said testatrix and in the presence of each other on the day and year of the date of said instrument:

[Signature]
R. H. Powell, Jr

SWORN to and subscribed before me, this 23rd day of August, 1985.

[Signature]
Notary Public

(SEAL)
My commission expires
November 14, 1987

STATE OF MISSISSIPPI, County of Madison

Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 26th day of August, 1985, at .. o'clock .. M., and was duly recorded on the 26th day of August, 1985, Book No 20, on Page 579 in my office.

Witness my hand and seal of office, this the 26th of August, 1985.

BILLY V. COOPER, Clerk

By: *[Signature]* .. D. C.

Last Will and Testament

OF

OTHA JAMES KIRKLAND

#27524

THIS DAY,
FILED
 AUG 28 1985
 BILLY V. COOPER
 Chancery Clerk
 By *[Signature]*

STATE OF MISSISSIPPI

COUNTY OF MADISON

I, OTHA JAMES KIRKLAND, a resident citizen of Madison County, Mississippi, being of sound and disposing mind, memory and understanding, and being over the age of twenty-one years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other Wills, Testaments, and Codicils thereto heretofore made by me.

ITEM I

I hereby direct that all of my just and lawful debts duly propagated, including expenses of my funeral and a suitable marker for my grave; and that the administration of my estate be completed and closed as soon after my death as may be reasonably possible.

ITEM II

All the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall be entitled at the time of my death or over which I shall have any power of appointment, I do hereby give, devise and bequeath to my beloved wife, OCTAFAY C. KIRKLAND, and same shall be hers absolutely.

Otha James Kirkland
 OTHA JAMES KIRKLAND

JWL
 ALS

ITEM III

In the event that our deaths should occur simultaneously, or approximately so, or in the same common accident or calamity, or under circumstances causing doubt as to which of us survived the other, or should my wife, Octafay C. Kirkland, predecease me or die within thirty (30) days of my death, then and in that event only, I give, devise and bequeath all the rest, residue and remainder of my property, personal and mixed, of whatsoever kind and nature, and wheresoever situated to MRS. SANDRA GREEN, MRS. SONJIA SHANGRAW, MRS. LYNN TOMMASSINI, and MIKE PATTERSON, and same shall be theirs absolutely. If there is any disagreement as to which property is to be received by each child, the final decision shall be made by Lynn Tommassini.

ITEM V

I hereby nominate, appoint and constitute my beloved wife, OCTAFAY C. KIRKLAND, as Executrix of this my Last Will and Testament; and in the event she shall predecease me, or be unable or unwilling to serve as Executrix, then and in that event only, I appoint LYNN TOMMASSINI, to serve as Executrix of this my Last Will and Testament, and hereby grant unto her the same powers and authority as set forth for my Executrix. My Executrix shall be allowed to serve without bond or the necessity of making formal appraisement or accounting and shall have full and plenary power and authority to do and perform any act deemed by her to be for the best interest of my estate, without any limitations whatsoever, and without bond, and said authority shall include, but shall not be limited to, the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents and accountants that she may deem to be necessary and for the best interest of my estate, and to pay unto herself a just and reasonable compensation as Executrix.

Otha James Kirkland
 OTHA JAMES KIRKLAND

JH
 AS

The foregoing Will consists of Three pages, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament on this the 10 day of September, 1978.

Otha James Kirkland
OTHA JAMES KIRKLAND

STATE OF MISSISSIPPI
COUNTY OF MADISON

WE, each of the subscribing witnesses to the Last Will and Testament of Otha James Kirkland, do hereby certify that said instrument was signed, by the said Otha James Kirkland, in our presence and in the presence of each of us, and that the said Otha James Kirkland, declared the same to be his Last Will and Testament in the presence of each of us, and that we each signed as subscribing witnesses to said Will at the request of Otha James Kirkland, in his presence and in the presence of each other.

[Signature]
ADDRESS: Canton
Mississippi

WITNESSES:

Ann L Scott
ADDRESS: Ridgeland
Mississippi

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 28th day of August, 1985, at ... o'clock ... M., and was duly recorded on the 28th day of August, 1985, Book No 20 on Page 580 in my office.

Witness my hand and seal of office, this the 28th of August, 1985.

BILLY V. COOPER, Clerk

By ... [Signature] ... D. C.

BOOK 20 PAGE 583

THIS DAY
FILED
AUG 28 1985
BILLY V. COOPER
Chancery Clerk

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
OTHA JAMES KIRKLAND, DECEASED

CIVIL ACTION
FILE NO. 20-524

PROOF OF WILL

Comes now Ann L. Scott, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Otha James Kirkland, and enters his appearance herein as provided by Section 91-7-9 of the Mississippi Code of 1972, Annotated, as amended, and makes oath before the undersigned authority that Otha James Kirkland, the above named decedent, signed, published and declared said instrument as his Last Will and Testament on the 6th day of September, 1978, the day and date of said instrument, in the presence of this deponent and James H. Herring, the other subscribing witness, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one (21) years of age, and having his usual place of abode in Madison County, Mississippi, and that she and James H. Herring subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testator and in the presence of each other, on the day of the date of said instrument.

Ann L. Scott
ANN L. SCOTT

STATE OF MISSISSIPPI
COUNTY OF MADISON

Sworn to and subscribed before me on this the 8th day
August, 1985.

Marie H. Lanse
NOTARY PUBLIC



STATE OF MISSISSIPPI, County of Madison

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 28th day of August, 1985, at o'clock M., and was duly recorded on the 28th day of August, 1985, Book No 20, on Page 583 in my office.
Witness my hand and seal of office, this the 28th day of August, 1985.

BILLY V. COOPER, Clerk
By.....B. Higgins....., D. C.

BOOK 20 PAGE 584

THIS DAY,
FILED
AUG 28 1985
BILLY V. COOPER
Chancery Clerk,
By: *[Signature]*

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
OTHA JAMES KIRKLAND, DECEASED

CIVIL ACTION
FILE NO. 87-584

PROOF OF WILL

Comes now James H. Herring, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Otha James Kirkland, and enters his appearance herein as provided by Section 91-7-9 of the Mississippi Code of 1972, Annotated, as amended, and makes oath before the undersigned authority that Otha James Kirkland, the above named decedent, signed, published and declared said instrument as his Last Will and Testament on the 6th day of September, 1978, the day and date of said instrument, in the presence of this deponent and Ann L. Scott, the other subscribing witness, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and that he and Ann L. Scott subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testator and in the presence of each other, on the day of the date of said instrument.

[Signature]

JAMES H. HERRING

STATE OF MISSISSIPPI
COUNTY OF MADISON

Sworn to and subscribed before me this the 8th day of August, 1985.

[Signature]

NOTARY PUBLIC

(SEAL)
MY COMMISSION EXPIRES:
January 31, 1989

STATE OF MISSISSIPPI, County of Madison.

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 28th day of August, 1985 at ... o'clock ... M., and was duly recorded on the 28th day of August, 1985, Book No. 20 on Page 584 in my office.
Witness my hand and seal of office, this the 28th of August, 1985

BILLY V. COOPER, Clerk

By *[Signature]* .., D.C.

My Will

5-10-75

I leave (1/2) one half of my real estate to my sister Mrs. M. C. Stokes and half to my brother Mr. R. W. Nichols.

One half of my moneys after all expenses are paid, to Miss Betty Frances Nichols and one half to Mrs. Bobby Cartledge Shae. To my great niece I leave my table silver.

To my step grandchild Miss Elizabeth Hillard 60 Kathleen Court, Wayne New Jersey.

Telephone. 201-696-1562. I leave my diamond ring diamond pin and all jewelry.

Signed, Mrs. Lully May Kehew

THIS DAY
FILED
 SEP 6 1985
 BILLY V. COOPER
 Chancery Clerk

L. M. Kehew's
 Will
 The jewelry to Liz
 has been taken care
 of.

What I want done
at my death
Embalming my body.
Do not open
Casket. Put on a
robe and night gown
on my body.

My Will and the
keys, just my Will is
in my lock box in
the Modern Hardware
envelope. This \$1000.00
is to be used for my
burial expenses, the
key to lock box is in
my purse in the patent
leather handbag, there
is a zippered place where
it is. Bury me next to
Granddad Smith in the
Camden Cemetery.

Have my body ~~embalmed~~
Embalmed.

What to be done
at my death
~~to be at the grave~~
no church service
DO NOT NOTIFY ANY ONE
except Brother Turner of Home

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed
for record in my office this 6th day of September, 1985, at o'clock M., and
was duly recorded on the 6th day of September, 1985, Book No. 20, on Page 585, in
my office.

Witness my hand and seal of office, this the 6th of September, 1985.

BILLY V. COOPER, Clerk

By... *B. Cooper*....., D. C.

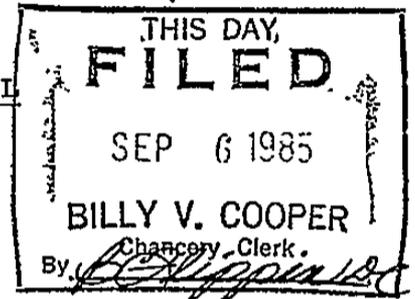
IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
LILLY MAY KEHEW, DECEASED

CIVIL ACTION

FILE NO. 27-535

AFFIDAVIT AS TO HOLOGRAPHIC WILL



STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority
in and for said county and state, the within named _____

A. F. Barnette, who being first duly sworn, states on
oath as follows:

That affiant is an adult citizen and resident of Madison
County, Mississippi, and is in no wise interested in the
estate of Lilly May Kehew, deceased; that over a period of
many years affiant had occasion to be familiar with the
handwriting and signature of Lilly May Kehew and was and is
familiar with her handwriting and signature; that affiant
has carefully examined the attached instrument dated
May 10, 1975, purporting to be said decedent's Last Will
and Testament; that the handwriting and signature contained
in said instrument are genuine and were made and done by
the said decedent; that said instrument is wholly written
and subscribed by the said decedent and is authentic; that
at the time of making said instrument said decedent was
over the age of twenty-one (21) years and was of sound
and disposing mind and memory and competent to make a

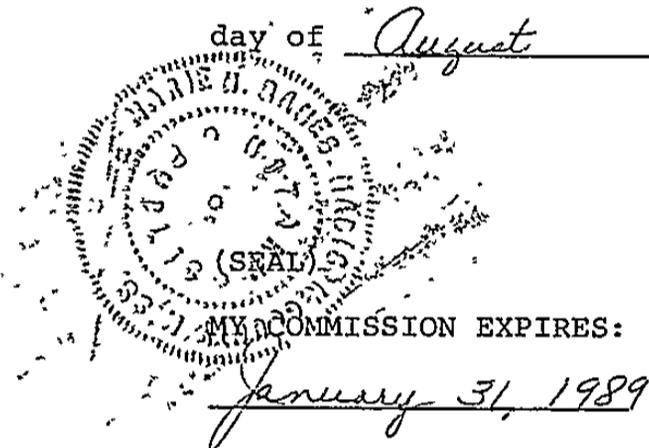
testamentary disposition of decedent's property.

WITNESS MY HAND this the 21st day of August, 1985.

A. F. Barnett

SWORN TO AND SUBSCRIBED before me on this the 21st day of August, 1985.

Marie N. Barnes
NOTARY PUBLIC



STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 6th day of September, 19 85, at o'clock M., and was duly recorded on the 6th day of September, 19 85, Book No 20 on Page 587 in my office.

Witness my hand and seal of office, this the 6th of September, 19 85.

BILLY V. COOPER, Clerk

By B. Higgins, D. C.

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
LILLY MAY KEHEW, DECEASED

CIVIL ACTION

FILE NO. 87-535

THIS DAY,
FILED
SEP 6 1985
BILLY V. COOPER
Chancery Clerk
By *[Signature]*

AFFIDAVIT AS TO HOLOGRAPHIC WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for said county and state, the within named _____ Katherine C. Barnette, who being first duly sworn, states on oath as follows:

That affiant is an adult citizen and resident of Madison County, Mississippi, and is in no wise interested in the estate of Lilly May Kehew, deceased; that over a period of many years affiant had occasion to be familiar with the handwriting and signature of Lilly May Kehew and was and is familiar with her handwriting and signature; that affiant has carefully examined the attached instrument dated May 10, 1975, purporting to be said decedent's Last Will and Testament; that the handwriting and signature contained in said instrument are genuine and were made and done by the said decedent; that said instrument is wholly written and subscribed by the said decedent and is authentic; that at the time of making said instrument said decedent was over the age of twenty-one (21) years and was of sound and disposing mind and memory and competent to make a

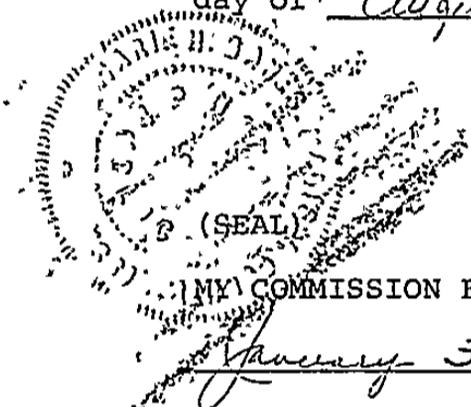
testamentary disposition of decedent's property.

WITNESS MY HAND this the 21st day of August, 1985.

Katherine C. Garnette

SWORN TO AND SUBSCRIBED before me on this the 21st day of August, 1985.

Mari H. Lanes
NOTARY PUBLIC



STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 6th day of September, 1985, at o'clock M., and was duly recorded on the 6th day of September, 1985, Book No. 20 on Page 589 in my office.

Witness my hand and seal of office, this the 6th of September, 1985.

BILLY V. COOPER, Clerk

By ... B. Chippin, D. C.

BOOK 20 PAGE 591

LAST WILL AND TESTAMENT
OF
EVELYN ROBERTS QUIN

#27-563
THIS DAY,
FILED
SEP 20 1965
BILLY V. COOPER
Chancery Clerk
By: *[Signature]*

I, Evelyn Roberts Quin, being over the age of twenty-one (21) years and of sound and disposing mind and memory, and not acting under undue influence of any person whomsoever, do hereby make, publish and declare this instrument to be my Last Will and Testament. I revoke and hereby expressly rescind all wills and codicils heretofore in any manner made by me; and I intend hereby to dispose of all my property, of whatever kind and wheresoever situated, of which I may be seized or possessed at my death, and to exercise every power of appointment I may possess at my death, (all hereinafter sometimes expressed as "give").

I

My domicile is in the County of Madison, State of Mississippi; and I hereby declare my express intention that this Will be construed and my estate administered in accordance with the laws of the State of Mississippi.

II

I hereby give, devise and bequeath all of the property comprising my estate, real, personal and mixed, wheresoever located, to my beloved daughters, Patricia Quin Sachtleben and Elizabeth Quin Greer, share and share alike; and, if either or both of my said daughters shall predecease me leaving a child or children, her surviving, I hereby give, devise and bequeath the share of such predeceased daughter or daughters in all of said property comprising my estate to my son-in-law, Alan T. Sachtleben,

WITNESSES:

[Signature]
EVELYN ROBERTS QUIN

[Signature]
[Signature]
[Signature]

EXHIBIT "A"

in trust (all hereafter sometimes referred to as "Trustee"), to constitute a trust, the terms whereof are as follows, to-wit:

1. Beneficiary: The Beneficiaries of this Trust shall be my beloved grandchildren whether now living or in being prior to my death (all hereinafter sometimes referred to as "Beneficiary"). If Patricia Quin Sachtleben predeceases me, the Beneficiaries of this Trust presently consist of my beloved grandchildren, Douglas Quin Sachtleben, Amy Caroline Sachtleben and Paul Myers Sachtleben. If Elizabeth Quin Greer predeceases me, the Beneficiaries of this Trust presently consist of my beloved grandchildren, Lauren Suzanne Brantley and Benjamin Quin Greer.

2. Administration of Trust: The Trustee shall divide the Trust property into equal parts, one for each of my Beneficiaries as hereinafter designated; and each part shall be a separate Trust. Comingling of the assets of these Trusts is authorized so long as accurate separate administrative records are maintained. In dividing the principal of the Trust fund into parts or shares, as hereinbefore provided for, the Trustee is authorized and empowered in his sole discretion to make division or distribution in kind and partly in money. The judgment of the Trustee concerning the division or distribution of the property among the Trusts and concerning values for the purpose of such division or distribution of the property or securities shall be binding and conclusive on all parties interested therein.

3. Purpose of Trust: This Trust is for the personal support, education, maintenance and comfort of the Beneficiary thereof above named for whom I wish to provide security.

4. Powers and Duties of the Trustee: The person herein named as Trustee shall exercise his function as such and shall take

WITNESSES:

Evelyn Roberts Quin
EVELYN ROBERTS QUIN

Sara J. Hume
Ella M. Thomas
Nancy E. Lewis

possession of, control and manage the property contained in this trust (herein sometimes called "subject property") and invest and reinvest and keep invested the same, and collect and receive the income, dividends, rents issues and profits thereof (all sometimes collectively termed "income") and, after deduction therefrom of all proper charges and expenses of the trust hereby created, including a reasonable compensation for the Trustee, payable out of the income as herein elsewhere provided, the Trustee shall make distribution as herein provided. The Trustee shall possess as to the subject property and the income the absolute and plenary power of an owner in fee simple absolute and no person dealing with the Trustee need look further than this instrument for full power to do that undertaken, each and all of said acts by said Trustee being ratified, approved and confirmed. In addition to the foregoing powers and duties, said Trustee shall have the powers and duties prescribed by the Uniform Trustees' Power Act, being Sections 91-9-101 through 91-9-119, Mississippi Code 1972, Annotated, as now existing or hereafter amended.

5. Retaining Initial Investment: No responsibility shall rest upon the Trustee for keeping invested, as initially received, any portion of the subject property, except that unproductive property must be disposed of in a reasonable time. Full power to convert and reconvert the subject property and income as often as may be desired is unconditionally vested in the discretion of said Trustee. It is my hope that my estate may be invested in property which is safe and productive.

6. The Office of Trustee: The Trustee herein named, or any successor Trustee, may resign by giving thirty (30) days' notice of such resignation to the Chancellor of the Chancery Court of

WITNESSES:

Evelyn Roberts Quin
EVELYN ROBERTS QUIN

Mara J. Kimmick

Ella M. Thomas

Nancy J. Edmondson

Madison County, State of Mississippi. Any Trustee for good cause may be removed by said Court upon notice. This Trust shall not be allowed to fail by reason of there being no acting Trustee. Such Trustee must be substituted as soon as possible in the manner hereinafter set forth. In case the Trustee herein named refuses or is unable to serve or resigns or the office of any Trustee for any reason becomes vacant, I hereby appoint my son-in-law, Wiley Truman Greer, as my successor Trustee; and, if he refuses or is unable to serve for any reason, the Chancellor of said Court may appoint a successor Trustee or Trustees, said Chancellor being vested with plenary power, in term time or vacation; and any such Trustee so substituted shall be vested with all the powers and subject to all the obligations hereunder declared, as fully and completely as if initially herein named. There may be as many substitutions as are required.

7. Receipt by the Trustees: The Trustee herein shall receive and receipt for all amounts due and to grow due or property to be in said Trustee hereunder vested if required, and receipt of the Trustee for said property shall be full acquittance of any person, including my Executor, for that so thus paid or delivered to the Trustee, or to the execution of this Trust; but said Trustee may exact, receive and recover, by legal action or otherwise, of any such persons all amounts due to said Trustee hereunder.

8. Payment to or for Beneficiary: In the discretion of said Trustee, the Trustee may determine to distribute all amounts paid hereunder to the person with lawful custody of any Beneficiary or may distribute directly to said Beneficiary; provided that said Beneficiary may, without let or hindrance, enjoy the same so paid, and the receipt of said Beneficiary shall be to said Trustee a

WITNESSES:

Evelyn Roberts Quin
EVELYN ROBERTS QUIN

Sara J. Simon
Ellen M. Simon
Nancy A. Simon

full acquittance and release; but no such payment shall be made when by making such payment my intention will not be carried out and the Trustee must then see to it that the amount so to be paid is used for maintenance, comfort and support of my said Beneficiary. As to the capacity of the said Beneficiary to properly receive or expend any payment due them under this Trust, the Trustee shall be the sole judge and the judgment of the Trustee shall be final.

9. Taxes, Fees and Expenses: All taxes, fees and expenses, including a reasonable Trustee's fee, shall be paid out of said Trust. The fee of said Trustee is to be fixed by the Trustee, with the advice and approval of my surviving daughter, if any, and of said Beneficiaries of said Trust over the age of seventeen (17) years, if any; and, if not, then such fee shall be fixed by the Chancellor of the Chancery Court of Madison County, Mississippi.

10. Right to Sue of Successor Trustee: Should the Trustee herein at any time default, or should there be a new Trustee or Trustees appointed in their stead as herein provided for, the succeeding Trustee or Trustees shall have full power and authority to sue for and recover any amount of property that may have belonged to such trust estate, and for the amount or thing, a full and complete cause of action shall be vested in such Successor Trustee or Trustees.

11. Liability of and Deposit by Trustee: The Trustee shall not be liable save for actual fraud, wherefrom he has personally profitted.

12. Reserve: The Trustee may reserve such reasonable amounts as may be requisite to discharge those obligations imposed upon said Trustee hereby.

13. Trustee's Powers to Invest and Determine: Plenary power is vested in the Trustee to make all such investments as said

WITNESSES:

Evelyn Roberts Quin
EVELYN ROBERTS QUIN

Sara J. Hixson
Ella M. Thomas
Nancy L. Edmonds

Trustee may deem proper and to change or discharge the same at the pleasure of said Trustee, having in mind income and safety for said Beneficiary. The power to own corporate stocks and interests in investment trusts and common trust funds is specifically conferred, as well as any other property deemed in the discretion of said Trustee to be appropriate and safe. The Trustee shall have the unconditional right to determine what is principal and what is income, and the determination of said Trustee in that regard shall be conclusive. Any dividend payable in the stock of any corporation, or rights to subscribe to shares of stock or other securities or obligations of a corporation which may accrue to the trust and the proceeds of any sale of such rights, shall be deemed to be principal and shall be treated as such. Likewise, all liquidating dividends shall be deemed to be principal. All other cash dividends received by the Trustee shall be income and shall be disposed of as such.

14. Spendthrift Clause: No interest of said Beneficiary under the Trust created hereunder in the principal or income of said Trust shall be subject to assignment, alienation, pledge, attachment, or claims of creditors of said Beneficiary; and the same may not otherwise be voluntarily or involuntarily alienated or encumbered by said Beneficiary.

15. Bond: Except as hereinafter provided, I hereby direct that the person named as Trustee hereunder shall serve as Trustee under this Will without bond, accounting or other formality so far as the same may be lawfully waived; said persons named as Trustee hereunder shall administer this Trust without being required to seek authority in any Court and without reporting their actions in any Court. Neither shall Wiley Truman Greer or

WITNESSES:

Evelyn Roberts Quin
EVELYN ROBERTS QUIN

Sara J. Hume
E. M. Hume
Nancy J. Edmunds

the First National Bank in Jackson, Mississippi, or the Deposit Guaranty National Bank of Jackson, Mississippi, be required to give bond or to account to any Court in the event that either of them is appointed Trustee hereunder; provided, however, that the persons named as Executrix and as Trustees hereunder, and the First National Bank in Jackson, Mississippi, and the Deposit Guaranty National Bank of Jackson, Mississippi, (in the event either of them is appointed Trustee hereunder) shall annually submit the accounting records for the Trust created by this Will to a competent Certified Public Accountant and employ him to prepare and file the Federal and State income tax returns of my estate (until my estate is closed) and said Trust; and said Accountant shall file the same and furnish my surviving daughter and any of said Beneficiaries over the age of seventeen (17) years, true copies of said returns a reasonable time before such returns are required by law to be filed.

16. Invasion of the Principal: In addition to all of the net income from the Trust, the Trustee, in the exercise of the uncontrolled and conclusive discretion of said Trustee, shall pay over to or apply for the benefit of any of my said Beneficiaries so much of the principal of this Trust as said Trustee shall deem needful for the comfortable support of said Beneficiary, including medical, surgical, hospital or other care, and education (including college education), and having in mind both the standard of living to which such Beneficiary has been accustomed during my lifetime and the income of such Beneficiary from other sources; provided, that any amounts paid in invasion of the principal shall be equalized in the final distribution, so that each Beneficiary shall share equally his predeceasing mother's share in my estate.

WITNESSES:

Evelyn Roberts Quin
EVELYN ROBERTS QUIN

Sarah A. ...

Edna M. ...

Nancy A. ...

17. Distribution: The Trust for each of my grandchildren who shall survive me shall continue until that grandchild attains the age of thirty (30) years, or until said grandchild's death, whichever is sooner. Upon such termination of said Trust in either event, any remaining corpus and undistributed income in such Trust shall be distributed to my said grandchild, or, if my said grandchild be dead, then equally among the then-living children, if any, of my said grandchild; and, if there be no surviving children of my said grandchild, then any remaining corpus and undistributed income in said deceased grandchild's trust estate shall be distributed to the trust estates of the other surviving Beneficiaries of said Trusts (being the brothers and sisters of my said deceased grandchild), share and share alike; provided, however, that if said other Beneficiaries are then thirty (30) years of age, distribution shall be made directly to them, if living, or to their children, per stripes, if they be dead. If there be no such surviving other Beneficiaries (being brothers and sisters of said deceased grandchild), then to the heirs of my said predeceasing daughter as appointed in her Last Will and Testament; and, if none are so appointed, then to my other daughter, if living; and, if not, then to the children of my other daughter, in equal shares and in trust in accordance with the terms hereof; and, if any of such children be dead, then to his or their descendants.

III

If any distribution of principal or income hereunder is to be paid to a minor or incompetent beneficiary, my Executrix and my Trustee shall not require the appointment of a guardian, but shall be authorized to pay the same over to the person having custody

WITNESSES:

Evelyn Roberts Quin
EVELYN ROBERTS QUIN

Lura J. Himmone

Edna M. Thomas

Nancy S. Edmunds

of such Beneficiary without a guardian, to pay the same to a legal guardian of such Beneficiary, if one has already been appointed, or to use same for such Beneficiary.

IV

I hereby forgive and cancel all notes and indebtedness of my said daughters to me, but the same shall be deducted from and charged against my bequests and gifts to my said daughter herein.

V

I nominate, constitute and appoint my son-in-law, Alan T. Sachtleben to be Executor of this, my Last Will and Testament. In the event of the death, resignation, inability or refusal to act of my said son-in-law, I nominate, constitute and appoint my beloved daughter, Elizabeth Quin Greer, to be alternate Executrix of this, my Last Will and Testament. I hereby vest my said Executor and my said alternate Executrix (both herein referred to as "Executrix") with all the powers and discretion with respect to my estate during the administration thereof that are given herein to the Trustee with respect to the trust property (including the power to sell real or personal property at public or private sale), to be exercised without Court order.

To the extent that such requirements may be legally waived, neither my Executor nor my alternate Executrix, nor said Trustee, shall ever be required to obtain the order or approval of any Court to exercise any power or discretion herein given. I hereby waive inventory and appraisal of my estate, accounting, and so far as I lawfully may, every other formality save only the probating of this Will.

WITNESSES:

Evelyn Roberts Quin
EVELYN ROBERTS QUIN

Sara J. Himmell

Ella M. Himmell

Nancy J. Edwards

IN WITNESS WHEREOF, I have hereunto set my hand, this
the 8th day of October, 1985

WITNESSES:

Evelyn Roberts Quin
EVELYN ROBERTS QUIN

Lara J. Vinnice

Ella M. Thomas

Nancy L. Gilman

The foregoing instrument consisting of ten pages (including this one) and signed at the bottom of each and every page by Evelyn Roberts Quin, in the presence of the undersigned, was, on the 8th day of October, 1985, signed and published by Evelyn Roberts Quin, as and for her Last Will and Testament, in the presence of us, the undersigned, who, at her request and in her presence, and in the presence of each other, have signed our names at the bottom of each and every page of said instrument and have hereunto subscribed our names as witnesses thereto, this clause having first been read by us, and we are now intending to certify that the matters herein specified took place in fact and in the order herein stated.

Lara J. Vinnice

Ella M. Thomas

Nancy L. Gilman

STATE OF MISSISSIPPI, County of Madison:

I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed for record in my office this 20th day of September, 1985, at o'clock M., and was duly recorded on the 20th day of September, 1985, Book No. 20 on Page 591 in my office.

Witness my hand and seal of office, this the 20th of September, 1985.

BILLY V. COOPER, Clerk

By: B. Flippin....., D. C.