

29-204

FILED
THIS DATE
AUG 31 1988
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

EXEMPLIFIED PROBATE PROCEEDINGS

CADDO PARISH, LOUISIANA

S U C C E S S I O N
OF
JOHN B. ATKINS, JR.

| NUMBER 252,010
| FIRST JUDICIAL DISTRICT COURT
| CADDO PARISH, LOUISIANA

EXHIBIT "A"

S U C C E S S I O N	Y	NUMBER 252,010
OF	Y	FIRST JUDICIAL DISTRICT COURT
JOHN B. ATKINS, JR.	Y	CADDO PARISH, LOUISIANA

PETITION FOR PROBATE OF WILL

The petition of MARTHA TOMLINSON ATKINS and WILLIAM J. ATKINS, both residents of Shreveport, Caddo Parish, Louisiana, of the full age of majority, with respect represents that:

1.

John Baxter Atkins, Jr. died on April 6, 1978 in Shreveport, Louisiana, and at the time of his death was domiciled at 126 Centenary Circle, Shreveport, Caddo Parish, Louisiana. An Affidavit of Death and Heirship for decedent, executed by two persons having knowledge of the facts, is annexed hereto and made a part hereof. As shown by said Affidavit, decedent was predeceased by his parents; was married but twice, first to Joan Calder Atkins (now Joan Calder Atkins Penniman) from whom he was divorced by Judgment of the First Judicial District Court, Caddo Parish, Louisiana dated January 17, 1969, and second to Martha Tomlinson Atkins with whom he lived undivorced until his death. Decedent had only the following children, all of whom survived him, to-wit:

- (a) Children of the marriage between John B. Atkins, Jr. and Joan Calder Atkins:
 - (1) Lila Lorayn Atkins, born December 9, 1955, a resident of Baton Rouge, Louisiana;
 - (2) Caroline Calder Atkins, born January 22, 1958, a resident of Baton Rouge, Louisiana;
 - (3) Gordon Edward Atkins, born July 21, 1960, a resident of Shreveport, Louisiana;
- (b) Children of the marriage between John B. Atkins, Jr. and Martha Tomlinson Atkins:
 - (4) Martha Elizabeth Atkins, born July 22, 1960. child of a prior marriage of Martha Tomlinson Atkins and adopted by John B. Atkins, Jr. by Judgment of the Juvenile Court of Caddo Parish, Louisiana dated December 16, 1976, a resident of Shreveport, Louisiana;

- (5) Deborah Tomlinson Atkins, born August 19, 1963, child of a prior marriage of Martha Tomlinson Atkins and adopted by John B. Atkins, Jr. by Judgment of the Juvenile Court of Caddo Parish, Louisiana dated December 16, 1976, a resident of Shreveport, Louisiana;
- (6) John Baxter Atkins, III, born June 9, 1973, a resident of Shreveport, Louisiana.

2.

Decedent left a Last Will and Testament attested before Stuart D. Lunn, Notary Public in and for Caddo Parish, Louisiana, and Virginia Shaw and Mary S. Hess, witnesses, on the 30th day of December, 1976, said Last Will and Testament being in accordance with the provisions of LSA-R.S. 9:2442, which said Will Petitioners annex hereto and present for probate, registry, and execution in accordance with law.

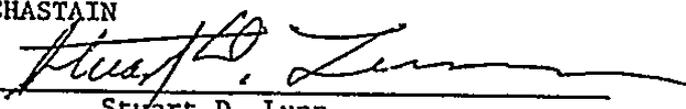
3.

Petitioner William J. Atkins has been appointed Testamentary Executor without bond, which appointment is hereby accepted by William J. Atkins.

WHEREFORE, Petitioners pray that:

- I. The Last Will and Testament of John B. Atkins, Jr., which is attached hereto and filed herewith, be admitted to probate, registered and executed;
- II. Petitioner William J. Atkins be confirmed as Testamentary Executor without bond, and that Letters Testamentary issue to him upon his taking the oath required by law;
- III. Petitioners be awarded all orders necessary and general and equitable relief.

SMITHERMAN, SMITHERMAN, LUNN, HUSSEY &
CHASTAIN

By 
Stuart D. Lunn

717 Commercial National Bank Building
Shreveport, Louisiana 71101

Attorneys for Petitioners

STATE OF LOUISIANA)
PARISH OF CADDO)

BEFORE ME, the undersigned authority, a Notary Public in and for said Parish and State, personally came and appeared WILLIAM J. ATKINS, who declared that he is one of the Petitioners in the foregoing petition and that all the allegations of fact contained therein are true and correct.

William J. Atkins
WILLIAM J. ATKINS

SWORN TO AND SUBSCRIBED before me, Notary, on this the 12 day of April, 1978.

Henry D. Turner
Notary Public
in and for Caddo Parish, Louisiana

ORDER FOR PROBATE OF WILL

Considering the foregoing petition:

LET the Last Will and Testament of John B. Atkins, Jr. be proved before me forthwith.

Shreveport, Louisiana, this 12 day of April, 1978.

Rayle K. Hamilton
J U D G E
First Judicial District Court
Caddo Parish, Louisiana

- Judgment of the Juvenile Court of Caddo Parish, Louisiana dated December 16, 1976;
- (5) Deborah Tomlinson Atkins, born August 19, 1963, child of a prior marriage of Martha Tomlinson Atkins and adopted by John B. Atkins, Jr. by Judgment of the Juvenile Court of Caddo Parish, Louisiana dated December 16, 1976;
 - (6) John Baxter Atkins, III, born June 9, 1973.

David E. Smitherman

 DAVID E. SMITHERMAN

SWORN TO AND SUBSCRIBED before me, Notary, on this the 12th day of April, 1978.

Virginia Shaw

 VIRGINIA SHAW, Notary Public
 in and for Caddo Parish, Louisiana

- Judgment of the Juvenile Court of Caddo Parish, Louisiana dated December 16, 1976;
- (5) Deborah Tomlinson Atkins, born August 19, 1963, child of a prior marriage of Martha Tomlinson Atkins and adopted by John B. Atkins, Jr. by Judgment of the Juvenile Court of Caddo Parish, Louisiana dated December 16, 1976;
 - (6) John Baxter Atkins, III, born June 9, 1973.

J. B. Pearce

J. B. PEARCE

SWORN TO AND SUBSCRIBED before me, Notary, on this the 12th day of April, 1978.

Virginia Shaw

VIRGINIA SHAW, Notary Public
in and for Caddo Parish, Louisiana

No. 12, this 12th day of April, 1978 J.K. Hamilton Juror

STATE OF LOUISIANA)
PARISH OF CADDO)

LAST WILL AND TESTAMENT

I, JOHN B. ATKINS, JR., being of sound mind and disposing memory and realizing the uncertainty of life, do hereby make and constitute this my Last Will and Testament. I hereby revoke all wills and codicils that I have made heretofore.

1.

I hereby appoint my brother, William James Atkins, as Executor of this my Last Will and Testament and of my estate with full seizin and without bond. Should he predecease me or fail to qualify or after qualifying die, resign or cease to act as Executor for any reason, then in that event I appoint Stuart D. Lunn of Shreveport, Louisiana, as Executor of this my Last Will and Testament and of my estate, with full seizin and without bond.

2.

I desire that all my just debts be paid, but nothing herein shall be deemed to require the prepayment or acceleration of the maturity of any debt owed by me at the time of my death, or arising by reason of my death.

3.

3.1 I give and bequeath unto my wife, Martha Tomlinson Atkins, the following described property:

- a. All of Lot Three (3) and the hereinafter described portion of Lot Four (4) of Centenary Circle Subdivision, a subdivision in the City of Shreveport, Caddo Parish, Louisiana, as per plat thereof recorded in Book 600 at page 623 of the Conveyance Records of Caddo Parish, Louisiana, said portion of said Lot 4 being particularly described as follows:

Beginning at the Southeast corner of said Lot 3 of said Centenary Circle Subdivision, thence

John B. Atkins, Jr.

No. 12, this 12th day of April, 1978 J.K. Hamilton Juror

Northwesterly along the Southerly boundary line of said Lot 3 174.8 feet to the Easterly boundary line of Centenary Circle; thence Southerly and Southwesterly along the Easterly boundary line of said Centenary Circle 65.53 feet; thence Southeasterly parallel to the Southerly boundary line of said Lot 3 218.47 feet to the East line of said Lot 4; thence North along the East line of said Lot 4 56.94 feet to the point of beginning,

together with all buildings and improvements situated thereon and all my interest in all furniture, fixtures, bedding, china and silverware situated therein at the date of my death;

also all my clothes and personal belongings, excluding however the portrait of my father, John B. Atkins, deceased. I recognize that certain furniture, silver and silverware and other movable properties in my said home are the separate property of my wife Martha, and I claim no interest therein.

b. Eight thousand (8,000) shares of the common stock of Kerr-McGee Oil Industries, Inc., out of the stock presently owned by me in said company.

3.2 All bequests to my said wife under Paragraph 3.1 above shall be delivered to her free of any Succession debts (even though the stock above described be pledged to secure such debt), State inheritance or estate taxes, or Federal estate taxes, and free of all administrative expenses, all of which shall be paid out of my residue estate.

3.3 I give and bequeath unto my son John B. Atkins, III the portrait of my father, John B. Atkins, deceased.

3.4 In the event the value of the bequests made to my wife, Martha Tomlinson Atkins, under this Will should be less than one-third (1/3rd) of the value of my net estate (exclusive of life insurance and after payment of Federal estate taxes), as determined by valuations used for payment of death taxes, then I will and bequeath to my said wife

Witness, 12 April 78 J.K. Hamilton Judge

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Martha an amount in cash which when added to the total of my other bequests to her will equal one-third (1/3rd) of the value of my net estate (excluding life insurance and after payment of Federal estate taxes), determined by valuations used for death taxes. My Executor may in his discretion sell assets or borrow thereon in order to discharge the bequest herein made, or any other obligation of my estate.

4.

4.1 I give and bequeath all of the rest, residue and remainder of the property belonging to me at the time of my death, of whatever nature and kind and wherever situated, hereinafter sometimes referred to as my "residue estate", in trust to Commercial National Bank in Shreveport, Shreveport, Louisiana, as Trustee, hereinafter referred to as "Corporate Trustee", and William James Atkins, as Co-Trustee, for the benefit of my beloved children, Lila Lorayn Atkins, Caroline Calder Atkins, Gordon Edward Atkins, John B. Atkins, III, Martha Elizabeth Atkins, and Deborah Tomlinson Atkins, in equal portions; that is, one-sixth (1/6th) to each of my said children in separate trusts as hereinafter set forth, each to be the sole income and principal beneficiary of his or her respective trust.

4.2 Neither the Corporate Trustee nor William James Atkins, Co-Trustee, shall be required to furnish security or bond for the faithful performance of their respective duties, and such security or bond is specifically hereby waived.

4.3 Commercial National Bank in Shreveport shall be the principal trustee of each of said trusts but shall confer with said Co-Trustee in all matters pertaining to the management of said trust properties. In the event of disagreement, however, the decision of the Committee appointed under this Will shall govern.

4.4 In those states outside of the State of Louisiana in which there is or may be situated property belonging to any of said trusts and

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in which said Corporate Trustee can not qualify as such, then in such jurisdiction the individual Co-Trustee shall act as sole Trustee and the powers hereinafter granted to the Trustees shall be exercised by him.

4.5 The Corporate Trustee, except as hereinabove provided, shall hold, manage, invest and reinvest for the benefit of each one of my children as above named, in a separate trust an undivided one-sixth (1/6th) interest in my residue estate herein bequeathed to said Trustees.

4.6 In order to leave undisturbed all inter vivos donations heretofore made by me, both in trust and free of trust, to or for the benefit of my children, Lila Lorayn Atkins, Caroline Calder Atkins, Gordon Edward Atkins, John B. Atkins, III, Martha Elizabeth Atkins, and Deborah Tomlinson Atkins, I hereby dispense each of my said children from the obligation to collate any of said donations. Further, if it be necessary, I hereby dispense each of said children from the obligation to collate any bequest made by me to them or for their benefit herein.

4.7 Should any of my children predecease me without leaving descendants who survive me, then in that event, the share of such predeceased child which he would have received in trust had he survived me shall be divided equally among and added to the Testamentary Trusts created for the benefit of such of my children as survive me.

5.

5.1 Each of the trusts created for my beloved children herein, Lila Lorayn Atkins, Caroline Calder Atkins, Gordon Edward Atkins, John B. Atkins, III, Martha Elizabeth Atkins, and Deborah Tomlinson Atkins, shall remain in effect until the later of the following dates:

- (a) the date which is twenty (20) years after the date on which I sign this Will, or
- (b) the date which is thirty-five (35) years after the date of birth of the beneficiary of the trust;

provided however, that when any beneficiary shall have reached twenty-eight (28) years of age, Trustees shall if requested by such beneficiary deliver to such beneficiary free of the trust an amount in either cash

or properties as selected by Trustees, equal to one-fourth (1/4th) (or less if specified by the beneficiary) of the liquid assets (herein defined as cash, stocks and bonds) of the trust, valued as of the date of the request. Upon termination of a trust the Trustees shall deliver to the beneficiary thereof, or to such beneficiary's heirs or legatees, free of trust, the remainder of the accumulated income and corpus of said trust.

5.2 The entire interests of each of my children as beneficiaries of the Testamentary Trusts created herein shall be considered, held and administered as "spendthrift trusts" and shall be subject to all the restraints and conditions under the laws of Louisiana providing for "spendthrift trusts".

6.

6.1 All of the powers granted to the Trustees herein, other than those considered to be routine in nature, shall be subject to the direction of a Committee as hereinafter appointed. The Committee for each of the trusts created herein shall be composed of four (4) members. I appoint as members of the Committee for the trusts for Lila Lorayn Atkins, Caroline Calder Atkins, and Gordon Edward Atkins, the following named persons:

- William James Atkins
- Joan Calder Atkins
- Jeremiah B. Pearce
- Stuart D. Lunn.

I appoint as members of the Committee for the trusts for John B. Atkins, III, Martha Elizabeth Atkins and Deborah Tomlinson Atkins, the following named persons:

- William James Atkins
- Martha Tomlinson Atkins
- Jeremiah B. Pearce
- Stuart D. Lunn.

Upon reaching the age of twenty-one (21) years, each of my children shall have the right to become a fifth member of the Committee for his trust, and shall have the right to vote only on those matters which affect the trust created for such party's benefit herein.

John B. Atkins

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6.2 As to the exercise of any discretionary power, the Committee may initiate written directions to the Corporate Trustee in the state jurisdictions in which the Corporate Trustee can act and to the Co-Trustee in those jurisdictions in which he acts alone, or may require the Trustee to obtain written Committee approval before exercising such powers. In the absence of such directions by the Committee, the Trustee may exercise discretionary powers without first securing Committee approval. Any Committee direction may be revoked in writing at any time. Neither the Trustee nor any other person shall be under a duty to question any written direction by the Committee, and Trustee shall promptly comply with any such direction.

6.3 Action of the Committee shall be evidenced by a resolution of the Committee or by written consent of its members. A majority of the Committee shall constitute a quorum for any meetings held by the Committee and the vote of the majority of the Committee or the written consent of a majority of the Committee shall be necessary and shall constitute action of the Committee. The Committee shall have the free and unlimited right to inspect the trust property and the accounts of the Corporate Trustee at all reasonable times and places.

6.4 By action of the Committee, any member of the Committee, except the beneficiary for such beneficiary's particular trust, may be removed from the Committee. In case of the removal, resignation, or death of any member of the Committee, the remaining members of the Committee, by majority vote, shall within thirty (30) days select a member to fill the place so vacated.

6.5 Any action taken by the Trustees may be ratified by the Committee and, when so ratified, shall have the same force and effect as if prior consent or approval had been given. The Committee may dispense Trustees from the necessity of securing such prior consent provided such dispensation be in writing, signed by a majority of said Committee and clearly sets forth the extent of such dispensation.

6.6 As between the Trustees of each of said trusts and any

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and all individuals, corporations or entities with which they deal, the action of the Trustees shall be binding on the trust without the necessity of such party or parties requiring resolutions, consents or other evidences of any action taken by the Committee.

6.7 (a) Upon the resignation or inability of the Corporate Trustee to continue as Trustee hereunder, a majority of the Committee for each trust shall have the right and authority to substitute a successor Corporate Trustee for such trust.

(b) Should the Co-Trustee, William James Atkins, die, resign, or for any reason be unable to continue to act as Co-Trustee hereunder, I hereby designate and appoint Martha Tomlinson Atkins as Co-Trustee with the same powers and authorities as herein granted to the said William James Atkins as Co-Trustee. Should the said Martha Tomlinson Atkins die, resign, or for any reason be unable to continue to act as Co-Trustee, then a majority of the Committee for each trust shall designate a Co-Trustee to act hereunder for such trust with the same powers and authorities as herein granted to the above named Co-Trustees, and I hereby dispense any of the above named Co-Trustees from the requirement to furnish security or bond for the faithful performance of their respective duties and such security or bond is hereby specifically waived.

6.8 The Corporate Trustee of each trust shall keep a careful and permanent record of the actions of the Committee.

6.9 The members of the Committee shall not be required to give bond or indemnity and are hereby absolved from liability or responsibility in connection with the administration of said trusts, except for malfeasance or misfeasance by any such Committee member.

7.

7.1 The following provisions shall apply to each of the trusts

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created herein and to the Trustees and each of the beneficiaries there-
under to the same extent as if each had been separately set out for the
six trusts created hereunder.

7.2 In the administration of the trusts created herein, the
Trustees shall have all of the powers which are conferred upon trustees
generally by the laws of Louisiana in effect on the date of my death,
but as between such Trustees and the Committee all actions required to
be approved by the Committee shall be binding upon said Trustees. In
addition, but without limitation upon any of the Trustees' other powers
granted by law or other provisions of this instrument, Trustees are
specifically given the power to do the following acts from time to time
in Trustees' discretion and without order or license from any Court,
subject however, to approval of the Committee if required by Article 6
above, to-wit:

7.3 To commingle the trust property of the separate trusts
created herein, with each other or with the trust property of any other
trust created prior to my death by me for the benefit of any of the
beneficiaries of the trusts created herein, allotting to each separate
trust an undivided interest in the commingled trust property, assets,
and funds, which undivided interest shall always be equal to that
trust's proportionate contribution to the commingled trust property,
assets and funds;

7.4 To accept, receive or acquire property from any source,
and to hold, use, control, administer, build upon or otherwise improve,
repair, divide or subdivide trust property, to the extent Trustees may
deem advisable. Either the Corporate Trustee or Co-Trustee shall have
the power to buy property for such trust from such Corporate Trustee or
Co-Trustee or to sell trust property to themselves or an affiliate, to
sell trust property of any of the trusts created herein to said Trustees
as trustees of any other trust, whether created herein or not, and to

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purchase for any of the trusts created herein, Trustees' own stock, their bonds, or other securities or the stock, bonds, or securities of an affiliate;

7.5 To hold and retain trust property in the form in which it may be when received, so long as Trustees may deem the same advisable, whether or not such property is productive and even if it be not a proper investment under the laws of the State of Louisiana relating to the investment of trust funds;

7.6 To continue to operate, in whole or in part, or to participate in the operation of any business interest received by Trustees for any trust, either as original trust property or otherwise, as long as Trustees may deem same advisable and to do anything that Trustees might do as absolute owners of any such business, including the right to invest additional capital, to incorporate the business, change the nature of the business, or enlarge or diminish the scope of its activities, to dissolve or liquidate it, or to participate in such incorporation, change, merger, consolidation, reorganization, dissolution or liquidation. To participate in any plan of liquidation, reorganization, consolidation, or merger involving any company or companies whose stock or other securities shall be part of the trust fund, and to deposit such stock or other securities under any plan of reorganization or with any protective committee and to delegate to such committee discretionary powers with relation thereto and to pay a proportionate part of the expenses of such committee and any assessments levied under any such plan; to accept and retain new securities received by Trustees pursuant to any such plan; to exercise all conversion, subscription, voting and other rights of whatever nature pertaining to such property; and to pay any amount or amounts of money as Trustees may deem advisable in connection therewith;

7.7 To grant options affecting trust property for such

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purposes and periods, upon such conditions, in such manner, and at such prices as Trustees may determine;

7.8 To sell, exchange, partition or otherwise dispose of trust property, at public or private sale for such purposes and upon such terms, including sales on credit, with or without security, in such manner, and at such prices as Trustees may determine;

7.9 To create servitudes or easements on trust property for such purposes and periods, upon such conditions, in such manner, and at such price as Trustees may determine;

7.10 To lease or give options to lease all or any part of the trust property for such price, and on such terms and conditions, and for such purposes as Trustees may see fit, and for terms or periods which may extend beyond the term of the trust; to enter into, amend, or extend all kinds of leases including but not limited to all kinds of predial leases, surface leases and oil, gas and mineral leases, with or without pooling provisions;

7.11 To alienate oil, gas and other minerals and interests therein, and the right to explore for them, or options for any of these, by such instruments and in such forms as Trustees may see fit, and for such terms and periods which may extend beyond the term of the trust. To invest in, to acquire and retain for so long a period as Trustees may see fit, oil, gas and mineral leases and rights in and to oil, gas and other minerals either in the form of mineral interests, royalties or other proprietary or working interests therein, whether productive when acquired or non-productive when acquired, whether or not speculative in nature, and with or without pooling provisions, to explore or to contract for mineral exploration and to drill or to contract for the drilling of wells in search of oil or gas, and to enter into pooling, unitization, repressurization, and any other type of agreement relating to the development, operation, and conservation of mineral property that, in

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Trustees' judgment, is best for the trust;

7.12 To become a partner in such partnerships as Trustees may see fit, whether as a limited or unlimited partner, on such conditions as Trustees may see fit and for periods which may extend beyond the term of the trust; to continue or substitute the trust as a partner in any partnership in which I may have been a partner or died possessed of the right to become a partner; to consent to the continuation of any partnership which might otherwise terminate because of the death of myself, or the death of any other person or partner even though the articles of partnership may not provide for the continuation thereof;

7.13 To borrow money by obligation either unsecured or secured, in such amounts, on such terms, and in such manner as Trustees may think desirable by mortgage, pawn, or pledge or otherwise, and to mortgage or pledge property held in trust for any period of time the Trustees shall think desirable, even beyond the term of the trust, and to borrow money from its own banking department, or from anyone else, for any purpose in connection with the administration of the trust;

7.14 To make loans to such persons, firms, corporations, or political subdivisions, including such business, businesses or business interests as may be received by them for the trust, for such purposes and for such periods, in such amounts and at such rates of interest, upon such terms and in such manner as Trustees may determine;

7.15 To purchase or to receive options for periods that may extend beyond the term of the trust, and when Trustees may deem it desirable to exercise them, for such price and on such terms and conditions as Trustees may see fit;

7.16 To exchange trust property for other property or to give options to exchange trust property upon such terms as Trustees may deem advisable;

7.17 To retain for so long a period as Trustees may deem proper, and to purchase or sell securities or properties, although of

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a kind or in an amount that would not ordinarily be considered suitable for a trust investment, whether or not such property is productive and notwithstanding that it may not be prescribed or authorized by any laws relating to the investment of trust funds, even to the extent of keeping all of the trust fund in one type of security, or to hold cash uninvested in the trust funds for such periods of time as Trustees may deem proper, even though the total amount of cash so held shall be disproportionate under the laws applicable to the administration and investment of trust estates and even though the period of time in which the cash so held shall be longer than otherwise would be permitted;

7.18 To make distributions or divisions of principal hereunder in property held in trust at values fairly and equitably determined by the Trustees, and when dividing or distributing any trust funds or paying trust principal to make such payment, division, or distribution wholly or partly in kind by allotting and transferring specific movable or immovable property or undivided interests therein as part of the whole or any share or payment, at current values;

7.19 To raze any buildings or other structures as the Trustees may consider expedient; to improve or develop immovable property; to erect, alter or repair any buildings or other structures and to make any other kind of improvements as Trustees may deem proper; to accept, receive, hold, use, control, administer, manage, build upon, or otherwise improve, repair, divide or subdivide all or any trust property, in the manner and to the extent Trustees may deem advisable;

7.20 To determine what shall be charged or credited to income and what to principal in any manner that fairly and equitably reflects a proper allocation between principal and income and to treat as income the whole of the interest, dividends, rent, royalties, or similar receipts from trust property, whether wasting or not, and although bought or taken at a value above par; to treat as income or principal or to

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apportion between them stock dividends, extraordinary dividends, rights to take stocks or securities and the proceeds from the sale of immovable property, although such immovable property may have been partly or wholly unproductive; to charge to income or principal or to apportion between them any expense of making and changing investments, brokers' commissions, agents' compensation, attorneys' fees, repairs or improvements, taxes, depreciation charges, and Trustees' compensation; and generally to determine all questions as between principal and income and to credit or charge to either or to apportion between them any receipt or gain and any charge, disbursement or loss as is deemed advisable in the circumstances of each case as it arises, notwithstanding any statute or rule of law for distinguishing income from principal or any determination of the Courts;

7.21 To adjust, settle, compromise, arbitrate, pay, contest, or abandon any claims or demands affecting trust property or other matters directly or indirectly affecting the trust funds;

7.22 To employ such employees, agents, and advisors as Trustees may deem necessary to assist in performing any duties of the Trustees, including but not limited to counsel or other agents or any of the above for other purposes including, by way of illustration only, to advise with regard to the making of investments, to the management of the affairs of the trust, and for any other purposes Trustees consider advisable; to determine the reasonable sums that shall be paid for such services and to make payment of the same out of trust property;

7.23 To acquire and retain for so long a period as Trustees may see fit, the shares, preferred or common, of investment companies or investment trusts, whether of the open-end or closed-end type, and without notice to anyone to participate in any common trust fund maintained by any corporate trustee at any time serving hereunder;

7.24 At any time or from time to time in Trustees' discretion,

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to insure the life of any beneficiary of any trust, or the life of any other person in whose life the beneficiary of any trust may have an insurable interest, in favor of that beneficiary. Any such insurance shall be in such amounts as the Trustees may determine, and in such forms as Trustees may deem wise by term insurance, ordinary life insurance, stated period payment insurance, endowment insurance or any other kind of life insurance. Proceeds of the policies of such insurance shall be made payable to the trust held for such beneficiary so far as the insurance on that beneficiary's life or so far as insurance taken in favor of that beneficiary on the life of a third person payable to that beneficiary are concerned. Trustees may apply any or all dividends on such policies of insurance to payment of the premiums thereon. At any time and from time to time, Trustees may surrender any of such policies and obtain the cash surrender value, or may borrow against such value, or may exercise any other right of a limited owner of the policy thereunder. The proceeds of each of such policies, whether collected before or after the death of the named insured, shall be added to the principal due the beneficiary who is the named insured or in whose favor the policy has been obtained;

7.25 To lend money from any trust to its beneficiary on a secured or unsecured basis, for any purpose Trustees may deem advisable;

7.26 To keep all or any part of the trust property at any places in Louisiana or elsewhere within the United States or abroad with such depositories or custodians at such places as Trustees shall deem necessary or advisable;

7.27 To give such powers of attorney, general or special, with or without power of substitution, in connection with the exercise of Trustees' other powers as Trustees may deem advisable;

7.28 Should the Trustees be required to act under the laws of any other state, the powers, duties, and responsibilities of trustees

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as stated under the Louisiana Trust Code, as the same may be amended from time to time, and as supplemented and modified herein, are to be the specific powers, duties and responsibilities of Trustees in the foreign state insofar as they do not directly conflict with the laws of that state or are not prohibited by the laws of that state, and Trustees shall further have the use of and enjoy all such other and further powers, duties and responsibilities as may be provided or permitted by the laws of such state;

7.29 The powers granted by this instrument to the Trustees shall apply both to property originally in the trust and to property later acquired in trust and all property of every description.

8.

The Trustees shall distribute the income from such portion of each of the trusts as may compose the legitime of the beneficiary of that trust. Such payments shall be made quarterly or semiannually as determined by the Trustees to the beneficiary of such trust or such beneficiary's legal representative. In addition, the Trustees may make such other distributions to each beneficiary of the beneficiary's share of the income of the trust as the Trustees may deem necessary, and upon the request of the Committee, such distributions shall be made. The Trustees, with the consent of the Committee, shall pay over to the beneficiary of the particular trust, or such beneficiary's legal representative, such portion or portions of the principal of such beneficiary's trust as may be authorized by the Committee to meet the needs of such beneficiary as may be determined by said Committee. The Trustees shall not be liable to see to the application of the funds or property so paid.

9.

I hereby appoint Stuart D. Lunn as attorney for the Executor and for my estate and as attorney for the Trustees for each of the trusts created herein.

Stuart D. Lunn

12 April 78 J K Hamilton

12 - April 78 D K Hamilton

10.

10.1 I hereby constitute and appoint my beloved wife, Martha Tomlinson Atkins, as Tutrix for my minor children.

10.2 Should the said Martha Tomlinson Atkins predecease me or be unwilling or unable to accept said appointment as Tutrix, I hereby appoint Marjorie J. Tomlinson, who is my wife's mother, as Tutrix for said minor children.

10.3 Should both Martha Tomlinson Atkins and Marjorie J. Tomlinson predecease me or be unwilling or unable to qualify as tutrix for my minor children, then I appoint Prentis B. Tomlinson, Jr., of Houston, Texas, who is the brother of my wife Martha, as Tutor for my minor children, provided that if said Prentis B. Tomlinson, Jr. also be unable to serve as tutor then I appoint William J. Atkins as Tutor for my said minors. It is my intention and will that my minor child John B. Atkins, III not be separated during his minority from his sisters Martha Elizabeth Atkins and Deborah Tomlinson Atkins, and that the same person be appointed tutor for all of them. I direct my Executor to oppose any application for custody or tutorship of any minor child which is contrary to my wishes as herein stated.

10.4 When my daughter Martha Elizabeth Atkins shall have reached the age of eighteen years, I appoint her to serve as Co-Tutrix with any Tutor or Tutrix for my minor children appointed under the provisions of Paragraphs 10.2 and 10.3 herein.

SIGNED on each page and as hereinafter shown, by John B. Atkins, Jr., Testator above named, and declared by said Testator to be his Last Will and Testament, all in the presence of the undersigned Notary Public and two witnesses, and said Testator and said Notary Public and two

12 April 78 D K Hamilton

12 April 78 D.K. Hamilton

witnesses, at his request, each in the presence of the others, have hereunto subscribed their names on this 30th day of December, 1976, in the Parish of Caddo, State of Louisiana, within and for which the undersigned Notary Public is duly commissioned, qualified and sworn.

WITNESSES:

Virginia Shaw
Virginia Shaw

John B. Atkins, Jr.
JOHN B. ATKINS, JR.

Mary S. Hess
Mary S. Hess

Stuart D. Lunn
Stuart D. Lunn Notary Public
in and for Caddo Parish, Louisiana

12 April 78 D.K. Hamilton

INDEXED FILED April 12 1978
W. Y. Lupton
DEPUTY CLERK
A TRUE COPY
Diane O'Leary
DEPUTY CLERK

S U C C E S S I O N	I	NUMBER 252,010
OF	I	FIRST JUDICIAL DISTRICT COURT
JOHN B. ATKINS, JR.	I	CADDO PARISH, LOUISIANA

STATE OF LOUISIANA)
)
 PARISH OF CADDO)

AFFIDAVIT FOR PROOF OF WILL

BEFORE ME, the undersigned authority, a Notary Public duly commissioned and qualified in and for Caddo Parish, Louisiana, personally came and appeared STUART D. LUNN and MARY S. HESS, who being duly sworn did depose and say that they are, respectively, the Notary and one of the subscribing witnesses before whom the Last Will and Testament, in statutory form in accordance with LSA-R.S. 9:2442, of John B. Atkins, Jr., dated the 30th day of December, 1976, was attested; that they have examined the original Will which consists of an instrument in writing, written by a typewriter on seventeen sheets of legal bond paper, beginning with the words "I, John B. Atkins, Jr., being of sound mind and disposing memory and realizing the uncertainty of life, do hereby make and constitute . . .", and ending with the words " . . . each in the presence of the others, have hereunto subscribed their names on this 30th day of December, 1976, in the Parish of Caddo, State of Louisiana, within and for which the undersigned Notary Public is duly commissioned, qualified and sworn."

Affiants further declare under oath that they recognize the above described instrument as the identical instrument signed by John B. Atkins, Jr., Testator, in the presence of affiants on each page thereof, and that the said Testator declared to affiants that said document was his Last Will and Testament and that he requested them to attest thereto.

Affiants further declare that they, as the Notary and one of the subscribing witnesses, together with the other subscribing witness and the Testator, signed at the end of said Will, all in each others' presence, and

that they recognize the signature of the Testator as affixed by him at the bottom of each page of the said Will and at the end thereof, and also their own signatures and the signatures of each other and of the other subscribing witness affixed at the end of the said Will.

Affiants further declare that this affidavit is given in lieu of oral testimony and for the purpose of proving the Last Will and Testament of John B. Atkins, Jr., deceased, said proof being given in accordance with Article 2887 of the Louisiana Code of Civil Procedure.

SWORN TO AND SUBSCRIBED before me in the presence of the undersigned competent witnesses, in Shreveport, Caddo Parish, Louisiana, on this the 12th day of April, 1978.

WITNESSES:

Patty Cox
Patty Cox

Stuart D. Lunn
STUART D. LUNN

Susan D. Guice
Susan D. Guice

Mary S. Hess
MARY S. HESS

Virginia Shaw
VIRGINIA-SHAW, Notary Public
in and for Caddo Parish, Louisiana

S U C C E S S I O N	I	NUMBER 252,010
OF	I	FIRST JUDICIAL DISTRICT COURT
JOHN B. ATKINS, JR.	I	CADDO PARISH, LOUISIANA

ORDER PROBATING WILL

Upon application of Martha Tomlinson Atkins and William J. Atkins for probate of an instrument in writing, written by a typewriter on seventeen sheets of legal length bond paper, beginning with the words "I, John B. Atkins, Jr., being of sound mind and disposing memory and realizing the uncertainty of life, do hereby make and constitute . . .", and ending with the words ". . . each in the presence of the others, have hereunto subscribed our names on this 30th day of December, 1976, in the Parish of Caddo, State of Louisiana, within and for which the undersigned Notary Public is duly commissioned, qualified and sworn.", said instrument purporting to be the Last Will and Testament of John B. Atkins, Jr., deceased, and upon presentation to me, Judge of the First Judicial District Court in and for Caddo Parish, Louisiana, of an affidavit prepared in accordance with the provisions of Article 2887, Louisiana Code of Civil Procedure, signed by the Notary and one of the witnesses before whom the aforementioned Last Will and Testament was attested, said affidavit attesting that all formalities and requirements set forth in LSA-R.S. Title 9, Section 2442 were complied with in the execution of the aforementioned Last Will and Testament, which said affidavit is annexed hereto and made a part hereof by reference as if set forth at length herein,

And it appearing to me, Judge, that this application for probate is uncontested and that, in accordance with Article 2887, Louisiana Code of Civil Procedure, no further proof is required,

WHEREFORE, I do hereby declare the said Last Will and Testament of John B. Atkins, Jr. dated December 30, 1976 and attested before Stuart D. Lunn, Notary Public, and two witnesses thereto, to be duly proved in

accordance with law, and having signed the said Will "Ne Varietur" at the beginning and end of each page of said Will, do now order said Will to be filed and recorded in the office of the Clerk of Court for Caddo Parish, Louisiana, and I order it executed according to law, and that William J. Atkins be and he is hereby appointed Testamentary Executor of said Last Will and Testament and of decedent's estate without bond in accordance with law and, upon his taking the oath required by law, let Letters Testamentary issue to him as such.

THUS DONE AND SIGNED in Chambers, at Shreveport, Louisiana, this 12 day of April, 1978.

s/ Gayle K. Hamilton
J U D G E
First Judicial District Court
Caddo Parish, Louisiana

OATH

SUCCESSION OF _____

NO 252,010 _____

JOHN B. ATKINS, JR. _____

FIRST JUDICIAL DISTRICT COURT
STATE OF LOUISIANA — PARISH OF CADDO

STATE OF LOUISIANA — PARISH OF CADDO

I, WILLIAM J. ATKINS, _____

do solemnly swear that I will faithfully and impartially discharge and perform all the duties, obligations, and trusts incumbent upon me by law as Testamentary Executor _____

of the Succession of John B. Atkins, Jr. _____

to the best of my ability and understanding, so help me GOD.

William J. Atkins

WILLIAM J. ATKINS

Sworn to and subscribed before me this 12 day of April 1978.

[Signature]

NOTARY PUBLIC
in and for Caddo Parish, Louisiana

FILED LETTERS

SUCCESSION OF
JOHN B. ATKINS, JR.

NO. 252,010

FIRST JUDICIAL DISTRICT COURT
STATE OF LOUISIANA-PARISH OF CADDO

STATE OF LOUISIANA-PARISH OF CADDO

WHEREAS WILLIAM J. ATKINS

has this day been appointed TESTAMENTARY EXECUTOR OF THE SUCCESSION OF

JOHN B. ATKINS, JR.

and having given bond and taken the oath as prescribed by law.

NOW, THEREFORE HE is hereby authorized and fully empowered to discharge and perform all and singular the duties appertaining to said appointment according to law.

IN TESTIMONY WHEREOF, I have hereunto signed my name and affixed my seal of office on this the 12th day of April 19 78

[Signature]

DEPUTY CLERK

A TRUE COPY

DEPUTY CLERK

I hereby certify that there has been no petition filed for, nor order entered for, the discharge of the above named testamentary executor Given under my hand and the seal of this Office this the 3rd of June 19 88

Deputy Clerk

ATTEST

A TRUE COPY

On 23rd Day of June 1988

DEPUTY CLERK

SUCCESSION OF
.....JOHN R. ATKINS, JR.
STATE OF LOUISIANA,
Parish of Caddo

NO 252,010
FIRST JUDICIAL DISTRICT COURT
OF LOUISIANA, IN AND FOR
THE PARISH OF CADDO

I, Curtis A. Warren, Recorder of Caddo Parish, Louisiana, and Clerk of the First Judicial District Court of the State of Louisiana, in and for the Parish of Caddo, do hereby certify and attest the foregoing to be a full and correct copy of the original

PETITION FOR PROBATE OF WILL, AFFIDAVIT, ORDER, AFFIDAVIT OF DEATH AND HEIRSHIP,
AFFIDAVIT OF DEATH AND HEIRSHIP, WILL, AFFIDAVIT, ORDER, OATH, LETTERS,
FILED APRIL 12, 1978 by W G LOFTON, DEPUTY CLERK

on file or of record in my office, and that I have carefully compared the same with the original

In Witness Whereof, I have hereunto set my hand and annexed the Seal of the First Judicial District Court of the State of Louisiana, Parish of Caddo, this 3RD day of JUNE 19 88

Curtis A. Warren
Recorder of Caddo Parish, Louisiana and Clerk of the First Judicial District Court of the State of Louisiana, Parish of Caddo

STATE OF LOUISIANA,
Parish of Caddo

I, GAYLE K HAMILTON Judge of the First Judicial District Court of the State of Louisiana, Parish of Caddo, do hereby certify that Curtis A Warren, is Recorder of Caddo Parish, Louisiana, and Clerk of the First Judicial District Court of the State of Louisiana, Parish of Caddo (which Court is a court of record, having a seal), that the signature to the foregoing certificate and attestation is the genuine signature of the said Curtis A Warren, as such officer; that the seal annexed thereto is the seal of said First Judicial District Court of the State of Louisiana, Parish of Caddo, that said Curtis A Warren, as such Clerk and recorder is the legal custodian of the original records or documents described and referred to in the foregoing certificate; is the proper officer to execute the said certificate and attestation, and such attestation is in due form according to the laws of the State of Louisiana

In Witness Whereof, I have hereunto set my hand in my official character as Judge, at the City of Shreveport, Parish of Caddo, State of Louisiana This 3RD day of JUNE 1988

Gayle K Hamilton
Judge of the First Judicial District Court of the State of Louisiana Parish of Caddo

STATE OF LOUISIANA,
Parish of Caddo

I, Curtis A Warren, Recorder of Caddo Parish, State of Louisiana, and Clerk of the First Judicial District Court of the State of Louisiana, Parish of Caddo (which court is a court of record, having a seal which is annexed hereto, do hereby certify that GAYLE K HAMILTON whose name is subscribed to the foregoing certificate of due attestation was, at the time of signing the same, Judge of the First Judicial District Court of the State of Louisiana, Parish of Caddo, and was duly commissioned, qualified and authorized by law to execute said certificate And I do further certify that the signature of the Judge above named to the said certificate of due attestation is genuine

In Witness Whereof, I have hereunto set my hand and annexed the Seal of the First Judicial District Court of the State of Louisiana, Parish of Caddo, this 3RD day of JUNE 19 88

Curtis A. Warren
Recorder of Caddo Parish Louisiana and Clerk of the First Judicial District Court of the State of Louisiana, Parish of Caddo



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 31st day of August, 1988, at _____ o'clock _____ M, and was duly recorded on the August 31, 1988, Book No 22, Page 196.

BILLY V. COOPER, CHANCERY CLERK BY: *B. Cooper* D C

29-209
FILED
THIS DATE
SEP 2 1988
BILLY V. COOPER
CHANCERY CLERK
BY *B. Edgar*

LAST WILL AND TESTAMENT OF GENEVA HONEYSUCKER

I, Geneva Honeysucker, a resident of Madison County, Mississippi, being 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 do hereby revoke all other wills and/or codicils heretofore made by me.

ITEM 1. I hereby devise and bequeath all of my property whatever, real, personal and mixed, and wherever situated to my four children, namely, John Honeysucker, Bernice H. Mims, Willie Honeysucker and Aaron Honeysucker, each to share and share alike.

ITEM 2. I hereby appoint my said son, Aaron Honeysucker, executor of my estate, without bond, waiving all requirements whatever of bond from him as such executor. I hereby waive an inventory and an appraisalment of my estate as required by statute, and relieve my said executor of all duty to account to the courts for his acts 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.

SIGNED, PUBLISHED AND DECLARED as this My Last Will and Testament, this the 1st. day of August, 1972.

Geneva Honeysucker

GENEVA HONEYSUCKER

WITNESSES:

Josephine Hood
Bernice Lee Kelly

We,, the undersigned witnesses to the Will of Geneva Honeysucker, do hereby certify that the said Geneva Honeysucker on the day she executed the foregoing will was over the age of twenty-one years and of sound and disposing mind: 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 an attestation thereof.

WITNESS OUR SIGNATURES, this the 1st day of August, 1972.

Josephine Hood
Bernice Lee Kelly



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 2nd day of September, 1988, at _____ o'clock _____ M., and was duly recorded on the September 2, 1988, Book No. 22, Page 228.

BILLY V. COOPER, CHANCERY CLERK BY *B. Edgar* D.C.

BOOK 22 PAGE 229
PROOF OF WILL

29-209
FILED
THIS DATE
SEP 2 1988
BILLY V. COOPER
CHANCERY CLERK
BY *B. Edgar*

STATE OF MISSISSIPPI
COUNTY OF Madison

In the Matter of a Certain Instrument of Writing Purporting to be the Last Will and Testament of Geneva Boyd Honeysucker, deceased, late of Madison County, Mississippi.

Personally appeared before me, a Notary Public in and for said county and state, the undersigned Rosie Lee Kelly, 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 Geneva Boyd Honeysucker, and affiant states that the said Geneva Boyd Honeysucker, signed, published, and declared said instrument as her Last Will and Testament on the 1st day of August, 1972, the day of the date of said instrument, in the presence of this deponent and in the presence of Josephine Hood, 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 Josephine Hood, 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.

Rosie Lee Kelly
Rosie Lee Kelly

SWORN to and subscribed before me, this 19th day of August, 1988.

Maria H. Daniel
Notary Public

(SEAL)
My Commission expires:
January 31, 1989



STATE OF MISSISSIPPI, County of Madison.

I certify that the within instrument was filed for record in my office this 2nd day of September, 1988, at o'clock M., and was duly recorded on the September 2, 1988, Book No 22, Page 229.

BILLY V. COOPER, CHANCERY CLERK BY: *B. Edgar* D.C.

09-245

FILED
THIS DATE
SEP 23 1988
BILLY V. COOPER
CHANCERY CLERK

BOOK 22 PAGE 230

LAST WILL AND TESTAMENT OF VELMA MAE SMITH

I, Velma Mae Smith, a widow, and resident of Canton, Mississippi, being over the age of eighteen years and of sound 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 hereby devise and bequeath all of my property of every kind and description and wheresoever located to my son, Herlin G. Smith.

ITEM 2. Should my son, Herlin G. Smith predecease me, I give all of my property of every kind and description to my other children, to-wit: Dale Keith Smith, Norman Hugh Smith and Berdine Smith Green, each to share alike.

ITEM 3. I hereby waive all requirements whatever of bond from my executor. I name, constitute and appoint my son, Herlin G. Smith, executor of my estate and further waive an inventory and an appraisal of my estate as required by statute and relieve my said executor of all duty to account to the courts for his acts 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.

SIGNED, PUBLISHED AND DECLARED BY me to be MY LAST WILL AND TESTAMENT THIS 7TH day of March, 1984.

Velma Mae Smith
VELMA MAE SMITH

Josephine Hood (WITNESS)

Nettie Siemking (WITNESS)

ATTESTATION CLAUSE

We, the undersigned witnesses to the Will of Velma Mae Smith, do hereby certify that the said Velma Mae Smith on the 3 day she executed the foregoing Will was over the age of eighteen years and of sound and disposing mind; 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 7TH day of March, 1984.

Josephine Hood (WITNESS)

Nettie Siemking (WITNESS)



STATE OF MISSISSIPPI, County of Madison:
I certify that the within instrument was filed for record in my office this 23rd day of September, 1988, at o'clock M and was duly recorded on the September 23, 1988, Book No. 22, Page 230
BILLY V. COOPER, CHANCERY CLERK BY: B. Edger DC

BOOK 22 PAGE 231

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI SEP 23 1988

IN THE MATTER OF THE ESTATE OF
VELMA MAE SMITH, DECEASED

FILED
THIS DATE
SEP 23 1988
BILLY V. COOPER
CHANCERY CLERK
BY *B. Edgar*

CIVIL ACTION FILE NO. 29-245

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me the undersigned authority in and for said county and state, NETTIE SIEVERING, 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 Velma Mae Smith, who, being duly sworn, deposed and said that the said Velma Mae Smith signed, published and declared said instrument as her Last Will and Testament on the 7th day of March, 1984, the day of the date of said instrument, in the presence of this deponent, and in the presence of Josephine Hood, 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 her usual place of abode in Madison County, Mississippi, and this deponent and Josephine Hood 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.

Nettie Sievering
NETTIE SIEVERING

SWORN TO AND SUBSCRIBED BEFORE ME this 6 day of July, 1988.

Landra N. Edwards
Notary Public

My Commission Expires:

7-31-90



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 23rd day of September, 1988, at — o'clock — M., and was duly recorded on the September 23, 1988, Book No. 22, Page 231.

BILLY V. COOPER, CHANCERY CLERK BY: *B. Edgar* D.C.

Certificates for Exemption

FILED

THIS DATE

SEP 23 1988

THE STATE OF TEXAS §
COUNTY OF PANOLA §

BOOK 22 PAGE 232

BILLY V. COOPER
CHANCERY CLERK

BY

#29-251

I, Joyce Burgess, clerk of the County court of Panola County, State of Texas, the same being a court of record, and the lawful possessor and custodian of the papers and records of said court, do hereby certify and attest that the attached and foregoing Probate Proceedings, Cause No. 7566, Estate of Johnnie Mae Orr, Deceased, County Court of Panola County, Texas, Probate Docket, are true, full and complete copies of the proceedings in the therein entitled cause, as the same are and remain, on file and of record in my office.

In witness whereof, I have hereto set my hand and affixed the seal of said court, at my office, in the city of Carthage, in the county of Panola, and state of Texas, this 9th day of September, 19 88.

Joyce Burgess

(Seal)

Clerk of the County Court
of Panola County, Texas.

JUDGE'S CERTIFICATE

THE STATE OF TEXAS §
COUNTY OF PANOLA §

I, Crawford Parker, judge of the County court of Panola County, State of Texas, and the presiding judge of said court, the same being a court of record having a clerk and seal, do hereby certify that Joyce Burgess, whose signature is appended to the above and foregoing certificate and attestation, is, and was at the time of signing the same, clerk of said court, and legally intrusted with the possession and custody of the records and files thereof, that his signature thereto appended is genuine, and that said certificate and attestation are in due form.

Witness my hand at Carthage, Texas, this 9th day of September, 19 88.

Crawford Parker
Judge

CLERK'S CERTIFICATE

THE STATE OF TEXAS §
COUNTY OF PANOLA §

I, Joyce Burgess, clerk of the County court of Panola County, State of Texas, do hereby certify that the honorable Crawford Parker, who has signed the foregoing certificate, is the duly elected, qualified, and commissioned presiding judge of said court and that the signature of said judge to said certificate is genuine.

In witness whereof, I have hereto set my hand and affixed the seal of my office, at my office, in the City of Carthage, in the County of Panola, and State of Texas, this 9th day of September, 19 88.

Joyce Burgess

Clerk of the County Court
of Panola County, Texas.

EXHIBIT
"A"

BOOK 22 PAGE 233
LAST WILL AND TESTAMENT
OF
JOHNNIE MAE ORR

STATE OF TEXAS)
 :
COUNTY OF PANOLA)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, JOHNNIE MAE ORR, whose permanent residence is presently 325 East Cotton Street, Carthage, Texas, 75633, in Panola County, Texas, being of sound mind and memory, and above the age of eighteen (18) years, do hereby make and publish this my Last Will and Testament, revoking all former wills by me heretofore made.

I.

I was born Johnnie Mae Carswell. In some documents I am designated as Johnnie Mae Carswell Orr. I was married once and only once to B. B. Orr. That marriage was terminated by divorce in the District Court of Upshur County, Texas. As the result of my one and only marriage four (4) children were born to me, to-wit:

- A. My oldest child is my son, LOUIE B. ORR, now of Lake City, Florida. He is now married to his one and only wife, FRANCYS AMELIA PETTEY ORR, who generally goes by the name of FRANCYS ORR. As the result of their marriage they have two children, namely (1) LINDLEY NEAL ORR, a single man without children by birth or adoption, and (2) BILLY JOE ORR, now married to CARROL GROUNDS ORR, with two children of their marriage, namely (a) BRIAN PATRICK ORR, my great grandson, now 15 years of age, and (b) JENNIFER CHRISTINE ORR, my great granddaughter, now 11 years of age.
- B. My second son, EARL O'NEAL ORR, is now deceased. He was married to MARGUERITE WALKER ORR but was divorced from her prior to his death and never remarried. As the result of their marriage they had two children, both of whom are now adults, but whose address and present marital status I do not know, namely (1) MARY ANN ORR, my granddaughter, and (2) CHARLOTTE ORR, my granddaughter. Neither of them have kept contact with me since the death of their father.
- C. My daughter, MARIAN JUANITA ORR JENNINGS, generally referred to as Juanita Jennings, now the wife of R. A. (Pete) Jennings, presently residing at Lake Cherokee, Henderson, Texas, with two children of her prior marriages, namely (1) DAVID GARY JOPLING, now of Palm Beach Gardens, Florida, now married to MINERVA BRAVO JOPLING, with no children at the present time, and (2) JOHN MARK JOPLING, now of Wexford, Pennsylvania, now married to PEGGY SOLOMON JOPLING, with one child now born of their marriage, namely JACOB GORDIN JOPLING, now 3 years of age.

Johnnie Mae Orr

- D. My youngest child is my son, HAROLD D. ORR, whose address is changing from Mandeville, Louisiana, to Jakarta, Indonesia, now married to VIRGINIA PRATT ORR, with two children of their marriage; namely (1) JOHN BLAKE ORR, now 13 years of age, and (2) JORDAN MATTHEW ORR, now 5 years of age, my grandsons.

II.

I will and direct that at my death I be given a Christian-like burial suitable to my circumstances and station in life. I direct that all my legally enforceable debts, including funeral expenses and expenses of my last illness, costs of administration, estate, inheritance and succession taxes, if any, be paid by my Co-Independent Executors or the successors of them as soon as found convenient and without the unnecessary sacrifice of any of the properties of my estate. As long as two of them are able to act they shall act jointly as hereafter provided.

III.

After the payment of all funeral expenses, expenses of my last illness, legally enforceable debts, costs of administration, estate, inheritance and succession taxes, if any, I direct that out of the remaining cash, bank accounts, checking accounts, savings accounts, certificates of deposit, money market funds, similar intangibles and contract rights usually thought of in the sense of being cash items, that might remain, there be distributed one-fourth (1/4th) of the net that remains but not to exceed a total of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) to MARY ANN ORR and CHARLOTTE ORR whatever their names might be at that time if they be married, but upon condition that they respectively survive me to the end that if either of them be deceased, then the survivor of them shall share in only one-half (1/2) of what both of them would have shared by reason of this bequest; and the legacy of the deceased granddaughter shall lapse. If both of them fail to survive me, both legacies shall lapse and their respective estates shall not share in this bequest.

Accrued royalties and working interest proceeds from sales of oil and gas owed to me at the time of my death but which have not

Johnnie Mae Orr

been received by me shall not be considered as a cash item or similar intangible; and my said granddaughters shall not share therein, for I want any such accruals from the sales of oil and gas to go along with the properties I am hereafter leaving to other members of my family. The limited gift above made to my granddaughters, MARY ANN ORR and CHARLOTTE ORR, is made in loving memory of their father, my deceased son, EARL O'NEAL ORR.

IV.

To my son, LOUIE B. ORR, of Lake City, Florida, I give, devise and bequeath one-third (1/3rd) of the balance, residue and remainder of my estate; but should he predecease me, his share and interest shall pass to and vest in his wife, FRANCYS AMELIA PETTEY ORR. In the event both of them predecease me, this share of my estate shall pass to and vest, share and share alike, in their children, LINDLEY NEAL ORR and BILLY JOE ORR.

If LINDLEY NEAL ORR be deceased at my death or at the time of distribution, any share that he would otherwise have taken in my estate shall go to his brother, BILLY JOE ORR, if BILLY JOE ORR be alive, or to the children of BILLY JOE ORR in the event BILLY JOE ORR be deceased at either time.

If BILLY JOE ORR be deceased at my death or at the time of distribution, then such interest as he would have taken shall go, share and share alike, to his own two children, BRIAN PATRICK ORR and JENNIFER CHRISTINE ORR, or the survivor of them if only one be alive.

I provide further, that if all the beneficiaries and contingent beneficiaries named in this Section IV of my Will be deceased at the time of distribution, this portion of the residue and remainder of my estate shall pass to the others who share in the balance, residue and remainder of my estate under Sections V and VI of this Will under the various contingencies provided for herein.

V.

To my daughter, MARIAN JUANITA ORR JENNINGS, I give, devise and bequeath one-third (1/3rd) of the balance, residue and remainder

Johnnie Mae Orr

of my estate; but should she predecease me, this share and interest shall pass to and vest in her two sons, (1) DAVID GARY JOPLING, and (2) JOHN MARK JOPLING, to be shared by them equally.

If DAVID GARY JOPLING be deceased at my death or at the time of distribution of my estate, leaving MINERVA BRAVO JOPLING as his wife, but with no surviving child or children either by birth or adoption, any share that he would otherwise have taken from my estate shall go to and vest in his wife, MINERVA BRAVO JOPLING.

If DAVID GARY JOPLING be deceased at my death or at the time of distribution of any interest that otherwise he would have taken in my estate leaving MINERVA BRAVO JOPLING as his wife but with living child or children from him by birth or adoption, any share that he would otherwise have taken had he been alive shall go one-half (1/2) to MINERVA BRAVO JOPLING and one-half (1/2) per stirpes to his surviving child or children by birth or adoption.

If both DAVID GARY JOPLING and his wife, MINERVA BRAVO JOPLING, be deceased at my death or at the time of distribution of any interest that otherwise would have been taken by them in my estate, but leave living children from him by birth or adoption, the share they would otherwise have taken shall go to and vest per stirpes to his living child or children by birth or adoption.

If both DAVID GARY JOPLING and his wife, MINERVA BRAVO JOPLING, be deceased at my death or at the time of distribution of my estate and leave NO child or children by birth or adoption, any such interest that they would have taken shall pass to his brother, JOHN MARK JOPLING, or if he be deceased to the members of his family as hereafter provided.

If JOHN MARK JOPLING be deceased at my death or at the time of distribution, any share of my estate that would have otherwise gone to him shall go one-half (1/2) to his wife, PEGGY SOLOMON JOPLING, if living, and one-half (1/2) per stirpes to his living child or children by birth or adoption.

In the event both JOHN MARK JOPLING and PEGGY SOLOMON JOPLING be deceased at my death, or at the time of distribution, and leave children from him by birth or adoption, all such interest in my estate as they would have otherwise taken under the contingent provisions of this Will from me shall go per stirpes to the living child or children by birth or adoption of JOHN MARK JOPLING.

If both JOHN MARK JOPLING and his wife, PEGGY SOLOMON JOPLING, be deceased at my death, or at the time of distribution of my estate and leave no living child or children by birth or adoption, any such interest shall pass to and vest in his brother, DAVID GARY JOPLING, or if he be deceased, to the members of his family as hereinabove provided.

I further provide that if all of the beneficiaries and contingent beneficiaries named in this Section V of my Will be deceased at the time of distribution, this portion of the residue and remainder of my estate shall pass to the others who share in the balance, residue and remainder of my estate under Sections IV and VI of this Will under the various contingencies provided for herein.

VI.

To my son, HAROLD D. ORR, I give, devise and bequeath one-third (1/3rd) of the balance, residue and remainder of my estate; but should he predecease me, his share and interest shall pass to and vest in his wife, VIRGINIA PRATT ORR.

In the event both of them be deceased at the time of my death, this share of my estate shall pass to and vest, share and share alike, in their two sons, JOHN BLAKE ORR and JORDAN MATTHEW ORR, to be shared by them equally; and further provided that if either of

Johnnie Mae Orr
 Page #5 of the Will of Johnnie Mae Orr

these two grandsons be deceased at the time of my death, his interest, if any, shall pass to the survivor of these grandsons.

I further provide that if all the beneficiaries and contingent beneficiaries named in this Section VI of my Will be deceased at the time of distribution, this portion of the residue and remainder of my estate shall pass to the others who share in the balance, residue and remainder of my estate under Sections IV and V of this Will under the various contingencies provided for herein.

VII.

A. If any contingent beneficiary of this Will be under disability of minority at the time the beneficiary would become entitled to distribution from my estate, then until such beneficiary become 21 years of age, his, her or their share of my estate shall be held in trust by trustees, substitutes and successors herein named for them, with both corpus and income to be used for their reasonable health, education, maintenance and support until that age be reached; however, in the case of my great grandson, JACOB GORDIN JOPLING, any trust that might come into existence shall continue until he become 26 years of age in accordance with wishes expressed by his father.

B. In the case of BRIAN PATRICK ORR and JENNIFER CHRISTINE ORR, if they be minors, their mother, CAROLL GROUNDS ORR, is designated to serve as trustee.

C. In the case of any living children of DAVID GARY JOPLING who might be minors, their mother, MINERVA BRAVO JOPLING, is designated to serve as trustee.

In the event of the death or failure for any reason of MINERVA BRAVO JOPLING to serve as trustee, I designate JOHN MARK JOPLING to serve as trustee for these children of DAVID GARY JOPLING, if any.

D. In the case of JACOB GORDIN JOPLING, or any other minor children of JOHN MARK JOPLING, their mother, PEGGY SOLOMON JOPLING,

Johnnie Mae Orr

is designated to serve as trustee.

In the event of the death or failure for any reason of PEGGY SOLOMON JOPLING to serve as trustee, then I designate her brother, ROBERT CHARLES SOLOMON, to serve as trustee for all children of JOHN MARK JOPLING and PEGGY SOLOMON JOPLING.

E. In the case of either or both JOHN BLAKE ORR and JORDON MATTHEW ORR, I designate JANICE PRATT BABER, sister of their mother, VIRGINIA PRATT ORR, to serve as trustee.

In the event of the death or failure for any reason of JANICE PRATT BABER to serve as trustee, then I designate first my grandson, BILLY JOE ORR, and next my grandson, DAVID GARY JOPLING, to serve as substitute or successor trustee for either or both of the children of HAROLD D. ORR if they be minors.

F. Every person designated herein to serve as a trustee, substitute or successor trustee for various possible contingent beneficiaries of this will shall (1) with respect to personal property coming from me to them, have all powers granted to trustees in the State of Texas by virtue of the Texas Trust Code and all amendments, and (2) with respect to real property coming from me have all powers granted by the trust laws, codes and amendments of the respective states wherein real property might be located.

G. No bond shall be required of anyone designated herein to serve as a trustee, substitute or successor trustee.

H. Anything in this Will to the contrary notwithstanding, no trust created hereunder shall continue beyond twenty-one (21) years after the death of the last to die of those beneficiaries who were living at the time of my death; and upon the expiration of such period all such trusts shall terminate and the assets thereof shall be distributed outright to such persons as are then entitled to the current income therefrom and in the same proportions. If any portion of this Will be deemed invalid for any reason by any court at any time, then all other provisions of this Will that are deemed valid

by such Court shall be treated as constituting my Last Will and Testament.

I. No beneficiary of any trust created hereunder shall have any right or power to anticipate, pledge, assign, sell, transfer, alienate or encumber his or her interest in the trust in any way; nor shall any such interest of any trust beneficiary be liable for or subject to the debts, liabilities or obligations of such beneficiary or claims of any sort against such beneficiary.

VIII.

I hereby nominate, constitute and appoint MARIAN JUANITA ORR JENNINGS and HAROLD D. ORR Co-Independent Executors of this my Last Will and Testament and direct that no bond or other form of security be required of any of them as such.

In event either of them predecease me, fail to qualify, refuse, resign or be unable to act, then I appoint my son, LOUIE B. ORR to serve with the other of them who can and will act as Co-Independent Executor of this, my Last Will and Testament, and direct that no bond be required of him.

As long as two of my children survive me and are willing and capable of acting, I desire them to serve as Co-Independent Executors jointly and not alone. One cannot act alone in the representation of my estate as long as two of them are alive, capable of acting and willing to serve.

In the event two of them predecease me, fail to qualify, refuse, resign or be unable to act, I direct and appoint the other of my children who does qualify to act as sole Independent Executor of this, my Last Will and Testament, whether MARIAN JUANITA ORR JENNINGS, HAROLD D. ORR or LOUIE B. ORR be the one who will serve.

In the event all of them predecease me, fail, resign or refuse to act at any time when an Independent Executor of my estate might be needed, I appoint my daughter-in-law, VIRGINIA PRATT ORR, to serve without bond as Independent Executor of my estate.

In the administration of my estate the Co-Independent Executors named herein and their substitutes and successors shall

have all powers granted to trustees in the State of Texas under the Texas Trust Code and all amendments thereto; and in addition, as to real property in any state wherein real property that forms a part of my estate might be located, they shall have with respect to such real property all powers allowed to trustees in that state or states. This shall include but not be limited to powers of sale, conveyance, transfer, the execution of oil, gas and mineral leases upon such terms and provisions as any of them acting might think wise, and agreements for pooling, unitization, secondary recovery and other forms of recovery.

IX.

I direct that no action be taken in the County or Probate Court with respect to this, my Last Will and Testament, except to have it admitted to probate and to file such inventory, appraisement and list of claims as might be required by law.

X.

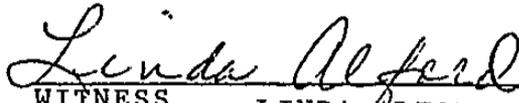
If any beneficiary shall contest the probate or validity of this Will or any provision thereof or shall institute or join in (except as a party defendant) any proceeding to contest the validity of this Will or to prevent any provision hereof from being carried out in accordance with its terms, then all benefits provided for such beneficiary are revoked; and such benefits shall pass to the residuary beneficiaries of this Will in the proportions and share that each such residuary beneficiary bears to the aggregate of the effective shares of the residuary. Each benefit conferred herein is made on the condition precedent that the beneficiary shall accept and agree to all the provisions of this Will, and any provisions of this section are an essential part of each and every benefit.

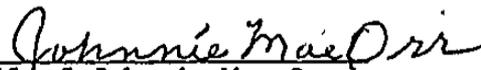
This I make, publish and declare as my Last Will and Testament, hereunto signing and subscribing my name this the 11th day of November, 1986, at Longview, Texas, in the presence of the undersigned witnesses who attest the same at my request.

JOHNNIE MAE ORR  TESTATRIX

The above instrument was now here published as her Last Will and Testament and signed and subscribed by JOHNNIE MAE ORR, the Testatrix, in our presence, and we, at her request and in her presence and in the presence of each other, sign and subscribe our names thereto as attesting witnesses.


WITNESS SUE CRAWFORD


WITNESS LINDA ALFORD


Page #10 of the Will of Johnnie Mae Orr.

THE STATE OF TEXAS)
COUNTY OF GREGG)

BCCX 22 PAGE 243

BEFORE ME, the undersigned authority, appeared JOHNNIE MAE ORR, SUE CRAWFORD and LINDA ALFORD, known to me to be the testatrix and the witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities and all of said persons being by me duly sworn, the said testatrix declared to me and to the said witnesses in my presence that said instrument is her Last Will and Testament and that she had willingly made and executed it as her free act and deed for the purposes therein expressed; and the said witnesses each on their respective oaths stated to me, in the presence and hearing of the said testatrix that said testatrix had declared to them that said instrument is her Last Will and Testament, and that she executed the same as such and wanted each of them to sign it as a witness; and upon their oaths each witness stated further that they did sign the same as witnesses in the presence of said testatrix and at her request; that she was at that time over the age of eighteen (18) years, was of sound mind, and that each of said witnesses was then at least fourteen (14) years of age.

Johnnie Mae Orr
JOHNNIE MAE ORR, Testatrix

Sue Crawford
SUE CRAWFORD, Witness

Linda Alford
LINDA ALFORD, Witness

SUBSCRIBED AND ACKNOWLEDGED BEFORE ME by the said JOHNNIE MAE ORR, testatrix, and SUBSCRIBED AND SWORN TO BEFORE ME by the said SUE CRAWFORD and LINDA ALFORD, witnesses, this the 11th day of November, A. D., 1986.

Philip Brin 4:04 PM
PHILIP BRIN, NOTARY PUBLIC, STATE OF TEXAS

My commission expires November 30, 1988.

Page #11 of the Will of Johnnie Mae Orr



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 23rd day of September, 1988, at _____ o'clock _____ M, and was duly recorded on the September 13, 1988, Book No. 22, Page 232.

BILLY V. COOPER, CHANCERY CLERK BY: Bodgan D.C.

FILED
THIS DATE
SEP 29 1988
#17-259
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

KNOW ALL MEN BY THESE PRESENTS: That I, Douglas Magruder Allen, of the City/Town of Natchez Trace Village, Madison, County of Madison, and State of Mississippi, being of sound and disposing mind and memory, do make, publish and declare the following to be my LAST WILL AND TESTAMENT, hereby revoking all Wills by me at any time heretofore made.

FIRST: I direct my Executrix, hereinafter named, to pay all my funeral expenses, administration expenses of my estate, including inheritance and succession taxes, state or federal, which may be occasioned by the passage of or succession to any interest in my estate under the terms of this instrument, and all my just debts, excepting mortgage notes secured by mortgages upon real estate.

SECOND: All 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 to my beloved wife, Hazel Burt Allen, to be hers absolutely and forever.

THIRD: If my said wife does not survive me, then I give, devise and bequeath such rest, residue and remainder of my estate to my two beloved children, Hazel Ann Allen and Douglas Allen Burson, in equal shares, per stirpes, to be theirs absolutely and forever. Should either child die, I bequeath all my remaining possessions to the living child.

FOURTH: I hereby appoint my wife, Hazel Burt Allen, as Executrix of this my LAST WILL AND TESTAMENT. If she does not survive me, then I appoint Frank Edward Allen, President, Canton Exchange Bank, Canton, Mississippi, as Executor of my estate. I direct that no Executor/Executrix serving hereunder shall be required to post bond. Should he not survive me or should he become incapacitated, then I appoint the Trust Department of the Canton Exchange Bank, Canton, Mississippi, as Executor of my estate.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Starbuck, Miss, this 23rd day of Sept, 1971.

Douglas Magruder Allen

Signed, sealed, published and declared to be his LAST WILL AND TESTAMENT by the within named Testator in the presence of us, who in his presence and at his request, and in the presence of each other, have hereunto subscribed our names as witnesses:

- (1) L. F. Malloy of Starbuck Miss.
City State
- (2) J. B. Van Landingham of Starbuck Miss.
City State
- (3) John H. Mitchell Jr. of Starbuck Miss.
City State

AFFIDAVIT

STATE OF Mississippi)
COUNTY OF Oktobeha) ss: _____

Personally appeared (1) L. F. Malloy,
(2) J. B. Van Landingham and (3) John H. Mitchell Jr.

who being duly sworn, depose and say that they attested the said Will and they subscribed the same at the request and in the presence of the said Testator and in the presence of each other, and the said Testator signed said Will in their presence and acknowledged that he had signed said Will and declared the same to be his LAST WILL AND TESTAMENT, and deponents further state that at the time of the execution of said Will the said Testator appeared to be of lawful age and sound mind and memory and there was no evidence of undue influence. The deponents make this affidavit at the request of the Testator.

- (1) L. F. Malloy
- (2) J. B. Van Landingham
- (3) John H. Mitchell Jr.

Subscribed and sworn to before me this 23 day of December 1971.



Esther W. Sudduth
Notary Public
My Commission Expires January 29, 1978
witness:
1. Margerie B. Horn
2. Joy Bodet
3. Johnnie O'Neal

RODILL Because of facilities of above named Administrator, I on this day name ANN ALLEN MY oldest child EXECUTRIX OF MY last will + TESTAMENT This 22 OF OCT. 1984.
I wish to name Douglas M. Allen, sister of Ann Bodet, as executor of my will.
witness: Margerie B. Horn
Joy A. Bodet
Landra B. James
Douglas M. Allen
Jane H. Henderson
Notary Public - 15-87
My Commission Expires May 18, 1997
Notary Public
Madison County MS
My Commission Expires May 18, 1987

Codicil #3 - MAY 6, 1988

I wish to have ~~my~~ Douglas Allen
VANCE to serve as Co-Executor
with ANN ALLEN BUTLER of this will.
witness *Douglas Allen*

at the Jane H Henderson - Madison MS
Johnnie Neal
Margaret B. Allen

Shari Hunt
Notary Public



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 29th day
of September, 1988, at o'clock M., and was duly recorded
on the , Book No. 22, Page 244.

BILLY V. COOPER, CHANCERY CLERK BY: B. Edgar D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
ESTATE OF DOUGLAS
MAGRUDER ALLEN, DECEASED

HAZEL BURT ALLEN,
ANN ALLEN BUTLER, AND
DOUGLAS ALLEN VANCE, PETITIONERS

FILED
THIS DATE
SEP 29 1988
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

NO. 29-259

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF Oktibbeha

PERSONALLY appeared before me the undersigned notary public in and for the jurisdiction, J. B. VanLandingham, a credible person over the age of twenty-one (21) years and under no legal disability who first being duly sworn states on oath as follows:

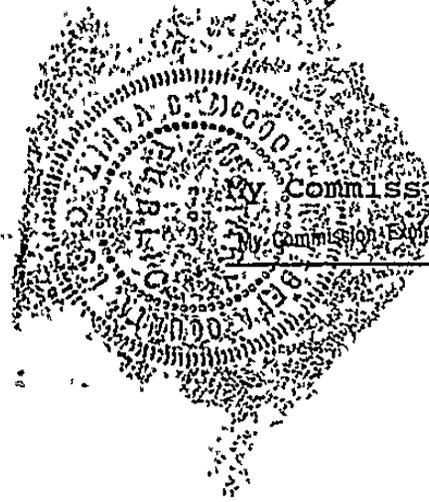
Affiant herein is a subscribing witness to a certain instrument purporting to be the Last Will and Testament of Douglas Magruder Allen, deceased, late of Madison County, Mississippi. Affiant states that Douglas Magruder Allen, on the 23rd day of December, 1971, the date of the instrument, in Oktibbeha County, Mississippi, freely, and without any restraint or undue influence known to him, signed, published and declared said instrument to be his Last Will and Testament in the presence of the subscribing witnesses; that the said Testator was then of sound and disposing mind, and more than twenty-one (21) years of age; and that he, the deponent, then and there at the special insistence and request, and in the presence of the Testator and in the presence of the other witnesses subscribed and attested said instrument as a witness to the signature and publication thereof, and that said Testator at the time of said attestation by the deponents was mentally capable of recognizing and actually conscious of said act of attestation, and that he, the subscribing witness, was,

at the time of the said attestation, a competent witness under the laws of the State of Mississippi.

J. B. VanLandingham
J. B. VANLANDINGHAM

SWORN TO AND SUBSCRIBED BEFORE ME, this the 26th day of Sept, 1988.

Linda C. McCool
Notary Public



My Commission Expires: Aug. 3, 1991

STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 29th day of September, 1988, at _____ o'clock _____ M., and was duly recorded on the September 29, 1988, Book No. 22, Page 247.

BILLY V. COOPER, CHANCERY CLERK BY: B. Edgar D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
ESTATE OF DOUGLAS
MAGRUDER ALLEN, DECEASED

HAZEL BURT ALLEN,
ANN ALLEN BUTLER, AND
DOUGLAS ALLEN VANCE, PETITIONERS

FILED
THIS DATE
SEP 29 1988
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

NO. 29-259

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF *Oktibbeha*

PERSONALLY appeared before me the undersigned notary public in and for the jurisdiction, John H. Mitchell, Jr., a credible person over the age of twenty-one (21) years and under no legal disability who first being duly sworn states on oath as follows:

Affiant herein is a subscribing witness to a certain instrument purporting to be the Last Will and Testament of Douglas Magruder Allen, deceased, late of Madison County, Mississippi. Affiant states that Douglas Magruder Allen, on the 23rd day of December, 1971, the date of the instrument, in Oktibbeha County, Mississippi, freely, and without any restraint or undue influence known to him, signed, published and declared said instrument to be his Last Will and Testament in the presence of the subscribing witnesses; that the said Testator was then of sound and disposing mind, and more than twenty-one (21) years of age; and that he, the deponent, then and there at the special insistence and request, and in the presence of the Testator and in the presence of the other witnesses subscribed and attested said instrument as a witness to the signature and publication thereof, and that said Testator at the time of said attestation by the deponents was mentally capable of recognizing and actually conscious of said act of attestation, and that he, the subscribing witness, was,

at the time of the said attestation, a competent witness under the laws of the State of Mississippi.

John H. Mitchell, Jr.
JOHN H. MITCHELL, JR.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 26th day of Sept, 1988.

Paul C. McCarl
Notary Public



My Commission Expires:
Aug. 3, 1993

STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 29th day of September, 1988, at o'clock M., and was duly recorded on the September 29, 1988, Book No. 22, Page 249.



BILLY V. COOPER, CHANCERY CLERK BY: B. Edgar D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
ESTATE OF DOUGLAS
MAGRUDER ALLEN, DECEASED

FILED
THIS DATE
SEP 29 1988
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

NO. 29-259

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY appeared before me the undersigned notary public in and for the stated jurisdiction, Marjorie B. Horn, a credible person over the age of twenty-one (21) years and under no legal disability who first being duly sworn states on oath as follows:

I am an adult resident citizen of Madison County, Mississippi. I was a personal acquaintance of the late Douglas Magruder Allen and have no interest in the Estate of Douglas Magruder Allen. I am an employee of Trustmark Bank, Madison, Mississippi. On October 22, 1984, I witnessed holographic Codicil No. 1 at the request of Douglas Magruder Allen. On May 7, 1987, I witnessed holographic Codicil No. 2 at the request of Douglas Magruder Allen. On May 6, 1988, I witnessed holographic Codicil No. 3 at the request of Douglas Magruder Allen. I am personally familiar with the handwriting and signature of the testator. I believe that the handwriting and signature on each of the three Codicils are genuine and are those of the testator.

I also have personal knowledge that Douglas Magruder Allen was of sound and disposing mind and memory on the date that he wrote Codicil Nos. 1, 2 and 3. Douglas Magruder Allen

EXHIBIT
"B"

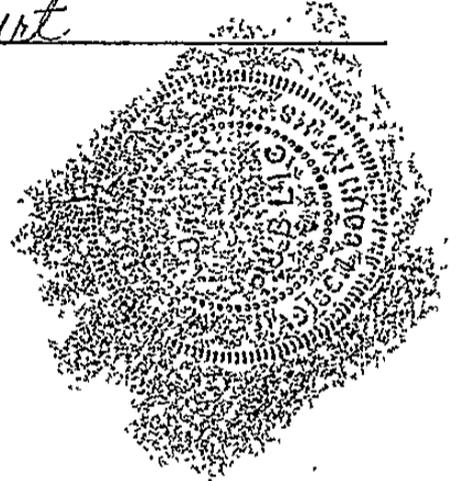
had the mental capacity on these dates to make a testamentary disposition of his property.

Marjorie B. Horn
MARJORIE B. HORN

SWORN TO AND SUBSCRIBED BEFORE ME, this the 26th day of September, 1988.

Shari Hunt
Notary Public

My Commission Expires:
My Commission Expires April 5, 1992



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 29th day of September, 1988, at o'clock M., and was duly recorded on the September 29, 1988, Book No. 22, Page 251.

BILLY V. COOPER, CHANCERY CLERK BY: Belger D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
 THIS DATE
 SEP 29 1988
BILLY V. COOPER
 CHANCERY CLERK
 BY *[Signature]*

IN THE MATTER OF THE ESTATE OF DOUGLAS MAGRUDER ALLEN, DECEASED

NO. 29-259

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me the undersigned notary public in and for the stated jurisdiction, Joy Bodet, a credible person over the age of twenty-one (21) years and under no legal disability who first being duly sworn states on oath as follows:

I am an adult resident citizen of Madison County, Mississippi. I was a personal acquaintance of the late Douglas Magruder Allen and have no interest in the Estate of Douglas Magruder Allen. I am an employee of Trustmark Bank, Madison, Mississippi. On October 22, 1984, I witnessed holographic Codicil No. 1 at the request of Douglas Magruder Allen. On May 7, 1987, I witnessed holographic Codicil No. 2 at the request of Douglas Magruder Allen. I am personally familiar with the handwriting and signature of the testator. I believe that the handwriting and signature on each of the three Codicils are genuine and are those of the testator.

I also have personal knowledge that Douglas Magruder Allen was of sound and disposing mind and memory on the date that he wrote Codicil Nos. 1 and 2. Douglas Magruder Allen

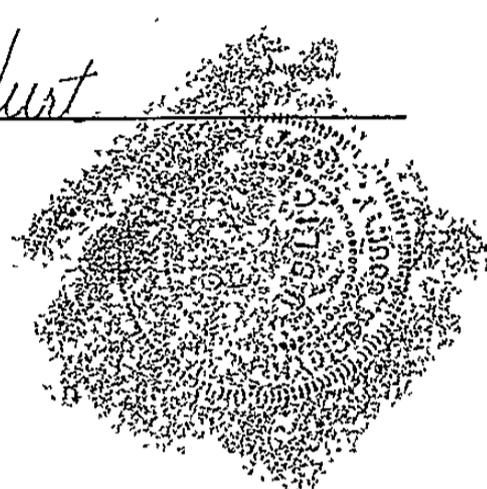
had the mental capacity on these dates to make a testamentary disposition of his property.

Joy 21 Bodet
JOY BODET

SWORN TO AND SUBSCRIBED BEFORE ME, this the 26th day of September, 1988.

Sharon Hunt
Notary Public

My Commission Expires:
My Commission Expires April 5, 1992



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 29th day of September, 1988, at o'clock M., and was duly recorded on the September 29, 1988, Book No. 22, Page 253.

BILLY V. COOPER, CHANCERY CLERK BY: B. Edgar D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
ESTATE OF DOUGLAS
MAGRUDER ALLEN, DECEASED

FILED
THIS DATE
SEP 29 1988
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

NO. 29-259

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY appeared before me the undersigned notary public in and for the stated jurisdiction, Johnnie O'Neal, a credible person over the age of twenty-one (21) years and under no legal disability who first being duly sworn states on oath as follows:

I am an adult resident citizen of Madison County, Mississippi. I was a personal acquaintance of the late Douglas Magruder Allen and have no interest in the Estate of Douglas Magruder Allen. I am an employee of Trustmark Bank, Madison, Mississippi. On May 7, 1987, I witnessed holographic Codicil No. 2 at the request of Douglas Magruder Allen. On May 6, 1988, I witnessed holographic Codicil No. 3 at the request of Douglas Magruder Allen. I am personally familiar with the handwriting and signature of the testator. I believe that the handwriting and signature on each of the three Codicils are genuine and are those of the testator.

I also have personal knowledge that Douglas Magruder Allen was of sound and disposing mind and memory on the date that he wrote Codicil Nos. 2 and 3. Douglas Magruder Allen

had the mental capacity on these dates to make a testamentary disposition of his property.

Johnnie O'Neal
JOHNNIE O'NEAL

SWORN TO AND SUBSCRIBED BEFORE ME, this the 26 day-of Sept, 1988.

Shirley Hunt
Notary Public

My Commission Expires:
My Commission Expires April 6, 1992



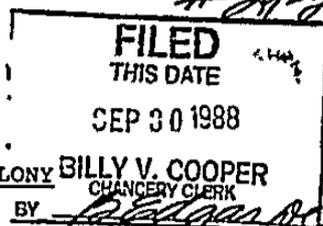
STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 29th day of September, 1988, at — o'clock — M., and was duly recorded on the September 29, 1988, Book No. 22, Page 255.

BILLY V. COOPER, CHANCERY CLERK BY: B. Edgar D.C.

STATE OF MISSISSIPPI
COUNTY OF MADISON

BOOK 22 PAGE 257



LAST WILL AND TESTAMENT OF L. L. MOLONY

I, L. L. MOLONY, being over the age of twenty-one (21) years and of sound and disposing mind and memory, and a resident citizen of Madison County, Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, expressly revoking all other wills and codicils thereto heretofore made by me.

ITEM ONE: I give, devise, and bequeath unto my Wife, ELOISE T. MOLONY, all of my properties, real, personal, and mixed of every nature and kind, and wherever the same may be situated, of which I may die seized and possessed. Should my Wife predecease me, I give, devise, and bequeath unto my three (3) children, namely, SHEILA T. MOLONY, CARLA M. MADDOX, and JOHN J. MOLONY, or the survivor of them, share and share alike, all of my properties, real, personal, and mixed of every nature and kind, and wherever the same may be situated, of which I may die seized and possessed.

ITEM TWO: I hereby name, constitute, and designate my Wife, ELOISE T. MOLONY, as Executrix of this my Last Will and Testament. I hereby direct that the Executrix of this my Last Will and Testament not be required to give bond, make inventory, appraisal, or accounting, and to the extent such requirements may be waived, I hereby waive for my Executrix the requirements of bond, inventory, appraisal, and accounting.

SIGNED, PUBLISHED, AND DECLARED by me as my Last Will and Testament on this the 5 day of August, 1988, in the presence of these witnesses who attest to the same, as witnesses hereto at my request, in my presence, and in the presence of each other.

L. L. Molony
L. L. MOLONY

WITNESSES:

Sandra M Edwards
Bentley E. Orrin



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 30th day of September, 1988, at — o'clock — M., and was duly recorded on the September 30, 1988, Book No 22, Page 257.

BILLY V. COOPER, CHANCERY CLERK BY: *B. Edgar* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF L. L. MOLONY, DECEASED

CIVIL ACTION
FILE NO. 24-264

FILED
THIS DATE
SEP 30 1988
BILLY V. COOPER
CHANCERY CLERK
BY Bedgar

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me the undersigned authority in and for said county and state, SANDRA M. EDWARDS, 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 L. L. Molony, who, being duly sworn, deposed and said that the said L. L. Molony signed, published and declared said instrument as his Last Will and Testament on the 5th day of August, 1988, the day of the date of said instrument, in the presence of this deponent, and in the presence of Bentley E. Conner, 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 Bentley E. Conner 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.

Sandra M. Edwards
SANDRA M. EDWARDS

SWORN TO AND SUBSCRIBED BEFORE ME this 9th day of September, 1988.

Gene F. Herring
Notary Public

My Commission Expires:
March 6, 1990



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 30th day of September, 1988, at o'clock M., and was duly recorded on the September 30, 1988, Book No. 22, Page 258.

BILLY V. COOPER, CHANCERY CLERK BY: Bedgar D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF L. L. MOLONY, DECEASED

CIVIL ACTION
FILE NO. 88-204

FILED
THIS DATE
SEP 30 1988
BILLY V. COOPER
CHANCERY CLERK
BY [Signature]

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me the undersigned authority in and for said county and state, BENTLEY E. CONNER, 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 L. L. Molony, who, being duly sworn, deposed and said that the said L. L. Molony signed, published and declared said instrument as his Last Will and Testament on the 5th day of August, 1988, the day of the date of said instrument, in the presence of this deponent, and in the presence of Sandra M. Edwards, 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 Sandra M. Edwards 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.

[Signature]
BENTLEY E. CONNER

SWORN TO AND SUBSCRIBED BEFORE ME this 14 day of September, 1988.

[Signature]
Notary Public

My Commission Expires:
7-3-90



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 30th day of September, 1988, at — o'clock — M, and was duly recorded on the September 30, 1988, Book No 29, Page 259.

BILLY V. COOPER, CHANCERY CLERK BY: [Signature] D.C.

LAST WILL AND TESTAMENT

OF

W. S. MARTIN

FILED
THIS DATE
 OCT 7 1988
BILLY V. COOPER
 CHANCERY CLERK
 BY *[Signature]*

I, W. S. MARTIN, an adult resident of Gluckstadt, Mississippi, make this my Will and revoke all prior Wills and codicils.

ITEM I.

I appoint JUNE CAROLYN MARTIN and JOE W. MARTIN to serve jointly as Executor of my Estate under this Will.

ITEM II.

My Executor shall pay all funeral expenses, costs of administration and other proper charges against my estate.

ITEM III.

My wife's name is JOSIE MORRIS MARTIN, and she is herein referred to as "my wife." I have five (5) adult children now living, as follows:

- W. S. Martin, Jr.,
- Mary Lee Minninger,
- Edna Martin Bufkin,
- June Carolyn Martin, and
- Joe W. Martin.

ITEM IV.

All furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in our home is the property of my wife. I have no right to dispose of these items and confirm her title to them.

[Handwritten signature]

ITEM V.

If my wife, JOSIE MORRIS MARTIN, survives me, I devise and bequeath to her outright an amount of property determined as follows:

First, ascertain the maximum marital deduction allowable in determining the federal estate tax payable by reason of my death.

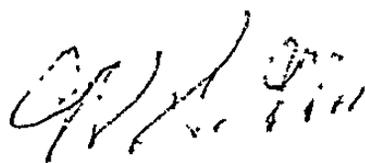
Second, deduct therefrom the value of any insurance and other property which passes or has passed to my wife either outside of this Will or under another Item of this Will in such manner as to qualify as a part of the marital deduction under the federal estate tax law.

Third, compute the amount of my taxable estate, which, after allowing the Unified Credit and other credits allowable to my estate, will result in no federal estate tax liability on my estate. If, after taking the maximum marital deduction, my taxable estate is less than the amount that would result in a zero federal estate tax liability by utilizing all available credits, the amount of this bequest to my wife shall be reduced by the amount necessary to leave my taxable estate at the amount that results in zero federal estate tax liability.

Fourth, the amount then remaining shall be the amount bequeathed to my wife in this Item.

In computing the marital deduction as provided in this Item, any increases in the gross estate as a result of the application of Section 2602(c)(5)(A) of the Internal Revenue Code, which is currently referred to as the generation skipping provisions, shall be disregarded.

My Executor shall select and distribute to my wife the cash, securities, and other property to be distributed to her, using asset values current at the date or dates of distribution.



ITEM VI.

After setting aside the assets to satisfy the previous bequests, my Executor shall pay all estate and inheritance taxes payable by my estate. I devise and bequeath all the rest and residue of the property comprising my estate, real and personal, of whatsoever kind or character and wheresoever situated, to my wife, JOSIE MORRIS MARTIN, for her lifetime. My wife shall be entitled to possession of all property in which she holds a life estate by virtue of this Item of my Will, and she shall not be required to furnish any bond or other security for any part of it. She shall not be liable for the loss or destruction of any property passing to her under this Item of my Will, nor for any loss due to investments made by her. She shall not be liable for the payment of any encumbrances or assessments on the property in which she holds a life interest, all of which shall be paid from principal. My wife shall have the power to sell and convey good title to any of the property which passes to her under this Item of my Will. The proceeds of any such sale shall be kept by my wife in a single fund separate and apart from other property held by her so as to segregate the principal from her own estate. She shall be entitled to invest and reinvest the proceeds from such sale in her absolute discretion in such property as she deems advisable, but she may not use or dispose of the property in any manner that may destroy or detract from the interest of the remaindermen. No one shall question any action taken by my wife with respect to the property conveyed to her hereunder and no further authority or power to dispose of such property, other than this Item of my Will, shall be required by persons with whom my wife deals in selling such property or in purchasing other property with the proceeds of such sale.

A. Upon the death of my wife, the property conveyed to her by this Item of my Will, in whatever form it may then exist, shall be paid over and distributed outright, as follows:

J.M.S. 9/12

1. To my son, JOE W. MARTIN shall be distributed any interest conveyed to my wife by this Item of my Will in the following described property located in Madison County, Mississippi, and more particularly described as follows:

North East Quarter (NE1/4) and East Half (E1/2) of North West Quarter (NW1/4) of Section Twenty One (21), Township Eight (8) Range Two (2) East, less and except one-half (1/2) interest in any oil, gas, and other mineral rights in and under said land (except sand and gravel) as was reserved unto Charles E. Wilkins by Deed of Conveyance executed by Charles E. Wilkins and wife, Emma H. Wilkins, of record in the office of the Chancery Clerk of Madison County, Mississippi, in Deed Book 30, at Page 251, less and except two (2) acres in the Northeast corner of Section Twenty-One (21) fronting Two Hundred Fifty (250) feet on Old Canton Road and Three Hundred Thirty-five (335) feet on Church Road.

2. To my daughter, JUNE CAROLYN MARTIN, shall be distributed any interest conveyed to my wife by this Item of my Will in our residence or in either or both of the following described parcels:

Parcel I

Property lying and being situated in Madison County, Mississippi, to-wit:

South half of northwest quarter (S1/2 NW1/4) and north half of southwest quarter (N1/2 SW1/4) and southeast quarter of southwest quarter (SE1/4 SW1/4) all in section 9, township 8 north, range 2 east, containing 200 acres, more or less.

Parcel II

Property lying and being situated in Madison County, Mississippi, to-wit:

Two (2) acres in the Northeast corner of Section Twenty-One (21) Township Eight (8) Range Two (2) East fronting Two Hundred Fifty (250) feet on Old Canton Road and Three Hundred Thirty-five (335) feet on Church Road.

3. Any remaining property conveyed to my wife by this Item of my Will, shall be paid over and distributed outright in equal shares to my children, W. S. MARTIN, JR., MARY LEE MINNINGER, EDNA MARTIN BUFKIN, JUNE CAROLYN MARTIN, and JOE W. MARTIN. In the event any of

W. S. Martin

my said children shall not be living at the time this distribution is required, the entire interest of such deceased child shall be distributed outright to the then surviving issue, if any, of such deceased child and if there shall be no surviving issue to my other children, in equal shares, per stirpes.

B. If my wife fails to survive me then upon my death my entire estate shall be distributed to my children as follows:

1. To my son, JOE W. MARTIN, certain real property located in Madison County, Mississippi, and described as follows:

North East Quarter (NE1/4) and East Half (E1/2) of North West Quarter (NW1/4) of Section Twenty One (21), Township Eight (8) Range Two (2) East, less and except one-half (1/2) interest in any oil, gas, and other mineral rights in and under said land (except sand and gravel) as was reserved unto Charles E. Wilkins by Deed of Conveyance executed by Charles E. Wilkins and wife, Emma H. Wilkins, of record in the office of the Chancery Clerk of Madison County, Mississippi, in Deed Book 30, at Page 251, less and except two (2) acres in the Northeast corner of Section Twenty-One (21), fronting Two Hundred Fifty (250) feet on Old Canton Road and Three Hundred Thirty-Five (335) feet on Church Road.

2. To my daughter, JUNE CAROLYN MARTIN, all furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in my home, my residence and the land upon which it is located in Madison County, Mississippi, described as follows:

Two (2) acres in the Northeast corner of Section Twenty-One (21) Township Eight (8) Range Two (2) East fronting Two Hundred Fifty (250) feet on Old Canton Road and Three Hundred Thirty-five (335) feet on Church Road.

3. To my daughter, JUNE CAROLYN MARTIN, certain real property located in Madison County, Mississippi, and more particularly described as follows:

South half of northwest quarter (S1/2 NW1/4) and north half of southwest quarter (N1/2 SW1/4) and southeast quarter of southwest quarter (SE1/4 SW1/4) all in section 9, township 8 north, range 2 east, containing 200 acres, more or less.

4. I devise and bequeath all the rest and residue of the property comprising my estate, real and personal, of whatsoever

BCCM
22 PAGE 264

J. S. M.

kind or character and wheresoever situated equally to my children, W. S. MARTIN, JR., MARY LEE MINNINGER, EDNA MARTIN BUFKIN, JUNE CAROLYN MARTIN and JOE W. MARTIN. In the event any of my said children shall not be living at the time this distribution is required, the entire interest of such deceased child shall be distributed outright to the then surviving issue of such deceased child and if there shall be no surviving issue to my other children who are then living in equal shares, per stirpes.

BCEK

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ITEM VII.

If my wife and I die simultaneously, or under circumstances which make it difficult to determine which died first, I direct that my wife be deemed to have survived me for purposes of this Will. I direct that the provisions of this Will be construed upon that assumption, irrespective of any provisions of law establishing a contrary presumption or requiring survivorship as a condition of taking property by inheritance.

ITEM VIII.

In the event either of my joint Executors is or becomes unable or unwilling to serve, I appoint EDNA MARTIN BUFKIN to serve jointly as successor Executor with the remaining Executor. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executor nor any successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that my Executor, or any successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court. Where used throughout this Will,

W. S. M.

the terms "Executor," "Executrix" and "Administrator" may be used interchangeably and shall apply to whomever may be serving as personal representative of my estate, whether one or more than one.

My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will without respect to the income tax basis of the property. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. However, my Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

My Executor shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid depreciation in value of the interests or losses to my estate or associates. My Executor may continue to act as partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable.

I specifically authorize my Executor to borrow such funds as may be necessary to pay my debts and administration expenses and taxes of my estate and to pledge such of my property, real or personal, as may be necessary to secure such loan; provided, however, that my Executor shall not pledge any property specifically devised or bequeathed herein. My Executor shall not be required to pay or otherwise satisfy such loan prior to the closing of my estate and the discharge of my Executor, but may distribute such property at its value net of such loan in satisfaction of any bequest herein.

If at the time of my death I am engaged in a farming operation, my Executor shall have complete power and authority to take any and all actions necessary to complete the farming

BCCK
22
PAGE 266

operation for the farm year in which my death occurs.
Specifically, my Executor shall have power and authority to borrow money necessary to complete the farming operation and to bind my estate for such loans by executing such promissory notes, deeds of trust, or security agreements as may be necessary.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 25 day of February, 1981.

W. S. Martin
W. S. Martin

This instrument was, on the day and year shown above, signed, published and declared by W. S. MARTIN to be his Last Will and Testament in our presence, and we have subscribed our names as witnesses in his presence and in the presence of each other.

Blanchine C. Butchert 202 South Liberty St.
Canton, Miss. 39046
Address

Thomas B. Butchert 25 Dickson Ct.
Jackson MS 39206
Address



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 7th day of October, 1988, at — o'clock — M., and was duly recorded on the October 7, 1988, Book No. 22, Page 260.

BILLY V. COOPER, CHANCERY CLERK - BY: Belgar D.C.

FILED THIS DATE OCT 7 1988 BILLY V. COOPER CHANCERY CLERK BY [Signature]

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI IN THE MATTER OF A CERTAIN INSTRUMENT OF WRITING PURPORTING TO BE THE LAST WILL AND TESTAMENT OF W. S. MARTIN, DECEASED, LAT OF MADISON COUNTY, MISSISSIPPI

NO. 29-288

STATE OF MISSISSIPPI COUNTY OF MADISON

PROOF OF WILL

PERSONALLY appeared before me, the undersigned Notary Public in and for the jurisdiction aforesaid, BLACHINE C. BUTCHART and THOMAS B. BUTCHART, the two subscribing witnesses to the foregoing and annexed instrument of writing purporting to be the Last Will and Testament of W. S. Martin, deceased, late of Madison County, Mississippi, who, having been by me first duly sworn, each respectively stated that the said W. S. Martin, signed, published and declared said instrument to be his Last Will and Testament on the 28th day of February, 1981, being the date of said instrument, in the presence of each of said deponents, and that the said testator was then and there of sound and disposing mind and memory, was more than twenty-one years of age, and that each of said deponents subscribed and attested said instrument, as witnesses to the signature and publication thereof, at the special instance of and in the presence of the testator, and in the presence of each other, on the day and year of the date thereof; and that deponents, and each of them, were at the time of said attestation competent witnesses under the laws of the State of Mississippi.

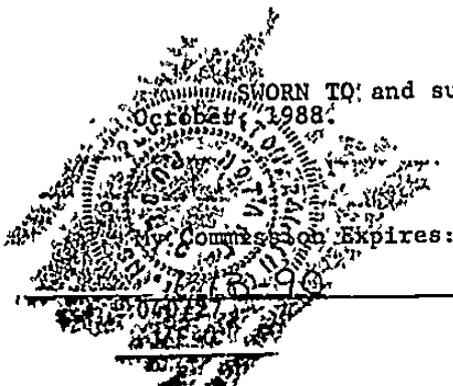
WITNESS OUR SIGNATURES, this the 6th day of October, 1988.

[Signature] BLANCHINE C. BUTCHART

[Signature] THOMAS B. BUTCHART

SWORN TO and subscribed before me, this the 6th day of October, 1988.

[Signature] NOTARY PUBLIC



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 7th day of October, 1988, at o'clock M., and was duly recorded on the October 7, 1988, Book No 22, Page 268

BILLY V. COOPER, CHANCERY CLERK BY: [Signature] D.C.

BCCK 22 PAGE 269

CODICIL

TO

LAST WILL AND TESTAMENT

OF

W. S. MARTIN

29-288

FILED THIS DATE OCT 7 1988 BILLY V. COOPER CHANCERY CLERK BY <i>[Signature]</i>

I, W. S. MARTIN, an adult resident of Gluckstadt, Mississippi, make, publish and declare this instrument of writing to be a Codicil to the Last Will and Testament made by me on the 28th day of February, 1981.

I.

I hereby amend my Last Will and Testament and direct that the terms "maximum marital deduction" used therein be construed to refer to the "unlimited marital deduction" as provided for in Section 2056 of the Internal Revenue Code as it now reads or shall hereafter be amended.

II.

Except as amended by the above provision, I republish, reaffirm and readopt my said Last Will and Testament of the 28th day of February, 1981.

W.S. Martin

IN WITNESS WHEREOF, I have hereunto subscribed my name to this Codicil to my Last Will and Testament on this the 27 day of Aug., 1982.

W. S. Martin
W. S. Martin

This instrument was, on the day and year shown above, signed, published and declared by W. S. MARTIN to be a Codicil to his Last Will and Testament of February 28, 1981, in our presence, and we have subscribed our names as witnesses in his presence and in the presence of each other.

William J. Elkey

557 Barfield Canton Ms
Address

Mary Lois Rayburn

1331 Trupton St Canton, Ms
Address

BCK 22 PAGE 270



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 7th day of October, 1988, at — o'clock — M., and was duly recorded on the October 7, 1988, Book No. 22, Page 269.

BILLY V. COOPER, CHANCERY CLERK BY: B. Edgar D.C.

FILED
THIS DATE
OCT 7 1988
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
IN THE MATTER OF A CERTAIN INSTRUMENT
OF WRITING PURPORTING TO BE THE CODICIL TO THE
LAST WILL AND TESTAMENT OF W. S. MARTIN, DECEASED,
LATE OF MADISON COUNTY, MISSISSIPPI

NO. 29-288

STATE OF MISSISSIPPI
COUNTY OF MADISON

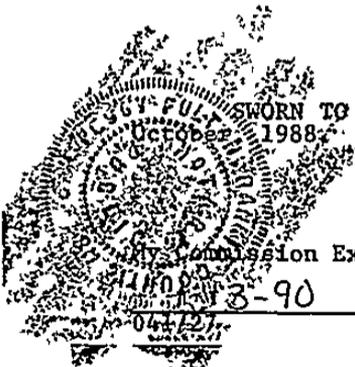
PROOF OF CODICIL

PERSONALLY appeared before me, the undersigned Notary Public in the and for the jurisdiction aforesaid, WILLIAM S. ELLZEY AND MARY LOIS RAYBURN, the subscribing witnesses to the foregoing and annexed instrument of writing purporting to be the first and only Codicil to the Last Will and Testament of W. S. Martin, deceased, late of Madison County, Mississippi, who, having been by me first duly sworn, each respectively stated that the said W. S. Martin, on August 27, 1982, being the day of the date of such instrument, signed, published and declared said instrument to be the first and only Codicil to his Last Will and Testament dated the 28th day of February, 1981, in the presence of said deponents, and that the said testator was then and there of sound and disposing mind and memory, was more than twenty-one years of age, and that said deponents subscribed and attested said instrument, as witnesses to the signature and publication thereof, at the special instance of and in the presence of the testator, on the day and year of the date thereof; and that deponents, and each of them, were at the time of said attestation competent witnesses under the laws of the State of Mississippi.

WITNESS OUR SIGNATURES this the 6th day of October, 1988.

William S. Ellzey
WILLIAM S. ELLZEY

Mary Lois Rayburn
MARY LOIS RAYBURN



SWORN TO and subscribed before me, this the 6th day of October, 1988.

Peggy Fulton
NOTARY PUBLIC

My Commission Expires: 11/02/89



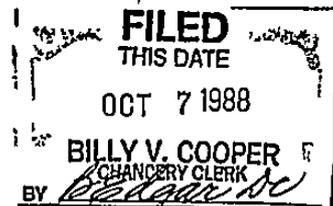
STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 7th day of October, 1988, at _____ o'clock _____ M., and was duly recorded on the October 7, 1988, Book No 22, Page 271.

BILLY V. COOPER, CHANCERY CLERK BY: *[Signature]* D.C.

STATE OF MISSISSIPPI
COUNTY OF MADISON

BOOK 22 PAGE 272



LAST WILL AND TESTAMENT OF LOUISE WILLIAMSON WALLACE 29-287

I, Louise Williamson Wallace, being over the age of twenty-one years, of sound and disposing mind and memory, and a resident citizen of Canton in Madison County, Mississippi, do hereby make, declare and publish this to be my Last Will and Testament, expressly revoking all other wills heretofore made by me.

ITEM I.

I do not elect to exercise any power of appointment vested in me.

ITEM II.

All of the rest, residue and balance of my estate, I hereby give, devise and bequeath unto my son, William Harlan Wallace.

ITEM III.

In the event that my son, William Harlan Wallace, predeceases me, I give, devise and bequeath all of the rest, residue and balance of my estate to his children, Rebecca Lynn Wallace Mitchell, Mary Wallace Russell, William Harlan Wallace, Jr., Charles Newton Wallace, and any other child or children of William Harlan Wallace, including any child or children that may hereafter be legally adopted by him, or the survivor or survivors of them, share and share alike.

ITEM IV.

I hereby name, designate and appoint my son, William Harlan Wallace, as Executor of this my Last Will and Testament. In the event that he predeceases me or fails, refuses or neglects to qualify and act as such-Executor, then, in that event, I designate and appoint his daughters, Rebecca Lynn Wallace Mitchell and Mary Wallace Russell, as Co-Executrices of this my Last Will and Testament. If either of them should fail, refuse or neglect to qualify and

act as Executrix, then, in that event, the other shall act alone. IN ANY EVENT, the party or parties serving shall have full and plenary power and authority to do and perform any act deemed by them to be for the best interest of my estate, and shall serve without bond and without accounting to any court.

BOOK 22 PAGE 273

IN WITNESS WHEREOF, I have hereunto affixed my signature on this the 21 day of February 1975.

Louise Williamson Wallace
Louise Williamson Wallace

The foregoing instrument was, on the day of the date thereof, signed, published and declared by LOUISE WILLIAMSON WALLACE to be her Last Will and Testament, in the presence of us, who, at her request, have subscribed our names hereto as witnesses, in her presence and in the presence of each other.

WITNESSES

B. Rain Jr.
Susan R. Burns

Page 3



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 7th day of October, 19 88, at o'clock M., and was duly recorded on the October 7, 1988, Book No. 22, Page 272.

BILLY V. COOPER, CHANCERY CLERK BY: B. Edgar D. C.

BOOK 22 PAGE 274

FILED
THIS DATE
OCT 7 1988
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
LOUISE WILLIAMSON WALLACE, DECEASED

CIVIL ACTION
FILE NO. 29-289

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me the undersigned authority in and for said county and state, SUSIE T. BURNS, 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 Louise Williamson Wallace, who, being duly sworn, deposed and said that the said Louise Williamson Wallace signed, published and declared said instrument as her Last Will and Testament on the 21st day of February, 1975, the day of the date of said instrument, in the presence of this deponent, and in the presence of S. R. Cain, Jr., the other subscribing witness who is now deceased, and that said Testator 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 this deponent and S. R. Cain, Jr., 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.

[Signature]
SUSIE T. BURNS

SWORN TO AND SUBSCRIBED BEFORE ME this 5 day of
October, 1988.

[Signature]
Notary Public

My Commission Expires:
7-31-90



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 7th day of October, 1988, at o'clock M., and was duly recorded on the October 7th 1988, Book No. 28, Page 274.

BILLY V. COOPER, CHANCERY CLERK BY: *[Signature]* D.C.

LAST WILL AND TESTAMENT

OF

LOUISE L. WAITS

FILED
 THIS DATE
 NOV 1 1988
 BILLY V. COOPER
 CHANCERY CLERK
 BY *[Signature]*

29-311

I, LOUISE L. WAITS, a resident of and domiciled in Madison County, Mississippi, being over the age of eighteen (18) years and of sound and disposing mind and memory, and in all respects competent and qualified, do hereby make, publish and declare this to be my true Last Will and Testament, hereby revoking all previous Wills and Codicils heretofore made by me.

ARTICLE I
PAYMENT OF DEBTS AND EXPENSES

I direct my Executor to pay all expenses of my last illness and funeral expenses and to pay all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ARTICLE II
RESIDUARY ESTATE

If my daughter, AGNES W. STANLEY, survives me, I will, devise and bequeath unto her all of the rest, residue and remainder of my estate, whether real, personal or mixed, and of whatsoever kind or character and wheresoever situated. In the event my daughter predeceases me, then, I will, devise and bequeath all of my said residuary estate unto my daughter's children, namely, ALLEN W. STANLEY and LEWIS C. STANLEY, if living, share and share alike, and if dead unto their respective children, natural or adoptive, per stirpes.

ARTICLE III
GENERAL PROVISIONS

A. I appoint my daughter, AGNES W. STANLEY, as Executor of this my Last Will and Testament. If my said daughter shall predecease me, or be unwilling or unable to serve as such Executor, then I appoint W. B. BRANNAN, Canton, Mississippi, as Executor of my estate.

B. I direct that neither of my said Executors shall be required to file any inventory or appraisal of my estate or be

Handwritten: Louise L. Waits

required to give any bond whatsoever or to give any accounting to any court or obtain the order or approval of any court in the exercise of any power or discretion herein given.

C. I do hereby grant unto either of my said Executors, during the administration of my estate, the power to sell any of my estate, whether real, personal or mixed, at public or private sale, to be exercised without any court order and at such price and on such terms and conditions as my Executor, in her or his sole and absolute discretion, may determine, and to execute and deliver any and all instruments in writing which may be advisable to carry out said powers, and no party to such instruments in writing, signed by the Executor, shall be obliged to inquire into its validity, or be bound to see to the application by the Executor of any money or other property paid or delivered to said Executor, pursuant to the terms of any such instrument; to make distribution of my estate in cash or in kind; and to employ agents, attorneys, auditors, bookkeepers and depositories, with or without discretionary powers; to exercise in her or his sole and absolute discretion, all of the powers, rights and discretions granted by virtue of the "Uniform Trustees' Powers Law," being Sections 91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, or as hereafter amended, which "Uniform Trustees' Powers Law" is hereby incorporated herein by reference as though fully and completely copied herein. Should said "Uniform Trustees' Powers Law" be repealed, then my Executor, herein named, shall continue to have all of the powers, rights and discretions granted by said "Uniform Trustees' Powers Law," the same as if it were still in effect.

IN WITNESS WHEREOF, I, LOUISE L. WAITS, have to this my Last Will and Testament, consisting of three (3) pages, subscribed my name, this the 21 day of June, 1988.

Louise L. Waits
LOUISE L. WAITS

Beth A. Canale
Robert E. Wilford

WITNESSES

11/88

BECK 22 PAGE 277

This instrument was on the day and year shown above, signed, published and declared by LOUISE L. WAITS 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.

WITNESSES:

ADDRESSES:

Robert J. Canale

537 Trustmark Bldg
Jackson, Ms 39201

Robert E. Williford

537 Trustmark Bldg
Jackson, Ms 39201

Louise L. Waits



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 1st day of November, 1988, at o'clock M., and was duly recorded on the November 1, 1988, Book No 22, Page 275.

BILLY V. COOPER, CHANCERY CLERK BY Bodgar D.C.

BCKK 22 PAGE 278

PROOF OF WILL

29-31
FILED
THIS DATE
110V 11988
BILLY V. COOPER
CHANCERY CLERK
BY B. Edgar

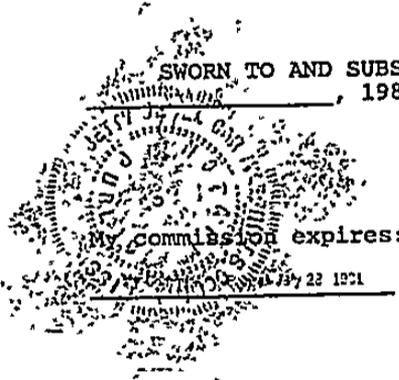
STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Robert E. Williford, who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Louise L. Waits, and that the said Louise L. Waits signed, published and declared said instrument to be her Last Will and Testament on the 21st day of June, 1988, in the presence of this affiant and Betty J. Carwyle, the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of twenty-one years; that this affiant and Betty J. Carwyle 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.

Robert E. Williford
ROBERT E. WILLIFORD

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 24th day of _____, 1988.

B. Edgar
NOTARY PUBLIC



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 1st day of November, 1988, at _____ o'clock _____ M, and was duly recorded on the November 1, 1988, Book No 22, Page 278.

BILLY V. COOPER, CHANCERY CLERK BY B. Edgar D.C.

BOOK. 22 PAGE 279

PROOF OF WILL

FILED
THIS DATE
NOV 1 1988
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

29-311

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Betty J. Carwyle, who by me being first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Louise L. Waits, and that the said Louise L. Waits signed, published and declared said instrument to be her Last Will and Testament on the 21st day of June, 1988, in the presence of this affiant and Robert E. Williford, the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of twenty-one years; that this affiant and Robert E. Williford 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.

Betty J. Carwyle
BETTY J. CARWYLE

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 21st day of June, 1988.

Mary J. Barger
NOTARY PUBLIC



My commission expires:
4/16/90

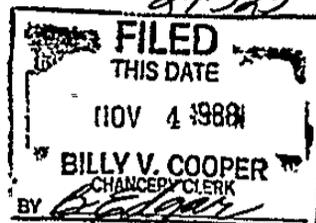


STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 1st day of November, 1988, at o'clock M., and was duly recorded on the November 1, 1988, Book No. 22, Page 279.

BILLY V. COOPER, CHANCERY CLERK BY B. Edgar D.C.

LAST WILL AND TESTAMENT



I, IDA FORD SHAW LEWIS, a widow, an adult resident citizen of Canton, Madison County, 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, revoking all others that I have heretofore made.

CLAUSE I

I give, bequeath, and devise all property, real and personal and of whatsoever nature and kind and wheresoever located, that I may own at the time of my death as follows:

(a) One-sixth (1/6th) thereof to the issue, per stirpes, of my brother William G. Shaw (now deceased) that may be living at the time of my death; and

(b) One-sixth (1/6th) thereof to my brother Hugh Shaw, but in the event that my said brother should predecease me, then said property shall pass and go, per stirpes, to the issue of my said brother that may be living at the time of my death; and

(c) One-sixth (1/6th) thereof to my brother Taylor Shaw, but in the event that my said brother should predecease me, then said property shall pass and go, per stirpes, to the issue of my said brother that may be living at the time of my death; and

(d) One-sixth (1/6th) thereof to my niece Mary Elizabeth Shaw Carothers, but in the event that my said niece should predecease me, then said property shall pass and go, per stirpes, to the issue of my said niece that may be living at the time of my death; and

(e) One-sixth (1/6th) thereof to the issue, per stirpes, of my brother-in-law W. R. Lewis (now deceased) that may be living at the time of my death; and

(f) One-sixth (1/6th) thereof to my sister-in-law Lucille Lewis Brashear, but in the event that my said sister-in-law should predecease me, then said property shall pass and go, per stirpes, to the issue of my said sister-in-law that may be living at the

Last Will and Testament of Ida Ford Shaw Lewis
Page 2

time of my death.

In construing this Clause of my Will the term "issue" shall include adopted children, if any, that may have been legally adopted during my lifetime.

In the event that any beneficiary under this Clause of my Will should predecease me and leave no surviving issue as herein provided for, then in such event the share of any such decedent shall pass and go to the lawful heirs of any such decedent.

CLAUSE II

I name, constitute and appoint the Canton Exchange Bank of Canton, Mississippi, or its successor, as the executor of my estate under this Will and direct that said executor be relieved of making bond, of filing an inventory, and of accounting to any Court.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this the 22nd day of January, 1981.

Ida Ford Shaw Lewis
Ida Ford Shaw Lewis

The foregoing instrument was, on the date shown above, signed, published, and declared by Ida Ford Shaw Lewis 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.

Robert H. Powell
Imogene E. Levy
WITNESSES



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 4th day of November, 1988, at o'clock M., and was duly recorded on the November 4, 1988, Book No. 22, Page 280.

BILLY V. COOPER, CHANCERY CLERK BY: B. Edgar D.C.

BOOK 22 PAGE 282
PROOF OF WILL

22-323
FILED
THIS DATE
NOV 4 1988
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

STATE OF MISSISSIPPI
COUNTY OF MADISON

In the Matter of a Certain Instrument of Writing Purporting to be the Last Will and Testament of Ida Ford Shaw Lewis, Deceased.

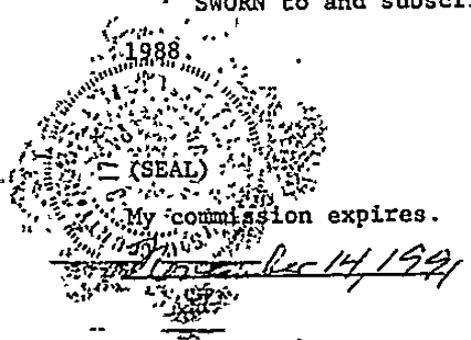
Personally appeared before me, a Notary Public in and for said County and State, the undersigned R. H. POWELL, JR., who being by me first duly sworn, states on oath:

That affiant was one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Ida Ford Shaw Lewis, and affiant states that the said Ida Ford Shaw Lewis signed, published, and declared said instrument as her Last Will and Testament on the 22nd day of January, 1981, 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 1st day of November,

[Signature]
Notary Public



STATE OF MISSISSIPPI, County of Madison:
I certify that the within instrument was filed for record in my office this 4th day of November, 1988, at o'clock M., and was duly recorded on the November 7, 1988, Book No 22, Page 282.
BILLY V. COOPER, CHANCERY CLERK BY: *[Signature]* D.C.

LAST WILL AND TESTAMENT

I, James Newland Stewart, Jr., now residing at 381 East Center Street, Canton, Mississippi, of sound mind and body, do hereby declare this to be my last will and testament.

I devise and bequeath all my property, real and personal, to my living children, to be shared equally. Said property and possessions to be placed in the same trust now set up at the Canton Exchange Bank for these same children.

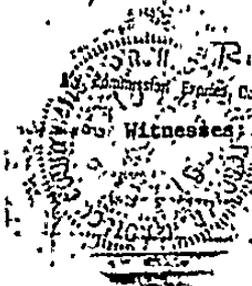
Exception to this bequest is as follows:

All my holdings in Stewart Oil Company and whatever property I own that is used in the operation of the businesses of Stewart Oil Company located at 125 S. Liberty Street, Canton, Mississippi, and Rad ball Service Station also located at 125 South Liberty Street, Canton, Mississippi, and buildings and land located at Flora Amoco Service Station, Flora, Mississippi, also buildings and land located at Bentonia Amoco Service Station, Bentonia, Mississippi, and also Oil Depot or Bulk Plants located on Highway 22, West/and the former Citgo Plant on North Liberty Extension, Canton, Mississippi, and any other buildings, equipment, and land used in the operation of said Stewart Oil Company, I devise and bequeath to my mother, Frances Van Landingham Stewart, now residing at 381 East Center Street, Canton, Mississippi, with the provision that if she predecease me, said holdings and property aforementioned will go into the aforementioned trust, having been previously set up for my children at Canton Exchange Bank.

The administrator of this will shall be the same as the administrators of the trust, mentioned above.

This will is being signed with witnesses on the fifth day of October, nineteen hundred eighty two.

Signed: James Newland Stewart, Jr.



Witnesses: Martha M. Nalbrook
840 Brooks Canton MS. (address)
Bessie Ruffin
Canton, Miss. (Address)

FILED
THIS DATE #29-333
NOV 4 1988
BILLY V. COOPER
CHANCERY CLERK
BY Bedgan



STATE OF MISSISSIPPI, County of Madison:
I certify that the within instrument was filed for record in my office this 4th day of November, 1988, at — o'clock — M, and was duly recorded on the November 4, 1988, Book No. 28, Page 283.
BILLY V. COOPER, CHANCERY CLERK BY: Bedgan D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
J. N. STEWART, JR., DECEASED

CIVIL ACTION FILE NO.
29-333

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

FILED
THIS DATE
NOV 4 1988
BILLY V. COOPER
CHANCERY CLERK
BY Baldwin

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, H. B. Renfro, being one and the same as Brown Renfro, subscribing witness to a certain instrument of writing, purporting to be the Last Will and Testament of J. N. Stewart, Jr., who, being duly sworn, deposed and said that the said J. N. Stewart, Jr. published and declared said instrument as his Last Will and Testament on the 5th day of October, 1982 the day of the date of said instrument, in the presence of this deponent and in the presence of Dorothy M. Holbrook and that the Testator was of sound and disposing mind and memory, and more than twenty-one years of age and this deponent and Dorothy M. Holbrook 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 19th day of October, 1988.

H. B. Renfro
H. B. Renfro

SWORN TO AND SUBSCRIBED before me on this 19th day of October, 1988.

Kathryn M. Juring
Notary Public

(SEAL)
My commission expires
October 4, 1989



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 4th day of November, 1988, at _____ o'clock _____ M, and was duly recorded on the November 4, 1988, Book No. 22, Page 284.

BILLY V. COOPER, CHANCERY CLERK BY: Baldwin D.C.

CODICIL # I TO MY LAST WILL AND TESTAMENT OF JAMES NEWLAND STEWART, JR.

I, James Newland Stewart, Jr., on the eighth day of September, nineteen hundred eighty three, now residing at 910 East Academy Street, Canton, Mississippi, being of sound mind and body, do hereby declare this to be a codicil to my last will and testament, executed on the fifth day of October, nineteen hundred eighty two. Exception to the last will and testament as follows:

To my wife, Lea Ledbetter Stewart, now residing at 910 East Academy Street, Canton, Mississippi, provided we are still man and wife at my death, I bequeath one-half interest ~~in~~ ⁱⁿ Jimho's Restaurant, located at the intersection of Highway 22 West and Interstate 55. This does not include the Truck-stop ~~of the store,~~ which continue in the last will and testament, dated the fifth of October nineteen hundred ~~eighty~~ ^{eighty three} two, this one-half interest not to be sold without the consent of the co-owner.

This codicil is being signed with witnesses on the seventh day of September, nineteen hundred ~~eighty~~ ^{eighty three} three.

Signed: J. N. Stewart

Witnesses; 1. Mrs. Dot Halbrook
240 E. Brooks
Canton, MS. 39046

2. H. B. [Signature]
Rt 4 [Address] 39046

29-333
FILED
THIS DATE
NOV 4 1988
BILLY V. COOPER
CHANCERY CLERK
BY [Signature]



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 4th day of November, 1988, at — o'clock — M., and was duly recorded on the November 4, 1988, Book No. 82, Page 285.

BILLY V. COOPER, CHANCERY CLERK BY: [Signature] D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
J. N. STEWART, JR., DECEASED

CIVIL ACTION FILE NO.
29-333

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

FILED
THIS DATE
NOV 4 1988
BILLY V. COOPER
CHANCERY CLERK
BY Bedgar

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, H. B. Renfro, being one and the same as Brown Renfro, subscribing witness to a certain instrument of writing, purporting to be Codicil No. 1 to the Last Will and Testament of J. N. Stewart, Jr., who, being duly sworn, deposed and said that the said J. N. Stewart, Jr. published and declared said instrument as Codicil to his Last Will and Testament on the 7th day of September, 1983 the day of the date of said instrument, in the presence of this deponent and in the presence of Dot Holbrook and that the Testator was of sound and disposing mind and memory, and more than twenty-one years of age and this deponent and Dot Holbrook 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 19th day of October, 1988.

H. B. Renfro
H. B. Renfro

SWORN TO AND SUBSCRIBED before me on this 19th day of October, 1988.

Kathleen D. Loring
Notary Public

(SEAL)
My commission expires
October 4, 1989



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 4th day of November, 1988, at _____ o'clock _____ M., and was duly recorded on the November 4, 1988, Book No 22, Page 286.

BILLY V. COOPER, CHANCERY CLERK BY: Bedgar D.C.

BOOK 22 PAGE 287
LAST WILL AND TESTAMENT

KNOW ALL MEN BY THESE PRESENTS, that we, WILLIAM L. TUCKER and WYOMIE S. TUCKER, husband and wife, residents of Madison County, Mississippi, both above the age of twenty-one years and of sound, disposing mind and memory, do hereby make, publish and declare this, our joint last will and testament, hereby specifically revoking all other instruments of like nature and codicils thereto, heretofore made, or purporting to have been made, by us, or either of us.

We give, devise and bequeath the estate, whatever its nature, description and location, of which either of us dies possessed, or over which either of us may have power of disposition, or any interest whatever, vested or inchoate, unto the other, meaning hereby that the survivor of us shall hereunder become the absolute owner of all that the other possesses.

We hereby request that all our just debts be promptly paid.

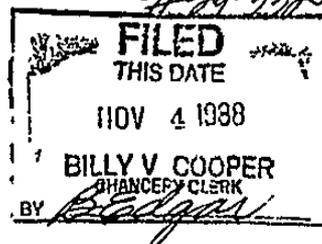
In the event that our deaths should occur simultaneously, or approximately so, or in the same common accident or calamity, or under any circumstances causing doubt as to which of us survived the other, then our entire estate shall go to and be vested in EMILY FRANCES GREER, MARY ELIZABETH CAUSEY, and JAMES EDWARD MORGAN, share and share alike. In the event that Emily Frances Greer shall predecease the survivor of us, then her share shall go to her two children, William Murry Greer and Murree Greer Waller; in the event Mary Elizabeth Causey shall predecease the survivor of us, then her share shall go to the children of Emily Frances Greer, to-wit: William Murry Greer and Murree Greer Waller; in the event that James Edward Morgan shall predecease the survivor of us, then his share shall go to his children, Daniel Morgan, Lisa Morgan, and Michael Morgan.

If any of our children or grand children, as the case may be, desire any of the household items we may have at the time of the death of the survivor of us, then the one so desiring such item shall have such item on a first come basis.

We hereby appoint the survivor of us, as Executor, or Executrix, as the case may be of this instrument and specifically relieve him or her of the giving of any bond as such.

In the event our deaths should occur as above contemplated, then, in such event we designate and appoint Ray H. Montgomery, Executor, without bond, of this, our Last Will and Testament.

MADE, PUBLISHED AND DECLARED in the presence of the undersigned witnesses,



who have signed as such at our special instance and request, in our presence, and in the presence of each other, all upon this, the 2nd day of December, 1976.

William L. Tucker
WILLIAM L. TUCKER

Wyonie S. Tucker
WYONIE S. TUCKER

WITNESSES:

Minnie E. Hardy
J. D. Montgomery

ATTESTATION CLAUSE

We, each of the subscribing witnesses to the Last Will and Testament of William L. Tucker and Wyonie S. Tucker, do hereby certify that said instrument was signed by said William L. Tucker and Wyonie S. Tucker in our presence and in the presence of each of us, and that the said William L. Tucker and Wyonie S. Tucker declared the same to be their last will and testament in the presence of each of us, and that we each signed as subscribing witness to said will at the request of said William L. Tucker and Wyonie S. Tucker, in their presence and in the presence of each other.

WITNESS our signatures, this the 2nd day of December, 1976.

Minnie E. Hardy
WITNESS

J. D. Montgomery
WITNESS

Montgomery & Dulaney
Attorneys at Law
160 East Peace St.
Canton, Miss. 39046



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 4th day of November, 1988, at o'clock M., and was duly recorded on the November 4, 1988, Book No. 22, Page 287.

BILLY V. COOPER, CHANCERY CLERK BY: B. Edgar D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

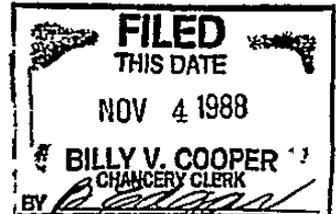
IN THE MATTER OF THE ESTATE OF
WILLIAM L. TUCKER, DECEASED

CIVIL ACTION FILE NO.
22-332

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF Hinds



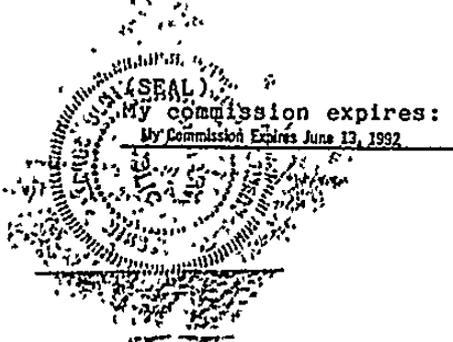
Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, MINNIE E. HARDY, subscribing witness to a certain instrument of writing, purporting to be the Last Will and Testament of William L. Tucker who, being duly sworn, deposed and said that the said William L. Tucker published and declared said instrument as his Last Will and Testament on the 2nd day of December, 1976 the day of the date of said instrument, in the presence of this deponent and in the presence of A. D. Montgomery and that the Testator was of sound and disposing mind and memory, and more than twenty-one years of age and this deponent and A. D. Montgomery 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 31 day of October, 1988.

Minnie E. Hardy
MINNIE E. HARDY

SWORN TO AND SUBSCRIBED before me on this 31 day of October, 1988.

Robert Lowery
Notary Public



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 4th day of November, 1988, at _____ o'clock _____ M, and was duly recorded on the November 4, 1988, Book No. 22, Page 289.

BILLY V. COOPER, CHANCERY CLERK BY: B. Edgar DC

Last Will and Testament

OF

JAMES F. McDONNAL

<p>FILED THIS DATE NOV 4 1988 BILLY V. COOPER CHANCELY CLERK BY <i>[Signature]</i></p>

± 29-329

STATE OF MISSISSIPPI
COUNTY OF MADISON

KNOW ALL MEN BY THESE PRESENTS: That I, James F. McDonnal, being above the age of twenty-one years, and having a fixed place of residence in Madison County, Mississippi, and being of sound and disposing mind and memory, and being aware of the uncertainty of life, do here and now, make, publish and declare this instrument as my Last Will and Testament, and hereby revoke all prior wills and instruments of a testamentary nature that may have heretofore been executed by me.

ARTICLE I

I direct that all of my debts, all expenses of my last illness, all funeral and burial expenses, including the costs of a suitable monument at my grave and the cost of administration of my estate be paid as soon as practicable after my death out of the principal of my residuary estate.

ARTICLE II

I give, devise and bequeath unto Jimmy Martin and Mercedes Martin all of the property which I may die seized, be the same real, personal or mixed property to the exclusion of all others, share and share alike, one-half to each, per stirpes.

ARTICLE III

As Executor of this, my Last Will and Testament, I name, make, constitute and appoint, Leland Gough, and direct that he be and he is hereby relieved from the necessity of entering into bond for the faithful performance of his duties.

BOOK 22 PAGE 291

as such; that he be and he is further relieved from the necessity of filing any inventory of the assets of my estate and he is further relieved of the duty of having an appraisal made of the assets of my estate; and that he be and he is hereby relieved from the necessity of rendering any accounting to any Court whatsoever and wheresoever situate.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument to be my last will this the 24th day of MAY, 1988.

James F. McDonnal
James F. McDonnal, Testator

A T T E S T A T I O N

The foregoing instrument, consisting of this and two preceding typewritten pages, was signed, sealed, published, and declared by James F. McDonnal, the Testator, to be his last will, in our presence, and we, at his request, and in his presence, and in the presence of each other have hereunto subscribed our names as witnesses, this the 24th day of MAY, 1988.

Virginia Smith
Witness

Herb Lewis
Witness



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 4th day of November, 1988, at — o'clock — M., and was duly recorded on the November 4th, 1988, Book No. 22, Page 290.

BILLY V. COOPER, CHANCERY CLERK BY: Bodgan D.C.

FILED
THIS DATE
NOV 4 1988
BILLY V. COOPER
CHANCERY CLERK
BY B. Edgar

BOOK 22 PAGE 292

E 29-329

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI

COUNTY OF LEAKE

Personally appeared before me, the undersigned authority in and for said county and state, Virginia Smith and Dud Lewis, Jr., the subscribing witnesses to a certain instrument of writing dated May 24, 1988, purporting to be the Last Will and Testament of James F. McDonnal, late an adult resident citizen of Madison County, Mississippi, who having been first duly sworn as required by law on their oaths state that the said James F. McDonnal, signed, published and declared said instrument to be his true and Last Will and Testament in the presence of the affiants, that the testator, James F. McDonnal, was then of sound and disposing mind and memory and above the age of 21 years and that said affiants subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request of the testator, James F. McDonnal, and in the presence of James F. McDonnal, and in the presence of each other.

This the 27th day of October, 1988.

Virginia Smith
VIRGINIA SMITH

Dud Lewis, Jr.
DUD LEWIS, JR.

Sworn to and subscribed before me, this the 27th day of October, 1988.

[Signature]
NOTARY PUBLIC

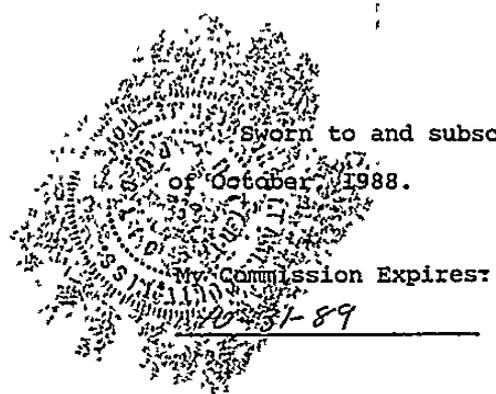


Exhibit "B"



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 4th day of November, 1988, at _____ o'clock _____ M, and was duly recorded on the November 4th 1988, Book No. 22, Page 292.

BILLY V. COOPER, CHANCERY CLERK BY B. Edgar D.C.

FILED
THIS DATE
NOV 8 1988 # 21334
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

LAST WILL AND TESTAMENT OF MARSHALL N. RAY, SR.

I, Marshall N. Ray, Sr., a resident of Madison County, Mississippi, being of sound and disposing mind and memory and over the age of twenty-one years, do hereby make, declare and publish this to be my LAST-WILL AND TESTAMENT, revoking all others heretofore made by me.

ITEM 1. I give, devise and bequeath to my wife, Clara Martin Ray, and son: Sidney Michael Ray, the following described land situated in Madison County, Mississippi, to-wit: E $\frac{1}{2}$ of SE $\frac{1}{4}$, Section 19; and NE $\frac{1}{4}$ of NE $\frac{1}{4}$: SE $\frac{1}{4}$ of NE $\frac{1}{4}$ and SW $\frac{1}{4}$ of NE $\frac{1}{4}$, Section 30, all in Township 10 North, Range 5 East, each to share alike and my wife, Clara Martin Ray, is to have sole possession of all this property as long as she lives.

ITEM 2. I give, devise and bequeath to Marshall N. Ray, Jr., my son, my undivided one-half (1/2) interest in the following described tract or parcel of land lying and being situated in the County of Madison and State of Mississippi, to-wit:

One (1) acre, more or less, in S $\frac{1}{2}$ SE $\frac{1}{4}$, Section 21, Township 11 North, Range 3 East, being all of said S $\frac{1}{2}$ SE $\frac{1}{4}$ which lies between the present United States Highway 51 and the old Canton and Pickens road, which road runs north and south along the east line of Section 21, this being the same property known as Ray's Store approximately 12 miles North of Canton.

ITEM 3. The remainder of my property, real, personal and mixed, howsoever evidenced and wheresoever located, I give, devise and bequeath to my wife, Clara Martin Ray.

ITEM 4. I hereby appoint my wife, Clara Martin Ray, executrix of my estate without bond, waiving all requirements whatever of bond from her as such executrix.. I hereby waive an inventory and an appraisalment of my estate as required by statute, and relieve my said executrix of all duty to account to the courts for her acts 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.

SIGNED, PUBLISHED AND DECLARED AS this MY LAST WILL AND TESTAMENT, this 17 day of September, 1974.

Marshall M. Ray, Sr.
MARSHALL M. RAY, Sr.

Mylene C. Boudousquin (WITNESS)
Josephine Hood (WITNESS)

We, the undersigned witnesses to the Will of Marshall M. Ray, Sr., do hereby certify that the said Marshall M. Ray, Sr., 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 expressed instance and request signed and subscribed said will as witnesses thereto in his presence and in the presence of each other as an attestation thereof.

WITNESS OUR SIGNATURES, this 17 day of September, 1974.

Myrtle C. Roubosquez
(WITNESS)

Josephine Hood
(WITNESS)

Signature for identification:

Marshall R. Boyd



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 8th day of November, 1988, at o'clock M., and was duly recorded on the November 8th, 1988, Book No. 22, Page 293.

BILLY V. COOPER, CHANCERY CLERK BY: Bledgar D.C.

29-336

FILED
THIS DATE
NOV 8 1988
BILLY V. COOPER
CHANCERY CLERK
BY *B. Edgar*

STATE OF MISSISSIPPI BOOK 22 PAGE 295
COUNTY OF MADISON

AFFIDAVIT OF SUBSCRIBING WITNESS

Before me, the undersigned authority in and for the said County and State, personally came and appeared Myrleen C. Boudousquie, one of the subscribing witnesses to a certain instrument purporting to be the Last Will and Testament of A/K/A Marshall N. Ray, Sr. ^{mcB} Marshall M. Ray, Sr., late of the County of Madison, in the State of Mississippi, which is attached hereto, who having been by me ^{mcB} first duly sworn on her oath states that the said Marshall M. Ray, Sr. signed, published and declared said instrument as his Last Will and Testament on the 17th day of September, 1974, being the day and date of said instrument, in the presence of this affiant and Josephine Hood, who is now deceased, and that the said Myrleen C. Boudousquie and Josephine Hood each witnessed the execution of said Will in the presence of the Testator and in the presence of each other, and at the special instance and request of Testator.

Affiant further makes oath that the said Marshall M. Ray, Sr., was on the said day of sound and disposing mind, memory and understanding, and was above the age of twenty-one years, and that the instrument referred to herein is marked as Exhibit "A" to the petition of Clara Martin Ray, being styled "Petition for Probate of Will".

Myrleen C. Boudousquie
MYRLEEN C. BOUDOUSQUIE

SWORN TO AND SUBSCRIBED before me, on this the 8th day of November, 1988.

R. H. Starnes
NOTARY PUBLIC

MY COMMISSION EXPIRES:
2-0492



STATE OF MISSISSIPPI, County of Madison:
I certify that the within instrument was filed for record in my office this 8th day of November, 1988, at — o'clock — M., and was duly recorded on the November 8th, 1988, Book No. 22, Page 295
BILLY V. COOPER, CHANCERY CLERK BY: *B. Edgar* DC

Last Will and Testament

FILED
 THIS DATE
 NOV 9 1988
 BILLY V. COOPER
 CHANCERY CLERK
 BY *[Signature]*

#29-337

I, LEWIS JORDAN PATE, a resident of Hinds County, State of Mississippi, being of sound and disposing mind and memory, and being over the age of twenty-one (21) years do hereby revoke all wills, codicils and other instruments of like testamentary nature heretofore made by me and I hereby do make, publish and declare this to be MY LAST WILL AND TESTAMENT in the manner and form following:

I.

I direct that all my just debts and funeral expenses be paid as soon after my death as shall be practical. This provision does not in any way, however, establish a trust in favor or on behalf of my creditors.

II.

I hereby nominate and appoint my son, LEWIS JORDAN PATE, JR. and his wife, my daughter-in-law, SHIRLEY PATE as Co-Executors of my LAST WILL AND TESTAMENT, I direct that they shall serve without bond. In the event that either of them should predecease me, then and in that event the nomination and appointment of the survivor, by these presents, shall stand and be in full force and effect without further appointment.

III.

I hereby empower my Co-Executors to sell any part or all of my personal property as they see fit in the best interest of my estate and to effect the distribution thereof in the manner hereinafter directed.

PAGE ONE OF THREE PAGES OF MY WILL

[Signature]
 LEWIS JORDAN PATE

IV.

I specifically give, devise and bequeath the sum of \$1,000.00 to Alta Woods Methodist Church, Jackson, Mississippi.

V.

After the distribution and payment of the specific bequest to the church and payment of debts and expenses in the manner aforesaid, I give, devise and bequeath the rest and remainder of my estate; real, personal or otherwise and wherever situated; and such other property of which I have disposing power to my family in the percentages listed herein after their respective names; to wit:

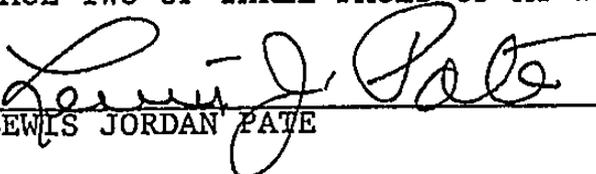
- Lewis Jordan Pate, Jr. 20%
- Shirley Pate, his wife 20%
- and their children:
- Michael Walter Pate 15%
- Sonja Pate Jones 15%
- Jeffery William Pate 15%
- Brian Lewis Pate 15%

In the event that any of the members of my family hereinabove named shall predecease me, I devise and bequeath and so direct that that portion of my estate devised to said member or members shall be distributed to the remaining members in pro rata and in proportions appropriate to the percentages herein devised.

VI.

It is my express intent that the balance of loans made to my grandsons JEFFREY WILLIAM PATE and BRIAN LEWIS PATE for the furtherance of their education which might be outstanding at the time of my death be treated as advancements to the grandson or grandsons who received same and said

PAGE TWO OF THREE PAGES OF MY WILL


LEWIS JORDAN PATE

BLOK 22 PAGE 297

balance, if any, deducted from the devise to the grandson, or grandsons, from whom said balance may be unpaid, it being my express intent to treat my grandchildren equally and to do for each grandchild that which was done for the others.

The foregoing LAST WILL AND TESTAMENT consists of 3 (three) pages, including this one, 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 6th day of January, 1982.

Lewis Jordan Pate
LEWIS JORDAN PATE

The foregoing instrument was subscribed, sealed, published and declared by LEWIS JORDAN PATE, the Testator above named, as and for his LAST WILL AND TESTAMENT, in our presence and in the presence of each of us, and we at the same time and at his request, and in his presence and in the presence of each other hereto subscribed our names and residences as attesting and subscribing witnesses, this the 5th day of January, 1982.

Thomas M. Jamison
OF 415 E. CAPITOL ST JACKSON, MISS.

Thomas J. Wallis
912 Rutherford Drive
OF Jackson, MS 39206

PAGE THREE OF THREE PAGES OF MY WILL

Lewis Jordan Pate
LEWIS JORDAN PATE



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 9th day of November, 1988, at _____ o'clock _____ M, and was duly recorded on the November 9th 1988, Book No. 22, Page 296.

BILLY V. COOPER, CHANCERY CLERK BY: B. Edgar D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
IN THE MATTER OF THE ESTATE OF
LEWIS JORDAN PATE, SR., DECEASED

FILED
THIS DATE
NOV 9 1988
BILLY V. COOPER
CHANCERY CLERK
BY B. Edgar

CIVIL ACTION FILE NO. 29-337

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

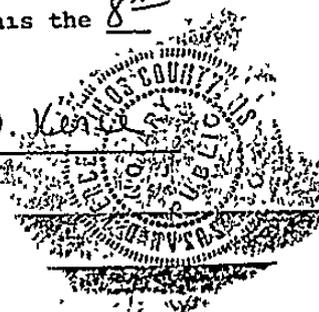
COUNTY OF Hinds

THIS DAY personally appeared before me, the undersigned authority in and for the jurisdiction above mentioned, Thomas M. Tann, Jr., one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Lewis Jordan Pate, Sr., deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Lewis Jordan Pate, Sr., signed, published and declared said instrument as his Last Will and Testament on the 5th day of January, 1982, the day and date of said instrument, in the presence of this affiant and Thomas J. Mallette, 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, Thomas M. Tann, Jr., the Affiant and Thomas J. Mallette, 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.

Thomas M. Tann, Jr.
Thomas M. Tann, Jr.

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 8th day of November, 1988.

Susan D. K...
Notary Public



MY COMMISSION EXPIRES:
My Commission Expires Sept 4, 1990



STATE OF MISSISSIPPI, County of Madison:
I certify that the within instrument was filed for record in my office this 9th day of November, 1988, at — o'clock — M, and was duly recorded on the November 9th, 1988, Book No. 22, Page 299.
BILLY V. COOPER, CHANCERY CLERK BY: B. Edgar D.C.