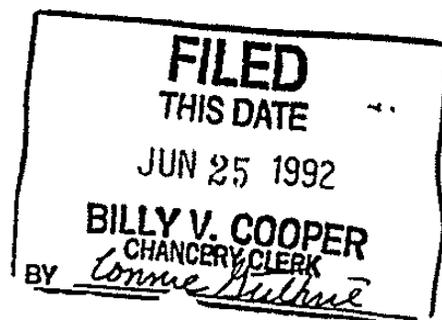


31-502

LAST WILL AND TESTAMENT
OF
MARY BROWN DENSON WHITE



I, MARY BROWN DENSON WHITE, being over the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all former wills and codicils made by me at any time heretofore.

All real estate and monies are to be divided as follows:

1/6 - Marilyn "Sissy" White

1/6 - William Paul White and Patricia Lutz White, or the survivor

1/6 - Mary Priestley Hogue

1/6 - Lloyd Eades Hogue, Jr. (Buddy)

1/6 - Wiley Wilson White (Will)

1/6 - Anne Cameron White

Mary Priestley is to be given one-half (1/2) of her share after her 21st birthday. The remainder of Mary Priestley's share, and the shares of Lloyd Eades Hogue, Jr., Wiley Wilson White, and Anne Cameron White, are to be administered by Marilyn White and William Paul White until each grandchild attains the age of 25. If funds are needed for education purposes before he/she reaches 25, my Co-Executors may disburse up to one-half (1/2) of the individual's share. As each grandchild becomes 25 years old, he/she is to receive the remainder of his/her share.

To my daughter, Marilyn "Sissy" White, I leave my furniture. If there is any she does not want, it is to be offered to my son, William Paul White, and my oldest granddaughter, Mary Priestley Hogue, who has made her home with me. NONE OF IT IS TO BE GIVEN OR SOLD TO A RELATIVE OR FRIEND. Any items that the above, or my daughter-in-law, Patricia Lutz White, or the other three grandchildren do not want is to be given to Elaine Purviance McDaniel and/or Mary E. "Sunny" Waters.

Mary Brown Denson White

Witnesses:

Pauline B. Waters
Charlie Moya

A list is attached concerning the disposal of other personal items.

I hereby appoint my children, Marilyn "Sissy" White and William Paul White, as Co-executors of this my last will and testament. If for any reason either of my Co-Executors is unable or unwilling to serve, it is my will that Edith Williamson Purviance, be appointed in his or her place. No bond should be required.

17 July 1990

Mary Brown Denson White
Mary Brown Denson White

WITNESSES:

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of MARY BROWN DENSON WHITE, do hereby certify that said instrument was signed in the presence of each of us, and that said MARY BROWN DENSON WHITE, declared the same to be her last Will and Testament in the presence of each of us, and that we signed as subscribing witnesses to the said Will at the request of MARY BROWN DENSON WHITE, in her presence of each other.

WITNESS OUR SIGNATURES on this the 17th day of JULY, 1990.

WITNESSES:

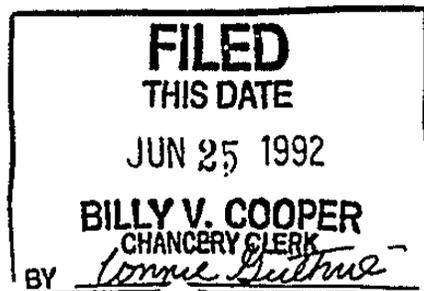
Pauline B. Watkins
Charlie Morgan

STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 26th day of June, 1992, at _____ o'clock _____ M., and was duly recorded on the June 26, 1992, Book No. 25, Page 200.

BILLY V. COOPER, CHANCERY CLERK BY: Connie Guthrie D.C.





31-502

Page #1

20 June 1991

Codicil to will of Mary Brown
Denson White:

No. 1: At my death, my grand-
daughter, Mary Priestley
Hoque, shall be given
enough money to pay
for her car. This money
is to be taken from the
amount she would receive
at age 25.

No. 2: If Buddy Hoque, my
grandson has a car, he
shall be given ^{up to \$10,000⁰⁰} ~~enough~~ to
pay for his car. If he
has not gotten a car, he
shall be given up to \$10,000⁰⁰
to buy one. This is also
to be taken out of the
portion he would receive
at age 25.

Mary Brown Denson White See Page 2

FILED
THIS DATE
JUN 25 1992
BILLY V. COOPER
CHANCERY CLERK
BY Conne Suthme

31-502

Page # 2

20 June 1991

Codicil to will of Mary Brown
Denson White

3: The same stipulations as
I have listed for Buddy Hoque
under Item 2 shall apply
for Will and Cameron White.

It is my wish that these
requests be carried out and that
all four grandchildren be apprised
of this.

Mary Brown Denson White
455 East Peere Street
Canton, Mississippi 39046

It is my request that my son,
Billy White (William P. White) guide
these 4 children in the above
requests. M.B.D.W.



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 25th day
of June, 1992, at — o'clock — M., and was duly recorded
on the June 25, 1992, Book No. 25, Page 203.

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

FILED

THIS DATE

JUN 25 1992

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
MARY BROWN DENSON WHITE, DECEASED
BY Comme Bethuel

BILLY V. COOPER
CHANCERY CLERK CAUSE NO. 31-502

AFFIDAVIT AS TO HOLOGRAPHIC CODICIL TO WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me the undersigned authority in and for the state and county aforesaid, Barbara B. Power, who resides at 1406 Sunset Drive, Canton, Mississippi 39046 and Frank V. Thompson, who resides at 1308 Trafton Street, Canton, Mississippi 39046, who being by me first duly sworn, state on oath as follows:

That affiants are adult citizens and residents of Madison County, Mississippi, and are in no wise interested in the estate of Mary Brown Denson White, deceased; that over a period of many years affiants had occasion to be familiar with the handwriting and signature of Mary Brown Denson White and were and are familiar with her handwriting and signature; that affiants have carefully examined the attached instrument dated June 20, 1991, purporting to be said decedent's Codicil to Will; that the handwriting and signature contained in said instrument are genuine and were made and done by the said decedent; that said instrument is wholly written and subscribed by the said decedent and is authentic; that at the time of making said instrument said decedent was over the age of 21 years and was of sound and disposing mind and memory and competent to make a testamentary disposition of decedent's property.

Witness our hands this 25th day of June, 1992.

Barbara B. Power
Barbara B. Power

Frank V. Thompson
Frank V. Thompson

Sworn to and subscribed before me this the 25th day of June, 1992.

George S. Proven
Notary Public

My Commission Expires:
My Commission Expires June 3, 1992

STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 25th day of June, 1992, at _____ o'clock _____ M., and was duly recorded on the June 25, 1992, Book No. 25, Page 204.

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



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
MARY BROWN DENSON WHITE, DECEASED

CIVIL ACTION FILE
NO. 31-502

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

FILED
THIS DATE
JUN 25 1992
BILLY V. COOPER
CHANCERY CLERK
BY Connie Guthrie

Personally appeared before the undersigned Clerk of the Chancery Court in and for said County and State, Pauline B. Watkins, one of the subscribing witnesses to a certain instrument of writing, purporting to be the Last Will and Testament of the said Mary Brown Denson White, who, being duly sworn, deposed and said, that the said Mary Brown Denson White signed, published and declared said instrument as her Last Will and Testament on the 17th day of July, A.D., 1990, the day of the date of said instrument, in the presence of this deponent, and in the presence of Charlie Morgan, the other subscribing witness thereto, and that said Testator Mary Brown Denson White was then of sound and disposing mind and memory, and more than twenty-one years of age, and having her usual place of abode in said County and State, and this deponent and Charlie Morgan subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testator Mary Brown Denson White, and in the presence of the said Testator Mary Brown Denson White and in the presence of each other, on the day and year of the date of said instrument.

Pauline B. Watkins
Pauline B. Watkins

Sworn to and subscribed before me this the 25th day of June, A.D., 1992.

BILLY V. COOPER, Chancery Clerk
By: Connie Guthrie D.C.

My Commission Expires:
1-1-92



STATE OF MISSISSIPPI, County of Madison:
I certify that the within instrument was filed for record in my office this 25th day of June, 1992, at o'clock M., and was duly recorded on the June 25, 1992, Book No. 25, Page 205.
BILLY V. COOPER, CHANCERY CLERK BY: W. Daves D.C.

BOOK 25 PAGE 206

FILED
THIS DATE
JUN 26 1992
BILLY V. COOPER
CHANCERY CLERK
BY *Connie Guthrie*

STATE OF MISSISSIPPI
COUNTY OF MADISON

31-503

LAST WILL AND TESTAMENT OF SUE NOBLE MOSBY

I, SUE NOBLE MOSBY, being of sound and disposing mind and memory and an adult resident citizen of Madison County, Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all other wills and codicils thereto heretofore made by me.

ITEM ONE: I hereby give, devise and bequeath all properties owned by me at the time of my death to my sons, W. J. MOSBY, III and CLIFFORD ALLAN MOSBY, share and share alike.

ITEM TWO: I hereby name, constitute and appoint my sons, W. J. MOSBY, III and CLIFFORD ALLAN MOSBY as Co-Executors of this my Last Will and Testament, and direct that they serve without bond and without being required to report to any court in the administration of my estate.

SIGNED, PUBLISHED AND DECLARED by me as my Last Will and Testament on this March 9, 1977, in the presence of these witnesses who also signed the same, as witnesses hereto, at my request, in my presence, and in the presence of each other, on this day.

Sue Noble Mosby
Sue Noble Mosby

This instrument was on the date hereof signed, published and declared by the said SUE NOBLE MOSBY 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 on said date.

WITNESSES:

[Handwritten signatures of witnesses]



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 26th day of June, 1992, at — o'clock — M, and was duly recorded on the June 26, 1992, Book No. 25, Page 206.

BILLY V. COOPER, CHANCERY CLERK BY: *Connie Guthrie* D.C

BOOK 25 PAGE 207

FILED
THIS DATE
JUN 26 1992
BILLY V. COOPER
CHANCERY CLERK
BY Connie Galtner

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
SUE NOBLE MOSBY, DECEASED

CIVIL ACTION FILE

NO. 31-503

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 purporting to be the Last Will and Testament of SUE NOBLE MOSBY, deceased, and who, being by me first duly sworn, deposed and said that the said SUE NOBLE MOSBY signed, published and declared said instrument as her Last Will and Testament on March 9, 1977, the date of said instrument, in the presence of this deponent and in the presence of S. R. Cain, Jr., the other subscribing witness, and that the said Testatrix was then of sound and disposing mind and memory, more than 21 years of age, and had her usual place of residence in Canton, Madison County, Mississippi, and the said Susie T. Burns and S. R. Cain, Jr. subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of the said Testatrix, in the presence of the said Sue Noble Mosby and in the presence of each other on the day and year of the date of said instrument.

Susie T. Burns
SUSIE T. BURNS

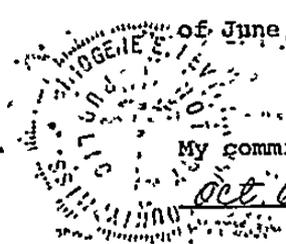
SWORN TO and subscribed before me, this the 26 day

of June, 1992.

Imogene E. Levy
NOTARY PUBLIC

My commission expires:

Oct. 6, 1993



STATE OF MISSISSIPPI, County of Madison

I certify that the within instrument was filed for record in my office this 26th day of June, 1992, at o'clock M., and was duly recorded on the June 26, 1992, Book No. 25, Page 207.

BILLY V. COOPER, CHANCERY CLERK BY Connie Galtner D C

FILED
LARRY McCOLLUM, CLERK
Kim Oliver D.C.

LAST WILL AND TESTAMENT

OF

FEB 1 1991

LARRY HOWELL STEPHENS

FILED
THIS DATE
JUN 30 1992
BILLY V. COOPER
CHANCERY CLERK
BY *Connie D. [unclear]*

I, Larry Howell Stephens, a resident of Alcorn County, Mississippi, being of sound and disposing mind, memory and understanding and being over the age of twenty-one (21) years, do hereby make, publish and declare this my Last Will and Testament and I hereby revoke all previous wills and codicils heretofore made by me.

ITEM I.

I desire that all my just debts and funeral expenses be paid as soon after my decease as can be conveniently done.

ITEM II.

I hereby appoint my wife, MARY FRANCES WALDRUP STEPHENS, as Executrix of this my Last Will and Testament, hereby authorizing her as Executrix to serve without bond and without making any inventory or reports to the Court, without making or having an appraisal made or inventory returned, and my Executrix is authorized to pay any debts which would be due and owing by me at the time of my death without the same having been first probated.

ITEM III.

I hereby specifically give and bequeath unto my sons, Larry Howell Stephens, II and Andrew Clifton Stephens my gun collection.

Larry H. Stephens

ITEM IV.

All the rest and residue of my property, both real and personal, I hereby give, bequeath and devise unto my wife, MARY FRANCES WALDRUP STEPHENS.

IN WITNESS WHEREOF, I have subscribed my name to this My Last Will and Testament on this the 14th day of May, 1990.

Larry Howell Stephens
LARRY HOWELL STEPHENS

The foregoing instrument was signed, published, and declared as and for his Last Will and Testament, by the Testator, Larry Howell Stephens, in our presence, and we, at his request and in his presence, and in the presence of each other, have hereunto set our hands as subscribing witnesses hereto, on this the 14 day of May, 1990.

Sharon V. Daly
WITNESS

Andy D. Stog
WITNESS

STATE OF MISSISSIPPI
COUNTY OF ALCORN

BOOK 25 PAGE 216

I, LARRY W. McCOLLUM, Clerk of the Chancery Court of Alcorn County, Mississippi, do hereby certify that the foregoing two pages contain a full, true and perfect copy of the Last Will and Testament of Larry Howell Stephens

as the same appear of record and now on file in my office in Cause No. 27,182, styled In the Matter of the Estate of Larry Howell Stephens, Deceased

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said court at office in the City of Corinth, Mississippi, this 22nd day of June, 19 92.

Larry W. McCollum
CHANCERY CLERK

STATE OF MISSISSIPPI
COUNTY OF ALCORN

I, John C. Ross, Jr., one of the presiding Judges of the Chancery Court of Alcorn County, Mississippi, certify that Larry W. McCollum, who gave the foregoing certificate, is now and was at the time of signing the same the Clerk of said court and that said court is a court of record, and, that his attestation is in due form and his official acts, as such, are entitled to full faith and credit.

WITNESS my hand this 22nd day of June, 19 92.

John C. Ross, Jr.
CHANCERY JUDGE

STATE OF MISSISSIPPI
COUNTY OF ALCORN

I, Larry W. McCollum, Clerk of the Chancery Court of said county, certify that John C. Ross, Jr., whose genuine and official signature appears to the above and hereto annexed Certificate, is and was at the time of the signing of the same one of the presiding Judges of the Chancery Court in and for said county and state, duly elected, commissioned and acting, and that all of his official acts as such are entitled to full faith and credit.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said court at office in the City of Corinth, Mississippi, this 22nd day of June, 19 92.

Larry W. McCollum
CHANCERY CLERK



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 30th day of June, 19 92, at _____ o'clock _____ M, and was duly recorded on the June 30, 1992, Book No 25, Page 208.

BILLY V. COOPER, CHANCERY CLERK BY *Lonnie Nuttall* D C

BOOK 25 PAGE 211

CAF #31-399

FILED
THIS DATE
JUN 30 1992
BILLY V. COOPER
CHANCERY CLERK
BY Connie Guthrie

Last Will and Testament

OF

CENDELIA SUTTON CHAMBERS

Being of sound and disposing mind and memory and of lawful age, I, CENDELIA SUTTON CHAMBERS, hereby revoke all wills heretofore made by me and do hereby make, publish and declare this to be my LAST WILL AND TESTAMENT, to-wit:

ITEM ONE: I request that all of my just and lawful debts, including funeral expenses, be paid as soon after my death as can be conveniently done.

ITEM TWO: I hereby give, devise and bequeath all of my property, both real and personal, to my daughter, MARY SUTTON CHAMBERS, for her lifetime, with remainder to my granddaughter, DORIS MOORE MYERS.

ITEM THREE: In the event that DORIS MOORE MYERS predeceases MARY SUTTON CHAMBERS then I will devise and bequeath all the remainder of my estate to the children of DORIS MOORE MYERS, share and share alike.

ITEM FOUR: I hereby name, constitute and appoint my daughter MARY SUTTON CHAMBERS, as Executrix of this Will, without bond and without being required at any time to make any report to any Court.

SIGNED, PUBLISHED AND DECLARE by me as my LAST WILL AND TESTAMENT, on this the 30th day of December, 1972, in the presence of these witnesses, who also signed the same as witness hereto, at my request, in my presence, and in the presence of each other, on this day.

WITNESSES:

Lloyd Springs
Doris Moore Myers

Cendelia Sutton Chambers
CENTELIA SUTTON CHAMBERS



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 30th day of June, 1992, at o'clock M, and was duly recorded on the June 30, 1992, Book No. 25, Page 211.

BILLY V. COOPER, CHANCERY CLERK BY Connie Guthrie D.C

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

FILED
THIS DATE
JUN 30 1992
BILLY V. COOPER
CHANCERY CLERK
BY Connie Guthrie

IN THE MATTER OF THE ESTATE OF
CENTELIA SUTTON CHAMBERS, DECEASED

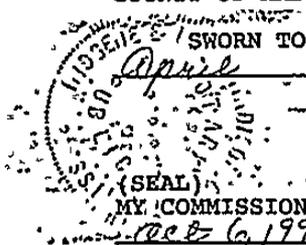
CIVIL ACTION FILE NO. 31-399

PROOF OF WILL

Comes now MARY S. SPIVEY, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Centelia Sutton Chambers, and enters her appearance herein as provided by Section 91-7-9, Miss. Code Anno. (1972), as amended, and makes oath before the undersigned authority that Centelia Sutton Chambers, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 30th day of December, 1972, the day of the date of said instrument, in the presence of this deponent and Lloyd G. Spivey, Jr., the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and Lloyd G. Spivey, 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 said testator and in the presence of each other, on the day of the date of said instrument.

Mary S. Spivey
MARY S. SPIVEY

STATE OF MISSISSIPPI
COUNTY OF MADISON



SWORN TO AND SUBSCRIBED before me on this the 10 day of April, 1992.

James E. Levy
NOTARY PUBLIC



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 30th day of June, 1992, at _____ o'clock _____ M, and was duly recorded on the June 30, 1992, Book No. 25, Page 212

BILLY V. COOPER, CHANCERY CLERK BY Connie Guthrie DC

BOOK 25 PAGE 213

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

FILED
THIS DATE
JUN 30 1992
BILLY V. COOPER
CHANCERY CLERK
BY *Connie Guthrie*

IN THE MATTER OF THE ESTATE OF
CENTELIA SUTTON CHAMBERS, DECEASED

CIVIL ACTION FILE NO. 31-399

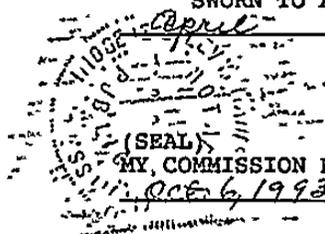
PROOF OF WILL

Comes now LLOYD G. SPIVEY, JR., one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Centelia Sutton Chambers, and enters his appearance herein as provided by Section 91-7-9, Miss.Code Anno. (1972), as amended, and makes oath before the undersigned authority that Centelia Sutton Chambers, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 30th day of December, 1972, the day of the date of said instrument, in the presence of this deponent and Mary S. Spivey, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that he and Mary S. Spivey 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 said testator and in the presence of each other, on the day of the date of said instrument.

Lloyd G. Spivey, Jr.
LLOYD G. SPIVEY, JR.

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED before me on this the 10 day of April, 1992.



Emmanuel E. Remy
NOTARY PUBLIC



STATE OF MISSISSIPPI, County of Madison.

I certify that the within instrument was filed for record in my office this 30th day of June, 1992, at o'clock, M., and was duly recorded on the June 30, 1992, Book No 25, Page 213.

BILLY V. COOPER, CHANCERY CLERK BY: *Connie Guthrie* D.C.

BOOK 25 PAGE 214

LAST WILL AND TESTAMENT
OF
NATHAN DAVIS

FILED
THIS DATE
JUL - 1 1992
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

#30-429

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

I.

I name, constitute and appoint Ella Mae Otis as Executrix of this, my Last Will and Testament, and direct that she be not required to give bond or make any formal accounting to any Court other than the probate of this my Last Will and Testament.

II.

I will, devise and bequeath unto my wife, Cora B. Davis, all of my estate, real, personal, and mixed of whatever nature and wheresoever located or situated. Should my said wife, Cora B. Davis predecease me, I will, devise and bequeath all of my said estate unto Ella Mae Otis.

IN WITNESS WHEREOF I have executed this Last Will and Testament on this the 22nd day of February, 1980, in the presence of the undersigned attesting and credible witnesses who, at my request and in my presence, and in the presence of each other, have witnessed my signature hereto.

WITNESSES:
[Signature] Nathan Davis
[Signature] Nathan Davis
[Signature] Nathan Davis

Signed, published and declared by the testator, Nathan Davis, as and for his Last Will and Testament in the presence of us, who, at his request and in his presence and in the presence of each other, subscribed our names hereto as attesting witnesses, this the 22nd day of February, 1980.

[Signature]
[Signature]
Witnesses

EXHIBIT
P-3-ID only

PLAINTIFF'S EXHIBIT
3

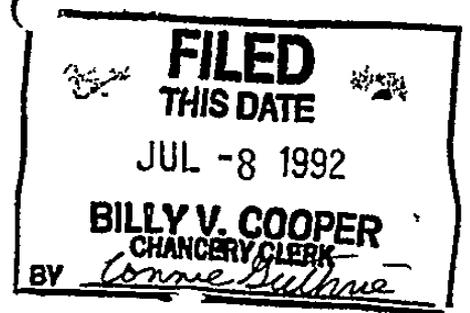
BOOK 25 PAGE 215

State of Mississippi, County of Madison
 I, Billy V. Cooper, Clerk of the Chancery Court in and for the County and State aforesaid, do hereby certify that
 the above and foregoing is a true and correct copy of Deed - Will v Sealman as fully and completely
 as same appears and remains of record in Book _____, Page _____ of Cause No. 30-429
 thereof, of the records now on file in my office.
 Given under my hand and seal of office this the 1st day of July, 1992 BILLY V. COOPER, Chancery Clerk
 BY: M. D. Danner D.C.



STATE OF MISSISSIPPI, County of Madison:
 I certify that the within instrument was filed for record in my office this 1st day
 of July, 1992, at _____ o'clock _____ M, and was duly recorded
 on the July 1, 1992, Book No 25, Page 214.
 BILLY V. COOPER, CHANCERY CLERK BY: Connie Guthrie D.C.

31-519

LAST WILL AND TESTAMENT OF
BESSIE R. BALKIN

I, BESSIE R. BALKIN, a widow, a resident of Sunflower County, Mississippi, being more than twenty-one years of age and of sound and disposing mind and memory, realizing the uncertainty of life and the certainty of death, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other Wills or instruments of a testamentary nature heretofore made by me.

I.

I hereby request my Executor, hereinafter named, to pay all of my just debts and funeral expenses as soon as practicable after my death, but no trust is herein created or intended for the payment of any debts.

II.

I hereby give and bequeath to my granddaughter, Dianne Balkin, my diamond watch.

III.

I hereby give and bequeath to my friends, J. T. Stacy and his wife, Sally May Stacy, the sum of Five Hundred Dollars (\$500.00) each.

IV.

I hereby will, devise and bequeath to my daughter, Gertrude B. Cohen, my home located in the City of Drew, Sunflower County, Mississippi, together with all of the furniture, appliances, fixtures and contents thereof, and also the adjoining rental house and lot located in the City of Drew, Sunflower County, Mississippi, which we originally purchased from J. B. Hughes. My house and the rental house are located on a lot approximately 100 feet by approximately 238 feet on the corner of Shaw Street and Virgie Street in the City of Drew, Sunflower County, Mississippi. It is my intention to devise to my said daughter my said residence lot and the adjoining rental house property in Drew, Mississippi, whether correctly described herein or not.

v.

I hereby will, devise and bequeath all of the rest and residue of my property, real, personal or mixed, of whatever nature and wheresoever situated unto my two children, Gilbert Balkin and Gertrude B. Cohen, share and share alike. In the event that either or both of said children predecease me, the share of said deceased child shall go to the descendants of said child then living.

VI.

I hereby name and appoint my son, Gilbert Balkin, as the Executor of this, my Last Will and Testament, and hereby request that he not be required to give any bond or make any inventory, appraisal, or accounting to the Court, the same being specifically waived by me. In the event said son should predecease me or not be able to serve as Executor, then I name and appoint my daughter, Gertrude B. Cohen, to serve as Executrix and request that she not be required to give any bond or make any inventory, appraisal, or accounting to the Court, the same specifically waived by me.

IN WITNESS WHEREOF, I have hereunto signed my name to this my Last Will and Testament, in the presence of the undersigned witnesses, on this the 17th day of September, 1984.

Bessie R. Balkin
BESSIE R. BALKIN

WITNESSES:

Sharon C. Ellison

Annie L. Cox, Jr.

On this the 17th day of September, 1984, the above named Testatrix, Bessie R. Balkin, in our presence subscribed to the foregoing instrument and declared the same to be her Last Will and Testament, and we, thereupon, at her request, in her presence, and the presence of each other, have hereunto subscribed our names as witnesses.

Sharon C. Ellison

Annie L. Cox



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 8th day of July, 1992, at o'clock — M., and was duly recorded on the July 8, 1992, Book No. 25, Page 216.

BILLY V. COOPER, CHANCERY CLERK BY: Connie Guthrie D.C.

31-519

AFFIDAVIT OF SUBSCRIBING WITNESS

FILED
THIS DATE
 JUL -8 1992
BILLY V. COOPER
 CHANCERY CLERK
 BY Connie Guthrie

STATE OF MISSISSIPPI

COUNTY OF BOLIVAR

This day personally appeared before me, the undersigned authority in and for said county and state, ANCIL L. COX, JR., one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of Bessie R. Balkin, Deceased, (Testatrix) residing in Madison County, Mississippi at the time of her death, who having been by me first duly sworn, makes oath that the said Bessie R. Balkin signed, published and declared said instrument as her Last Will and Testament on September 17, 1984, in the presence of this affiant and in the presence of Sharon C. Ellison, the other subscribing witness, that said Testatrix was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that he and the said Sharon C. Ellison 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.

Ancil L. Cox, Jr.
 Ancil L. Cox, Jr.

Sworn to and subscribed before me this, the 2nd day of July, 1992.

Anna C. Moore, Jr.
 Notary Public

My Commission Expires:

2/23/96

(Affix official seal)



Exhibit "A" to Petition

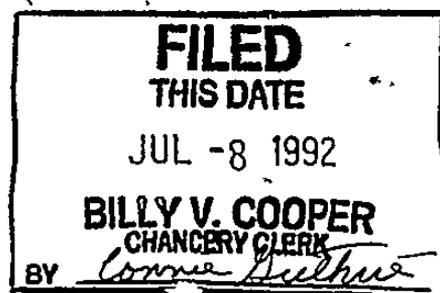
STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 8th day of July, 1992, at o'clock M., and was duly recorded on the July 8, 1992, Book No. 25, Page 219.

BILLY V. COOPER, CHANCERY CLERK BY: Connie Guthrie D.C.



CODICIL NUMBER ONE
TO
LAST WILL AND TESTAMENT
OF
BESSIE R. BALKIN



I, Bessie R. Balkin, do hereby make, publish and declare this to be my Codicil Number One to my Last Will and Testament dated the 17th day of September, 1984.

1. I have heretofore given to Diane my diamond watch referred to in Article II of my said Will.

2. I ratify and confirm the provisions of Article III and IV of said Will.

3. In handling my affairs, and making investments and purchasing assets, I, and Gertrude, my daughter, as my agent, have customarily placed such assets in accounts styled "Bessie R. Balkin or Gertrude B. Cohen, or Gilbert Balkin." Most of my assets, represented by savings accounts, certificates of deposits, stock and bond certificates, etc. are so held. All of such assets are my sole property and the purpose of so styling said accounts and investments was and is for convenience and for facility of payment and transfer in the event of my disability or death. All of such assets are, and shall be considered, my sole property, and are to be disposed of as part of the residue of my estate in accordance with the provisions of Article V of said Will.

As provided in said Article V, in the event either or both of my said children predecease me, the one-half share of the deceased child in such assets, which would have passed to him or her, had he or she survived me, shall go to the descendants of said child then living.

4. I hereby amend Article VI of said Will to read as follows:

I hereby name and appoint my son Gilbert and my daughter, Gertrude as Co-Executors of my Will and Codicil. Said Co-Executors shall act jointly in any matter involving my estate. I hereby request that neither be required to give bond or make

any inventory, appraisal or any reports or accounting to any Court, the same being specifically waived by me.

However, the Chancery Court of the county in which my estate is being administered shall have jurisdiction to decide any question involving the administration of my estate, should the aid of the Court be invoked.

5. As so amended by this Codicil, I ratify, confirm and republish the provisions of my Will dated the 17th day of September, 1984.

IN WITNESS WHEREOF, I do sign, publish and declare this to be Codicil Number One to my Last Will and Testament dated the 17th day of September, 1984, on this the 15 day of December, 1987.

Bessie R. Balkin
Bessie R. Balkin

This instrument was on the day and year shown above, declared by BESSIE R. BALKIN to be her Codicil Number One to her Last Will and Testament dated the 17th day of September, 1984, in our presence and we, at her request, have on this date subscribed our names hereto as witnesses in her presence and in the presence of each other.

This, the 15th day of December, 1987.

Linda Carter
WITNESS

Re-Ray R. Robertson
WITNESS

5345 Dogwood Trail
Jackson, Ms 39212

433 Lawrence Rd.
Jackson, MS 39206



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 8th day of July, 1992, at o'clock M., and was duly recorded on the July 8, 1992, Book No. 25, Page 220.

BILLY V. COOPER, CHANCERY CLERK BY: Connie Guthrie D.C.

AFFIDAVIT OF SUBSCRIBING WITNESSES

FILED
THIS DATE
JUL -8 1992
BILLY V. COOPER
CHANCERY CLERK
BY *Connie Guthrie*

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for said county and state, LINDA CARTER, one of the subscribing witnesses to a certain instrument of writing purported to be Codicil Number One to the Last Will and Testament of Bessie R. Balkin, Deceased, (Testatrix) residing in Madison County, Mississippi at the time of her death, who having been by me first duly sworn, makes oath that the said Bessie R. Balkin signed, published and declared said instrument as her Codicil Number One to the Last Will and Testament on December 15, 1987, in the presence of this affiant and in the presence of ReNay R. Robertson, the other subscribing witness, that said Testatrix was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that she and the said ReNay R. Robertson 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.

Linda Carter
Linda Carter

Sworn to and subscribed before me this, the 7th day of July, 1992.

Laurel G. Burkett
Notary Public

My Commission Expires:
My Commission Expires Aug 21, 1993
(Affix official seal)



STATE OF MISSISSIPPI, County of Madison:
I certify that the within instrument was filed for record in my office this 8th day of July, 1992, at _____ o'clock _____ M., and was duly recorded on the July 8, 1992, Book No. 25, Page 222.
BILLY V. COOPER, CHANCERY CLERK BY: Connie Guthrie D.C.

STATE OF MISSISSIPPI
COUNTY OF MADISON

31-521

LAST WILL AND TESTAMENT
OF
ROY E. TATE

FILED	
THIS DATE	
JUL 13 1992	
\$	BILLY V. COOPER
	CHANCERY CLERK
BY	<i>Conne Bultme</i>

I, ROY E. TATE, an adult resident citizen of Madison County, Mississippi, and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my LAST WILL AND TESTAMENT, and by so doing, I do hereby revoke any and all other wills and codicils thereto which have been heretofore made by me.

ITEM ONE

I do hereby give and bequeath unto my wife, SHIRLEY R. TATE, all of my household goods and furnishings, including but not limited to any and all appliances, furniture, television satellite system, linens and bedding items, kitchen utensils and accessories, and any and all such other personal property as is located in and/or used for housekeeping purposes at my present residence at 527 Old Yazoo City Road, Canton, Mississippi 39046.

ITEM TWO

I do hereby give and bequeath unto my daughter, DONNA T. REDDELL, my 1992 Chevrolet pick-up truck or any replacement pick-up truck owned by me at the time of my death.

ITEM THREE

I do hereby give and bequeath unto my son, JESSIE ROY TATE II, all of my corporate stock in Mississippi Chemical Corporation, together with any and all other right, title and interest in and to said corporation that I may own or be entitled to receive at the time of my death.

ITEM FOUR

I hereby direct that my co-executors shall take charge of and receive all of the rest, residue and remainder of my real and personal property, including all farm and timber lands, farm equipment, cattle, corporate stock, bank accounts, and

all cotton production payments and accounts receivables, and then promptly sell all of such real and personal property as may be then unliquidated, either for cash at a private sale for fair market value or at a duly advertised public sale to the highest and best bidder for cash; and I hereby direct that my co-executors shall use such liquid assets and the net proceeds derived from the sale of the unliquidated real and personal property to pay my secured creditors having liens upon any of such real or personal property, my unsecured creditors having claims which are duly probated, registered and allowed against my estate, my taxes, and all other proper costs of the administration of my estate; and I do hereby give and bequeath the cash balance of all of such real and personal property, remaining after the payment of the above named debts and expenses, to my wife, SHIRLEY R. TATE, and to my daughters, DONNA T. REDDELL, TERRI T. HARGROVE, and LYNN T. THOMPSON, as individuals and not as a class, in equal shares, to share and share alike.

ITEM FIVE

I do hereby name, constitute and appoint JAMES CHANDLER and LLOYD W. SIMPSON, JR., to serve as co-executors of my estate, without bond; and I do hereby vest my said co-executors with full power and authority to sell, transfer and convey all of my residuary estate, both real and personal, upon the terms and conditions hereinabove set forth in Item Four of this will.

IN WITNESS WHEREOF, I do hereby sign, publish and declare this to be my LAST WILL AND TESTAMENT, on this the 24 day of June, 1992.

Roy E Tate
ROY E. TATE

THIS INSTRUMENT was, on the date shown above, signed, published and declared by ROY E. TATE to be his LAST WILL AND TESTAMENT, in our presence, and we, at his request and on such date, subscribed our names hereto as witnesses, in his presence and in the presence of each other.

WITNESSES:

JM Ritchey
Roggy Aucton

STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 13th day of July, 1992, at _____ o'clock _____ M., and was duly recorded on the July 13, 1992, Book No. 25, Page 223.

BILLY V. COOPER, CHANCERY CLERK BY: Connie Nuttall D.C.



BOOK 25 PAGE 226

FILED
THIS DATE
JUL 13 1992
MISSISSIPPI
BILLY V. COOPER
CHANCERY CLERK
BY *Lonnie Galtner*

IN THE CHANCERY COURT OF MADISON COUNTY,
IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
ROY E. TATE, DECEASED

CIVIL ACTION, FILE NO. 31-521

STATE OF MISSISSIPPI
COUNTY OF MADISON

PROOF OF WILL

PERSONALLY appeared before me, the undersigned Notary Public in and for the jurisdiction aforesaid, J. M. RITCHEY a subscribing witness to the foregoing and annexed instrument of writing purporting to be the Last Will and Testament of Roy E. Tate, deceased, late of Madison County, Mississippi, who, having been by me first duly sworn, stated that the said Roy E. Tate signed, published and declared said instrument to be his Last Will and Testament on the 24th day of June, 1992, being the date of said instrument, in the presence of said deponent and Peggy Fulton; and that the said testator was then and there of sound and disposing mind and memory and was more than twenty-one years of age; that the deponent and Peggy Fulton subscribed and attested said instrument, as a witnesses to the signature and publication thereof, at the request 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 the said deponent is now and was at the time of said attestation a competent witness under the laws of the State of Mississippi.

WITNESS OUR SIGNATURES this the 10th day of July, 1992.

J. M. Ritchey
J. M. RITCHEY

SWORN TO and subscribed before me, this the 10 day of July, 1992.

Peggy Fulton
NOTARY PUBLIC



My Commission Expires: 11-29-93



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 13th day of July, 1992, at — o'clock — M., and was duly recorded on the July 13, 1992, Book No. 25, Page 226.

BILLY V. COOPER, CHANCERY CLERK BY: *Lonnie Galtner* D.C

BOOK 25 PAGE 227

FILED
THIS DATE
JUL 13 1992
MISSISSIPPI
BILLY V. COOPER
CHANCERY CLERK
BY Connie Gettine

IN THE CHANCERY COURT OF MADISON COUNTY,
IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
ROY E. TATE, DECEASED

CIVIL ACTION, FILE NO. 31-521

STATE OF MISSISSIPPI
COUNTY OF MADISON

PROOF OF WILL

PERSONALLY appeared before me, the undersigned Notary Public in and for the jurisdiction aforesaid, PEGGY FULTON, a subscribing witness to the foregoing and annexed instrument of writing purporting to be the Last Will and Testament of Roy E. Tate, deceased, late of Madison County, Mississippi, who, having been by me first duly sworn, stated that the said Roy E. Tate signed, published and declared said instrument to be his Last Will and Testament on the 24th day of June, 1992, being the date of said instrument, in the presence of said deponent and J. M. Ritchey; and that the said testator was then and there of sound and disposing mind and memory and was more than twenty-one years of age; that the deponent and J. M. Ritchey subscribed and attested said instrument, as witnesses to the signature and publication thereof, at the request of and in the presence of the testator, on the day and year of the date thereof; and that the said deponent is now and was at the time of said attestation a competent witness under the laws of the State of Mississippi.

WITNESS OUR SIGNATURES this the 10th day of July, 1992.

Peggy Fulton
PEGGY FULTON

SWORN TO and subscribed before me, this the 10th day of July, 1992.

J. M. Ritchey
NOTARY PUBLIC

My Commission Expires:
5-31-1993



STATE OF MISSISSIPPI, County of Madison

I certify that the within instrument was filed for record in my office this 13th day of July, 1992, at o'clock M, and was duly recorded on the July 13, 1992, Book No 25, Page 227.

BILLY V. COOPER, CHANCERY CLERK BY Connie Gettine D.C.

31-520

FILED
THIS DATE

JUL 17 1992

BILLY V. COOPER
CHANCERY CLERK

BY

Lorne Duthrie

Page One

Sept-30, 1988

I, Wilhelmina Armstrong Martin, being of sane mind (I hope) do hereby make and declare this to be my last will and testament. Hereby revoking all wills and Codicils hereto fore made by me.

Item I, I appoint Paul Houston Stephenson, Jr. as Executor of my estate to serve without bond. Nor shall he be required to account to any court, including final accounting of his administration. However, he should make a report to the beneficiaries annually, as long as this is necessary.

Item II - I direct my Executor to pay all funeral expenses, expenses of my last illness, my just debts, all Federal and State estate - inheritance, succession, transfer or other death Taxes which are assessed against my estate out of my residuary estate.

Item III. I give, devise and bequeath my Public Service Electric (New Jersey) bond, held at Merrill Lynch, to Mr. Thomas Martin Holder, Sr.

Item IV - All of the rest, residue and remainder of my property I give, devise and bequeath to Paul Houston Stephenson, Jr. and Margerie Holder Farming, to share and share alike. The property included in this Item shall include, but not be limited to, my Merrill Lynch Cash Management Account (with

FILED
THIS DATE

JUL 17 1992

BILLY V. COOPER
CHANCERY CLERK
BY Lonnie Galtner

Page Two

Sept. 30, 1988

the exception of the Public Service Bond, my Miss. Power and Light Bond, 100 shares of Stirling Sugar, C.D. and Treasury Notes held with Trustmark Bank -

My house and lot at 1412 Fontaine Drive, Jackson, Miss. have been sold to Stuart Robinson, Jr. I hold the mortgage and am receiving monthly payments from him. It is my wish that Paul Houston Stephenson, Jr. and Margie Holder Tanning share and share alike in all proceeds from this sale.

These are my wishes on this day, September 30, 1988 -

Wilhelmina Armstrong Martin

Witnesses:

Kathleen A. Turner
Eleanor P. Magruder



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 17th day of July, 1992, at o'clock M., and was duly recorded on the July 17, 1992, Book No. 25, Page 228.

BILLY V. COOPER, CHANCERY CLERK BY: Lonnie Galtner D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF WILHELMINA ARMSTRONG MARTIN, DECEASED

NO. 31-FILED
THIS DATE
JUL 17 1992
BILLY V. COOPER
CHANCERY CLERK
BY Connie Guitman

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Kathleen A. Turner, a credible and competent subscribing witness to the Last Will and Testament of Wilhelmina Armstrong Martin, deceased, dated September 30, 1988, who having been first duly sworn, states on oath that the said Wilhelmina Armstrong Martin made, executed, published and declared said instrument as her Last Will and Testament on the 30th day of September, 1988, the date of said instrument, in the presence of this affiant and Eleanor R. Magruder; that the Testatrix was then of sound and disposing mind and memory, and above the age of twenty-one (21) years; that the Testatrix was acting voluntarily without undue influence, fraud or restraint; that the affiant subscribed and attested said instrument as a witness to the signature and publication thereof at the special instance of Wilhelmina Armstrong Martin and in the presence of Wilhelmina Armstrong Martin and Eleanor R. Magruder; that the Testatrix at the time of the attestation was mentally capable of recognizing, and actually conscious of said act and attestation; that the subscribing witness was, at the time of the said attestation, a competent witness under the laws of the State of Mississippi.

WITNESS MY SIGNATURE, this the 26th day of June, 1992.

Kathleen A. Turner
Kathleen A. Turner

SWORN TO AND SUBSCRIBED before me on this, the 26th day of

June, 1992.

Mildred M. Walker
Notary Public

My Commission Expires:

June 2, 1993



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 17th day of July, 1992, at _____ o'clock — M., and was duly recorded on the July 17, 1992, Book No 25, Page 230

BILLY V. COOPER, CHANCERY CLERK BY Connie Guitman DC

FILED
THIS DATE

JUL 17 1992

BILLY V. COOPER
CHANCERY CLERK

BY Conne Duthie

31-520
BOOK 25 PAGE 231

April 10th, 1989 -

Codicil Number One:

I wish to add this Codicil to my will of September 30th, 1988 - And I do not know how to phrase it -

But, this is what I want. In the event that Paul should pre-decease me, I want his wife, Ann, to have his inheritance -

And, if Margie should pre-decease me, I want her husband, Bill, to have her inheritance -

From where I am sitting today, there may be nothing, but both of these in-laws (and I don't really like the word) have been so good to me -

I am so very sorry that I can not include the other nieces and nephews who have been so wonderful to me and to whom I am so grateful, but my finances just won't stretch that far - Thank you, though, and I love you -

Signed: 4/10/89

Wilhelmina Armstrong Martin

witnesses:

Mary b. (Beck) Arnold

Franklin Arnold

4/10/89

(over)

If there is any possible way, I want Ann Stephenson to have a trip to Paris - and Paul will, I hope, go with her - I can't make any specific mention of a sum involved, but would like for something to be worked out for her -

Love again -

"Baby", Aunt "Bill", Wilhelmina -

Take your choice!



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 17th day of July, 1992, at _____ o'clock — M., and was duly recorded on the July 17, 1992, Book No. 25, Page 231.

BILLY V. COOPER, CHANCERY CLERK BY: Tomie Guther D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF WILHELMINA ARMSTRONG MARTIN, DECEASED

NO. 31-524

FILED
THIS DATE
JUL 17 1992
BILLY V COOPER
CHANCERY CLERK
BY *Connie Rutledge*

AFFIDAVIT OF SUBSCRIBING WITNESS TO CODICIL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Mary C. Arnold, a credible and competent subscribing witness to the Codicil of the Last Will and Testament of Wilhelmina Armstrong Martin, deceased, dated April 10, 1989, who, having been first duly sworn, states on oath that the said Wilhelmina Armstrong Martin made, executed, published and declared her Codicil to her Last Will and Testament on the 10th day of April, 1989, the date of said instrument, in the presence of this affiant and Franklin Arnold; that the Testatrix was then of sound and disposing mind and memory, and above the age of twenty-one (21) years; that the Testatrix was acting voluntarily without undue influence, fraud or restraint; that the affiant subscribed and attested said instrument as a witness to the signature and publication thereof at the special instance of Wilhelmina Armstrong Martin and in the presence of Wilhelmina Armstrong Martin and Franklin Arnold; that the Testatrix at the time of the attestation was mentally capable of recognizing, and actually conscious of said act and attestation; that the subscribing witness was, at the time of the said attestation, a competent witness under the laws of the State of Mississippi; that at the time of the attestation the Testatrix Wilhelmina Armstrong Martin was a resident of and had a fixed place of residence in Madison County, State of Mississippi.

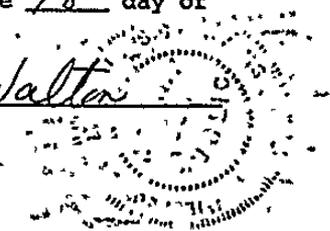
WITNESS MY SIGNATURE, this the 18th day of June, 1992.

Mary C. Arnold
Mary C. Arnold

SWORN TO AND SUBSCRIBED before me on this, the 18th day of June, 1992.

Mildred D. Walston
Notary Public

My Commission Expires:
June 2, 1993
1146



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 17th day of July, 1992, at o'clock M, and was duly recorded on the July 17, 1992, Book No. 25, Page 233.

BILLY V. COOPER, CHANCERY CLERK BY: *Connie Rutledge* D.C.

FILED
SEP 27 1991
TIME 9:10
B. J. DUNAVANT Clerk

IN THE PROBATE COURT OF SHELBY COUNTY, TENNESSEE

FILED
THIS DATE
DAVIS, JUL 23 1992 NO. B-18337
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

FILED
JUL 08 1992

MURPHY ADKINS
Chancery Clerk, Rankin County
Rec. In Bk. 18 Pg 535

MISSISSIPPI...
IN COUNTY...
Murphy Adkins...
Rankin County and State...
ment is a true and correct copy of the...
minute...
18... 535...
DECEASED...
8th... 92

my signature and seal of court this the 19...
MURPHY ADKINS, Chancery Clerk
PETITION FOR ADMISSION OF
LAST WILL AND TESTAMENT TO PROBATE
AND FOR APPOINTMENT OF EXECUTOR

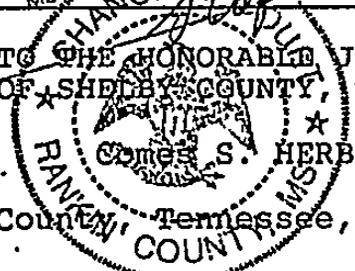
TO THE HONORABLE JUDGES OF THE PROBATE COURT
OF SHELBY COUNTY, TENNESSEE:

James S. HERBERT RHEA, a resident of Memphis, Shelby
County, Tennessee, and shows unto the Court:

That THOMAS B. DAVIS died on September 20, 1991, at
Memphis, Tennessee, which was his usual residence at the
time of his death;

That said decedent left as his Last Will and Testament
four (4) paper writings (here to the Court shown) the first
being a fifteen (15) page paper writing captioned "LAST WILL
AND TESTAMENT OF THOMAS B. DAVIS", dated April 8, 1987,
subscribed by said decedent and subscribed further by JAMES
C. WARNER and W. EMMETT MARSTON as attesting witnesses; the
second being a three (3) page paper writing captioned "FIRST
CODICIL TO LAST WILL AND TESTAMENT OF THOMAS B. DAVIS",
dated January 6, 1989, subscribed by said decedent and
subscribed further by S. SHEPHERD TATE and JEFFREY E.
THOMPSON as attesting witnesses; the third being a one (1)
page paper writing captioned "SECOND CODICIL TO LAST WILL
AND TESTAMENT OF THOMAS B. DAVIS", dated January 25, 1989,
subscribed by said decedent and subscribed further by S.
SHEPHERD TATE and JEFFREY E. THOMPSON as attesting
witnesses; and the fourth being a two (2) page paper writing
captioned "THIRD CODICIL TO LAST WILL AND TESTAMENT OF
THOMAS B. DAVIS", dated February 26, 1990, subscribed by
said decedent and subscribed further by S. SHEPHERD TATE and
JEFFREY E. THOMPSON as attesting witnesses;

That on April 8, 1987, said decedent was of sound mind
and disposing memory and more than eighteen (18) years of



age; that on said date, said decedent signed, published and declared said paper writing as and for his Last Will and Testament in the presence of JAMES C. WARNER and W. EMMETT MARSTON, who, in his presence and in the presence of each other and at his request; subscribed their names as attesting witnesses;

That on January 6, 1989, said decedent was of sound mind and deposing memory and more than eighteen (18) years of age; that on said date, said decedent signed, published and declared said paper writing as and for the First Codicil to his Last Will and Testament in the presence of S. SHEPHERD TATE and JEFFREY E. THOMPSON, who, in his presence and in the presence of each other and at his request, subscribed their names as attesting witnesses;

That on January 25, 1989, said decedent was of sound mind and deposing memory and more than eighteen (18) years of age; that on said date, said decedent signed, published and declared said paper writing as and for the Second Codicil to his Last Will and Testament in the presence of S. SHEPHERD TATE and JEFFREY E. THOMPSON, who, in his presence and in the presence of each other and at his request, subscribed their names as attesting witnesses;

That on February 26, 1990, said decedent was of sound mind and deposing memory and more than eighteen^{1/2} (18) years of age; that on said date, said decedent signed, published and declared said paper writing as and for the Third Codicil to his Last Will and Testament in the presence of S. SHEPHERD TATE and JEFFREY E. THOMPSON, who, in his presence and in the presence of each other and at his request, subscribed their names as attesting witnesses;

That in said paper writing dated April 8, 1987, said decedent nominated the Petitioner as Executor without bond; that Petitioner is willing and in all respects competent to serve as such Executor;

WHEREFORE, PREMISES CONSIDERED, PETITIONER PRAYS:

That said fifteen (15) page paper writing dated April 8, 1987, that said three (3) page paper writing dated January 6, 1989, that said one (1) page paper writing dated January 25, 1989, and that said two (2) page paper writing dated February 26, 1990, be admitted to probate as and for the true, whole Last Will and Testament of THOMAS B. DAVIS, and be filed and recorded as such; that Petitioner be appointed Executor of said Last Will and Testament; that the Clerk issue Letters Testamentary to him upon his taking the oath required by law and that his bond as Executor be waived, the same having been expressly waived in said Last Will and Testament.

S. Herbert Rhea
S. HERBERT RHEA

S. Shepherd Tate
S. Shepherd Tate #8197

Attorney for Petitioner
c/o Martin, Tate, Morrow & Marston, P.C.
22 North Front Street
The Falls Building
Eleventh Floor
Memphis, Tennessee 38103-2109

STATE OF TENNESSEE
COUNTY OF SHELBY

S. HERBERT RHEA makes oath that he has read the foregoing Petition and knows the contents thereof, and that the same is true of his own knowledge, except as to matters stated to be on information and belief, and those matters he believes to be true.

S. Herbert Rhea
S. HERBERT RHEA

Subscribed and sworn to before me this 27th day of September, 1991.

Karen Jane Garvin
NOTARY PUBLIC

My Commission Expires: July 25, 1995
My Commission Expires July 25, 1995

IN THE PROBATE COURT OF SHELBY COUNTY, TENNESSEE

IN RE: ESTATE OF

THOMAS B. DAVIS,

NO.

B . 18337

DECEASED.

ORDER ADMITTING LAST WILL AND TESTAMENT
TO PROBATE AND APPOINTING OF EXECUTOR

This cause came on to be heard upon the verified Petition of S. HERBERT RHEA, a resident of Memphis, Shelby County, Tennessee, for the admission to probate of four (4) paper writings, one of fifteen (15) pages, one of three (3) pages, one of one (1) page and one of two (2) pages, as the true, whole Last Will and Testament of THOMAS B. DAVIS, and for the appointment of S. HERBERT RHEA as Executor, upon the production in open court of said paper writings, upon the testimony of S. HERBERT RHEA, the Petitioner, upon the Affidavits of JAMES C. WARNER and W. EMMETT MARSTON, the attesting witnesses of said fifteen (15) page paper writing, and upon the Affidavits of S. SHEPHERD TATE and JEFFREY E. THOMPSON, the attesting witnesses of said three (3) page paper writing, said one (1) page paper writing, and said two (2) page paper writing, from all of which it does appear to the satisfaction of the Court:

That THOMAS B. DAVIS died on September 20, 1991, at Memphis, Tennessee, which was his usual residence at the time of his death;

That said decedent left as his Last Will and Testament four (4) paper writings, the first being a fifteen (15) page paper writing captioned "LAST WILL AND TESTAMENT OF THOMAS B. DAVIS," dated April 8, 1987, subscribed by said decedent and subscribed further by JAMES C. WARNER and W. EMMETT MARSTON as attesting witnesses; the second being a three (3) page paper writing captioned "FIRST CODICIL TO LAST WILL AND TESTAMENT OF THOMAS B. DAVIS", dated January 6, 1989, subscribed by said decedent and subscribed further by S. SHEPHERD TATE and JEFFREY E. THOMPSON as attesting

witnesses; the third being a one (1) page paper writing captioned "SECOND CODICIL TO LAST WILL AND TESTAMENT OF THOMAS B. DAVIS", dated January 25, 1989, subscribed by said decedent and subscribed further by S. SHEPHERD TATE and JEFFREY E. THOMPSON as attesting witnesses; and the fourth being a two (2) page paper writing captioned "THIRD CODICIL TO LAST WILL AND TESTAMENT OF THOMAS B. DAVIS", dated February 26, 1990, subscribed by said decedent and subscribed further by S. SHEPHERD TATE and JEFFREY E. THOMPSON as attesting witnesses;

That on April 8, 1987, said decedent was of sound mind and disposing memory and more than eighteen (18) years of age; that on said date, said decedent signed, published and declared said paper writing as and for his Last Will and Testament in the presence of JAMES C. WARNER and W. EMMETT MARSTON, who, in his presence and in the presence of each other and at his request, subscribed their names as attesting witnesses;

That on January 6, 1989, said decedent was of sound mind and deposing memory and more than eighteen (18) years of age; that on said date, said decedent signed, published and declared said paper writing as and for the First Codicil to his Last Will and Testament in the presence of S. SHEPHERD TATE and JEFFREY E. THOMPSON, who, in his presence and in the presence of each other and at his request, subscribed their names as attesting witnesses;

That on January 25, 1989, said decedent was of sound mind and deposing memory and more than eighteen (18) years of age; that on said date, said decedent signed, published and declared said paper writing as and for the Second Codicil to his Last Will and Testament in the presence of S. SHEPHERD TATE and JEFFREY E. THOMPSON, who, in his presence and in the presence of each other and at his request, subscribed their names as attesting witnesses;

That on February 26, 1990, said decedent was of sound mind and deposing memory and more than eighteen (18) years of age; that on said date, said decedent signed, published and declared said paper writing as and for the Third Codicil to his Last Will and Testament in the presence of S. SHEPHERD TATE and JEFFREY E. THOMPSON, who, in his presence and in the presence of each other and at his request, subscribed their names as attesting witnesses;

That in said paper writing dated April 8, 1987, said decedent appointed the Petitioner as Executor without bond; that Petitioner is willing and in all respects competent to serve as such Executor;

IT IS THEREFORE, ORDERED, ADJUDGED AND DECREED:

That said fifteen (15) page paper writing dated April 8, 1987, that said three (3) page paper writing dated January 6, 1989, that said one (1) page paper writing dated January 25, 1989, and that said two (2) page paper writing dated February 26, 1990, be admitted to probate as and for the true whole Last Will and Testament of THOMAS B. DAVIS, and be filed and recorded as such; that S. HERBERT RHEA is hereby appointed Executor of said Last Will and Testament; that the Clerk is directed to issue Letters Testamentary to him upon his taking the oath required by law and that his bond as Executor is waived, the same having been expressly waived in said Last Will and Testament.

Leonard D. Rhea
JUDGE

DATE: 9/27/91

Approved:

Shepherd Tate
Attorney

FILED SEPTEMBER 27, 1991

LAST WILL AND TESTAMENT
OF
THOMAS B. DAVIS

I, THOMAS B. DAVIS, a resident of Memphis, Shelby County, Tennessee, being of sound mind and disposing memory and more than eighteen (18) years of age, do hereby make, publish and declare this my Last Will and Testament, revoking any and all other Wills and Codicils heretofore at any time made by me.

ITEM I.

I direct that all of my lawful debts, funeral expenses and expenses in connection with the administration of my estate be paid as soon as possible after my death.

I direct further that all estate, inheritance, transfer, legacy, succession and other death taxes and duties of any nature which may be assessed or imposed upon or with respect to the property comprising my estate for such tax purposes, whether or not such property passes under this my Will, shall be paid as any other debt, and no part of said taxes shall be apportioned or prorated to any legatee or devisee under this my Will, or any person owning or receiving any property not passing under this my Will, the purpose being to have the same paid out of my general estate.

ITEM II.

I authorize and direct my Executor, all in accordance with the sound judgment and discretion of my Executor, to sell and convey all household furniture, furnishings, utensils, equipment, pictures, books, chinaware, silverware, ornaments, jewelry, clothing, automobiles, and articles of a purely personal nature (but not intending to include in this Item any money, stocks, bonds, life insurance policies, or other property of a commercial nature) owned by me at the

THIS IS THE FIRST PAGE OF
MY LAST WILL AND TESTAMENT

Thomas B. Davis

time of my death, and the proceeds therefrom shall become a part of my general estate.

ITEM III.

I give and bequeath:

A. To the YOUNG MEN'S CHRISTIAN ASSOCIATION OF MEMPHIS AND SHELBY COUNTY, TENNESSEE, Two Thousand (2,000) shares of the common stock of Weyerhaeuser Company;

B. To IDLEWILD PRESBYTERIAN CHURCH, Memphis, Tennessee, Two Thousand (2,000) shares of the common stock of Weyerhaeuser Company;

C. To MEMPHIS UNIVERSITY SCHOOL, Memphis, Tennessee, Two Thousand (2,000) shares of the common stock of Weyerhaeuser Company; and

D. To RHODES COLLEGE, Memphis, Tennessee, Two Thousand (2,000) shares of the common stock of Weyerhaeuser Company.

ITEM IV.

I give and bequeath jointly to my housekeepers, RICHARD B. LARSON and MARILYN J. LARSON, or to the survivor of them if only one of them survives me, ONE THOUSAND DOLLARS (\$1,000) per month for each month or part thereof that they, or the survivor of them, have served in my employ since the month of October, 1981, and if neither of them survives me, but leaves issue surviving me, then such sum which would have been paid jointly to them or the survivor shall be paid in equal shares per stirpes to such issue; provided, however, both of them or the survivor of them, if only one of them survives me, must have been in my employ at the time of my death, or if both of them predecease me, then the last one of them who died prior to my death must have been in my employ at the time of such survivor's death.

ITEM V.

I give and bequeath an amount equal to the largest amount allowable to me under the Internal Revenue Code of

THIS IS THE SECOND PAGE OF
MY LAST WILL AND TESTAMENT

Thomas B. Lawrence

1986, as the same may be amended, as a generation-skipping transfer exemption, reduced by the portion of said exemption used by me during my lifetime, in equal shares, to such of my great-nephew, THOMAS B. STIBOLT, JR., my great-nephew, JOHN R. STIBOLT, my great-nephew, ROBERT D. STIBOLT, my great-niece, NANCY S. EDDY, my great-nephew, VICTOR D. STIBOLT, II, my great-nephew, PHILIP H. STIBOLT, and my great-nephew, CARL B. STIBOLT, as shall survive me, provided, however, if any one of such persons does not survive me but leaves issue surviving me, such issue shall take in equal parts per stirpes the share such person would have taken had such person survived me.

ITEM VI.

I give and bequeath an amount equal to the amount given to each of my great-nephews and great-niece under the provisions of ITEM V above, to each of my nephews, RICHARD A. STIBOLT and NOEL BARRETT SHULER, as shall survive me, provided, however, if either of said nephews does not survive me but leaves issue surviving me, such issue shall take in equal parts per stirpes the amount such nephew would have taken had such nephew survived me.

ITEM VII.

All the rest, residue and remainder of my property, real, personal and mixed, of whatever nature and wherever situated, I give, devise and bequeath in equal shares as follows:

A. One-ninth (1/9th) to my nephew, RICHARD A. STIBOLT, if he survives me, or if he does not survive me but leaves issue surviving me, then to such issue in equal shares per stirpes.

B. One-ninth (1/9th) to my nephew, NOEL BARRETT SHULER, if he survives me, or if he does not survive me but leaves

issue surviving me, then to such issue in equal shares per stirpes.

C. Four-ninths (4/9ths) to my Trustee hereinafter named, in trust for the primary benefit of my nephew, THOMAS B. STIBOLT, for the purposes hereinafter set forth, said trust to be known and designated as the Thomas B. Stibolt Trust.

D. Three-ninths (3/9ths) to my Trustee hereinafter named, in trust for the primary benefit of RUTHMARIE HOPKINS HARPAM, the widow of my nephew, VICTOR DAVIS STIBOLT, for the purposes hereinafter set forth, said trust to be known and designated as the Ruthmarie Hopkins Harpham Trust.

ITEM VIII.

A. I direct that my Trustee shall take into my Trustee's possession and under my Trustee's control all of the property comprising the Thomas B. Stibolt Trust, shall collect all the rents, profits and income arising therefrom, and shall pay all necessary expenses incident to the management and preservation thereof, and shall pay to my nephew, THOMAS B. STIBOLT, my said nephew's wife, ERMINIE JEANNE HINEY STIBOLT, my said nephew's children, THOMAS B. STIBOLT, JR., JOHN R. STIBOLT, ROBERT B. STIBOLT and NANCY S. EDDY, and the grandchildren of my said nephew living at my death and any other grandchildren of my said nephew born after my death, so much of the principal and the net income of the trust, at such times, and in such amounts, as my Trustee, in my Trustee's sole discretion, shall determine shall be for their benefit, and shall accumulate, invest and reinvest the balance of the net income. Such payments of income or principal need not be made on a pro-rata basis, but may be made in the proportion deemed best by my Trustee. The decision of my Trustee as to whether or not such payments shall be made, to which one or ones of said persons shall payments be

made, and to the amount and time of payments shall be final and binding on all persons.

B. I give to my nephew, THOMAS B. STIBOLT, alone and in all events, the power to appoint the entire principal and undistributed income of the trust, free of this trust, among such of his children and their issue as he may desire, in whole or in part, at any time, or from time to time, in such amounts and manner, outright or in lesser estates, or in trust or otherwise.

In addition, I give to my nephew, THOMAS B. STIBOLT, alone and in all events, the power to appoint by his will the entire remaining principal and undistributed income of the trust, free of this trust, to the creditors of his estate.

In default of such appointment by my said nephew, or if he does not effectively appoint by his lawfully executed and proven will all of such principal and undistributed income, then upon his death the remaining principal and undistributed income of the trust or the part thereof not so effectively appointed shall be distributed in equal shares to such of my great-nephews, THOMAS B. STIBOLT, JR., JOHN R. STIBOLT, and ROBERT B. STIBOLT, and my great-niece, NANCY S. EDDY, as shall then be living, or all to the survivor if only one of them shall then be living; provided, however, if any of my said great-nephews or great-niece is not then living but has left issue then living, such issue shall take in equal parts per stirpes the share which such great-nephew or great-niece would have taken if then living. In making any such distribution of the trust, my Trustee shall be fully protected in relying upon an instrument which shall have been admitted to probate in any jurisdiction as to the Last Will and Testament of my said nephew, or in acting upon the assumption that he died intestate in the

case my Trustee shall have no notice of the probate of a will of my said nephew within three (3) months after his death.

ITEM IX.

A. I direct that my Trustee shall take into my Trustee's possession and under my Trustee's control all of the property comprising the Ruthmarie Hopkins Harpham Trust, shall collect all the rents, profits and income arising therefrom, and shall pay all necessary expenses incident to the management and preservation thereof, and shall pay to RUTHMARIE HOPKINS HARPAM, and her children, VICTOR D. STIBOLT, II, PHILIP H. STIBOLT, and CARL B. STIBOLT, and the grandchildren of RUTHMARIE HOPKINS HARPAM living at my death and any other grandchildren of RUTHMARIE HOPKINS HARPAM born after my death, so much of the principal and the net income of the trust, at such times, and in such amounts, as my Trustee, in my Trustee's sole discretion, shall determine shall be for their benefit, and shall accumulate, invest and reinvest the balance of the net income. Such payments of income or principal need not be made on a pro-rata basis, but may be made in the proportion deemed best by my Trustee. The decision of my Trustee as to whether or not such payments shall be made, to which one or ones of said persons shall payments be made, and to the amount and time of payments shall be final and binding on all persons.

B. I give to RUTHMARIE HOPKINS HARPAM, the widow of my nephew, VICTOR D. STIBOLT, alone and in all events, the power to appoint the entire principal and undistributed income of the trust, free of this trust, among such of her children and their issue as she may desire, in whole or in part, at any time, or from time to time, in such amounts and

Victor D. Stibolt

manner, outright or in lesser estates, or in trust or otherwise.

In addition, I give to RUTHMARIE HOPKINS HARPHAM, alone and in all events, the power to appoint by her will the entire remaining principal and undistributed income of the trust, free of this trust, to the creditors of her estate.

In default of such appointment by RUTHMARIE HOPKINS HARPHAM, or if she does not effectively appoint by her lawfully executed and proven will all of such principal and undistributed income, then upon her death the remaining principal and undistributed income of the trust or the part thereof not so effectively appointed shall be distributed in equal shares to such of my great-nephews, VICTOR D. STIBOLT, II, PHILIP H. STIBOLT, and CARL B. STIBOLT, as shall then be living, or all to the survivor if only one of them shall then be living; provided, however, if any of my said great-nephews is not then living but has left issue then living, such issue shall take in equal parts per stirpes the share which such great-nephew would have taken if then living. In making any such distribution of the trust, my Trustee shall be fully protected in relying upon an instrument which shall have been admitted to probate in any jurisdiction as to the Last Will and Testament of RUTHMARIE HOPKINS HARPHAM, or in acting upon the assumption that she died intestate in the case my Trustee shall have no notice of the probate of a will of RUTHMARIE HOPKINS HARPHAM within three (3) months after her death.

ITEM X.

If pursuant to this my Will any property is given, devised and bequeathed to a beneficiary who has not attained the age of twenty-one (21) years, or if pursuant to this my Will all or any portion of any trust created under this my

Will shall become payable to a beneficiary who has not attained the age of twenty-one (21) years, such property shall be held by my Trustee herein named as a separate trust estate for the benefit of such beneficiary, and my Trustee shall pay to such beneficiary for the support, maintenance, education and welfare of such beneficiary, or shall apply for the support, maintenance, education and welfare of such beneficiary, so much of the net income, at such times, and in such amounts, as my Trustee, in my Trustee's sole discretion, shall deem reasonably required for such purposes, and shall accumulate, invest and reinvest the balance of the net income.

In the event my Trustee, in my Trustee's sole discretion, shall at any time, or from time to time, deem that the payments of income to, or for the benefit of, such beneficiary are not sufficient for such beneficiary's support, maintenance, education and welfare, my Trustee shall have full power and authority to make payments from the principal of such trust estate for such purposes.

Upon such beneficiary attaining the age of twenty-one (21) years, my Trustee shall pay the balance of the principal, together with any undistributed income, to such beneficiary, and if such beneficiary should die before attaining the age of twenty-one (21) years, the principal, together with any undistributed income, shall be paid over to the estate of such beneficiary.

ITEM XI.

Having in mind the rule against perpetuities, anything in this my Will to the contrary notwithstanding, in no event shall any trust created under this my Will continue for a period of time longer than twenty-one (21) years after the death of the last survivor of such of the beneficiaries described in this my Will as are living at the time of my

death, but it shall, if not otherwise terminated, terminate at the expiration of said last mentioned period of twenty-one (21) years, and my Trustee shall distribute the trust estate to the person or persons entitled to take the trust estate under the provisions of such trust regardless of the age which any distributee otherwise entitled has attained.

ITEM XII.

The income of all trusts created herein shall accrue from the date of my death. Until such trusts are set apart my Executor shall have authority from time to time and in my Executor's discretion to pay out of my general estate to the respective income beneficiaries of such trusts, as advance payments of income, such sum or sums as in my Executor's judgment would be equivalent to the income such beneficiaries would have been entitled to receive had such trusts been set apart at the date of my death, and any sum so paid shall be a specific charge against such trust estate.

ITEM XIII.

The interest of the beneficiaries under the trusts created under this my Will shall not be subject to assignment, and said beneficiaries are restricted from selling, transferring, assigning, hypothecating, or otherwise disposing of the income of the trust estate or of the principal thereof before it comes into the hands of any beneficiary, and such income or principal shall not be subject to execution or other legal process for any debt or liability any beneficiary may have contracted or otherwise become obligated for; however, this provision shall in no way restrict or limit the powers of appointment as provided in Items VIII and IX of this my Will.

ITEM XIV.

My Executor and my Trustee, and the successor or successors of them, shall have all the rights, powers, privileges and immunities usually possessed and exercised by executors and trustees, and without restricting such rights, powers, privileges and immunities, my Executor with respect to my estate and my Trustee with respect to each of said trusts created herein, are expressly authorized and empowered, at any time and from time to time:

1. To hold and retain any part of my estate or of said trusts in the form in which the same may be at the time of my decease or at the time of the receipt thereof by my Trustee from my Executor, notwithstanding that the same may not be investments prescribed or authorized by law for executors or trustees.

2. To invest and reinvest any funds in my estate or in said trusts in bonds, common stocks (including any common stocks of said bank and of any affiliated corporation), preferred stocks, mortgages, notes, common trust funds (including any common trust fund of said bank), or other property, either real, personal or mixed, without being restricted or limited to investments prescribed or authorized by law for executors or trustees.

3. To sell, exchange, partition or otherwise dispose of any property, real, personal or mixed, of which I may die seized and possessed, or which may at any time form a part of my estate or of said trusts, 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 my Executor or my Trustee may determine.

4. To mortgage any real property of which I may die seized and possessed, or which may at any time form a part of my estate or of said trusts for such purposes, for such amounts, and on such terms as my Executor or my Trustee may deem advisable.

5. To lease, with or without option to purchase, any real property for such term or terms and upon such conditions and rentals and in such manner as my Executor or my Trustee may deem advisable, and any such lease made by my Executor or my Trustee shall be binding upon the remaindermen.

6. No purchaser, mortgagee or lessee shall be bound or held to see to the application of any consideration paid for any conveyance, mortgage, disposition or lease of any property, real or personal.

7. To maintain insurance, make repairs, replacements and improvements, structural or otherwise, of any property, real or personal, and to rebuild any property.

8. To vote in person or by proxy any shares of stock held hereunder, at any meeting, regular or special; to agree or disagree to, and to subscribe to and pay out of my estate

THIS IS THE TENTH PAGE OF
MY LAST WILL AND TESTAMENT

William B. Linn

or said trusts any money which may be required in connection with any reorganization, recapitalization, merger, voting trust or consolidation; to agree or disagree to any liquidation or exchange of securities for other securities, whether such other securities be legal investments for executors and trustees or not; to exercise conversion, subscription or other rights, or abandon such rights; and generally to exercise in respect to any securities held hereunder the same rights and powers as are, or may be lawfully exercised by persons owning similar property in their own right.

9. To cause to be registered in the name of my Executor or my Trustee hereunder, or in the name of the nominee or nominees of my Executor or my Trustee, any securities that may from time to time be held by my Executor or my Trustee, or to take and keep them unregistered and in bearer form, and to retain them or any part thereof in such condition that they will pass by delivery.

10. To allocate and apportion between income and principal any items of receipts, increase, loss or any expenditures which my Executor or my Trustee may determine should be so allocated or apportioned, provided such allocation or apportionment does not do violence to clearly established and generally recognized principles of accounting.

11. Whenever a division or distribution is required, to make such division or distribution in kind or in money, or in part kind or in part money, and the apportionment and division by my Executor or my Trustee, both as to valuations and as to specific properties, shall be final and determinative.

12. To make distribution of principal or income to minors or persons under mental, physical or legal disability, or to other persons or associations for the support, maintenance and education of minors or persons under mental, physical or legal disability without obtaining the prior or subsequent approval of any court or other authority, and the receipt of any minor, any person under mental, physical or legal disability, or other persons or associations to whom any such distribution has been made shall be a full and complete acquittal to my Executor or to my Trustee for any such distribution, even though such minor or person under mental, physical or legal disability may not have a regularly appointed and qualified guardian.

13. To borrow money, without personal liability, for any purpose for the benefit of my estate or said trusts, and to secure the same by mortgage, pledge, or hypothecation of any part of my estate or said trusts, and to sell property in my estate or said trusts to repay the same, and to renew any indebtedness incurred by me, by my Executor for the benefit of my estate, or by my Trustee for the benefit of said trusts.

14. My Trustee is authorized and empowered to purchase as an investment for said trusts any securities or other property, real, personal or mixed, belonging to my estate, and to lend money out of said trusts to my Executor, for such purposes and upon such terms, and with or without security, as my Trustee may determine.

15. To purchase, hold, or retain an undivided interest in property with others.

16. To compromise, settle, arbitrate or defend any claim or demand in favor of or against my estate or said trusts.

THIS IS THE ELEVENTH PAGE OF
MY LAST WILL AND TESTAMENT

Henry H. Lewis

17. To engage in and continue any business which I may be conducting or in which I may own an interest, either as sole owner or as a partner at the time of my death, as long as in the judgment of my Executor or my Trustee it shall be advisable; and during such period my Executor may use any part of my estate or my Trustee may use any part of said trusts for the conduct, maintenance, enlargement, or development of said business. In the conduct of such business my Executor or my Trustee may engage such employees, managers, agents and attorneys as my Executor or my Trustee may deem advisable; may enter into such contracts of sale, conveyance, or other transactions as may be necessary or advisable in carrying on said business without individual or personal liability therefor; and may delegate to any employee, manager, or agent, any powers, discretionary, or otherwise, necessary to or usual in the conduct of said business. Should the continuance of such business by my Executor or my Trustee as aforesaid prove to be unprofitable to my estate or to said trusts, I hereby direct that upon no account shall my Executor or my Trustee be held liable for any loss or damage my estate or said trusts may sustain by reason of such continuance.

ITEM XV.

Whenever used in this my Will, the word "issue" shall include an adopted child, adopted children, adopted grandchild and adopted grandchildren.

ITEM XVI.

I authorize my Executor to continue for the period of one year following my death the employment of my housekeepers, RICHARD B. LARSON and MARILYN J. LARSON, at the same monthly salary each of them was receiving at the time of my death. They are very familiar with my tangible personal property and will be of great assistance to my Executor in the preservation of this property until such time as my Executor is able to sell the various items and will also be of assistance to my Executor in such sales.

ITEM XVII.

I nominate, constitute and appoint my friend, S. HERBERT RHEA, of Memphis, Tennessee, as Executor of this my Last Will and Testament and Trustee of the trusts created hereunder, and if he should predecease me or should decline or fail to qualify, die, resign, or cease to act for any reason as Executor or Trustee, then I nominate, constitute

THIS IS THE TWELFTH PAGE OF
MY LAST WILL AND TESTAMENT

Richard B. Larson

and appoint my friend, JAMES D. WITHERINGTON, JR., of Memphis, Tennessee, as Executor or Trustee, as the case may be, and if JAMES D. WITHERINGTON, JR. should predecease me or should decline or fail to qualify, die, resign, or cease to act for any reason as Executor or Trustee, then I nominate, constitute and appoint UNION PLANTERS NATIONAL BANK, Memphis, Tennessee, as Executor or Trustee, as the case may be, and I expressly excuse S. HERBERT RHEA, JAMES D. WITHERINGTON, JR., and said bank, in such capacities, to the extent permitted by law, from giving bond, filing an inventory, or having a formal appraisal made of my estate in the State of Tennessee, the State of California, the State of Louisiana, the State of Mississippi, the State of Texas, the State of Alabama or elsewhere.

If at the time of my death I still own property in the State of California, the State of Louisiana, the State of Mississippi, the State of Texas, or the State of Alabama and should it become necessary for a representative of my estate to qualify also in any one or all of those states, and if said UNION PLANTERS NATIONAL BANK should be serving as successor Executor and cannot or may not desire to qualify as such in any one or all of those states, then I nominate, constitute and appoint my nephew, THOMAS B. STIBOLT, to serve as Executor of this my Last Will and Testament in such state or states, and I expressly excuse my said nephew, to the extent permitted by law, from giving bond, filing an inventory, or having a formal appraisal made of my estate, in such state or states.

I relieve my Trustee of the requirement of having a formal appraisal made of any of the real property that may from time to time be a part of any of the trusts created under this my Will.

ITEM XVIII.

If S. HERBERT RHEA, JAMES D. WITHERINGTON, JR. or UNION PLANTERS NATIONAL BANK, or my nephew, THOMAS B. STIBOLT, should serve as Executor, my Trustee of any trust created under this my Will shall be responsible only for the property delivered to my Trustee by S. HERBERT RHEA, JAMES D. WITHERINGTON, JR., UNION PLANTERS NATIONAL BANK, or my nephew, THOMAS B. STIBOLT, as Executor, without any Trustee requiring an audit or other verification of such property.

ITEM XIX.

If said UNION PLANTERS NATIONAL BANK, should, before or after its qualification as successor Executor and Trustee hereunder, or its acceptance of the trusts created herein, become merged, consolidated or reorganized with trust powers in any other name, then, in that event, I nominate, constitute and appoint such merged, consolidated or reorganized bank or trust company as successor Executor and Trustee hereunder, without bond, in place of UNION PLANTERS NATIONAL BANK, and with all the powers, rights, authorities, discretions, duties and obligations as though originally named herein as such successor Executor and Trustee, and I appoint such merged, consolidated and reorganized bank or trust company as successor Trustee of the trusts created herein, without bond, and with all the powers, rights, authorities, discretions, immunities, duties and obligations as though originally appointed herein as such Trustee.

ITEM XX.

A majority of the adult beneficiaries receiving income from any trust created hereunder, may at any time and from time to time remove my corporate Trustee and appoint a successor corporate Trustee by a written instrument duly acknowledged and filed in every court in which this my Will

has been admitted to probate; provided, however, any successor corporate Trustee must be a bank with capital and surplus of not less than TEN MILLION DOLLARS (\$10,000,000). Any successor corporate Trustee shall execute said trusts as though it had been originally appointed herein, with all the powers, rights, authorities, discretions and immunities as herein conferred, and with all the duties and obligations as are herein imposed upon the original corporate Trustee. I expressly excuse any successor corporate Trustee from giving bond in such capacity.

No successor corporate Trustee appointed hereunder shall be liable or responsible in any way for any acts or defaults of any predecessor Trustee or Trustees, nor for any loss or expense from or occasioned by anything done or neglected to be done by any predecessor Trustee, or Trustees, but such successor corporate Trustee shall be liable only for its own acts or defaults in respect to the property actually received by it as such Corporate Trustee.

The term "corporate Trustee" whenever used in this my Will, shall be deemed to refer to UNION PLANTERS NATIONAL BANK as successor Trustee, and any successor to said bank under the provisions of ITEM XIX of this my Will at that time in office hereunder.

This page and the preceding fourteen (14) pages of this my Will are all identified by my signature on each page.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 8th day of April, 1987.

Thomas B. Davis
THOMAS B. DAVIS

Signed, published and declared by the testator, THOMAS B. DAVIS, as and for his Last Will and Testament, 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 attesting witnesses, on the day and year last above written.

James C. Warren W. E. ...
Residing at 5172 May St. Memphis, Tenn. Residing at 636 S. ... Hill St. Memphis, Tennessee

FIRST CODICIL TO
LAST WILL AND TESTAMENT
OF
THOMAS B. DAVIS

I, THOMAS B. DAVIS, a resident of Memphis, Shelby County, Tennessee, being of sound mind and disposing memory and more than eighteen (18) years of age, do hereby make, publish and declare this as the First Codicil to my Last Will and Testament dated the 8th day of April, 1987.

I.

ITEM II of my Will reads as follows:

ITEM II.

I authorize and direct my Executor, all in accordance with the sound judgment and discretion of my Executor, to sell and convey all household furniture, furnishings, utensils, equipment, pictures, books, chinaware, silverware, ornaments, jewelry, clothing, automobiles, and articles of a purely personal nature (but not intending to include in this Item any money, stocks, bonds, life insurance policies, or other property of a commercial nature) owned by me at the time of my death, and the proceeds therefrom shall become a part of my general estate.

I hereby revoke said ITEM II of my Will and substitute therefor the following:

ITEM II.

I authorize and direct my Executor, all in accordance with the sound judgment and discretion of my Executor, to sell and convey all household furniture, furnishings, utensils, equipment, pictures, books, chinaware, silverware, ornaments, jewelry, clothing, automobiles, and articles of a purely personal nature (but not intending to include in this Item any money, stocks, bonds, life insurance policies, or other property of a commercial nature and not intending to include the property bequeathed in ITEM II-a of this my Will) owned by me at the time of my death, and the proceeds therefrom shall become a part of my general estate.

Thomas B. Davis

II.

I hereby add the following Item after ITEM II of my Will.

ITEM II-a

I give and bequeath to RUTHMARIE HOPKINS HARPHAM, the widow of my nephew, VICTOR DAVIS STIBOLT, if she survives me, the two jeweled elephants in my Palm Springs, California dwelling.

III.

ITEM IV of my Will reads as follows:

ITEM IV.

I give and bequeath jointly to my housekeepers, RICHARD B. LARSON and MARILYN J. LARSON, or to the survivor of them if only one of them survives me, ONE THOUSAND DOLLARS (\$1,000) per month for each month or part thereof that they, or the survivor of them, have served in my employ since the month of October, 1981, and if neither of them survives me, but leaves issue surviving me, then such sum which would have been paid jointly to them or the survivor shall be paid in equal shares per stirpes to such issue; provided, however, both of them or the survivor of them, if only one of them survives me, must have been in my employ at the time of my death, or if both of them predecease me, then the last one of them who died prior to my death must have been in my employ at the time of such survivor's death.

I hereby revoke said ITEM IV of my Will.

IV.

ITEM XVI of my Will reads as follows:

I authorize my Executor to continue for the period of one year following my death the employment of my housekeepers, RICHARD B. LARSON and MARILYN J. LARSON, at the same monthly salary each of them was receiving at the time of my death. They are very familiar with my tangible personal property and will be of great assistance to my Executor in the preservation of this property until such time as my Executor is able to sell the various items and will also be of assistance to my Executor in such sales.

I hereby revoke said ITEM XVI of my Will.

IV.

As amended by this Codicil, I hereby ratify, confirm and republish my said Last Will and Testament.

This page and the preceding two pages of this Codicil to my Last Will and Testament are identified by my signature on each page.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 6th day of January, 1989.

Thomas B. Davis
THOMAS B. DAVIS

Signed, published and declared by the testator, THOMAS B. DAVIS, as and for the First Codicil to his Last Will and Testament, 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 attesting witnesses, on the day and year last above written.

Shepherd Tate
Residing at 266 Breunington Pl.
Memphis, Tennessee

Jeffrey E. Thompson
Residing at 1880 Cowden Ave.
Memphis, Tennessee

SECOND CODICIL TO
LAST WILL AND TESTAMENT
OF
THOMAS B. DAVIS

I, THOMAS B. DAVIS, a resident of Memphis, Shelby County, Tennessee, being of sound mind and disposing memory and more than eighteen (18) years of age, do hereby make, publish and declare this as the Second Codicil to my Last Will and Testament dated the 8th day of April, 1987, the First Codicil being dated the 6th day of January, 1989.

I.

I hereby add the following Item after ITEM II-a of my Will:

ITEM II-b.

I give and bequeath to:

A. My friend, MARCUS W. ORR, if he survives me, the oil painting of a pool game, painted by Bacchelli, dated 1959, located in my home; and

B. My friend, S. HERBERT RHEA, if he survives me, the oil painting of a Dutch kitchen scene, painted by E. Piate, dated 1913, located in my home, and the oil painting of a rainy day in Paris, painted by John Morris, dated (19)50, located in my home.

II.

As amended by my said First Codicil and by this Codicil, I hereby ratify, confirm and republish my said Last Will and Testament.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 29th day of January, 1989.

Thomas B. Davis
THOMAS B. DAVIS

Signed, published and declared by the testator, THOMAS B. DAVIS, as and for the Second Codicil to his Last Will and Testament, 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 attesting witnesses, on the day and year last above written.

Shepherd Tate
Residing at 266 Brentwood Pl.
Memphis, Tennessee

Jeffrey E. Thompson
Residing at 180 Cowden Ave.
Memphis, Tennessee

THIRD CODICIL TO
LAST WILL AND TESTAMENT
OF
THOMAS B. DAVIS

I, THOMAS B. DAVIS, a resident of Memphis, Shelby County, Tennessee, being of sound mind and disposing memory and more than eighteen (18) years of age, do hereby make, publish and declare this as the Third Codicil to my Last Will and Testament dated the 8th day of April, 1987, the First Codicil being dated the 6th day of January, 1989, and the Second Codicil being dated the 25th day of January, 1989.

I.

Paragraph B of ITEM VIII of my Will reads as follows:

B. I give to my nephew, THOMAS B. STIBOLT, alone and in all events, the power to appoint the entire principal and undistributed income of the trust, free of this trust, among such of his children and their issue as he may desire, in whole or in part, at any time, or from time to time, in such amounts and manner, outright or in lesser estates, or in trust or otherwise.

I hereby revoke said Paragraph B of ITEM VIII of my Will and substitute therefor the following:

B. I give to my nephew, THOMAS B. STIBOLT, alone and in all events, the power to appoint by his will the entire remaining principal and undistributed income of the trust, free of this trust, in equal shares to such of his children, THOMAS B. STIBOLT, JR., JOHN R. STIBOLT, ROBERT B. STIBOLT, and NANCY S. EDDY, as shall be living at THOMAS B. STIBOLT'S death, or all to the survivor if only one of them shall then be living; provided, however, if any of his said children is not then living but has left issue then living, such issue shall take in equal parts per stirpes the share which such child would have taken if then living.

II.

Paragraph B of ITEM IX of my Will reads as follows:

B. I give to RUTHMARIE HOPKINS HARPHAM, the widow of my nephew, VICTOR D. STIBOLT, alone and in all events, the power to appoint the entire principal and undistributed income of the trust, free of this trust, among such of her children and their

THIS IS PAGE 1 OF THE THIRD CODICIL
TO MY LAST WILL AND TESTAMENT

Witnessed and signed at Memphis, Tennessee, this 15th day of January, 1989.

issue as she may desire, in whole or in part, at any time, or from time to time, in such amounts and manner, outright or in lesser estates, or in trust or otherwise.

I hereby revoke said Paragraph B of ITEM IX of my Will and substitute therefor the following:

B. I give to RUTHMARIE HOPKINS HARPHAM, the widow of my nephew, VICTOR D. STIBOLT, alone and in all events, the power to appoint by her will the entire remaining principal and undistributed income of the trust, free of this trust, in equal shares to such of her children, VICTOR D. STIBOLT, II, PHILIP H. STIBOLT, and CARL B. STIBOLT, as shall be living at RUTHMARIE HOPKINS HARPHAM'S death, or all to the survivor if only one of them shall then be living; provided, however, if any of her said children is not then living but has left issue then living, such issue shall take in equal parts per stirpes the share which such child would have taken if then living.

III.

As amended by my said First Codicil, by my said Second Codicil and by this Codicil, I hereby ratify, confirm and republish my said Last Will and Testament.

This page and the preceding page of this Third Codicil to my Last Will and Testament are identified by my signature on each page.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 26th day of February, 1990.

[Handwritten signature of Thomas B. Davis]

THOMAS B. DAVIS

Signed, published and declared by the testator, THOMAS B. DAVIS, as and for the Third Codicil to his Last Will and Testament, 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 attesting witnesses, on the day and year last above written.

Alfred J. Lee
Residing at *260 Breuninger Ave*
Memphis, Tennessee

William E. Hargraves
Residing at *1800 Gordon Ave*
Memphis, Tennessee

Admitted to Probate and Ordered Recorded September 27, 1991

LEONARD D. PIEROTTI, JUDGE

Recorded September 27, 1991

B. J. DUNAVANT, CLERK

BY: Joyce Aviotti, D.C.

* * * * *

PROBATE COURT OF SHELBY COUNTY, TENNESSEE

LETTERS TESTAMENTARY

STATE OF TENNESSEE
SHELBY COUNTY

} SS

TO S. Herbert Rhea

It appearing to the Probate Court now in session, that

Thomas B. Davis

has died, leaving a Will, and the Court being satisfied as to your claim to administration, and you having ~~given bond~~ and qualified as directed by law, and the Court having ordered that Letters Testamentary be issued you without bond.

These Are, Therefore, to authorize and empower you to take into your possession and control all the goods, chattels, claims and papers of said testate, and return a true and perfect inventory thereof to our next Probate Court; to collect and pay all debts, and to do and transact all the duties in relation to said estate which lawfully devolve on you as Execut OR , and after having settled up said estate, to deliver the residue thereof to those who are by law entitled.

WITNESS, B. J. DUNAVANT, Clerk of said Court, at office, this 27th day September 1991.

B. J. DUNAVANT, CLERK .

(L.S.)

BY: Barbara Letson D. C.

STATE OF TENNESSEE
SHELBY COUNTY

} SS

I, B. J. DUNAVANT, Clerk of the Probate Court of said County, do hereby certify that the foregoing _____ page contains a full, true and perfect copy of the Letters Testamentary issued to _____

as Execut _____ of the estate of _____ deceased

as same appears in record in Executor's Bond Record No. _____ Page _____

now on file in my office, and that same still remain in full force and effect.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Court, at office, in the City of Memphis, this _____ day of _____ 19 _____ .

B. J. DUNAVANT, CLERK

BY: _____ D. C.

Clerk's Fee:	Letters	\$ _____
	Copies	_____
	Affidavit	_____
	Inventory	_____
Litigation Taxes		_____
TOTAL		\$ _____

564

STATE OF TENNESSEE,
SHELBY COUNTY

BOOK 25 PAGE 263

I, B. J. DUNAVANT, Clerk of the Probate Court of said County, do hereby certify that the foregoing Twenty-Nine (29) pages contain a full, true and exact copy of the (1) Petition to admit the Last Will and Testament of Thomas B. Davis, Deceased. (2) Order of the said Probate Court admitting the Last Will and Testament of Thomas B. Davis, Deceased. (3) Last Will and Testament of Thomas B. Davis, Deceased. (4) Letters Testamentary issued to S. Herbert Rhea as executor of the estate of Thomas B. Davis, Deceased and same still remain in full force and effect.

as the same appears of record or on file in Record of Causes No. B-18337: Minute Book 440 Page 477: Will Book 278 Page 698 and Executor's bond Book 64 Page 280 of this office.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of said Court, at office, in the City of Memphis, the 17th day of June, 19 92

B. J. Dunavant
Clerk

STATE OF TENNESSEE,
SHELBY COUNTY

PROBATE COURT ROOM
Memphis, Tennessee

I, LEONARD D. PIEROTTI, presiding Judge of Division One of the Probate Court of said County, certify that B. J. DUNAVANT, who gave the foregoing Certificate, is now, and was at the time of signing the same, Clerk of Said Court, and that said Court is a Court of Record, and that his attestation is in due form, and his official acts, as such, are entitled to full faith and credit

Witness my hand, this 17th day of June, 19 92

Leonard Pierotti
Judge

STATE OF TENNESSEE,
SHELBY COUNTY

I, B. J. DUNAVANT, Clerk of the Probate Court of said County, certify that HON. LEONARD D. PIEROTTI whose genuine official signature appears to the above and hereto annexed Certificate, is and was at the time of signing the same, presiding Judge of Division One of the Probate Court in and for the County and State aforesaid, duly commissioned and qualified, and that all his official acts, as such, are entitled to full faith and credit

In Testimony Whereof, I have hereunto set my hand and affixed the seal of said Court, at office, in the City of Memphis this 17th day of June, 19 92

B. J. Dunavant
Clerk



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 23rd day of July, 19 92, at o'clock — M, and was duly recorded on the July 23, 1992, Book No. 25, Page 234.

BILLY V. COOPER, CHANCERY CLERK BY: Connie Guthrie D C.

31-537

Last Will and Testament

FILED
THIS DATE

JUL 24 1992

BILLY V. COOPER
CHANCERY CLERK*Conne Sultra*

OF

INEZ C. VINSON

I, INEZ C. VINSON, an adult resident of Madison County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all Wills and Codicils heretofore made by me.

ARTICLE I.

I declare that I am a widow. I am the mother of SAM C. VINSON, JR., DANIEL C. VINSON, DAVID A. VINSON, ANTHONY B. VINSON and STEPHEN T. VINSON, to whom all references herein to "my children" relate. For all purposes of this Will and the disposition of my estate hereunder, the terms "issue" and "descendants" shall be deemed to include all children born to or legally adopted by any beneficiary before and after the execution of this Will, irrespective of any provisions of law establishing a contrary presumption.

ARTICLE II.

I direct that all of my debts properly probated, allowed and registered against my estate; taxes; all expenses of my last illness; all funeral and burial expenses; and the cost of administration of my estate, be paid as soon as practicable after my death out of the principal of that portion of my residuary estate set forth in Article VI herein. All property bequeathed or devised under this Will either outright or in trust, is bequeathed or devised subject to existing mortgages, liens or encumbrances thereon. My Executors shall have the full authority to decide which debts to pay off and which debts, if

Inez C. Vinson

INEZ C. VINSON

any, to allow to pass with the property on which such debt is attached. However, nothing herein contained shall be construed as creating any express trust for the payment of any debts, taxes or expenses.

ARTICLE III.

I give and bequeath unto my children, in equal shares, to be divided among them as they see fit, all of my personal belongs (except cash, stock, bonds, or other like investments on hand or on deposit and the tangible and intangible personal property customarily used in connection with any business in which I shall be engaged or in which I may own any interest at the time of my death), consisting of all household furniture, furnishings and effects, including but not limited to chinaware, silverware, glassware, linens, rugs, fixtures, portraits, and works of art, which are in or used in connection with my homestead, jewelry, wearing apparel, sporting equipment, automobiles and similar property owned by me at the time of my death. Should any dispute arise as to the division of any such personal property among the above mentioned children, then, in that event, my Executors shall have the authority in their sole discretion to sell said property at public or private sale and equally divide the proceeds among my children, or if deceased, their issue, per stirpes.

Further, if I have left a listing with my Executors as to how such property should be divided among my children, I request my Executors and children honor said listing.

ARTICLE IV.

All of my insurance policies which provide indemnity for the loss of or damage to any of my personal or real property by fire, windstorm or other similar casualty, including any claim for the loss of or damage to any such property which I might have at the time of my death against any insurance company, I

Inez C. Vinson

 INEZ C. VINSON

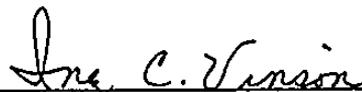
give and bequeath, respectively, to those persons or corporations or other entities, as the case may be, who shall or would have become the owners of such properties by reason of my death, whether such ownership be acquired under the provisions of this Will, by survivorship or by other means. If any of the individual beneficiaries affected by this Article shall not survive me, or if any corporation so affected by this Article shall not be in existence at the time of my death, the bequest to such individuals or corporations shall lapse and same shall become a part of my residuary estate hereinafter disposed of.

ARTICLE V.

I give, bequeath, devise and appoint all the residue and remainder of my property and estate of every nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, all lapsed legacies and devises or other gifts made by this Will which fail for any reason, hereinafter referred to as my residuary estate, unto my Executors, and I direct that my Executors shall administer and dispose of my said residuary estate in accordance with the terms and provisions set forth and contained in the succeeding Articles of this Will.

ARTICLE VI.

I give, devise and bequeath and direct my Executors to deliver to the hereinafter-named Trustees under the terms set forth hereafter, all of the rest, residue and remainder of my property and estate of every nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, and all lapsed legacies and devises or other gifts made by this Will which fail for any reason. This trust shall be for the benefit of my children and/or their issue.



 INEZ C. VINSON

The assets devised and bequeathed under this Article of my Will shall be charged with the payment of any estate, inheritance or other death taxes other than Qualified Terminable Interest taxes payable by reason of my death and any other expenses of my estate not deductible for federal estate tax purposes. I recognize that the amount so disposed of herein may be affected by the action of my Executors in exercising certain tax elections.

This trust shall be known as the "Inez Vinson Family Trust" created under my Will, and I direct that such property so passing to my Trustees under this Article shall be administered and disposed of upon the following terms and provisions--that is to say:

A. 1. My Trustees shall allot \$10,000.00 of income producing assets of this trust to Trust A for the educational benefit of my son, STEPHEN T. VINSON. I authorize the Trustees in their sole discretion to utilize the income of this Trust A and any portion of the principal as they deem advisable solely for the educational needs and expenses incurred by my said son, STEPHEN T. VINSON, in the completion of his college degree as well as any graduate school degree. This educational trust shall terminate when STEPHEN T. VINSON completes such education, dies or reaches the age of thirty (30) years, whichever event occurs first.

A. 2. Upon the termination of the trust, all remaining assets of Trust A, following the payment of all expenses of the trust, shall be distributed in equal shares to my five (5) children herein before named, free of trust; or if any be deceased, such deceased child's share to his issue, per stirpes, all subject to the provisions of Paragraphs I and L of this Article.



 INEZ C. VINSON

A. 3. All income and/or principal disbursements herein are to be made solely in the discretion of the Trustees. Nothing herein shall be construed as a right of the beneficiary to income or principal or a requirement that my Trustees provide support for any beneficiary, all payments of income and/or principal of this trust throughout the term thereof being purely and completely discretionary with my Trustees. Any stated standards are merely stated as a guide to my Trustees and are not to be construed as any right of any beneficiary to support from said trust.

B. 1. My Trustees shall allot the remaining assets of this Family Trust to Trust B for the equal benefit of my five (5) herein named children. The Trustees shall then divide the trust property of Trust B into separate and equal parts--one (1) part for each of my children living at that time, and one (1) part for the issue, as a group, of each deceased child; and each part shall be a separate trust. Said trusts shall continue to be administered under the terms herein at the sole and absolute discretion of my Trustees for the maintenance, health and education (including post graduate education) of such beneficiaries, and the Trustees are authorized in their discretion to distribute all or any portion of net income to such beneficiaries from said trusts, and if distributed, then at least annually, or at more frequent intervals as they determine proper, or accumulate any such income and add same to corpus if such income or portion thereof is not deemed advisable in the Trustees' sole discretion for said beneficiaries' maintenance, health and education.

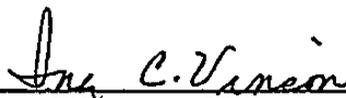
The Trustees may, in their sole discretion, also invade the principal of any such trust, if they in their sole discretion deem such to be advisable in order to provide for the maintenance, health and education of such beneficiaries.


INEZ C. VINSON

B. 2. At the death of any child, prior to the termination of his separate trust, said separate trust estate of said deceased child's trust shall vest in such child's living issue per stirpes; or in default of living issue of said deceased child, in my surviving children or their separate trusts herein; or if deceased, to their living issue, per stirpes, all such distributions being subject to Paragraphs I and L of this Article. In the event all of my children die prior to the termination of this trust and leave no surviving issue, then the entire remainder of the trust estates shall be distributed to my heirs-at-law at the date thereof computed under the laws of descent and distribution of the State of Mississippi.

B. 3. Following the funding of this Trust B, and the closing of my estate, as to any child, other than my son, STEPHEN T. VINSON, who survives me, my Trustees shall pay over, transfer, deliver, assign and convey such child's portion of the corpus and any accumulated income of said trust to such child outright and free of trust; with all such distributions being subject to the provisions of Paragraph I of this Article. The Trustees shall have sole and unlimited discretion to determine the property, the proportion of property, and the value of the property involved, in order to determine what property shall comprise the portions to be paid to each beneficiary hereunder.

B. 4. The separate trust under this Trust B for my son, STEPHEN T. VINSON shall be maintained, invested and managed by my Trustees for the sole benefit of my son, STEPHEN T. VINSON, with my Trustees having the authority in their sole and absolute discretion to utilize all or any portion of net income and/or principal of the trust for the maintenance, health and education of said beneficiary. Any income distributed to or for the benefit of my said son, in the discretion of my Trustees shall be


INEZ C. VINSON

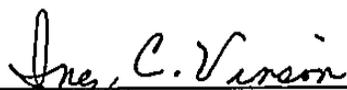
distributed at least annually. Any income not distributed to or for the benefit of my son, may be held, accumulated and added to principal and/or distributed to or for the benefit of said beneficiary's issue.

B. 5. If not sooner terminated by discretionary distribution of the principal, when my said son reaches the age of thirty (30) years, my Trustees, subject to Paragraph I herein, shall distribute all net accumulated income and then remaining principal to my said son, outright and free of trust.

C. All income and/or principal disbursements herein are to be made solely in the discretion of the Trustees. Nothing herein shall be construed as a right of any beneficiary to income or principal or a requirement that my Trustees provide support for any beneficiary, all payments of income and/or principal of this trust throughout the term thereof being purely and completely discretionary with my Trustees. Any stated standards are merely stated as a guide to my Trustees and are not to be construed as any right of any beneficiary to support from said trust.

D. No purchaser, mortgagor or any other person, firm or corporation need see to the application of funds paid or advanced to the Trustees in connection with the business or purposes of this trust, but the receipt of the Trustees therefor shall be a complete acquittance and discharge.

E. Neither the principal nor the income of the trust fund, nor any part of same, shall be liable for the debts of any beneficiary or their descendants, nor shall same be subject to seizure by any creditor of said children, or their descendants, and they shall not have any power to sell, assign, transfer, convey, encumber, or in any manner to anticipate or dispose of their interests in the trust fund, or any part of same or the income produced from such fund, or any part of same.


INEZ C. VINSON

If any beneficiary of this trust shall attempt to anticipate, pledge, assign, sell, transfer, alienate or encumber his or her interest, or if any creditor or claimant shall attempt to subject such interest to the payment of any debt, liability or obligation of such beneficiary, then thereupon any perceived right of such beneficiary to income or principal shall terminate and thereafter the Trustees are authorized in their discretion to pay such income and/or principal to or apply same for the maintenance and health of one (1) or more of the following persons, namely: (a) such beneficiary, (b) his or her issue, and (c) those who would be entitled to receive the principal of the trust had the beneficiary died immediately prior to receipt of such income or principal by the Trustees, in such manner and proportions as the Trustees in their sole discretion may determine, regardless of equality of distribution; but in no event shall the Trustees be required or compelled to pay any part of the income or principal to or for such beneficiary.

F. During the minority or incapacity of any beneficiary to or for whom income or principal is authorized or directed to be paid, my Trustees may pay, transfer or assign same in any one or more of the following ways: (a) directly to such beneficiary such amount as the Trustees may deem advisable as an allowance; (b) to the guardian of the person or of the property of such beneficiary; (c) to a relative of such beneficiary upon the agreement of such relative to expend such income or principal solely for the benefit of the beneficiary; (d) by expending such income or principal directly for the education, maintenance and health of such beneficiary. My Trustees shall have the power in their uncontrolled discretion to determine whether a beneficiary is incapacitated, and their determination shall be conclusive.


INEZ C. VINSON

G. The Trustees are specifically authorized and empowered to invest any part or all of the principal of the trust estate in any common trust fund which may be established and operated by and under the control of the Trustees, and may combine any trusts created for the benefit of the beneficiaries herein with substantially similar terms and provisions.

H. In making distribution of net income to beneficiaries entitled thereto, the Trustees may disburse the same in monthly or other convenient installments based upon their estimate of the amount thereof, and shall annually adjust any difference between estimated and realized net income. If on the death of any beneficiary there is a deficiency of income thus occasioned, the same shall be charged to the principal account from which such income was paid.

I. Notwithstanding any other provisions herein to the contrary, if in the sole and complete judgment of the Trustees, a beneficiary (at any time such beneficiary would otherwise be entitled to receive a distribution of principal from the trust estate) shall not have manifested the ability which would qualify such beneficiary prudently to use and conserve the principal of the trust estate provided to be distributed to such beneficiary, then and in such event, the Trustees are fully authorized to withhold and defer the delivery and conveyance of any part or all of such principal distribution until the Trustees shall deem such beneficiary to be qualified to prudently use and conserve the same; provided, however, such principal so retained shall continue to be administered as an integral part of such beneficiary's trust estate and may thereafter, as the Trustees deem wise, be paid over and delivered to such beneficiary in whole or in part and from time to time as and when the Trustees have determined such beneficiary is qualified to prudently use and conserve the same.

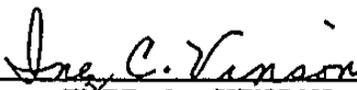


JNEZ C. VINSON

Should any beneficiary of the trust be disabled, incompetent, a debtor in any bankruptcy proceeding, a defendant in any filed or threatened legal proceeding, or in any way incapacitated at the time of any scheduled distribution, the Trustees are authorized in their discretion to withhold such distribution and continue to maintain such trust assets for the benefit of said beneficiary until such condition is removed. My Trustees shall have sole and absolute discretion to determine whether a beneficiary is disabled, incompetent or incapacitated and to determine when such conditions as detailed above have been removed.

J. This is a private trust, and the Trustees shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustees shall not be required to return to any court any periodic formal accounting of their administration of the trust, but said Trustees shall render annual accounts to the income beneficiaries of the trust. No person paying money or delivering property to the Trustees shall be required to see to its application. Bond shall not be required of the Trustee.

K. Each Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving sixty (60) days written notice to that effect, specifying the effective date of such resignation, to the current income beneficiary (or his legal guardian) or beneficiaries at the time of giving notice. A Successor Trustee(s) may then be appointed by an instrument delivered to such successor, with a copy to the existing Trustee(s), and signed by a majority of the beneficiaries of legal age, (or if any be minors, or have a guardian, the guardian of their persons), of the trust at that time; provided that Successor Co-Trustees may be appointed, but in all instances of appointment


IMEZ C. VINSON

of any Successor Trustee other than the Trustees named herein, one (1) such Successor Trustee must always be a federally insured bank with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities. Should one of my Co-Trustees resign or otherwise cease to serve, the surviving Trustee shall serve.

In the event such beneficiary (or beneficiaries) shall fail to designate a Successor Trustee(s) within the time specified, then the acting Trustee(s), or any other party in interest, may apply to a court of competent jurisdiction for the appointment of a successor and the judicial settlement of the accounts of the acting Trustee(s).

Any Successor Trustee hereunder shall possess and exercise all powers and authority herein conferred on the original Trustees in the trust instrument or by law, without any act of conveyance or transfer.

L. If any beneficiary other than a said child of mine having become entitled to a distribution of all or a portion of my estate or this trust shall be under the age of twenty-one (21) years or be under any legal disability, his or her share shall be vested in him or her, but distributions shall be postponed until he or she attains such age or until such disability has been removed. The Trustees are authorized in their discretion to pay to or for the benefit of said beneficiary such part of the income or principal of the retained share as the Trustees consider advisable for said beneficiary's education, maintenance and health and may add to the principal any income not so expended, and shall, subject to Paragraph I of this Article, distribute to such beneficiary principal and income at age twenty-one (21).


INEZ C. VINSON

M. Unless sooner terminated by the provisions of this Will, and notwithstanding the terms of any trust herein, each and every trust created hereby shall come to an end at the expiration of twenty-one (21) years after the death of the last survivor among myself, and all of my children and issue who are living at the time of my death, and at the expiration of said time notwithstanding any provision to the contrary herein contained, the Trustees shall pay over to the then income beneficiaries or if none then to my heirs-at-law at that date as computed under the laws of descent and distribution of the State of Mississippi. In other words, notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of this trust shall vest in the period prescribed by the Rule Against Perpetuities.

N. In the event that any corporate trustee shall hereafter merge or consolidate with any other bank or trust company, then the corporation created by such merger or consolidation shall act as Successor Trustee hereunder, provided that such new surviving bank must be a federally insured bank with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities; and in such capacity shall possess and exercise all powers and authority herein conferred on the Trustees named herein.

O. The Trustees shall be entitled to receive reasonable compensation for their services rendered hereunder. The amount of compensation shall be no more than that generally charged by trustees in the Canton, Mississippi area. Such compensation may be collected in the manner generally collected by trustees in the Canton, Mississippi area and shall be shown on the annual accounting.


INEZ C. VINSON

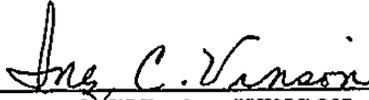
P. This trust shall be entitled to a proportionate share of the income of my estate commencing with the date of my death. During the administration of my estate and until the trust is established, I authorize the Trustees, in the Trustees' discretion, to request of my Executors, in which case my Executors shall comply with that request if practicable at that time, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of such trust. These payments shall be an amount which in the judgment of the Trustees and the Executors, jointly, equals the income which the beneficiaries would receive from the said trust had same been established.

Q. If following my death, the principal of the Inez Vinson Family Trust B estate shall ever be less than \$25,000.00, or otherwise in the discretion of the Trustees there is a detrimental economic reality to maintaining the trust, such trust shall terminate and the assets and any accumulated income therefrom shall be distributed free of trust to the income beneficiaries thereof, or if minors, to their legal guardians in the proportions required under the terms thereof.

R. My Trustees shall be prohibited from making any payments in reimbursement to any governmental entity which may have incurred expense for the benefit of a beneficiary, and my Trustee shall not pay any obligation of a beneficiary which obligation is otherwise payable by any governmental entity or pursuant to any governmental program of reimbursement or payment.

ARTICLE VII.

I am cognizant that the provisions of the federal Internal Revenue Code (and other applicable laws) in force at the time of my death and applicable to my estate may permit my Executors to elect to claim certain expenses and losses as deductions on


INEZ C. VINSON

certain income, estate, or inheritance tax returns. Thus, I authorize my Executors to elect to claim such expenses and losses as deductions on the particular tax return or returns as my Executors in their sole discretion shall deem advisable, irrespective of whether such expenses and losses may be payable from (or attributable to) income or principal, and my Executors are directed not to make adjustments between income or principal or between the property interests passing to the beneficiaries under my Will which may be substantially affected as a result of my Executors' election under this Article. Further, I direct that the property interests determined as the result of my Executors election under this Article shall be the interest that such beneficiaries will receive. Also, I exonerate my Executors' from all liability for any such election and direct that no beneficiary shall have any claim against my Executors or my estate by reason of the exercise of my Executors' judgment in this respect.

ARTICLE VIII.

I hereby grant to my Executors and my Trustees established hereunder (including any substitute or successor trustee, personal representative or executor) the continuing, absolute, discretionary power to deal with any property, real or personal, held in trust or in the administration of my estate as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with the Executors or Trustees shall be required to inquire into the propriety of their actions. Without limiting the generality of the foregoing, I hereby grant to my Executors and my Trustees and to any successor hereunder the following specific powers and authority in addition to and not in substitution of powers conferred by law:

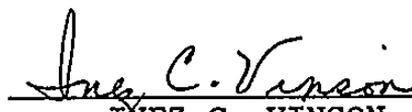


 INEZ C. VINSON

A. To have all of the specific powers set forth in MISS. CODE ANN. §91-9-101 through §91-9-119 (1972) as now enacted or hereafter amended.

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

C. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executors and Trustees may presume any securities owned by me at the time of my death to be of investment merit and worthy of retention by my Executors and Trustees. Such presumption shall not impair the power of sale or exchange or any other powers or discretion given the Executors or Trustees, but if said securities or any of them are retained by my Executors or Trustees for the duration of the administration of the estate proceedings or trust or any shorter period of time, my Executors or Trustees shall not be responsible or liable for any loss or decrease in the value of said securities or any of them by reason of such retention. My Executors and Trustees may also presume that the management of the companies whose securities are held in the estate and trust from time to time should be supported. Such presumption shall not impair the power of voting such securities or any other powers or discretion given my Executors and Trustees, but if said securities or any of them are voted by my Executors or Trustees in favor of the management of the respective companies issuing them or in favor of any proposals supported by such management, my Executors or Trustees shall not be responsible or liable for any act of such management or for the loss or decrease in value


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of said securities or any of them, or of the estate, by reason of such voting.

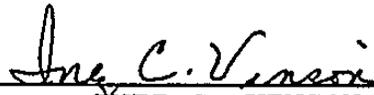
D. To sell, exchange, assign, transfer, mortgage and convey any security or property, real or personal, held in my estate or trust at public or private sale, at such time and price and upon such terms and conditions (including credit) as they may deem to be advisable and for the best interest of my estate or trust, all without court order or bond.

E. To invest and reinvest (including accumulated income) in any property (real or personal) as they may deem advisable, including stock (whether listed or unlisted) and unsecured obligations, undivided interests, interests in investment trusts, legal and discretionary common trust funds, leases, and property which is outside of my domicile, all without diversification as to kind or amount without being restricted in any way by any statute or court decision (now or hereafter existing) regulating or limiting investments by fiduciaries.

F. To register and carry any property in their own name or in the name of their nominee or to hold it unregistered, but without thereby increasing or decreasing their liability as fiduciary.

G. To sell or exercise any "rights" issued on any securities held in my estate or trust.

H. Unless inconsistent with other provisions of this instrument, to consider and treat as principal all dividends payable in stock of the issuing corporation, all dividends in liquidation of all "rights" to subscribe to securities of the issuing corporation, and to consider and treat as income all other dividends and rights received (except those declared and payable as of a "record date" preceding my death, which shall be considered and treated as principal).


INEZ C. VINSON

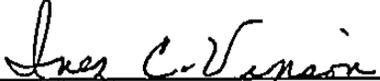
I. To charge or credit to principal any premiums and discounts on securities purchased at more or less than par.

J. To vote in person or by proxy any stock or securities held, and to grant such proxies and powers of attorney to such person or persons as they may deem proper.

K. To consent to and participate in any plan for the liquidation, reorganization, consolidation or merger of any corporation, any security of which is held.

L. To borrow money (from themselves including any Trustees' own banking department, individually or from others) upon such terms and conditions as they may determine and to mortgage and pledge estate assets as security for the repayment thereof; and to loan money to any beneficiary of the estate or trust upon such terms as the Executors or Trustees may in their discretion determine advisable. My Executors or Trustees shall not be required to pay or otherwise satisfy any such loan prior to the closing of my estate or termination of the trust, but may distribute any such property at its net value of such loan in satisfaction of any bequest or devise herein or any trust asset distribution herein.

M. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as they may deem advisable (with or without privilege of purchase), including but not limited to agricultural and oil, gas and mineral leases, and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate administration or the trust. With regard to mineral rights, to execute contracts, letter agreements, farm-out agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed in relation thereto. To insure against fire or other risk. To make repairs, replacements and improvements, structural or


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otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use and to grant easements as they may deem proper; all without court order.

N. Whenever required or permitted to divide and distribute my estate or trust, to make such distribution (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, or any such property, and to do so without regard to the income tax basis of specific property allocated to any beneficiary; provided that any assets so distributed in kind shall be valued at their federal estate tax values, but in selecting such assets they shall be fairly representative of appreciation or depreciation in value of all property thus available for distribution in satisfaction of such pecuniary bequests. In making distributions, I request (but do not direct) that my Executors or Trustees do so in a manner which will result in the property to be sold to satisfy obligations of my estate or trust having an aggregate income tax basis as close as possible to its aggregate fair market value and, to the extent consistent with this primary objective, do so in a manner which will result in maximizing the increase in basis for federal and state estate and succession taxes attributable to appreciation. I also authorize my Executors or Trustees, in their absolute discretion, to make in kind and non-prorata distributions under this Will and trust if practicable.

O. To employ accountants, attorneys, advisors, and such agents as they deem advisable, and to grant same discretionary powers, as they may deem advisable; to pay reasonable compensation for their services and to charge same to (or apportion same between) income and principal as they may deem proper.

P. Unless inconsistent with other provisions of this instrument, to hold two (2) or more trusts or funds in one (1)



 INEZ C. VINSON

or more consolidated trusts or funds in which the separate funds shall have undivided interests.

Q. If any individual among the legatees named or provided for under the foregoing provisions of this Will (or under the provisions of any codicil to it hereafter executed by me) shall be a minor at the time of my death, then, and in that event, and notwithstanding any statute or rule of law to the contrary, I authorize my Executors or Trustees to pay or deliver the legacy or distribution from the trust to which each such minor shall be entitled to the parent or to the legal guardian of such minor or to the person with whom such minor shall then reside, and the receipt of such parent or guardian or person with whom such minor shall then reside shall constitute a full acquittance of my Executors or Trustees with respect to the legacy or distribution from the trust so paid or delivered, all subject to the provisions of the Inez Vinson Family Trust.

R. My Executors or Trustees shall not be required to file in any court or with any public official any reports or accounts relating to the administration of my estate or trust, except to the extent that I have no power to excuse the filing of such reports or accounts.

S. Wherever authorized by this instrument to accumulate or distribute income, to make such decision free from attack or question by any person, it being intended that the Executors or Trustees may feel free to make such decisions on the basis of the facts as they exist at the time any such decision is made.

With regard to all trusts contained herein, since my Trustees are not required to distribute all income, I hereby authorize my Trustees, in their sole and absolute discretion, to decide how much income to distribute or accumulate and I exonerate my Trustees from any liability for additional tax on any trust if they accumulate any income of said trust.


INEZ C. VINSON

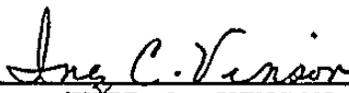
I also authorize my said Trustees under any trust created herein, whether or not required to distribute all income, to elect or not elect to treat all or any portion of any estimated tax paid by any trust created hereunder as a payment by one or more beneficiaries of said trust. Said election may be made either pro-rata among the beneficiaries of each trust or otherwise in the discretion of my Trustees, whose decision shall be binding and conclusive upon all concerned. However, the election in the preceding sentence does not authorize principal distributions, unless same is so authorized elsewhere in this will.

T. Abandon, in any way, property which is determined not to be worth protecting.

U. To borrow to fund margin accounts and to buy or sell any stock or security options, including but not limited to calls, puts, straddles, spreads, strips or straps, whether over any recognized exchange or over-the-counter market and whether covered or uncovered.

V. In their sole discretion, if they deem practicable, to disclaim on my behalf, in whole or in part, any interest bequeathed or devised to me or otherwise inherited by me or my estate; and to exercise and make any and all tax elections of all kinds and execute and file any and all necessary tax returns and forms.

W. The power, exercisable in their sole discretion, to invest in any insurance policy, whether the insured or covered person is a beneficiary or any other person. Such investment may be in part ownership of any insurance policy and may be made in any manner that the Executors or Trustees shall deem appropriate. The propriety of such investment and the nature and amount of the insurance policy in which is invested shall be solely within the discretion of the Executors or Trustees, and


INEZ C. VINSON

the Executors or Trustees shall incur no liability as a result of such investment, even though such insurance policy is not an investment in which trustees are authorized by law or by any rule of court to invest trust funds. The Trustees shall have the power, exercisable in their sole discretion, to retain any such insurance policy as an investment of the trust estate without regard to the portion that such insurance policies of a similar character, so held, may bear to the entire amount of the trust estate. The term "insurance policy" shall be deemed to include life insurance policies, annuity contracts, accident policies, and any retirement plan or contract under which death benefits can or are made payable to the Executors or Trustees.

X. The Trustees are authorized and empowered in their discretion to receive property by gift or by will or otherwise from any person or persons as additions to the trust created herein and to hold the same and to administer it under the provisions hereof.

Y. The power, exercisable in their sole discretion, to make any election permitted under the applicable federal income and estate and gift tax laws and to make such accompanying adjustment between income and principal as they may deem proper. This power also includes, but is not limited to, the power to make the election to recognize gain or loss on the distribution of property in kind, as now permitted under Section 643(d)(3) of the Internal Revenue Code of 1986, or as permitted in any later codification.

Certain trusts in this will or transfers made during my lifetime may be subject to taxation under Chapter 13 (§§ 2601 et seq.) of the Internal Revenue Code (or similar statutes in force and effect from time to time). In consideration of the special duties and responsibilities imposed upon the Trustees by

Janez C. Vinson

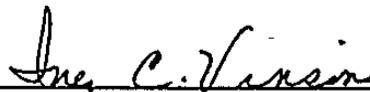
 JANEZ C. VINSON

reason thereof, the following provisions shall be applicable to any such trust:

a. Upon a generation-skipping transfer which is taxable under Chapter 13, the Trustees shall be fully protected by their decision in good faith (1) to withhold distribution of all or any part of the trust, pending final determination of the Generation-Skipping Transfer Tax (GST); (2) to hold the assets on hand which are subject to an alternate valuation election during the full holding period of such election, or to distribute or otherwise effect disposition of any such assets during such period; and (3) to the extent that the Trustees shall have a choice of dates as of which to value property for GST, or a choice to treat or use an item either as an income tax deduction or a GST deduction, the Trustees may make such choices as they, in their sole discretion, shall deem advisable, regardless of the resulting effect on any other provisions of the trust or on any person interested therein and any person adversely affected by such a choice shall not be entitled to any reimbursement or adjustment by reason thereof.

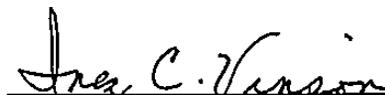
b. My Trustees are authorized to allocate any portion of my GST exemption available under Section 2631(a) of the Internal Revenue Code, as amended, or under any corresponding state statute, if any, to any property as to which I am the transferor, including any property transferred by me during life as to which I did not make an allocation prior to my death.

c. My Trustees are authorized to divide property in the trust with an inclusion ratio as defined in Section 2642(a)(1) of the Internal Revenue Code, as


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amended, of neither one nor zero into separate trusts representing two fractional shares of the property being divided, one to have an inclusion ratio of one and the other to have an inclusion ratio of zero.

d. If any trust created under this will provides that a child of mine shall be the income beneficiary thereof and that upon said child's death, the trust shall be distributable to or continue for the benefit of my grandchildren or more remote issue, and be subject upon the death of the income beneficiary to GST, I hereby grant to such income beneficiary a general power to appoint such portion of the principal of the trust upon his or her death as the Trustees shall determine will result in an over-all savings of estate taxes and GST as between the estate of the income beneficiary and the trust or trusts hereunder which would otherwise be subject to the GST at the income beneficiary's death as to such portion of principal. The determination of the Trustees as to such amount will be conclusive and binding upon all persons interested in trust, and I exonerate the Trustees with respect to their good faith determination of the amount. Such power shall be exercisable to and among such person or persons, including his or her estate and the creditors of his or her estate, and in such proportions as the income beneficiary may designate or appoint by will admitted to probate in any jurisdiction. The power shall be exercisable by the beneficiary only by specific references thereto in the beneficiary's will, and upon his or her failure to appoint, or to the extent the exercise of such power is ineffective, the then


INEZ C. VINSON

remaining principal and income shall be distributed or continue to be held in trust pursuant to the provisions of this Trust.

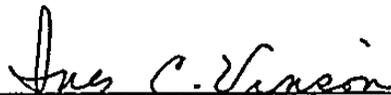
e. No adjustment shall be made between any interested parties by reason of the operation of said Chapter 13 or elections made by the Trustees thereunder.

f. The GST shall be paid (a) in the case of a direct skip, by the Trustees out of the principal of the trust, (b) in the case of a taxable termination, by the Trustees out of the principal of the trust; and (c) in the case of a taxable distribution, out of the amount or property being distributed.

Z. No powers of the Executors or Trustees enumerated herein or now or hereafter conferred upon executors or trustees or fiduciaries generally shall be construed to enable the Executors or Trustees, or any other person or entity, to purchase, exchange, or otherwise deal with or dispose of all or any part of the principal or income of the estate or trusts created herein for less than an adequate consideration in money or money's worth or to enable anyone to borrow all or any part of the principal or income of the estate or trusts, directly or indirectly, without adequate interest or security. No person other than the Executors or Trustees shall have or exercise the power to vote or direct the voting of any stock or other securities held in the estate or trusts, either by directing investments or reinvestments or by vetoing proposed investments or reinvestments.

ARTICLE IX.

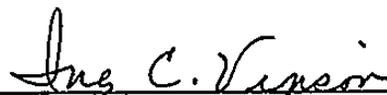
I appoint my sons, SAM C. VINSON, JR. and DANIEL C. VINSON, Co-Executors of my estate; or if either predeceases me, dies after my death or otherwise ceases to serve, the survivor shall


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serve; or if both predecease me, fail to qualify or otherwise cease to act, I appoint my son, DAVID A. VINSON, as Successor Executor; or if he fails to act, my son, ANTHONY B. VINSON, as First Alternate Successor Executor; or if he fails to act, my son, STEPHEN T. VINSON, as Second Alternate Successor Executor. I direct that the above-named persons, or successors thereto, serve in said capacities without the necessity of making bond, inventory, accounting or appraisal to any court, to the extent that same may be properly waived under the law. However, this waiver shall not prevent my Executors from electing to obtain bond or file such inventory, accounting or appraisal if they deem advisable and if so same shall be entitled to reimbursement from the estate for the cost thereof.

I appoint as Co-Trustees of the "Inez Vinson Family Trust", SAM C. VINSON, JR. and DANIEL C. VINSON, or the survivor of them. Said Trustees shall have the discretion and authority to make all decisions concerning the trust. I also direct that said Trustees or any and all successors to them serve without the necessity of making bond, inventory, appraisal or accounting to any court to the extent that same may be properly waived under law. However, this waiver shall not prevent my Trustees from electing to obtain bond or file such inventory, accounting or appraisal if they so deem advisable and if so they shall be entitled to reimbursement from the estate for the cost thereof.

As long as the trust remains in effect, a majority of the income beneficiaries, (or if any be minors, the guardian of their persons) may demand resignation of any Trustee of the Inez Vinson Family Trust with or without cause; provided, however, that upon such demand of resignation of said Trustee or Trustees, a majority of said trust beneficiaries, shall appoint a Successor Trustee as they in their discretion shall determine


INEZ C. VINSON

for the best interests of the beneficiaries of said trust; provided that Successor Co-Trustees may be appointed, but in all instances of appointment of any Successor Trustee, other than the Co-Trustees named herein, one (1) such Successor Trustee must always be a federally insured bank with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities. Any such Successor Trustee shall be vested with all rights, powers, duties and discretion conferred upon the original Trustees.

ARTICLE X.

If any legatee or devisee under this Will shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I declare that I shall be deemed to have survived such legatee(s) or devisee(s), and this Will and all of its provisions shall be construed upon that assumption.

ARTICLE XI.

I hereby authorize and empower my herein-named children or their issue, or any other beneficiaries herein or if any of such beneficiaries be deceased or otherwise incapacitated, their respective executor or executrix, administrator or administrator, or personal representative or agent, hereunder to disclaim all or any portion of my estate herein provided for them. To be effective, such disclaimer shall be in writing and shall be delivered to my Executors within the period designated by the Internal Revenue Code effective at the date of my death. Any portion of my estate so disclaimed by any beneficiary under this will shall be distributed in accordance with the terms of this will, as if said person or persons disclaiming had predeceased me.



 INEZ C. VINSON

I, INEZ C. VINSON, have signed this Will, which consists of twenty-seven (27) pages, this the 3rd day of July, 1991, in the presence of J. Stephen Surrifield, and Cindy C. Poole, who attested it at my request.

Inez C. Vinson
INEZ C. VINSON, Testatrix

The above and foregoing Will of Inez C. Vinson was declared by her in our presence to be her Will and was signed by Inez C. Vinson in our presence and at her request and in her presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the Will of Inez C. Vinson on this the 3rd day of July, 1991.

J. Stephen Surrifield of 1921 Bellewood Road
Jackson, Mississippi 39211
Cindy C. Poole of 2934 Pineridge Drive
Pearse, Mississippi 39208



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 24 day of July, 1992, at _____ o'clock _____ M., and was duly recorded on the July 24, 1992, Book No. 25, Page 264.

BILLY V. COOPER, CHANCERY CLERK BY: Connie Guthrie D.C.

IN THE CHANCERY COURT OF
MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
JUL 24 1992
BILLY V. COOPER
CHANCERY CLERK
BY *Connie Bultman*

IN THE MATTER OF THE ESTATE
OF INEZ C. VINSON, DECEASED

CAUSE NO. 31-537

PROOF OF WILL

Be it known and remembered that on this 3rd day of July, A.D., 1991 before me, the undersigned authority, personally came and appeared Cindy C. Poole, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Inez C. Vinson, bearing date of the 3rd day of July, 1991; and she, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Inez C. Vinson signed, published and declared said instrument of writing as and for her Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Inez C. Vinson, was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of Madison County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Inez C. Vinson was then more than eighteen years of age, and that this deponent and the other witnesses subscribed said instrument as witness thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid.

Cindy C. Poole
CINDY C. POOLE, Witness

SWORN TO AND SUBSCRIBED before me by Cindy C. Poole
this 3rd day of July, A.D., 1991.

Wicki Lynn Edgeworth
NOTARY PUBLIC

My Commission Expires: September 12, 1993



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 24 day of July, 1992, at _____ o'clock _____ M., and was duly recorded on the July 24, 1992, Book No. 25, Page 291.

BILLY V. COOPER, CHANCERY CLERK BY: Connie Bultman D.C.

FILED
THIS DATE
JUL 24 1992
BILLY V. COOPER
CHANCERY CLERK
BY *Connie Sultme*

IN THE MATTER OF THE ESTATE
OF INEZ C. VINSON, DECEASED

CAUSE NO. 31-537

PROOF OF WILL

Be it known and remembered that on this 3rd day of July, A.D., 1991 before me, the undersigned authority, personally came and appeared J. STEPHEN STUBBLEFIELD, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Inez C. Vinson, bearing date of the 3rd day of July, 1991; and she, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Inez C. Vinson signed, published and declared said instrument of writing as and for her Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Inez C. Vinson, was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of Madison County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Inez C. Vinson was then more than eighteen years of age, and that this deponent and the other witnesses subscribed said instrument as witness thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid.

J. Stephen Stubblefield
J. STEPHEN STUBBLEFIELD, Witness

SWORN TO AND SUBSCRIBED before me by J. STEPHEN STUBBLEFIELD

this 3rd day of July, A.D., 1991.

Widia Lynn Edgeworth
NOTARY PUBLIC

My Commission Expires:
September 17, 1993

STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 24 day of July, 1992, at o'clock M., and was duly recorded on the July 24, 1992, Book No. 25, Page 292.

BILLY V. COOPER, CHANCERY CLERK BY: Connie Sultme D.C.



31-542

FILED
THIS DATE

JUL 22 1992

BILLY V. COOPER
CHANCERY CLERKBY *Comme B. G. G. G.***Last Will and Testament**

OF

LINUS BAXTER MARTIN, JR. AND MARY E. MIXON MARTIN

WE, LINUS BAXTER MARTIN, JR. and wife, MARY E. MIXON MARTIN residing in New Augusta, Perry County, Mississippi, and being above the age of Twenty-one (21) years and of sound mind and disposing memory do make, publish, and declare this to be our Last Will and Testament and hereby revoke any and all former Wills and Codicils by us made.

FIRST: We hereby direct our executor hereinafter named to pay all our just debts and funeral expenses as soon after our deaths as can be lawfully done.

SECOND: It is our will and desire and the will and desire of each of us that the survivor of us shall at the death of the other become the owner in fee simple of any and all property, real, personal or mixed, and any and all other property or effects of which we or either of us may die possessed or in which we or either of us may have any interest at the time of the death of the first to die. It being our intention to vest in the survivor of us a fee simple estate in and to any and all property that we may die seised and possessed of.

On the death of the survivor of us, all of the property of which such survivor shall die seised and possessed is given, devised and bequeathed by us and by such survivor to our children LINUS B. MARTIN, III and JOHNATHAN M. MARTIN to share and share alike.

THIRD: In the event the said children Linus B. Martin, III and Johnathan M. Martin predecease us or if we each die in a common disaster or if each of us and our children die in a common disaster then we give, bequeath and devise all of our property,

Signed for Identification

Linus B. Martin Jr.
Mary E. Martin

real, personal and mixed whatever kind and description and where ever located to our Mothers namely, MYRNIS A: MARTIN and DORIS A. MIXON to share and share alike.

FOUR: We hereby name, appoint and constitute DORIS A. MIXON, New Augusta, MS, as the guardian of the person and estates of our son, LINUS B. MARTIN, III and JOHNATHAN M. MARTIN, in the event that our children are still minors at the date of the death of the survivor of us.

FIVE: We hereby nominate and appoint the survivor of us to be the executor of this our Last Will and Testament and request that said executor act without the necessity of giving any bond whatsoever, nor filing any inventory or appraisement of our estate. At the death of the survivor of us, we hereby nominate and appoint DORIS A. MIXON to be the executrix of this our Last Will and Testament and request that said executrix act without the necessity of giving any bond whatsoever, nor filing any inventory or appraisement of our estate.

IN WITNESS WHEREOF we each have signed our name at the foot and end of this our Last Will and Testament on this 28th day of JUNE, A. D., 1984.

Linus Baxter Martin, Jr.
LINUS BAXTER MARTIN, JR.

Mary E. Mixon Martin
MARY E. MIXON MARTIN

ON THE 28th day of JUNE, Nineteen Hundred and Eighty-four, LINUS BAXTER MARTIN, JR. declared to us, the undersigned, that the foregoing instrument was his Last Will and Testament and he requested us to act as witnesses to the same and to his signature thereon. He thereupon signed said Will in our presence, we being present at the same time. And now, we, at his request, in his

presence, and in the presence of each other, do hereunto subscribe our names as witnesses, and we, and each of us declare that we believe this testator to be of sound mind and memory.

WITNESSES:

Hazel K. Durnham
ADDRESS P.O. Box 138
New Augusta, MS 39462

Joanie Parish
ADDRESS Rainbow Apts # 6
New Augusta, MS 39462

ON THE 28th day of JUNE, Nineteen Hundred and Eighty-four, MARY E. MIXON MARTIN, declared to us, the undersigned, that the foregoing instrument was her Last Will and Testament and she requested us to act as witnesses to the same and to her signature thereon. She thereupon signed said Will in our presence, we being present at the same time. And now, we, at her request, in her presence, and in the presence of each other, do hereunto subscribe our names as witnesses, and we, and each of us declare that we believe this testatrix to be of sound mind and memory.

WITNESSES:

Hazel K. Durnham
ADDRESS P.O. Box 138
New Augusta, MS 39462

Joanie Parish
ADDRESS Rainbow Apts. # 6
New Augusta, MS 39462



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 24 day of July, 1992, at _____ o'clock _____ M., and was duly recorded on the July 24 1992, Book No. 25, Page 293.

BILLY V. COOPER, CHANCERY CLERK BY: Connie Guthrie D.C.

FILED
THIS DATE
JUL 22 1992
BILLY V. COOPER
CHANCERY CLERK
BY *Connie Duthie*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
LINUS BAXTER MARTIN, JR., DECEASED

CAUSE NO. 31-542

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Madison

PERSONALLY CAME AND APPEARED BEFORE ME, the under-
signed authority in and for the jurisdiction aforesaid, HAZEL R. DUNNAM, who,
being by me first duly sworn, makes oath to the following:

That she was personally acquainted with Linus Baxter Martin, Jr., late
of Madison County, Mississippi; that the said Linus Baxter Martin, Jr., was a resident
of and had a fixed place of residence in the City of Ridgeland, County of Madison,
Mississippi, at the time of his death;

That Affiant, in the presence of Joanie Parish, the other subscribing
witness, and at the special request of Linus Baxter Martin, Jr. deceased, did, on the
28th day of June, 1984, sign and subscribe an instrument of writing represented to
be the Last Will and Testament of Linus Baxter Martin, Jr., Deceased.

That said instrument, the original of which is attached hereto, was
signed by Linus Baxter Martin, Jr., Testator, and the said Testator declared in the
presence of the Affiant and in the presence of Joanie Parish, the other subscribing
witness, that this instrument was the Last Will and Testament of said Testator, Linus
Baxter Martin, Jr., signed and subscribed the said instrument as one of the attesting
witnesses thereto, both of the witnesses signing the said Will in the presence of the
Testator and in the presence of each other. At the time of the attestation and
signing of said instrument, the said Linus Baxter Martin, Jr., was above the age of
eighteen (18) years, was then of sound and disposing mind and memory, and in full
possession of all of his mental faculties.

The original of said Will is attached to this Affidavit and this Affidavit

is executed by this Affiant in proof of said Will, and for the purpose of probating the same in the Chancery Court for Madison County, Mississippi.

Hazel R. Dunnam
HAZEL R. DUNNAM

SWORN TO AND SUBSCRIBED BEFORE ME, this the 21st day
of July, 1992.

Melissa Cheryl McCall
NOTARY PUBLIC

My Commission Expires:
September 2 1995.



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 24 day
of July, 1992, at _____ o'clock _____ M., and was duly recorded
on the July 24, 1992, Book No. 25, Page 296.

BILLY V. COOPER, CHANCERY CLERK BY: Connie Guthrie D.C.



FILED
THIS DATE
JUL 24 1992
BILLY V. COOPER
CHANCERY CLERK
BY *Conne Duthue*

LAST WILL AND TESTAMENT
OF
WILLIAM C. SRITE

31-538

I, WILLIAM C. SRITE, an adult resident of Ridgeland, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My spouse's name is ELLA FOSTER SRITE (herein referred to as my "spouse"). I have no children.

ITEM II.

I appoint the BANK OF MISSISSIPPI as Executor of my estate under this Will.

ITEM III.

A. I may leave a signed written statement (herein the "Statement") designating certain tangible personal property to go to certain persons at my death. I grant to my Executor a special power of appointment over the tangible personal property described in the Statement, and my Executor shall distribute such tangible personal property to the persons designated in the Statement to receive such tangible personal property. This paragraph shall apply only to an item of tangible personal property if such item has a value of Ten Thousand Dollars (\$10,000) or less. If I do not own any of the items listed in the Statement at my death, the allocation to the person described therein shall lapse for each such item. If I do not possess such property at the time of my death, my Executor shall be under no duty or obligation to purchase replacement property and convey such item to such person. Additionally, if a person named in the Statement is deceased, the item that would have gone to that person shall go as alternatively directed in the Statement, or if no alternative provision has been made, pursuant to Paragraph B below.

B. I give and bequeath to my spouse the sum of Ten and No/100 Dollars (\$10.00). I give, devise, and bequeath to the BANK OF MISSISSIPPI as the Trustee of the WILLIAM C. SRITE REVOCABLE TRUST, dated the 26th day of June, 1991, the

FOR IDENTIFICATION:
[Signature]

remainder of my entire estate, real and personal of whatsoever kind or character and wheresoever situated.

ITEM IV.

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

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 any inventory, or file an accounting for my estate with any court.

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property.

I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect to the provisions of the Internal Revenue Code or of any other tax law.

If property is included in my estate which may otherwise qualify, if it passes to a qualified heir, for valuation for federal estate tax purposes under Section 2032A, and my Executor has the discretion to allocate and distribute such property in satisfaction of devises or bequests herein, my Executor shall, in exercising such discretion, allocate and distribute such property to persons or trusts who will be qualified heirs so as to qualify the property for valuation pursuant to Section 2032A.

I specifically authorize my Executor to allocate any of my available generation-skipping tax exemptions from the federal generation-skipping tax as allowed by Section 2631 to any property of which I am deemed to be the transferor under Section 2652(a), including any property not in my probate estate and any property transferred by me during life as to which no allocation of the exemption was made prior to my death.

FOR IDENTIFICATION:



My Executor shall have the authority to disclaim or renounce any interest in property, in whole or in part, including any power with respect to property and including an undivided interest in property transferred to me or to my estate. Any disclaimer by my Executor shall be made in writing stating specifically the property or interest disclaimed and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder of the legal title to the property to which the interest relates. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518.

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 sell, without the necessity of court approval, any stock held by my estate to any corporation or shareholder under the terms of any stock agreement to which I was a party during my lifetime.

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, 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.

ITEM V.

All Section references, as used in this Will, refer to the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future laws.

Unless otherwise provided, in referring to the Trustee, any neuter terminology also includes the masculine and feminine or vice versa and any reference in the singular shall also include the plural or vice versa.

Where used throughout this Will, the terms "Executor," "Executrix," and "Administrator" may be used interchangeably and shall apply to whoever may be serving

FOR IDENTIFICATION:



as personal representative of my estate, whether one or more than one, and to any successor Executor or Administrator.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 26th day of June, 1991.

William C. Srite
William C. Srite

This instrument was, on the day and year shown above, signed, published, and declared by WILLIAM C. SRITE to be his Last Will and Testament in our presence, and we at such person's request, have subscribed our names as witnesses in his presence and in the presence of each other.

Walter Peltier 1105 Enlow Cove
Bristol, Ms. 39042
(Address)

Joseph Pritz Rt. 1 Box 348
VAUGHAN, Ms 39179
(Address)

STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 24 day of July, 1992, at _____ o'clock _____ M., and was duly recorded on the July 24, 1992, Book No. 25, Page 298.

BILLY V. COOPER, CHANCERY CLERK BY: Connie Gutierrez D.C.

