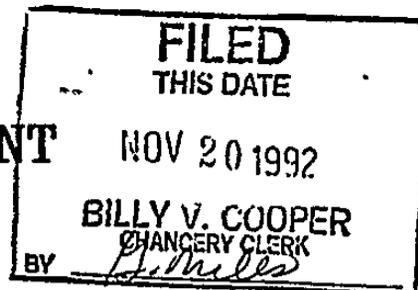


LAST WILL AND TESTAMENT



Cause No. 31-758

BEITKNOWN, that I, **Emma Jewel Moudy**, a resident of Canton, County of Madison, In the state of Mississippi, being of sound mind, do make and declare this to be my Last Will and Testament expressly revoking all my prior Wills and any time codicils at time made.

1. **PERSONAL REPRESENTATIVE:**

I appoint **Rev. Jerry W. Dillon**, Pastor of The First United Pentecostal Church Of Canton, Mississippi, as Personal Representative of this my Last Will and Testament and provide if this Personal Representative is unable or unwilling to serve then I appoint **Billy Dale Parker**, as alternate Personal Representative. My Personal Representative shall be authorized to carry out all provisions of the Will and pay my just debts, obligations and funeral expenses. I further provide my Personal Representative shall not be required to post surety bond in this or any other jurisdiction, and direct that no expert appraisal be made of my estate unless required by law.

2. **BEQUEST:**

I direct that after payment of all my just debts, my property be bequeathed in the manner following:

My house and property at 104 Sherwood Drive, Canton, Mississippi, and my car be sold and the monies be combined with the remainder of my bank and savings account, all my personal possessions and household contents, and be divided equally between six of my seven children as following.

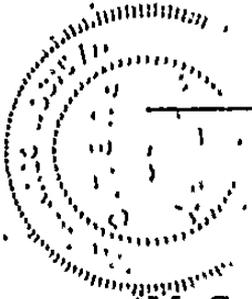
James A. Moudy
Bobbie D. Moudy
Joe Ann Moudy Parker
Billy R. Moudy
Nancy E. Moudy Parker
Terry L. Moudy

I Bequest to my youngest son, **Bennie J. Moudy**, the amount of two dollars.

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of February, 1992 to this my Last Will and Testament.

Emma Jewel Moudy
Signature

Sworn to and subscribed before me this the 16th day of February, 1992.



Faith A. Rice

My Commission Expires 5-31-94

Notary Public

Witnessed:

This Last Will and Testament of **Emma Jewel Moudy** was signed and declared to be her Last Will and Testament in our presence and at her request and in her presence and in the presence of each other, we do hereby witness same on this ^{16th} day of February, 1992

[Signature] 142 Moudy Rd Canton, Ms
Witness Signature Address

[Signature] P.O. Box 6349 Flora, Ms 39071
Witness Signature Address

Witness Signature Address

Witness Signature Address



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 20th day of November, 1992, at _____ o'clock _____ M., and was duly recorded on the 20th day of November, 1992, Book No. 25 Page 500.

BILLY V. COOPER, CHANCERY CLERK BY: Karen Tripp D.C.

BOOK 25 PAGE 502

FILED
THIS DATE

NOV 20 1992

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

BILLY V. COOPER

CHANCERY CLERK

BY *Arena Trapp*

IN THE MATTER OF THE ESTATE
OF EMMA JEWEL MOUDY, DECEASED

CAUSE NO. 31-258

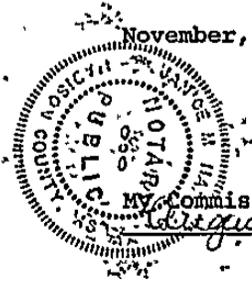
PROOF OF WILL

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, MONROE A. RICE, JR., one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of EMMA JEWEL MOUDY, who, being duly sworn, deposed and said that the said EMMA JEWEL MOUDY signed, published and declared said instrument as her Last Will and Testament on the 16th day of February, 1992, the day of the date of said instrument, in the presence of this deponent, and in the presence of James Hall, the other subscribing witness, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and this deponent and James Hall subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testator, and in the presence of the said Testator and in the presence of each other, on the day and year of the date of said instrument.

Monroe A. Rice Jr.
MONROE A. RICE, JR.

SWORN TO AND SUBSCRIBED before me this 11th day of
November, 1992.



James M. Hammack
Notary Public



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 20th day of November, 1992, at — o'clock — M, and was duly recorded on the 20th day of November, 1992, Book No 25, Page 502.

BILLY V. COOPER, CHANCERY CLERK BY: *Arena Trapp* D.C.

BOOK 25 PAGE 503 FILED
THIS DATE

NOV 20 1992
BILLY V. COOPER
CHANCERY CLERK
BY *Karen Tripp*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF EMMA JEWEL MOUDY, DECEASED

CAUSE NO. 31-758

PROOF OF WILL

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, JAMES HALL, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of EMMA JEWEL MOUDY, who, being duly sworn, deposed and said that the said EMMA JEWEL MOUDY signed, published and declared said instrument as her Last Will and Testament on the 16th day of February, 1992, the day of the date of said instrument, in the presence of this deponent, and in the presence of Monroe A. Rice, Jr., the other subscribing witness, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and this deponent and Monroe A. Rice, Jr. subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testator, and in the presence of the said Testator and in the presence of each other, on the day and year of the date of said instrument.

James Hall

JAMES HALL

SWORN TO AND SUBSCRIBED before me this 11th day of
November, 1992.

Jarvis M. Hamrick

Notary Public



My Commission Expires:
August 24, 1994



STATE OF MISSISSIPPI, County of Madison:
I certify that the within instrument was filed for record in my office this 20th day of November, 1992, at _____ o'clock _____ M, and was duly recorded on the 20th day of November, 1992. Book No 25, Page 503
BILLY V. COOPER, CHANCERY CLERK BY *Karen Tripp* D.C.

Last Will and Testament 31-778

FILED
THIS DATE
DEC 18 1997
BILLY V. COOPER
CHANCERY CLERK
BY *Connie Deethrie*

KNOW ALL MEN BY THESE PRESENTS: That I, Lester M. Kepner

of the City/Town of Canton, County of Madison

and State of Mississippi, being of sound and disposing mind and memory, do make, publish and declare the following to be my LAST WILL AND TESTAMENT, hereby revoking all Wills by me at any time heretofore made.

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

SECOND: All the rest, residue and remainder of my estate, both real and personal, of whatsoever kind or character, and wheresoever situated, I give, devise and bequeath to my beloved wife:

Mary Holt Kepner, to be hers absolutely and forever.

THIRD: If my said wife does not survive me, then I give, devise and bequeath such rest, residue and remainder of my estate to my beloved children, natural or adopted, in equal shares, per stirpes, to be theirs absolutely and forever; provided, that the share of any child of mine who has died leaving no issue shall be divided among my surviving children in equal shares, per stirpes.

FOURTH: If my beloved wife does not survive me, I hereby appoint

Name Albert Newton Kepner

Address 3029 West Loma Lane, Phoenix, Arizona 85021
Number Street City State

as guardian of such of my children as shall then be minors

FIFTH: I hereby appoint my wife, Mary Holt Kepner, as Executrix of this my LAST WILL AND TESTAMENT. If she does not survive me, then I appoint

Name Albert Newton Kepner

Address 3029 West Loma Lane, Phoenix, Arizona 85021
Number Street City State

as Executor/Executrix of my estate. I direct that no Executor/Executrix serving hereunder shall be required to post bond.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Canton, Mississippi

this 16th day of March 1977

(sign here) Lester M. Kepner L.S.

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

- (1) Nita J. Wright of 732 Kathy Circle Canton, Miss.
City State
- (2) Velma R. Snyder of Route 1 Canton, Miss.
City State
- (3) J. H. Poole of Canton Miss.
City State

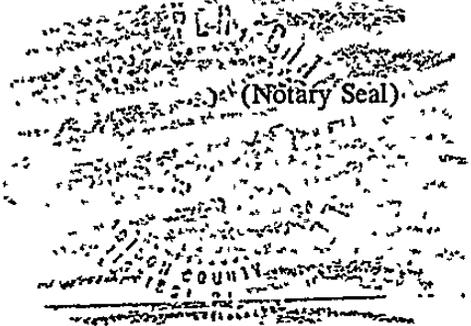
AFFIDAVIT

STATE OF Mississippi }
COUNTY OF Madison } ss: _____

Personally appeared (1) Nita J. Wright
(2) Velma R. Snyder and (3) J. H. Poole
who being duly sworn, depose and say that they attested the said Will and they subscribed the same at the request and in the presence of the said Testator and in the presence of each other, and the said Testator signed said Will in their presence and acknowledged that he had signed said Will and declared the same to be his LAST WILL AND TESTAMENT, and deponents further state that at the time of the execution of said Will the said Testator appeared to be of lawful age and sound mind and memory and there was no evidence of undue influence. The deponents make this affidavit at the request of the Testator

- (1) Nita J. Wright
- (2) Velma R. Snyder
- (3) J. H. Poole

Subscribed and sworn to before me this 16 day of March 1977



Billy V. Cooper
Notary Public
Chancery Clerk

STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 18th day of December, 1972, at _____ o'clock _____ M., and was duly recorded on the December 18, 1972, Book No. 25, Page 504.

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



BOOK 25 PAGE 506

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

FILED
THIS DATE
DEC 18 1992
BILLY V. COOPER
CHANCERY CLERK
BY *Connie Deethrie*

IN THE MATTER OF THE ESTATE OF
LESTER M. KEPNER, DECEASED

CIVIL ACTION FILE NO. 31-778

PROOF OF WILL

Comes now NITA J. WRIGHT, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Lester M. Kepner, 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 Lester M. Kepner, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 16th day of March, 1977, the day of the date of said instrument, in the presence of this deponent and Velma R. Snyder and Z. H. Poole, the other subscribing witnesses, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and that she, Velma R. Snyder and Z. H. Poole 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.

Nita J. Wright
NITA J. WRIGHT

STATE OF Mississippi
COUNTY OF Madison

SWORN TO AND SUBSCRIBED before me on this the 23rd day of November, 1992.

Mary S. Sanders
NOTARY PUBLIC

(SEAL) 1581
MY COMMISSION EXPIRES:
My Commission Expires Oct 2, 1993



STATE OF MISSISSIPPI, County of Madison:
I certify that the within instrument was filed for record in my office this 18th day of December, 1992, at _____ o'clock _____ M, and was duly recorded on the December 18, 1992, Book No. 25, Page 506
BILLY V. COOPER, CHANCERY CLERK BY Connie Deethrie D.C.

BOOK 25 PAGE 507

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

FILED
THIS DATE
DEC 18 1992
BILLY V. COOPER
CHANCERY CLERK
BY *Tomie Gultina*

IN THE MATTER OF THE ESTATE OF
LESTER M. KEPNER, DECEASED

CIVIL ACTION FILE NO. 31-778

PROOF OF WILL

Comes now Z. H. POOLE, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Lester M. Kepner, 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 Lester M. Kepner, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 16th day of March, 1988, the day of the date of said instrument, in the presence of this deponent and Nita J. Wright and Velma R. Snyder, the other subscribing witnesses, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and that he, Nita J. Wright and Velma R. Snyder 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.

Z. H. Poole
Z. H. Poole

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED before me on this the 23rd day of December, 1992.

Massie H. Boney
NOTARY PUBLIC

(SEAL)
MY COMMISSION EXPIRES:
January 31, 1994



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 18th day of December, 1992, at o'clock M., and was duly recorded on the December 18, 1992, Book No 25, Page 507.

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

31-792

FILED
THIS DATE
DEC 18 1992
BILLY V. COOPER
CHANCERY CLERK
Conne Dutton

Last Will and Testament

OF

RUBY VIOLA RAILSBACK HEBERER

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

ITEM I

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

ITEM II

All the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall be entitled at the time of my death, or over which I shall have any power of appointment, I do hereby give, devise and bequeath as follows:

- To each of my grandchildren, namely: Frank Heberer, Jack Heberer, Al Heberer, Colleen Heberer and Debra Heberer^{Achey}, the sum of \$2,000.00 each. In the event there is not a sufficient amount in the estate to pay this amount to each, the estate is to be distributed equally among them.

R.V.R.H.
E.A.B.
79 14

Ruby Viola Railsback Heberer
RUBY VIOLA RAILSBACK HEBERER

E.A.B.
9/9/92

2. All the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequest of which I shall die seized and possessed or to which I shall be entitled at the time of my death or over which I shall have any power of appointment, I do hereby give, devise and bequeath to my beloved sons, GEORGE FRANKLIN HEBERER and CHARLES LEE HEBERER, equally, share and share alike. In the event that either of my sons predecease me, then and in that event only, his share shall go to his widow. In the event that either of my sons or and their wives predecease me, then their share shall be divided equally between the surviving children of the marriage of the son that predeceases me.

ITEM III

I hereby nominate, appoint and constitute my beloved son, GEORGE FRANKLIN HEBERER, as Executor of this my Last Will and Testament; and in the event he shall be deceased at the time of my death, or unable or unwilling to serve as Executor, then and in that event only, I appoint my beloved son, CHARLES LEE HEBERER, to serve as Executor of this my Last Will and Testament, and hereby grant unto him the same powers and authority as set forth my my Executor. My Executor shall have full and plenary power and authority to do and perform any act deemed by him to be for the best interest of my estate, without any limitations whatsoever, and without surety bond, and said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest, and reinvest the same, and to collect the income, dividends, rents, interest and profits therefrom, and to employ and to pay any attorneys, agents and accountants that he may deem necessary and for the best interest of my estate and to pay unto himself a just and reasonable compensation as Executor.

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

Ruby Viola Rallsback Heberer
RUBY VIOLA RALLSBACK HEBERER

G.A.B.
D. 2.14.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, on this the 14th day of February, 1979.

Ruby Viola Railsback Heberer
RUBY VIOLA RAILSBACK HEBERER

8A.B.
99.4

STATE OF MISSISSIPPI

COUNTY OF MADISON

WE, each of the subscribing witnesses to the Last Will and Testament of Ruby Viola Railsback Heberer, do hereby certify that said instrument was signed by the said Ruby Viola Railsback Heberer, in our presence and in the presence of each of us, and that the said Ruby Viola Railsback Heberer, declared the same to be her Last Will and Testament in the presence of each of us, and we each signed as subscribing witnesses to said Will at the request of Ruby Viola Railsback Heberer, in her presence and in the presence of each other.

Elizabeth Ann Butchart

ADDRESS: Canton

Mississippi

WITNESSES:

Imogene E. Manning

ADDRESS: Canton

Mississippi



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 18th day of December, 1992, at o'clock M., and was duly recorded on the December 18, 1992, Book No. 25, Page 508.

BILLY V. COOPER, CHANCERY CLERK

BY: Connie Gultner D.C.

BOOK 25 PAGE 511
IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

FILED
THIS DATE
DEC 18 1992
BILLY V. COOPER
CHANCERY CLERK
BY *Connie Gultine*

IN THE MATTER OF THE ESTATE OF
RUBY VIOLA RAILSBACK HEBERER, DECEASED

CIVIL ACTION FILE NO. 31-792

PROOF OF WILL

Comes now BETTY ANN BUTCHART CARROLL, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Ruby Viola Railsback Heberer, 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 Ruby Viola Railsback Heberer, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 19th day of February, 1979, the day of the date of said instrument, in the presence of this deponent and Imogene G. Herring, 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 Imogene Herring subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testator and in the presence of said testator and in the presence of each other, on the day of the date of said instrument.

Betty Ann Butchart Carroll
BETTY ANN BUTCHART CARROLL

STATE OF North Carolina
COUNTY OF Pitt

SWORN TO AND SUBSCRIBED before me on this the 24 day of November, 1992.

James L. James
NOTARY PUBLIC

(SEAL)
MY COMMISSION EXPIRES:
09-18-94



STATE OF MISSISSIPPI, County of Madison

I certify that the within instrument was filed for record in my office this 19th day of December, 1992, at o'clock M., and was duly recorded on the December 19, 1992, Book No. 25, Page 511.

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

BOOK 25 PAGE 512
IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

FILED
THIS DATE
DEC 18 1992
BILLY V. COOPER
CHANCERY CLERK
BY *Connie Gutherie*

IN THE MATTER OF THE ESTATE OF
RUBY VIOLA RAILSBACK HEBERER, DECEASED

CIVIL ACTION FILE NO. 31-792

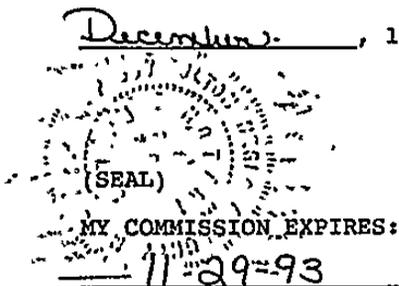
AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority in and for the county and state aforesaid, MARIE H. BANES, who, having been first duly sworn by me, and, upon the Last Will and Testament of Ruby Viola Railsback Heberer being shown to her, did depose and say that she knew Imogene G. Herring, one of the subscribing witnesses to said Last Will and Testament; that Imogene G. Herring a resident of Madison County, Mississippi, departed this life on or about April 11, 1990; that she had frequently seen Imogene G. Herring write and knew her handwriting; that the name of Imogene G. Herring subscribed as a witness to the Last Will and Testament of Ruby Viola Railsback Heberer is in the proper handwriting of the said Imogene G. Herring.

Marie H. Banes
MARIE H. BANES

SWORN TO AND SUBSCRIBED before me on this the 7th day of December, 1992.



Peggy Juelton
NOTARY PUBLIC



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 18th day of December, 1992, at _____ o'clock _____ M, and was duly recorded on the December 18, 1992, Book No. 25, Page 512.

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

FILED
THIS DATE
DEC 18 1992
BILLY V. COOPER
CHANCERY CLERK
BY *Connie Guthrie*

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

DEC 18 1992

IN THE MATTER OF THE ESTATE OF
RUBY VIOLA RAILSBACK HEBERER, DECEASED

CIVIL ACTION FILE NO. 31-792

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority in and for the county and state aforesaid, JAMES H. HERRING, who, having been first duly sworn by me, and, upon the Last Will and Testament of Ruby Viola Railsback Heberer being shown to him, did depose and say that he is the son of Imogene G. Herring, one of the subscribing witnesses to said Last Will and Testament; that Imogene G. Herring a resident of Madison County, Mississippi, departed this life on or about April 11, 1990; that he had frequently seen Imogene G. Herring write and knew her handwriting; that the name of Imogene G. Herring subscribed as a witness to the Last Will and Testament of Ruby Viola Railsback Heberer is in the proper handwriting of the said Imogene G. Herring.

James Herring
JAMES H. HERRING

SWORN TO AND SUBSCRIBED before me on this the 7th day of December, 1992.

(SEAL)
MY COMMISSION EXPIRES:
12-29-93

Peggy Aulton
NOTARY PUBLIC

STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 18th day of December, 1992, at _____ o'clock _____ M., and was duly recorded on the December 18, 1992, Book No. 25, Page 513.

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



31-613

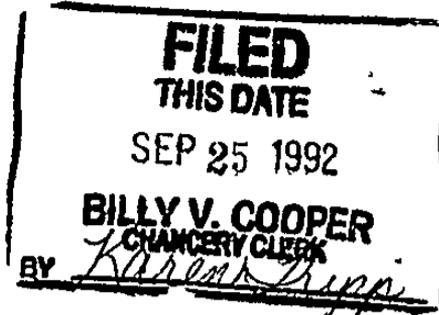
Last Will and Testament

OF

VIVIAN KNOX

STATE OF MISSISSIPPI

COUNTY OF MADISON



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

ITEM I

I direct my Executor to pay all of my just debts and obligations which may be prorated, registered and allowed against my estate as soon as may be conveniently done.

ITEM II

I do hereby give, devise and bequeath unto Eunice Hudson, my home residence located at Railroad Avenue, Lot 21, Knox Subdivision, Flora, Mississippi, for the rest of her natural life. At the time of her death, I direct that said property shall become the property of my brothers and sisters, E. P. Brumfield, Earnest Brumfield, Lena Smith and Bertha Bryant.

ITEM III

I do hereby give, devise and bequeath unto Linnie Johnson the right to live and remain in my home located at Railroad Avenue, Lot 22, Knox Subdivision, Flora, Mississippi, as long as she lives. I request that Eunice

Vivian Knox
 VIVIAN KNOX

*JH
 GCB*

PAGE TWO OF FOUR PAGES

Hudson, as well as my brothers and sisters named above be cordial to Linnie and allow her to remain in said home without feeling unwelcome, since she has been my friend and companion and been of considerable assistance to me.

ITEM IV

All the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature, and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall be entitled at the time of my death or over to which I shall have any power of appointment, I do hereby give, devise and bequeath unto my brothers, E. P. Brumfield and Earnest Brumfield, and to my sisters, Lena Smith and Bertha Bryant, share and share alike

ITEM V

I hereby appoint, nominate and constitute my brother, E. P. BRUMFIELD as Executor of this my Last Will and Testament. In the event that E. P. BRUMFIELD shall be unable or unwilling to serve as Executor, then and in that event only, I appoint LENA SMITH to serve as Executrix of this my Last Will and Testament, and hereby grant to her the same powers as set forth for my Executor. My Executor shall have full and plenary power and authority to do and perform any act deemed by him to be for the best interest of my estate, without any limitations whatsoever, and without surety bond, and said authority shall include, but shall not

Vivian Knox
VIVIAN KNOX

J.W.
gce

PAGE THREE OF FOUR PAGES

be limited to the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents or accountants that he may deem necessary and for the best interest of my estate and to pay unto himself a just and reasonable compensation as Executor.

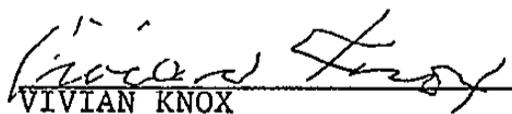
VI

I direct that James H. Herring, attorney at law of Canton, Mississippi, handle all legal matters in regard to my estate and assist my Executor in his duties in regard to my estate.

VII

The foregoing Will consists of four (4) pages, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, on this the 22ND day of February 1990.


VIVIAN KNOX

JH
2/21

PAGE FOUR OF FOUR PAGES

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

[Signature]
ADDRESS: Canton,
Mississippi

Joan C. Burns
ADDRESS: Rt 4 Box 724
Canton, Ms. 39046

Vivian Knox
VIVIAN KNOX



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 25th day of September, 1992, at o'clock — M., and was duly recorded on the December 23, 1992, Book No. 25, Page 514.

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

BOOK 25 PAGE 518

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
VIVIAN KNOX, DECEASED

FILED
THIS DATE
SEP 25 1992
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

CIVIL ACTION FILE NO. 31-673

PROOF OF WILL

Comes now JOAN C. BURNS, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Vivian Knox, and enters her appearance herein as provided by Section 91-7-9, Mississippi Code Annotated (1972), as amended, and makes oath before the undersigned authority that Vivian Knox, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 22nd day of February, 1990, the day of the date of said instrument, in the presence of this deponent and James H. Herring, the other subscribing witness, and that said testatrix was then of sound and disposing mind and memory, more than twenty-one (21) years of age, and having her usual place of abode in Madison County, Mississippi, and that she and James H. Herring subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testatrix and in the presence of said testatrix and in the presence of each other, on the day of the date of said instrument.

Joan C. Burns
JOAN C. BURNS

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

Robert W. Long
NOTARY PUBLIC

(SEAL)
MY COMMISSION EXPIRES:
DECEMBER 30, 1992



STATE OF MISSISSIPPI, County of Madison
I certify that the within instrument was filed for record in my office this 25th day of September, 1992, at _____ o'clock _____ M, and was duly recorded on the December 23, 1992, Book No 25, Page 518
BILLY V. COOPER, CHANCERY CLERK BY Lonnie Heston DC

BOOK 25 PAGE 519

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
VIVIAN KNOX, DECEASED

FILED
THIS DATE
SEP 25 1992
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

CIVIL ACTION FILE NO. 31-673

PROOF OF WILL

Comes now JAMES H. HERRING, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Vivian Knox, and enters his appearance herein as provided by Section 91-7-9, Mississippi Code Annotated (1972), as amended, and makes oath before the undersigned authority that Vivian Knox, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 22nd day of February, 1990, the day of the date of said instrument, in the presence of this deponent and Joan C. Burns, the other subscribing witness, and that said testatrix was then of sound and disposing mind and memory, more than twenty-one (21) years of age, and having her usual place of abode in Madison County, Mississippi, and that he and Joan C. Burns subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testatrix and in the presence of said testatrix and in the presence of each other, on the day of the date of said instrument.

[Signature]
JAMES H. HERRING

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

[Signature]
NOTARY PUBLIC

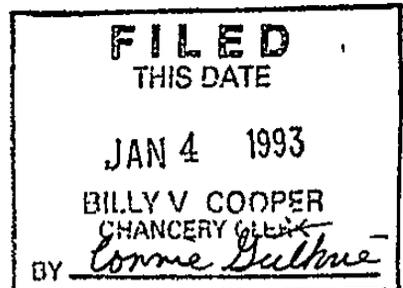
(SEAL)
MY COMMISSION EXPIRES:
ON OCTOBER 30, 1993



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 25th day of September, 1992, at _____ o'clock _____ M, and was duly recorded on the December 23, 1992, Book No 25, Page 519.

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



STATE OF MISSISSIPPI
COUNTY OF MADISON

31-823

LAST WILL AND TESTAMENT OF MILDRED HILL GUY

I, MILDRED HILL GUY, an adult resident citizen of Canton, 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 do hereby revoke any and all other wills and codicils thereto heretofore made by me.

ITEM ONE: I do hereby give and devise unto my sister, FRANCES HILL SIMPSON, all of my right, title and interest in and to that certain residence and lot located at 503 East Peace Street in the City of Canton, Madison County, Mississippi, which residential property was owned by my father, M. S. Hill at the time of his death.

ITEM TWO: I do hereby give and bequeath unto my granddaughter, DEBRA HARDY CASE, all shares of stock owned by me in Massachusetts Investment Trust.

ITEM THREE: I do hereby give and bequeath unto my daughter, GAY GUY HARDY, all certificates of deposit owned solely by me at the time of my death and not owned by me and any third party with the right of survivorship.

ITEM FOUR: I do hereby direct that any and all cash money owned by me at the time of my death and on deposit in any and all checking accounts be used to pay the costs of administering my estate, including my funeral expenses and costs of last illness and other just and lawful debts which are duly and properly probated, registered and allowed in my estate, and the amount remaining, if any, I do hereby give and bequeath unto DENISE HARDY WADE and DEBRA HARDY CASE, share and share alike. It is my wish and desire that such money be used by my said granddaughters for the use and benefit of their respective children, however, I place no restrictions whatsoever upon them as to the actual use of this money, and they are free to exercise their discretion in this regard.

ITEM FIVE: All of the rest, residue and remainder of my property, real and personal and wherever situated, I do hereby give, devise and bequeath unto my granddaughter, DEBRA HARDY CASE. In such case that my granddaughter, Debra Hardy Case, should preceed me in death, I hereby bequeath unto her children, TIMOTHY S. CASE, JR., and GUY HARDY CASE, all things bequeathed to Debra Hardy Case in this Will.

ITEM SIX: I do hereby name, constitute and appoint DEBRA HARDY CASE to serve as Executrix of this my Last Will and Testament, without bond and to the extent allowable by law, I do hereby relieve her of the necessity and obligation of making or filing any inventory, appraisal or accounting in connection with my estate. In the event that Debra Hardy Case is unable to serve as Executrix of this Will, I hereby appoint W. K. Gilbert to serve as Executor, without bond and to the extent allowable by law, I do hereby relieve him of the necessity and obligation of making or filing any inventory, appraisal or accounting in connection with my estate.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument to be my Last Will and Testament, this the 13th day of March, 1985.

Mildred Hill Guy
MILDRED HILL GUY

The foregoing instrument consisting of this and one (1) additional preceding typewritten page, was signed, sealed, published and declared by MILDRED HILL GUY, the Testatrix, to be her Last Will and Testament, in our presence, and we, at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses, this 13th day of March, 1985.

WITNESSES.

W. S. Cain

Janice J. Sullivan



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 4th day of January, 1993, at o'clock M, and was duly recorded on the 14th day of January, 1993, Book No 25, Page 520.

BILLY V. COOPER, CHANCERY CLERK BY: Karen Hipp D.C.

BOOK 25 PAGE 522

STATE OF MISSISSIPPI
COUNTY OF MADISON

31-823

FILED
THIS DATE
JAN 4 1993
BILLY V COOPER
CHANCERY CLERK
BY Karen Trapp

PROOF OF WILL

In the matter of a certain instrument of writing purporting to be the Last Will and Testament of Mrs. Mildred Hill Guy, deceased, late of Madison County, Mississippi.

PERSONALLY appeared before me, the undersigned Notary Public in and for jurisdiction aforesaid, W. S. CAIN, one of the two subscribing witnesses to the foregoing and annexed instrument of writing purporting to be the Last Will and Testament of Mrs. Mildred Hill Guy, deceased, late of Madison County, Mississippi, who having been first duly sworn, stated that the Mrs. Mildred Hill Guy, signed, published and declared said instrument to be her Last Will and Testament on the 13th day of March, 1985, the day of the date of said instrument, in the presence of said deponent, and that the said testator was then and there of sound and disposing mind and memory, was more than twenty-one (21) years of age, and that said deponent subscribed and attested said instrument, as a witness to the signature and publication thereof, at the special instance and in the presence of the testator, on the day and year of the date thereof.

WITNESS MY SIGNATURE, this the 28th day of December, 1992.

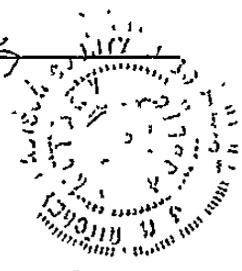
W S Cain
W. S. CAIN

SWORN TO and subscribed before me, this the 30 day of December, 1992.

Jm Ritchey
NOTARY PUBLIC

My Commission Expires:

May 31, 1993



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 4th day of January, 1993, at o'clock M, and was duly recorded on the 4th day of January, 1993, Book No 25, Page 522.

BILLY V. COOPER, CHANCERY CLERK BY: Karen Trapp D.C.

FILED
THIS DATE
JAN 4 1993
BILLY V. COOPER
CHANCERY CLERK
BY Cornie Dutton

STATE OF MISSISSIPPI
COUNTY OF MADISON

31-823

PROOF OF WILL

In the matter of a certain instrument of writing purporting to be the Last Will and Testament of Mrs. Mildred Hill Guy, deceased, late of Madison County, Mississippi.

PERSONALLY appeared before me, the undersigned Notary Public in and for jurisdiction aforesaid, JANICE J. RUDOLPH, one of the two subscribing witnesses to the foregoing and annexed instrument of writing purporting to be the Last Will and Testament of Mrs. Mildred Hill Guy, deceased, late of Madison County, Mississippi, who having been first duly sworn, stated that the Mrs. Mildred Hill Guy, signed, published and declared said instrument to be her Last Will and Testament on the 13th day of March, 1985, the day of the date of said instrument, in the presence of said deponent, and that the said testator was then and there of sound and disposing mind and memory, was more than twenty-one (21) years of age, and that said deponent subscribed and attested said instrument, as a witness to the signature and publication thereof, at the special instance and in the presence of the testator, on the day and year of the date thereof.

WITNESS MY SIGNATURE, this the 28 day of Dec, 1992.

Janice J. Rudolph
JANICE J. RUDOLPH



SWORN TO and subscribed before me, this the 28th day of December, 1992.

Martha Skippin
NOTARY PUBLIC

My Commission Expires:

My Commission Expires May 7, 1994



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 4th day of January, 1993, at o'clock M, and was duly recorded on the 4th day of January, 1993, Book No 25, Page 523.

BILLY V. COOPER, CHANCERY CLERK BY Karen's [Signature] D.C.

WILL OF GEORGE STEPHENS TURPIN JR.

EIGHTH: I hereby grant to my personal representative the following powers, to be exercised as he or she deems to be in the best interests of my estate:

- 1) To retain property without liability for loss or depreciation resulting from such retention.
- 2) To dispose of property by public or private sale, or exchange, or otherwise, and receive and administer the proceeds as a part of my estate.
- 3) To vote stock, to exercise any option or privilege to convert bonds, notes, stocks or other securities belonging to my estate into other bonds, notes, stocks or other securities, and to exercise all other rights and privileges of a person owning similar property in his own right.
- 4) To lease any real property that may at any time form part of my estate.
- 5) To abandon, adjust, arbitrate, compromise, sue on or defend and otherwise deal with and settle claims in favor of or against my estate.
- 6) To continue or participate in any business which is a part of my estate, and to effect incorporation, dissolution or other change in the form of organization of the business.
- 7) To pay all just debts, and all taxes that may, by reason of my death, be assessed against my estate or any portion of it, whether passing by probate or not, provided that such debts and taxes shall be first satisfied out of my residuary estate.
- 8) To do all other acts which in his or her judgment may be necessary or appropriate for the proper and advantageous management, investment and distribution of my estate.

The foregoing powers, authority and discretion granted to my personal representative are intended to be in addition to the powers, authority and discretion vested in him or her by operation of law by virtue of his or her office, and may be exercised as often as is deemed necessary or advisable, without application to or approval by any court in any jurisdiction.

NINTH: I direct my personal representative to take all actions legally permissible to have the probate of my will done as simply and as free of court supervision as possible under the laws of the state having jurisdiction over this will, including filing a petition in the appropriate court for the independent administration of my estate.

TENTH: If any beneficiary under this will in any manner, directly or indirectly, contests or attacks this will or any of its provisions, any share or interest in my estate given to the contesting beneficiary under this will is revoked and shall be disposed of in the same manner provided herein as if that contesting beneficiary had predeceased me without issue.

Page 3 Initials: GeB and B/S Date: 7-5-89

WILL OF GEORGE STEPHENS TURPIN JR.

I, GEORGE STEPHENS TURPIN JR., the testator, sign my name to this instrument, consisting of 5 pages, including this page signed by me, this 5th day of July, 1989.

Being first duly sworn, I hereby declare to the undersigned authority that I sign and execute this instrument as my last will, that I sign it willingly, and that I execute it as my free and voluntary act for the purposes therein expressed.

I declare that I am of the age of majority or otherwise legally empowered to make a will, and under no constraint or undue influence.

[Signature of George Stephens Turpin Jr.]
(Signed)

We, the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority, that the testator willingly signed and executed this instrument as the testator's last will.

Each of us, in the presence of the testator, and in the presence of each other, hereby signs this will as witness to the testator's signing.

To the best of our knowledge the testator is of the age of majority or otherwise legally empowered to make a will, and under no constraint or undue influence.

We declare under penalty of perjury, that the foregoing is true and correct, this 5th day of July, 1989

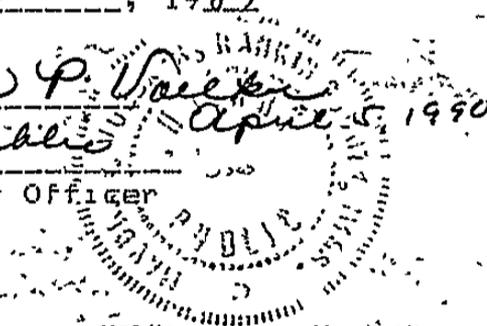
[Signature] residing at: 976 GARVIN JACKSON MS
Alexandria M. Briggs residing at: 976 Garvin SE Jackson MS 39206
[Signature] residing at: 140 Lurdial - Madison, MS 39110

* FOR NOTARIZATION *

THE STATE OF Mississippi, COUNTY OF Rankin

Subscribed, sworn to and acknowledged before me by GEORGE STEPHENS TURPIN JR. and [Signatures], witnesses, personally known to me (or proved to me on the basis of satisfactory evidence to be the persons), this 5th day of July, 1989

SIGNED: [Signature] Notary Public
Official Capacity of Officer



Page 5



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 8th day of January, 1993, at _____ o'clock _____ M., and was duly recorded on the January 8, 1993, Book No. 25, Page 524.

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

31-821

Last Will and Testament

FILED
THIS DATE
JAN 8 1993
BILLY V. COOPER
CHANCERY CLERK
BY *Karen Hipp*

OF
BELLE H. RIDDELL

I, BELLE H. RIDDELL, being over the age of twenty-one and of sound and disposing mind and memory do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all previous wills or codicils by me made, as follows:

I.

I direct that all of my expenses of last illness and funeral expenses be paid as soon as possible and that all debts, if any, which are properly probated and allowed be paid.

II.

I give, devise and bequeath all of my property and estate of whatever kind and wheresoever situated to my four daughters, ALICE R. HART, ANNICE R. CHANCELLOR, ALLENE R. WALTERS, and JANE R. LEWIS, in equal shares, share and share alike. Should any of my daughters be not living at the time of my death, then the one-fourth share of such deceased daughter, I hereby give, devise and bequeath unto the children of such deceased daughter in equal shares, share and share alike.

III.

I give and bequeath unto BETTY LOU H. WATKINS and JANICE H. WHITE, the sterling silver which I have, in equal shares, share and share alike.

IV.

I hereby name and appoint LEON LEWIS to serve as Executor of this my Last Will and Testament, without bond or the necessity of formal accounting to any Court.

IN WITNESS WHEREOF, I, BELLE H. RIDDELL, have hereunto set my hand to this my Last Will and Testament, on this the 25th day of

Last Will and Testament of Belle H. Riddell

Page 2

SEPTEMBER, 1978.

Belle H Riddell
Belle H. Riddell

WITNESSES:

[Signature]

Virginia Phillips

ATTESTATION CLAUSE

We, each of the subscribing witnesses to the Last Will and Testament of BELLE H. RIDDELL, do hereby certify that said instrument was signed by said BELLE H. RIDDELL in our presence and in the presence of each of us, and that said BELLE H. RIDDELL declared the same to be her Last Will and Testament in the presence of each of us and that we each signed as subscribing witness to said Will at the request of BELLE H. RIDDELL, in her presence and in the presence of each other.

WITNESS OUR SIGNATURE, this the 25th day of SEPTEMBER, 19 78.

[Signature]
Virginia Phillips



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 8th day of January, 19 93, at o'clock M., and was duly recorded on the January 8, 1993, Book No. 25, Page 529.

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

CODICIL NO. 1 TO
LAST WILL AND TESTAMENT OF
BELLE H. RIDDELL

FILED
THIS DATE
JAN 8 1993
BILLY V. COOPER
CHANCERY CLERK
BY *Karen Hipp*

I, BELLE H. RIDDELL, being over the age of twenty-one (21) and of sound and disposing mind and memory, do hereby make, publish and declare this to be Codicil No. 1 to my Last Will and Testament which is dated September 25, 1978 hereby amending said Last Will and Testament to wit:

I.

Item III as set forth in said Last Will and Testament is hereby revoked in toto.

II.

Item IV as set forth in said Last Will and Testament is hereby renumbered as Item III.

In all other respects, I ratify and confirm all of the provisions of said Last Will and Testament.

IN WITNESS WHEREOF, I, BELLE H. RIDDELL, have hereunto set my hand and I do declare this instrument to be Codicil No. 1 to my Last Will and Testament, this the 4th day of August, 1989.

Belle H. Riddell
Belle H. Riddell

WITNESSES:

W. J. Smith
W. J. Smith

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to Codicil No. 1 to Last Will and Testament of BELLE H. RIDDELL, do hereby certify that said instrument was signed in the presence of each of us, and that said BELLE H. RIDDELL, declared the same to be Codicil No. 1 to her Last Will and Testament in the presence of each of us, and that we signed as subscribing witnesses to the said Codicil No. 1 to her Last Will and Testament at the request of BELLE H. RIDDELL, in her presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 4th day of August, 1989.

W. Jay Smith - Kay
Almond M. Smith
WITNESSES

B1080401



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 8th day of January, 1993, at _____ o'clock _____ M., and was duly recorded on the January 8, 1993, Book No. 25, Page 531.

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

BOOK 25 PAGE 533

FILED
THIS DATE
BILLY V. COOPER
CHANCERY CLERK
BY *Connie Nuttall*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI 1993

IN THE MATTER OF THE ESTATE OF
BELLE H. RIDDELL, DECEASED

CIVIL ACTION FILE NO. 31-821

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, VIRGINIA PHILLIPS, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Belle H. Riddell, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Belle H. Riddell, signed, published and declared said instrument as her Last Will and Testament on the 25th day of September, 1978, the day and date of said instrument, in the presence of this affiant and G. M. Case, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, VIRGINIA PHILLIPS, the Affiant and G. M. CASE, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

Virginia Phillips
Virginia Phillips

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 22 day of DECEMBER, 1992

Wanda
NOTARY PUBLIC

MY COMMISSION EXPIRES:
1-19-95



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 8th day of January, 1993, at _____ o'clock _____ M, and was duly recorded on the January 8, 1993, Book No. 25, Page 533.

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

BOOK 25 PAGE 534

FILED
THIS DATE
JAN 8 1993
MISSISSIPPI
BILLY V COOPER
CHANCERY CLERK
BY *Connie Guthrie*

IN THE CHANCERY COURT OF MADISON COUNTY,

IN THE MATTER OF THE ESTATE OF
BELLE H. RIDDELL, DECEASED

CIVIL ACTION FILE NO. 31-821

AFFIDAVIT OF SUBSCRIBING WITNESS

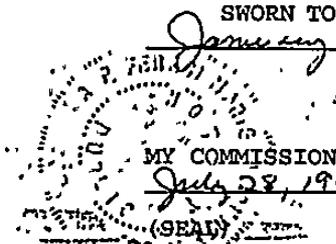
STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, W. LARRY SMITH-VANIZ, one of the subscribing witnesses to a certain instrument in writing purporting to be a Codicil to the Last Will and Testament of Belle H. Riddell, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Belle H. Riddell, signed, published and declared said instrument as a Codicil to her Last Will and Testament on the 4th day of August, 1989, the day and date of said instrument, in the presence of this affiant and Don A. McGraw, Jr., the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, W. LARRY SMITH-VANIZ, the Affiant and Don A. McGraw, Jr., subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

W. Larry Smith-Vaniz
W. Larry Smith-Vaniz

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 4th day of January, 1993.



W. L. Smith-Vaniz
NOTARY PUBLIC

MY COMMISSION EXPIRES: July 28, 1993



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 8th day of January, 1993, at _____ o'clock _____ M, and was duly recorded on the January 8, 1993, Book No. 25, Page 534.

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

31-798

Last Will and Testament

OF

NEWELL SMITH ESTESS, SR.

STATE OF MISSISSIPPI]

MADISON COUNTY]

FILED
THIS DATE
JAN 8 1993
BILLY V COOPER
CHANCERY CLERK
<i>Karen Trapp</i>

I, NEWELL SMITH ESTESS, SR., also known as SMITH ESTESS, SAM ESTESS and N. S. ESTESS, a resident of Madison County, in the State of Mississippi, being of sound mind and disposing memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any time heretofore made by me.

I am married to DAPHNA ESTESS and all references in this Will to "my wife" are references to her. I have two children - PENELOPE ESTESS ADAMS and NEWELL SMITH ESTESS, JR., both of whom are adults, and all references in this Will to "child" or "children" shall refer to them.

ITEM I
PAYMENT OF DEBTS

I direct that all of my lawfully enforceable debts, the expenses of my last illness, the expenses of my funeral and burial, including a suitable marker for my grave, unpaid charitable pledges evidenced by a writing signed by me (whether or not the same are enforceable obligations of my estate) and the costs of administering my estate, including the reasonable expenses incurred in safeguarding or delivering estate property, shall be paid by my Executors, hereinafter named, out of and charged generally against the principal of my residuary estate as soon as the prudent and orderly administration of my estate will permit. However, I intend that any indebtedness secured by an interest in real property owned by me at the time of my death shall not be charged to or paid from

NS

my estate, but that the devisee, joint owner taking by survivorship, or beneficiary receiving such real property or interest in real property, shall take it subject to all encumbrances existing at the time of my death, unless my Executors shall determine that it is in the best interest of my estate and the beneficiaries thereof that such indebtedness or a portion thereof shall be paid from my estate.

ITEM II
PAYMENT OF TAXES

I direct that all estate, inheritance, and other death taxes, together with any interest and penalty thereon, but excluding any generation-skipping transfer taxes, assessed with respect to the value of all property held to be includable in my estate for such tax purposes which passes or has passed under the provisions of this Will or outside the provisions of this Will, shall be paid out of and charged generally against the principal of my residuary estate and shall not be charged to or against any recipient, beneficiary, transferee or owner of any such property or interest in property included in my estate for such tax purposes. Further, I waive any right of reimbursement for or recovery of such taxes; provided, however, I reserve the right to reimbursement for or recovery of any federal or state estate tax attributable to proceeds of policies of insurance on my life received by a beneficiary other than my personal representative, property in which I have a qualifying income interest for life, or property over which I have a power of appointment and as to which payment of such estate tax has not otherwise been provided for to the satisfaction of my Executors. My Executors shall be under no duty or obligation to seek reimbursement for or recovery of such taxes and shall not be liable to my estate or any current or future beneficiary or creditor of my estate for having sought or declined to seek such reimbursement or recovery.

ITEM III
GENERAL BEQUEST OF TANGIBLE PERSONAL PROPERTY

I hereby give and bequeath all my tangible personal property of every kind, including, but not limited to, furniture, appliances, furnishings, pictures, silverware, china, glassware, books, jewelry, wearing apparel, boats, stadium certificates, automobiles, and other vehicles, and all policies of fire, burglary, property damage, and other insurance on or in connection with the use of the property, to my beloved wife, DAPHNA ESTESS, if she survives me. I expressly exclude cash or its equivalent, instruments, securities, notes, evidences of debts, other choses in action, and all other intangibles from this bequest. I hereby vest in my Executors full power and authority to determine which objects of property are included in the foregoing description contained in this Item of my Will. If my wife fails to survive me, I give and bequeath the aforementioned items of property to my children, PENELOPE ESTESS ADAMS and NEWELL SMITH ESTESS, JR., if they survive me, or to the survivor, in approximately equal shares, with particular items to be allocated between my children as they may agree, or if they cannot agree, as my Executors shall decide. If I am not survived by any child, such bequest shall lapse, and the aforementioned property shall be disposed of as part of my residuary estate.

I request, but do not direct, that my family abide by any written memorandum by me directing the disposition of this property or any part thereof. This request is precatory and not mandatory; provided, however, if such written memorandum shall comply with the statutory formalities of a Codicil to this my Will, it shall be mandatory.

ITEM IV
DISPOSITION OF PRINCIPAL RESIDENCE

I hereby give and devise to my beloved wife, DAPHNA ESTESS, if she survives me, all my right, title and interest in and to the

house, together with any other real property used or held in connection therewith, constituting my principal residence at the time of my death, and all rights that I may have under any insurance policies relating thereto. If my wife fails to survive me, such devise shall lapse and be disposed of as part of my residuary estate.

ITEM V
DISPOSITION OF RESIDUARY ESTATE

All of the rest, residue and remainder of my estate, whether real, personal or mixed, wheresoever the same may be situated, including anything of value in which I have any interest or to which I may be entitled at the time of my death, hereinafter referred to as my "residuary estate"; I give, devise, bequeath and direct its disposition as follows:

(a) If my wife survives me for a period of six (6) months or more, my Executors shall, as soon as practicable after my death, divide my residuary estate into two shares, hereinafter referred to as the "Marital Share" and the "Family Share".

(1) First, my Executors shall allocate to the Marital Share a fractional share of my residuary estate determined by operation of a mathematical computation. The fractional share shall be the multiplication product of the following:

(A) My residuary estate determined after the payment of all pecuniary bequests, debts, expenses of administration and taxes that are properly charged against my residuary estate;

(B) multiplied by the following described fraction:

(i) The numerator of such fraction shall be an amount which when added to the value of my wife's separate property calculated immediately after my death, including the value of all property which passes or has passed, to or for the benefit of my wife, under other provisions of this Will or outside the provisions of this Will which would be held includable in her gross estate for federal estate tax purposes, shall equal the largest amount that can pass from her estate free of federal

estate tax under the Internal Revenue Code of 1986, as amended, (hereinafter referred to as the "Code") by virtue of the unified credit against federal estate tax allowable to her estate.

(ii) The denominator of such fraction shall be an amount equal to the value of my residuary estate as finally determined for federal estate tax purposes, after the payment of all pecuniary bequests, debts, expenses of administration, and taxes that are properly charged against my residuary estate.

I recognize that the numerator of such fraction may be zero, in which case no property shall initially pass to the Marital Share. I hereby give, devise and bequeath the Marital Share and direct its disposition as I have hereinafter provided under the terms of this my Will.

(2) Next, my Executors shall allocate to the Family Share a fractional share of my residuary estate, if any, determined after the previous allocation hereinabove provided has been made. The fractional share shall be the multiplication product of the following:

(A) My residuary estate, determined after the payment of all pecuniary bequests, debts, expenses of administration, and taxes that are properly charged against my residuary estate;

(B) multiplied by the following described fraction:

(i) The numerator of such fraction shall be the largest amount, if any, which can pass free of federal estate tax under the Code by virtue of the unified credit against federal estate tax and the credit for state death taxes (provided the use of such credit does not require an increase in the state death taxes paid) allowable to my estate reduced by the value of all property held to be includable in my gross estate for federal estate tax purposes which passes or has passed under other provisions of this Will or outside the provisions of this Will and does not qualify for the marital deduction or the charitable deduction under the Code and reduced by charges to the principal of my estate that are not allowed as deductions in computing my federal estate tax.

(ii) The denominator of such fraction shall be an amount equal to the value of my residuary estate as finally determined for federal estate tax purposes, after the payment of all pecuniary bequests, debts, expenses of administration, and taxes that are properly charged against my residuary estate.

I recognize that the numerator of such fraction may be zero, in which case no property shall pass to the Family Share, and that said numerator may be affected by the actions of my Executors in exercising certain tax elections. I hereby give, devise and bequeath the Family Share and direct its disposition as I have hereinafter provided under the terms of this my Will.

(3) Finally, my Executors shall allocate into the Marital Share the remaining fraction of my residuary estate, if any, after the previous allocations hereinabove provided have been made. It is my intention that the fractional share or shares constituting said Marital Share shall qualify for the marital deduction as provided in Section 2056 of the Code and reduce the taxable portion of my estate to zero.

In determining the fractions, the values for federal estate tax purposes shall control, whether my Executors shall choose the date of death or alternate valuation date. Elections made by my Executors with respect to an alternate valuation date and with respect to taking certain deductions for income tax purposes (rather than estate tax purposes) shall determine said values and thus the fractional amounts as computed above.

The fractions so arrived at, adjusted from time to time to give recognition to distributions that are made, shall thereafter be applied in distributing my residuary estate, which shall be at the values as of the dates of distribution, so that the Marital Share and Family Share participate proportionately in increases and decreases in value which may occur during the administration of my estate. In making the division of the property constituting my residuary estate between said two shares, my Executors shall be authorized to make distributions in cash or in specific property,

real or personal, or an undivided interest therein, or partly in cash and partly in such property, without regard to the income tax basis of specific property allocated to either share and without making pro rata distributions of specific assets.

(b) If my wife survives me but dies less than six (6) months after my death, my Executors shall, as soon as practicable, divide my residuary estate into two shares, hereinafter referred to as the "Marital Share" and the "Family Share".

(1) First, my Executors shall allocate to the Marital Share a fractional share of my residuary estate determined by operation of a mathematical computation. The fractional share shall be the multiplication product of the following:

(A) My residuary estate, determined after the payment of all pecuniary bequests, debts, expenses of administration, and taxes that are properly charged against my residuary estate;

(B) multiplied by the following described fraction:

(i) The numerator of such fraction shall be the largest amount which when combined with the value of my wife's separate assets calculated immediately after my death, including the value of all property which passes, or has passed to or for the benefit of my wife, under other provisions of this Will, or outside the provisions of this Will, which would be held includable in her gross estate for federal estate tax purposes, shall obtain for my estate a marital deduction which would result in the lowest federal estate taxes in both my estate and my wife's estate on the assumption that my wife died after me, but on the date of my death, and that her estate was valued as of the date on (and in the manner in) which my estate is valued for federal estate tax purposes.

(ii) The denominator of such fraction shall be an amount equal to the value of my residuary estate as finally determined for federal estate tax purposes, after the payment of all pecuniary bequests, debts, expenses of administration, and taxes that are properly charged against my residuary estate.

I recognize that the numerator of such fraction may be zero, in which case no property shall pass to the Marital Share, and that

said numerator may be affected by the actions of my Executors in exercising certain tax elections. It is my purpose to equalize, insofar as possible, my estate and my wife's estate for federal estate tax purposes based upon the above assumption. I hereby give, devise and bequeath the Marital Share and direct its disposition as I have hereinafter provided under the terms of this my Will.

(2) Next, my Executors shall allocate into the Family Share the remaining fraction of my residuary estate, if any, after the previous allocation hereinabove provided has been made. I hereby give, devise and bequeath the Family Share and direct its distribution as I have hereinafter provided under the terms of this my Will.

In determining the fractions, the values for federal estate tax purposes shall control, whether my Executors shall choose the date of death or alternate valuation date. Elections made by my Executors with respect to an alternate valuation date and with respect to taking certain deductions for income tax purposes (rather than estate tax purposes) shall determine said values and thus the fractional amounts as computed above.

The fractions so arrived at, adjusted from time to time to give recognition to distributions that are made, shall thereafter be applied in distributing my residuary estate, which shall be at the values as of the dates of distribution, so that the Marital Share and Family Share participate proportionately in increases and decreases in value which may occur during the administration of my estate. In making the division of the property constituting my residuary estate between said two shares, my Executors shall be authorized to make distributions in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and partly in such property, without regard to the income tax basis of specific property allocated to either share and without making pro rata distributions of specific assets.

(c) If my wife does not survive me, then my residuary estate shall constitute the Family Share. Further, if my wife (or her personal representative) disclaims all or any portion of the Marital Share, then that portion so disclaimed shall be added to and merged with the Family Share. I hereby give, devise and bequeath the Family Share and direct its disposition as I have hereinafter provided under the terms of this my Will.

ITEM VI
MARITAL SHARE

The Marital Share shall be transferred and paid over to my wife, to be hers absolutely, free of trust.

It is my intention that, if my wife survives me, my estate shall become entitled to the marital deduction provided for by the Internal Revenue Code of 1986, as amended, with respect to the value of the Marital Share. It shall not include, and my Executors shall not allocate to it, if avoidable, any property with respect to which no marital deduction would be allowed under the terms of said Internal Revenue Code of 1986, as amended, nor any property which represents the right to income in respect of a decedent under Section 691 of the Internal Revenue Code of 1986, as amended.

My Executors and Trustees, regardless of any adverse interest, shall construe all provisions of my Will which may require construction in order that my estate may become and remain entitled to said marital deduction; and they are hereby authorized to adopt, agree to or acquiesce in, such construction thereof as they may from time to time deem necessary or advisable in order that such deduction may be obtained for my estate.

I direct that all estate, inheritance and death tax, if any, incurred by my estate by reason of my death shall be paid by my Executors solely out of the property designated as the Family Share and that none of such taxes shall be paid out of the property designated as the Marital Share or property otherwise qualifying for the marital deduction for federal estate tax purposes.

ITEM VII
FAMILY TRUST

The Family Share, as determined in accordance with the provisions set forth herein, shall be transferred and paid over to my Trustees, hereinafter named, who shall hold the same in trust for the uses and purposes, upon the terms and conditions and with the powers and duties as hereinafter provided, which said trust shall be known as the "Family Trust":

(a) (1) During the lifetime of my wife, my Trustees shall pay to her the entire net income from said trust in convenient installments, at least as often as quarterly. If at any time during such period the net income from said trust is insufficient, in the opinion of my Trustees, for the health, maintenance, support and education of my wife, in conformity with her age, station and condition in life, taking into account other sources of income and principal available to her, my Trustees shall pay to or apply for her benefit such amount or amounts of the principal of said trust as my Trustees may, from time to time, deem necessary and proper for her health, maintenance, support and education.

(2) In addition, my beloved wife shall be permitted, if she so desires, to withdraw from the principal of the Family Trust, in any calendar year, cash or other assets not in excess of the greater of Five Thousand Dollars (\$5,000.00) or five percent (5%) of the market value of the principal of the trust on the last day of the calendar year in which such withdrawal is requested. Such right of withdrawal, which shall be non-cumulative, shall be exercised in each case by my said wife notifying the Trustees in writing to that effect, specifying the cash or other assets at current market value which she desires to withdraw, and promptly thereafter the Trustees shall make such distribution to her.

(b) Upon the death of my wife, or upon my death if she fails to survive me, my Trustees shall apportion the Family Trust among my then living descendants, per stirpes. Each such share

apportioned for a descendant of mine shall constitute and be held, administered and distributed by the Trustees as a separate trust. I authorize the Trustees, in the discretion of the Trustees, for the sake of convenience, to refrain from making a physical separation of the assets of these trusts into separate trusts, and I authorize my Trustees to mingle and commingle investments, but I wish it understood that I am creating independent trusts for all purposes.

(c) The Trustees shall transfer and pay over the share allocated to any such child of mine to such child, free of trust.

(d) The Trustees shall apply and distribute the net income and principal of each of the trusts for the benefit of the living descendants of a deceased child of mine as follows:

(1) Until each such beneficiary attains the age of twenty-one (21) years, the Trustees shall pay to or apply for the benefit of such beneficiary so much of the income and principal of such beneficiary's trust as the Trustees shall deem necessary and proper to provide for the health, maintenance, support and education of such beneficiary, in conformity with his or her age, condition and station in life. Any part of the net income not so used shall be accumulated and added to the principal of said share, being thereafter invested and treated in all respects as a part thereof.

(2) As each such beneficiary attains the age of twenty-one (21) years, the Trustees shall transfer and pay over to such beneficiary the entire net income from his or her trust in convenient installments, at least as often as quarterly. The Trustees shall pay to or apply for the benefit of such beneficiary so much of the principal of such beneficiary's share as the Trustees shall deem necessary and proper to provide for the health, maintenance, support and education of such beneficiary in conformity with his or her age, condition and station in life.

(3) The Trustees shall transfer and pay over one-third (1/3) of the remaining principal of each beneficiary's trust to

such beneficiary free of trust when he or she attains the age of twenty-one (21) years. The Trustees shall transfer and pay over one-half (1/2) of the remaining principal of each beneficiary's trust to such beneficiary free of trust when he or she attains the age of twenty-five (25) years. The balance of said trust principal shall be transferred and paid over to such beneficiary free of trust when he or she attains the age of thirty (30) years.

(4) If any beneficiary of a trust established hereunder should die prior to the distribution of his or her entire interest in the trust, then upon the death of such beneficiary, the Trustees shall apportion the share of the said trust estate then held in trust for such beneficiary so dying among his or her surviving descendants, per stirpes, to be administered and disposed of in accordance with the provisions hereof. Should there be no surviving descendants of such beneficiary so dying, then the Trustees shall apportion the share of the trust estate such beneficiary would have received among the living descendants of such deceased beneficiary's next preceding ancestor who was a descendant of me, per stirpes, or if none, to my living descendants, per stirpes, to be added to, merged with, administered and disposed of as a part of such other shares, if any, set aside for the benefit of my descendants, as hereinabove provided. If any share hereof is to be added to another share of this trust which has already made a partial distribution of principal, then a fraction of the share to be added, equal in the same proportion which the partial distribution bore to the share prior to the distribution, shall be distributed to such beneficiary and the balance thereof added to the trust as aforesaid.

(5) If any beneficiary is not survived by descendants of him or her, or of me, the Trustees shall transfer and pay over one-half (1/2) of such share of said trust to such persons, hereinafter referred to as my wife's next-of-kin, as would be entitled to inherit the property constituting said share and in the proportions in which they would be entitled to inherit the same

from my wife under the laws of Mississippi then in force, had she died at said time a resident of Mississippi, intestate, and owned said property; and the remaining one-half (1/2) of such share of said trust to such persons, hereinafter referred to as my next-of-kin, as would be entitled to inherit the property constituting said share and in the proportions in which they would be entitled to inherit the same from me, under the laws of Mississippi then in force, had I died at said time a resident of Mississippi, intestate, and owned said property. In making the division of the property constituting said trust between said two shares, my Trustees shall be authorized to make distributions in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and partly in such property; however, I specifically direct my Trustees to allocate, to the extent possible, such specific property, real or personal, previously owned by my wife or her family as a portion of the share distributed to her next-of-kin, and such specific property, real or personal, previously owned by me or my family as a portion of the share distributed to my next-of-kin.

(e) Although I have hereinabove provided that the share of any beneficiary of a trust established hereunder shall not be paid to such beneficiary, free of the trust, until the attainment of certain specified ages, -I, nevertheless hereby provide that all trusts created hereunder shall in any event terminate not later than twenty-one (21) years after the death of the last survivor of my spouse and all of my descendants in being at the time of my death, and thereupon, the Trustees shall transfer and pay over the beneficiaries' shares to the respective beneficiaries, free of trust.

(f) If on the termination of the administration of my estate there has been no distribution in trust to the Trustees and events have occurred which would require the Trustees under the terms of this Will to make immediate distribution of all property, my Executors shall perform all of the acts necessary to complete such

distribution, having for that purpose all of the powers granted by this Will to the Trustees, and the trusts created hereunder shall not be funded.

(g) Notwithstanding the above, in the event the provisions of my Family Trust are identical to the provisions of the family trust established under the last will and testament of my wife, then my Trustees, in the sole discretion of the Trustees, and with the consent of the trustee of the family trust established under the last will and testament of my wife, may transfer, pay over and distribute the remainder of my Family Trust to the trustee of the family trust established under the last will and testament of my wife to be added to, merged with, administered and disposed of in accordance with the provisions of such family trust. Upon delivery of the remainder of my Family Trust to the trustee of such family trust, my Trustees shall be fully and completely discharged as to such assets so delivered.

ITEM VIII
FIDUCIARY POWERS

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

(1) To collect rents, issues, profits and income from said trust estate.

(2) To sell, auction, exchange, transfer, convey, or grant options for or in connection with such purposes, or otherwise dispose of, all or any part of said trust

estate upon such terms and conditions as seem fit to the Trustees, to invest and reinvest said trust estate and the proceeds of sale or disposal of any portion thereof, in such loans, stocks, bonds or other securities, mortgages, common trust funds, or other property, real or personal, whether so-called "legal" investments of trust funds or not, as to the Trustees may seem suitable, and to change investments and to make new investments from time to time as to the Trustees may seem necessary or desirable.

(3) To improve, repair, lease, rent for improvement or otherwise, for a term beyond the possible termination of this trust, or for any less term, either with or without option of purchase, any real estate constituting a part of said trust estate.

(4) To borrow money for such time and upon such terms as seem fit to the Trustees, without security or on mortgage of any real estate or upon pledge of any personal property held by the Trustees hereunder, and to execute mortgages or pledge agreements therefor.

(5) To hold any property or securities originally received by the Trustees as part of said trust estate, or to which the Trustees may become entitled by virtue of incorporation, liquidation, reorganization, merger, consolidation or change of charter or name, particularly including any stock or interest in any family corporation, partnership or enterprise, so long as the Trustees shall consider the retention thereof for the best interests of said trust estate, irrespective of whether such property or securities are a so-called "legal" investment of trust funds, without liability for depreciation or loss through error of judgment, and in disposing of any property constituting a part of said trust estate to acquire other property which is not a so-called "legal" investment of trust funds, where such course is, in the opinion of the Trustees, for the best interests of said trust estate.

(6) To determine whether any money or property coming into the hands of the Trustees shall be treated as a part of the principal of the trust or a part of the income therefrom, and to apportion between principal and income any loss or expenditure in connection with the trust, in each case in accordance with the provisions of the Alabama Principal and Income Act, if applicable, or if not applicable, as the Trustees may deem just and equitable; provided, however, that (i) in no event shall the Trustees exercise such power in any manner that would



deprive my spouse of income of the trust created for my spouse (which I created in such a manner as to qualify the same for the marital deduction) to which my spouse is entitled under state law, and (ii) any funds received by the Trustees from any "retirement plan" meaning any qualified pension, profit sharing, stock bonus, Keogh or other qualified plan, trust, contract, account, annuity, or bond, or individual retirement account, as those terms are defined in the Internal Revenue Code of 1986, as from time to time amended, or any non-qualified deferred compensation agreement, salary continuation agreement, or similar arrangement, shall be treated by the Trustees as principal, except that any income earned within the retirement plan from such proceeds as a result of an installment or similar election or any other deferral of payment of the retirement plan's proceeds to the Trustees shall be treated by the Trustees as income when received. My Trustees shall also be empowered to set up reserves out of income to meet such items of depreciation, obsolescence, future repairs, or construction, or amortization of indebtedness deemed by the Trustees to be a proper charge against income.

(7) To keep any property constituting a part of said trust estate properly insured against fire and tornado and other hazards, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon said property, and generally to pay all of the expenses of the trust incurred in the exercise of the powers herein vested in the Trustees which in the judgment of the Trustees may be proper or necessary.

(8) Whenever required or permitted to divide and distribute my estate or any trust created hereunder, to make such division or distribution in money or in kind, or partly in money and partly in kind; and to exercise all powers herein conferred, after the termination of any trust until the same is fully distributed, but in making the transfer of assets, the Trustees shall take care that the assets transferred are fairly representative of appreciation or depreciation in the value of all property available for distribution.

(9) To hold any or all securities or other property in bearer form, in the name of the Trustees, or in the name of the nominee of the Trustees, without disclosing any fiduciary relation.

(10) To continue any business or partnership in which I may be interested at the time of my death, for such time and under such management and conditions as in

the discretion of the Trustees may be expedient, or to develop, expand, liquidate or dissolve any such business or partnership at such time and upon such terms and conditions as in the judgment of the Trustees shall be in the best interest of said trust estate, or so far as may be necessary in the judgment of the Trustees to cause to be incorporated any such business or partnership in which I may be interested at the time of my death, or to protect any interest which I may have in the securities of any corporation.

(11) To refrain from voting or to vote in person or by proxy upon all stocks held by the Trustees, to unite with other owners of similar property in carrying out any plans for the reorganization of any corporation or company whose securities form a portion of the trust estate, to exchange the securities of any corporation for other securities upon such terms as the Trustees shall deem proper, to assent to the consolidation, merger, dissolution or reorganization of any such corporation, to elect directors and employ officers, managers, employees, or agents (including any trustee or directors, officers or employees thereof) and to compensate and offer stock options and other employee or fringe benefits to them, to lease the property or any portion thereof of such corporation to any other corporation, to pay all assessments, expenses and sums of money as the Trustees may deem expedient for the protection of the interest of the trust as the holder of such stocks, bonds or other securities, and generally to exercise in respect to all securities held by the Trustees the same rights and powers as are or may be exercised by persons owning similar property in their own right.

(12) To subdivide or otherwise develop, and to change the use or purpose of, any real estate constituting a part of the trust into residential, recreational, commercial, cemetery, or other usage, to construct, alter, remodel, repair or raze any building or other improvement located thereon, to let, exchange, release, partition, vacate, abandon, dedicate or adjust the boundaries as to any such property.

(13) To operate farms and woodlands with hired labor, tenants or sharecroppers, to acquire real estate, crop allotments, livestock, poultry, machinery, equipment, materials, and any other items of production in connection therewith, to clear, drain, ditch, make roads, fence and plant part or all of such real estate, and to employ or enter into any practices or programs to conserve, improve or regulate the efficiency, fertility

and production thereof, to improve, sell, auction or exchange crops, timber or other product thereof, to lease or enter into other management, cutting, production or sales contracts for a term beyond the possible termination of the trust or for a less period, to employ the methods of carrying on agriculture, animal husbandry and silviculture which are in use in the vicinity of any such real estate or which the Trustees may deem otherwise appropriate, to make loans or advances at interest for production, harvesting, marketing or any other purpose hereunder, in such manner and upon such terms and conditions as the Trustees may approve, and in general to take any action which the Trustees may deem necessary or desirable in such operations of farms and woodlands.

(14) To drill, explore, test, mine or otherwise exploit oil, gas, or other mineral or natural resources, to engage in absorption, repressuring, and other production, processing or secondary recovery operations, to install, operate and maintain storage plants and pipelines or other transportation facilities, to engage in any of the above activities directly under such business form as the Trustees may select or to contract with others for the performance of them, and to enter into and execute oil, gas and mineral leases, division and transfer orders, grants, farm-out, pooling or unitization agreements, and such other instruments or agreements in connection therewith as the Trustees may deem necessary or desirable.

(15) To institute and defend any and all suits or legal proceedings relating to the said trust estate, in any court, and to employ counsel and to compromise or submit to arbitration all matters of dispute in which said trust estate may be involved, as in the judgment of the Trustees may be necessary and proper.

(16) At any time or from time to time to advance money to the trust estate from the funds of the Trustees for any purpose or purposes of the trust and may reimburse the Trustees for the money so advanced with interest thereon from the trust property or from any funds belonging to the trust property thereafter coming into the custody of the Trustees from any source.

(17) To pay from and out of income of the trust property any and all expenses reasonably necessary for the administration of the trust, including interest, taxes, insurance, including public liability insurance, as well as any other expense incurred for the benefit of the trust estate, and in the event the income from the

trust property is insufficient for the purpose of paying such expenses, to pay the same from the corpus of the trust estate.

(18) To execute and deliver any and all contracts, conveyances, transfers, or other instruments, and to do any acts necessary or desirable in the execution of the powers herein vested in the Trustees.

(19) To nominate such person or persons as the Trustees may deem appropriate to act as Custodian under the Uniform Transfers to Minors Act (or its statutory equivalent) for any beneficiary hereunder who has not attained the age of twenty-one (21) years and to whom the Trustees, in the exercise of the discretion granted to the Trustees hereunder, shall pay over and distribute income or principal of any property subject to the terms of this instrument.

(20) To pay the funeral and burial expenses of any beneficiary from the principal of the trust from which income has been payable to such beneficiary.

(21) To disclaim, refuse or renounce any part or all of any gift, devise, bequest, power of appointment or interest in property to which I am entitled upon my death or to which my estate becomes entitled after my death.

(22) To employ and compensate agents, accountants, investment advisers, brokers, attorneys in fact, attorneys at law, tax specialists, realtors, and other assistants and advisors deemed by my Trustees necessary for the proper administration of the trust estate, and to do so without liability for any neglect, omission, misconduct or default of any such agent or professional representative provided he was selected and retained with reasonable care.

(b) Notwithstanding any other provision of this Will to the contrary:

(1) In the event property is held or to be held in a trust which is or would otherwise be partially exempted from generation-skipping transfer tax due to the allocation to such trust of my exemption from generation-skipping transfer tax allowed under Section 2631 of the Internal Revenue Code of 1986, as amended (hereinafter referred to as my "GST Exemption"), my Trustees, in



the sole discretion of such Trustees, shall be authorized (but not required) to divide such trust (hereinafter referred to as the "original trust") into two separate trusts, of equal or unequal value, in order to create one nontaxable trust entirely exempt from the generation-skipping transfer tax and a second taxable trust entirely subject to the generation-skipping transfer tax. Other terms and provisions of both trusts will remain substantially identical in all respects to the original trust. The two trusts created under this subparagraph shall be referred to herein as "related" and shall have the same name as the original trust except that the trust to which the GST Exemption is allocated shall have the phrase "GST exempt" added to its name.

(2) In the event property which is held in one trust (hereinafter referred to as the "first trust") is to be transferred (poured-over) to, merged with, or otherwise combined with property in another trust (hereinafter referred to as the "second trust") and property in the first trust is subject to different treatment for purposes of the generation-skipping transfer tax from the property in the second trust, the Trustees of the second trust shall be authorized (but not required) to retain the property in separate trusts in order to preclude or minimize the generation-skipping tax that may be imposed on transfers from either or both trusts, with other terms of each separate trust being substantially identical in all respects. The existing trust and any other identical trust resulting from application of this subparagraph shall also be sometimes referred to herein as "related".

(3) In the event property is transferred into a trust which has (or which pours into another trust which has) more than one beneficiary or class of beneficiaries for generation-skipping transfer tax purposes, and when my Trustees shall deem it desirable to allocate my GST Exemption for the benefit of one or more (but less than all) beneficiaries or classes of beneficiaries of such trust (or when my wife or my wife's fiduciary, deems it desirable to allocate my wife's GST Exemption for the benefit of one or more



(but less than all) beneficiaries or classes of beneficiaries of such trust), and when the instrument creating the trust does not specifically prohibit a fiduciary from dividing such trust into separate share trusts, my Trustees shall divide such trust into two or more separate share trusts, of equal or unequal value, in order to maximize the benefit of allocating my GST Exemption, or if applicable, my wife's GST Exemption. Other terms and provisions of each such separate share trust shall, when taken together as a whole, be substantially identical to the original trust. The two trusts created under this subparagraph shall be referred to herein as "related" and shall have the same name as the original trust except that the trust to which the GST Exemption is allocated shall have the phrase "GST exempt" added to its name.

(4) In the event property is transferred into a trust for which an election is made or to be made pursuant to Section 2056(b)(7) of the Internal Revenue Code to treat such property as qualified terminable interest property (hereinafter referred to as the "QTIP" trust), and when my Trustees shall deem it desirable to make an election pursuant to Section 2652(a)(3) of the Internal Revenue Code to have me deemed to be the transferor of a portion (but not all) of such QTIP trust for generation-skipping transfer tax purposes, and when my Trustees shall deem it desirable to make an allocation pursuant to Section 2631 of the Internal Revenue Code of any portion of my GST Exemption to such portion of the QTIP trust for which a Section 2652(a)(3) election is made or to be made (or to property passing from such portion of the QTIP trust to a trust or person that is a remainder beneficiary of such portion of the QTIP trust at my wife's death), and when the instrument creating the QTIP trust does not specifically prohibit a fiduciary from dividing such QTIP trust into separate share trusts, my Trustees shall divide such QTIP trust into two or more separate share trusts, one of which shall be equal to that portion of the QTIP trust for which a Section 2652(a)(3) election is made or to be made, and the other one or more share trusts shall be divided



in such manner as the Trustees shall deem appropriate either (A) to maximize the benefit of allocating my GST Exemption to such portion of the QTIP trust for which a Section 2652(a)(3) election is made (or to property passing from such portion of the QTIP trust to a trust or person that is a remainder beneficiary of such portion of the QTIP trust at the death of the surviving spouse), or (B) to place my wife, or my wife's fiduciary, in a position to allocate my wife's GST Exemption to one or more of such trusts or to property passing from one or more such trusts to a trust or person that is a remainder beneficiary of such trusts at the death of my wife. Upon the death of my wife, my Trustees shall pay the estate taxes attributable to that certain separate share trust to which an allocation of my GST Exemption is made from the other share trust created hereunder (or from one of the other share trusts created hereunder), unless the trust instrument or the will of my wife specifically provides otherwise; provided, however, that, to the extent possible, estate taxes shall not be paid in the manner provided above if to do so could result in the generation-skipping transfer tax being incurred with respect to such payment of estate taxes. Other terms and provisions of each such separate share trust created from the QTIP trust shall, when taken together as a whole, be substantially identical to the original QTIP trust. The two trusts created under this subparagraph shall be referred to herein as "related" and shall have the same name as the original trust except that the trust to which the GST Exemption is allocated shall have the phrase "GST exempt" added to its name.

(5) It is my intent that my Trustees shall not be required to administer a trust hereunder that is only partially exempt from generation-skipping transfer taxes, or to commingle property subject to a different treatment for generation-skipping transfer tax purposes whether because the transferors with respect to the property are assigned to different generations or otherwise. The provisions of this paragraph are intended to enable the Trustees to avoid such situations by empowering the Trustees to



segregate trust property (A) that is entirely exempt from generation-skipping transfer tax from trust property that is not exempt, or (B) that is otherwise treated differently from other trust property for purposes of the generation-skipping transfer tax, and the provisions of this paragraph should be applied in a manner consistent with this intention.

(c) To the extent it is consistent with the fiduciary obligations of the Trustees, my Trustees shall take advantage of the opportunities provided by the creation of such related trusts referred to in the preceding paragraphs of this Item to avoid or delay any generation-skipping transfer tax when making discretionary distributions of net income and principal from the related trusts and to maximize the amount of trust property that eventually may be distributed to my grandchildren or more remote descendants without transfer tax of any kind at the termination of all trusts created under this will.

ITEM IX
TAX ELECTIONS

(a) I authorize my Executors to join with my wife in making a joint income tax or gift tax return or to execute a consent to treat any gift made by my wife for any taxable year that includes the date of my death or for any periods prior thereto as if one-half (1/2) of such gift had been made by me, and in connection therewith, to pay such amounts of tax, interest and penalties as my Executors may deem advisable, even though not attributable entirely to my own income or gifts.

(b) Furthermore, my Executors shall be hereby authorized, to the extent permitted by law, to deduct administration expenses and commissions whether against the gross estate in computing the estate tax or against estate income in computing estate income tax, as my Executors, in the sole discretion of the Executors, shall elect, and my Executors shall not be required to make any

RSB

adjustment on account thereof in setting up any of the trusts herein provided for.

If my Executors shall elect to claim as a deduction for income tax purposes any payment made out of the principal of my estate, (1) no adjustment shall be made between principal and income, (2) the value of my estate for the purpose of computing the marital deduction shall not be reduced by the amount of such payments, and (3) no part of such payments shall be chargeable against the portion of my estate qualifying for the marital deduction.

(c) I authorize my Executors to make such elections under the tax laws as my Executors shall deem advisable, including an election to create qualified terminable interest property for both estate and generation-skipping tax purposes or for estate tax purposes alone, and to allocate the unused portion, if any, of the GST Exemption remaining at my death to any property with respect to which I am the transferor for generation-skipping tax purposes, irrespective of whether such property passes under this Will, in such manner as my Executors shall deem advisable, in each case without regard to the relative interests of the beneficiaries; however, my Executors shall not make adjustments between principal and income, or in the interests of the beneficiaries, to compensate for the effects of such elections and allocation. Any decision made by my Executors with respect to the exercise of any tax election or the allocation of my GST Exemption shall be binding and conclusive on all persons.

ITEM X
ADDITIONAL PROPERTY

Additional property of any kind and character may be added to any trust hereunder, with the consent of the Trustees, by any person or fiduciary, by will or otherwise, and such property so received by my Trustees shall be added to, merged with and become a part of the property held in such trust hereunder, and thereafter

shall be administered and disposed of in accordance with the terms of such trust.

ITEM XI
ADMINISTRATION VENUE

I authorize my Executors and/or personal representative to probate this will in any county of the State of Mississippi in which I own property at the time of my death.

ITEM XII
MISCELLANEOUS

The following provisions shall govern for all purposes of this Will, wherever they may be applicable:

(a) Any trust created under this Will shall be treated as operating from the date of my death, whether the trust property shall then be actually paid over to the Trustees and set aside or not, and I hereby authorize and empower my Executors to make any payment which the Trustees may be authorized to make herein.

(b) If any beneficiary of my estate or of any trust created hereunder shall be a minor, or under any legal disability, the Trustees or Executors may, in their sole discretion, pay or apply income or principal which the Trustees or Executors may be authorized or directed to pay to or for the benefit of such beneficiary in any one or more of the following ways:

(1) directly to such beneficiary;

(2) to the legal guardian, conservator, or custodian (including a custodian under the Uniform Transfers to Minors Act or similar statute) of such beneficiary for the use and benefit of such beneficiary;

(3) to a relative of such beneficiary to be expended by such relative for the benefit of such beneficiary; or

(4) by the Trustees or Executors expending any such income or principal for the benefit of such beneficiary.



(c) Upon making any payment or transfer hereunder, the Executors and Trustees shall be discharged as to such payment or transfer without liability for the subsequent application thereof, and when the final payment or transfer is made from the principal of any trust, such trust shall terminate and the Trustees shall be fully discharged as to such trust.

(d) Throughout this Will, the masculine gender shall be deemed to include the feminine and vice versa, and both shall be deemed to include the neuter and vice versa, and the singular shall be deemed to include the plural, and vice versa, whenever the context requires such construction.

(e) Any adopted person, except those persons adopted after having attained the age of twenty-one (21) years, shall be considered as having been born to his or her adoptive parents, and his or her descendants considered as being descendants of such adoptive parents, for all purposes hereunder, whether such adoption occurs before or after the execution of this Will.

(f) Any person, or the representative of a deceased, incapacitated or incompetent person, may irrevocably disclaim, refuse or renounce any part or all of any gift, devise or bequest made to such person under this Will. If any person disclaims, refuses or renounces an interest in all or any part of any gift, devise or bequest made to such person under this Will, all or such part of such disclaimed gift, devise or bequest shall be held or disposed of as specifically directed under the provisions of this Will and, if not specifically directed, then under the provisions of this Will as if such person had not survived me.

(g) Per stirpes shall mean taking by representation, the method of dividing the estate into as many shares as there are surviving heirs in the nearest degree of kinship and deceased persons in the same degree who left living issue. Each surviving heir in the nearest degree shall receive one share and the share of each deceased person in the same degree shall be divided among his living descendants in the same manner. The first division of



property shall be at the nearest degree of kinship at which there is a living descendant. All references in this will to per stirpes shall connote the above definition and shall not mean per capita.

(h) Any trust created hereunder may, but need not be, terminated in the sole discretion of the Trustees when the income of such trust shall become too low to cover all fees and expenses of administration and also to yield a reasonable return to the beneficiaries. In such event, the Trustees shall distribute the assets thereof in the possession of the Trustees to the then current beneficiary or beneficiaries of the income and if more than one beneficiary is so entitled, in the proportions in which they are beneficiaries.

ITEM XIII
SPENDTHRIFT PROVISION

To the extent permitted by law, no interest of any devisee or beneficiary in the income or principal of any trust hereby created shall be subject to pledge, assignment, sale or transfer in any manner without the written consent of the Trustees, nor shall any devisee or beneficiary have power in any manner to anticipate, charge or encumber his or her said interest, nor shall said interest of any devisee or beneficiary be liable or subject in any manner while in the possession of the Trustees for the debts, contracts, obligations, liabilities, engagements or torts of such devisee or beneficiary.

ITEM XIV
SIMULTANEOUS DEATH

(a) In the event that my said wife and I shall die in a common accident or disaster, or under circumstances creating doubt as to which of us survived the other, or if she survives me by any ascertainable period of time, my said wife shall be presumed to have survived me for all purposes under this Will, notwithstanding any provision of law establishing a contrary presumption or



requiring survivorship for a fixed period of time as a condition for taking property under this Will.

(b) In the event that any beneficiary, other than my wife, and I shall die in a common accident or disaster, or under circumstances creating doubt as to which of us survived the other, or if I survive said beneficiary by any ascertainable period of time, the said beneficiary shall be presumed to have predeceased me for all purposes under this Will, notwithstanding any provision of law establishing a contrary presumption or requiring survivorship for a fixed period of time as a condition for taking property under this Will.

ITEM XV
APPOINTMENT OF FIDUCIARIES

(a) I hereby nominate, constitute and appoint my wife, DAPHNA ESTESS, my daughter, PENELOPE ESTESS ADAMS, and my son, NEWELL SMITH ESTESS, JR., as Executors of this my Last Will and Testament.

(b) I hereby nominate, constitute and appoint my wife, DAPHNA ESTESS, my daughter, PENELOPE ESTESS ADAMS, and my son, NEWELL SMITH ESTESS, JR., as Trustees of each trust created hereunder.

(c) I direct that my Executors and Trustees shall not be required to give bond to insure the faithful performance of the duties herein imposed or to file an inventory, accounting or appraisal of my estate or of any trust or share thereof in any court, though they shall make out and keep an inventory and shall exhibit the same to any party in interest at any reasonable time; and I direct that they shall be free from the control and supervision of any court. I hereby vest in my Executors the same full powers of management, control and disposition of my estate as are given to my Trustees under the terms of this Will.

(d) My Executors and Trustees shall be entitled to a reasonable compensation for services hereunder and shall have and recover of my estate any actual out-of-pocket expenses incurred in administering my estate and the trusts created hereunder.

ASB

(e) If any Executor or Trustee should be unable or unwilling to serve or continue to serve as Executor or Trustee for any reason including, but not limited to, death, resignation or incapacity, then the remaining Executors or Trustees shall continue to serve as Executors and Trustees, or sole Executor and sole Trustee, as the case may be.

(f) Any Executor or Trustee, whether original or successor, shall have the right to resign at any time and for any reason, and without leave of court, by filing an instrument of resignation with the clerk of the court having jurisdiction over such estate or trust.

ITEM XVI
ANCILLARY ADMINISTRATION

In the event it is deemed necessary to have administration upon my estate in any state other than the State of Mississippi and said Executors shall not see fit or shall be unable to qualify as Executors in such state, then any person or corporation designated by said Executors shall act as ancillary Administrator and if necessary also as trustee in such jurisdiction. It shall be the duty of such ancillary Administrator and trustee to complete the administration of my estate in such state as soon as practicable and to transmit all property and assets belonging to my estate to my said Executors hereunder. Such ancillary Administrator and trustee shall have the right, with the consent and approval in writing of said Executors, to exercise any of the powers herein conferred upon the Executors or Trustees hereunder.

IN WITNESS WHEREOF, I, NEWELL SMITH ESTESS, SR., the said Testator, do hereunto set my signature and seal to this instrument on this the 14 day of Oct., 1941, do hereby declare that I sign and execute the instrument (containing in all thirty-one (31) pages) as my Last Will and Testament and that I execute it as my free and voluntary act for the purposes herein



expressed, and that I am eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Newell Smith Estess Sr
NEWELL SMITH ESTESS, SR.

SIGNED, SEALED, PUBLISHED AND DECLARED by the said NEWELL SMITH ESTESS, SR., as and for his Last Will and Testament in our presence and we, in his presence, and at his request and in the presence of each other, hereto subscribe our names as witnesses on the date and year above written.

Jogew A. H. Anderson

1454 SUNSET DR
CANTON, MS 39046

Jan V Bryant

527 Van Buren St Canton, MS 39046

James E Branch

419 N Old Canton Rd
Canton, MS

BB

ACKNOWLEDGMENT OF TESTATOR AND AFFIDAVITS OF WITNESSES

STATE OF MISSISSIPPI)

MADISON COUNTY)

I, the Testator, sign my name to this instrument this 14th day of October, 1991, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my Last Will and Testament (containing in all thirty-one (31) pages) and that I sign it willingly, that I execute it as my free and voluntary act for the purposes therein expressed, and that I am eighteen (18) years of age or older, of sound mind, and under no constraint or undue influence.

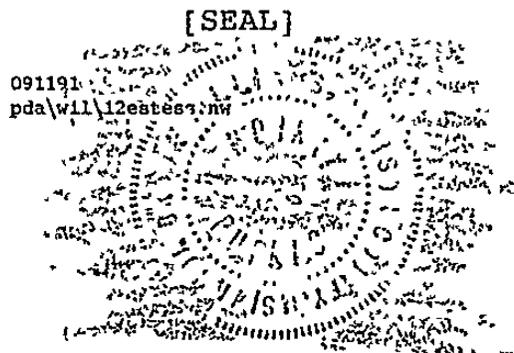
Newell Smith Estess Sr.
NEWELL SMITH ESTESS, SR.

We, Eugene S. Hand Sr., Jan S. Bryant and James E. Branch, the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the Testator, NEWELL SMITH ESTESS, SR., signs and executes this instrument as his Last Will and Testament and that he signs it willingly, and that each of us, in the presence and hearing of the Testator, hereby signs this Will as witness to the Testator's signing, and that to the best of our knowledge the Testator is eighteen (18) years of age or older, of sound mind, and under no constraint or undue influence.

Eugene S. Hand Sr. Witness
Jan S. Bryant Witness
James E. Branch Witness

Subscribed, sworn to and acknowledged before me by NEWELL SMITH ESTESS, SR., the Testator, and subscribed and sworn to before me by Eugene S. Hand Sr., Jan S. Bryant and James E. Branch, witnesses, this the 14th day of October, 1991.

Wanda Brook Williams
Notary Public
My Commission Expires My Commission Expires Dec. 27, 1991



-31- [Handwritten initials]



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 8th day of January, 1993, at o'clock M., and was duly recorded on the January 8, 1993, Book No. 25, Page 535.

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

BOOK 25 PAGE 566

FILED
THIS DATE
JAN 6 1993
COUNTY, MISSISSIPPI
BILLY V COOPER
CHANCERY CLERK
BY *[Signature]*

IN THE CHANCERY COURT OF MADISON
IN THE MATTER OF THE ESTATE OF
NEWELL SMITH ESTESS, SR.

CIVIL ACTION FILE NO. 31-798

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

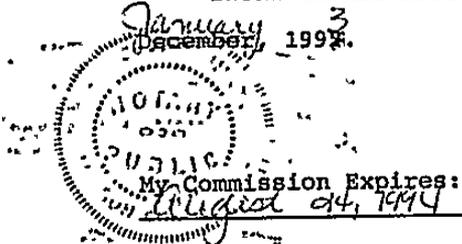
PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, JOGENE S. HAND, SR., one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of NEWELL SMITH ESTESS, SR., who, being duly sworn, deposed and said that the said NEWELL SMITH ESTESS, SR. signed, published and declared said instrument as his Last Will and Testament on the 14th day of November, 1992, the day of the date of said instrument, in the presence of this deponent, and in the presence of JAN S. BRYANT and JAMES E. BRANCH, the other subscribing witnesses, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and this deponent and JAN S. BRYANT and JAMES E. BRANCH subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testator, and in the presence of the said Testator and in the presence of each other, on the day and year of the date of said instrument.

Jogene S. Hand Sr.
JOGENE S. HAND, SR.

SWORN TO AND SUBSCRIBED before me this 8th day of

January
~~December~~, 1992.

James M. Hammack
Notary Public



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 8th day of January, 1993, at _____ o'clock _____ M., and was duly recorded on the January 8, 1993, Book No 25, Page 566

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
IN THE MATTER OF THE ESTATE OF
NEWELL SMITH ESTESS, SR.

FILED
THIS DATE
JAN 8 1993
BILLY V COOPER
CHANCERY CLERK

CIVIL ACTION FILE NO. 81-178

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, JAN S. BRYANT, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of NEWELL SMITH ESTESS, SR., who, being duly sworn, deposed and said that the said NEWELL SMITH ESTESS, SR. signed, published and declared said instrument as his Last Will, and Testament on the 14th day of October, 1991, the day of the date of said instrument, in the presence of this deponent, and in the presence of JOGENE S. HAND, SR. and JAMES E. BRANCH, the other subscribing witnesses, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and this deponent and JOGENE S. HAND, SR. and JAMES E. BRANCH subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testator, and in the presence of the said Testator and in the presence of each other, on the day and year of the date of said instrument.

Jan S. Bryant
JAN S. BRYANT

SWORN TO AND SUBSCRIBED before me this 7th day of January ³ ~~December~~ 1992.

Janice M. Sumner
Notary Public

My Commission Expires: August 24, 1994



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 8th day of January, 1992, at _____ o'clock _____ M., and was duly recorded on the January 8, 1993, Book No 25, Page 567.

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

BOOK 25 PAGE 568

FILED
THIS DATE
JAN 8 1993
BILLY V COOPER
CHANCERY CLERK
BY *Connie Guthrie*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
NEWELL SMITH ESTESS, SR.

CIVIL ACTION FILE NO. 31-798

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, JAMES E. BRANCH, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of NEWELL SMITH ESTESS, SR., who, being duly sworn, deposed and said that the said NEWELL SMITH ESTESS, SR. signed, published and declared said instrument as his Last Will and Testament on the 14th day of October, 1991, the day of the date of said instrument, in the presence of this deponent, and in the presence of JOGENE S. HAND, SR. and JAN S. BRYANT, the other subscribing witnesses, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and this deponent and JOGENE S. HAND, SR. and JAN S. BRYANT subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testator, and in the presence of the said Testator and in the presence of each other, on the day and year of the date of said instrument.

James E. Branch
JAMES E. BRANCH

SWORN TO AND SUBSCRIBED before me this 17th day of JANUARY 1993
~~DECEMBER, 1992.~~

Sanley E. Connor
Notary Public

My Commission Expires:
3-21-1994



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 8th day of January, 1993, at o'clock M, and was duly recorded on the January 3, 1993, Book No. 25, Page 568.

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

31-154

LAST WILL AND TESTAMENT

OF

RENELL HAMLIN

FILED THIS DATE DEC 03 1991 BILLY V. COOPER CHANCERY CLERK BY Connie Guthrie

I, Renell Hamlin of Canton, Madison County, Mississippi, being of sound mind and disposing memory and over the age of twenty-one years, do hereby make, declare and publish the following as my LAST WILL AND TESTAMENT, revoking all others heretofore made by me.

I give, devise and bequeath all of my property, real, personal and mixed that I might die seized and possessed to my four children, Lonnie H. Hamlin, Larry V. Hamlin, Peggy L. Hamlin and Christopher H. Hamlin, each to share and share alike.

I name, constitute and appoint my sister, Annette Wilson as my executrix and direct that no bond be required of her and that she be not required to report to any courts except that which is required by law.

WITNESS my signature, this the 1st day of August, 1966, and the signature of two witnesses who have signed at my request and in my presence, and I have signed this will in their presence and they have signed as witnesses in the presence of each other.

This 1st day of August, 1966.

Renell Hamlin
Renell Hamlin

WITNESSES:

Josephine Hood
Dorothy Hart



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 3 day of December, 1991, at o'clock M., and was duly recorded on the January 8, 1993, Book No. 25, Page 569.

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

31-156

AFFIDAVIT

FILED
 THIS DATE
 DEC 03 1991
BILLY V. COOPER
 CHANCERY CLERK
 BY *Tomnie Gettrue*

STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the county and state aforesaid, JAMES H. HERRING, who, being first duly sworn by me, and upon the within Last Will and Testament of Renell Hamlin being shown to him, did depose and say that he knew Josephine Hood, one of the subscribing witnesses to said Last Will and Testament; that Josephine Hood, a resident of Madison County, Mississippi, departed this life on or about May 15, 1987 and he knew her handwriting; that the name of Josephine Hood subscribed as a witness to the Last Will and Testament of Renell Hamlin is in the proper handwriting of the said Josephine Hood.

James H. Herring

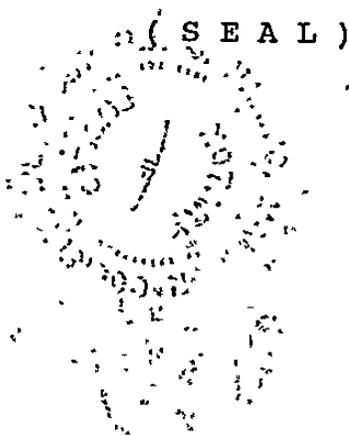
 JAMES H. HERRING

SWORN TO AND SUBSCRIBED before me on this the 2ND day of December, 1991.

Angela S. Harris

 NOTARY PUBLIC

MY COMMISSION EXPIRES:
 My Commission Expires Oct. 22, 1994



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 3 day of December, 1991, at _____ o'clock _____ M., and was duly recorded on the January 8, 1993, Book No. 25, Page 570.

BILLY V. COOPER, CHANCERY CLERK BY: *Tomnie Gettrue* D.C.



31-156

AFFIDAVIT

FILED
THIS DATE.
DEC 03 1991
BILLY V. COOPER
CHANCERY CLERK
BY *Connie Gulture*

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the county and state aforesaid, MARIE H. BANES, who, being first duly sworn by me, and upon the within Last Will and Testament of Renell Hamlin being shown to her, did depose and say that she knew Josephine Hood, one of the subscribing witnesses to said Last Will and Testament; that Josephine Hood, a resident of Madison County, Mississippi, departed this life on or about May 15, 1987 and knew she her handwriting; that the name of Josephine Hood subscribed as a witness to the Last Will and Testament of Renell Hamlin is in the proper handwriting of the said Josephine Hood.

Marie H. Banes

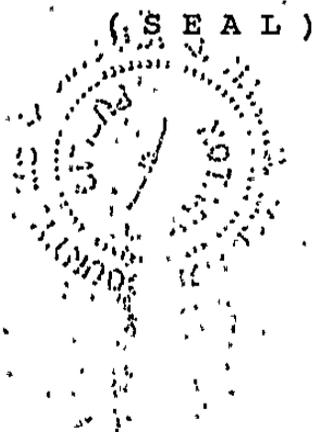
MARIE H. BANES

SWORN TO AND SUBSCRIBED before me on this the two day of December, 1991.

Angela S. Harris

NOTARY PUBLIC

MY COMMISSION EXPIRES:
My Commission Expires Oct. 22, 1994



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 3 day of December, 1991, at o'clock M., and was duly recorded on the January 8, 1993, Book No. 25, Page 571.

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

31-156

AFFIDAVIT

FILED
THIS DATE .
DEC 03 1991
BILLY V. COOPER
CHANCERY CLERK
BY *Connie Guthrie*

STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the county and state aforesaid, AMOS J. HAMLIN, who, being first duly sworn by me, and upon the within Last Will and Testament being shown to him, did depose and say that he resides at Route 1, Box 226, Canton, Mississippi 39046; that he knew Renell Hamlin, the person described therein as decedent of the said Last Will and Testament; that he had frequently seen Renell Hamlin write and knew his handwriting; that the name of the Decedent subscribed to the said Last Will and Testament is in the proper handwriting of the said Renell Hamlin; that at the time of his death on the 20th day of March, 1991, Renell Hamlin resided in Madison County, Mississippi.

[Signature]
AMOS J. HAMLIN

SWORN TO AND SUBSCRIBED before me on this the 26 day of Nov., 1991.

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:
My Commission Expires Oct. 22, 1994



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 3 day of December, 1991, at o'clock M., and was duly recorded on the January 8, 1993, Book No. 25, Page 572.

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

31-156

AFFIDAVIT

FILED
THIS DATE
DEC 03 1991
BILLY V. COOPER
CHANCERY CLERK
BY Connie Galt

STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the county and state aforesaid, ESTER HAMLIN, who, being first duly sworn by me, and upon the within Last Will and Testament being shown to her, did depose and say that she resides at Route 1, Box 226, Canton, Mississippi 39046; that she knew Renell Hamlin, the person described therein as decedent of the said Last Will and Testament; that she had frequently seen Renell Hamlin write and knew his handwriting; that the name of the Decedent subscribed to the said Last Will and Testament is in the proper handwriting of the said Renell Hamlin; that at the time of his death on the 20th day of March, 1991, Renell Hamlin resided in Madison County, Mississippi.

Ester Hamlin
ESTER HAMLIN

SWORN TO AND SUBSCRIBED before me on this the 26th day of November, 1991.

James S. Harris
NOTARY PUBLIC

MY COMMISSION EXPIRES:

My Commission Expires Oct. 22, 1994

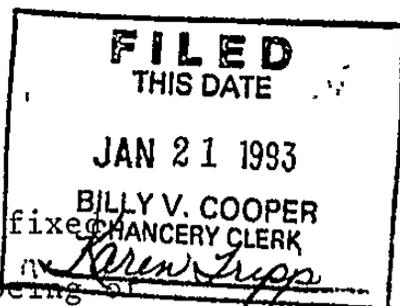


STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 3 day of December, 1991, at o'clock M., and was duly recorded on the January 8, 1993, Book No. 25, Page 523.

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

LAST WILL AND TESTAMENT
OF
EDITH HILL MACKENZIE



I, EDITH HILL MACKENZIE, having a present fixed place of residence in Madison County, Mississippi, being of sound mind, and otherwise legally competent so to do, do, by these presents, make, publish and declare the following as my Last Will and Testament, hereby revoking any and all other will, codicils, or testamentary dispositions previously made.

I

I direct that my reasonable and just debts, including expenses of any last illness and funeral expenses be paid out of my estate.

II

I nominate and appoint my sister, ELIZABETH MACKENZIE COLSON as Executrix of my estate; and as alternate I appoint WILLIAM CHARLES COLSON, my nephew. I further direct that they act in this capacity without bond and without the necessity of making any accounting to any Court.

III

I direct the authorized legal representative of my estate to use any funds in my Canton Exchange Bank (Canton, Mississippi) checking account No. 360-267-9 to pay the debts described in paragraph I hereinabove, and any excess from this source, I bequeath to ELIZABETH MACKENZIE COLSON and WILLIAM LAKE COLSON.

IV

I hereby give and bequeath as follows:

1. To Elizabeth MacKenzie Colson
 - (a) My Grandfather's Harvard Classic Year Book
 - (b) Marble Stand
 - (c) All my U.S. Steel Corporation 4 5/8% Subordinate Debentures, (due, 1996)

Edith Hill Mackenzie
TESTATRIX

- (d) My Grandfather's Postcard Albums
 - (e) All my furniture, silver, linens, jewelry, personal effects and all personal property herein bequeathed.
2. To my brother, Kenneth W. MacKenzie, I bequeath the following;
- (a) All my shares of Texaco Stock
- In the event that Kenneth W. MacKenzie predeceases me, then I bequeath the item in this paragraph to Kenneth W. MacKenzie, II.
3. To my nephew William Charles Colson I bequeath the following;
- (a) My Grandmother MacKenzie's sewing table
 - (b) Captain Standwood's Wine Bottle and Glasses
 - (c) Two Ancient Chinese Bronze Idols
 - (d) Chinese Ming Vase
4. To my nephew Philip Lake Colson, I bequeath the following;
- (a) My Grandfather MacKenzie's Commode.
 - (b) Carved piece of jade, (cat and kitten)
 - (c) Bronze Chinese Vase with Dragons
 - (d) Chinese Ink Case
5. To my nephew Scott MacKenzie Smith I bequeath the following;
- (a) My father's "Fisk" Signet Ring
 - (b) My Governor Winthrop desk
 - (c) Copper Tea Kettle
 - (d) Arabic Ring
6. To my niece, Barbara MacKenzie Smith I bequeath the following;
- (a) Carved Tortoise Shell Spoon and Fork
 - (b) Bronze Incense Jar

Edith Hill MacKenzie
TESTATRIX

7. To my niece Mary Rutledge Colson I bequeath the following;
 - (a) All my Sterling "Buttercup" silver
8. To my niece Nella Jacobs Colson I bequeath the following;
 - (a) Two (2) Antique Candelabra
 - (b) Large Oval Gold Mirror
9. To my cousin Beth Stockett I bequeath the following;
 - (a) My Diamond and Ruby ring

If Beth Stockett predeceases me, then I bequeath said ring to Elizabeth MacKenzie Colson.

V

I instruct that all funds from my Golden Savings Account, Deposit Guaranty National Bank, (Jackson, Mississippi) be bequeathed as follows;

1. To Calvary Baptist Church, Jackson, Mississippi, the sum of \$1000.00.
2. Any excess money in the Golden Savings Account I bequeath to Margaret Porter Brown.

VI

Each of the following stocks;

1. American Telephone and Telegraph (ATT)
2. American Information Technologies Corporation
3. Bell Atlantic Corporation
4. Bell South Corporation
5. Nynex Corporation
6. Pacific Telesis Group
7. South Western Bell Corporation
8. U.S. West, Inc.

are to be divided into equal quarter shares, and bequeathed to the following persons;

1. Elizabeth MacKenzie Colson
2. William Charles Colson

Edith Hill MacKenzie
TESTATRIX

- 3. Philip Lake Colson
- 4. Scott McKenzie Colson

Any excess shares over the said quarter shares, I bequeath to ELIZABETH MACKENZIE COLSON. In the instance that my sister, ELIZABETH MACKENZIE COLSON predeceases me, then I bequeath all items in this paragraph in equal shares to my three nephews, WILLIAM CHARLES COLSON, PHILIP LAKE COLSON and SCOTT MACKENZIE COLSON.

VII

Those funds in my Money Market, Account No. 250-956-0 I bequeath to the following;

- 1 Leah Colson the sum of \$500 00
- 2. Amanda Colson the sum of \$500.00
- 3 Scott Mackenzie Colson. Jr. (Ken) the sum of \$500.00
- 4. Harold Colson (Dee) the sum of \$500.00

Any funds left in this account, after the above sums have been honored is to be divided, share and share alike between ELIZABETH MACKENZIE COLSON, WILLIAM CHARLES COLSON, PHILIP LAKE COLSON and SCOTT MACKENZIE COLSON.

VIII

The rest, residue and remainder of my estate I will, devise and bequeath to my sister ELIZABETH MACKENZIE COLSON.

IN WITNESS I hereby set my hand this 8 day of

November, 1984.

Edith Hill Mackenzie
TESTATRIX

We the undersigned, hereby certify that the above Testatrix subscribed her name to the foregoing instrument in our presence, and published and declared the same to be her Last Will and Testament, and we, at the same time, at her request, in her presence and in the presence of each other, have hereunto signed our names as subscribing witnesses.

Frank Evans
NAME

201 Stonecottage Lane Jackson, Miss
ADDRESS

Nancy J. Boers
NAME

201 Stonecottage Lane Jackson, Miss 39208
ADDRESS

Page 4 of 4 pages.



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 21st day of January, 1983, at — o'clock — M, and was duly recorded on the 25th day of January, 1983, Book No 25, Page 574.

BILLY V. COOPER, CHANCERY CLERK. BY: Karen Hipp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
ESTATE OF EDITH HILL MacKENZIE

CAUSE NO. 31-838

FILED
THIS DATE
JAN 21 1993
BILLY V COOPER
CHANCERY CLERK
BY

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF RANKIN

THIS DATE PERSONALLY APPEARED BEFORE ME, the

undersigned authority in and for the jurisdiction aforesaid, the
within named NANCY J. EVANS, who being by me first duly sworn
states on oath the following:

1. That this Affiant is one of the subscribing
witnesses to an instrument of writing purporting to be the Last
Will and Testament of Edith Hill MacKenzie, deceased, who was
personally known to the Affiant and whose signature is affixed to
said Last Will and Testament, which Last Will and Testament is
dated the 8th day of November, 1984.

2. That on the 8th day of November, 1984, the said
Edith Hill MacKenzie, signed, published and declared said
instrument of writing as her Last Will and Testament, in the
presence of this Affiant and in the presence of Frank Evans, the
other subscribing witness to said instrument.

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

4. That this Affiant, together with Frank Evans,
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 Edith Hill MacKenzie and in the presence of each other.

Nancy J. Evans
NANCY J. EVANS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 16th day of December, 1992.

Shanda J. [Signature]
NOTARY PUBLIC
My Commission Expires Jan. 21, 1996

My Commission Expires:

DAVID W. BARIA, BAR #8646
JAMES R. MOZINGO, BAR #3638
EDMONSON, BIGGS, MOZINGO & JELLIFFE
Suite 406, Heritage Building
Post Office Box 865
Jackson, Mississippi 39205
Telephone: 601/944-1900



\DWB\DWB97



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 21st day of January, 1993, at — o'clock — M., and was duly recorded on the 25th day of January, 1993, Book No. 25, Page 578.

BILLY V. COOPER, CHANCERY CLERK BY: Karen Tripp D.C.