

#31-952

FILED
THIS DATE
APR 2 1993
WILLY V. COOPER
CHANCERY CLERK
BY *Norm. Trigg*

BOOK 26 PAGE 100

Last Will and Testament

William A. Bartlow

State of Mississippi
County of Madison

I, William A. Bartlow, of Madison County, Mississippi, being over the age of twenty-one years and of sound and disposing mind and memory do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all wills and codicils heretofore made by me.

I hereby direct my Executrix to pay all my just debts which may be proved, registered and allowed against my estate as soon as may be conveniently done.

I do hereby nominate and appoint my wife, Rita J. Bartlow to be Executrix of this my Last Will and Testament and I direct that she serve without bond and I hereby waive the necessity of having a formal appraisement made of my estate.

I give, bequesth and devise unto my wife, Rita J. Bartlow my entire estate both real, personal and mixed, of whatsoever kind or character and whereboever situated except savings accounts, bonds, certificates of deposit and individual retirement accounts, life insurance

PAGE 1 OF 3 PAGES
SIGNED FOR IDENTIFICATION William A. Bartlow

policies and any other form of financial security on which some other party is named as beneficiary, co-owner or otherwise named. It is my direction also that my grandfather clock become the property of my son William E. Bartlow.

4.

This bequest is made with the following express desires and wishes:

(1) The residue of my estate upon the death of my wife will be requested to my son, William E. Bartlow if he is still living and to my two grandchildren, Stephanie Ann Bartlow and William Dow Bartlow if William E. Bartlow be deceased. The grandchildren are to share and share alike in any residue of the estate.

William A. Bartlow

In witness whereof, I have executed the foregoing paper in writing and declare this to be my last will and testament in Madison County, Mississippi on December

Witnesses

Affidavit

We each of the subscribing witnesses of the last will and testament of William A. Bartlow do hereby certify that the said instrument was signed by William A. Bartlow, in our presence and in the presence of each other, and that

PAGE 2 OF 3 PAGES
 SIGNED FOR IDENTIFICATION
 William A. Bartlow

the said William A. Bartlow declared the same to be his Last Will and Testament in the presence of each of us and that we each signed as subscribing witnesses at the request of William A. Bartlow in his presence and in the presence of each other.

Witness our signatures, this 23 day of December, A. O. 1991

WITNESS Julian M. Munday
WITNESS Barbara W. Munday
12-23-91

PAGE 3 OF 3 PAGES

SIGNED FOR IDENTIFICATION

William A. Bartlow

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named WILLIAM A. BARTLOW, who acknowledged that he signed and delivered the foregoing instrument on the date therein given as his own act and deed.

Given under my hand and official seal, this the 24th day of December, 1991.



Pamette R. Ivey
NOTARY PUBLIC

My Commission Expires June 28, 1993



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 2nd day of April, 1993, at o'clock M, and was duly recorded on the 14th day of April, 1993, Book No. 26, Page 100.

BILLY V. COOPER, CHANCERY CLERK BY Karen Jupp D.C.

CLARIFICATION OF WILL

WILLIAM A. BARTLOW

November 4, 1992

FILED
THIS DATE

APR 2 1993

BILLY V. COOPER
CHANCERY CLERK

BY Karen Trapp

This is a clarification of my will dated December, 1991 which refers to paragraph four which mentions my desires and wishes regarding the residue of my estate after my wife's death. The paragraph was intended in the event my wife were to pre-decease me. This paragraph should not be interpreted to establish a life estate. My residence and all real property are to go wholly to my wife who understands my wishes concerning their use.

William A. Bartlow

William A. Bartlow

Nov. 4, 1992

Date

J. W. Aycock

Witness

11-4-92

Date

Elizabeth Brown

Witness

11-4-92

Date

NOTARY AFFIDAVIT

William A. Bartlow appeared before me and subscribed before me this the 4th day of NOVEMBER, 1992

Douglas C. Pugh

Notary Public



COMMISSION EXPIRES OCT 24, 1995



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 2nd day of April, 1993, at o'clock M., and was duly recorded on the 14th day of April, 1993, Book No. 26, Page 103.

BILLY V. COOPER, CHANCERY CLERK

BY: Karen Trapp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF WILLIAM A. BARTLOW,
DECEASED

CIVIL ACTION, FILE NO. 31-952
THIS DATE

AFFIDAVIT OF SUBSCRIBING WITNESS APR 2 1993

STATE OF MISSISSIPPI
COUNTY OF HINDS

JUDY V. COO
CHANCERY CLERK
BY *Karen Trapp*

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, TRACI RUSH AYCOCK, who, being first duly sworn according to law by me, states on oath:

That the affiant is one of the subscribing witnesses to that certain instrument of writing purporting to be the Codicil to the Last Will and Testament of WILLIAM A. BARTLOW, the same person as William Arthur Bartlow, deceased, who was personally known to the affiant, and whose signature is affixed to said Codicil to the Last Will and Testament, which Codicil is dated the 4th day of November 1992;

That on the 4th day of November 1992 the said WILLIAM A. BARTLOW signed, published and declared said instrument of writing as his Codicil to the Last Will and Testament, in the presence of this affiant and in the presence of ELIZABETH H. BROWN, the other subscribing witness to said instrument;

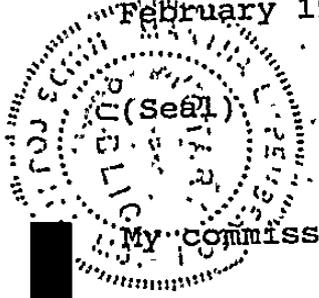
That the said WILLIAM A. BARTLOW was then and there of sound and disposing mind and memory, competent to make testamentary disposition of his property, and above the age of eighteen (18) years;

That the affiant and ELIZABETH H. BROWN subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request of WILLIAM A. BARTLOW, in the presence of said WILLIAM A. BARTLOW, and in the presence of each other.

Traci Rush Aycock

TRACI RUSH AYCOCK
Address: 713 Dunleith Lane
Ridgeland, MS 39157
Telephone: 956-2093

SWORN TO AND SUBSCRIBED before me, this the 1st day of February 1993.



Martha A. Pemberton
NOTARY PUBLIC

My Commission Expires August 16 1996

My commission expires: _____

William B. Pemberton, II
MSB #4100
105 North State Street
Jackson, MS 39201
601-355-3556
ATTORNEY



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 2nd day of April, 1993, at — o'clock — M., and was duly recorded on the 16th day of April, 1993, Book No. —, Page —.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
 ESTATE OF WILLIAM A. BARTLOW,
 DECEASED
 CIVIL ACTION, FILE NO. 31-952
 APR 2 1993

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
 COUNTY OF HINDS

W. COOPER
 CHANCERY CLERK
 BY *Karen Jupp*

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, ELIZABETH H. BROWN, who, being first duly sworn according to law by me, states on oath:

That the affiant is one of the subscribing witnesses to that certain instrument of writing purporting to be the Codicil to the Last Will and Testament of WILLIAM A. BARTLOW, deceased, who was personally known to the affiant, who was the same person as William Arthur Bartlow, and whose signature is affixed to said Codicil to the Last Will and Testament, which Codicil is dated the 4th day of November 1992;

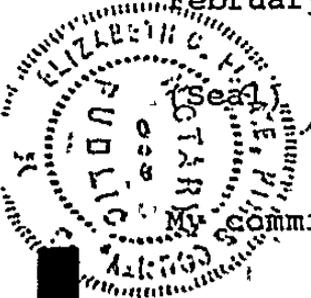
That on the 4th day of November 1992, the said WILLIAM A. BARTLOW signed, published and declared said instrument of writing as his Codicil to the Last Will and Testament, in the presence of this affiant and in the presence of Traci Rush Aycock, the other subscribing witness to said instrument;

That the said WILLIAM A. BARTLOW was then and there of sound and disposing mind and memory, competent to make testamentary disposition of his property, and above the age of eighteen (18) years;

That the affiant and Traci Rush Aycock subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request of WILLIAM A. BARTLOW, in the presence of said WILLIAM A. BARTLOW, and in the presence of each other.

Elizabeth H. Brown
 ELIZABETH H. BROWN
 Address: 5982 Baxter Drive
 Jackson, MS 39211
 Telephone: 956-3856

SWORN TO AND SUBSCRIBED before me, this the 3rd day of February 1993.



Elizabeth C. Fugate
NOTARY PUBLIC

Commission expires: My Commission Expires April 6, 1993

William B. Pemberton, II
MSB #4100;
105 North State Street
Jackson, MS 39201
601-355-3556
ATTORNEY



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 2nd day of April, 1993, at — o'clock — M., and was duly recorded on the 16th day of April, 1993, Book No. 26, Page 106.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF WILLIAM A. BARTLOW,
DECEASED

CIVIL ACTION, FILE No. 32952
THIS DATE 1

AFFIDAVIT OF SUBSCRIBING WITNESS

APR 9 1993
JULY V. COOPER
CHANCERY CLERK
BY *Harold Hipp*

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, BARBARA W. MURRAY, who by me being first duly sworn according to law, states on oath:

That the affiant is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of WILLIAM A. BARTLOW, deceased, who was personally known to the affiant, who was the same person as William Arthur Bartlow, and whose signature is affixed to said Last Will and Testament, which is dated the 23rd day of December 1991;

That the affiant is familiar with and has personal knowledge of the handwriting and signature of the testator, that the affiant has personal knowledge that the handwriting and signature of the instrument purporting to be the Last Will and Testament of William A. Bartlow, deceased, are genuine and were made and done by William A. Bartlow, deceased, and that said instrument is the authentic Last Will and Testament of William A. Bartlow, deceased;

That on the 23rd of December 1991 the said WILLIAM A. BARTLOW signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of JULIUS MURRAY, the other subscribing witness to said instrument;

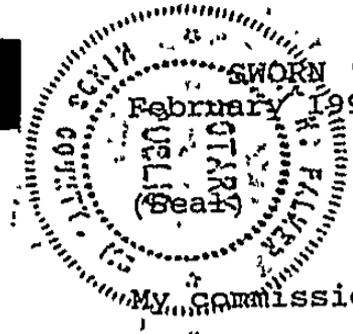
That the said WILLIAM A. BARTLOW was then and there of sound and disposing mind and memory, competent to make testamentary disposition of his property, and above the age of eighteen (18) years;

That the affiant and JULIUS MURRAY, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request of WILLIAM A. BARTLOW,

in the presence of said WILLIAM A. BARTLOW, and in the presence of each other.

Barbara W Murray
BARBARA W. MURRAY
Address: 7041 Edgewater Drive
Jackson, MS 39157
Telephone: 856-2926

SWORN TO AND SUBSCRIBED before me, this the 5th day of February, 1993.



Amy H Palmer
NOTARY PUBLIC

My Commission Expires December 26, 1995

My Commission expires: _____

William B. Pemberton, II
MSB #4100
105 North State Street
Jackson, MS 39201
601-355-3556
ATTORNEY



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 2nd day of April, 1993, at — o'clock — M., and was duly recorded on the 16th day of April, 1993, Book No. 26, Page 108.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF WILLIAM A. BARTLOW,
DECEASED

CIVIL ACTION, FILE NO. 31-952

THIS DATE

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

APR 5 1993
JULY M. SCOTT FR
JUDGE, CLERK
BY *Karen Ship*

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, JULIUS MURRAY, who by me being first duly sworn according to law, states on oath:

That the affiant is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of WILLIAM A. BARTLOW, deceased, who was personally known to the affiant, who was the same person as William Arthur Bartlow, and whose signature is affixed to said Last Will and Testament, which is dated the 23rd day of December 1991;

That the affiant is familiar with and has personal knowledge of the handwriting and signature of the testator, that the affiant has personal knowledge that the handwriting and signature of the instrument purporting to be the Last Will and Testament of William A. Bartlow, deceased, are genuine and were made and done by William A. Bartlow, deceased, and that said instrument is the authentic Last Will and Testament of William A. Bartlow, deceased;

That on the 23rd of December 1991 the said WILLIAM A. BARTLOW signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of BARBARA W. MURRAY, the other subscribing witness to said instrument;

That the said WILLIAM A. BARTLOW was then and there of sound and disposing mind and memory, competent to make testamentary disposition of his property, and above the age of eighteen (18) years;

That the affiant and BARBARA W. MURRAY, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request of WILLIAM

A. BARTLOW, in the presence of said WILLIAM A. BARTLOW, and in the presence of each other.

Julius Murray
JULIUS MURRAY
Address: 7041 Edgewater Drive
Jackson, MS 39157
Telephone: 856-2926

SWORN TO AND SUBSCRIBED before me, this the 4th day of February 1993.

(Seal)

Jean L. Hinkle
NOTARY PUBLIC

My commission expires: _____



William B. Pemberton, II
MSB #4100
105 North State Street
Jackson, MS 39201;
601-355-3556
ATTORNEY



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 2nd day of April, 1993, at _____ o'clock _____ M., and was duly recorded on the 11th day April, 1993, Book No. 26, Page 110.

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

#31-954

BOOK 26 PAGE 112

FILED
THIS DATE
10:02 A.M.
APR 9 1993
BY Karen Tripp

LAST WILL AND TESTAMENT OF MAMIE S. MAULDIN

I, Mamie S. Mauldin, a resident of Madison County, Mississippi, being over the age of twenty-one years and of sound and disposing mind and memory, do hereby make, ordain, declare and publish this My Last Will and Testament, and do hereby revoke all other wills and/or codicils heretofore made by me.

ITEM 1. I hereby devise and bequeath all of my property whatever, real, personal and mixed, and wherever situated to my five children, Eddie Mauldin, Jack Mauldin, Dora Wilkerson, Clara Bell Williams and Bobbie Ward Bailey, each to share alike.

ITEM 2. One of the beneficiaries named above, Eddie Mauldin, owes me at the time of the making of this will the sum of \$500.00. In the event this \$500.00 is paid to me or any part of same at the time of my death, then in that event it is my desire and request that 4/5th of any sum due me be deducted from the share of Eddie Lee Mauldin before he shares equally with the other four children named above.

ITEM 3. Should any of my children named above predecease me, then in that event, I give and bequeath their respective share to their children to share equally.

ITEM 4. I hereby appoint my son, Eddie Mauldin, executor of my estate, without bond, waiving all requirements whatever of bond from him as such executor. I hereby waive an inventory and an appraisalment of my estate as required by statute, and relieve my said executor of all duty to account to the courts for his acts and doings as such, and do hereby waive all court proceedings whatever in the administration of my estate, save the probate of this My Last Will and Testament.

SIGNED, PUBLISHED AND DECLARED as this My Last Will and Testament, this 31 day of August, 1973.

Mamie S. Mauldin
MAMIE S. MAULDIN

Josephine Hood (WITNESS)

Myrleen C. Boudousquin (WITNESS)

We, the undersigned witnesses to the Will of Mamie S. Mauldin, do hereby certify that the said Mamie S. Mauldin on the day she executed the foregoing will was over the age of twenty-one years and of sound and disposing mind: that she signed and subscribed said will and published it has her Last Will and Testament in our presence and in the presence of each of us and that we at her expressed instance and request signed and subscribed said will as witnesses thereto in her presence and in the presence of each other as an attestation thereof.

WITNESS OUR SIGNATURES, this the 31 day of August, 1973.

Josephine Hood
WITNESS

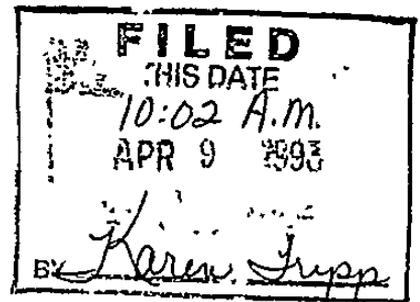
Myrleen C. Boudousquin
WITNESS



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 9th day of April, 1993, at o'clock M., and was duly recorded on the 16th day of April, 1993, Book No. 26, Page 112.

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



IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE LAST WILL AND
TESTAMENT OF MAMIE S. MAULDIN, DECEASED

CIVIL ACTION FILE NUMBER: 31-954

PROOF OF WILL

COMES NOW MYRLEEN C. BOUDOUSQUIE, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Mamie S. Mauldin, and enters her appearance herein as provided by §91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that Mamie S. Mauldin, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 31st day of August, 1973, the day of the date of said instrument, in the presence of this deponent and Josephine Hood, the other subscribing witness, and that said testatrix 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 Josephine Hood, subscribed and attested said instrument as witnesses to the signature and publication thereof; at the special instance of said testatrix

and in the presence of said testatrix and in the presence of each other, on the day of the date of said instrument.

Myrleen C. Boudouque
MYRLEEN C. BOUDOUSQUIE

STATE OF MISSISSIPPI
COUNTY OF Madison

SWORN TO AND SUBSCRIBED BEFORE ME on this the 5th day of April, 1993.

Mary S. Sanders
NOTARY PUBLIC

MY COMMISSION EXPIRES:

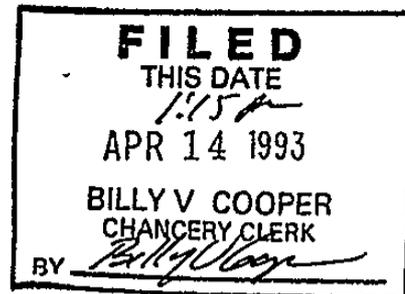
10-2-94



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 9th day of April, 1993, at — o'clock — M., and was duly recorded on the 16th day of April, 1993, Book No. 26, Page 113.

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



LAST WILL AND TESTAMENT
OF
RUTH WOODHAM HOLMES

#31-975

I, the undersigned RUTH WOODHAM HOLMES, of Madison, Madison County, Mississippi, being of sound and disposing mind and memory and above 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, codicils or other testamentary instruments heretofore by me made.

ITEM I

I do hereby make, constitute and appoint my daughter Carolyn Holmes Sims, Madison, Mississippi, as Executrix of this my Last Will and Testament and direct that she serve without bond, inventory, appraisal and accounting, said bond, inventory, appraisal and accounting being hereby specifically waived.

In the event that my daughter Carolyn Holmes Sims be unable or unwilling to serve as Executrix, then, in that event, I make, constitute and appoint my son Hewey Colquitt Holmes, Jr., presently of Houston, Texas, as executor of this my Last Will and Testament, and direct that he serve without bond, inventory, appraisal and accounting, said bond, inventory, appraisal and accounting being hereby specifically waived.

ITEM II

I declare that all my just and lawful debts and the cost of administering my estate be paid out of my estate.

ITEM III

I hereby will, devise, and bequeath my property as follows:

- A. My property located at 5847 and 5849 Old Canton Road, Jackson, Hinds County, Mississippi, duly recorded in Book Number 2450 at Page 624 in the office of the Chancery Clerk of Hinds County to Carolyn Holmes Sims.
- B. My property located at 521 Hunters Creek Circle, Madison, Madison County, Mississippi, and the contents therein to Carolyn Holmes Sims. I have previously discussed distribution of the contents with my daughter and I am fully satisfied that she will distribute the contents of my home in accordance with my wishes.
- C. All stock that I may own in the Southern Company at the time of my death to Carolyn Holmes Sims.
- D. My two and three-quarter (2 3/4) carat diamond ring to my daughter Carolyn.
- E. My ruby and diamond ring to Mary C. Holmes.
- F. My diamond cluster to my granddaughter Wendy Holmes Keeler.
- G. My diamond pendant to my son Hewey C. Holmes, Jr.
- H. My eight place setting of Alvin Silver to be divided equally between Carolyn Holmes Sims and Hewey C. Holmes, Jr.

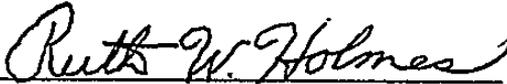
ITEM III

I have not bequeathed my checking and savings accounts to pass under this my Last Will and Testament but have instead listed the name of one of my children as joint owner on each account. It is my desire that the funds in each account pass to the joint owner by operation of law.

ITEM IV

I further will, devise and bequeath all other items of real or personal property that I may own at the time of my death to my two children, Carolyn Holmes Sims and Hewey C. Holmes, Jr., share and share alike.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, in the presence of the undersigned witnesses, each of whom has signed in my presence and in the presence of each other, at my specific request, as attesting witnesses, and to each of whom I have declared and published this instrument to be my Last Will and Testament. this the 13 day of January, 1993.


Ruth Woodham Holmes, Testatrix

We, the undersigned subscribing witnesses to the foregoing Last Will and Testament of Ruth Woodham Holmes, do hereby certify that the said Ruth Woodham Holmes signed and published the foregoing instrument as her Last Will and Testament on the date therein shown in the presence of each of us; that the said Ruth Woodham Holmes was then of lawful age and of disposing mind and memory; that we, and each of us, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request of the said Ruth Woodham Holmes, and in her presence and in the presence of each other.

WITNESS OUR SIGNATURES, this the 13 day of January, 1993.

Sarah Rene Edwards
Linda Cauter

Page 4 of 4



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 14th day of April, 1993, at — o'clock — M., and was duly recorded on the 14th day of April, 1993, Book/No. 26, Page 115.

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

APR 14 1993

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
 IN THE MATTER OF THE ESTATE OF
 RUTH WOODHAM HOLMES, DECEASED

BILLY V. COOPER
 CHANCERY CLERK

BY

V. Cooper DC

NO. 31-975AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Linda Coulter, who, being by me first duly sworn, on oath says that on the 13th day of January, 1993, and at the special instance and request of RUTH WOODHAM HOLMES, did witness the signing, execution, declaration and publication of the Last Will and Testament of RUTH WOODHAM HOLMES of that date; that said Will was signed in the presence of this affiant and in the presence of Sarah Rene' Edwards, each of said witnesses being over the age of twenty-one years and fully competent to witness the execution of said Will, and that each of said witnesses signed and subscribed as witnesses to said instrument in the presence of each other, each of them being requested by RUTH WOODHAM HOLMES to witness the execution, signing, declaration, and publication of the said Last Will and Testament of RUTH WOODHAM HOLMES, and that at the time of the signing, execution, declaration and publication of the Last Will and Testament, the said RUTH WOODHAM HOLMES, Testatrix, was over the age of twenty-one years, of good,

sound and disposing mind and memory, and that the Will offered herein is the true Last Will and Testament of RUTH WOODHAM HOLMES so far as this witness is advised and believes.

WITNESS MY SIGNATURE, this the 30 day of March, 1993.

Daral Reni Edwards

SWORN TO AND SUBSCRIBED BEFORE ME, this the 30th day of March, 1993.

Dandria Kay Glover
NOTARY PUBLIC

My Commission Expires: My Commission Expires June 18, 1994



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 14th day of April, 1993, at — o'clock — M., and was duly recorded on the 14th day of April, 1993, Book No. 26, Page 120.

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

FILED
THIS DATE
APR 14 1993
BILLY V. COOPER
CHANCERY CLERK
BY *[Signature]*

NO. 31-975

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
IN THE MATTER OF THE ESTATE OF
RUTH WOODHAM HOLMES, DECEASED

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Sarah Rene' Edwards, who, being by me first duly sworn, on oath says that on the 13th day of January, 1993, and at the special instance and request of RUTH WOODHAM HOLMES, did witness the signing, execution, declaration and publication of the Last Will and Testament of RUTH WOODHAM HOLMES of that date; that said Will was signed in the presence of this affiant and in the presence of Linda Coulter, each of said witnesses being over the age of twenty-one years and fully competent to witness the execution of said Will, and that each of said witnesses signed and subscribed as witnesses to said instrument in the presence of each other, each of them being requested by RUTH WOODHAM HOLMES to witness the execution, signing, declaration, and publication of the said Last Will and Testament of RUTH WOODHAM HOLMES, and that at the time of the signing, execution, declaration and publication of the Last Will and Testament, the said RUTH WOODHAM HOLMES, Testatrix, was over the age of twenty-one years, of good,

sound and disposing mind and memory, and that the Will offered herein is the true Last Will and Testament of RUTH WOODHAM HOLMES so far as this witness is advised and believes.

WITNESS MY SIGNATURE, this the 1th day of ^{April} ~~March~~, 1993.

Linda Couster

^{April} SWORN TO AND SUBSCRIBED BEFORE ME, this the 1st day of ~~March~~, 1993.

Arnold Palmer
NOTARY PUBLIC

My Commission Expires: 12/26/95



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 14th day of April, 1993, at — o'clock — M., and was duly recorded on the 16th day of April, 1993, Book No. 26, Page 121.

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

#31-978

FILED
THIS DATE
APR 16 1993
WILLY V. COOPER
CHANCERY CLERK
Allen Hipp

LAST WILL AND TESTAMENT
OF
SUSIE B. HAWKINS

I, SUSIE B. HAWKINS, 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, and I do hereby revoke any and all wills and codicils heretofore made by me.

ARTICLE I
FAMILY MEMBERS

My husband predeceased me, and I have no natural born or adopted children.

ARTICLE II
PAYMENT OF EXPENSES AND DEBTS

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

ARTICLE III
BEQUEST OF PERSONAL PROPERTY AND HOUSEHOLD EFFECTS

I give and bequeath to my niece, ARLENE SADLER YATES, if she be living at the time of my death, all of my corporeal, tangible personal property and household effects.

ARTICLE IV
DEVISE OF REAL PROPERTY

I will and devise the following described real property to my grand-nephews, RANDELL ARDEN YATES and HAROLD TODD YATES, share and share alike, to-wit:

All of my real property being situated in the Southwest quarter (SW 1/4) of Section 8, Township 7 North, Range 2 East, lying on the Southwest (SW) side of Highway 463 (Main Street), Madison, Madison County, Mississippi.

In the event this tract of land is sold prior to my death, I will and bequeath unto my said grand-nephews the cash sum of Two Hundred Thousand Dollars (\$200,000.00), share and share alike.

If one of my grand-nephews predeceases me, I will and devise all of said tract of land or, if sold, said cash bequest to my other surviving grand-nephew. If both of my grand-nephews predecease me, this devise shall lapse and become a part of my residuary estate and disposed of according to the terms and provisions hereinafter.

ARTICLE V
RESIDUARY ESTATE

A. Primary Disposition.

I will, devise and bequeath unto my niece, ARLENE SADLER YATES, all of the rest, residue and remainder of my estate, whether real, personal or mixed, and of whatsoever kind or character and wheresoever situated, together with any lapsed bequests or devises.

B. Secondary Disposition.

If my said niece predeceases me, then, in that event, I will, devise and bequeath all the rest, residue and remainder of my estate, whether real, personal or mixed, and of whatsoever kind or character and wheresoever situated, together with any lapsed bequests or devises, unto my grand-nephews, namely, RANDELL ARDEN YATES and HAROLD TODD YATES, or their issue, per stirpes.

If all of the above beneficiaries have predeceased me, I will, devise and bequeath unto my niece's husband, HAROLD YATES, all the rest, residue and remainder of my estate, whether real, personal or mixed, and of whatsoever kind or character and wheresoever situated, together with any lapsed bequests or devises.

ARTICLE VI
APPOINTMENT OF FIDUCIARY

A. I appoint my niece, ARLENE SADLER YATES, as Executrix of this my Last Will and Testament. If my said niece shall predecease me or be unwilling or unable to serve as such Executrix, then I appoint my niece's husband, HAROLD YATES, as successor-Executor of my estate.

B. I direct that neither my Executrix nor my successor-Executor shall be required to file any inventory or appraisal of my estate or be required to give any bond whatsoever or to give any accounting to any court or obtain the order or approval of any court in the exercise of any power or discretion herein given.

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

ARTICLE VII
STATEMENT OF INTENT

I recognize that I have other nephews and nieces, however, it is my intent to leave my entire estate to my niece, ARLENE SADLER YATES, and her family as expressly set forth above.

IN WITNESS WHEREOF, I, SUSIE B. HAWKINS, have to this my Last Will and Testament, consisting of four (4) pages, subscribed my name, this the 30 day of Dec, 1991.

Susie B. Hawkins
SUSIE B. HAWKINS

Robert E. Wilford

Sam A. Jackson, Jr.

WITNESSES

This instrument was, on the day and year shown above, signed, published and declared by SUSIE B. HAWKINS to be her Last Will and Testament in our presence, and we, at her request, have subscribed our names hereto as witnesses in her presence and in the presence of each other.

Robert E. Wilford
WITNESS

537 Trustmark Bldg.
ADDRESS

Jackson, Ms 39201

Sam A. Jackson, Jr.
WITNESS

537 Trustmark Bldg.
ADDRESS

Jackson, Ms. 39201



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 16th day of April, 1993, at — o'clock — M., and was duly recorded on the 16th day of April, 1993, Book No. 26, Page 126.

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

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF HINDS

FILED
THIS DATE
APR 16 1993
BILLY V. COOPER
CHANCERY CLERK
BY *Karen Trapp*

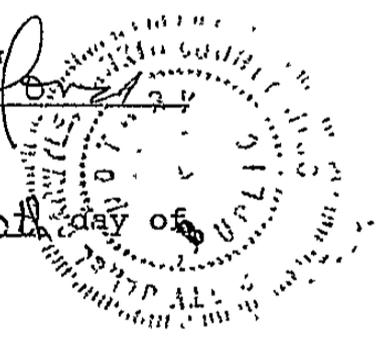
Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Robert E. Williford, who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Susie B. Hawkins, and that the said Susie B. Hawkins signed, published and declared said instrument to be her Last Will and Testament on the 30th day of December, 1991, in the presence of this affiant and Reeve G. Jacobus, Jr., the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Reeve G. Jacobus, Jr., subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testatrix, and in the presence of each other.

Robert E. Williford
ROBERT E. WILLIFORD

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 30th day of December, 1991.

Betty J. Caruyle
NOTARY PUBLIC

My commission expires:
My Commission Expires July 27, 1995



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 16th day of April, 1993, at — o'clock — M., and was duly recorded on the 16th day of April, 1993, Book No. 26, Page 123.

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

FILED
THIS DATE
APR 16 1993
BILLY V. COOPER
CHANCERY CLERK
BY Karen Trapp

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF HINDS

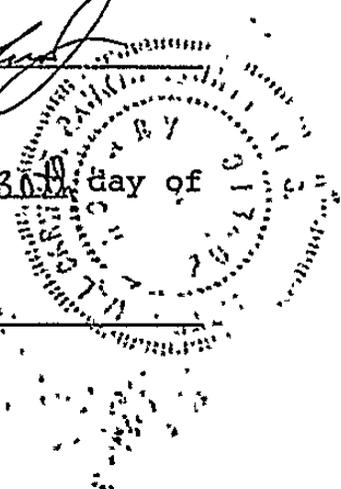
Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Reeve G. Jacobus, Jr., who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Susie B. Hawkins, and that the said Susie B. Hawkins signed, published and declared said instrument to be her Last Will and Testament on the 30th day of December, 1991, in the presence of this affiant and Robert E. Williford, the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Robert E. Williford subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testatrix, and in the presence of each other.

Reeve G. Jacobus, Jr.
REEVE G. JACOBUS, JR.

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 30th day of December, 1991.

Betty J. Carwyle
NOTARY PUBLIC

My commission expires:
My Commission Expires July 27, 1995



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 16th day of April, 1993, at — o'clock — M., and was duly recorded on the 16th day of April, 1993, Book No. 26, Page 128.

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

FILED
THIS DATE
APR 16 1993
BILLY V. COOPER
CHANCERY CLERK
Alton Supp

#31-977

LAST WILL AND TESTAMENT OF PHIL SANDERS, SR.

I, PHIL SANDERS, SR., 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 all former wills and codicils heretofore executed by me.

ARTICLE I.

If my son, Phil Sanders, Jr., survives me, I give, devise and bequeath to him all of my property, real and personal, of whatsoever kind or character and wheresoever situated.

ARTICLE II.

If my son, Phil Sanders, Jr., predecease me, then I give, devise and bequeath all of my property, real and personal, of whatsoever kind or character and wheresoever situated, to my sister, Isabella Sanders.

ARTICLE III.

I nominate and appoint Canton Exchange Bank, Canton, Mississippi as Executor of my Will and estate, and I direct that it shall not be required to enter into any bond as such Executor, and I hereby waive the necessity of having a formal appraisal made of my estate. My Executor shall have full and plenary power and authority to do and perform any act deemed by it to be for the best interest of the estate. Said authority shall include, but shall not be limited to, the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interests, and profits therefrom.

IN WITNESS WHEREOF, I do hereby sign, publish and declare this as my last will and testament in the presence of the persons witnessing it at my request on this the 7th day of September, 1972.

Witnesses
John W. Christopher
Douglas L. Lattery

Phil Sanders, Sr.

PHIL SANDERS, SR.
mark

THIS INSTRUMENT was, on the date shown above, signed, published and declared by PHIL SANDERS, SR. to be his Last Will and Testament in our presence, and we, at his request, have subscribed our names hereto as witnesses in his presence and in the presence of each other.

John W. Christopher

WITNESSES:

Douglas Rader

PAGE 2.



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 16th day of April, 1993, at — o'clock — M., and was duly recorded on the 29th day of April, 1993, Book No. 26, Page 130.

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

FILED
THIS DATE
BILLY V COOPER
CHANCERY CLERK
BY *Karen Trupp*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI 16 1993
IN THE MATTER OF THE ESTATE OF
PHIL SANDERS, SR., DECEASED
CIVIL ACTION FILE NO. 57-777

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

THIS DAY personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named JOHN W. CHRISTOPHER, who, being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Phil Sanders, Sr., Deceased, who was personally known to affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 7th day of September, 1972.

(2) That on the 7th day of September, 1972, the said Phil Sanders, Sr., published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Douglas Rasberry, the other subscribing witness to said instrument.

(3) That the said Phil Sanders, Sr., 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 Douglas Rasberry, 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 Phil Sanders, Sr., and in the presence of each other.

John W. Christopher
JOHN W. CHRISTOPHER

SWORN TO AND SUBSCRIBED BEFORE ME, this the 13th day of April, 1993

Donald Wilkin
NOTARY PUBLIC

(SEAL) NOTARY PUBLIC
MY COMMISSION EXPIRES:
April 16, 1994



STATE OF MISSISSIPPI, County of Madison
I certify that the within instrument was filed for record in my office this 16th day of April, 1993, at o'clock M., and was duly recorded on the 29th day of April, 1993, Book No. 26, Page 132.
BILLY V. COOPER, CHANCERY CLERK BY *Karen Trupp* D.C.

#31-966

BOOK 26 PAGE 138

LAST WILL AND TESTAMENT
OF
LILLIE HARRISON

FILED
THIS DATE
APR 28 1993
BILLY V. COOPER
CHANCERY CLERK
BY *Karen Trapp*

I, LILLIE HARRISON, 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 all former Wills and codicils heretofore executed by me.

I.

I nominate and appoint my son, JAMES EDWARD HARRISON, as executor of my Will and estate, and I direct that he shall not be required to enter into any bond as such executor, and I hereby waive the necessity of having a formal appraisement made of my estate. If for any reason JAMES EDWARD HARRISON should predecease me, I nominate and appoint my daughter, KATIE RUTH HARRIS, as executrix of my Will and estate, and I direct that she shall not be required to enter into any bond as such executrix.

II.

I direct my executor/executrix to pay all my just debts which shall be probated, registered and filed against my estate, and all funeral expenses, as soon after my death as can be conveniently done.

III.

I hereby give, devise and bequeath all of my property, personal, real and mixed to my son, JAMES EDWARD HARRISON. If my son, JAMES EDWARD HARRISON, should predecease me, then I hereby give, devise and bequeath all of my property, real, personal or mixed, to be divided equally, share and share alike, between my two daughters, KATIE RUTH HARRIS AND LENA PEARL HARRISON.

Page 1 of my Will Lillie Harrison

WITNESS: *Bernie Oesley*

WITNESS: *James Williams*

In witness whereof, I have hereunto subscribed my name on this, the 8 day of January, 1986.

Lillie Harrison
LILLIE HARRISON

This instrument was on the day above shown, signed, published and declared by LILLIE HARRISON, to be her Last Will and Testament, in our presence and we, at her request, have subscribed our name hereto as Witnesses, in her presence and in the presence of each other.

Sharon Aubrey
WITNESS

P. O. Box 81, Sharon, MS 39163
ADDRESS

James Williams
WITNESS

Rt. 4 Box 161-0 Canton Ms.
ADDRESS

Page 2 of my Will Lillie Harrison



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 28th day of April, 1993, at — o'clock — M., and was duly recorded on the 28th day of April, 1993, Book No. 26, Page 133.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
IN THE MATTER OF THE ESTATE
OF LILLIE HARRISON, DECEASED

FILED
THIS DATE
APR 28 1993
BILLY V. COOPER
CHANCERY CLERK
BY *Karen Jupp*

CIVIL ACTION FILE # 31-366

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Lillie Harrison, 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 January, 1986.

(2) That on the 8th day of January, 1986 the said Lillie Harrison, published and declared said instrument of writing to be her Last Will and Testament, in the presence of this affiant and in the presence of Levonne Ousley, the other subscribing witness to said instrument.

(3) That the said Lillie Harrison 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 Levonne Ousley, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the said Lillie Harrison, and in the presence of each other.

James Williams
SIGNATURE

SWORN TO AND SUBSCRIBED before me, this the 1st day of April, 1993.
[Signature]
NOTARY PUBLIC
MY COMMISSION EXPIRES 2/11/93
0000.0038
CHANCERY COURT

[Signature]
NOTARY PUBLIC



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 28th day of April, 1993, at — o'clock — M, and was duly recorded on the 28th day of April, 1993, Book No. 26, Page 135.

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

#32-009

BOOK 26 PAGE 136

FILED
THIS DATE
APR 28 1993
BILLY V COOPER
CHANCERY CLERK
BY *Karen Trupp*

LAST WILL AND TESTAMENT OF LILLIE HARPER

I, LILLIE HARPER, a widow and resident of Madison County, Mississippi, being over the age of eighteen years and 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 ALL OTHER WILLS AND/OR CODICILS HERETOFORE MADE BY ME.

ITEM 1. I hereby bequeath and devise all of my property, real, personal and mixed of whatever nature it may be, of which I die seized and possessed, to Lizzie Nell Harper, Rosie Mae Ellis and Virginia Ellis, each to share alike.

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

SIGNED AND DECLARED to be my LAST WILL AND TESTAMENT, this 30th day of November, 1984

Lillie Harper
LILLIE HARPER

Josephine Hood (WITNESS)
Alma Alfred (WITNESS)

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES, this 30th day of November, 1984:

Josephine Hood (WITNESS)
Alma Alfred (WITNESS)



STATE OF MISSISSIPPI, County of Madison

I certify that the within instrument was filed for record in my office this 28th day of April, 1993, at — o'clock — M., and was duly recorded on the 29th day of April, 1993, Book No. 26, Page 136

BILLY V. COOPER, CHANCERY CLERK BY *Karen Trupp* DC

FILED
THIS DATE
APR 28 1993
BILLY V. COOPER
CHANCERY CLERK
BY *Karen Jupp*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
IN THE MATTER OF THE ESTATE
OF LILLIE HARPER, DECEASED

CIVIL ACTION FILE # 32-009

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Lillie Harper, 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 30th day of November, 1984.

(2) That on the 30th day of November, 1984 the said Lillie Harper signed, published and declared said instrument of writing to be her Last Will and Testament, in the presence of this affiant and in the presence of Josephine Hood, the other subscribing witness to said instrument.

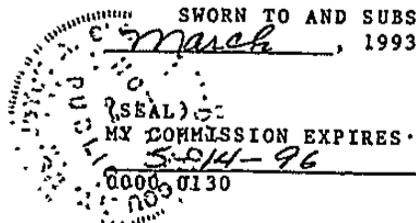
(3) That the said Alma Alfred was then and there of sound and disposing mind and memory, and well above the age of twenty one (21) years.

(4) That this affiant, together with Josephine Hood 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 Lillie Harper, and in the presence of each other.

Alma Alfred
SIGNATURE

SWORN TO AND SUBSCRIBED before me, this the 12th day of March, 1993.

James H. Hubbs
NOTARY PUBLIC



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 28th day of April, 1993, at — o'clock — M, and was duly recorded on the 29th day of April, 1993, Book No 26, Page 137.

BILLY V. COOPER, CHANCERY CLERK BY *Karen Jupp* D.C.

LAST WILL AND TESTAMENT OF ROBERT JOHNSON

FILED
THIS DATE
2:30 P.M.
MAY 5 1993
BILLY V COOPER
CHANCERY CLERK
W. D. Ave

32-028

I, Robert Johnson, 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, and I hereby specifically revoke any and all former wills and codicils heretofore executed by me.

ARTICLE I.

I give, devise and bequeath all of my property, both real and personal, of whatsoever kind or character and wheresoever situated, unto John Miggins.

ARTICLE II.

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

IN WITNESS WHEREOF, I have hereunto subscribed my name and published and declared this to be my Last Will and Testament on this the 6th day of October, 1989.

Robert Johnson

ROBERT JOHNSON

This instrument was, on the date shown above, signed,

published and declared by ROBERT JOHNSON to be his Last Will and Testament in our presence, and we, at his request, have subscribed our names hereto as witnesses in his presence and in the presence of each other.

John Chastagne

WITNESS

P.O. Box 532

ADDRESS

Canton, MS 39046

ADDRESS

Kathryn Moring

WITNESS

P.O. Box 589

ADDRESS

Canton, MS 39046

ADDRESS



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 5th day of May, 1993, at 2:30 o'clock P. M., and was duly recorded on the May 17, 1993, Book No. 26, Page 138.

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

FILED
THIS DATE
2:30 P.M.
MAY 5, 1993
BILLY V COOPER
CHANCERY CLERK
BY [Signature]

IN THE MATTER OF
THE LAST WILL AND TESTAMENT OF
ROBERT JOHNSON, DECEASED
CIVIL ACTION FILE
NO. 32-028

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for said county and state, JOHN CHRISTOPHER, one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Robert Johnson, deceased, and who, being by me first duly sworn, deposed and said that the said Robert Johnson signed, published and declared said instrument as his Last Will and Testament on October 6, 1989, the date of said instrument, in the presence of this deponent and in the presence of Kathryn Irving, the other subscribing witness, and that the said testator was then of sound and disposing mind and memory, more than 21 years of age, and had his usual place of residence in Madison County, Mississippi, and the said John Christopher and Kathryn Irving subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of the said testator, in the presence of the said Robert Johnson and in the presence of each other on the day and year of the date of said instrument.

[Signature]
JOHN CHRISTOPHER

SWORN to and subscribed before me, this the 13th day of April, 1993.

[Signature]
NOTARY PUBLIC
(Notary Seal)

My commission expires:
3-27-95



STATE OF MISSISSIPPI, County of Madison:
I certify that the within instrument was filed for record in my office this 5th day of May, 1993, at 2:30 o'clock P. M., and was duly recorded on the May 17, 1993, Book No. 26, Page 140.
BILLY V. COOPER, CHANCERY CLERK BY: Connie Gutherie D.C.

32-006

LAST WILL AND TESTAMENT
OF
CELESTE A. ELLIS

FILED
THIS DATE
MAY 7 1993
WILLY V. CUMPER
CHANCEFY CLERK
BY *[Signature]*

STATE OF MISSISSIPPI
COUNTY OF MADISON

I, CELESTE A. ELLIS, a resident citizen of Madison County, Mississippi, being of sound and disposing mind, memory and understanding, and being over the age of twenty-one (21) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all Wills, Testaments and Codicils thereto heretofore made by me.

ITEM I

I hereby direct that all of 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

I give, devise and bequeath to my husband, WALTER HERMAN ELLIS, all money which is in my possession and is located in Account No. 250-617-8 in the Canton Exchange Bank in Madison County, Mississippi. These funds represent my life's earnings while married to my husband.

ITEM III

All money, real and personal property in my possession, which I received by inheritance from my mother, Mildred R.

Celeste A. Ellis

CELESTE A. ELLIS

AKS
524B

Armstrong, and from my aunt, Vallie A. Jenkins, including the proceeds from the sale of any such property, and all moneys located in any other bank account in my name, other than the one mentioned above in Item II, stock certificates or lands purchased as a result of my inheritance, I give, devise and bequeath as follows:

(a) One-third (1/3) of said property to my husband, WALTER HERMAN ELLIS;

(b) One-third (1/3) of said property to my son, ANDERSON KENT ELLIS, per stirpes;

(c) One-third (1/3) of said property to my son, NOEL ARMSTRONG ELLIS, per stirpes. In the event that NOEL ARMSTRONG ELLIS has no living children at the time of his death, then the one-third (1/3) of said property devised to my son NOEL ARMSTRONG ELLIS shall become the property of my son, ANDERSON KENT ELLIS, per stirpes.

ITEM IV

I give, devise and bequeath to my son, ANDERSON KENT ELLIS, the following items:

- (a) Antique mirror over cedar chest;
- (b) Cade Kirk's knapsack holder;
- (c) Cassie Armstrong's antique cake plate;
- (d) Vallie Jenkins' antique cake plate;
- (e) Antique ruby glass candlesticks;
- (f) Ethel Armstrong's desk;
- (g) Antique demitasse set;
- (h) One-half (1/2) of the buttons on Elizabeth Thornton's wedding dress;
- (i) Walter Armstrong's silver fountain pen;
- (j) Laura Muirhead's bible;


 CELESTE A. ELLIS

A.H.S.
 M.H.B.

- (k) Ruby and gold glass decanter;
- (l) \$5.00 gold piece;
- (m) Antique black cameo earrings;
- (n) Diamond earrings;
- (o) Crystal necklace;
- (p) Antique ring box;
- (q) Sterling silver link bracelet;
- (r) Antique soapstone carvings.

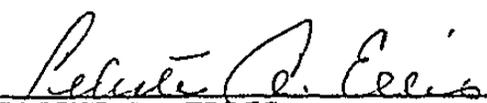
ITEM V

I give, devise and bequeath to my son, NOEL ARMSTRONG ELLIS, the following items:

- (a) Walter Armstrong's lap robe;
- (b) Ethel Armstrong's bronzed baby shoes;
- (c) Willie Armstrong's antique cake plate;
- (d) Vallie Jenkins' green bowl;
- (e) Carrie Armstrong's silver;
- (f) Walter Armstrong's watch;
- (g) One-half (1/2) of the buttons on Elizabeth Thornton's wedding dress;
- (h) Laura Muirhead's wedding band;
- (i) Antique lavalier;
- (j) Pearl and diamond ring;
- (k) Opal earrings;
- (l) Jet necklace;
- (m) Antique perfume bottle and powder bowl;
- (n) Antique blue Chinese pitcher.

ITEM VI

All the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and


CELESTE A. ELLIS

AHS
MAB

wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall have any power of appointment, I do hereby give, devise and bequeath to my husband, WALTER HERMAN ELLIS, and same shall be his absolutely.

ITEM VII

I hereby appoint, nominate and constitute ANDERSON KENT ELLIS, my son, as Executor of this my Last Will and Testament. 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, 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.

The foregoing Will consists of Five 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 2 day of

April, 1985.

Celeste A. Ellis
CELESTE A. ELLIS

AHS
MHR

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, each of the subscribing witnesses to the Last Will and Testament of CELESTE A. ELLIS, do hereby certify that said instrument was signed by the said CELESTE A. ELLIS in our presence and in the presence of each of us, and that the said CELESTE A. ELLIS 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 CELESTE A. ELLIS, in her presence and in the presence of each other.

Ana L. Scott

ADDRESS: RT 1, Box 163
Madison, MS 39110

Mari H. Lane

ADDRESS: Route 3, Box 6
Canton, Miss 39046

Celeste A. Ellis
CELESTE A. ELLIS



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 17th day of May, 1993, at o'clock — M., and was duly recorded on the May 17, 1993, Book No. 26, Page 141.

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

IN THE CHANCERY COURT OF MADISON COUNTY

FILED
THIS DATE
MAY 7 1993
CLY V CLINCH
CHANCEFY CLL
BY Karen Supp

STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF

CELESTE A. ELLIS, DECEASED

CIVIL ACTION NO. 32-006

PROOF OF WILL

Comes now Ann L. Scott Hutzell, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Celeste A. Ellis, and enters her appearance herein as provided by Section 91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that Celeste A. Ellis, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 2nd day of April, 1985, the day of the date of said instrument, in the presence of this deponent and Marie H. Banes, the other subscribing witness, and that said testatrix 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 Marie H. Banes subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special

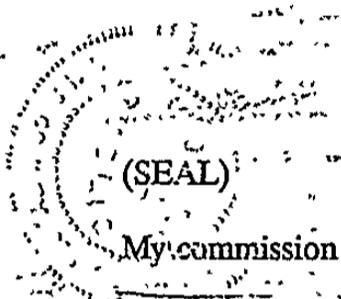
instance of said testatrix and in the presence of said testatrix and in the presence of each other, on the day of the date of said instrument.

Ann L. Scott Hutzel
ANN L. SCOTT HUTZEL

STATE OF MISSISSIPPI

COUNTY OF HINDS

SWORN TO AND SUBSCRIBED before me on this the 1st day of April, 1993.



Ursula Hour
NOTARY PUBLIC

My commission expires:

My Commission Expires July 23, 1994

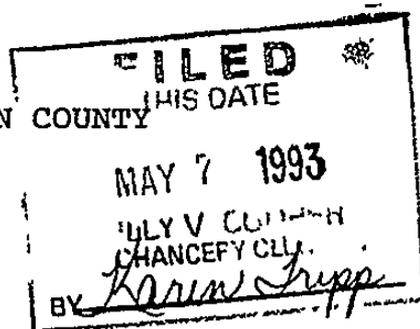


STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 7th day of May, 1993, at _____ o'clock _____ M., and was duly recorded on the May 17, 1993, Book No. 26, Page 146.

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

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI



IN THE MATTER OF THE ESTATE OF
CELESTE A. ELLIS, DECEASED

CIVIL ACTION FILE NO. 32-006

PROOF OF WILL

Comes now MARIE H. BANES, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Celeste A. Ellis, 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 Celeste A. Ellis, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 2nd day of April, 1985, the day of the date of said instrument, in the presence of this deponent and Ann L. Scott, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and Ann L. Scott subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of

said testator and in the presence of said testator and in the presence of each other, on the day of the date of said instrument.

Marie H. Banes
MARIE H. BANES

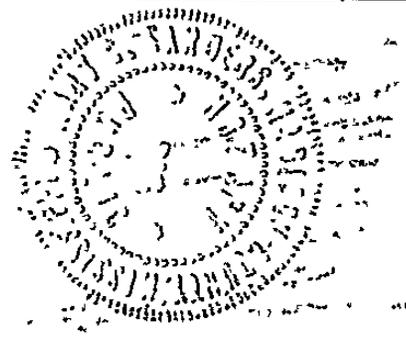
STATE OF MISSISSIPPI

COUNTY OF MADISON

SWORN TO AND SUBSCRIBED before me on this the 16th day of April, 1993.

Mary S. Sanders
NOTARY PUBLIC

(SEAL)
MY COMMISSION EXPIRES:
10-2-94



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 7th day of May, 1993, at _____ o'clock _____ M., and was duly recorded on the May 17, 1993, Book No. 26, Page 148.

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



State of Florida,
County of Duval.

BOOK 26 PAGE 150

Estate of: Kenneth Dale Campbell, Deceased
File No: 90-379-CP
Division: CV-K

I, HENRY W. COOK, Clerk of the Circuit Court of the Fourth

Judicial Circuit of the State of Florida, in and for Duval County, do hereby certify that the foregoing is a true and correct copy of the original as it appears on record and in the office of the Clerk of Circuit Court of Duval County, Florida.

Last Will and Testament admitted to Probate and Record, March 2, 1990.

31-172

THIS DATE
MAY 14 1993
DILLY V COOPER
CLERK
BY Karen [Signature]

In Witness Whereof, I have hereunto set my hand and affixed the seal of said Circuit Court of the Fourth Judicial Circuit of the State of Florida, in and for Duval County, on this 16th day of March, A.D. 19 93.

[Signature]
Clerk Circuit Court Duval County, Florida

I, Henry F. Martin, Jr., one of the Judges of the Circuit Court of the State of Florida, for the Fourth Judicial Circuit in and for Duval County, do hereby certify that the foregoing certificate and attestation by Henry W. Cook, Clerk of the said Court, is in due form; and that the said Henry W. Cook, as Clerk of the said Circuit Court of the Fourth Judicial Circuit of the State of Florida, in and for Duval County, is the proper custodian of the files and records referred to in the said certificate, and is authorized by law to make exemplified copies of the same; and is authorized by law to affix the seal of said Court thereto; that the signature of said Henry W. Cook affixed to the foregoing certificate is his genuine signature, and the seal of said Court thereto affixed is the genuine and authentic seal of said Court.

Dated.. March 16, 1993

[Signature]
Circuit Judge

I, HENRY W. COOK, Clerk of the Circuit Court of the Fourth Judicial Circuit of the State of Florida, in and for Duval County, do hereby certify that

Henry F. Martin, Jr. who signed the foregoing certificate is one of the duly commissioned and qualified judges of said Court; and that his signature to the foregoing certificate is his genuine signature.

In Witness Whereof, I have hereunto set my hand and affixed the seal of said Court, at Jacksonville, Florida, on this 16th day of March, A.D. 19 93.

[Signature]
Clerk Circuit Court Duval County, Florida

Last Will and Testament

90 379-CP

OFFICIAL RECORDS

Vol 6859 Pg 2042

KNOW ALL MEN BY THESE PRESENTS That I, Kenneth Dale Campbell of the City/Town of Jacksonville, County of Duval and State of Florida, 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.

FILED AND COMPUTER INPUT MAR 13 1981 HENRY W. COOK CLERK CIRCUIT COURT

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 either this instrument or a separate inter vivos trust 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 Margaret A. Campbell 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) Jeanne Campbell Bernstein, of (Address) 1692 Ironwood Road Atlanta Georgia 30067 as guardian of such of my children as shall then be minors.

FIFTH: I hereby appoint my wife, Margaret A. Campbell, as Executrix of this my LAST WILL AND TESTAMENT. If she does not survive me, then I appoint (Name) Jeanne Campbell Bernstein, of (Address) 1692 Ironwood Road Marietta Georgia 30067 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 Jacksonville, Florida, this 7th day of July, 19 81. (sign here) Kenneth D Campbell 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) [Signature] of Jacksonville, Fla.
(2) [Signature] of Jacksonville, Fla.
(3) [Signature] of Jacksonville, Fla.

AFFIDAVIT

OFFICIAL RECORDS

STATE OF FLORIDA
COUNTY OF DUVAL

City
or
Town JACKSONVILLE, FLORIDA

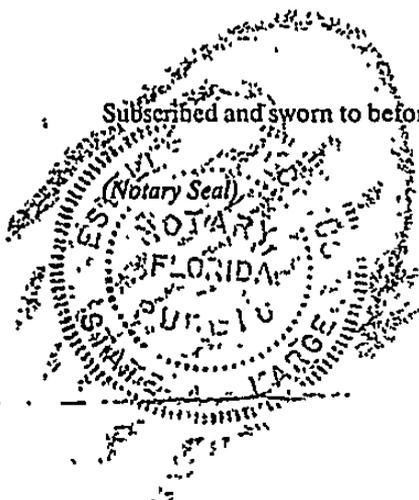
Personally appeared (1) W. W. Loy

(2) Mary Stone and (3) Edwina Richards

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) [Signature]
- (2) [Signature]
- (3) [Signature]

Subscribed and sworn to before me this 7th day of July, 1981



[Signature]
Notary Public

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAY 13 1982
BONDED THRU GENERAL INS UNDERWRITERS



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 14th day of May, 1993, at _____ o'clock _____ M., and was duly recorded on the May 17, 1993, Book No. 86, Page 150.

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

This instrument was recorded at request of:

BOOK

26 PAGE 153

Jack G. Gunn
745 S. Pear Orchard Road
Ridgeland, MS 39157

FILED
THIS DATE
11:00 AM
MAY 28 1993
BILLY V COOPER
CHANCERY CLERK
D. *Tommy Guthrie*

The recording official is directed to return this instrument or a copy to the above person.

Space Reserved For Recording Information

**Certificate of Trustee's Power and
Abstract of Trust of the
THE JACK G. GUNN TRUST**

TR 26 LawForms 6 90

Effective Date:

28 May 1993

Grantor (Name, Address and Zip Code):

Jack G. Gunn
745 S. Pear Orchard Road
Ridgeland, MS 39157

County and State where Trust is Located:

Madison, Mississippi

Primary Trustee (Name, Address and Zip Code):

Jack G. Gunn, 745 S. Pear Orchard Road
Ridgeland, MS and Jack Gordon Gunn, 208
Kitchings Dr., Clinton, MS. as trustees for
the Jack G. Gunn Trust dated 28 May 1993.

The following provisions are found in that certain trust agreement named and described above, by and between the above-designated Grantor and Trustee, and may be relied upon as a full statement of the matters covered by such provisions by anyone dealing with Trustee or any successor Trustee. However, in the unlikely event there is a clerical error causing a discrepancy between the original trust and this certificate and abstract of the trust, the original trust document will control the interpretation and administration of the trust.

Names and Addresses of Beneficiaries. In compliance with applicable state and federal statutes, we disclose only the names and addresses of the beneficiaries of this trust, other than the Grantors, who have a lifetime beneficial interest, as follows:

Name of Beneficiary

Mailing Address and Zip Code

a. Jack Gordon Gunn

208 Kitchings Drive
Clinton, MS 39056

b. Brian Adkins

821 Lake County Lane
Madison, MS 39110

c. Todd Adkins

3852 A Utah Place
St. Louis, Mo 63116

d. Maureen Devereaux

407 Glover Street
Lake Charles, LA 70605

e.

f.

g.

h.

i.

j.

DESIGNATION OF SUCCESSOR TRUSTEES

All the powers and discretions vested in trustees shall be exercisable by any such additional successor trustee or co-trustee. If the primary trustee dies or otherwise ceases to function as trustee, the following persons shall serve as successor trustees in the order of priority hereafter set forth.

DESIGNATION OF SUCCESSOR TRUSTEES. The successor trustees are as follows:

a. Jack G. Gunn, 745 S. Pear Orchard Road, Ridgeland, MS.

b. Jack Gordon Gunn, 208 Kitchings Drive, Clinton, MS.

Upon the death, resignation, disqualification, or removal of the above, the following shall act as co-trustees in common.

c. Mark G. Gunn, 208 Kitchings Drive, Clinton, MS.
Brian Adkins, 821 Lake County Lane, Madison, MS.
Todd Adkins, 3852 A Utah Place, St. Louis, MO.

d. Vivia W. Gunn, 208 Kitchings Drive, Clinton, MS.

1.13 Place of Constructive Notice of Trust Revocation, Amendment or Trustee Succession. The parties to this trust designate this governmental office: Madison County, MS Chancery Clerk's Office, as the location where title companies and others may check to ascertain if this trust has been revoked or amended in any material respect to change the Trustees or Successor Trustees or the powers originally granted to the Trustees. A signed abstract of certain terms of this trust shall be filed or recorded with that public office as notice of the existence of this trust, its Grantor, Trustee, beneficiaries, powers of the Trustee, and other relevant terms. All parties dealing with this trust may rely on the abstract, amended abstracts, and other documents filed or recorded with that public office in ascertaining the status of this trust and may assume, if there are no official filings or recordings to the contrary, that no material changes have been made to the trust since the last filing or recording.

4.19 Trustee. References in this instrument to Trustee shall be deemed to include not only the original Trustee or Co-Trustees but also any additional or Successor Trustee or Co-Trustees, and all the powers and discretions vested in Trustee shall be vested and exercisable by any such additional or Successor Trustee or Co-Trustees.

5.2 Trustee Powers. In the investment, administration, and distribution of the trust estate and the several shares thereof, the Trustee (subject only to the duty to apply the proceeds and avails of the trust property to the purposes therein specified) may perform every act in the management of the trust estate which individuals may perform in the management of like property owned by them free of trust, and it may exercise every power with respect to each item of property in the trust estate, real or personal, which individual owners of like property can exercise, including, by way of illustration but not by way of limitation, the following powers:

5.2.a To Have Rights. To have, with respect to all trust property, all the rights, powers and privileges of an owner, including the power to give proxies, pay assessments, abandon stock, or to expend any sums deemed by Trustee to be necessary for the protection of the trust estate, and to participate in voting trusts, pooling agreements, foreclosures, reorganizations, consolidations, mergers and liquidations, and to participate in and deposit securities with any creditors, bondholders, stockholders or other protective committees.

5.2.b To Apportion Principal and Income. To determine what is principal and what is income and to allocate receipts and expenses between them as Trustee shall in good faith determine to be in accordance with the laws of the State of the effective of this trust or such other laws as shall from time to time exist; provided, however, that notwithstanding any such laws, all dividends payable in shares of a corporation other than the declaring corporation and all capital gains distributions of any investment trust should inure to the principal.

5.2.c To Add Net Income. To add the portion of the net income of this trust in excess of net income distributed to principal and reinvest such amounts at the end of the taxable year of this trust.

5.2.d To Purchase Insurance. To carry insurance against such risks and for such amounts and upon such terms as Trustee deems necessary and for the protection of Trustee or any beneficiary of the trust estate, and to purchase policies of insurance on the life of any beneficiary of any trust, or on the life of any other person in whom any trust may have an insurable interest, and to continue in effect or to terminate any life insurance policy which may be owned or held by any trust; and to pay (from income or principal) any premiums or other charges, and to exercise any and all rights or incidents of ownership in connection therewith.

5.2.e To Pay Costs. To pay all costs, charges and expenses of the trust estate and pay or compromise all taxes pertaining to the administration of the trust estate which may be assessed against it or against Trustee on account of the trust estate or the income thereof, together with a reasonable compensation to Trustee for Trustee's services hereunder, including services in the matter of whole or partial distribution of the trust estate.

5.2.f To Deal Between. To sell or purchase assets from any trust or estate in which the beneficiary of the trust established by Grantor may be interested, including sales by the trust hereby established to any other one of the trusts hereby established; to deal in every way and without limitation or restriction with the personal representative, Trustee or other representative of any trust or estate in which any beneficiary hereunder has any existing or future interest, even though Trustee is acting in such other capacity, without liability for loss or depreciation resulting from such transactions; to purchase from, sell to, or otherwise deal with any corporation, association, partnership or firm with which any of them may be affiliated, or in which any of them may in any other way be interested, as freely as Trustee might or could deal with an independent third party, and without any greater responsibility, all rules or provisions of law to the contrary being hereby expressly waived.

5.2.g To Determine Value. To determine the market value of any investment of the trust estate for any purpose on the basis of such quotations or information as Trustee may deem pertinent and reliable without any limitation whatsoever; to distribute in cash or in kind upon partial or final distribution.

5.2.h To Hold Property. To retain, without liability for loss or depreciation resulting from such retention, original property, real or personal, received by Trustee from Grantor's estate, including but not limited to stock and securities of Trustee, for such time as to Trustee shall seem advisable; although such property may not be of the character prescribed by law or by the terms of this instrument for the investment of other trust assets, and although it represents a large percentage or all of the trust estate, that original property may accordingly be held as a permanent investment.

5.2.i To Insure and Change. To insure, improve, repair, alter and partition real estate, erect or raze improvements, grant easements, subdivide, or dedicate property to public use.

5.2.j To Develop. To develop, improve, lease, partition, abandon, subdivide, dedicate as parks, streets and alleys, and grant easements and rights-of-way with respect to any real property or improvements of this trust, and to improve, construct, repair, alter, reconstruct, or demolish any such improvements, and to lease for any periods, all or any part of the trust estate upon such terms and conditions and for such considerations as Trustee may deem advisable. Any lease may be made for such period of time as Trustee may deem proper, without regard to the duration of the trust or any statutory restriction on leasing and without the approval of any court.

5.2.k To Sell. To sell, lease, pledge, mortgage, transfer, exchange, convert or otherwise dispose of, or grant options with respect to, any and all property at any time forming a part of the trust estate, in such manner, at such time or times, for such purposes, for such prices and upon such terms, credits and conditions as Trustee deems advisable. Any lease made by Trustee may extend beyond the period fixed by statute for leases made by fiduciaries and beyond the duration of the trust.

5.2.l To Lease. To lease property upon any terms or conditions and for any term of years although extending beyond the period of any trust hereunder, including week to week, month to month, and year to year rentals.

5.2.m To Purchase Special Properties. To purchase or otherwise acquire, and to retain, whether originally a part of the trust estate or subsequently acquired, any and all stocks, bonds, notes or other securities, or any variety of real or personal property, including stocks or interests in investment trusts and common trust funds, as Trustee may deem advisable, whether or not such investments be of the character permissible for investments by fiduciaries or be unsecured, unproductive, underproductive, overproductive, or of a wasting nature. Investments need not be diversified and may be made or retained with a view to a possible increase in value. Trustee may at any time render liquid the trust estates, in whole or in part, and hold cash or readily marketable securities of little or no yield for such period as Trustee may deem advisable.

5.2.n To Settle. To complete, extend, modify or renew any loans, notes, bonds, mortgages, contracts or any other obligations which the trust estate may owe or be a party to or which may be liens or charges against any property of the trust estate, although the trust estate may not be liable thereon, in such manner as Trustee may deem advisable; to pay, compromise, compound, adjust, submit to arbitration, sell or release any claims or demands of the trust estates against others or of others against the trust estates as Trustee may deem advisable, including the acceptance of deeds of real property in satisfaction of bonds and mortgages, and to make any payments in connection therewith which Trustee may deem advisable.

5.2.o To Hold Partnership Interests. To act as a general partner or as a limited partner in any general or limited partnership, in the same manner that an individual could act in such capacity.

5.2.p To Operate Business. To operate and manage, at the sole risk of the trust estate and not at the risk of Trustee, any property or business received in trust, as long as Trustee may deem advisable; Trustee is authorized to incorporate any unincorporated business received hereunder and to accept beneficial employment with or from any business in which the trust estate may be interested, whether by way of stock ownership or otherwise, and even though the interests of the trust estate in the business shall constitute a majority interest therein, or the complete ownership thereof; and to receive appropriate compensation from such business for such employment.

5.2.q To Dissolve Corporations. To enter into an agreement making the trust estate liable for a pro-rata share of the liabilities of any corporation which is being dissolved, and in which stock is held, when, in Trustee's opinion, such action is in the best interests of the trust estate.

5.2.r To Borrow. To borrow money for any purpose connected with the protection, preservation or improvement of the trust estate whenever in Trustee's judgment this action is deemed advisable, and as security to mortgage or pledge any real estate or personal property forming a part of the trust estate upon such terms and conditions as Trustee may deem advisable. Money may be borrowed from the banking department of the corporate Trustee.

5.2.s To Invest. To invest and reinvest the trust estate, both principal and income if accumulated, in any property or undivided interests therein, wherever located, including bonds, notes (secured and unsecured), stock corporations (including stock of Trustee corporation), real estate (or any interest therein), and interests in trusts, including common trust funds, without being limited by any statute or rule of law concerning investments of trustees, and to hold on deposit or to deposit any funds in one or more banks, including Trustee bank, in any form of account whether or not interest-bearing; to cause any of the investments which may be delivered to or acquired by Trustee to be registered in Trustee's name or in the name of a nominee; any corporation or its transfer agent may presume conclusively that such nominee is the actual owner of any investment submitted for transfer; to retain any investment received in exchange in any reorganization or recapitalization.

5.2.t To Acquire Stock Rights. To acquire stock and securities of the Trustee corporation by the exercise of rights to acquire stock and securities issued in connection with the stock of Trustee comprising a portion of the trust estate, including but not limited to the following: To vote in person or by general or limited proxy with respect to any shares of stock or other securities held by Trustee; to consent, directly or through a committee or other agent; to the reorganization, consolidation, merger, dissolution or liquidation of any corporation in which the trust estate may have any interest, or to the sale, lease, pledge or mortgage of any property by or to any such corporation; and to make any payments and to take any steps which Trustee may deem necessary or proper to enable Trustee to obtain the benefit of such transaction.

5.2.u To Set Up Reserves. To set up, out of the rents, profits or other income received, if any, reserves for taxes, assessments, insurance premiums, repayments of mortgage or other indebtedness, repairs, improvements, depreciation, obsolescence and general maintenance of buildings and other property, and for the equalization of payments to or for beneficiaries entitled to receive income, as Trustee shall deem advisable.

5.2.v To Make Distribution. To make any distribution or division of the trust property in cash or in kind, or in kind, and to allot different kinds or disproportionate shares of property or undivided interests in property among the beneficiaries or portions, and to determine the value of any such property; and to continue to exercise any powers and discretions herein given for a reasonable period after the termination of the trust, but only for so long as no rule of law relating to perpetuities would be violated.

5.2.w Broad Securities Brokerage and Margin Powers. To buy, sell and hypothecate stocks, bonds, commodities and securities of every nature on margin; to buy, sell and write "put and call" options; to engage in buying options, long and covered option writing; and, in connection therewith, to borrow money and to pledge any and all stocks, bonds and securities, to execute any and all agreements on behalf of the trust which any broker may require to establish a margin account or otherwise deal in stocks; and to transact all types of securities transactions with a brokerage firm that are allowed under SEC regulations.

5.2.x To Delegate Powers. To delegate powers, discretionary or otherwise, for any purpose to one or more nominees or proxies with or without power of substitution; to make assignments to and deposits with committees, trustees, agents, depositories and other representatives; and to participate and retain any investment received in exchange in any reorganization or recapitalization.

5.2.y To Employ Agents. To employ agents, experts and counsel, investment or legal, even though they may be associates with, employed by, or counsel for Trustee or any beneficiary of the trust estate; and to make reasonable and proper payments to such agents, experts or counsel for services rendered.

5.2.z To Keep Property in Name of Nominee. To keep any property in the name of a nominee with or without disclosure of any fiduciary relationship.

5.2.aa To Designate Signator on Bank Accounts. To have the power to designate, as signator or joint signator on any trust bank account, any person Trustee desires to designate. This person shall act as agent for Trustee and may sign on the bank account, deposit funds in the bank account, or otherwise deal with the bank account.

5.2.bb To Guarantee Debts. To sign guarantees of loans and co-sign or endorse any type of loan document and thus obligate the trust assets for and on behalf of any individual, partnership, corporation, trust, or other type of participating interest or with which the trust is involved in some type of business relationship and to guarantee an indebtedness; co-sign or endorse an indebtedness for and on behalf of one of the named beneficiaries of the trust should Trustee deem it helpful to a beneficiary. This power supplements the power of Trustee to borrow. Grantor contemplates that many times in the business world, it is more advantageous for an individual or trust to make arrangements to guarantee a loan rather than directly borrowing the funds, and then lending the funds from the trust to the business ventures with which the trust may be associated, or from the trust to the beneficiary of the trust.

5.2.cc To Transfer Situs. To transfer the situs of the trust estate to some other place; and in so doing, to resign and appoint a substitute Trustee who may delegate any and all trustee powers to the appointing Trustee as agent, and to remove any substitute Trustee appointed pursuant to this paragraph at any time and appoint another, including the appointing Trustee.

5.2.dd To Receive Additional Assets. To receive additions to any trusts established under this agreement from any source, and to administer such additions according to the terms of this agreement.

5.2.ee To Commence or Defend Litigation. To commence or defend such litigation with respect to the trust or any property of the trust as Trustee may deem advisable, at the expense of the trust; and to compromise, abandon, or otherwise adjust any claims or litigation against or in favor of the trust.

5.2.ff To Make Joint Investments. To make joint investments for any two or more trusts hereunder.

5.2.gg To Reorganize. To unite with the owners of other securities in carrying out any plan for the reorganization of any corporation; to deposit securities in accordance with any such plan; and to pay any expenses which may be required with reference to any such plan.

5.2.hh To Make Loans. To make loans to any person, including any beneficiary, with adequate interest and adequate security.

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

5.2.ij To Exploit Oil, Gas and Other Mineral Interests. To drill, mine and otherwise operate for the development of oil, gas and other mineral interests; to enter into contracts relating to the installation and operation of absorption and repressuring plants; to enter into unitization or pooling agreements for any purpose including primary or secondary recovery; to place and maintain pipelines and telephone and telegraph lines; to execute oil, gas and mineral leases, division and transfer orders, grants and other instruments; and to perform such other acts as Trustee deems appropriate, using such methods as are commonly employed by owners of such interests in the community in which the interests are located.

5.2.kk To Appoint Ancillary Trustee. To appoint an individual or another corporation as Trustee if the Trustee is unable to act with respect to real and tangible personal property not located in the state of the trust's situs. The appointed Trustee (1) shall have all the powers of the appointing Trustee, to be exercised, however, only with the approval of the appointing Trustee, (2) shall not, unless required by law, make periodic judicial accountings, but shall furnish the appointing Trustee with semi-annual statements, and (3) may delegate any or all trust powers. The appointing Trustee is to require any Trustee so appointed to remit to the appointing Trustee the income and net proceeds of any sale of any property and the appointing Trustee may remove any Trustee appointed pursuant to this paragraph at any time and to appoint another, including the appointing Trustee.

5.7 Authority. No person dealing with Trustee shall be obliged to inquire as to Trustee's powers or to see to the application of any money or property delivered to Trustee. Trustee shall not be required to obtain authority or approval of any court in the exercise of any power conferred hereunder. Trustee shall not be required to make any current reports or accountings to any court nor to furnish a bond for the proper performance of Trustee's duties hereunder. Trustee may execute and deliver any and all instruments in writing which Trustee may deem advisable to carry out any of the foregoing powers. No party to any such instrument in writing signed by Trustee shall be obliged to inquire into its validity, or be bound to see to the application by Trustee of any money or other property paid or delivered to Trustee pursuant to the terms of any such instrument.

1 Succession of Powers. Each Successor Trustee under this agreement shall have, exercise, and enjoy all the rights, privileges and powers, both discretionary and ministerial, as are given and granted to the original Trustee, and shall incur all the duties and obligations imposed upon the original Trustee.

7.4 Payments. All payments of income or principal shall be made to the respective beneficiaries in person or upon their personal receipts, or may at their discretion be deposited in any bank to the credit of such beneficiary in any account carried in the beneficiary's name or jointly with another or others. Payments or distributions to an incompetent beneficiary may nevertheless be made by Trustee for the benefit of such beneficiary in such of the following ways as in Trustee's opinion will be most desirable:

- a. directly to such beneficiary;
- b. to beneficiary's legal representative;
- c. to some near relative or friend; or
- d. by Trustee using such payments directly for the benefit of such beneficiary.

A beneficiary shall be determined to be incompetent in the same manner as prescribed in Part Eight for determining a Trustee to be incompetent or if a beneficiary is a minor or under legal disability declared by a court of competent jurisdiction, or if a beneficiary shall be incapacitated so as to make it impossible or impracticable for such person to give prompt and intelligent consideration to business matters. Trustee may act upon such evidence of the competency or incompetency of any person as Trustee shall deem appropriate and reliable without liability by reason thereof.

9.1.c Acts of Trustees. If there are two Trustees, both must consent and act to bind the trust. If there are three or more Trustees, then the act of a majority of the Trustees shall constitute the act of the trust. Unanimous approval of Trustees shall be necessary only when expressly provided for elsewhere in this trust.

9.5 One Trustee Authority to Sign Insurance Applications and Tax Documents. If any insurance is purchased by the Trustees of this trust, any one of them may sign life, property and casualty or other insurance applications and other paperwork necessary to purchase and process the policies. The reason for this special authority to any one of the Trustees is that sometimes speed is necessary in obtaining insurance coverages and damages may be caused to the trust by the unnecessary delays of finding one Trustee. Any one of the Trustees may sign tax applications, returns and other tax and governmental forms and paperwork that may be required from time to time.

11.1 Power in Grantor During Lifetime of Grantor. In addition to any powers reserved to the Grantor elsewhere in this trust, Grantor reserves the right at any time or times to amend or revoke this instrument and the trusts hereunder, in whole or in part, by an instrument or instruments in writing, signed by Grantor and delivered in Grantor's lifetime to Trustee.

In confirmation and affirmation of the foregoing, the undersigned, as Grantor and Trustee, hereby state that the assertion by any Trustee hereinabove designated that (a) he or she is acting alone or with another as a qualified Trustee, or (b) he or she is acting with full delegated powers from a Co-Trustee, shall be sufficient on its face, and no person shall be put to further inquiry into the right of such Trustee to so act.

Reproductions of this executed original (with reproduced signatures) shall be deemed to be original counter-parts of this Certificate and Abstract.

IN WITNESS WHEREOF, the parties execute this legal instrument intending that it be effective on the Effective Date and at the Effective Place of Execution.

Joe M. Gurn
Signature of Grantor

STATE OF Mississippi)
County of Hinds) ss.)

Joe M. Gurn
Joel Gordon Gurn
Signature of Trustee

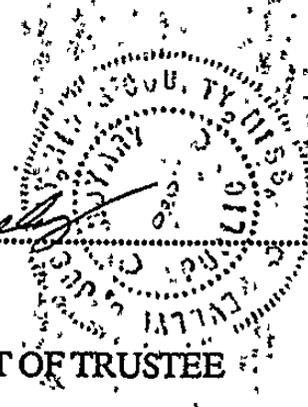
ACKNOWLEDGEMENT OF GRANTOR

On this date, May 28, 1993 before me, the undersigned Notary Public, personally appeared Joe M. Gurn and Joel Gordon Gurn who acknowledged himself/herself/themselves to be the person named herein and executed the within instrument for the purposes contained therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires March 8, 1994
Notary Expiration Date
STATE OF Mississippi)
County of Hinds) ss.)

Elizabeth A. Jurely
Notary Public
ACKNOWLEDGEMENT OF TRUSTEE

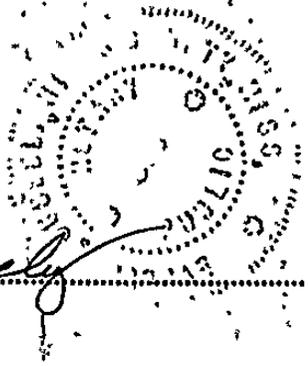


This instrument was acknowledged before me this date, May 28, 1993 by Joe M. Gurn and Joel Gordon Gurn who acknowledged himself/herself/themselves to be the acting Trustee, being authorized to so do, executed the within instrument for the purposes therein contained by signing for that trust as such Trustee.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires March 8, 1994
Notary Expiration Date

Elizabeth A. Jurely
Notary Public



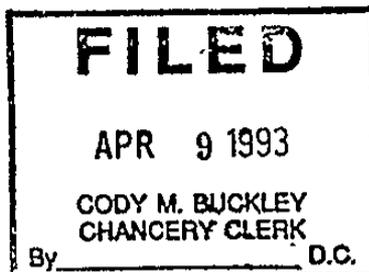
STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 28th day of May, 1993, at 11:00 o'clock A M., and was duly recorded on the May 28, 1993, Book No. 26, Page 153.

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

IN THE CHANCERY COURT OF MARION COUNTY, MISSISSIPPI

IN THE MATTER OF THE
WILL AND ESTATE OF
WILLIAM J. O'BRIEN, JR.



NO. 24,391

ORDER ADMITTING WILL TO PROBATE
AS MUNIMENT OF TITLE ONLY

THIS DAY, THIS CAUSE came on to be heard on the sworn petition of Edna Marie Whitmeyer O'Brien, duly qualified and acting Executrix of the Estate of William J. O'Brien, Jr., and petitioning this Court for probate of will as muniment of title only. The Court having heard and considered the petition finds as follows:

1. William J. O'Brien, Jr. was a nonresident of the State of Mississippi, being a resident of Caddo Parish, Louisiana at the time of his death. He died on July 15, 1983, owning at the time of his death certain mineral interests in properties situated in Mississippi, including Adams, Carroll, Claiborne, Copiah, Franklin, Greene, Hinds, Jasper, Jefferson, Jefferson Davis, Jones, Lamar, Lawrence, Madison, Marion, Newton, Perry, Rankin, Scott, Simpson, Stone, Walthall, Warren, Wayne, Wilkinson and Yazoo Counties, Mississippi, including the property more particularly described on Exhibit "A" attached to the petition.

2. William J. O'Brien, Jr. left as his Last Will and Testament an instrument dated April 12, 1983, subscribed by the Testator and witnessed by Candy L. Kline, Martha D. Howard and one additional witness. The instrument was probated as the Last Will and Testament of William J. O'Brien, Jr. by Order of the First Judicial District Court of Caddo Parish, Louisiana on July 19, 1983, in Cause No. 297,990 in said court.

3. Authenticated copies of the Last Will and Testament and Order of probate were attached to the petition filed herein as Exhibit "B".

4. The specific beneficiaries under the Last Will and Testament of William J. O'Brien, Jr. are Edna Marie Whitmeyer

This is a true & correct copy
this the 9 day of 4 1993
CODY M. BUCKLEY
CHANCERY CLERK

By: *Michelle Buckley*

O'Brien, the petitioner herein, who acknowledged receipt of the items specifically devised and bequeathed to her, and the Sisters of Charity of the Incarnate Word, Shreveport, Louisiana (for Schumpert Medical Center). This bequest to the Sisters of Charity has been paid. Evidence of its payment is attached to the petition filed herein as Exhibit "C".

5. The residuary beneficiaries under the Last Will and Testament of William J. O'Brien, Jr. are Premier Bank, N. A. (formerly The First National Bank, Shreveport, Louisiana), Trustee of the Marital Trust created under the Last Will and Testament of William J. O'Brien, Jr. (the "Marital Trust") and Premier Bank, N. A., Trustee of the Family Trust created under the Last Will and Testament of William J. O'Brien, Jr. (the "Family Trust"). By Appointment of Mississippi Trustee executed November 16, 1992, and filed with this Court on January 7, 1993, Curtis Petrey was appointed Mississippi trustee of the aforesaid trusts. The residuary estate includes the aforesaid Mississippi mineral interests in Adams, Carroll, Claiborne, Copiah, Franklin, Greene, Hinds, Jasper, Jefferson, Jefferson Davis, Jones, Lamar, Lawrence, Madison, Marion, Newton, Perry, Rankin, Scott, Simpson, Stone, Walthall, Warren, Wayne, Wilkinson and Yazoo Counties, Mississippi.

6. Pursuant to the directions in the decedent's Last Will and Testament, 95% of the aforesaid Mississippi mineral interests passed to the Marital Trust and 5% passed to the Family Trust, of which the decedent's children are beneficiaries. Three of the decedent's children, William J. O'Brien, III, Morgan Patrick O'Brien and Mae Marie O'Brien Gardner, have reached or exceeded the age under the Family Trust when their trust share is to be distributed outright.

7. The value of the decedent's personal estate in the State of Mississippi at the time of his death was nominal.

8. Federal and Mississippi estate tax returns have been filed, and taxes as shown on the returns have been paid. The

Internal Revenue Service has issued a closing letter to the estate, which is attached to the petition as Exhibit "D". The Mississippi State Tax Commission has issued its closing letter to the estate, which is attached to the petition as Exhibit "E".

9. Premier Bank, N. A. and Curtis Petrey, as Trustee of the Marital Trust created under the Last Will and Testament of William J. O'Brien, Jr., and as Trustee of the Family Trust created under the Last Will and Testament of William J. O'Brien, Jr., Mae Marie O'Brien Gardner, Morgan Patrick O'Brien and William J. O'Brien, III have each executed and filed in this cause a Waiver of Process, Entry of Appearance to Petition for Probate of Will as Muniment of Title Only, and Joinder.

IT IS, THEREFORE ORDERED, ADJUDGED AND DECREED, that:

1. the Last Will and Testament of William J. O'Brien, Jr. dated April 12, 1983, an authenticated copy of which is attached to the petition filed herein as Exhibit "B", is hereby established and declared as the true Last Will and Testament of William J. O'Brien, Jr.; and

2. that said Last Will and Testament is hereby admitted to probate as a muniment of title pursuant to Miss. Code Ann. § 91-5-35, without the necessity of administration or appointment of an executor or administrator with the will annexed or the posting of bond, and

3. that pursuant to the Last Will and Testament of William J. O'Brien, Jr., all mineral interests owned by the decedent in Mississippi, including the above described properties in Adams, Carroll, Claiborne, Copiah, Franklin, Greene, Hinds, Jasper, Jefferson, Jefferson Davis, Jones, Lamar, Lawrence, Madison, Marion, Newton, Perry, Rankin, Scott, Simpson, Stone, Walthall, Warren, Wayne, Wilkinson and Yazoo Counties, Mississippi shall pass to and vest as follows:

95% to the Marital Trust created under the Last Will and Testament of William J. O'Brien, Jr.;

2% to the Family Trust created under the Last Will and Testament of William J. O'Brien, Jr.;

1% to William J. O'Brien, III;

1% to Morgan Patrick O'Brien; and

1% to Mae Marie O'Brien Gardner.

ORDERED, ADJUDGED AND DECREED, this the 9th day of April,
1993.

SEBE DALE, JR.

CHANCELLOR

UNDEVELOPED MINERAL INTERESTS

ITEM DESCRIPTION

1. An undivided .17960600 interest in and to the oil, gas and other minerals in and under the following described tract of land situated in MADISON COUNTY:

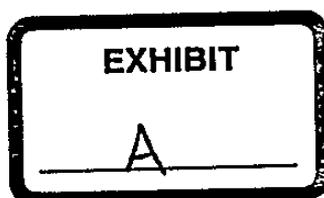
E/2 AND E/2 W/2 SEC. 14 W/2 W/2 SEC. 13
ALL IN 11N-3E

which was granted by C. B. COOPER in favor of _____ as shown in that certain instrument dated 05/25/60 and recorded in book 48, page 400 of the records of MADISON COUNTY, MS.

2. An undivided .17960600 interest in and to the oil, gas and other minerals in and under the following described tract of land situated in MADISON COUNTY:

E/2 SE/4 SEC. 3 30 ACRES OF E. S. E/2
NE/4 SEC/ 10 5 ACRES NEC SE/4 SEC. 10

which was granted by C. O. ANDERSON in favor of _____ as shown in that certain instrument dated 05/25/60 and recorded in book 48, page 401 of the records of MADISON COUNTY, MS.



~~Shreveport, La.~~ 19 July 83 Charles R Lindsay
10
Jud

LAST WILL AND TESTAMENT

OF

WILLIAM J. O'BRIEN, JR.

William J. O'Brien, Jr.

I, WILLIAM J. O'BRIEN, JR., a resident of Shreveport, Caddo Parish, Louisiana, being of full age, of sound and disposing mind and memory and not under restraint, do hereby make, publish and declare this to be my last will and testament. I hereby revoke all wills and codicils which I have made heretofore.

ARTICLE 1

1.1 As herein used, any gender shall include all genders, words used in the singular may include the plural, or the plural may be read as the singular, the term "give" shall, where appropriate, include the terms "devise" and "bequeath," the term "executor" shall include every duly qualified executor of this my will, while so acting, with respect to everything under his administration, the term "my spouse" wherever used herein shall mean my beloved wife, Edna Marie Whitmeyer O'Brien, and the terms "child," "children" and "descendants", or words of similar import shall include those adopted.

1.2 As herein used, the letters "IRC" shall mean the Internal Revenue Code, as amended from time to time, and the term "Federal Estate tax" shall mean the estate tax imposed by such Code.

1.3 As herein used, the term "Credit Sheltered Portion" shall mean the largest amount of my property that can pass to my descendants, free of Federal Estate tax, by utilizing all Federal Estate tax credits available to my estate without increasing state death taxes. In utilizing such credits, my executor shall take into account the unified credit allowable.

William J. O'Brien, Jr.

Shreveport, La. 19 July 83 Charles R Lindsay
10
Jud

~~Executed at~~ 9 July 1933

~~Charles R. Sunday~~

William J. O'Brien, Jr.

under the Federal Estate tax laws in effect at the time of my death (as reduced by any gifts made by me during my lifetime), the credit for tax on prior transfers (but only to the extent such credit relates to transfers of property to me by, or from, a person who has predeceased me) and the credit for state death taxes (but only to the extent the use of such credit does not incur or increase the death tax payable to any state).

ARTICLE 2

2.1 I nominate, constitute and appoint my wife, Edna Marie Whitmeyer O'Brien, executrix of this, my last will and testament, with full seizin and without bond. If said nominee fails to qualify or, after qualifying, ceases to act for any reason as my executrix, I appoint my sons, William J. O'Brien, III, and Morgan P. O'Brien, co-executors of this, my last will and testament, with full seizin and without bond. If either of my sons shall fail to qualify or, after qualifying, shall cease to act for any reason as my co-executor, then I appoint the other nominee sole executor hereunder, with full seizin and without bond. If all of said nominees shall fail to qualify or, after qualifying, shall cease to act for any reason as my executor, then I appoint The First National Bank of Shreveport, Shreveport, Louisiana, its successor or successors by merger, conversion or consolidation, executor hereunder, with full seizin and without bond.

2.2 If a bank named by me herein as executor, or any successor thereof, shall be acting as executor at a time when it becomes necessary or advisable for a representative of my estate to qualify in any state, except Louisiana, wherein said bank or its successor cannot or may not desire to qualify, then I appoint as my executor therein, with full seizin and without bond, such person or persons, person and corporation, or corporation or corporations, as shall be designated in writing jointly by the bank then

William J. O'Brien, Jr.

9 July 1933 Charles R. Sunday

July 83 Charles R Lindsay

William C. Brown

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acting as executor hereunder in the State of Louisiana and the attorney then representing my estate in the State of Louisiana.

2.3 Any person or corporation appointed as executor by me, while acting as executor, shall have with respect to everything subject to his administration, whether under the laws of the State of Louisiana or elsewhere, all power and authority provided or allowed by the applicable laws, together with all power and authority given by me to the trustee of any trust herein provided for with respect to the property of said trust, to the full extent permitted by applicable laws, except where contrary to some provision of this will. Particularly, but without limitation thereto, such executor shall have full power and authority to refuse, renounce or disclaim any legacy, donation or inheritance in the same manner and to the same full extent as I would have had if living and to make any election required by the Federal Estate tax laws as they may exist at the time of my death. I declare that my executor shall have no liability arising out of any such refusal, renunciation, disclaimer or election and agree to defend and hold him harmless against any such liability.

2.4 With respect to everything in my estate that shall be subject to administration in any jurisdiction other than the State of Louisiana, my executor named herein or appointed as such by a court of competent jurisdiction shall be sole, independent executor hereunder with respect to such portions of my estate, and, insofar as is possible under the laws of that jurisdiction, no action shall be had in any court in any such jurisdiction in relation to the settlement of my estate other than the probating and recording of this my will and the return of inventory, appraisal and list of claims of my estate.

2.5 I regard as my just debts and authorize and direct my executor to pay any and all written subscriptions, pledges or promises to pay made by me to or in favor of any charitable, religious or educational group or body

William C. Brown

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William J. O'Brien Jr

which remain unsatisfied at my death.

2.6 I direct my executor to pay from my Residuary Estate, as hereinafter defined, all of my just debts, all expenses of my last illness, funeral and interment and all the expenses of the probate of this will and the administration of my succession, but nothing herein shall be deemed to require the prepayment or acceleration of maturity of any debt owed by me at the time of my death. To the extent possible, all such debts and expenses shall be first charged against and paid out of that portion of my Residuary Estate that qualifies for the marital deduction allowed by the Federal Estate tax laws and then against, and out of, the remaining portion of my Residuary Estate.

ARTICLE 3

3.1 I give, devise and bequeath the cash sum of Twenty-Five Thousand Dollars (\$25,000.00) to Sisters of Charity of the Incarnate Word, Shreveport, Louisiana, for Schumpert Medical Center.

3.2 If my spouse and any of my descendants shall survive me, then I give all of my interest in any life insurance policies on the life of my spouse to the trustee of the "Family Trust" hereinafter provided for, in trust nevertheless, for the benefit of the beneficiaries hereinafter named, subject to the terms, provisions and conditions hereinafter set forth.

3.3 If my spouse shall survive me, then I give, devise and bequeath to my spouse:

- (A) All of my interest at the time of my death in and to any and all real or immovable property (including, without limitation thereto, all buildings and improvements used in connection therewith and all appurtenances thereunto belonging) then being claimed, used or occupied by us as our residence or homestead, subject to any mortgage indebtedness which affects the same.
- (B) All household furniture, goods and effects and pictures, ornaments or other articles owned by me at the

William J. O'Brien Jr

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William J. O'Brien

time of my death which are intended for use in or ornamentation of my residence or homestead.

- (C) All articles of personal adornment, usage or apparel owned by me at the time of my death.
- (D) All automobiles owned by me at the time of my death.

ARTICLE 4

4.1 Subject to the above bequests, I give all of the rest, residue and remainder of the effects of my succession not otherwise disposed of in this my will, whether real or personal, corporeal or incorporeal, community or separate and wheresoever situated, including, without limitation thereto, any and all devises and bequests that may lapse or be renounced or disclaimed or that may be or become otherwise ineffective (referred to throughout this my will as my "Residuary Estate"), as follows:

- (A) If my spouse and any of my descendants shall survive me:
 - (1) My Residuary Estate shall be divided into two parts, hereinafter referred to as "Part A" and "Part B." Part A shall be comprised of that fractional share of my Residuary Estate (and for this purpose, only, my Residuary Estate shall be determined without regard to any death taxes), the numerator of which fraction shall be equal to the value of the Credit Sheltered Portion and the denominator of which shall be equal to the value of my Residuary Estate. Part B shall consist of all of my Residuary Estate not constituting Part A.
 - (2) I give that portion of my Residuary Estate designated Part A to the trustee of the "Family Trust" hereinafter provided for, in trust nevertheless, for the benefit of the beneficiaries hereinafter named, subject to the terms, provisions and conditions hereinafter set forth.
 - (3) I give that portion of my Residuary Estate designated Part B to the trustee of the "Marital Trust" hereinafter provided for, in trust nevertheless, for the benefit of the beneficiaries hereinafter named, subject to the terms, provisions and conditions hereinafter set forth.
- (B) If my spouse does not survive me and I am survived by any descendants of mine, I give my entire Residuary

William J. O'Brien

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Estate to the trustee of the "Family Trust" hereinafter provided for, in trust nevertheless, for the benefit of the beneficiaries hereinafter named, subject to the terms, provisions and conditions hereinafter set forth.

(C) If my spouse survives me and all of my descendants predecease me, then I give to my spouse in full ownership my entire Residuary Estate.

ARTICLE 5

5.1 I have made provision herein for any children I now have and all children of mine who may survive me, and the birth of a child of mine, or the adoption of a child by me, hereafter shall not revoke this will.

5.2 If my death and that of any legatee or devisee hereunder (including the beneficiary of any trust) shall occur under any circumstances causing doubt as to which of us survived the other and there is no sufficient evidence that we have died otherwise than simultaneously, then for all purposes hereunder I shall be deemed to have survived said legatee or devisee, and all of my property shall be distributed hereunder in the same manner and to the same beneficiaries as if I had so survived, notwithstanding the provisions of any law establishing a different order of death.

5.3 Except as hereinafter set out in this Section 5.3, all legacies provided for in this my will are made subject to the suspensive condition that the legatee shall survive me for a period of thirty (30) days. Should any such legatee fail to survive me for a period of thirty (30) days, he shall be deemed, for the purposes of this will, to have predeceased me. This suspensive condition of survival shall not apply to legacies to, or in trust for, my descendants in satisfaction of their legitime or forced portion.

5.4 Each object, term and provision of this will (and the term "will" is intended to include any trust created hereunder) shall be treated as separate and distinct from each and every other object, term and provision hereof, to the end that no term or provision of this will shall be deemed

William J. O'Brien Jr

19 July 83 Charles R. Lindsay

~~19~~ July 1983 Charles R Lindsay

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William J. O'Brien

or declared illegal, invalid or unenforceable by reason of the illegality, invalidity or unenforceability of any other term or terms, provision or provisions, of this will, and, in the event one or more of the terms or provisions of this will shall be declared or adjudged illegal, invalid or unenforceable, each and every other term or provision of this will shall continue and remain in full force and effect for all purposes, to all intents, as if the term or terms, provision or provisions, so declared or adjudged to be illegal, invalid or unenforceable had never been contained in this will. Should any provision or provisions of this will be declared or adjudged to be illegal, invalid or unenforceable for any reason, then the executor or trustee may seek and obtain from any court of competent jurisdiction instruments, orders or decrees for the purpose of carrying out as nearly as may be possible the purposes of this will, as shown by the terms herein, including the terms, words or provisions declared or adjudged to be illegal, invalid or unenforceable.

ARTICLE 6

6.1. With respect to any property bequeathed by me in this my will to the trustee of the Family Trust, my trustee shall hold, invest and reinvest such property and collect and pay over the net rentals, profits and other income as hereinafter provided:

- (A) The original income and principal beneficiaries of the Family Trust shall be my children who survive me, in equal shares. If any child of mine shall predecease me leaving descendants living at the time of my death, such descendants shall be the original income and principal beneficiaries, per stirpes, of the share of the trust that would have been allotted to such predeceased child had he survived me. Should any original principal beneficiary die both intestate and without descendants but with living brothers or sisters or their descendants who are descendants of mine, then those of his living brothers and sisters and the living descendants, if any, of any predeceased brother or sister who are descendants of mine shall become substitute beneficiaries of his interest, per stirpes, subject to the

William J. O'Brien

~~19~~ July 1983 Charles R Lindsay

~~in Year of~~ 19 July 83 Charles R. Lindsay

William J. O'Brien Jr.

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trust. Should any original principal beneficiary die both intestate and without descendants and without living brothers and sisters or their descendants who are descendants of mine, those original principal beneficiaries who survive him shall become substitute beneficiaries of his interest, in proportion to their interests in principal.

- (B) The income of the trust shall be paid to the income beneficiaries entitled thereto at such times and in such manner as my trustee shall deem fit; provided that in no event shall such income be distributed less often than required by the applicable laws.
- (C) The trustee may, from time to time, pay to each income beneficiary, while he is an income beneficiary of the trust and from the share of the principal to which he is entitled, such additional amounts as may be necessary for his health, education, support and maintenance in accordance with his station in life after taking into account the funds available to such beneficiary from other sources.
- (D) Subject to the power hereinafter given my trustee to terminate the trust in whole or in part, the trust shall continue with respect to the interest of each principal beneficiary until terminated in accordance with the following schedule:
- (1) As and when a principal beneficiary, other than my daughter, Elizabeth O'Brien, reaches the age of thirty (30) years, the trustee shall pay and distribute to such beneficiary the undistributed principal and accumulated income belonging to said beneficiary, and the trust shall terminate with respect to the portion of the trust estate belonging to said beneficiary.
 - (2) Upon the death of an original principal beneficiary testate or with descendants, or upon the death of a substitute principal beneficiary, the trust shall terminate with respect to the portion of the trust estate belonging to said beneficiary, and such portion of the trust estate shall be distributed and paid over to the estate (the heirs or legatees) of such deceased beneficiary, free and clear of trust.
 - (3) If, at the time of my death, a principal beneficiary, other than my daughter, Elizabeth O'Brien, has theretofore attained the age of termination, the trust shall thereupon terminate with respect to the portion of the trust estate belonging to said beneficiary, and the trustee shall pay and distribute to such beneficiary the undistributed principal and accumulated income belonging to said beneficiary.

William J. O'Brien Jr.

~~in Year of~~ 19 July 83 Charles R. Lindsay

19 July 83 Charles R. Dudge

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(4) The Family Trust shall continue with respect to the interest of my daughter, Elizabeth O'Brien, until her death and thereafter shall continue or terminate with respect to such interest in accordance with the preceding provisions of this Section 6.1.

(E) Any language to the contrary herein notwithstanding, if at any time my trustee shall determine that it is to the best interests of the beneficiaries to do so, it may, in its sole discretion, terminate the Family Trust, in whole or in part.

6.2 With respect to any property bequeathed by me to the Marital Trust, my trustee shall hold, invest and reinvest the principal of the trust and collect and pay over the net rentals, profits and other income as hereinafter provided:

(A) The beneficiaries of the Marital Trust shall be as follows:

(1) My spouse shall, during my spouse's lifetime, be the sole income beneficiary of the Marital Trust, and the income of the trust shall be paid to my spouse quarter-annually or in such more convenient installments as the trustee in its sole discretion shall deem fit (but not less often than annually) so long as my spouse shall live. Any such income accrued or unpaid at the time of my spouse's death shall belong to my spouse and shall be paid to my spouse's estate. In addition, the trustee may, from time to time while my spouse is the income beneficiary of the trust, pay to my spouse such additional amounts from the principal of the trust as may be needed for my spouse's health, support and maintenance at the level we were enjoying at my death, taking into consideration all other liquid resources available to my spouse.

(2) The original principal beneficiaries of the Marital Trust shall be my children living at the time of my death, in equal shares. If any child of mine shall predecease me leaving descendants living at the time of my death, such descendants shall be the original principal beneficiaries, per stirpes, of the share of the trust that would have been allotted to such predeceased child had he survived me. Should any original principal beneficiary die both intestate and without descendants but with living brothers and sisters or their descendants who are descendants of mine, then those of his living brothers and sisters and the living descendants, if any, of any predeceased brother or sister who are descendants of mine

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William O'Brien

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shall become substitute beneficiaries of his interest, per stirpes, subject to the trust. Should any original principal beneficiary die both intestate and without descendants and without living brothers or sisters or their descendants who are descendants of mine, those original principal beneficiaries who survive him shall become substitute beneficiaries of his interest, in proportion to their interests in principal.

- (3) Upon the death of my spouse:
- (a) Each principal beneficiary shall become a successor income beneficiary of the trust in proportion to the interest of such beneficiary in the undistributed principal of the trust.
 - (b) The income of the trust shall be paid to the income beneficiaries entitled thereto at such times and in such manner as my trustee shall deem fit; provided, however, that in no event shall such income be distributed less often than required by the applicable laws.
 - (c) The trustee may, from time to time, pay to each income beneficiary, while he is an income beneficiary of the trust and from the share of the principal to which he is entitled, such additional amounts as may be necessary for his health, education, support and maintenance in accordance with his station in life after taking into account the funds available to such beneficiary from other sources.
- (B) The Marital Trust shall continue in full force and effect under the provisions hereof until the death of my spouse and thereafter shall continue until terminated in accordance with the following:
- (1) As and when a principal beneficiary, other than my daughter, Elizabeth O'Brien, reaches the age of thirty (30) years, the trustee shall pay and distribute to such beneficiary the undistributed principal and accumulated income belonging to said beneficiary, and the trust shall terminate with respect to the portion of the trust estate belonging to said beneficiary.
 - (2) Upon the death of an original principal beneficiary testate or with descendants, or upon the death of a substitute principal beneficiary, the trust shall terminate with respect to the portion of the trust estate belonging to said beneficiary, and such portion of the trust estate shall be distributed and paid over to the estate (the heirs or legatees) of such deceased beneficiary, free and clear of trust.

William O'Brien

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- (3) If, upon the death of my spouse, a principal beneficiary, other than my daughter, Elizabeth O'Brien, has theretofore attained the age of termination, an original principal beneficiary has died testate or with descendants, or a substitute principal beneficiary has died, the trust shall thereupon terminate with respect to the portion of the trust estate belonging to said beneficiary, in accordance with provision (1) or (2) above.
- (4) The Marital Trust shall continue with respect to the interest of my daughter, Elizabeth O'Brien, until her death and thereafter shall continue or terminate with respect to such interest in accordance with the preceding provisions of this Section 6.2.
- (C) My spouse, or the trustee of the Marital Trust, or, in the event of the death or incapacity of my spouse, the personal representative of my spouse, shall have the right, by an instrument in writing duly signed and delivered to my executor within nine (9) months after my death, to disclaim all or any portion of my spouse's interest in the Marital Trust, in which event the property constituting such disclaimed portion shall become a part of the Family Trust in all respects as if I had originally so provided in this will.
- (D) It is my intention that the Marital Trust qualify for the marital deduction allowable in determining the Federal Estate tax upon my estate. It is further my intention that my executor shall elect to have the property (or such portion thereof as he shall deem appropriate) passing to the Marital Trust qualify for the Federal Estate Tax Marital Deduction, pursuant to the election provided in IRC Section 2056(b)(7), unless my executor shall determine that such election should not be made after considering the death tax consequences to my estate and my spouse's estate. Accordingly, I hereby direct that:
- (1) The interest of my spouse shall be held subject to the maximum spendthrift restraints permitted by Louisiana law. However, the trustee, in its discretion, by authentic act or by private act duly acknowledged, can declare this clause inoperative as to the interest of my spouse at any time the trustee considers the continuation of such restraints to be contrary to the best interests of my spouse.
- (2) No authorization, or direction, or other provisions contained in this will (other than that granting the right of election to my executor) which would prevent this trust from so qualifying shall apply to this trust.

William J O'Brien Jr

19 July 83 Charles R Friday

19 July 83

Charles R. Lindsay

William O'Brien

I hereby state that it is my intention that any Court having jurisdiction over this will construe this instrument accordingly.

ARTICLE 7

7.1 I hereby give and grant to the trustee of any trust herein provided for, in addition to all the power and authority granted by the applicable laws governing such trusts, as they may exist at any time during the term of said trust, all of the following power and authority which may be exercised by it at any time and from time to time as it, in its sole discretion, shall deem necessary or advisable; provided, however, that any language in this my will to the contrary notwithstanding, no part of the corpus or income of the trust shall be applied to the payment of premiums on policies of insurance on the life of a trustee or the trustee's spouse, no individual trustee hereunder shall have any power or authority to make any distribution which will have the effect of discharging its legal obligation to support any beneficiary of the trust, no individual trustee hereunder shall have any power or authority whatsoever exercisable in favor of said trustee, or its creditors, or its estate, or the creditors of its estate (except to such limited extent and in accordance with such ascertainable standards as may be set forth herein with respect to my spouse), and all power or authority of any trustee hereunder shall be exercised by it only in its fiduciary capacity and with full regard to its fiduciary obligations:

- (A) To accept, receive or acquire property from any source, and hold, use, control, administer, manage, build upon or otherwise improve, repair, divide or subdivide trust property, in the manner and to the extent it may deem advisable.
- (B) To acquire and retain as, when and for so long as the trustee, in its discretion, shall deem fit the shares, preferred or common, of investment companies or investment trusts, whether of the open-end or closed-end type, and, without notice to anyone, to participate in any common trust fund maintained by any corporate trustee at any time serving hereunder.

William O'Brien

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Charles R. Lindsay

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- (C) At any time and from time to time, in its discretion, to insure the life of any beneficiary of the trust provided for hereunder, or to insure the life of any other person in whose life any beneficiary may have an insurable interest, in favor of such beneficiary, or to otherwise acquire insurance on such life or lives and pay the premiums thereon, to elect any option provided by any such policy, to surrender any such policy at any time to obtain the cash surrender value, to borrow against such value, to assign such policy in whole or in part as security for loans or for any other purpose and to exercise all other rights of an owner of the policy.
- (D) To hold and retain trust property in the form in which the same may be when received by it, either as original trust property or otherwise, so long as it may deem advisable, whether or not such property is productive and notwithstanding that the same may not be prescribed or authorized by the laws applicable thereto relating to the investment of trust funds; provided, however, that unproductive property shall not be held as an asset of the Marital Trust for more than a reasonable time during the lifetime of my spouse without that spouse's written consent.
- (E) To continue and operate, in whole or in part, or to participate in the operation of, any business or business interest received by it for the trust, either as original trust property or otherwise, as long as it may deem advisable, and to do any and all things which it deems appropriate thereto and which it might do as absolute owner and holder thereof, including the right to invest additional capital therein, to join with others in a partnership or joint venture, to incorporate said business, to change the nature of the business, or enlarge or diminish the scope of its activities, or dissolve or liquidate it, or to participate in such incorporation, change, dissolution or liquidation.
- (F) To grant options covering trust property for such purposes and periods, upon such conditions, in such manner and at such prices as it may determine.
- (G) To disclaim, renounce or refuse to accept legacies, bequests or donations or to sell, exchange, partition or otherwise dispose of trust property, at public or private sale, for such purposes and upon such terms, including sales on credit, with or without security, in such manner and at such prices as it may determine.
- (H) To create servitudes upon trust property for such purposes and periods, upon such conditions, in such manner and at such prices as it may determine.
- (I) To lease trust property for such purposes and periods, upon such conditions and rentals and in such manner as it may determine or to amend or extend such leases; and

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"lease," as herein used, embraces all kinds of leases, including, but without being limited thereto, building leases, surface leases and oil, gas and mineral leases, with or without pooling provisions.

- (J) To make loans to such persons, firms, corporations or political subdivisions, including such business, businesses or business interest as may be received by it for the trust, for such purposes and periods, in such amounts and at such rates of interest, upon such terms and in such manner as it may determine.
- (K) To mortgage, pledge, pawn or otherwise encumber trust property, for such purposes and in such amounts, upon such terms and in such manner as it may determine.
- (L) To borrow money from the banking department of any corporate trustee serving hereunder, or that of any other bank, or from anyone else, for any purpose in connection with the administration of the trust, in such amounts and on such terms as it may determine; to execute promissory notes or other obligations for amounts so borrowed; and to secure the payment of any amounts so borrowed by mortgage, pledge or pawn of trust property.
- (M) To renew or extend the time of payment of any obligation, secured or unsecured, at any time in or payable to or by the trust hereinabove created, for such purposes and periods, upon such terms and in such manner as it may deem advisable.
- (N) To adjust, settle, compromise, arbitrate or abandon claims or demands affecting trust property, upon such terms and in such manner as it may determine.
- (O) To take all action, directly or by proxy, discretionary or otherwise, in respect of any stock or other securities at any time in the trust, while therein, as it deems advisable and might or could do as absolute owner and holder thereof.
- (P) To hold trust property, regardless of the nature thereof, in the name of a nominee or in the names of nominees without mention of the trust in the deed, bill of sale, bond, promissory note, stock certificate, stock registration book, pledge, pawn or other evidence of title, obligation, contract or agreement, without the necessity of retaining the possession of such property and without personal liability for any loss resulting therefrom.
- (Q) To make any and all kinds of agreements (including, without limitation thereto, pooling or unitization agreements, transfer or division orders) affecting the trust or trust property, whether or not similar to or of the character of the agreements hereinabove specifically described; to amend, alter, supplement, clarify, extend, renew, terminate, cancel or rescind

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any agreement theretofore made affecting such trust or trust property (including, without limitation thereto, the right to elect payment options under, to surrender, or to change the beneficiaries of, any and all insurance policies owned by the trust and, in general, to do any and all things in connection with said policies as it might or could do as absolute owner thereof); and to make, execute and deliver, or accept, execute and receive, appropriate instruments to evidence all lawful agreements hereunder, all upon such terms and in the manner it may deem advisable.

- (R) To invest and reinvest any funds at any time in the trust, while therein, in any property, movable or immovable, corporeal or incorporeal, as it may deem advisable, without being limited or restricted to investments prescribed or authorized for trustees by the laws of the State of Louisiana, or elsewhere, and specifically, but without limitation thereto, to purchase from the estate of any person property of any type or description and in any amount, and to invest and reinvest principal or accumulated income of the trust in savings accounts, savings certificates or certificates of deposit of the banking institution of any corporate trustee serving hereunder.

7.2 Subject to the provisions hereinabove set out with respect to the release from spendthrift restraints of the interest of my spouse, any trust provided for hereunder shall be a spendthrift trust, and, to the maximum extent permitted by the applicable laws governing such trusts as they may exist at any time during the term of the trust, I direct that neither the principal nor the income of any trust estate shall ever, under any circumstances, be liable for or charged with all or any part of the debts, contracts, liabilities, engagements, torts or other obligations, present or future, of any beneficiary thereof, nor shall the same be subject to seizure by any claimant or creditor of any beneficiary under any writ or proceeding of any character, and no beneficiary thereof shall have the right or power to give, grant, sell, transfer, assign or convey, mortgage, pledge, charge or otherwise encumber or in any manner anticipate or dispose of his interest in and to any part of the property held in trust hereunder so long as such property remains undistributed. No right of disposition, except by will, of any such property shall vest in any

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beneficiary unless and until the same shall have been actually paid over or assigned and delivered to him. It is my purpose by this section to provide, in accordance with and to the full extent permitted by the applicable laws governing such trusts as they shall exist at any time during the term of the trust, that the interest of any beneficiary of any trust created hereunder shall not be subject to voluntary or involuntary alienation by such beneficiary, and, if anything in this section be prohibited by the applicable laws governing such trust, the provisions of this section shall be modified and, if necessary, eliminated so as to conform with such laws.

7.3 At least once each calendar year the trustee shall render to the beneficiaries of the trust, or to their legal representatives, statements of account, showing all receipts and disbursements of the trust for the period since the beginning of the trust, or since the last such statement, as the case may be, and also showing the then condition of the trust estate. The beneficiaries, or their legal representatives, shall be entitled to make an examination of any books, papers, accounts and records of any transactions with respect to the trust estate, and such examination may be made at any reasonable time by the beneficiaries, or their legal representatives, or by any reputable person appointed by the beneficiaries, or their legal representatives, for that purpose.

ARTICLE 8

8.1 I nominate, constitute and appoint The First National Bank of Shreveport, Shreveport, Louisiana, its successor or successors by merger, conversion or consolidation, trustee of any trust herein created. If said nominee shall for any reason decline or fail to qualify as such trustee or, after qualifying, shall resign or cease to act as my trustee for any reason, then I nominate, constitute and appoint Commercial National Bank in Shreveport, Shreveport, Louisiana, its successor or successors by merger,

William J. O'Brien Jr

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conversion or consolidation, as trustee of any trust herein created. Any reference and all references to the trustee in this will and the designation of the trustee shall always and for all purposes and under all circumstances and conditions refer to and include the original trustee and its successors and substitutes in trust.

8.2 Any trustee hereunder may resign as trustee of any trust hereunder upon giving thirty (30) days' notice in advance of the date the intended resignation is to take effect by mailing postpaid or personally delivering such notice to the beneficiaries for whose benefit such trust is being administered, and such resignation shall be effective on the date so specified. Upon such resignation, the trustee shall account for the administration of the trust estate to the beneficiaries and to the successor trustee and shall pay over to and deliver to the successor trustee all of the property and assets then belonging to the trust estate, and, upon such accounting and upon such payment and delivery, such trustee shall thereupon be discharged from all further responsibility hereunder with respect to and in connection with such trust estate, save and except such liabilities and responsibilities as shall theretofore have accrued and are not ordinarily discharged by accounting, payment and delivery to the successor trustee.

8.3 No trustee named in this will or appointed as such shall ever be required to give or provide any bond or any security whatsoever for the faithful performance of its duties.

8.4 If at any time, in the judgment of the trustee, any trust created in this will may be managed or administered more advantageously in some other state than Louisiana, or the state in which it is then being administered, whether because the beneficiaries are residing in such other state or for any other reason, then the trustee is authorized and empowered to take all necessary steps to transfer the situs of this trust to such other state.

William J. O'Brien

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William C. O'Brien

8.5 If a bank shall be acting as trustee of any trust herein created at a time when it becomes necessary or advisable for a trustee of said trust to qualify and act as such in any jurisdiction, except the State of Louisiana, wherein said bank or its successor cannot or may not desire to qualify and act, then I appoint as my trustee for such trust, in such jurisdiction other than the State of Louisiana, such person or persons, person and corporation, or corporation or corporations, as may be designated in writing jointly by the bank then acting as trustee for such trust in the State of Louisiana and the lawyer then acting for such trust in the State of Louisiana.

8.6 If at any time, for any reason, any trust created hereunder is without a trustee in the State of Louisiana, the proper court shall, if possible, designate as successor trustee a national bank or a bank chartered by the State of Louisiana whose capital structure (that is, the sum of its capital stock, surplus and undivided profits) shall be not less than Ten Million Dollars (\$10,000,000.00).

IN WITNESS WHEREOF, I publish, sign and declare this instrument, consisting of eighteen and a fraction pages of typewritten material, including the one containing the signatures of the testator and witnesses (each signed by me), as my last will and testament, in the presence of the Notary Public and the three witnesses hereinafter named and undersigned at Shreveport, Louisiana, on this 12 day of April, 1983.

William J. O'Brien, Jr.
William J. O'Brien, Jr.

Signed on each page and at the end, as hereinabove shown, by William J. O'Brien, Jr., testator above named, and declared by said .

19 July - 1883

William C. O'Brien, Jr.
Charles R. Lindsey

~~19 July 1983~~ Charles R. Finkson

William C. Dineen Jr

testator to be his last will and testament, all in the presence of the undersigned Notary Public and three witnesses, and said testator and said Notary Public and three witnesses at his request, each in the presence of the others, have hereunto subscribed their names on this 17 day of August, 1983, in the Parish of Caddo, State of Louisiana, within and for which the undersigned Notary Public is duly commissioned, qualified and sworn.

William C. Dineen Jr
Testator

[Signature]
Witness

[Signature]
Witness

[Signature]
Witness

[Signature]

NOTARY PUBLIC in and for
Caddo Parish, Louisiana.
[Signature]
Notary Public
Caddo Parish, Louisiana

EMBOSSED FILED
M. SPENCE, Deputy Clerk

JUL 19 1983
[Signature]
DEPUTY CLERK

~~19 July 1983~~ Charles R. Finkson



STATE OF MISSISSIPPI, County of Madison:

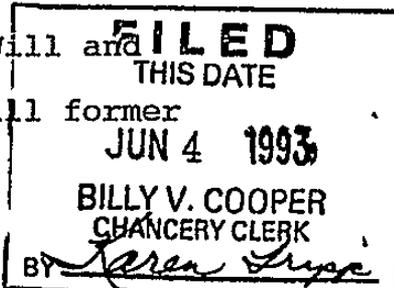
I certify that the within instrument was filed for record in my office this 7th day of June, 1993, at - o'clock - M, and was duly recorded on the 7th day of June, 1993, Book No 26, Page 161.

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

LAST WILL AND TESTAMENT OF ELDORA MAGEE

#32-090

I, ELDORA MAGEE, 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, and I hereby specifically revoke any and all former wills and codicils heretofore executed by me.

ARTICLE I.

I give, devise and bequeath all of my property, both real and personal, of whatsoever kind or character and wheresoever situated, to my Trustee hereinafter named, in Trust for the use and benefit of my daughter, Cheryl Magee, for the following purposes:

(1.) Calculated from the date of my death, the Trustee shall pay over to or apply for the sole benefit of my daughter, in monthly installments nearly as equal as practical, so much of the net income of this Trust, as the Trustee in her sole discretion shall determine adequate for the support and maintenance of my daughter in accordance with the terms and conditions of this trust. In the event the Trustee deems it necessary, and in her sole discretion, the Trustee may invade the corpus of this Trust to such an extent and so often as may be necessary to supplement the net annual income distributed to my daughter as may be deemed necessary and appropriate by the Trustee.

(2.) In addition to the distribution provided above, the Trustee in her uncontrolled discretion, shall pay over to or apply for the sole benefit of my daughter so much of the principal of this Trust as she may deem needful or desirable for her comfortable support and maintenance, including medical, surgical, hospital or other care, having in mind both the standard of living to which she has been accustomed and her income from other sources.

(3.) This trust shall terminate at the death of Cheryl Magee and assets remaining in the Trust shall be disposed of in accordance with the provisions of Article II hereinafter.

ARTICLE II.

Upon the death of my daughter, Cheryl Magee, I give, devise

and bequeath all property remaining in the trust as established in Article I hereinabove unto Gerry S. Paciera and Joy S. Ross, in equal shares, share and share alike, per stirpes.

ARTICLE III.

In addition to any inherent or implied powers she may hereafter acquire, I specifically direct that my Trustee be clothed with all of the statutory powers as included in the Uniform Trustee's Powers Act as it now is or as it may be amended.

ARTICLE IV.

(1) Any Trustee may resign at any time by giving written notice specifying the effective date of such resignation, to the beneficiary entitled to participate in the Trust at the time of said resignation. A Successor Trustee may be appointed on petition of the beneficiary, or any other interested party, by the Chancery Court of Madison County, Mississippi or any other Court of competent jurisdiction, and the Successor Trustee shall have the same title, powers and discretions herein given the original Trustee.

(2) To the extent that such requirements can be legally waived, no Trustee or Executor hereunder nor Successor Trustee nor Successor Executor shall be required to give any bond to serve in such capacity or capacities and such Trustee or Executor shall not be required to obtain the order or approval of the Court to exercise any power or discretion herein given.

ARTICLE V.

(1) I hereby appoint Claudelle M. Shepherd as Executrix of my Last Will and Testament and designate Claudelle M. Shepherd as Trustee in the Trust provisions hereof, and said Executrix is hereby granted all of the powers and discretion with respect to my estate during administration that are herein given to the Trustee with respect to the Trust property, including the power to sell real or personal property at public or private sale, to be exercised without Court order, and to serve in such capacity without bond.

(2) In the event that Claudelle M. Shepherd shall predecease me, become disqualified or otherwise fails to qualify

as Executrix of my Will and Estate, then I nominate and appoint Citizens Bank and Trust Company of Belzoni, Mississippi, to serve as Executrix and Trustee of my Last Will and Testament and direct that it should not be required to enter into bond and that it shall have the same authority and power as is set forth for my Executrix and Trustee hereinabove.

ARTICLE VI.

I appoint my sister, Claudelle M. Shepherd, as Guardian of the person and estate of my daughter, Cheryl Magee, and I direct that she should not be required to furnish any bond for the faithful performance of her office as Guardian.

In the event that my sister, Claudelle M. Shepherd, shall predecease me, become disqualified or otherwise fails to qualify as Guardian of the person and estate of my daughter, Cheryl Magee, then I nominate and appoint Citizens Bank and Trust Company, Belzoni, Mississippi, as Guardian of the estate of my daughter, Cheryl Magee, and direct that it should not be required to furnish any bond and shall have the same authority and power as is set forth for my Guardian hereinabove.

IN WITNESS WHEREOF I have hereunto affixed my signature and published and declared this to be my Last Will and Testament on this 22nd day of January, 1990.

Mrs Eldora Magee
ELDORA MAGEE

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

Robert Christy
WITNESS
P.O. Box 522
ADDRESS
Canton, MS 39046

Kathryn D. Juring
WITNESS
P.O. Box 589
ADDRESS
Canton, MS 39046



STATE OF MISSISSIPPI, County of Madison

I certify that the within instrument was filed for record in my office this 4th day of June, 1993, at o'clock M, and was duly recorded on the June 8, 1993, Book No 26, Page 185

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
JUN 4 1993
BILLY V. COOPER
CHANCERY CLERK
BY *Karen Jupp*

IN THE MATTER OF
THE ESTATE OF
ELDORA MAGEE, DECEASED

CIVIL ACTION FILE NO. 32-090

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, JOHN W. CHRISTOPHER, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of Eldora Magee who, being duly sworn, deposed and said that the said Eldora Magee published and declared said instrument as her Last Will and Testament on the 22nd day of January, 1990, the day of the date of said instrument, in the presence of this deponent and in the presence of Kathryn G. Irving and the Testatrix was of sound and disposing mind and memory, and more than twenty-one (21) years of age and this deponent and Kathryn G. Irving subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix, and in the presence of the said Testatrix, and in the presence of each other, on the day and year of the date of said instrument.

WITNESS MY SIGNATURE this 22 day of May,
1993.

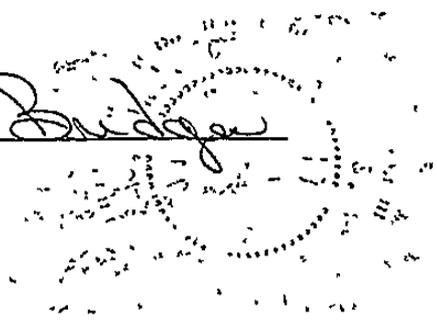
John Christopher

JOHN W. CHRISTOPHER

SWORN TO AND SUBSCRIBED before me on this 28 day of

May, 1993.

Imajie H. Bridges
NOTARY PUBLIC



My Commission Expires:

3-27-95

J\MAGEE.PRF



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 4th day of June, 1993, at o'clock M., and was duly recorded on the June 8, 1993, Book No. 26, Page 188.

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

FILED
THIS DATE
12:59 P.M.
JUN 8 1993
BILLY V. COOPER
CHANCERY CLERK
BY *Karen Tripp*

LAST WILL AND TESTAMENT

I, Ruby Short Gardner, a resident of Madison County, Mississippi, being above the age of twenty-one years and of sound and disposing mind and memory, do hereby make, publish and declare this as and for my true Last Will and Testament, hereby revoking all previous testamentary dispositions made by me, if any.

I.

I hereby nominate and appoint Wilson B. Hensley of Holly Springs, Mississippi, as executor of this Will and direct that no bond, inventory, appraisement or accounting be required of him in the performance of his duties as such.

II.

I direct that all of my just debts, expense of last illness and funeral be paid from my estate as soon after my death as is practicable.

III.

I hereby devise and bequeath to my husband, John H. Gardner, all real property owned by me at the time of my death, if he survives me; in the event that my said husband does not survive me I devise and bequeath all of my real property to my four children, share and share alike; if any of my said children should not survive me then his or her share is devised and bequeathed to the heirs of his or her body.

IV.

I do not make a provision herein concerning any personal effects or household furniture that will have a designation thereon, in writing, as to whom is to receive the same.

V.

I hereby devise and bequeath all of the rest and residue of my property of whatsoever kind or nature, or wheresoever situated or whether real, personal or mixed, to my husband, John H. Gardner, if he survives me; in the event that my said husband does not survive me I devise and bequeath all of the rest and residue of my property to my four children, share and share alike.

Witness my signature, this the 17 day of July, 1977.

Ruby Short Gardner
TESTATRIX

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, each of the subscribing witnesses to the Last Will and Testament of Ruby Short Gardner do hereby certify that said instrument was signed by Ruby Short Gardner in our presence and in the presence of each of us, and that the said Ruby Short Gardner 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 Ruby Short Gardner in her presence and in the presence of each other.

Witness our signatures, this the 17 day of July, 1977.

Frank Chisolm Jr

Sharon Chisolm
WITNESSES



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 8th day of June, 1993, at o'clock M., and was duly recorded on the 17th day of June, 1993, Book No. 26, Page 191.

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

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
RUBY SHORT GARDNER, DECEASED

FILED
THIS DATE
12:59 P.M.
JUN 8 1993
BILLY V. COOPER
CHANCERY CLERK
CIVIL ACTION, *Trupp*
FILE NO. *32-076*

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF *Madison*

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, FRANK CHISOLM, JR., a subscribing witness to a certain instrument of writing purported to be the *Last Will and Testament* of Ruby Short Gardner, who being duly sworn, deposed and said that the said Ruby Short Gardner signed, published and declared said instrument as her *Last Will and Testament* on the 17th day of July 1977, the day of the date of said instrument, in the presence of this deponent and in the presence of Sharon Chisolm, and that said Testator was then of sound and disposing mind and memory and more than twenty-one (21) years of age, and this deponent and Sharon Chisolm 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 and year of the date of said instrument.

WITNESS MY SIGNATURE on this the *eight* day of *June*, 1993.

Frank Chisolm, Jr.
FRANK CHISOLM, JR.

SWORN TO AND SUBSCRIBED BEFORE ME on this the *7th* day of *June*, 1993.

Lenny D. Wiley
NOTARY PUBLIC

My Commission Expires:
May 18, 1994



STATE OF MISSISSIPPI, County of Madison:
I certify that the within instrument was filed for record in my office this *8th* day of *June*, 19*93*, at — o'clock — M., and was duly recorded on the *2nd day of June, 1993*, Book No. *26*, Page *192*.
BILLY V. COOPER, CHANCERY CLERK BY: *Karen Trupp* D.C.

FILED

THIS DATE

12:59 P.M.

JUN 8 1993

BILLY V. COOPER
CHANCERY CLERK

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
RUBY SHORT GARDNER, DECEASED

CIVIL CASE NO. 32-096
FILE NO. 32-096

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, SHARON CHISOLM, a subscribing witness to a certain instrument of writing purported to be the *Last Will and Testament* of Ruby Short Gardner, who being duly sworn, deposed and said that the said Ruby Short Gardner signed, published and declared said instrument as her *Last Will and Testament* on the 17th day of July, 1977, the day of the date of said instrument, in the presence of this deponent and in the presence of Frank Chisolm, and that said Testator was then of sound and disposing mind and memory and more than twenty-one (21) years of age, and this deponent and J. Larry Lee 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 and year of the date of said instrument.

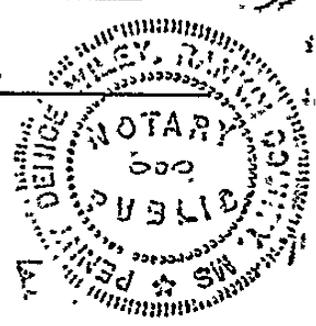
WITNESS MY SIGNATURE on this the eight day of June, 1993.

Sharon Chisolm
SHARON CHISOLM

SWORN TO AND SUBSCRIBED BEFORE ME on this the 7th day of June, 1993.

Penny D. Wiley
NOTARY PUBLIC

My Commission Expires:
May 18, 1994



STATE OF MISSISSIPPI, County of Madison:
I certify that the within instrument was filed for record in my office this 8th day of June 1993, at o'clock M., and was duly recorded on the 8th day of June, 1993, Book No. 26, Page 193.
BILLY V. COOPER, CHANCERY CLERK BY: Karen Trupp D.C.

LAST WILL AND TESTAMENT
OF
WILLIAM M. HART

FILED
THIS DATE

JUN 11 1993

BILLY V. COOPER
CHANCERY CLERK

KNOW ALL MEN BY THESE PRESENTS, That I, WILLIAM M. HART, of the City of Ocean Springs, County of Jackson, State of Mississippi, being above the age of eighteen years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ARTICLE I.

I direct that all of my just debts, all taxes and all expenses of my last illness and funeral be paid as soon after my death as conveniently can be done. I will and direct that the administration of my estate be closed as soon after my death as is reasonably possible.

ARTICLE II.

I hereby direct my Executrix to pay all federal and state estate, inheritance, succession, transfer or other death taxes which are assessed against my estate or against any beneficiary, life insurance proceeds or other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate purposes, out of my residuary estate.

ARTICLE III.

I give and bequeath to my said wife, Ethelwyn S. Hart, if she survives me, all of my personal belongings, consisting of jewelry, wearing apparel and the like, and all of the automobiles and equipment thereof owned by me at the time of my death. I hereby confirm the fact that all of the household furniture, furnishings and effects, including works of art, which are in or used in connection with my homestead are, and since their acquisition have been, the sole property of my said wife, Ethelwyn S. Hart. If my said wife does not survive me, I give

William M. Hart M.D.
WILLIAM M. HART

and bequeath all of my personal property described in this Article and owned by me at the time of my death unto my children, or their descendants, in equal shares.

ARTICLE IV.

A. If my wife, Ethelwyn S. Hart survives me, I give, devise and bequeath to her a legacy in an amount which when added to all other amounts passing to my said wife and allowed as marital deduction in the United States estate tax proceeding relating to my estate shall be equal to the maximum (unlimited) marital deduction allowable to my estate, provided, however, notwithstanding anything contained in this Article to the contrary, if a reduction of the amount passing to my said wife under this Article would not result in any increase in the federal estate tax upon my estate, after taking into account the unified credit and the state death tax credit (provided use of this credit does not require an increase in state death taxes paid) allowable to my estate, but no other credit, said amount shall be reduced by the largest amount which will result in no such increase; and such amount shall be treated as part of my residuary estate and shall pass under, and be governed by the provisions of Article V of this Will. In determining the bequest to my wife under this Article, the final determination in the federal estate tax proceeding in my estate shall control, and there shall be taken into account all property passing, or which shall have passed, to or for the benefit of my wife under this Will or otherwise.

B. I direct that said legacy shall be satisfied only out of assets that qualify for the marital deduction under the provisions of the Internal Revenue Code applicable to my estate or out of the proceeds of such assets. Otherwise, the determination as to what property of my estate shall constitute this bequest shall be left to the sole discretion of my Executrix; provided, however, that any property included in my

William M. Hart M.D.
WILLIAM M. HART

estate at the time of my death and assigned or conveyed in kind to satisfy this bequest shall be valued for that purpose at the value thereof as of the date or dates of distribution.

C. The amount of assets comprising this devise and bequest shall be determined before there is a reduction of my estate by reason of inheritance, estate or transfer taxes due by reason of my death, it being my intention that the residuary portion of my estate shall bear the expense of all such taxes.

ARTICLE V.

If my wife, Ethelwyn S. Hart survives me, I give, devise and bequeath all of the rest, residue and remainder of my property, real, personal and mixed, and wherever situated, of which I may die seized or possessed including all failed or lapsed legacies, to my wife, Ethelwyn S. Hart, IN TRUST NEVERTHELESS to hold, manage, invest and reinvest the same as the WILLIAM M. HART FAMILY TRUST.

A. The property comprising the trust estate shall be held by the Trustee and shall be invested, reinvested and managed by the Trustee for the use and benefit of my wife, Ethelwyn S. Hart, and my children and/or the descendants of my children from time to time surviving. During the lifetime of my wife, Ethelwyn S. Hart, the Trustee shall pay all of the net income and so much of the principal to or for the benefit of my said wife as my Trustee may determine to be necessary for her health, education, support, or maintenance. It is my intention that my wife shall be able to maintain substantially the same standard of living which we enjoyed during my lifetime, and the Trustee is authorized to pay to or for her benefit so much or all of the corpus as may be necessary for her support and maintenance.

B. Upon the death of my said wife, the trust shall be divided into separate and equal shares so as to provide one such share for each of my children then living and one such share for the then living descendants, per stirpes, of each of my children

William M. Hart
WILLIAM M. HART

then deceased. The share of said beneficiaries shall thereupon be paid over and delivered to him or her subject to the provisions of Paragraph C below.

C. Should any descendant of mine, having become entitled to any of my property under this Article be under the age of twenty-one (21) years or be under any legal disability, I direct that his or her share be vested but held in a separate trust until he or she attains the age of twenty-one (21) years or until such beneficiary is removed from legal disability, at which time his or her property shall be delivered to him or her free of trust. The Trustee shall pay, apply or accumulate the income from each such separate trust estate to or for the use of the beneficiary thereof in such amounts and in such manner as he shall determine in his uncontrolled discretion, and said Trustee may pay or apply such amounts of principal in like manner if the income is not sufficient for the support, maintenance and education of any such beneficiary.

D. The trust or trusts specified herein are intended to be within the definition of a "trust" as set forth in the Uniform Trustees' Powers Act, Chapter 372, Mississippi Laws of 1966, and the said Trustee and successor Trustee shall have all of the powers afforded to trustees in and by the terms and provisions of said statute, as now or hereafter amended, reference to which statute is hereby made for all purposes. If my said wife is unable or unwilling to act as Trustee, my wife's brother, Francis B. Stevens, shall be successor Trustee.

ARTICLE VI.

If my wife, Ethelwyn S. Hart does not survive me, I give, devise and bequeath all of the rest, residue and remainder of my property, real, personal and mixed, and wherever situated unto my children, Dr. William M. Hart, Jr., Juliet Hart Walton, Sarah Hart Shafer, and Ethelwyn Hart Fellingner, or their descendants in equal shares, per stirpes. The share of any beneficiary who is

William M. Hart, M.D.
WILLIAM M. HART

under age twenty-one (21) or under any legal disability shall be paid over to the Trustee named in Article V to be held as provided in Article V C.

ARTICLE VII.

If my wife, Ethelwyn S. Hart, shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I direct that I shall be deemed to have predeceased my wife. The provisions of my Will shall be construed upon this assumption, notwithstanding the provisions of any law establishing a different presumption of order of death or providing for survivorship for a fixed period as a condition of inheritance of property.

ARTICLE VIII.

I hereby nominate, constitute and appoint my wife, Ethelwyn S. Hart and my daughter, Juliet Hart Walton as Co-Executrices of this my Last Will and Testament, to serve without bond. I hereby waive the requirement of an appraisal of my estate and an accounting to the Court in which this Will is probated. In case my said wife shall die, resign, be disqualified, unwilling or unable to act as such, whether before or after entering upon her duties, my said daughter may serve alone. If neither my wife nor my daughter shall be able to serve, I nominate, constitute and appoint my son, Dr. William M. Hart, Jr. as alternate Executor of this my Last Will and Testament. My alternate Executor, my Trustee and successor Trustee shall have the same powers, discretions and duties herein vested in my Co-Executrices, including the right to serve as such without bond, without appraisal and without accounting to any court.

During the period of the administration thereof my estate shall be considered as a "trust" within the meaning of the said Uniform Trustees' Powers Act, referenced to which is again made for all purposes, and my Co-Executrices shall have all of the

William M. Hart, M.D.
WILLIAM M. HART

powers afforded to trustees in and by the terms and provisions of said statute, as now or hereafter amended, reference to which statute is hereby made for all purposes.

WITNESS MY SIGNATURE, this the 2nd day of November 1986.

William M. Hart, M.D.
WILLIAM M. HART

WITNESSES.

Patricia L. Stevens
Patricia L. Stevens

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing instrument of writing was exhibited to us by WILLIAM M. HART as his Last Will and Testament, that he signed the same in our presence, and in the presence of each of us, and that we, at this request, and in his presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 2nd day of November, 1986.

Patricia L. Stevens
Patricia L. Stevens

B479I



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 17th day of June 1993, at — o'clock — M., and was duly recorded on the 17th day of June, 1993, Book No. 26, Page 199.

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