

LAST WILL AND TESTAMENT  
OF  
WILLIAM RUSSELL RILEY

MADISON COUNTY, MS  
**FILED**  
JUN 10 1994  
AT 11:50 O'CLOCK A M  
STEVE DUNCAN, CHANCERY CLERK  
By: Gregory D.C.

STATE OF MISSISSIPPI  
COUNTY OF MADISON

I, WILLIAM RUSSELL RILEY, 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 I

I give, devise and bequeath to my son, JEWELL W. "ROCKY" RILEY, the sum of \$10,000.00

ITEM III

I give, devise and bequeath to my daughter, THELMA GRACE RILEY RANDALL, my mobile home and the lots on which it is situated, located at 286 Twin Lakes Drive, Canton, Madison County, Mississippi.

ITEM IV

I give, devise and bequeath to my granddaughter, THERESA LYNN RANDALL, the sum of \$5,000.00.

ITEM V

I give, devise and bequeath to my grandson, JAMES W. RANDALL, III, the sum of \$5,000.00.

*miss*  
*qfb*  
William Russell Riley  
WILLIAM RUSSELL RILEY

## ITEM VI

I give, devise and bequeath the 10 acres of real property owned by me and located in West Monroe, Louisiana, to my nephew, CLAUDE HARRIS, of West Monroe, Louisiana.

## ITEM VII

All the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall have any power of appointment, I do hereby give, devise and bequeath to my daughter, THELMA GRACE RILEY RANDALL, and my son, JEWELL W. "ROCKY" RILEY, share and share alike.

## ITEM VIII

In the event that either my son, JEWELL W. "ROCKY" RILEY, or my daughter, THELMA GRACE RILEY RANDALL, pre-decease me, then, and in that event only, I give, devise and bequeath that person's share of my estate to my grandchildren, THERESA LYNN RANDALL and JAMES W. RANDALL, III, share and share alike, per stirpes.

## ITEM IV

I hereby appoint, nominate and constitute my son, JEWELL W. "ROCKY" RILEY, as Executor of this my Last Will and Testament. In the event that he shall be deceased at the time of my death, or unable or unwilling to serve as Executor, then, and in that event only, I appoint my daughter, THELMA GRACE RILEY RANDALL, as Executrix of this my Last Will and Testament, and hereby grant to her the same powers and authority as set forth for my Executor. My Executor shall have full and plenary power and authority to do and perform any act deemed by him to be for the best interest of my estate, without any limitations whatsoever, and without surety bond, and said authority shall include, but shall not be limited

*Wm R*  
*RS*  
*William Russell Riley*  
WILLIAM RUSSELL RILEY

to, the right to take possession, hold, manage, invest and re-invest 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 four (4) pages, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament on this the 13 day of January, 1994.

William Russell Riley  
WILLIAM RUSSELL RILEY

*WHR  
JCS*

*WHR  
JCS*  
William Russell Riley  
WILLIAM RUSSELL RILEY

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

Mavis H. Burns  
ADDRESS: 1369 Hwy 43 South  
Canton, Mo. 39046

Joan C. Burns  
ADDRESS: 1022 Highway 17  
Canton, Mo 39046

*7/11/94*  
*JRB*  
William Russell Riley  
WILLIAM RUSSELL RILEY



STATE OF MISSISSIPPI, COUNTY OF MADISON:  
I certify that the within instrument was filed for record in my office this 10 day of June, 1994, at 11:50 o'clock A M, and was duly recorded on the June 10, 1994, Book No. 27, Page 10.  
STEVE DUNCAN, CHANCERY CLERK BY: K. C. Gregory

STATE OF MISSISSIPPI  
COUNTY OF MADISON

BOOK 27 PAGE 104

MADISON COUNTY, MS

FILED

JUN 10 1994

AT 11:50 O'CLOCK A M  
STEVE DUNCAN, CHANCERY CLERK  
By: K. Gregory

PROOF OF WILL

Comes now JOAN C. BURNS, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of William Russell Riley 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 William Russell Riley, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 13th day of January, 1994, 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 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 Marie H. Banes 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 this the 13th day of January, 1994.

Joan C. Burns  
JOAN C. BURNS

SWORN TO AND SUBSCRIBED before me on this the 13th day of January, 1994.

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 10 day of June, 1994, at 11:50 o'clock A M., and was duly recorded on the June 10, 1994, Book No 27, Page 104.

STEVE DUNCAN, CHANCERY CLERK BY: K. Gregory D.C.

MADISON COUNTY, MS

**FILED**

JUN 10 1994

AT 11:50 O'CLOCK A M  
STEVE DUNCAN, CHANCERY CLERK

By: R. Gregory D.C.

STATE OF MISSISSIPPI BOOK 27 PAGE 105  
COUNTY OF MADISON

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 William Russell Riley 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 William Russell Riley, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 13th day of January, 1994, the day of the date of said instrument, in the presence of this deponent and Joan Burns, 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 Joan Burns 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 this the 13<sup>th</sup> day of January, 1994.

Marie H. Banes  
MARIE H. BANES

SWORN TO AND SUBSCRIBED before me on this the 13<sup>th</sup> day of January, 1994.

Mary J. 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 10 day of June, 1994, at 11:50 o'clock A M., and was duly recorded on the June 10, 1994, Book No. 27, Page 105.

STEVE DUNCAN, CHANCERY CLERK

BY: R. Gregory D.C.

LAST WILL AND TESTAMENT

OF

FEB 1 1991

LARRY HOWELL STEPHENS

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

ITEM I.

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

ITEM II.

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

ITEM III.

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

WB 16  
150-  
151

*Larry H. Stephens*

ITEM IV.

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

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

Larry Howell Stephens  
LARRY HOWELL STEPHENS

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

Sharon V. Daly  
WITNESS

Carol D. Staley  
WITNESS

STATE OF MISSISSIPPI, Alcorn County  
I, LARRY W. McCOLLUM, Clerk of the Chancery Court in and for the State and County aforesaid, do hereby certify that the foregoing is a true and correct copy of the original of said instrument as fully and completely as the same appears of record in my office.

Given under my hand and seal this 25 day of March 1994  
LARRY W. McCOLLUM CHANCERY CLERK  
*[Signature]* D.C.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13th day of June, 1994, at 2:55 o'clock P. M., and was duly recorded on the 13th day of June, 1994, Book No 27, Page 106.

STEVE DUNCAN, CHANCERY CLERK BY Karen Trupp D.C.

August 7, 1981

BOOK 27 PAGE 109

# 94-247

I, Garry Clayton Byrum, hereby appoint my wife/husband Rebecca Perry Byrum to serve as executor of my estate without bond and without a court accounting.

I herebequeath all of my real and personal property to my wife/husband Rebecca Perry Byrum and direct him/her to pay all bills presented to my estate at the time of my death.

In the event that we, my husband/wife and I, die together in a common accident, or otherwise, prior to the youngest child reaching age 18 then I nominate and appoint as their guardian my Brother-in-law and his wife Mr & Mrs. Edward A. Perry to see to their needs until they reach the age of majority. I hereby appoint my Brother-in-Law Edward A. Perry to serve as executor of my estate without bond and without court accounting in this event.

Witness: Garry Clayton Byrum  
Peggy Howse

Witness: Martha D. Jempletton

MADISON COUNTY, MS

FILED

JUN 14 1994

AT 9:00 O'CLOCK A M  
STEVE DUNCAN, CHANCERY CLERK

By: K. Corcoran



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14 day of June, 1994, at 9:00 o'clock A M., and was duly recorded on the June 14, 1994, Book No. 27, Page 109.

STEVE DUNCAN, CHANCERY CLERK

BY: K. Corcoran D.C.

FILED

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

JUN 14 1994  
AT 9:00 O'CLOCK A M  
STEVE DUNCAN, CHANCERY CLERK

IN THE MATTER OF THE ESTATE OF  
LARRY CLAYTON BYNUM, DECEASED

By: *[Signature]*  
94,247

CIVIL ACTION FILE NO. 94,247

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF TENNESSEE

COUNTY OF White

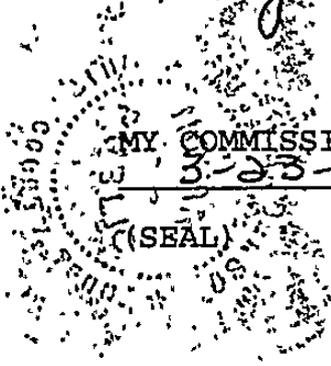
THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Martha G. Templeton, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Larry Clayton Bynum, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Larry Clayton Bynum signed, published and declared said instrument as his Last Will and Testament on the 7th day of August, 1981, the day and date of said instrument, in the presence of this affiant and Peggy Howell, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, Martha G. Templeton, the Affiant and Peggy Howell, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request

and in the presence of said testator and in the presence of each other.

Martha G. Templeton  
Martha G. Templeton

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 13 day of May, 1994.

Ruth Anderson  
NOTARY PUBLIC



MY COMMISSION EXPIRES:  
3-23-98  
(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14 day of June, 1994, at 9:00 o'clock A.M., and was duly recorded on the June 14, 1994, Book No. 27, Page 110.



STEVE DUNCAN, CHANCERY CLERK

BY: K. Gregory D.C.

FILED

MAY 13 1994

AT 2:30 O'CLOCK P M  
STEVE DUNCAN, CHANCERY CLERK  
By: K. Gregory D.C.LAST WILL AND TESTAMENT  
OF  
FANNIE MAE POLK

I, FANNIE MAE POLK, an adult resident citizen 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 instrument to be my Last Will and Testament, hereby revoking all previous Wills or Codicils thereto heretofore made by me.

## ITEM I

I hereby name, constitute and appoint my daughter, Lurline Polk as Executrix of this my Last Will and Testament and direct that she act in that capacity without the necessity of posting bond to insure the faithful performance of her duties. I further waive accounting of the assets of my Estate and, insofar as is lawful, waive inventory and appraisal of the assets of my Estate.

## ITEM II

I hereby direct my Executrix to pay all my just debts which may be probated, registered, or allowed against my Estate as soon after my death as is practical, and prior to distribution of any of the assets owned by me at my death.

## ITEM III

I hereby give, devise and bequeath my home, situated at 109 Compress Street, Magnolia Heights Subdivision, near the Town of Flora, Mississippi, to my two daughters, Mary Polk and Lurline Polk, as joint tenants with right of survivorship and not as tenants in common.

I hereby give, devise and bequeath all remaining assets of my Estate, whether the same is real, personal, or mixed, and wheresoever the same may be situated, to my four children, in

*Fannie Mae Polk*

equal shares, share and share alike, or, should any of them have predeceased me, to their issue, per stirpes.

IN WITNESS WHEREOF I have hereunto set my hand on this, the 13<sup>th</sup> day of March, 1992.

Fannie Mae Polk  
FANNIE MAE POLK

CERTIFICATE OF WITNESSES

WE, the undersigned subscribing witnesses to the Last Will and Testament of Fannie Mae Polk hereby certify that we witnessed the signing of her Last Will and Testament, at her special instance and request, in her presence, and in the presence of each other. We further certify that when she signed her Last Will and Testament, Fannie Mae Polk was above the age of twenty-one years and was of sound and disposing mind and memory.

WITNESS OUR SIGNATURES on this, the 13<sup>th</sup> day of March, 1992.

Gold M. King Residing at Flora, Mo 39071  
Otis Jordan Residing at Flora, mo 39071



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13 day of May, 1994, at 2:30 o'clock P M., and was duly recorded on the June 14, 1994, Book No. 27, Page 112.

STEVE DUNCAN, CHANCERY CLERK BY: K. Bregory D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI  
MADISON COUNTY, MS

FILED

MAY 13 1994

IN THE MATTER OF THE ESTATE  
OF FANNIE MAE POLK, DECEASED

AT 2:30 O'CLOCK P M  
STEVE DUNCAN, CHANCERY CLERK

By: Gregory D.C.

CIVIL ACTION NO. 94 234

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the jurisdiction aforesaid, the within named RONALD M. KIRK, who being by me first duly sworn according to law, says on oath:

1. This Affiant is one of the Subscribing Witnesses to an attached instrument of writing purporting to be the Last Will and Testament of Fannie Mae Polk, deceased, who was personally known to the Affiant, and whose signature is affixed to the Last Will and Testament dated March 13, 1992.

2. That on the 13th day of March, 1992, Fannie Mae Polk signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the undersigned Affiant, and also in the presence of Otis Jordan, the other Subscribing Witness to the instrument.

3. Fannie Mae Polk was then and there of sound and disposing mind and memory and well above the age of twenty-one years.

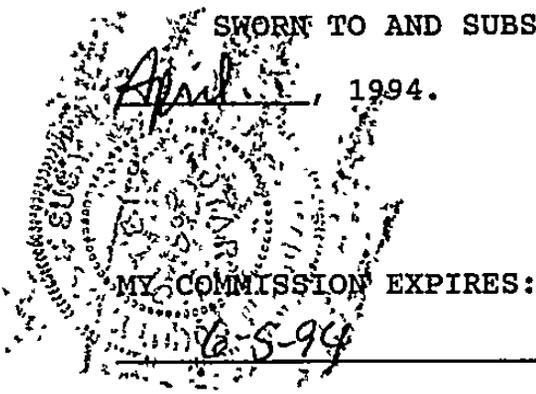
4. That this Affiant and Otis Jordan subscribed and attested said instrument, as witnesses to the signature and publication thereof, and at the special instance and request of, and in the presence of the said Fannie Mae Polk, and in the presence of each other.

5. And further, your Affiant says naught.

Ronald M Kirk  
RONALD M. KIRK

SWORN TO AND SUBSCRIBED BEFORE ME on this the 15<sup>th</sup> day of April, 1994.

Susan Cox Phillips  
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13 day of May, 1994, at 2:30 o'clock P M., and was duly recorded on the June 14, 1994, Book No. 27, Page 114.

STEVE DUNCAN, CHANCERY CLERK

BY: K Gregory D.C.

FILED  
THIS DATE  
11:44 A.M.  
JUN 17 1994

LAST WILL AND TESTAMENT  
OF  
PAULINE LOGAN DAY

STEVE DUNCAN  
CHANCERY CLERK  
*Steve Duncan*

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

ITEM I

I appoint PAUL DAY, as Executor of the Estate under this Will. If PAUL DAY should be unwilling or unable to serve as Executor, then WALTERINE CROOK shall serve as successor Executrix.

ITEM II

MARITAL STATUS AND CHILDREN

I declare that I am unmarried, being the widow of Walter Lee Day. I have three children now living, all of whom are adults, and they are PAUL DAY, WALTERINE CROOK, and EDNA FRANCES PONDER. They are herein referred to as "my children."

ITEM III

PAYMENT OF DEBTS AND EXPENSES

I direct my Executor to pay all of my just debts and obligations which are probated, registered and allowed against my estate as soon as may be conveniently done, provided, however, that my Executor shall specifically be authorized to pay any debt of my estate which does not exceed \$1,000.00 without the necessity of probating said debt.

I further direct my Executor to pay all of my funeral expenses (including the cost of a suitable monument at my grave), expenses

of my last illness, any unpaid charitable pledges (regardless of whether said pledges may be enforceable obligations of my estate), and the costs of administration of my estate as soon as practicable after my death; provided, however, my Executor shall not be required to pay any obligation in advance of its maturity. My Executor, in my Executor's sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions. I direct that my Executor be empowered to set aside up to \$3000.00 to provide for the perpetual care of the cemetery in which I am interred.

## ITEM IV

PERSONAL EFFECTS

A. I give and bequeath unto my daughters, EDNA FRANCES PONDER and WALTERINE CROOK the contents of my home and all of my personal belongings.

B. I hereby give, devise and bequeath unto my sister, JENNIE ALICE MURPHEY, the sum of \$1,000.00.

C. I give and bequeath unto PAUL DAY and WALTERINE CROOK any excess funds which I may have on deposit at any bank, but particularly, the Citizens Bank and Trust Branch in Bentonia, Mississippi, and to Citizens Bank and Trust Branch in Canton, Mississippi and Trustmark National Bank, all of the funds on deposit in those three institutions and any other institutions to be divided two-thirds (2/3) to PAUL DAY and one-third (1/3) unto WALTERINE CROOK. This bequest is made being not unmindful of my

other daughter EDNA FRANCES PONDER, it being the express wish of said daughter EDNA FRANCES PONDER, that her share of said funds should be paid to her brother PAUL DAY. I may leave a separate memorandum containing directions for the specific distribution to be made of certain of the tangible personal property bequeathed under this item. In such an event the provisions of that memoranda shall be given the same legal effect as if included in this Will. The assets described therein shall be distributed to the named beneficiaries.

## ITEM V

RESIDUE

From the residue of my estate, my Executor shall first pay any and all estate and inheritance taxes payable by my estate regardless of whether such taxes are attributable to property included in my probate estate or to property passing outside of my estate either by operation of law, by contract or otherwise. The remainder of the residue of my estate shall be distributed as follows:

A. I give, devise and bequeath to my son PAUL DAY the rest and residue of my Estate. If PAUL DAY survives me, then the share created by the residue and the share created in ITEM IV by the gift of any money left shall be held for PAUL DAY by ALICE TACKETT as trustee according to the following terms and provisions.

1. Trustee shall hold, manage, invest and reinvest the trust property and commencing with the date of my death, pay to or apply for PAUL DAY's benefit all the net income

of this trust. These income payments shall be made to PAUL DAY in convenient installments, at least quarterly.

2. In addition to the income distributions, the Trustee may distribute to or for PAUL DAY's benefit during his lifetime, as much principal at the Trustee deems advisable for his education, support, maintenance and health; for the maintenance of his accustomed standard living; or for any medical, hospital or other institutional care which he may require. In making principal distributions, the Trustee shall consider PAUL DAY'S needs and the funds available to him from other sources.

3. Upon PAUL DAY's death, the Trustee shall distribute the remaining assets of this trust to three of my grandchildren, the sons of PAUL DAY, outright and free of trust and the trust shall terminate.

B. My children shall have the right to disclaim all or any part of their interest in any property which I have devised or bequeathed to them, whether outright or in trust. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be delivered to my Executor within the time period required for the disclaimer to qualify under §2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law. The property in which such child disclaims his or her interest shall be distributed according to the

provisions of this Will as though such child predeceased me.

## ITEM VI

MISCELLANEOUS TRUST PROVISIONS

A. Unless otherwise provided herein, the terms "trust" and "trusts" may be used interchangeably and shall mean all trusts created by this Will. Any trust created by this Will is a private trust.

B. The income of any trust created by this Will shall accrue from the date of my death. During the administration of my estate and until the trust is established and activated, I authorize the Trustee to request of my Executor, in which case my Executor shall comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the trust. These payments shall be an amount which in the joint judgment of the Trustee and the Executor equals the trust income which the beneficiaries would have received had the trust been established and activated. If an overpayment or underpayment results, the Trustee shall pay to or receive from the beneficiaries the appropriate amount.

C. In making distributions to the beneficiaries from a trust created under this Will, and especially where a beneficiary is a minor or incapable of transaction business due to incapacity or illness, the Trustee may make distributions either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, or (d) by

applying the payments for the benefit of the beneficiary by paying expenses directly. In any event, the Trustee shall require such reports and take such steps as the Trustee deems necessary to assure and enforce the application of such payments for the exclusive benefit of the beneficiary.

D. If at any time in following the directions of this Will the Trustee is required to distribute outright to a person who is a minor all or any part of the principal of a trust created herein, the Trustee is directed to continue to hold and manage the share of the minor in trust for that minor's benefit until the minor attains age twenty-one (21), at which time the Trustee shall distribute such share to the beneficiary. Until distribution is made, the Trustee is directed to expend such part of the income and/or principal of the share belonging to that minor as the Trustee, in the Trustee's discretion, deems necessary to provide for the proper education, support, maintenance and health of the minor and for any medical, hospital or other institutional care which the minor may require.

E. The interest of every beneficiary of any trust created herein shall vest within the period prescribed by the Rule against Perpetuities. Upon vesting, any trust property held by the Trustee shall be distributed to the beneficiary or beneficiaries of the trust property (or to his or her legal guardian or other personal representative) as though such beneficiary had reached the age at which final distribution was required.

F. The Trustee shall not be required to make physical

division of the properties of any trust created herein, except where necessary for purposes of distribution, but may keep the trust in one (or more) consolidated fund. The Trustee shall maintain books of account containing accurate records of separate principal, income and expense of each trust.

G. In making distributions of both principal and income, the Trustee may make a non pro rata distribution of property in kind. The judgment of the Trustee concerning values and purposes of such division or distribution of the property or securities held in the trust shall be binding and conclusive on all interested parties. The Trustee shall not be liable to any beneficiary for any decisions made pursuant to this paragraph. In making a division or distribution, the Trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed. The Trustee may select assets to be allocated or distributed without regard to the income tax basis of the property and without regard to the types of assets distributed to individual beneficiaries.

H. Notwithstanding the distribution of all of the assets of a trust created herein, the Trustee may keep in existence any trust created herein if the Trustee deems such action necessary or advisable for the trust to receive additional property at a later date.

#### ITEM VII

##### MISCELLANEOUS AND SUCCESSOR TRUSTEE PROVISIONS

A. No Trustee shall be required to enter into any bond as

Trustee, to obtain the approval of any Court for the exercise of the powers or discretion provided herein, or to file with any Court any periodic or formal accounting of the administration of any trust. The Trustees shall render annual accounting to each of the beneficiaries of any trust or (his or her guardian if a beneficiary is a minor). No persons paying money or delivering property to the Trustees shall be required to see to its application.

B. A Trustee may resign at any time by giving each of the beneficiaries of the trust (or his or her guardian) and the other Trustee written notice specifying the effective date of such resignation. The notice may be sent by personal delivery or by registered mail.

C. If ALICE TACKETT should become unwilling or unable to serve as Trustee for the trust for the benefit of Paul Day created under ITEM V(A) of this Will STANLEY F. STATER, III, shall serve as successor Trustee. If either ALICE TACKETT nor STANLEY F. STATER, III, should be unwilling or unable to serve as Trustee, then ALICE TACKETT shall appoint a successor Trustee of such trust if ALICE TACKETT fails to make the appointment within thirty (30) days a successor shall be appointed by the Chancery Court in which this Will was probated, upon petition brought by or on behalf of the beneficiaries of the trust.

D. The resignation of any Trustee, regardless of cause, shall become effective upon the qualification of the successor Trustee and submission of a full accounting by the resigning Trustee; however, the remaining Trustee, the successor Trustee and

the adult beneficiaries may agree to waive a final accounting by the Trustee being replaced.

E. Any successor Trustee shall be vested with all the rights, powers, duties and discretion herein conferred upon the original Trustee being replaced.

F. The Trustees shall be entitled to receive reasonable compensation based on the services they are required to perform. The Trustees shall receive reasonable compensation based upon the then current hourly rates being charged in Madison County Mississippi, for services comparable to those being rendered by the Trustees. Compensation shall be paid regularly and shall be shown on the Trustees' annual account.

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

ITEM X

TRUSTEE POWERS

Unless otherwise provided, the administration of any trust herein created, the sale and conveyance of trust assets, the investment and reinvestment of trust assets, and the rights, powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustee's Powers Law of Mississippi, as amended. In addition to the powers contained in that Law, and the power to make "legal investments" under Mississippi law, the Trustee shall have full power and authority:

A. To place trust funds on time deposit in interest bearing accounts or certificates of deposit in any federally insured financial institution, including any bank which may be serving as Trustee.

B. To receive additional property any person conveys to the trust either in lifetime or by Will, and to administer and distribute the property according to the terms of the trust.

C. To distribute income and principal of the trust in cash or in kind.

D. To sell, transfer, convey, mortgage, lease and dispose of the trust property upon such terms and in such manner and for such prices as the Trustee deems proper; and to execute and deliver any instruments necessary to accomplish such action. Any lease or other instrument which is executed by the Trustee shall continue in full force and effect under its terms, notwithstanding the termination of the trust.

E. To determine the allocation of receipts and expenses between income and principal.

F. To invest funds in a common fund established by the Trustee pursuant to the Uniform Common Trust Fund Act of Mississippi.

G. To merge and consolidate the assets of any trust created herein under with any other trust if at the time of my death the Trustee herein named is serving as Trustee of another trust created by me during my lifetime if the substantially similar to this trust. The trustee shall administer the two trusts as one if such

consolidation would result in more effective and efficient management of the two trusts.

H. To receive and retain all types of property and especially to receive, invest in and retain shares of stock in closely-held corporations, partnership interests in general and limited partnerships, and non-income producing real estate or other property regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which trustees generally are authorized to invest by law.

I. To carry out legally binding agreements made by me during my lifetime, including the consummation of any agreements relating to the capital stock of corporations owned by me at the time of my death, and including the continuation of any partnership in which I may be a partner at the time of my death whether the terms of the partnership agreement obligate my estate or my personal representative to continue my interest therein, and to enter into agreements for the rearrangement or alteration of my interest or obligations under any such agreements in effect at the time of my death.

J. To retain or acquire stocks, bonds or securities for investments; to exercise stock subscriptions, rights and options; to vote or grant proxies to vote all securities belonging to the trust; to pay assessments; to support, oppose or participate in any merger, reorganization, redemption or liquidation of any entity in

which the trust owns an interest; to pledge any securities or other property as security for any loan made by the Trustee; and to accomplish any other purpose of any nature incidental to the administration of the trust.

K. To borrow money from any person or entity or lend money to any person or entity at such rate of interest as the Trustee determines necessary for the administration of the trust or to facilitate any purchase, sale or other acquisition or disposition of trust property; to execute such notes and loan agreements required for such loans; to secure the repayment of such loans by executing such contracts, mortgages, deeds of trust, security instruments, or other instruments required for such loans; and, to assume any liabilities as consideration for the acquisition of assets or to acquire assets subject to such liabilities.

L. To employ and compensate from trust assets any agents, accountants, attorneys, custodians, brokers, investment counselors and other advisors the Trustee deems necessary for the administration of the trust.

M. To seek approval of or authority from any court of competent jurisdiction with respect to any action of the Trustee if the Trustee determines it is in the best interest of the Trustee, the trust or the beneficiaries to do so.

N. To execute and deliver oil, gas and other mineral leases containing such unitization or pooling agreements and other provisions as the Trustee deems advisable; to execute mineral and royalty conveyances; to purchase leases, royalties and any type of

mineral interests; to won, hold, acquire and dispose of working interests and royalty interests in properties held in the trust and to expend funds of the trust necessary with respect to the ownership of such interests; to execute and deliver drilling contracts and other contracts, options and other instruments necessary or desirable in engaging actively in the oil, gas or other mining businesses; all of the foregoing to be done with such terms, conditions, agreements, covenants, provisions or undertakings as the Trustee deems advisable.

O. To manage any farm property, including the authority to plant and harvest crops; to breed, raise, and sell farm animals, aquatic produce and farm produce all kinds; to purchase and sell equipment; to make improvements; to construct, repair or demolish any buildings; to engage agents, managers and employees and delegate powers to them; to establish reasonable reserves for depreciation out of income; to replace improvements and equipment; to fertilize and improve the soil; to engage in the growing, improvement and sale of trees and other forest crops; and to perform any other acts deemed necessary or desirable to operate the farm property.

P. To terminate any trust if the Trustee, in the Trustee's sole discretion, determines the assets of the trust are of such small value that the continued existence and operation of the trust is not in the best interest of the beneficiaries. This power shall be exercisable only if the income beneficiaries and the remainder beneficiaries are the same and have the same interest in the trust,

or if the beneficiaries or interests are different, only if the beneficiaries agree to a manner of termination and distribution of trust assets. No beneficiary shall have any right to require the Trustee to exercise this power. Upon termination, the Trustee shall distribute the assets of the trust to the beneficiaries in the beneficiaries' proportionate shares.

## ITEM XI

EXECUTOR POWERS

A. All rights, powers, duties and discretion granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executive or Administrator. Where used throughout this Will, the terms "Executor" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my Estate, whether one or more than one.

B. I direct that neither my Executor nor any successor Executor or personal representative shall be required to make any bond as Executor. To the extent permissible by law, I waive the requirement that my Executor or any successor Executor be required to make a formal appraisal, provide an inventory or file an accounting for my estate with any court.

C. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. My executor may satisfy any pecuniary bequest provided in this Will in cash or in kind or partly in cash and partly in kind; however, any asset distributed in kind shall be valued at its date of distribution value.

D. No person dealing with my Executor shall be obligated to see to the application of any moneys, securities, or other property paid or delivered to my Executor, or to inquire into the expediency or propriety of any transaction or the authority of my Executor to enter into and consummate the transaction upon such terms as my Executor may deem advisable.

E. My Executor shall have the power to disclaim any part or all of my interest in any property which is or has been devised or bequeathed to me, whether outright or in trust, provided such disclaimer is made within the time period required for the disclaimer to qualify under §2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law.

G. My executor may pay or deliver part or all of the property bequeathed or devised herein as soon as it is convenient to do so without jeopardizing the ability of my estate to satisfy its taxes and obligations. In any event, the date or dates of distribution shall be determined in the discretion of my Executor.

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

I. I specifically authorize my Executor to borrow in the name of my estate such funds as may be necessary to pay my debts,

administration expenses, and taxes of my estate; to pledge such of my property, real or personal, as may be necessary to secure such loan; and to execute notes, security instruments or documents necessary or required to secure such loans. However, my Executor shall not pledge any property specifically devised or bequeathed herein. My Executor shall not be required to pay or otherwise satisfy any such loan prior to the closing of my estate and the discharge of my Executor, but in satisfaction of any bequest herein, my Executor may distribute such property at its date of distribution value net of such loan.

J. My Executor shall have the power to invest or reinvest my assets in such bank accounts, securities, or real or personal property or to retain any of my assets as my Executor determines.

K. My Executor shall not be required to reduce all or any of my personal or real property to cash during the administration of my estate, but in my Executor's discretion may sell or lease any of my property in such manner and on such terms and conditions as my Executor may deem advisable, without notice and without notice and without the necessity of Court approval or authorization. In connection with a sale or lease, my Executor may execute and deliver such deeds, leases or other instruments relating thereto.

L. My Executor shall take all actions necessary to comply with any agreements I have made during my lifetime, including the consummation of any agreements relating to the stock of corporations I own or interests in partnerships I own whenever the terms of any such agreement obligate my estate or my personal

representatives to sell my interest therein. My Executor shall have the power to continue or permit the continuance of any business which I own or in which I have an interest at the time of my death.

M. My Executor may employ and compensate from estate assets any attorneys, accountants, custodians or other agents necessary to the administration of my estate.

N. My Executor shall have the discretion and authority to make special use valuation election allowable under §2032A of the Internal Revenue Code, or any corresponding provision of future law relating thereto. My Executor shall not incur any liability to any party for determining whether or not to exercise the discretion to elect or not to elect special use valuation.

O. My Executor shall have the power to elect to defer the payment of federal estate taxes as provided in §6166 of the Internal Revenue Code, or any corresponding provision of future law relating thereto. My Executor shall not incur any liability to any party for determining whether or not to exercise the discretion to elect or not to elect to defer the payment of taxes.

P. I further nominate and appoint my Executor herein named to petition the proper Court and to take all necessary action to effect an ancillary administration covering any property I may own in another jurisdiction. I direct that no bond or other security shall be required of my Executor named herein, nor shall my Executor be required to file an inventory or accounting with any court in any foreign jurisdiction. If the laws of any other

jurisdiction in which I may own property require that a resident of that jurisdiction serve as Executor or Administrator in any ancillary proceeding by my Estate, my Executor shall have the power and right to select and designate a proper party resident of the foreign jurisdiction involved to serve with the Executor of my estate as Co-Administrators. In such event, the Co-Administrators shall not be required to post any bond or other security or file any accounting or inventory with any court in the foreign jurisdiction.

IN WITNESS WHEREOF, I have signed and declared this to be my LAST WILL AND TESTAMENT on the 15<sup>th</sup> day of November 1993.

Pauline Logan Day  
PAULINE LOGAN DAY

This instrument was, on the day and year shown above, signed, published and declared by PAULINE LOGAN DAY to be her LAST WILL AND TESTAMENT in our presence and we have subscribed our names as witnesses in her presence and in the presence of each other.

Sanford C Thomas of One Woodgreen Place  
Witness SS# 428-96-0353 Address Suite 100 Madison MS.

Harry C Strass of One Woodgreen Place, Ste. 100  
Witness SS# 426-82-9640 Address Madison, MS. 39110-

PROOF OF WILL

Sanford C Thomas and Harry C Strass, being duly sworn according to law on oath state:

Each of us is a subscribing witness to the attached written instrument dated Nov 15, 1993, which purports to be

the LAST WILL AND TESTAMENT of PAULINE LOGAN DAY, Testatrix, who is personally known to each of us. On the execution date of the instrument, the Testatrix, in our presence, signed, published and declared the instrument to be her LAST WILL AND TESTAMENT, and requested that we attest her execution thereof. In the presence of the Testatrix and each other, each of us signed our respective names as attesting witnesses. At the time of execution of the instrument of the Testatrix appeared to be eighteen years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

Dated this the 15<sup>th</sup> day of November, 1993.

[Signature]  
Witness  
Stanford C. Thomas  
Print Name Clearly Here

of One Woodgreen Pl, Suite 100  
Address  
Madison, MS. 39110  
428-96-0353  
Social Security Number

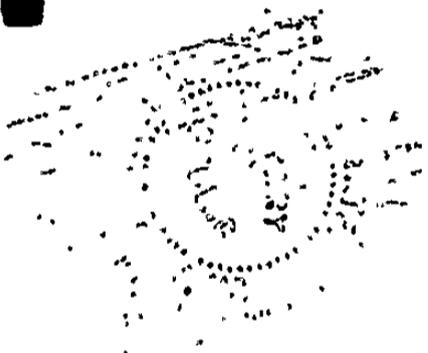
[Signature]  
Witness  
Hardy C. Thomas  
Print Name Clearly Here

of One Woodgreen Pl. - Ste. 100  
Address  
Madison, Ms. 39110  
426-82-2040  
Social Security Number

STATE OF MISSISSIPPI  
COUNTY OF MADISON

Subscribed and sworn to before me, the undersigned Notary Public, on this the 15 day of November, 1993.

[Signature]  
Notary Public



STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 17<sup>th</sup> day of June, 1994, at 11:44 o'clock A. M., and was duly recorded on the 17<sup>th</sup> day of June, 1994, Book No 27, Page 116.

STEVE DUNCAN, CHANCERY CLERK BY: [Signature] D.C.

THIS DATE  
JUN 17 1994

IN THE CHANCERY COURT OF MADISON COUNTY  
STATE OF MISSISSIPPI

STEVE DUNCAN  
CHANCERY CLERK

IN THE MATTER OF THE ESTATE OF  
PAULINE LOGAN DAY, DECEASED

CIVIL ACTION  
FILE NO. 94314

PROOF OF WILL

STATE OF MISSISSIPPI  
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Sanford C. Thomas, a subscribing witness to a certain instrument of writing purported to be the *Last Will and Testament of Pauline Logan Day*, who being duly sworn, deposed and said that the said Pauline Logan Day signed, published and declared said instrument as her *Last Will and Testament* on the 15th day of November, 1993 the day of the date of said instrument, in the presence of this deponent and in the presence of Harry C. Strauss, 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 Harry C. Strauss, 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.

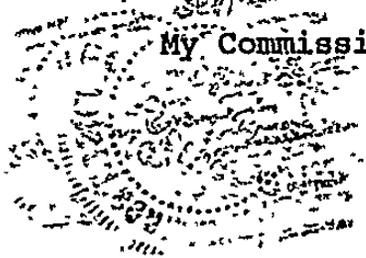
WITNESS MY SIGNATURE on this the 15<sup>th</sup> day of June, 1994.  
Sanford C. Thomas  
SANFORD C. THOMAS

SWORN TO AND SUBSCRIBED BEFORE ME on this the 15<sup>th</sup> day of June, 1994.

(SEAL)

Steve Duncan  
NOTARY PUBLIC

My Commission Expires: 3-6-95



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17<sup>th</sup> of June, 1994, at 11:44 o'clock A. M., and was duly recorded on the 17th day of June, 1994, Book No. 27, Page 135.

STEVE DUNCAN, CHANCERY CLERK BY: Karen Jupp D.C.

THIS DATE JUN 17 1994

IN THE CHANCERY COURT OF MADISON COUNTY STATE OF MISSISSIPPI

STEVE DUNCAN CHANCERY CLERK

IN THE MATTER OF THE ESTATE OF PAULINE LOGAN DAY, DECEASED

CIVIL ACTION FILE NO. 94314

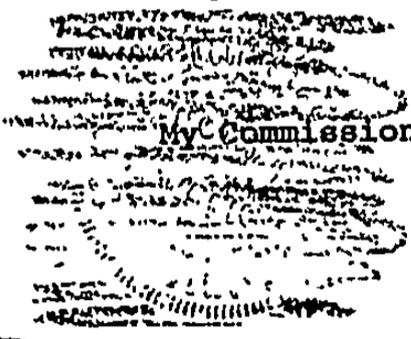
PROOF OF WILL

STATE OF MISSISSIPPI COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Harry C. Strauss, a subscribing witness to a certain instrument of writing purported to be the Last Will and Testament of Pauline Logan Day, who being duly sworn, deposed and said that the said Pauline Logan Day, signed, published and declared said instrument as her Last Will and Testament on the 15th day of November, 1993 the day of the date of said instrument, in the presence of this deponent and in the presence of Sanford C. Thomas, 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 Sanford C. Thomas 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 15th day of June, 1994. HARRY C. STRAUSS

SWORN TO AND SUBSCRIBED BEFORE ME on this the 15th day of June, 1994. Edith Statter NOTARY PUBLIC



My Commission Expires: 3-6-95 (SEAL)



STATE OF MISSISSIPPI, COUNTY OF MADISON: I certify that the within instrument was filed for record in my office this 17th day of June, 1994 at 11:44 o'clock A.M., and was duly recorded on the 17th day of June, 1994, Book No. 27, Page 136. STEVE DUNCAN, CHANCERY CLERK BY: Karen Supp D.C.

FILED

LAST WILL AND TESTAMENT

JUN 17 1994

OF

AT 1:10 O'CLOCK P.M.  
STEVE DUNCAN, CHANCERY CLERK

BARNETT L. DAVIS, JR.

By: Karen Trapp, D.C.

I, BARNETT L. DAVIS, JR., an adult resident of Jackson, Hinds County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My wife's name is FOREST B. DAVIS, and she is herein referred to as "my wife." I have two (2) adult sons now living, BARNETT L. DAVIS, III and RONALD L. DAVIS.

The word "descendants" shall include any person hereafter born to any of my descendants.

ITEM II.

I appoint my son, BARNETT L. DAVIS, III, as Executor of my Estate under this Will. In the event my Executor is or becomes unable or unwilling to serve, I appoint my brother, THOMAS M. DAVIS, to serve as successor Executor.

ITEM III.

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

Unless otherwise provided, in referring to the Trustee, any neuter terminology also includes the masculine and feminine or

FOR IDENTIFICATION:

B.L.D.

vice versa and any reference in the singular shall also include the plural or vice versa.

Where used throughout this Will, the terms "Executor," "Executrix" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one, and to any successor Executor or Administrator.

ITEM IV.

My Executor shall pay all funeral expenses, costs of administration and other proper claims probated against my estate, and allowed, and including federal and state estate taxes owed by my estate.

ITEM V.

To my wife, FOREST B. DAVIS, if she survives me, I devise and bequeath the following:

A. My interest in our family residence, subject to any indebtedness thereon.

B. My club memberships, clothing, jewelry, sport equipment and other personal effects.

C. Any one of my automobiles which she shall choose by written notice to my Executor.

If my wife does not survive me, the above items shall be included in the residue of my estate passing under Item X below.

## ITEM VI.

All furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in our home is the property of my wife. I have no right to dispose of these items and confirm her title to them. If my wife predeceases me and I have any right to these items at the time of my death, they shall become a part of the residue of my estate, to be distributed as a part of the residue of my estate under Item X of this Will.

## ITEM VII.

I devise to my son, BARNETT L. DAVIS, III, if he survives me, any real property which I own, or in which I have any interest, located in Harrison and/or Hancock Counties, Mississippi. If he does not survive me, this devise shall pass as a part of the residue of my estate.

## ITEM VIII.

I devise and bequeath to DEPOSIT GUARANTY NATIONAL BANK, Jackson, Mississippi, as Trustee under the terms set forth in this Will, assets of a value of Two Hundred Fifty Thousand Dollars (\$250,000). My Executor shall select the assets to fund this trust, using the values as finally determined for federal estate tax purposes. This trust shall be for the benefit of my wife, my grandson, ROBERT L. DAVIS, born October 9, 1968, my grandson, MICHAEL H. DAVIS, born March 4, 1970, my granddaughter, CASEY ELIZABETH DAVIS, born July 28, 1978 and my grandson, BARNETT L. DAVIS, IV, born December 20, 1982, and the above named grandchildren's descendants. This trust is for the benefit only of my wife and of the grandchildren named above, and is not intended to cover a class, nor to include any other children born to either of my sons. When used herein the word "grandchild" and

FOR IDENTIFICATION:

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shall be a separate trust for the then living descendants of such deceased grandchild. If a deceased grandchild shall leave no surviving descendants, his or her share shall be placed in the trust created for his or her surviving brother or sister, or the trust created for the descendants of his or her deceased brother or sister. The amount of the share going into the separate trust for each grandchild or for the descendants of a deceased grandchild shall be determined after taking into account the amount of trust principal, if any, advanced to such grandchild under the provisions of paragraph B above. The Trustee shall hold, administer and distribute the assets of each separate trust under the following provisions:

(1) The Trustee shall distribute, at least annually, to each beneficiary of each trust (but not necessarily in equal shares) as much of the net income of that trust as the Trustee, in its discretion, deems advisable for the beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions.

(2) In addition to the income distributions, the Trustee may distribute to or for the benefit of a beneficiary, as much principal as the Trustee, in the Trustee's discretion, deems advisable for the beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

(3) After the death of my wife, as and when each of my grandchildren attains the age of thirty (30) years, the Trustee shall distribute to that child his or her entire trust estate. If at the time of the death of my wife, any beneficiary has attained the age required herein for distribution of the principal of his or her trust, his or her entire trust estate shall be distributed to that beneficiary at that time.

The assets of a trust for surviving descendants of a deceased grandchild of mine shall be distributed to such descendants, per stirpes, when the youngest child of a deceased grandchild of mine attains the age of twenty-one (21) years.

(4) In the event of death of any of my grandchildren after division of this trust into separate trusts and prior to receipt by that grandchild of his or her entire trust estate, the balance in the trust of my deceased grandchild shall be retained in trust for the benefit of my deceased grandchild's then living descendants. The net income and principal shall be distributed among such surviving descendants as the Trustee determines in accordance with the directions and standards previously set forth in subparagraphs (1) and (2) of this paragraph C. The entire trust estate shall be distributed to the descendants, per stirpes, when the youngest living child of such deceased grandchild attains the age of twenty-one (21) years. If at the death of a grandchild, he or she leaves no surviving descendants, that deceased grandchild's trust estate shall be distributed to the trust created for his or her surviving brother or sister, or to the trust created for the descendants of his or her deceased brother or sister, to be held, administered and distributed in accordance with the provisions of such trusts, or shall be distributed outright



Trustee may consider the needs of my wife and the funds available to her from other sources.

In addition to all the net income and to so much of the principal as the Trustee shall determine from time to time to distribute or to apply for her benefit, my wife shall have the right to appoint to herself during any one calendar year, up to, but not more than, the greater of five percent (5%) of the aggregate value of the principal at the end of such year or Five Thousand Dollars (\$5,000). Any such appointment shall be by written instrument signed by her and delivered to the Trustee. In the event of such distribution of principal to my wife, receipt therefor shall be complete acquittance of the Trustee. This right of my wife to appoint principal shall not be cumulative from one year to another.

C. Upon the death of my wife, any and all undistributed income of this trust, or of the "marital deduction portion", if my Executor elects to have only a portion of this trust qualify for the marital deduction, shall be distributed to her estate. The remaining trust assets shall be distributed to my son, BARNETT L. DAVIS, III, if he is then living. If he is not then living, the remaining trust assets shall be distributed to DEPOSIT GUARANTY NATIONAL BANK, as Trustee of the separate trusts for CASEY ELIZABETH DAVIS and BARNETT L. DAVIS, IV, or their descendants, created under Item VIII, paragraph C, above, in equal shares, to be held, administered and distributed according to the terms of said trusts, except that, unless my wife directs otherwise by her Will, the Trustee may, if in the sole discretion of the Trustee such would benefit my descendants, first pay from the principal of this marital trust, directly or to the legal representative of my wife's estate as the Trustee deems advisable, the amount of estate and inheritance taxes assessed by reason of the death of my wife, together with the expenses of administering her estate.

FOR IDENTIFICATION:

Page 8 of 19

B.L.

D. It is my intention to qualify the bequest hereunder for the marital deduction under Section 2056, if my Executor so elects, and any provision herein to the contrary shall be void. Accordingly, I direct (a) that there shall not be allocated to the trust any property which would not qualify for the marital deduction; (b) that the Trustee shall not invest in nor retain beyond a reasonable time, without the consent of my wife, any unproductive property as that property is defined in applicable tax laws and my wife shall have the power to require the Trustee to either make the property productive or to convert it to productive property within a reasonable time; and (c) that none of the powers or discretions of my Executor or Trustee shall be exercised in a manner which will deny my estate the marital deduction for property passing to this trust.

E. I authorize my Executor to make the election under Section 2056(b)(7) to have this trust or any portion hereof treated as "qualified terminable interest property" for the purpose of qualifying for the marital deduction allowable in determining the Federal estate tax upon my estate.

My Executor shall, in its sole discretion, determine whether to elect, under the provisions of the Internal Revenue Code applicable to my estate, to have a specific portion (herein referred to as the "marital deduction portion") or all of this trust, treated as "qualified terminable interest property" for Federal estate tax purposes. If an election is made as to less than all of this trust, the specific portion shall be expressed as a fraction, and the value of the marital deduction portion at any time may be determined by multiplying the value of this trust at that time by the fraction. At the time of any distribution of principal under paragraph B above, the fraction shall be adjusted, first by restating it so that the numerator and denominator are the values of the marital deduction portion and of the entire trust, respectively, immediately prior to the

principal distribution, and then by subtracting the amount of the principal distribution from each of the numerator and the denominator, except that the numerator shall not be reduced below zero. Generally, I anticipate that my Executor will elect to minimize the estate tax payable by my estate. However, I would expect that some consideration be given to the timing of my wife's death and mine and the computation of the combined estate taxes in our two estates, especially if she should die prior to the time the election is made. The determination of my Executor with respect to the exercise of the election shall be conclusive upon all affected persons.

F. If my wife survives me (or is deemed to have survived me) and no Federal estate tax is payable by my estate whether my estate is valued for Federal estate tax purposes on my date of death or the alternate valuation date, I suggest (but do not direct) my Executor to use whichever of said dates will result in the highest value for my estate.

G. Neither my wife, nor any other person, shall have the right to appoint any part of the income or principal of the trust to any person other than my wife prior to her death.

H. Anything herein contained to the contrary notwithstanding, if my wife or the Trustee shall, as provided in Item XXI of this Will, disclaim any portion or all of the property passing under this Item IX, then such portion shall be added to the property devised and bequeathed to my son, BARNETT L. DAVIS, III, if he survives, and if he does not survive, to the Trustee of the separate trusts created for CASEY ELIZABETH DAVIS and BARNETT L. DAVIS, IV, or their descendants, created by me under Item VIII, paragraph C, above, in equal shares, to be held, administered and distributed as provided therein.

I. Upon the death of my wife and the distribution of the trust assets as provided above, this trust shall terminate.

J. This trust shall be known as the "Barnett L. Davis, Jr. Marital Trust."

ITEM X.

If I am not survived by my wife, I give, devise and bequeath the rest and residue of my estate, real and personal, of whatsoever kind or character, and wheresoever located, to my son, BARNETT L. DAVIS, III, if he survives me, and if he does not survive me, to the Trustee of the separate trusts created for CASEY ELIZABETH DAVIS and BARNETT L. DAVIS, IV, or their descendants, created by me under Item VIII, paragraph C of this Will, in equal shares, to be held, administered and distributed as provided therein.

ITEM XI.

In making distributions for beneficiaries from any trust created under this Will and especially where such beneficiaries are minors, or incapable of transacting business due to illness, the Trustee, in the Trustee's discretion, may make distributions either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, or (d) by applying the distributions for the benefit of the beneficiary by paying expenses directly. In any event the Trustee shall require such reports and take such steps as the Trustee deems requisite to assure and enforce the application of such distributions for the exclusive benefit of the beneficiary.

## ITEM XII.

None of the principal or income of any trust created under this Will shall be liable for debts of any beneficiary or be subject to seizure by creditors of any beneficiary. The beneficiaries shall have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of their interest in the trust funds or the income produced from the funds.

## ITEM XIII.

Notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule against Perpetuities. Upon such vesting, any trust property held by the Trustee shall be distributed to the income beneficiary or beneficiaries of the trust (unless such beneficiary is a minor at the time of such vesting) as though such beneficiary had reached the age at which final distribution is required by this Will.

## ITEM XIV.

If at the time any distribution of trust assets from any trust created in this Will is required and a minor is entitled to a share thereof, the Trustee is directed to continue to hold the share of the minor in trust for the minor's benefit until such minor attains age twenty-one (21) years. Until distribution is made, the Trustee shall expend such part of the income and/or principal of the share belonging to the minor as the Trustee in the Trustee's discretion deems necessary to provide for the education, support, maintenance and health of the minor.

## ITEM XV.

The trust created for my wife by Item IX herein shall be entitled to a proportionate share of the income of my estate commencing with the date of my death. During the administration of my estate and until the trust is established, I authorize the Trustee, in the Trustee's discretion, to request of my Executor, in which case my Executor shall comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiary of the trust. These payments shall be an amount which in the judgment of the Trustee and the Executor, jointly, equals the income which the beneficiary would receive from the trust had it been established.

## ITEM XVI.

Any trust created by this Will is a private trust. The Trustee shall not be required to obtain the order or approval of any court for the exercise of its powers and discretions.

No Trustee hereunder shall be required to enter into any bond or to file with any court a formal accounting of the Trustee's administration. The Trustee shall render annual accounts to the income beneficiaries of each trust. No persons paying money or delivering property to the Trustee shall be required to see to its application.

## ITEM XVII.

A Trustee of any trust created in this Will may resign at any time by giving written notice, specifying the effective date of resignation, to the persons who are income beneficiaries of the trust at that particular time. The notice may be made by personal delivery or sent by registered mail. During the lifetime of my wife, she may demand the resignation of the

FOR IDENTIFICATION:

BXA

Trustee of any trust hereunder by written notice to the Trustee, specifying the date for such resignation. In the event of the resignation of the Trustee, a successor Trustee shall be appointed by my wife, if she is living, and if not by my son, BARNETT L. DAVIS, III. My wife may not appoint herself as Trustee. The resigning Trustee shall deliver all trust assets to the successor Trustee on the effective date of the resignation, and shall, within sixty (60) days of such date, submit a full and final accounting to the successor Trustee and to the income beneficiaries of the trust. Any successor Trustee shall be vested with all the rights, powers, duties and discretions conferred upon the original Trustee.

## ITEM XVIII.

Unless otherwise provided, the administration and management of any trust created herein, the sale and conveyance of the trust assets, the investment and reinvestment of trust assets and the rights, powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. In addition to the powers contained in that Law, the Trustee shall have full power and authority:

A. To determine the allocation of receipts and expenses between income and principal. However, such allocation shall not be inconsistent with the beneficial enjoyment of trust property accorded to a life tenant or remainderman under the general principles of the laws of trusts. Further, all rights to subscribe to new or additional stocks or securities and all liquidating dividends shall be deemed to be principal.

B. To place, in the discretion of the Trustee, trust funds on time deposit in savings accounts or certificates of deposit in DEPOSIT GUARANTY NATIONAL BANK, Jackson, Mississippi, or any



tax liability to my estate, the trust, the Trustee, or the beneficiaries.

H. To distribute income of the trust in cash or in kind. In making distributions of both principal and income, the Trustee may make a non pro rata distribution of property in kind. The judgment of the Trustee concerning values and purposes of such division or distribution of the property or securities held in the trust shall be binding and conclusive on all interested parties. In making a division or distribution, the Trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed and may select assets to be allocated or distributed without regard to the income tax basis of the property.

I. To receive property conveyed to the trust by any person, and to hold, administer and distribute the property in accordance with the terms of the trust.

J. To participate in any reorganization, recapitalization, merger, or similar proceeding affecting any corporation or partnership, the securities of which or interests in which are held in trust.

K. To hold investments in the name of a nominee.

ITEM XIX.

The Trustee of any trust created in this Will shall not be required to make physical division of the trust property, except when necessary for the purposes of distribution, but may, in its discretion, keep the trusts in one or more consolidated funds. As to each consolidated fund, the division into the various shares comprising such fund need to be made only on the Trustee's books of account, in which each trust shall be allotted its

proportionate part of the principal and income of the fund and charged with its proportionate part of expenses thereof.

## ITEM XX.

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

## ITEM XXI.

Any recipient of property or beneficiary of a trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her whether outright or in trust or all or any part of his or her interest in any trust created herein. In addition, my wife, or the Executor or Administrator of her estate if she is deceased, shall have the specific right to direct the Trustee of the "Barnett L. Davis, Jr. Marital Trust" to disclaim part or all of any property devised or bequeathed to that trust. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated. If my wife or any other person or a Trustee disclaims any portion of a bequest, the property disclaimed shall be distributed to my son, BARNETT L. DAVIS, III, if he survives me, and if he does not survive me, to the Trustee of the separate trusts created for CASEY ELIZABETH DAVIS and

FOR IDENTIFICATION:

371



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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 25 day of August, 1987.

Barnett L. Davis, Jr.  
Barnett L. Davis, Jr.

This instrument was, on the day and year shown above, signed, published and declared by BARNETT L. DAVIS, JR. to be his Last Will and Testament in our presence, and we at his request, have subscribed our names as witnesses in his presence and in the presence of each other.

William E. Bennett

Jackson, Mississippi  
Address

Barnett

Jackson, Mississippi  
Address



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17 day of June, 1994, at 1:10 o'clock P.M., and was duly recorded on the 17 of June, 1994, Book No 27, Page 137

STEVE DUNCAN, CHANCERY CLERK

BY Karen Suggs D.C.

Mississippi County, MS

FILED

JUN 17 1994

AT 1:10 O'CLOCK P. M.  
STEVE DUNCAN, CHANCERY CLERK  
By: Karen Jupp, D.C.

CODICIL  
TO  
LAST WILL AND TESTAMENT  
OF  
BARNETT L. DAVIS, JR.

I, BARNETT L. DAVIS, JR., an adult resident of Madison County, Mississippi, make, publish and declare this instrument of writing to be a Codicil to the Last Will and Testament made by me on August 28, 1987.

I.

I hereby delete and revoke the first sentence of Paragraph 1 of ITEM VIII of my said Last Will and Testament and substitute in place thereof the following:

I devise and bequeath to my son, BARNETT L. DAVIS, III, as Trustee under the terms set forth in this Will, assets of a value of Two Hundred Fifty Thousand and No/100 Dollars (\$250,000.00).

II.

I also hereby delete and revoke the first sentence of Paragraph 1 of ITEM IX of my said Last Will and Testament and substitute in place thereof the following:

If my wife, FOREST B. DAVIS, survives me, I devise and bequeath to my son, BARNETT L. DAVIS, III, as Trustee for my wife, the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever situated.

FOR IDENTIFICATION:

*Barnett L. Davis, Jr.*

III.

I hereby amend ITEM XVII of my said Last Will and Testament by the addition of the following sentence to that ITEM XVII:

If neither my wife, FOREST B. DAVIS, nor my son, BARNETT L. DAVIS, III, are able to appoint a successor Trustee, my brother, THOMAS M. DAVIS, shall be appointed as successor Trustee.

IV.

It is my intention by this Codicil to name BARNETT L. DAVIS, III as Trustee of those trusts created by my Will, in place of DEPOSIT GUARANTY NATIONAL BANK. All references to the Trustee in my Will shall refer to BARNETT L. DAVIS, III.

Except as amended by the above provision, I republish, reaffirm and readopt my said Last Will and Testament of August 28, 1987.

IN WITNESS WHEREOF, I have signed and declared this to be a Codicil to my Last Will and Testament on this the 26th day of December, 1990.

*Barnett L. Davis, Jr.*  
Barnett L. Davis, Jr.

This instrument was, on the date shown above, signed, published and declared by BARNETT L. DAVIS, JR. to be a Codicil to his Last Will and Testament of August 28, 1987, 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.

*Levernd C. Martin*

*Jackson, Miss.*  
Address

*William E. Doest*

*Jackson Miss*  
Address

\\firm\bill\wills\davis cod [cmh f]\December 26, 1990



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17 of June, 1994, at 1:10 o'clock P.M., and was duly recorded on the 17 of June, 1994, Book No 27, Page 15

STEVE DUNCAN, CHANCERY CLERK

BY *Karen Jupp* D.C.

**FILED**  
THIS DATE

JUN 17 1994

IN THE CHANCERY COURT  
OF MADISON COUNTY, MISSISSIPPI

STEVE DUNCAN  
CHANCERY CLERK  
*v. [Signature]*

ESTATE OF BARNETT L. DAVIS, JR.

DECEASED

NO. 94315

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named WILLIAM E. DOSSETT, 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 BARNETT L. DAVIS, JR, 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 28th day of August, 1987.

(2) That on the 28th day of August, 1987, the said BARNETT L. DAVIS, JR., 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 BARRY K. JONES, the other subscribing witness to said instrument.

(3) That the said BARNETT L. DAVIS, JR. 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 BARRY K. JONES, 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 BARNETT L. DAVIS, JR., and in the presence of each other.

William E. Dossett  
William E. Dossett

SWORN TO AND SUBSCRIBED BEFORE ME, this the 16<sup>th</sup> day of June, 1994.

Judy Lowery  
Notary Public

My Commission Expires: My Commission Expires Nov. 22, 1995

Leonard C. Martin  
Leonard C. Martin  
DOSSETT, GOODE, BARNES AND BROOM, P.A.  
Attorneys at Law  
Post Office Box 2449  
Jackson, Mississippi 39225-2449  
Telephone: (601) 948-3160  
State Bar # 1897

ATTORNEY

\\wed\chan\davisaff.sw\d3\June 16, 1994\jll



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17 day of June, 1994, at 1:10 o'clock P.M., and was duly recorded on the 17th of June, 1994, Book No. 27, Page 158.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

IN THE CHANCERY COURT  
OF MADISON COUNTY, MISSISSIPPI

**FILED**  
THIS DATE

JUN 17 1994

STEVE DUNCAN  
CHANCERY CLERK  
*Karen Hipp*

ESTATE OF BARNETT L. DAVIS, JR.  
DECEASED

NO. 94315

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named BARRY K. JONES, 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 BARNETT L. DAVIS, JR, 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 28th day of August, 1987.

(2) That on the 28th day of August, 1987, the said BARNETT L. DAVIS, JR., 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 WILLIAM E. DOSSETT, the other subscribing witness to said instrument.

(3) That the said BARNETT L. DAVIS, JR. 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 WILLIAM E. DOSSETT, 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 BARNETT L. DAVIS, JR., and in the presence of each other.

Barry K. Jones  
Barry K. Jones

SWORN TO AND SUBSCRIBED BEFORE ME, this the 16th day of June, 1994.

Judith G. Lowery  
Notary Public

My Commission Expires: My Commission Expires Nov. 22, 1995

Leonard C. Martin  
Leonard C. Martin  
DOSSETT, GOODE, BARNES AND BROOM, P.A.  
Attorneys at Law  
Post Office Box 2449  
Jackson, Mississippi 39225-2449  
Telephone: (601) 948-3160  
State Bar # 1897

ATTORNEY

\\wed\chan\davisaff.sw2\d3\June 16, 1994\jll

-2-



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17th day of June, 1994, at 1:10 o'clock P.M., and was duly recorded on the 17th of June, 1994, Book No. 27, Page 160.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Tyspi D.C.

**FILED**  
THIS DATE

JUN 17 1994

IN THE CHANCERY COURT  
OF MADISON COUNTY, MISSISSIPPISTEVE DUNCAN  
CHANCERY CLERK*Steve Duncan*

ESTATE OF BARNETT L. DAVIS, JR.

DECEASED

NO. 94315AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named LEONARD C. MARTIN, 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 Codicil to the Last Will and Testament of BARNETT L. DAVIS, JR, Deceased, who was personally known to the affiant, and whose signature is affixed to said Codicil to the Last Will and Testament, which Codicil to the Last Will and Testament is dated the 26th day of December, 1990.

(2) That on the 26th day of December, 1990, the said BARNETT L. DAVIS, JR., 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

WILLIAM E. DOSSETT, the other subscribing witness to said instrument.

(3) That the said BARNETT L. DAVIS, JR. 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 WILLIAM E. DOSSETT, 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 BARNETT L. DAVIS, JR., and in the presence of each other.

Leonard C. Martin  
Leonard C. Martin

SWORN TO AND SUBSCRIBED BEFORE ME, this the 16th day of June, 1994.

Judy Lowery  
Notary Public

My Commission Expires: My Commission Expires Nov. 22, 1995

Leonard C. Martin  
Leonard C. Martin  
DOSSETT, GOODE, BARNES AND BROOM, P.A.  
Attorneys at Law  
Post Office Box 2449  
Jackson, Mississippi 39225-2449  
Telephone: (601) 948-3160  
State Bar # 1897

ATTORNEY

\\wed\chan\davisaff.sw3\d4\June 16, 1994\j1

-2-



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17th day of June, 1994, at 1:10 o'clock P.M., and was duly recorded on the 17th of June, 1994, Book No. 27, Page 163

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trupp D.C.

**FILED**  
THIS DATE

JUN 17 1994

IN THE CHANCERY COURT  
OF MADISON COUNTY, MISSISSIPPI

STEVE DUNCAN  
CHANCERY CLERK  
*[Signature]*

ESTATE OF BARNETT L. DAVIS, JR.  
DECEASED

NO. 94315

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named WILLIAM E. DOSSETT, 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 Codicil to the Last Will and Testament of BARNETT L. DAVIS, JR, Deceased, who was personally known to the affiant, and whose signature is affixed to said Codicil to the Last Will and Testament, which Codicil to the Last Will and Testament is dated the 26th day of December, 1990.

(2) That on the 26th day of December, 1990, the said BARNETT L. DAVIS, JR., 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

LEONARD C. MARTIN, the other subscribing witness to said instrument.

(3) That the said BARNETT L. DAVIS, JR. 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 LEONARD C. MARTIN, 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 BARNETT L. DAVIS, JR., and in the presence of each other.

William E. Dossett  
William E. Dossett

SWORN TO AND SUBSCRIBED BEFORE ME, this the 16th day of June, 1994.

Judy Lowery  
Notary Public

My Commission Expires: ~~My Commission Expires Nov. 22, 1995~~

Leonard C. Martin  
Leonard C. Martin  
DOSSETT, GOODE, BARNES AND BROOM, P.A.  
Attorneys at Law  
Post Office Box 2449  
Jackson, Mississippi 39225-2449  
Telephone: (601) 948-3160  
State Bar # 1897

ATTORNEY

\wed\chan\davisaff.sw4\d3\June 16, 1994\jji

-2-



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17th day of June, 1994, at 1:10 o'clock P.M., and was duly recorded on the 17th of June, 1994, Book No. 27, Page 164

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

# Last Will and Testament

OF

JENNIFER NIX MOBLEY

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

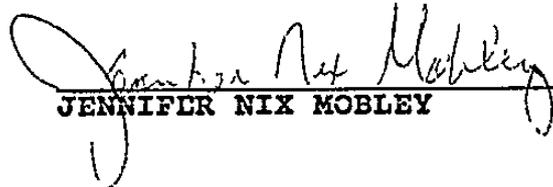
I.

I hereby appoint my husband, ROBERT DALE MOBLEY, as Executor of this my Last Will and Testament, and it is my desire that my Executor shall have full and complete power and authority to do and to perform any act deemed by him to be in the best interest of my estate. I hereby direct that no bond be required of the Executor and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting.

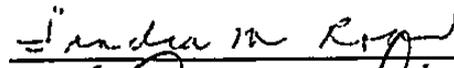
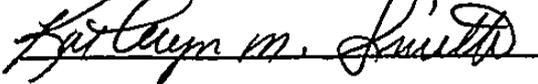
II.

I hereby give, devise and bequeath unto ROBERT DALE MOBLEY, all of my property, whether it be real, personal or mixed, wheresoever situated or howsoever described.

IN WITNESS WHEREOF, I, JENNIFER NIX MOBLEY, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 31 day of January, 1994, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

  
JENNIFER NIX MOBLEY

WITNESSES:

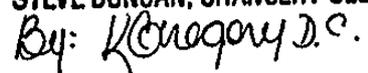
MADISON COUNTY, MS

**FILED**

JUN 24 1994

AT 10:30 O'CLOCK A M

STEVE DUNCAN, CHANCERY CLERK

By: 

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 31<sup>st</sup> day of January, 1994.



*my comm expires  
9-9-95*

Kathryn M. Smith  
Notary Public WITNESSES

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 24<sup>th</sup> day of June, 1994 at 10:30 o'clock A. M., and was duly recorded on the 24<sup>th</sup> day of June, 1994, Book No. 27, Page 166.

STEVE DUNCAN, CHANCERY CLERK BY: Karen Suppa D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI  
ESTATE OF JENNIFER NIX MOBLEY

NO. 94312

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI  
COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid the within named Sandra M. Roan and Kathryn M. Smith and who being by me first duly sworn according to the law, say on oath:

(1) That the affiants are the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of JENNIFER NIX MOBLEY, deceased, who was personally known to the affiants, and whose signature is affixed to the Last Will and Testament, dated the 31st day of January, 1994.

(2) That on the 31st day of January, 1994, the said JENNIFER NIX MOBLEY, signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the affiants and in the presence of each other as subscribing witnesses to the instrument.

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

(4) That the affiants, together 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 JENNIFER NIX MOBLEY and in the presence of each other.

MADISON COUNTY, MS

**FILED**

JUN 24 1994

AT 10:30 O'CLOCK A M  
STEVE DUNCAN, CHANCERY CLERK

By: R. Gregory D.C.



# Last Will and Testament

OF

ALICE LEE PLUMMER

I, ALICE LEE PLUMMER, being over the age of twenty-one (21) years of sound mind and disposing memory, and maintaining my domicile and fixed place of residence in Madison County, Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all Wills and codicils heretofore made by me.

I.

I nominate and appoint LANNIS FAVER PLUMMER as Executor of this my Last Will and Testament and I do hereby waive the necessity of any bond as Executor and I waive the necessity of having an accounting or appraisal made of my estate.

II.

I do hereby give and bequeath unto LANNIS FAVER PLUMMER all stock I am own in Mississippi Chemical Corporation and I do hereby give and bequeath unto EVELYN P. WELLS and MARY FAITH ALACCE in equal shares all stock I may own in American Public Life Insurance Company.

III.

I do hereby give, devise, and bequeath unto EVELYN PLUMMER WELLS, LANNIS FAVER PLUMMER, and MARY FAITH ALACCE in equal shares to share and share alike all of the remainder of my property, real, personal, and mixed, wheresoever situated or howsoever described.

IN WITNESS WHEREOF, I, ALICE LEE PLUMMER, have hereunto set my signature and published and declared this to be my Last Will and Testament on this the 21<sup>st</sup> day of September, 1977, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Alice Lee Plummer  
Alice Lee Plummer

WITNESSES:

Carl R. Montgomery  
Connie Phillips

MADISON COUNTY, MS

FILED

JUN 24 1994

AT 10:30 O'CLOCK A.M.  
STEVE DUNCAN, CHANCERY CLERKBy: K. C. Duncan

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 21<sup>st</sup> day of September, 1977.

Carl R. Montgomery

Connie Phillips  
WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23 day of June, 1994, at 10:30 o'clock A M., and was duly recorded on the June 23, 1994, Book No. 27, Page 170.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF ALICE LEE PLUMMER, DECEASED

CIVIL ACTION FILE NO. 94318

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, C. R. MONTGOMERY, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Alice Lee Plummer, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Alice Lee Plummer signed, published and declared said instrument as her Last Will and Testament on the 21st day of September 1977, the day and date of said instrument, in the presence of this affiant and CONNIE PHILLIPS, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, C. R. MONTGOMERY, the Affiant and CONNIE PHILLIPS, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

C. R. Montgomery  
C. R. MONTGOMERY

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 10th day of June, 1994.

Delma D. Handwick  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
1/22/95  
(SEAL)

**FILED**  
THIS DATE

JUN 24 1994

STEVE DUNCAN  
CHANCERY CLERK  
Steve Duncan

**EXHIBIT B**

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 24 day of June, 1994, at 10:30 o'clock A. M., and was duly recorded on the 24th day of June, 1994, Book No 27, Page 172.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI  
IN THE MATTER OF THE ESTATE OF  
ALICE LEE PLUMMER, DECEASED

CIVIL ACTION FILE NO. 94318

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, CONNIE PHILLIPS GUTHRIE, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Alice Lee Plummer, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Alice Lee Plummer signed, published and declared said instrument as her Last Will and Testament on the 21st day of September 1977, the day and date of said instrument, in the presence of this affiant and C. R. MONTGOMERY, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, CONNIE PHILLIPS GUTHRIE, the Affiant and C. R. MONTGOMERY, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

Connie Phillips Guthrie  
CONNIE PHILLIPS GUTHRIE

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 15th day of June, 1994.

Romana A. [Signature]  
NOTARY PUBLIC THIS DATE

MY COMMISSION EXPIRES:  
(SEAL)  
Notary Public State of Mississippi At Large  
My Commission Expires Jan 19, 1998  
BONDED THRU HEDENMARCHETTI, INC.

JUN 24 1994

STEVE DUNCAN  
CHANCERY CLERK  
[Signature]

EXHIBIT D



STATE OF MISSISSIPPI, COUNTY OF MADISON:  
I certify that the within instrument was filed for record in my office this 24th day of June, 1994, at 10:30 o'clock A. M., and was duly recorded on the 24th day of June, 1994, Book No. 27, Page 123.

STEVE DUNCAN, CHANCERY CLERK BY: Karen Jupp D.C.

#94-310

# Last Will and Testament

OF

DELMAR LEON SIMMONS, SR.

I, DELMAR LEON SIMMONS, SR., of the County of Madison, and State of Mississippi, being of sound mind and memory and above the age of twenty-one (21) years, realizing the uncertainty of life and the certainty of death do hereby make, declare and publish this, my Last Will and Testament, hereby expressly revoking all other or former Wills that I have made.

I.

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

II.

Should I be survived by my wife, VERNA MAY SIMMONS, then and in such event, I hereby devise and bequeath unto my wife, VERNA MAY SIMMONS, all of my properties of which I may die seized and possessed, real, personal and mixed and of whatever kind and character, and wheresoever located.

III.

In the event I am not survived by my wife, VERNA MAY SIMMONS, then and in such event, any indebtedness which any of my children shall owe to me shall be and is forgiven, and I further direct that all of my properties of which I may die seized and possessed, real, personal and mixed and of whatever kind and character, and wheresoever located, be divided into three (3) equal shares (less the reduction hereinafter provided); I hereby devise and bequeath one (1) such equal share unto my daughter,

*DL Simmons*  
DL, SR.

MADISON COUNTY, MS

**FILED**

JUL 01 1994

AT 9:20 O'CLOCK A.M.  
STEVE DUNCAN, CHANCERY CLERK

*By: K. [Signature]*

JUANITA MAY SIMMONS IVY; I hereby devise and bequeath one (1) such equal share unto my son, JERRY ALVON SIMMONS; and I hereby devise and bequeath one (1) such equal share (less the reduction hereinafter provided) unto the "DELMAR L. SIMMONS, JR. TRUST" created under the provisions of Item IV set forth hereinafter to be held, administered and disposed of in accordance with the terms of said Trust. In the event that any one or more of my children, JUANITA MAY SIMMONS IVY and/or JERRY ALVON SIMMONS, should predecease me, then and in such event I hereby devise and bequeath that deceased child or children's share unto his or her heirs-at-law, per stirpes, share and share alike.

## IV.

The assets devised and bequeathed hereinabove to the DELMAR L. SIMMONS, JR. TRUST shall be held by the Trustee hereinafter named for the benefit of my son, DELMAR L. SIMMONS, JR., and his wife, ELIZABETH L. SIMMONS, under the terms set forth herein. The Trustee shall hold, administer and distribute the funds of this Trust pursuant to the following provisions:

A. The Trustee shall have absolute discretion to determine the amount, if any, of income and principal to be distributed to or for the benefit of my son, DELMAR L. SIMMONS, JR. In exercising this discretion, the Trustee may consider the support and medical needs of my son and the funds available to him from other sources.

B. Upon the death of my son, DELMAR L. SIMMONS, JR., the Trustee shall retain the remaining Trust assets in trust for the benefit of my son's wife, ELIZABETH L. SIMMONS. In such event, the Trustee shall have absolute discretion to determine the amount, if any, of income and principal to be distributed to or for the benefit of my son's wife. In exercising this discretion, the Trustee may consider the support and medical needs which she may have and the funds available to her from other sources.

  
DLS, SR.

C. Upon the death of the survivor of my son, DELMAR L. SIMMONS, JR., and his wife, ELIZABETH L. SIMMONS, the Trustee shall distribute the remaining Trust assets to my son's surviving children, namely ELIZABETH LEE ROONEY, JANIE LUCKETT BOWEN, WINNIFRED ANNE SIMMONS, and WILLIAM DELMAR SIMMONS, in equal shares. In the event any one or more of my son's surviving children should predecease my son and his wife, then the Trustee shall distribute that deceased child or children's share to the issue of his or her body, per stirpes, and share and share alike.

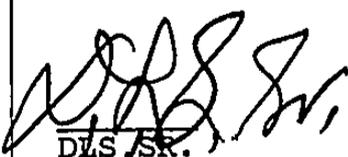
D. None of the principal or income of the Trust created herein shall be liable for the debts and obligations of any beneficiary or be subject to seizure by creditors of any beneficiary. The beneficiaries of the Trust have no power to sell, assign, transfer, encumber or in any manner anticipate or dispose of any part of their interest in the Trust funds or the income produced from the funds.

E. In the event all of the persons and classes designated as beneficiaries of this Trust die prior to the distribution of all Trust assets, upon the death of the survivor of them, the assets shall be distributed to my other children, in equal shares, per stirpes.

F. In addition to the powers set forth herein, I hereby grant unto my Trustee and to any Successor Trustee hereunder the specific powers set forth in Mississippi Code, Annotated §91-9-101 through §91-9-109 (1972) as now enacted or as may be hereinafter amended.

G. This Trust will terminate so as to not violate the Rule Against Perpetuities.

H. This Trust shall be designated and known as the "DELMAR L. SIMMONS, JR. TRUST".

  
DLS/SR.

V.

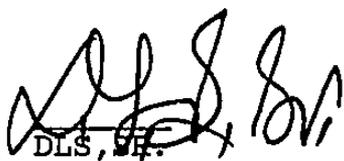
I hereby appoint as Trustee of the Delmar L. Simmons, Jr. Trust, LAUCH M. MAGRUDER, JR. of Jackson, Mississippi. In the event Lauch M. Magruder, Jr. is unable or unwilling to act in the capacity as Trustee of the Trust created herein, I hereby appoint J. PAUL VARNER of Jackson, Mississippi as Successor Trustee of the Delmar L. Simmons, Jr. Trust. I direct that the said Trustee and the Successor Trustee shall serve without the necessity of making bond, inventory, appraisement or accounting to any Court to the extent that same may be properly waived under law.

VI.

I specifically direct that the share of my assets which has been devised hereinabove to the Delmar L. Simmons, Jr. Trust be reduced by an amount of Five Thousand Dollars (\$5,000.00), prior to distribution. Of this amount, I specifically bequeath unto my daughter, JUANITA MAY SIMMONS IVY, or her heirs-at-law in the event she should predecease me, the sum of Two Thousand Five Hundred Dollars (\$2,500.00), and I bequeath unto my son, JERRY ALVON SIMMONS, or his heirs-at-law in the event he should predecease me, the sum of Two Thousand Five Hundred Dollars (\$2,500.00).

VII.

I hereby nominate and appoint as Executor of my estate, my nephew, EUGENE A. SIMMONS of Jackson, Mississippi, and I direct that he not be required to file a bond, and I further direct that no inventory or accounting be made to any Court, other than of money and choses-in-action and that no appraisal be made of the assets of my estate. In the event that my nephew, Eugene A. Simmons, is unable or unwilling to act in the capacity of Executor of my estate, then and in such event, I hereby nominate and appoint my son, JERRY ALVON SIMMONS, as Executor of my estate, and I direct that he not be required to file a bond, and



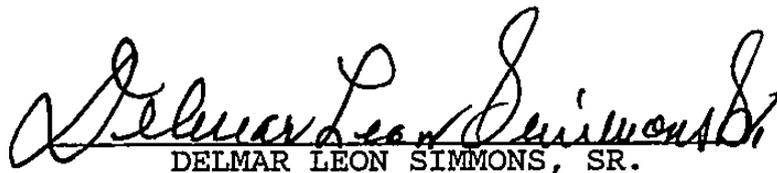
DLS, JR.

I further direct that no inventory or accounting be made to any Court, other than of money and choses-in-action and that no appraisal be made of the assets of my estate.

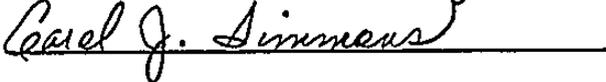
VIII.

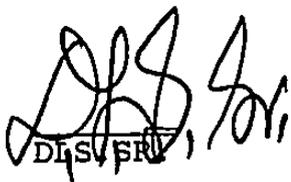
I hereby designate the firm of Wells, Moore, Simmons, Stubblefield & Neeld, 1300 Deposit Guaranty Plaza, Jackson, Mississippi, as attorneys for my estate for the purpose of assisting my Executor, or his successor, in the administration of my estate and all matters related thereto.

IN WITNESS WHEREOF, I have signed, published and declared this instrument as my Last Will and Testament in the County of Madison, State of Mississippi, on this the 20<sup>th</sup> day of SEPTEMBER, 1989.

  
DELMAR LEON SIMMONS, SR.

WITNESSES:

  
  
\_\_\_\_\_

  
DL SIMMONS, SR.

We, the undersigned, DIANNE W. BARNIDGE, CAROL J. SIMMONS, and \_\_\_\_\_, having this day, to-wit: The 20<sup>th</sup> day of SEPTEMBER, 1989, been called upon by the above Testator, DELMAR LEON SIMMONS, SR., to witness the execution of this Last Will and Testament, do hereby certify that the said DELMAR LEON SIMMONS, SR. is of sound and disposing mind and memory and over the age of twenty-one (21) years, and that he signed the above Will in our presence and that we, in his presence, signed the same and in the presence of each other, at his request, as attesting and subscribing witnesses thereto.

Dianne W. Barnidge  
Carol J. Simmons

[Signature]  
DLS, SR.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1st day of July, 1994, at 9:20 o'clock A.M., and was duly recorded on the 1st day of July, 1994, Book No. 27, Page 174

STEVE DUNCAN, CHANCERY CLERK BY Karen Jupp

IN THE CHANCERY COURT  
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF DELMAR LEON SIMMONS, SR.  
DECEASED

CIVIL ACTION, FILE NO. 94-310

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF HINDS

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Dianne W. Shipp, being one and the same Dianne W. Barnidge, 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 dated September 20, 1989, purporting to be the Last Will and Testament of Delmar Leon Simmons, Sr., Deceased, who was personally known to the affiant, and whose signature is affixed to such instrument;

(2) That on September 20, 1989, Delmar Leon Simmons, Sr. signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Carol J. Simmons, the other subscribing witness to the instrument.

(3) That Delmar Leon Simmons, Sr. was then of sound and disposing mind and memory, was above the age of eighteen (18) years, and did not appear to be acting under duress or undue influence.

MADISON COUNTY, MS

**FILED**

JUL 01 1994

AT 9:20 O'CLOCK A M.  
STEVE DUNCAN, CHANCERY CLERK

By: K. C. [Signature]

(4) That this affiant, together with Carol J. Simmons, subscribed and attested the instrument as witnesses to the signature and publication thereof, at the special instance, request, and in the presence of Delmar Leon Simmons, Sr. and in the presence of each other.

Dianne W. Shipp  
DIANNE W. SHIPP

SWORN TO AND SUBSCRIBED BEFORE ME, this 10<sup>th</sup> day of June, 1994.

Joyce Steele Brashier  
NOTARY PUBLIC

My Commission Expires:

My Commission Expires September 8, 1997.

A. M. EDWARDS, III  
WELLS, MOORE, SIMMONS, & NEELD  
1300 Deposit Guaranty Plaza  
P. O. Box 1970  
Jackson, Mississippi 39215  
(601) 354-5400  
(MSB No. 5478)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1st day of July, 1994, at 9:20 o'clock A. M., and was duly recorded on the 1st day of July, 1994, Book No. 27, Page 180.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fujja D.C.

LAST WILL AND TESTAMENT  
OF  
CHARLES H. WILLIAMS

MADISON COUNTY, MISSISSIPPI  
FILED  
JUL 01 1994  
AT 9:30 O'CLOCK A.M.  
STEVE DUNCAN, CHANCERY CLERK  
By *K. K. Gregory*

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

ITEM I.

I appoint my wife, ALINE ZAUF T WILLIAMS, as Executor of my Estate under this Will. I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ITEM II.

My wife's name is ALINE ZAUF T WILLIAMS, and she is sometimes referred to herein as "my wife." I have two (2) children now living and they are:

- CHARLES VAUGHN WILLIAMS, born July 25, 1958 and
- NATALIE WILLIAMS MYRICK, born October 20, 1961.

They are herein referred to as "my children."

ITEM III.

I devise and bequeath to my wife, ALINE, if she survives me, any interest I may own in our residence which is occupied by us as a family home, subject to any indebtedness that may be against our home at my death. If my wife shall not survive me, I devise and bequeath my interest in our home to my children, in equal shares.

*AKW*

## ITEM IV.

I give and bequeath all my household furniture, furnishings, ornamental decorations, silverware, china, pictures, linen, glassware and the like located in my home, as well as my automobiles, clothing, books, jewelry and other personal effects, to my wife, ALINE, and if she does not survive me, to my children, equally. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the assets bequeathed under this Item. In such event, the provisions of that memorandum shall be given the same legal effect as if included in this Will and the assets described therein shall be distributed to the named beneficiaries.

## ITEM V.

A. After the payment of any debts, obligations and expenses of my estate, I devise and bequeath to my wife, ALINE, for her lifetime, assets having a value equal to the following:

1. If my death shall occur in 1986, the sum of \$500,000, less any taxable transfers I may have made since 1976.
2. If my death shall occur in 1987, or thereafter, the sum of \$600,000, less any taxable transfers I may have made since 1976.

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

The amount determined above shall be increased by an amount of property which will allow my estate to receive the maximum benefit from the Credit for State Death Taxes provided by Section 2011 of the Internal Revenue Code of 1954, as amended. However, this increase shall not cause the total of this bequest

OAHNS

to exceed the maximum amount on which there would be no federal estate tax due on my estate.

B. It is my intention to convey by this bequest the maximum portion of my estate which, at the time of my death, is exempt from the federal transfer tax.

C. From the assets of this bequest, my Executor shall pay any estate or inheritance taxes payable by my estate. My wife shall be entitled to possession of all property in which she holds a life estate by virtue of this Item of my Will. She shall not be required to furnish any bond or other security for any part of this property. She shall not be liable for the loss or destruction of any property passing to her under this Item of my Will. She shall not be liable for the payment of any encumbrances or assessments on the property in which she holds a life interest, all of which shall be paid from principal of the life estate property or by the remaindermen.

D. My wife shall have the power to sell and convey good title to any of the property which passes to her under this Item of my Will. She shall be entitled to invest and reinvest the proceeds from such sale in such property as she in her absolute discretion deems advisable. My wife shall not be liable for any loss that might result from her reinvestment of the proceeds of sale. However, the proceeds of any such sale shall be kept by my wife in a single fund separate and apart from any property owned outright by her so as to segregate the principal from her own estate. My wife may not use the proceeds of sale for her own use or benefit. Neither may she use or dispose of the property in any manner that may destroy or detract from the interest of the remaindermen. No one shall question any action taken by my wife with respect to the property conveyed to her hereunder and no further authority or power to dispose of such property, other than this Item of my Will, shall be required by persons with whom

my wife deals in selling such property or in purchasing other property with the proceeds of such sale.

E. The net income realized from the assets herein conveyed to my wife shall be paid to her in convenient installments and shall be paid at least annually. She shall continue to receive the net income as long as she shall live.

F. Upon the death of my wife, any income earned by the property of this life estate which has not been distributed to my wife shall be distributed to her estate or as she appoints by her Last Will and Testament. The entire remaining property conveyed to my wife by this Item of my Will, in whatever form it may then exist, shall be divided into two equal shares, and one share shall be distributed outright to my child, CHARLES VAUGHN WILLIAMS, and one-half shall be distributed to the "Natalie Williams Myrick Trust" created by the provisions of Item VII of this Will, to be held for the benefit of my child, NATALIE WILLIAMS MYRICK, and administered and disposed of in accordance with the terms of that trust. If my child, CHARLES VAUGHN WILLIAMS, is not living at the time this distribution is required, his interest shall be distributed to his children, per stirpes. If he has no surviving children, his interest shall be distributed to the "Natalie Williams Myrick Trust" to be held, administered and disposed of in accordance with the terms of that trust. If my child, NATALIE WILLIAMS MYRICK, is deceased with no children surviving at the time this distribution is required, her interest shall be distributed outright to my other child, CHARLES VAUGHN WILLIAMS, per stirpes.

G. If my wife fails to survive me, then the assets of this bequest shall be distributed in accordance with the provisions of F. above.

## ITEM VI.

A. I give, devise and bequeath to my wife, ALINE, if she survives me, all the rest and residue of my estate. In satisfying this bequest, my Executor shall select and distribute to my wife, cash, securities or such other assets as my Executor may determine, using asset values current at the date or dates of distribution. None of the assets hereby conveyed to my wife shall be used for the payment of any estate or inheritance taxes that become payable upon or by reason of my death.

B. My wife shall have the right to disclaim all or any part of her interest in any property which I have devised or bequeathed to her, whether outright or in trust, provided she shall do so within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any future law. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be timely filed in the Court in which my estate is being probated. If my wife disclaims in whole or in part, the property in which she disclaims her interest shall be disposed of to my children in accordance with the provisions of Item V of this Will.

C. If my wife shall not survive me, then I devise and bequeath the residue of my estate to my children, in equal shares. The share of my child, CHARLES VAUGHN WILLIAMS, shall be distributed to him outright and free of trust. The share for my child, NATALIE WILLIAMS MYRICK, shall be distributed to the "Natalie Williams Myrick Trust" created by the provisions of Item VII of this Will, to be held, administered and disposed of in accordance with the terms of that trust. If my child, CHARLES VAUGHN WILLIAMS, is not living at the time this distribution is required, his interest shall be distributed to his children, per stirpes. If he has no surviving children, his interest shall be distributed to the "Natalie Williams Myrick Trust" to be held,

administered and disposed of in accordance with the terms of that trust. If my child, NATALIE WILLIAMS MYRICK, is deceased with no children surviving at the time this distribution is required, her interest shall be distributed outright to my other child, CHARLES VAUGHN WILLIAMS, per stirpes.

ITEM VII.

The trust created under this Item of my Will shall be designated and known as the "Natalie Williams Myrick Trust" and the assets shall be held by TRUSTMARK NATIONAL BANK, Jackson, Mississippi, and GARY ZAUFY of Clayton, Wisconsin, as Trustees for my child, NATALIE, under the terms hereafter set forth. For convenience, the Trustees shall be referred to as "Trustee." The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

A. The Trustee shall distribute to or for the benefit of the beneficiary as much of the net income as the Trustee deems advisable for her support, maintenance and health; for the maintenance of her accustomed standard of living; or for any medical, hospital or other institutional care which she may require. These distributions shall be made in such amounts and at such intervals as the Trustee determines. Any income not distributed shall be added to principal and shall be distributed in accordance with provisions of this Item.

B. In addition to the income distributions, the Trustee may pay to or for the benefit of the beneficiary as much principal as the Trustee deems advisable for her support, maintenance and health; for the maintenance of her accustomed standard of living; or for any medical, hospital or other institutional care which she may require. In making principal distributions, the Trustee shall consider the needs of the beneficiary and the funds available to her from other sources.

C. As and when the beneficiary attains age thirty-five (35) years, the Trustee shall distribute to her the remainder of her

trust estate, free and clear of any trust. Upon distribution of the entire trust estate to the beneficiary, this trust shall terminate.

D. In the event of the death of the beneficiary prior to receipt by her of her entire trust estate, the balance in the trust shall be retained in trust for the benefit of her then living children. The net income and principal of the trust shall be distributed among such surviving children in such proportions and at such intervals as the Trustee determines advisable for the education, support, maintenance and health of such children. While equal distributions between such children shall not be required, distributions shall be equal except in unusual circumstances. The assets of the trust shall be distributed to such children, in equal shares, when the youngest of such children attains the age of twenty-one (21) years.

E. If at the death of the beneficiary of this trust she leaves no surviving children, the trust estate shall be distributed to my other child, CHARLES VAUGHN WILLIAMS, per stirpes.

F. None of the principal or income of this trust shall be liable for the debts or obligations of any beneficiary or be subject to seizure by creditors of any beneficiary. The beneficiaries have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of their interest in the trust funds or the income produced from the funds.

G. In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, upon death of the survivor of them, the assets shall be distributed outright and free of any trust to my wife's brothers, GARY ZAUFY and DUANE RICKY BARTZ, in equal shares, per stirpes.

ITEM VIII.

A. Unless otherwise provided herein, the terms "trust" and "trusts" may be used interchangeably and shall mean all trusts created by this Will.

B. Any trust created by this Will is a private trust. The Trustee shall not be required to obtain the order or approval of any court for the exercise of the Trustee's powers and discretions. The income of any trust created by this Will shall accrue from the date of my death. During the administration of my estate and until the trust is established and activated, I authorize the Trustee to request of my Executor, in which case my Executor shall comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the trust. These payments shall be an amount which in the joint judgment of the Trustee and the Executor equals the trust income which the beneficiaries would have received had the trust been established and activated.

C. The Trustee shall not be required to make physical division of the properties of any trust created herein, except where necessary, but may keep the trusts in one (or more) consolidated fund. The Trustee shall maintain books of account containing accurate records of separate principal, income and expense of each trust.

ITEM IX.

A. In making distributions to beneficiaries from a trust created under this Will, and especially where the beneficiaries are minors or incapable of transacting business due to incapacity or illness, the Trustee, in the Trustee's discretion, may make payments either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, or (d) by applying the payments for the

benefit of the beneficiary by paying expenses directly. In any event, the Trustee shall require such reports and take such steps as the Trustee deems necessary to assure and enforce the application of such payments for the exclusive benefit of the beneficiary.

B. If at any time in following the directions of this Will the Trustee is required to distribute all or any part of the principal of a trust created herein outright to a person who is a minor, the Trustee is directed to continue to hold the share of the minor in trust for that minor's benefit until the minor attains age twenty-one (21). Until distribution is made, the Trustee is directed to expend such part of the income and/or principal of the share belonging to that minor as the Trustee, in the Trustee's discretion, deems necessary to provide for the proper education, support, maintenance and health of the minor.

ITEM X.

A. Neither of the Trustees shall be required to enter into any bond as Trustees or to file with any court any periodic or formal accounting of the administration of any trust. The Trustees shall render annual accounts to each of the beneficiaries of any trust (or his or her guardian if the beneficiary is a minor). No persons paying money or delivering property to the Trustees shall be required to see to its application.

B. Either of the Trustees may resign at any time by giving each of the beneficiaries of the trust (or his or her guardian) and the other Trustee written notice specifying the effective date of such resignation. The notice may be sent by personal delivery or by registered mail. The individual Trustee may demand the resignation of the corporate Trustee by giving written notice to the corporate Trustee.

C. If the corporate Trustee resigns, regardless of the cause, a successor corporate Trustee shall be appointed by the individual Trustee. If the individual Trustee fails to make the appointment within thirty (30) days, such appointment shall be made by the Chancery Court of Madison County, Mississippi, upon petition brought by or on behalf of the beneficiaries of the trust. The successor corporate Trustee shall be another bank possessing trust powers and an active, fully-staffed Trust Department. If the individual Trustee dies, resigns or becomes unable to serve as individual Trustee, DUANE RICKY BARTZ of Glenwood Springs, Colorado shall serve as successor individual Trustee.

D. The resignation of any Trustee shall become effective upon the qualification of the successor Trustee and submission of a full accounting by the resigning Trustee; however, the remaining Trustee, the successor Trustee and the beneficiaries may agree to waive a final accounting by the Trustee being replaced.

E. Any successor Trustee shall be vested with all the rights, powers, duties and discretions herein conferred upon the original Trustee being replaced.

F. The corporate Trustee shall receive reasonable compensation for its services based on its regular compensation schedule for administering trusts of this size and type, such compensation to be approved by the individual Trustee. The individual Trustee shall receive reasonable compensation based upon the then current hourly rates being charged in Jackson, Mississippi, for services comparable to those being rendered by the individual Trustee.

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

H. TRUSTMARK NATIONAL BANK, as one of the Trustees, shall have custody of all the assets of the trust. The corporate Trustee shall consult the individual Trustee on all matters of importance, both personal and business, related to the trust and to the beneficiaries thereof and shall consult the individual Trustee on all matters regarding the exercise of discretion as to the payment or distribution of income or principal of the trust.

I. The corporate Trustee shall have the authority and responsibility for proposing the investment and reinvestment of the funds of the trust and shall consult with the individual Trustee concerning such matters. Before making any investment, reinvestment, sale, exchange, transfer or other disposition of any assets or funds of the trust, the corporate Trustee shall obtain the approval of the individual Trustee. The decision of the individual Trustee on those matters shall be final. The corporate Trustee shall not be responsible nor liable for any loss suffered by the trust because the individual Trustee shall approve or disapprove any proposed sale, purchase or investment of trust assets. However, if at any time the corporate Trustee shall deem it absolutely necessary to take immediate action with reference to the purchase or sale of assets of the trust and shall deem it inadvisable to postpone such action until such time as the individual Trustee can be consulted, the corporate Trustee may take such action without consulting the individual Trustee. In that event, the corporate Trustee shall immediately notify the individual Trustee, in writing, of the action taken and the reasons that the action was taken without prior consultation with the individual Trustee.

J. The corporate Trustee shall keep all records and books of account; shall prepare all inventories and accountings, collections, payments and distributions; and, for convenience, the individual Trustee shall not be obligated to sign or

countersign checks or vouchers used in making payments or distributions or receipts in making collections.

K. The individual Trustee shall be responsible for keeping the corporate Trustee apprised of the needs of each of the beneficiaries and shall, from time to time, recommend to the corporate Trustee the amounts and intervals of distributions of trust funds to be made to the beneficiaries. The decisions of the individual Trustee shall be final and conclusive as to the distributions to be made to the beneficiaries.

L. In all actions and decisions other than those enumerated above, the Trustees shall act in concert. Neither of the Trustees herein named shall be held liable or responsible for the acts, neglects, defaults, or other breach of trust committed by the other. Each Trustee shall be responsible solely for its or his actions.

ITEM XI.

Unless otherwise provided, the administration of any trust herein created, the sale and conveyance of trust assets, the investment and reinvestment of trust assets, and the rights, powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi, as amended. In addition to the powers contained in that Law, and the power to make "legal investments" under Mississippi law, the Trustee shall have full power and authority:

A. To place such funds on time deposit in a savings account or certificates of deposit in any federally insured bank or savings and loan association, including any bank which may be serving as Trustee.

B. To receive additional property conveyed to the trust by any person, and to administer and dispose of the property in accordance with the terms of the trust.

C. To distribute income of the trust in cash or in kind. In making distributions of both principal and income, the Trustee may make a non pro rata distribution of property in kind. The judgment of the Trustee concerning values and purposes of such division or distribution of the property or securities held in the trust shall be binding and conclusive on all interested parties. In making a division or distribution, the Trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed. The Trustee may select assets to be allocated or distributed without regard to the income tax basis of the property.

D. To sell, transfer, convey, mortgage, lease and dispose of the trust property upon such terms and in such manner and for such prices as the Trustee shall deem proper, and any lease or other instrument which is executed by the Trustee shall continue in full force and effect under its terms, notwithstanding the termination of the trust.

E. To determine the allocation of receipts and expenses between income and principal. However, such allocation shall not be inconsistent with the beneficial enjoyment of trust property accorded to a life tenant or remainderman under the general principles of the law of trusts. Further, all rights to subscribe to new or additional stocks or securities and all liquidating dividends shall be deemed to be principal.

F. To invest funds in a common fund established by the Trustee pursuant to the Uniform Common Trust Fund Act of Mississippi.

G. To receive and retain all types of property and especially to receive and retain shares of stock in closely-held corporations and nonincome producing real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and

whether or not such property is of the class in which trustees generally are authorized to invest by law.

H. To carry out agreements made by me during my lifetime, including the consummation of any agreements relating to the capital stock of corporations owned by me at the time of my death, and including the continuation of any partnership of which I may be a member at the time of my death whether the terms of the partnership agreement obligate my estate or my personal representative to continue my interest therein, and to enter into agreements for the rearrangement or alteration of my interests or obligations under any such agreements in effect at the time of my death.

I. To borrow money to pay taxes; to exercise subscriptions, rights and options; to pay assessments; to accomplish any other purpose of any nature incidental to the administration of the trust, and to pledge any securities or other property held by it as security for such loan.

J. To terminate any trust if the Trustee, in its sole discretion, determines the assets of the trust are of such small value that the continued existence and operation of the trust is not in the best interest of the beneficiaries. This power shall be exercisable only if the income beneficiaries and the remainder beneficiaries are the same and have the same interest in the trust. Upon termination, the Trustee shall distribute the assets of the trust to the beneficiaries in the beneficiaries' proportionate share.

#### ITEM XII.

If my wife and I die simultaneously, or under circumstances which make it difficult to determine which of us died first, I direct that my wife be deemed to have survived me for purposes of this Will. I direct that the provisions of this Will be construed upon that assumption, irrespective of any provisions of

law establishing a contrary presumption or requiring survivorship as a condition of taking property by inheritance.

ITEM XIII.

A. In the event my wife, ALINE, is or becomes unable or unwilling to serve as my Executor, I appoint my son, CHARLES VAUGHN WILLIAMS, to serve as my successor Executor. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

B. I direct that neither my Executor nor any successor Executor shall be required to make any bond as Executor. To the extent permissible by law, I waive the requirement that my Executor or any successor Executor be required to make a formal appraisal, provide an inventory or file an accounting for my estate with any court.

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

D. No person dealing with my Executor shall be obligated to see to the application of any moneys, securities, or other property paid or delivered to my Executor, or to inquire into the expediency or propriety of any transaction or the authority of my

Executor to enter into and consummate the transaction upon such terms as my Executor may deem advisable.

E. My Executor shall have the power to disclaim any part or all of my interest in any property which is or has been devised or bequeathed to me, whether outright or in trust, provided such disclaimer is made within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any future law.

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

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

H. My Executor shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate, but in my Executor's discretion may sell only so much of my property as is necessary to obtain cash to pay taxes, debts and costs of the administration of my estate. After the payment of debts, taxes and costs, in the sole discretion of my Executor, my Executor is authorized to make distributions to

devises and legatees either in cash or in kind or a combination of each.

I. My Executor shall take all actions necessary to comply with any agreements made by me during my lifetime, including the consummation of any agreements relating to the stock of corporations in which I am a stockholder at the time of my death, and including the continuation of any partnership of which I may be a partner at the time of my death whenever the terms of any such agreement obligate my estate or my personal representatives to sell or continue my interest therein.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 21<sup>st</sup> day of February, 1986.

Charles H. Williams  
Charles H. Williams

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

J. Paul Vornen of Jackson, Miss.  
Witness Address

Onida G. Switzer of Jackson, Miss.  
Witness Address



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1 day of July, 1994, at 10:00 o'clock A M, and was duly recorded on the July 1, 1994, Book No 27, Page 182

STEVE DUNCAN, CHANCERY CLERK

BY: K. Gregory D.C

**FILED**

BOOK 27 PAGE 199

JUL 01 1994

AT 9:30 O'CLOCK A.M.  
STEVE DUNGAN, CHANCERY CLERK  
By *K. [unclear]*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF CHARLES H. WILLIAMS, DECEASED

NO. 94-337

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named J. Paul Varner, 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 Charles H. Williams, Deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, which is dated the 21st day of February, 1986.

2. That on the 21st day of February, 1986, Charles H. Williams signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Anita G. Switzer, the other subscribing witness to the instrument.

3. That Charles H. Williams was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

4. That this affiant, together with Anita G. Switzer, subscribed and attested the instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of Charles H. Williams and in the presence of each other.

*J. Paul Varner*  
\_\_\_\_\_  
J. PAUL VARNER

SWORN TO AND SUBSCRIBED before me, this the 27<sup>th</sup> day of June, 1994.

*David A. Hudson*  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

My Commission Expires November 2, 1996

Launch M. Magruder, Jr. (#1830)  
D. Carl Black, Jr. (#2583)  
BUTLER, SNOW, O'MARA, STEVENS & CANNADA  
17th Floor, Deposit Guaranty Plaza  
Post Office Box 22567  
Jackson, Mississippi 39225-2567  
(601) 948-5711  
418.DHH02885

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 1 day of July, 1994, at 10:00 o'clock A M, and was duly recorded on the July 1, 1994, Book No. 27, Page 199.

STEVE DUNCAN, CHANCERY CLERK

BY: *[Signature]* D.C.