

P-10721 w-4

LAST WILL AND TESTAMENT
OF

FILED
AUG 12 1992

W. FELDER DEARMAN, JR.

Alice James, Chancery Clerk
D. C.

I, W. FELDER DEARMAN, JR., an adult resident citizen of Jackson, Hinds 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 beloved wife BARBARA of Jackson, Mississippi, 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 BARBARA R. DEARMAN, and she is sometimes referred to herein as "my wife." I have two (2) children now living and they are:

REBECCA DEARMAN MERCEIR, ("Becky"); and

SARAH WELLS DEARMAN, ("Sarah").

They are herein referred to as "my children."

ITEM III.

I devise and bequeath to my wife, BARBARA, 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.

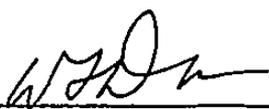
MADISON COUNTY, MS

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JUL 05 1994

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

By: Karen


W. FELDER DEARMAN, JR.

ITEM IV.

I give and bequeath to my two children, BECKY AND SARAH, all of the stock that I own in Delta Wildlife, Inc. in equal shares, per stirpes.

ITEM V.

All furniture, furnishings, ornamental 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 hereby confirm her title to them. However, if my wife predeceases me and I become the owner of any such property, I give and bequeath my interest therein to my children, in equal shares.

ITEM VI.

After the payment of any debts, obligations and expenses of my estate, I devise and bequeath to the "Dearman Family Trust," provided for in Item VIII of this Will, a sum equal to the largest value that can pass free of federal estate tax by reason of the federal estate tax unified credit and state death tax credit (provided use of the state death tax credit does not require an increase in the state death taxes paid) allowable to my estate but by reason of no other credit, after taking into account (i) prior taxable gifts, (ii) properties passing under previous Items of this Will, (iii) properties passing outside of this Will that do not qualify for the federal estate tax marital or charitable deductions, and (iv) charges to principal that are not allowed as deductions in computing the federal estate tax imposed upon my estate. The value as finally fixed in the federal estate tax proceeding relating to my estate shall be used for purposes of such valuations and determinations. I recognize that in certain

circumstances there may be no sum disposed of under this Item and that the amount of the sum disposed of under this Item, if any, may be affected by the action of my Executor in exercising certain tax elections. Any property included in my estate and assigned or conveyed in kind to satisfy the devise and bequest under this Item shall be valued for this purpose at its value as of the date or dates of distribution. 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 because of the application of the federal estate tax unified transfer credit and the state death tax credit.

ITEM VII.

A. I give, devise and bequeath to my wife, BARBARA, if she survives me, all the rest and residue of my estate. 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 or any expenses of administration of my estate.

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 1986, 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 solely for the benefit of my children in accordance with the provisions of Item VIII of this Will.

C. If my wife shall not survive me, then I devise and bequeath the residue of my estate to the "Dearman Family Trust" created by the provisions of Item VIII of this Will to be held, administered and disposed of in accordance with the terms of that trust.

ITEM VIII.

From the assets conveyed by Item VI hereof, my Executor shall pay any and all estate and inheritance taxes payable by my estate. The remainder of those assets shall be held by my wife, BARBARA as Trustee, under the terms hereafter set forth, for the benefit of my wife and my children. 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 my wife and children (but not necessarily in equal shares) as much of the net income as the Trustee deems advisable for the education, support, maintenance and health of any of the beneficiaries; for the maintenance of the standard of living to which they are accustomed at the time of my death; or for any medical, hospital or other institutional care which any beneficiary may require. These distributions shall be made in such proportions, amounts, and 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 my wife and children (but not necessarily in equal shares) as much principal as the Trustee deems advisable for the education, support, maintenance and health of any of the beneficiaries; for the maintenance of the standard of living to which they are accustomed at the time of my death; or for any medical, hospital or other institutional care which any beneficiary



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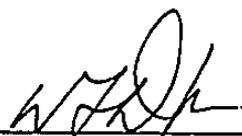
may require. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

C. In making expenditures of income and principal to or for the benefit of my children, while it is my desire that my children be treated impartially and without favoritism, nevertheless realizing that their needs may vary, I specifically direct that the Trustee need not treat them with equality. The Trustee shall be impartially guided by the needs of each of my children as those needs present themselves. Insofar as practicable, the Trustee shall afford to each of my children funds necessary to satisfy those needs. I give this broad discretion to the Trustee so that the Trustee may act at all times in the best interest of all of my children as the Trustee may, in the Trustee's discretion, deem advisable. Distributions shall generally not be made to my children during my wife's lifetime except for emergency situations.

D. Upon the death of my wife, the Trustee shall divide the assets of this trust into equal and separate shares, one share for my daughter BECKY and one share for my daughter SARAH, and the Trustee shall distribute to that child her entire share and this trust shall terminate.

E. If either BECKY or SARAH is deceased but is survived by children or other descendants the share for that deceased child shall be held as a separate trust and the Trustee shall hold, administer and distribute the funds of each trust under the following provisions:

1. Each child's share shall be divided into separate and equal shares for each surviving child or other descendants of my deceased daughter and shall be held as a separate trust.



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2. The Trustee shall distribute to or for the benefit of the beneficiary of each trust as much of the net income of that trust as the Trustee deems advisable for the education, support, maintenance and health of the beneficiary; for the maintenance of the standard of living to which the beneficiary is accustomed at the time of my death; or for any medical, hospital or other institutional care which the beneficiary may require. These distributions shall be made in such proportions, amounts and 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.

3. In addition to the net income, the Trustee may distribute to or for the benefit of a beneficiary as much principal of that beneficiary's trust as the Trustee deems advisable for the beneficiary's education, support, maintenance and health. In making distributions of principal, the Trustee shall consider the needs of each beneficiary and the funds available to each of them from other sources.

4. As and when a grandchild of mine who is the beneficiary of a trust attains the age of twenty-one (21) years, the Trustee shall distribute to that child all of that child's trust estate at that date. Upon distribution of the entire trust estate to the beneficiary of each trust, the trust shall terminate.

5. If at the death of a daughter of mine she leaves no surviving children or other descendants, that deceased child's trust estate shall be distributed outright to my other child or, if my other child is deceased, to the trust as created in this Will for the surviving children of that other deceased daughter.



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6. In the event of the death of one or more of my grandchildren who is the beneficiary of a trust, after the division of this trust into separate trusts and prior to receipt by that child of his or her entire trust estate, the balance in the trust of such deceased grandchild shall be retained in trust for the benefit of that deceased grandchild's then living children or other descendants. 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.

7. If at the death of a grandchild of mine who is a beneficiary of a trust, he or she leaves no surviving children, that deceased grandchild's trust estate shall be distributed to the trust created for his or her siblings, in equal shares, to be administered and disposed of in accordance with the provisions of that trust or distributed outright to the sibling that has reached the age of 21.

E. While a beneficiary of a trust under this Item VIII serves as the sole or joint Trustee of that trust, the standards provided in this Item VIII for distributions of income and principal from that trust to that beneficiary shall not apply. Instead, the Trustee shall distribute to that beneficiary all or any part of the income and principal as the Trustee shall determine for that beneficiary's health (including but not limited to medical, dental, hospital, and nursing expenses and expenses of



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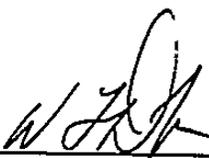
invalidism), education (including but not limited to college and professional educational expenses), and support in reasonable comfort. The standards provided in this Item VIII for distributions from that trust to the other beneficiaries shall remain unchanged.

F. It is intended that no beneficiary while serving as the sole or joint Trustee of a trust under this Item VIII shall be treated as having a general power of appointment, within the meaning of IRC Code of 1986, as amended, Section 2041 or 2514, over all or any part of that trust. The provisions of this Will shall be construed and interpreted accordingly, and it is directed that no provision in this Will that would cause a beneficiary to be so treated for that trust, shall apply to this trust.

G. For all purposes of this Will, the term "Trustee" shall include any successor trustee to the original Trustee. Any successor trustee shall have all of the rights, powers, and discretions given to and shall be subject to all of the limitations imposed upon the original Trustee, without any act of conveyance or transfer, unless otherwise specified herein.

H. None of the principal or income of a trust under this Item VIII 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.

I. 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 heirs at law,



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in accordance with the intestacy laws then in effect in the State of Mississippi.

J. This trust shall be designated and known as the "Dearman Family Trust."

K. Notwithstanding any provision to the contrary in this Will, no distribution from a trust under this Item VIII shall be made in satisfaction of a legal obligation of support of the Trustee of that trust.

ITEM IX.

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



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containing accurate records of separate principal, income and expense of each trust.

ITEM X.

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.

C. 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 current income beneficiary or beneficiaries of the trust property (or to his or her legal



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guardian or other personal representative) as though such income beneficiary had reached the age at which final distribution was required.

ITEM XI.

A. No Trustee shall be required to enter into any bond as Trustee or to file with any court any periodic or formal accounting of the administration of any trust. The Trustee shall render annual accounts 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 Trustee shall be required to see to its application.

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

C. If the Trustee dies, resigns or becomes unable to serve, regardless of the cause, the successor Trustee shall be (1) my daughter BECKY DEARMAN as to any trust or trusts for the benefit of children of my daughter SARAH DEARMAN, or (2) my daughter SARAH DEARMAN for any trust, or trusts for the benefit of children of my daughter BECKY DEARMAN. If either one of the trustees dies, resigns or becomes unable to serve, the second successor Trustee shall be the father of such beneficiaries.

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



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

F. 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 XII.

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 merge and consolidate the assets of this trust with another trust if at the time of my death the Trustee herein named shall then be serving as Trustee of another trust created by me during my lifetime or by the terms of the Will of my wife, and if the beneficiaries are the same and the terms of that other trust are substantially similar to the trust created herein. The Trustee shall administer the two trusts as one if such consolidation shall result in more effective and efficient management of the two trusts.

H. 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.

I. 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.

J. 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.

ITEM XIII.

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 XIV.

A. In the event my wife BARBARA, is or becomes unable or unwilling to serve as my Executor, I appoint my daughters BECKY MERCEIR and SARAH DEARMAN or the survivor of them 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. 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. 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



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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 1986, 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

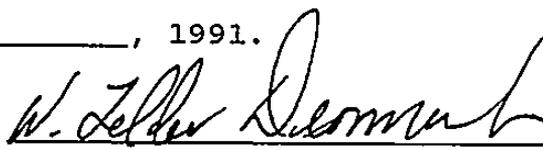

W. FELDER DEARMAN, JR.

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

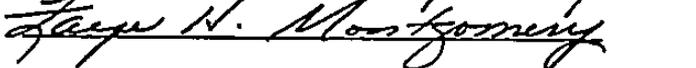
I. My Executor shall take all actions necessary to comply with any agreements made by me during my lifetime, including the consummation of any agreements relating to the stock of corporations in which I am a stockholder at the time of my death, and including the continuation of any partnership of which 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.

J. My Executor shall have all power and authority given to the Trustee in Item XII hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 17 pages on the 17 day of Sept, 1991.


 W. FELDER DEARMAN, JR.

WITNESSES:

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by W. FELDER DEARMAN, JR. as his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other, hereto affixed our

BOOK 27 PAGE 218

BOOK 100 PAGE 580

signatures as subscribing witnesses thereto, this the 17 day
of September, 1991.

Hubert Montgomery
Joseph W. Montgomery

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, Hugh E. Montgomery and Faye H. Montgomery on oath state that we are the subscribing witnesses to the attached written instrument dated the 17 day of September, 1991, which has been represented to us to be the Last Will and Testament of W. FELDER DEARMAN, JR., who indicated to us that he is a resident of and has a fixed place of residence in the City of Jackson, County of Hinds, State of Mississippi. On the execution date of the instrument, the Testator, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this 17 day of September, 1991.

Hugh E. Montgomery
Faye H. Montgomery

Subscribed and sworn to before me on this the 17th day of September, 1991.

Paul C. Butler
 NOTARY PUBLIC

My Commission Expires:

My Commission Expires August 18, 1994

CODICIL TO
LAST WILL AND TESTAMENT
OF

W. FELDER DEARMAN, JR.

I, W. Felder Dearman, Jr., an adult resident citizen of the City of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this instrument of writing to be a codicil to the Last Will and Testament heretofore made by me on September 17, 1991.

I.

I do hereby revoke Item IV of my said Last Will and Testament.

II.

Except as changed above, I republish, reaffirm and readopt my said Last Will and Testament of September 17, 1991.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 3 day of April, 1992.

W. Felder Dearman Jr
W. FELDER DEARMAN, JR.

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by W. Felder Dearman, Jr. as a codicil to his Last Will and Testament of date September 17, 1991, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other have subscribed our names hereto as subscribing witnesses thereto, this the 3rd day of April, 1992.

WITNESSES:

Buck W Barnett

Address:

632 Seneca Ave

Jackson, Ms 39216

632 Seneca Avenue

Jackson MS 39216

Judy B Barnett

229.NFM0008

CODICIL TO
LAST WILL AND TESTAMENT

OF

W. FELDER DEARMAN, JR.

I, W. Felder Dearman, Jr., an adult resident citizen of the City of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this instrument of writing to be a codicil to the Last Will and Testament heretofore made by me on September 17, 1991.

I.

I do hereby revoke Item IV of my said Last Will and Testament.

II.

Except as changed above, I republish, reaffirm and readopt my said Last Will and Testament of September 17, 1991.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 3 day of April, 1992.

W. Felder Dearman, Jr.
W. FELDER DEARMAN, JR.

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by W. Felder Dearman, Jr. as a codicil to his Last Will and Testament of date September 17, 1991, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other have subscribed our names hereto as subscribing witnesses thereto, this the 3rd day of April, 1992.

WITNESSES:

Paul W. Reed

Address:

632 Sycamore Ave

Jackson, Miss 39216

632 Sycamore Ave

Jackson, MS 39216

July S Banett

IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT
OF HINDS COUNTY, MISSISSIPPI

No. P-10,721

FILED
AUG 12 1992

IN THE MATTER OF THE
LAST WILL AND TESTAMENT
OF W. FELDER DEARMAN, JR., DECEASED

Alice James, Chancery Clerk
By [Signature] D. C.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Judy B. Barnett, who, being first duly sworn, makes oath to the following:

That she was personally acquainted with W. Felder Dearman, Jr. late of the First Judicial District of Hinds County, Mississippi; that the said W. Felder Dearman, Jr. was a resident of and had a fixed place of residence in the City of Jackson, First Judicial District of Hinds County, Mississippi; that affiant, in the presence of Frank M. Barnett, subscribing witness; and at the special instance and request of said W. Felder Dearman, Jr. did, on the 3rd day of April, 1992, sign and subscribe an instrument of writing represented to be a Codicil to the Last Will and Testament dated September 17, 1991, of the said W. Felder Dearman, Jr., Deceased; that said instrument, the original of which is attached hereto, was signed by W. Felder Dearman, Jr. as Testator, and the said Testator declared in the presence of affiant and in the presence of the said Frank M. Barnett that said instrument constituted a Codicil to his Last Will and Testament, and thereupon affiant, in the presence of the said W. Felder Dearman, Jr. and in the presence of Frank M. Barnett, the other subscribing witness thereto, signed and subscribed the said instrument as one of the attesting witnesses thereto, each of the witnesses signing said Codicil

to said Will in the presence of Testator and in the presence of each other; that at the time of the said attestation and signing of said instrument the said W. Felder Dearman, Jr. was above the age of eighteen years, was then of sound and disposing mind and memory, and in full possession of all of his mental faculties.

That the original of said Codicil to said Will is attached to this affidavit and this affidavit is executed by this affiant in proof of said Will, and for the purpose of probating the same in the Chancery Court of the First Judicial District of Hinds County, Mississippi.

Judy B. Barnett
JUDY B. BARNETT

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

Mrs. B. B. B. B. B. My Commission Expires Oct 7, 1992
NOTARY PUBLIC

My Commission Expires:

My Commission Expires Oct. 7, 1992

CODICIL TO
LAST WILL AND TESTAMENT
OF

W. FELDER DEARMAN, JR.

I, W. Felder Dearman, Jr., an adult resident citizen of the City of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this instrument of writing to be a codicil to the Last Will and Testament heretofore made by me on September 17, 1991.

I:

I do hereby revoke Item IV of my said Last Will and Testament.

II.

Except as changed above, I republish, reaffirm and readopt my said Last Will and Testament of September 17, 1991.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 3 day of April, 1992.

W. Felder Dearman, Jr.
W. FELDER DEARMAN, JR.

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by W. Felder Dearman, Jr. as a codicil to his Last Will and Testament of date September 17, 1991, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other have subscribed our names hereto as subscribing witnesses thereto, this the 31st day of April, 1992.

WITNESSES:

Address:

Book 100 Page 586

6032 ...

Jackson, Miss 39201

...

...

John S. ...

...

229.NEM00008

IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT
OF HINDS COUNTY, MISSISSIPPI

NO. P-10,721 FILED

AUG 12 1992

IN THE MATTER OF THE
LAST WILL AND TESTAMENT
OF W. FELDER DEARMAN, JR., DECEASED

Alice James Chancery Clerk
By [Signature] D. C.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Hugh C. Montgomery, Jr., who, being first duly sworn, makes oath to the following:

That he was personally acquainted with W. Felder Dearman, Jr. late of the First Judicial District of Hinds County, Mississippi; that the said W. Felder Dearman, Jr. was a resident of and had a fixed place of residence in the City of Jackson, First Judicial District of Hinds County, Mississippi; that affiant, in the presence of Faye H. Montgomery, subscribing witness, and at the special instance and request of said W. Felder Dearman, Jr. did, on the 17th day of September, 1991, sign and subscribe an instrument of writing represented to be the Last Will and Testament of the said W. Felder Dearman, Jr., Deceased; that said instrument, the original of which is attached hereto, was signed by W. Felder Dearman, Jr. as Testator, and the said Testator declared in the presence of affiant and in the presence of the said Faye H. Montgomery that said instrument constituted his Last Will and Testament, and thereupon affiant, in the presence of the said W. Felder Dearman, Jr. and in the presence of Faye H. Montgomery, the other subscribing witness thereto, signed and subscribed the said instrument as one of the attesting witnesses thereto, each of the witnesses signing said Will in the presence of Testator and in the presence of each other;

that at the time of the said attestation and signing of said instrument the said W. Felder Dearman, Jr. was above the age of eighteen years, was then of sound and disposing mind and memory, and in full possession of all of his mental faculties.

That the original of said Will is attached to this affidavit and this affidavit is executed by this affiant in proof of said Will, and for the purpose of probating the same in the Chancery Court of the First Judicial District of Hinds County, Mississippi.

Hugh C. Montgomery
HUGH C. MONTGOMERY, JR.

SWORN TO AND SUBSCRIBED before me, this the 31st day of

July, 1992.

Lail C Butler
NOTARY PUBLIC

My Commission Expires:

My Commission Expires August 18, 1994

STATE OF MISSISSIPPI
HINDS COUNTY

FIRST DISTRICT

I, ALICE JAMES, Clerk of the Chancery Court in and for
above mentioned County and State do hereby certify that the foregoing

Will is a true and correct copy as appears on record in
my office in Will Book 100, Page 563.

Given under my hand and official seal of office this the 30
day of June, 1994.

ALICE JAMES, CHANCERY CLERK
BY [Signature] D.C.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 5 da
of July, 1994, at _____ o'clock _____ M, and was duly recorded
on the 5th day of July, 1994, Book No 27, Page 201



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

Last Will and Testament

OF

SUSIE C. THOMPSON

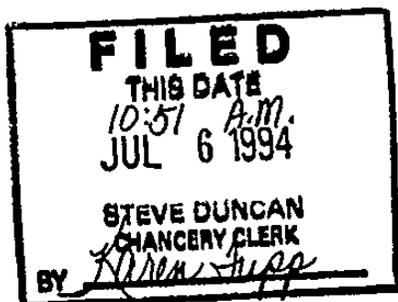
I, Susie C. Thompson, being over the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all former wills and codicils made by me at any time heretofore.

I.

I hereby appoint my daughter, Betty Jean Jones, as Executrix of this my Last Will and Testament, and it is my desire that my Executrix shall have full and complete power and authority to do and to perform any act deemed by her to be in the best interest of my estate. Should Betty Jean Jones be unwilling or unable to serve, I hereby appoint Bobby Sue Quinn, as Executrix. I hereby direct that no bond be required of the Executrices 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 my eight children, Eddie Eugene Thompson, Betty Jean Jones, Ernest Arther Thompson, Bobby Sue Quinn, Carl Ray Thompson, Mary Lavern Thompson, Paul E. Thompson, and Karen Reginia Thompson Farabee, all of my property, whether it be real, personal or mixed, wheresoever situated or howsoever situated or howsoever described, per stirpes, share and share alike.



[Handwritten initials]

IN WITNESS WHEREOF, I, Susie C. Thompson, have hereunder set my signature on, and published and declare this to be my Last Will and Testament on this the 19th day of April, 1990, 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.

Susie C. Thompson
SUSIE C. THOMPSON

WITNESSES:

Wanda McKeon
Jarvis M. Hammack

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of Susie C. Thompson, do hereby certify that said instrument was signed in the presence of each of us, and that said Susie C. Thompson, 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 Susie C. Thompson, in her presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 19th day of April, 1990.

Wanda McKeon
Jarvis M. Hammack
WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6th day of July, 1994, at 10:51 o'clock A. M., and was duly recorded on the 6th day of July, 1994, Book No. 27, Page 228.

STEVE DUNCAN, CHANCERY CLERK

BY: Korea Furr D.C.

IN THE CHANCERY COURT OF MADISON COUNTY

FILED
MISSISSIPPI
THIS DATE
10:51 A.M.
JUL 6 1994
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

IN THE MATTER OF THE ESTATE OF
SUSIE C. THOMPSON, DECEASED

CIVIL ACTION FILE NO. 94348

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, DON A. MCGRAW, JR., one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Susie C. Thompson, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Susie C. Thompson signed, published and declared said instrument as her Last Will and Testament on the 19th day of April, 1990, the day and date of said instrument, in the presence of this affiant and JANICE M. HAMMACK, 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, DON A. MCGRAW, JR. the Affiant and JANICE M. HAMMACK, 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.

Don A. McGraw, Jr.
DON A. MCGRAW, JR.

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 5th day of July, 1994.

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:
July 27, 1997
(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 6th day of July, 1994, at 10:51 o'clock A M., and was duly recorded on the 6th day of July, 1994, Book No. 27, Page 230.

STEVE DUNCAN, CHANCERY CLERK BY: Karen Jupp DC

Last Will and Testament

OF

ESTELLA CATHERINE SEATER

#94352

I, ESTELLA CATHERINE SEATER, of Madison County, Mississippi, being of sound and disposing mind and memory and over the age of twenty-one years, do make, declare and publish the following as my Last Will and Testament, revoking all others that I have heretofore made:

I.

I direct that all my just debts, funeral expenses and expenses in connection with the administration of my estate be paid. And I further direct that my Executor provide a respectable burial for me.

II.

I devise and bequeath the house and lot which has been the Seater residence for many years and which is located and situated at 209 East Fulton Street, Canton, Mississippi, unto Katie S. Brewer, John Joseph Seater, Charles P. Seater, and Mary Jo B. Robinson for their lifetimes and upon the death of the last survivor, I devise and bequeath the same property to the presiding Bishop of the Catholic Diocese of Jackson, Mississippi, for the Association of Priests of the Diocese of Jackson, Mississippi.

III.

I give, bequeath, and devise all the balance, remainder and residue of my property, real, personal, and mixed, and of whatsoever nature and kind, and wheresoever located and situated unto James D. Brewer, Jr., 155 Rolling Hills, Daphne, Alabama, 36527, as Trustee. IN TRUST for the use and benefit of those of the following who survive me: Katie S. Brewer, John Joseph Seater, Charles P. Seater, and Mary Jo B. Robinson, and the said property and the proceeds and income therefrom shall be known as and referred to herein as the trust fund for the Seater family; to manage, control, and invest said trust fund as, in his sole discretion, he deems best and proper. Such trustee, in his sole discretion, is authorized to expend the earnings from the corpus or principal of such trust fund for the dire necessities, care and maintenance, and welfare of the beneficiaries. It is the intention of this Grantor to use the earnings from

MADISON COUNTY, MISSISSIPPI

FILED

JUL 08 1994

AT 9:26 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp, DC

Estella Catherine Seater

Page 2
 Last Will and Testament
 Estella Catherine Seater

the trust fund to help prevent, as much as possible, any pain and suffering to which any of the named beneficiaries are subject to. The corpus or principal of the trust shall not be spent unless the earnings from them are insufficient to provide for the aforesaid dire necessities, care and maintenance, and welfare of the beneficiaries. The sole discretion of when any of these situations develop shall be vested in the trustee. On the death of the last survivor of the above named beneficiaries, the trustee shall pay over and transfer said remaining trust funds to the Sacred Heart Parish, Canton, Mississippi, to be spent for a memorial of the Seater family. In accordance with the above and in order to preserve the corpus of the trust, I hereby authorize and empower said trustee to sell at a public or private sale, lease, mortgage and/or encumber any portion or all of the trust property, real or personal, which he may hold under the trust hereby created, and to execute and deliver good and sufficient deeds and other instruments, to convey, mortgage, and transfer the same for any such purpose, and said trustee is authorized and empowered to convert and reinvest as he deems best and desirable any or all of the property of the said trust fund in accordance with the above, and upon any and all sales by said trustee the purchasers shall not be bound to see to the application of the purchase money, and I direct that no bond be required of said trustee and that he not be required to account to any Court. Should the trustee designated hereinabove die, decline, refuse or otherwise be unable to act, then the Chancery Court of Madison County, Mississippi, is authorized and empowered to designate and appoint a trustee in his place and stead, but such trustee shall be required to make a good and sufficient bond and be subject to the orders of the said Court.

IV.

I make, constitute and appoint James D. Brewer, Jr., as my Executor under this Will and direct that no bond be required of him and that he be relieved of accounting to any Court.

WITNESS my signature, this the 23 day of MARCH, 1983, and the signatures of two witnesses who have signed at my request and in my presence, and I have signed this Will in their presence and they have signed as my witnesses in the presence of each other.

Estella Catherine Seater
 ESTELLA CATHERINE SEATER

Susan T. Burns
Harold G. Sutherland



STATE OF MISSISSIPPI, COUNTY OF MADISON.

I certify that the within instrument was filed for record in my office this 8th day of July, 1994, at 9:26 o'clock A.M., and was duly recorded on the 8th of July, 1994, Book No 27, Page 232

STEVE DUNCAN, CHANCERY CLERK

BY Karen Jupp D C

IN THE CHANCERY COURT OF MADISON COUNTY, AT 9:26 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

IN THE MATTER OF THE ESTATE
OF
ESTELLA CATHERINE SEATER, DECEASED

CIVIL ACTION FILE
NO. 94352

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, a Notary Public in and for said county and state, the undersigned, NANETTE E. SUTHERLAND, who, being by me first duly sworn, states on oath:

That affiant, NANETTE E. SUTHERLAND, was one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of ESTELLA CATHERINE SEATER, and affiant states that the said ESTELLA CATHERINE SEATER, signed, published and declared said instrument as her Last Will and Testament on the 23rd day of March, 1983, the date of said instrument, in the persence of this deponent and in the presence of Susie T. Burns, the other subscribing witness thereto, and that said Testatrix was then of sound and disposing mind and memory and more than twenty-one (21) years of age, and this deponent and Susie T. Burns subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said Testatrix and

in the presence of said Testatrix and in the presence of each other on the day and year of the date of said instrument.

Nanette E. Sutherland
NANETTE E. SUTHERLAND

SWORN TO AND SUBSCRIBED before me, this the 7th day of July, 1994.

Elise B. Fancher
NOTARY PUBLIC

(SEAL)

My Commission Expires: November 13, 1995



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 8th day of July, 1994, at 9:26 o'clock A. M., and was duly recorded on the 8th of July, 1994, Book No. 27, Page 234.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trupp D.C.

Last Will and Testament

94-357

OF

WALTER H. SIMMONS

I, Walter H. Simmons, an adult resident citizen of the City of Madison, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all other Wills and Codicils heretofore made by me.

ITEM I.

I hereby nominate, appoint and designate my wife, Ruth Curl Simmons, as Executrix of this my Last Will and Testament; or if my wife shall predecease me or be unable or unwilling to serve in said capacity, then I nominate and appoint W. Albert Simmons, as successor-Executor of this my Last Will and Testament; or if W. Albert Simmons shall predecease me or be unable or unwilling to serve in said capacity, then I nominate and appoint First Columbus National Bank, Columbus, Mississippi, as second successor-Executor of this my Last Will and Testament, if W. Albert Simmons was employed at such bank at the time of his death or inability to serve as Executor. If W. Albert Simmons was not employed at First Columbus National Bank at the time of his death or inability to serve, but was employed at another banking institution which possessed trust powers, that banking institution shall serve as third successor-Executor of this my Last Will and Testament. If W. Albert Simmons was not employed with a banking institution possessing trust powers at the time of his death or inability to serve, Bank of Mississippi shall serve as fourth successor-Executor of this my Last Will and Testament. I do hereby waive the necessity of my Executors (including any

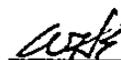
MADISON COUNTY, MS

FILED

JUL 08 1994

AT 1:15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

M. Lockett


 WHS

successor-Executor, as the case may be) entering into any bond as such, and I waive the necessity of any accountings, inventory or formal appraisal of my estate. I do hereby grant my Executrix (including any successor-Executor, as the case may be) all the powers set forth in Sections 91-9-101 to 91-9-119 of the Mississippi Code of 1972, as amended, and any others that may be granted by law.

The terms "Executor," "Executrix," "successor-Executor," and "Executors" as used in this Will or any Codicil hereto, and all references thereto through any type of pronoun, shall include any person or persons, whether male or female, who may be serving hereunder at any time as a personal representative of my estate.

ITEM II.

I hereby direct that all my funeral expenses and all of my just debts which may be probated, registered and allowed against my estate be paid as soon after my death as can conveniently be done out of the principal of that portion of my Residuary Estate which is not included in the share qualifying for the Marital Deduction.

In the event any property or interest in property passing under this Will, or by operation of law, or otherwise by reason of my death shall be encumbered by a mortgage or a lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not mandatorily be charged to or paid by my estate, but that my Executor shall have absolute discretion as to whether said indebtedness, either in whole or in part, shall be paid.

It is my intention, however, that nothing in this Item of my Will should be construed as creating an express Trust or fund for the payment of debts and expenses, which would in any

way extend the normal statute of limitations for the payment of my debts or enlarge upon my statutory duty to pay debts.

ITEM III.

I direct that my Executor pay out of that portion of my Residuary Estate which is not included in the gift qualifying for the Marital Deduction, without apportionment, all estate, inheritance, succession and other taxes, together with any interest or penalty thereon, (but not including any taxes imposed on generation-skipping transfers under the Federal tax laws) assessed by reason of my death and imposed by the government of the United States, or any state or territory thereof, or by any foreign government or political subdivision thereof, in respect of all property required to be included in my gross estate for estate or like tax purposes by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a power of appointment, without contribution by any recipient of any such property.

ITEM IV.

All of the furniture, furnishings, household goods, silverware, china and ornaments, located in my residence are the property of my wife, Ruth Curl Simmons, and I hereby acknowledge and confirm my wife's ownership of all such items. All of my clothing, jewelry, personal effects, automobiles, and all other tangible personal property except cash on hand or on deposit, securities, choses in action or other intangibles, owned by me at the time of my death, I bequeath to my wife, Ruth Curl Simmons. If my said wife does not survive me, subject to the provisions of Item VII, I give and bequeath all of such property to my children, Ruth Curl Simmons Guirard, W. Albert Simmons, Elizabeth Simmons Morrison and Barbara Delle Simmons Spitale, to be divided among them by my Executor, in my Executor's absolute discretion, in as nearly equal portions as may be practicable, having due regard for the preferences of my children. In the event that any

of my said children shall predecease me leaving issue, then the share of such deceased child I give and bequeath to the issue of such deceased child, per stirpes. If any of my said children shall predecease me without leaving issue, then the share of such deceased child I give and bequeath to my remaining children, or to their issue, per stirpes. In the event that all of my children predecease me without issue, this bequest shall lapse and shall pass as part of my Residuary Estate.

If a beneficiary of mine shall be a minor, such beneficiary's share may be delivered to the person with whom such beneficiary is residing, or to such beneficiary's legal guardian or directly to such beneficiary. The receipt of the guardian or the person with whom such beneficiary resides, or the receipt of such minor beneficiary, shall constitute a full acquittance of my Executor with respect to the legacy so delivered. This authority is given my Executor notwithstanding any statute or rule of law to the contrary.

All of my insurance policies which provide indemnity for the loss of any of my personal or real property by fire, windstorm, or other casualty (including any claim for such loss of any such property which I might have at the time of my death against any insurance company) I give and bequeath respectively to those persons or corporations, as the case may be, who shall become owners of such properties by reason of my death; whether such ownership be acquired under the provisions of this Will, by survivorship or by other means.

I direct that any expenses incurred in safeguarding or delivering such property be paid from my estate as an administrative expense thereof.

ITEM V.

I give and devise to my wife, Ruth Curl Simmons, if my wife shall survive me, all of my right, title and interest in and to the house and lot comprising our residence at the time of my

death; or if my said wife shall not survive me, subject to the provisions of Item VII, I give and devise said property to my children, Ruth Curl Simmons Guirard, W. Albert Simmons, Elizabeth Simmons Morrison and Barbara Delle Simmons Spitale, share and share alike; or if any of my children shall predecease me leaving issue, then the share of such deceased child to the issue of such deceased child, per stirpes; or if any of my children shall predecease me without leaving issue, then the share of such deceased child to my remaining children, share and share alike, or to their issue, per stirpes.

ITEM VI.

My wife, Ruth Curl Simmons, has established a special gift account at Deposit Guaranty National Bank, Account Number 510-776-8 and styled "Ruth W. Simmons or W. H. Simmons, M.D.". If my wife has predeceased me, I give, devise and bequeath all sums in said account to W. Albert Simmons, as Trustee of the share of The Walter H. Simmons Trust established for Barbara Delle Simmons Spitale in Item IX of this my Last Will and Testament, to be added to and become a part of the share created under the provisions of said Trust for the benefit of my daughter, Barbara Delle Simmons Spitale. This bequest is made to equalize the share of Barbara Delle Simmons Spitale under this Will with previous gifts made to my other children by my wife during her lifetime.

ITEM VII.

If my daughter, Barbara Delle Simmons Spitale, is entitled to receive any property, real or personal, tangible or intangible, under the provisions of this my Last Will and Testament, such property shall not pass to her outright, but shall pass to W. Albert Simmons as Trustee of the share of the Trust created for the benefit of Barbara Delle Simmons Spitale and her children under Item IX of this my Last Will and Testament to be added to or to fund the share of the Trust created therein

for the benefit of Barbara Delle Simmons Spitale and her children to be held by the Trustee to administer and dispose of under the terms and conditions set forth therein.

ITEM VIII.

All the rest, residue and remainder of the property which I may own at the time of my death, real, personal and mixed, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, including proceeds of any life insurance policies which are payable to my estate, including all lapsed legacies and devises (but excluding any property over or concerning which I have any power of appointment), hereinafter referred to as my Residuary Estate, I give, devise and bequeath unto my Executor, and I direct that my Executor shall administer and dispose of my said Residuary Estate in accordance with the terms and provisions set forth and contained in the succeeding Items of this my Last Will and Testament.

ITEM IX.

I give, devise and bequeath the following assets:

(a) approximately thirteen (13) acres in Natchez Trace Village, Madison County, Mississippi, and more particularly described as follows:

A parcel of land being situated in the SE1/4 of Section 15, T7N-R2E, Madison County, Mississippi and being more particularly described as follows:

Beginning at the NE corner of the Eunice W. Watkins Property, as recorded in Deed Book 99 at Page 312 of the Chancery Records of Madison County, Mississippi and run S 78° 34' 30" W, along the North Boundary of the said Watkins property; 223.80'; run thence N 17° 47' 30" W, 15.14'; run thence N 2° 05' W, 445.81'; run thence N 89° 45' E, 966.43' to the Western R.O.W. Line of the Natchez Trace Parkway; run thence S 38° 21' E, along the Western R.O.W. Line of said Parkway, 375.82' to a concrete R.O.W. Monument; run thence S 15° 22' W, along the

Western R.O.W. line of said Parkway, 1112.94'; run thence N 77° 34' 30" W, 221.42'; run thence S 15° 29' W, 189.56'; run thence N 74° 29' W, 87.01'; run thence N 27° 27' W, 242.91'; run thence N 56° 07' E, 262.06'; run thence N 30° 26' W, 420.27' run thence N 30° 26' 30" W, 142.01'; run thence N 32° 59' 30" W, 139.78'; run thence N 31° 18' 30" W, 112.49' to the point of beginning.

LESS AND EXCEPT that certain property conveyed to the City of Madison and recorded in Deed Book 234 at Page 658 of the records of the Office of the Chancery Clerk of Madison County, Mississippi; and

LESS AND EXCEPT that certain property conveyed to Barr Builders, Inc. and recorded in Book 147 at Page 150, aforesaid records, said property subsequently being conveyed to Roland Leon Smith; and

(b) Account Number 30017 held with Woodmont Advisory Group, Inc., Gulfport, Mississippi, to W. Albert Simmons as Trustee, in trust for the use and purposes hereinafter set forth and I direct that such property (hereinafter referred to sometimes as my Trust Estate) so passing to my Trustee shall be administered and disposed of upon the following terms and conditions:

A. This Trust shall be known as The Walter H. Simmons Trust.

B. I direct that during the lifetime of my wife, the Trustee shall pay to my wife, Ruth Curl Simmons, or for my said wife's benefit, such amount or amounts of the net income and/or principal of the Trust Estate as the Trustee may, from time to time in the Trustee's sole discretion, deem necessary or advisable for my said wife's support, welfare and maintenance. Such support, welfare and maintenance shall include, but not be limited to, medical, surgical, hospital and other institutional care, as well as education, having in mind the standard of living to which my wife had been accustomed and the income or principal that may be available to my wife from other sources.

C. Upon the death of my wife or upon my death if my wife shall predecease me, the Trustee shall divide the Trust Estate into equal shares, one (1) share for each of my children as shall then be living (a living child hereinafter sometimes referred to as a "beneficiary") and one (1) share for the living issue per stirpes of such of my children as shall be dead with issue then living - such issue representing its parents; and I direct that the several equal shares shall be administered and disposed of as follows:

Upon the creation of the separate share for the primary benefit of a child of mine, the Trustee shall immediately pay and distribute such share to Ruth Curl Simmons Guirard, W. Albert Simmons and Elizabeth Simmons Morrison. The share for Barbara Delle Simmons Spitale shall continue to be held in trust for her lifetime under the terms of this subparagraph. The Trustee shall pay out of the Trust Estate during the lifetime of Barbara Delle Simmons Spitale, so much of the net income and/or principal of the said Trust to or for the benefit of Barbara Delle Simmons Spitale and her children in such amounts as the Trustee, in the Trustee's sole and uncontrolled discretion, may deem necessary or proper to assure that she and her children shall have adequate care, comfort, support, maintenance, medical attention, and funds for education, if desired. The payments to or for the benefit of said beneficiaries need not be in equal amounts or portions. While it is my desire that the beneficiaries be treated fairly and impartially, nevertheless, the Trustee in each case shall be guided primarily by the reasonable needs of each person who is a beneficiary, separately, taking into consideration the income which each such beneficiary may have from all other sources and the earning capacity and ability of each such beneficiary after such beneficiary shall have completed his or her education, it being my desire that the Trust Estate be first utilized, insofar as may be reasonably possible, for Barbara Delle Simmons Spitale and her children to assure each such beneficiary's health needs

and education needs, without regard to any principle or rule of law requiring impartiality as between beneficiaries. The Trustee shall continue to make such payments and distributions pursuant to the foregoing provisions of this paragraph until the death of Barbara Delle Simmons Spitale, whereupon the Trustee shall divide the Trust Estate into separate shares of equal value, for her living issue, per stirpes, and said separate shares shall at that time be distributed to her issue, per stirpes, free and clear of this Trust. If any of the issue of Barbara Delle Simmons Spitale are under the age of twenty-one (21) at the time of such distribution, their share shall continue to be held in trust under paragraph D below.

In the event any of my children shall die after a separate Trust Estate share has been set apart for said child's benefit under this Item and before the entire principal of said child's share has been distributed to said child in fee, then and in such event, the Trustee shall distribute that share (or the remainder thereof) then held in trust, per stirpes, to said child's issue, if any, under the subparagraph next below, and, if there are no issue, then in equal shares to my then living children or their issue, per stirpes; provided, however, that if any of my then living children is a beneficiary of this Trust, the share which is otherwise distributable to such living child shall be added to that Trust share for management and distribution as otherwise provided herein, and any distributions to the issue of any deceased child shall be made under the subparagraph next below.

D. If a separate share shall be created for the primary benefit of the issue of a deceased beneficiary, then, upon the creation of such share, the Trustee shall pay and distribute the same to such lawful issue, per stirpes; provided, however, that if under this provision any portion of the principal of the Trust shall become payable to the issue of a deceased beneficiary who is then less than twenty-one (21) years

of age, such portion shall immediately vest in such issue, but the distribution thereof shall be postponed by the Trustee until such issue attains the age of twenty-one (21) years, and in the meantime the Trustee shall pay as much of the net income and/or principal of such portion as the Trustee shall deem necessary or proper in the Trustee's sole discretion to or for the benefit of such issue; if such issue shall die before attaining the age of twenty-one (21) years, the principal together with any accumulated and undistributed income, shall be paid over to the estate of such issue. The authority conferred upon the Trustee by this subparagraph shall be construed as a power only and shall not operate to suspend the absolute ownership of such property by such issue or to prevent the absolute vesting thereof in such issue.

E. In the event that none of my children or none of the issue of my children survive to the time the Trust Estate is to vest, then, at the death of the last of them, the then remaining Trust Estate shall be distributed to my heirs-at-law under the laws of the State of Mississippi.

F. In case any discretionary payment of income or principal from the Trust Estate or any share thereof becomes payable to a minor, or to a person under legal disability, or to a person not adjudicated incompetent, but who, by reason of illness or mental or physical disability, is in the opinion of the Trustee, unable to administer properly such amounts, then such amounts shall be paid out by the Trustee in such of the following ways as the Trustee deems best:

- (i) directly to such beneficiary;
- (ii) to the legal or natural guardian or the legally appointed conservator of such beneficiary;
- (iii) to an apparently qualified individual or bank who, in taking the same "as custodian for" such person under the appropriate state's

"Uniform Gifts to Minors Act", indicates that such sum or property shall be treated in all respects as "custodial property" for the benefit of such person in accordance with the provisions of the Uniform Gifts to Minors Act of such state (whether or not such Act permits custodial property of such an origin);

- (iv) to some relative or friend for the care, support, education and welfare of such beneficiary;
- (v) by the Trustee, using such amounts directly for such beneficiary's care, support, education, and welfare or for any other proper purpose under this Trust;
- (vi) the making of a deposit into a bank, savings and loan association, brokerage, or other similar account in the sole name of the beneficiary;

Even in the absence of minority or disability, distributions made in the manner described in Subparagraphs (i), (ii), (iv), (v), or (vi) above shall be conclusively deemed to have been made for the direct benefit of the beneficiary. The receipt for or evidence of any such payment, distribution, or application shall be a complete discharge and acquittance of the Trustee to the extent of such payment, distribution, or application and such Trustee shall have no duty to see to the actual application of amounts so paid or distributed to others.

G. Neither the principal nor the income of the Trust Estate, nor any part of same, shall be liable for the debts of any beneficiary hereunder, nor shall the same be subject to seizure by any creditor of any beneficiary hereunder, and no beneficiary hereunder shall have any power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of

his or her interest in the Trust Estate, or any part of same, or any income produced from said Trust Estate, or any part of same.

H. In dividing the principal of the Trust Estate into parts or shares, as provided for, the Trustee is authorized and empowered in the Trustee's sole discretion to make division or distribution in kind and partly in money. The judgment of the Trustee concerning the division or distribution of the property among the beneficiaries and concerning the values for the purpose of such division or distribution of the property or securities shall be binding and conclusive on all parties interested therein.

I. The interest of every beneficiary shall vest, anything else in this Trust to the contrary notwithstanding, within the period prescribed by the rule against perpetuities or any statute pertaining thereto. Upon such vesting the principal shall be distributed among those who theretofore had been income beneficiaries and in equal proportions.

J. If my wife, Ruth Curl Simmons, has predeceased me and any Trusts have been established under her Will, the Trustee is authorized to consolidate and merge any Trust or Trust share created hereunder with any Trust or Trust share created under my wife's Last Will and Testament as long as the beneficiaries are the same and the terms are substantially similar.

ITEM X.

In the event that my wife, Ruth Curl Simmons, survives me, I direct that, after satisfying all of the bequests and devises hereinabove set out, I give, devise and bequeath all of the remainder of my aforesaid Residuary Estate wheresoever situated, including all lapsed legacies and devises (but expressly excluding any property over or concerning which I may have any power of appointment), unto my wife, Ruth Curl Simmons, in fee.

Notwithstanding anything to the contrary hereinabove contained, my wife may at any time within nine (9) months from the date of my death disclaim, as to a part or the whole of the assets comprising the bequest to my surviving wife under this Item, my wife's right to receive said assets and the benefits thereof through the use of a qualified disclaimer pursuant to Section 2518 of the Internal Revenue Code of 1986, as amended, or any like provision of any future Internal Revenue Code. Any disclaimer of my wife's right as to a part of said assets may specify the portion as to which the disclaimer shall apply or, to the extent allowed by Section 2518 of the Code, may specify the specific asset or assets to which the disclaimer shall apply. The assets or the portion of the assets as to which any disclaimer is declared shall be added to and become a part of the property disposed of in accordance with the provisions of Item IX hereunder.

Any qualified disclaimer shall be made by a written document executed with the same formalities as for a Will as required by the laws of the State of Mississippi and filed with the court having jurisdiction of my estate. Nothing herein shall be construed as prohibiting any type or form of renunciation or disclaimer which might be legally effective under the laws of the state or commonwealth having jurisdiction of the probate of my Will, whether such renunciation or disclaimer shall be in whole or in part as to my wife's rights or as to the whole or a part of the assets so bequeathed. In the event that my wife dies within nine (9) months after my death without having disclaimed her rights as to the assets bequeathed to my surviving wife under this Item, my wife's Executor may file a disclaimer on behalf of my said wife and my wife's estate as to such part or all of the property disposed of by this Item as said Executor may specify and in such event the property so disclaimed shall be disposed of in the same manner as if my wife had made the disclaimer during her lifetime in accordance with the preceding paragraph.

Notwithstanding any provision in this Will to the contrary, any duty or power (including discretionary powers) imposed upon or granted to my Executor shall be absolutely void to the extent that the right to perform such duty or exercise such power or the performance or exercise thereof would in any way cause my estate to lose all or any part of the tax benefit of the Marital Deduction provisions under the Federal estate tax laws.

In the event my wife, Ruth Curl Simmons, does not survive me, then and in such event the property passing under this Item shall pass in accordance with the provisions of Item IX.

ITEM XI.

I hereby grant to my Executor and also to the Trustee of each Trust established hereunder (including any substitute or successor-Executor or Trustee or Ancillary Trustee) the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate or in any Trust, as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with my Executor or any Trustee hereunder shall be required to inquire into the propriety of any of their actions. I expressly confer upon my Executor and any Trustee hereunder the specific powers set forth in Section 91-9-101 through Section 91-9-119 of the Mississippi Code of 1972, as now enacted or hereinafter amended, same as herein modified. Without limiting the generality of the foregoing, I hereby grant to my Executor, and to any Trustee hereunder, the specific power and authority in addition to and not in substitution of powers conferred by law, the power to sell, transfer, exchange, convert or otherwise dispose of, or grant options with respect to any security or property, real or personal, held in my estate or any Trust fund, at public or

private sale, with or without security, in such manner, at such time or times, for such purposes, for such prices and upon such terms, credits and conditions as the Trustee may deem advisable.

ITEM XII.

The Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving thirty (30) days' written notice to that effect to the current income beneficiary (or beneficiaries) of the Trust, specifying in said notice the effective date of the Trustee's resignation.

Upon the death, incapacity, resignation or discharge of W. Albert Simmons, as Trustee, First Columbus National Bank, Columbus, Mississippi, shall be the successor-Trustee, provided W. Albert Simmons is employed by said bank at such time. If W. Albert Simmons is not employed by said bank but is employed by another banking institution possessing trust powers at the time of his death, incapacity, resignation or discharge as Trustee, then said banking institution shall be the successor-Trustee. W. Albert Simmons may by an instrument in writing or his Last Will and Testament appoint a banking institution possessing trust powers to serve as the successor-Trustee. If, at said time, W. Albert Simmons does not appoint an institution possessing trust powers to serve as successor-Trustee, then the Bank of Mississippi, Jackson, Mississippi, shall be the successor-Trustee.

Upon the death, incapacity, resignation or discharge of a Trustee where no successor-Trustee is otherwise named herein, a successor-Trustee may be appointed on petition of the beneficiary or beneficiaries by the Chancery Court of Madison County, Mississippi.

Each Trust herein created is a private Trust, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein

given. The Trustee of each Trust herein created shall not be required to enter into any bond as Trustee, nor shall the Trustee be required to return to any court any periodic formal accounting of the Trustee's administration of said Trust, but said Trustee shall render annual accounts to the various beneficiaries of each Trust herein created. No person paying money or delivering property to the Trustee of each Trust herein created shall be required to see to its application.

Any successor-Trustee shall have the rights, powers, duties and discretions conferred or imposed on the original Trustee. No successor-Trustee shall be obliged to examine the accounts and actions of any previous Trustee. No Trustee shall be liable for any act or omission unless the same be due to such Trustee's own default. In no event shall a corporate Trustee be a corporation owned or controlled by any beneficiary hereof.

Each Trustee is hereby authorized to receive and retain for the Trustee's services of administering the Trust reasonable fees and compensation in accordance with that which is customarily and generally charged by institutions for performing Trust services of the nature involved in the Trust.

ITEM XIII.

This Last Will and Testament consists of seventeen (17) typewritten pages, on each of which I have for greater security and identification signed my initials thereto.

IN WITNESS WHEREOF, I have hereunto subscribed my name
this the 10 day of Feb., 1989.

Walter H. Simmons
WALTER H. SIMMONS

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

WITNESSES:

Melinda Williams
NAME
28 River Birch Circle
ADDRESS
Madison, MS 39110

Pamela Pather
NAME
806 Oakwood Street
ADDRESS
Jackson, MS 39202

Joann Neal
NAME
1211 Graymont
ADDRESS
Jackson, MS 39202



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 8th day
of July, 1994, at 1:15 o'clock P M., and was duly recorded
on the 8th of July, 1994, Book No. 27, Page 236.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
WALTER H. SIMMONS, DECEASED

CAUSE NO. 94-357

AFFIDAVIT OF SUBSCRIBING WITNESS

Be it known and remembered that on this 6th day of June,
A.D., 1994, before me, the undersigned authority, personally came and appeared MELINDA
WILLIAMS, residing at 28 River Birch Circle, Madison, Mississippi 39110, who, being first
duly sworn, makes oath to the following:

1.

That she has personal knowledge of the facts stated herein; that she is competent to testify
as to the facts stated herein; that she is not disqualified, for any reason, from testifying to the
facts stated herein.

2.

That she is familiar with the handwriting and signature of the late Walter H. Simmons;
that the signature of the testator, Walter H. Simmons, to that certain Last Will and Testament
of Walter H. Simmons, said Will, dated February 10, 1989, is authentic and is in the genuine
handwriting of the testator; that the signature subscribed thereto is the genuine signature of the
said Walter H. Simmons and the signature was made and done by the said Walter H. Simmons.

MADISON COUNTY, MS

FILED

JUL 08 1994

AT 1:15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

M. Hackett

3.

That on the 10th day of February, 1989, Walter H. Simmons and the other subscribing witnesses, Joann Neal and Pamela Prather, signed said Will in her presence.

Melinda Williams
MELINDA WILLIAMS

SWORN TO AND SUBSCRIBED BEFORE ME on this the 6th day of June,
A.D., 1994

Sarah L. Jordan
NOTARY PUBLIC

My Commission Expires:
My Commission Expires August 5, 1997

-- Page 2 --



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 8th day of July, 1994, at 1:15 o'clock P.M., and was duly recorded on the 8th of July, 1994, Book No. 27, Page 25

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
WALTER H. SIMMONS, DECEASED

CAUSE NO. 94-357

AFFIDAVIT OF SUBSCRIBING WITNESS

Be it known and remembered that on this 27th day of May,
A.D., 1994, before me, the undersigned authority, personally came and appeared PAMELA
PRATHER, residing at 806 Oakwood Place, Jackson, Mississippi 39202, who, being first duly
sworn, states under oath the following:

1.

That she has personal knowledge of the facts stated herein; that she is competent to testify
as to the facts stated herein; that she is not disqualified, for any reason, from testifying to the
facts stated herein.

2.

That she is familiar with the handwriting and signature of the late Walter H. Simmons;
that the signature of the testator, Walter H. Simmons, to that certain Last Will and Testament
of Walter H. Simmons, said Will, dated February 10, 1989, is authentic and is in the genuine
handwriting of the testator; that the signature subscribed thereto is the genuine signature of the
said Walter H. Simmons and the signature was made and done by the said Walter H. Simmons.

MADISON COUNTY, MS

FILED

JUL 08 1994

AT 1:15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

MDuncan

That on the 10th day of February, 1989, Walter H. Simmons and the other subscribing witnesses, Melinda Williams and Joann Neal, signed said Will in her presence.

Pamela Prather
PAMELA PRATHER

SWORN TO AND SUBSCRIBED BEFORE ME on this the 27th day of May,
A.D., 1994

Joseph L. Jordan
NOTARY PUBLIC

My Commission Expires:

My Commission Expires August 5, 1997

-- Page 2 --



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 8th day of July, 1994, at 1:15 o'clock P M., and was duly recorded on the 8th of July, 1994, Book No. 27, Page 25

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
WALTER H. SIMMONS, DECEASED

CAUSE NO. 94-357

AFFIDAVIT OF SUBSCRIBING WITNESS

Be it known and remembered that on this 21st day of May,
A.D., 1994, before me, the undersigned authority, personally came and appeared JOANN
NEAL, residing at 1615 Hazel ~~1211 Greymont~~, Jackson, Mississippi 39202, who, being first duly sworn,
states under oath the following:

1.

That she has personal knowledge of the facts stated herein; that she is competent to testify
as to the facts stated herein; that she is not disqualified, for any reason, from testifying to the
facts stated herein.

2.

That she is familiar with the handwriting and signature of the late Walter H. Simmons;
that the signature of the testator, Walter H. Simmons, to that certain Last Will and Testament
of Walter H. Simmons, said Will, dated February 10, 1989, is authentic and is in the genuine
handwriting of the testator; that the signature subscribed thereto is the genuine signature of the
said Walter H. Simmons and the signature was made and done by the said Walter H. Simmons.

MADISON COUNTY, MS

FILED

JUL 08 1994

AT 1:15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

M. Rickett

3.

That on the 10th day of February, 1989, Walter H. Simmons and the other subscribing witnesses, Melinda Williams and Pamela Prather, signed said Will in her presence.

Joann Neal
JOANN NEAL

SWORN TO AND SUBSCRIBED BEFORE ME on this the 27~~th~~ day of May,
A.D., 1994

Sarah L. Jordan
NOTARY PUBLIC

My Commission Expires:
My Commission Expires August 5, 1997

-- Page 2 --



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 8th day of July, 1994, at 1:15 o'clock P. M., and was duly recorded on the 8th of July, 1994, Book No. 27, Page 25

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp

Walter H. Simmons, M.D.
200 Dominican Drive 1855 Dorset Square No. 4107
Madison, Mississippi 39110

94-357

22 September 1991

CODICIL TO THE WILL OF WALTER H. SIMMONS, M.D.

In the event that my death should occur before the resolution of the LAND FOR THE ABORETUM which was deeded to the City of Madison in December of 1987, it is my desire that the said ten (10) Acre Site For An ABORETUM is returned, for any reason whatsoever, to me or to my Estate become a part of THE WALTER H. SIMMONS TRUST.

Walter H. Simmons M.D.
Walter H. Simmons, M.D.

Date: 9/24/91

Olivia Christie
WITNESS

2535 Dixie Dr., Pearl, Ms 3929
Address

Date: 9/24/91

[Signature]
WITNESS

440 CROSSPARK #1502 JACKSON, MS 39208
Address

MADISON COUNTY, MS

FILED

JUL 08 1994

AT 1:15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

M Rickett



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 8th day of July, 1994, at 1:15 o'clock P M, and was duly recorded on the 8th of July, 1994, Book No. 27, Page 259.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Trupp* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
WALTER H. SIMMONS, DECEASED

CAUSE NO. 94-357

AFFIDAVIT OF SUBSCRIBING WITNESS

Be it known and remembered that on this 7th day of JUNE,
A.D., 1994, before me, the undersigned authority, personally came and appeared STEVE
OTTING, residing at 23 Pine Crest Place, Brandon, Mississippi 39042, who, being first duly
sworn, makes oath to the following:

1.

That he has personal knowledge of the facts stated herein; that he is competent to testify
as to the facts stated herein; that he is not disqualified, for any reason, from testifying to the
facts stated herein.

2.

That he is familiar with the handwriting and signature of the late Walter H. Simmons;
that the signature of the testator, Walter H. Simmons, to that certain Codicil to the Will of
Walter H. Simmons, said Codicil, dated September 24, 1991, is authentic and is in the genuine
handwriting of the testator; that the signature subscribed thereto is the genuine signature of the
said Walter H. Simmons and the signature was made and done by the said Walter H. Simmons.

MADISON COUNTY, MS

FILED

JUL 08 1994

AT 1:15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

M. Ducrest

3.

That on the 24th day of September, 1991, Walter H. Simmons and the other subscribing witness, signed said Codicil in his presence.

Steve Otting
STEVE OTTING

SWORN TO AND SUBSCRIBED BEFORE ME on this the 7th day of June,
A.D., 1994

Shelia J. Collins
NOTARY PUBLIC

My Commission Expires:

My Commission Expires: 7, 1993.

-- Page 2 --

a. laimsons ed. \wik-af 20



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 8th day of July, 1994, at 1:15 o'clock P M, and was duly recorded on the 8th of July, 1994, Book No. 27, Page 260.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

LAST WILL AND TESTAMENT

OF

E. L. BLAINE

I, E. L. BLAINE, an adult resident citizen of Hinds County, Mississippi, being of sound and disposing mind and memory and above the age of eighteen years, do hereby make, publish and declare the following as this my Last Will and Testament, and hereby revoke all other wills and codicils thereto heretofore made by me.

I.

I direct that all of my just debts which may be probated, registered and allowed against my estate, together with my funeral expenses be paid as soon after my death as may be practically done, except that the payment of any debt secured by a mortgage or pledge of real or personal property may be postponed by the executor in his discretion.

II.

To my two sons, BARRY DOUGLASS BLAINE and RONALD MILNER BLAINE, I give, devise and bequeath all of my real, personal and mixed property wherever located including but not limited to household goods, furniture, furnishings, personal effects, jewelry, motor vehicles, bank accounts, etc., equally to share and share alike.

III.

All the rest of my estate, real, personal or mixed, not expressly given, devised, or bequeathed elsewhere herein in this my Last Will and Testament, including property over which I have a power of appointment, I give, bequeath, devise and appoint to my two sons, BARRY DOUGLASS BLAINE and RONALD MILNER BLAINE.

MADISON COUNTY, MS

FILED

JUL 19 1994

AT 1130 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By *Kaugoude*

IV.

In the administration of my estate, the executor shall have the following powers among others which shall be exercised primarily in the interest of the beneficiary:

(A) To retain, in his absolute discretion and for such period as to him shall seem advisable, any and all investments and other property held by me at my death without liability for any loss incurred by reason of the retention of such investment properties.

(B) To determine the manner in which the expenses incidental to or connected with the administration of my estate shall be apportioned.

(C) The power herein granted to the executor may be exercised in whole or in part, from time to time, and shall be deemed to be supplementary to and not exclusive of the general powers of executors pursuant to law, and shall include all powers necessary to carry the same into effect.

V.

I hereby appoint my son, BARRY DOUGLASS BLAINE, as executor of my estate. I direct that he shall not be required to post bond to insure the faithful performance of his duties hereunder. Further, I hereby waive a formal appraisal of my estate.

IN WITNESS WHEREOF, I have hereunto executed this my Last Will and Testament on this the 27 day of August, 1985.

E. L. Blaine
E. L. BLAINE

WE, each of the subscribing witnesses to the Last Will and Testament of E. L. BLAINE, do hereby certify that

said instrument was signed by said E. L. BLAINE in our presence and in the presence of each of us, and that the said E. L. BLAINE declared the same to be his Last Will and Testament in the presence of each of us, and that we signed as subscribing witnesses to said Last Will and Testament.

WITNESS OUR SIGNATURES this the 27 day of August, 1985.

Don Alford RESIDING AT 20 Brookside Pl.
Madison, MS.

Cynthia B. Alford RESIDING AT 20 Brookside Pl.
Madison, Miss.

E. L. Blaine
5840 Ridgewood Rd
Larchwood apt's apt. R 4
Sept. 1985



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19 day of July, 1994, at 12:00 o'clock P M., and was duly recorded on the July 19, 1994, Book No. 27, Page 262

STEVE DUNCAN, CHANCERY CLERK

BY: K. Oregon D.C

IN THE CHANCERY COURT OF
MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF E. L. BLAINE, DECEASED

CAUSE NO. 94-313

AFFIDAVIT OF SUBSCRIBING WITNESS

Be it known and remembered that on this 27 day of April,
A.D., 1994, before me, the undersigned authority, personally came and appeared CYNTHIA
B. ALFORD, residing at 20 Brookside Place, Madison, Mississippi 39110, who, being first duly
sworn, makes oath to the following:

1.

That she has personal knowledge of the facts stated herein; that she is competent to testify
as to the facts stated herein; that she is not disqualified, for any reason, from testifying to the
facts stated herein.

2.

That she is familiar with the handwriting and signature of the late E. L. Blaine; that the
signature of the testator, E. L. Blaine, to that certain Last Will and Testament of E. L. Blaine,
said Will dated August 27, 1985, is authentic and is in the genuine handwriting of the testator;
that the signature subscribed thereto is the genuine signature of the said E. L. Blaine and the
signature was made and done by the said E. L. Blaine.

MADISON COUNTY, MS

FILED

JUL 19 1994

AT 1130 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By R. [Signature]

3.

That on the 27th day of August, 1985, E. L. Blaine and the other subscribing witness, Don Alford, signed said will in her presence.

Cynthia B. Alford
CYNTHIA B. ALFORD

SWORN TO AND SUBSCRIBED BEFORE ME on this the 27 day of April,

A.D., 1994

Ruby W. Maye
NOTARY PUBLIC

My Commission Expires:

March 24, 1994

-- Page 2 --

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 19 day of July, 1994, at 12:00 o'clock P M., and was duly recorded on the July 19, 1994, Book No. 27, Page 265

STEVE DUNCAN, CHANCERY CLERK

BY R. Gregory D.C.

IN THE CHANCERY COURT OF
MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF E. L. BLAINE, DECEASED

CAUSE NO. 94-313

AFFIDAVIT OF SUBSCRIBING WITNESS

Be it known and remembered that on this 27 day of April,
A.D., 1994, before me, the undersigned authority, personally came and appeared DON
ALFORD, residing at 20 Brookside Place, Madison, Mississippi 39110, who, being first duly
sworn, makes oath to the following:

1.

That he has personal knowledge of the facts stated herein; that he is competent to testify
as to the facts stated herein; that he is not disqualified, for any reason, from testifying to the
facts stated herein.

2.

That he is familiar with the handwriting and signature of the late E. L. Blaine; that the
signature of the testator, E. L. Blaine, to that certain Last Will and Testament of E. L. Blaine,
said Will dated August 27, 1985, is authentic and is in the genuine handwriting of the testator;
that the signature subscribed thereto is the genuine signature of the said E. L. Blaine and the
signature was made and done by the said E. L. Blaine.

MADISON COUNTY, MS
FILED

JUL 19 1994

AT 11:30 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By K Gregory De

3.

That on the 27th day of August, 1985, E. L. Blaine and the other subscribing witness, Cynthia B. Alford, signed said will in his presence.

Don Alford
DON ALFORD

SWORN TO AND SUBSCRIBED BEFORE ME on this the 27 day of April,

A.D., 1994

Reuben W. Mayo
NOTARY PUBLIC

My Commission Expires:

March 24, 1994

-- Page 2 --



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19 day of July, 1994, at 12:00 o'clock P M., and was duly recorded on the July 19, 1994, Book No 27, Page 267.

STEVE DUNCAN, CHANCERY CLERK

BY K. Gregory D.C.

FILED

JUL 21 1994

BOOK 27 PAGE 269

AT 3:15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

LAST WILL AND TESTAMENT

By *Koropay*

I, FLOYD A. BLACK, A RESIDENT OF MADISON COUNTY MISSISSIPPI DO HEREBY MAKE MY LAST WILL AND TESTAMENT, TO WIT:

I GIVE, DEVISE AND BEQUEATH TO MY WIFE, EUGENIA H. BLACK, FOR AND DURING THE TERM OF HER LIFETIME FOR HER PERSONAL CARE AND NEEDS, A LIFETIME ESTATE IN ALL OF MY ESTATE, BOTH REAL AND PERSONAL, OF EVERY DESCRIPTION AND KIND, THE REMAINDER OF SAID ESTATE AT HER DEATH, TO VEST IN AND PASS TO MY TWO DAUGHTERS, LINDA BLACK AND BETTY BLACK MITCHELL, SHARE AND SHARE ALIKE. IF MY WIFE SHOULD BECOME PHYSICALLY OR MENTALLY UNABLE OR UNWILLING TO MANAGE MY ESTATE, THEN SAID AUTHORITY SHALL TRANSFER TO MICHAEL B. MITCHELL FOR THE BENEFIT OF EUGENIA H. BLACK.

MY SAID WIFE IS HEREBY VESTED WITH FULL AUTHORITY TO USE AND DISPOSE OF ANY OR ALL OF SAID PROPERTY DURING HER LIFETIME, AS SHE MAY SEE FIT FOR HER PERSONAL CARE AND NEEDS, INCLUDING THE RIGHT TO EXECUTE DEEDS, MORTGAGES, OIL, GAS AND MINERAL LEASES, DIVISION ORDERS, ETC. I WANT ALL MY JUST, LEGAL DEBTS AS WELL AS MY FUNERAL EXPENSES TO BE PAID FROM MY ESTATE.

I HEREBY APPOINT MY GRANDSON, MICHAEL BLACK MITCHELL, AS EXECUTOR OF THIS WILL WITHOUT BOND AND WITHOUT BEING REQUIRED TO REPORT TO ANY COURT. IN THE EVENT HE IS UNABLE OR UNWILLING TO SERVE, I APPOINT MY DAUGHTERS, LINDA BLACK AND BETTY BLACK MITCHELL, TO SERVE AS DESCRIBED ABOVE AS CO-EXECUTRIXES.

29th WRITTEN BY ME AND AT MY DIRECTION ON THIS THE DAY OF JULY 1993.

WITNESS *[Signature]*
WITNESS *[Signature]*

Floyd A. Black
FLOYD A. BLACK

THIS DAY PERSONALLY APPEARED BEFORE ME, THE UNDERSIGNED AUTHORITY IN AND FOR THE STATE OF MISSISSIPPI AND COUNTY OF MADISON, THE WITHIN NAMED FLOYD A. BLACK WHO ACKNOWLEDGED THAT HE SIGNED AND DELIVERED THE FOREGOING ON THE 29TH DAY OF JULY, 1993.

My Commission Expires November 11, 1996

[Signature]
NOTARY PUBLIC

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 21 day of July, 1994, at 3:30 o'clock P M., and was duly recorded on the July 21, 1994, Book No. 27, Page 269.



STEVE DUNCAN, CHANCERY CLERK

BY: *[Signature]* D.C.

MADISON COUNTY, MS

FILED

JUL 21 1994

BOOK 27 PAGE 270

AT 3:15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By K. K. K. K. K.

IN THE CHANCERY COURT OF MADISON COUNTY

STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
FLOYD A. BLACK, DECEASED

CIVIL ACTION FILE NO. 94-369

PROOF OF WILL

Comes now FRANK STREET, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Floyd A. Black and enters his appearance herein as provided by Section 91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that Floyd A. Black, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 29th day of July, 1993, the day of the date of said instrument, in the presence of this deponent and JAMES CANNON, 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 his usual place of abode in Madison County, Mississippi, and that he and JAMES CANNON subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testator and in the presence of said

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

Frank Street
FRANK STREET

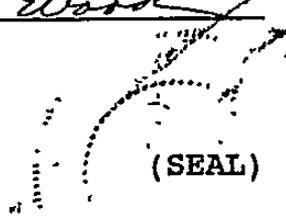
STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED before me on this the 12 day of July, 1994.

Betty W. Wood
NOTARY PUBLIC

MY COMMISSION EXPIRES:

My Commission Expires January 17, 1998.



STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 21 day of July, 1994, at 3:30 o'clock P M, and was duly recorded on the July 21, 1994, Book No. 27, Page 270.

STEVE DUNCAN, CHANCERY CLERK

BY: *[Signature]* DC

MADISON COUNTY, MS

FILED

JUL 26 1994

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

By *K. Duncan*

LAST WILL AND TESTAMENT
OF
HOWARD GREER

STATE OF MISSISSIPPI
COUNTY OF MADISON

I, HOWARD GREER, a resident of the County of Madison, State of Mississippi, being of sound and disposing mind and memory and being over the age of twenty-one (21) years, do hereby make, publish and declare this to be My Last Will and Testament and hereby revoking any and all other Wills, Testaments, and Codicils hereto made by me.

I.

I do hereby direct that my wife, Kathryn Roberts Greer, be appointed Executrix of this My Last Will and Testament. I hereby direct that my Executrix shall not be required to give any bond, and I hereby waive the necessity of having a formal appraisement made of my estate.

II.

I hereby direct that my Executrix should pay all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done. I direct my Executrix to pay all federal and state estate, inheritance, succession, transfer or other death taxes which are assessed against my estate or against my beneficiary, including estate and inheritance taxes assessed on account of life insurance proceeds or any other property which shall be included in my gross estate for the purpose of such taxes whether or not included in my estate for probate purposes out of my residuary estate.

III.

I give and bequeath to my wife, Kathryn Roberts Greer, if she be living at the time of my death, all of my property both real and personal, including all my clothing, books and jewelry, automobiles, stocks and bonds, and other items of personal use and adornment, and if she shall not survive me, then, I give and bequeath and devise such rest, residue and remainder to my children, Julia Karen Greer, Howard Keith Greer, Robert Darryl Greer, and Kathryn Denise Greer Adams, share and share alike per capita or in the event they predecease me to their issue, per stirpes.

IV.

In the event that my wife, Kathryn Roberts Greer, and I should die in a common accident or under such circumstances that it can not be determined which of us is the survivor; I hereby declare that she shall be deemed to have survived me, and that this Will and all of its provisions be construed upon that assumption.

V.

In the event that my wife, Kathryn Roberts Greer, predeceases me, I hereby appoint Mrs. Helen Roberts Stubbs, of Meridian, Mississippi, as guardian to any of the above named children who are minors.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this the 28 day of October, 1977.



HOWARD GREER

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

NAME:

ADDRESS:

William Dennis Oclamo Rt 8, Box 57 Jackson Miss.

Joyce Bradshaw 506 Belle Place, Clinton, Ms. 39052



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 26th day of July, 1994 at 2:30 o'clock P. M., and was duly recorded on the 26th day of July, 1994, Book No. 27, Page 272.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

FILED

JUL 26 1994

BOOK 27 PAGE 275

AT 2:10 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By *W. K. ...*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
HOWARD GREER, DECEASED

NO. 94-395

AFFIDAVIT OF SUBSCRIBING WITNESS

This day personally appeared before me, the undersigned Joyce Bradshaw, credible and competent subscribing witness to a certain instrument in writing purporting to be the Last Will and Testament of Howard Greer, deceased, late of Madison County, Mississippi, and said witness having been by me first duly sworn on oath says as follows:

That the said Howard Greer, on the 28th day of October, 1977, the date of said instrument at Madison County, Mississippi, freely and without any restraint or undue influence signed, published and declared said instrument in the presence of William Dennis Adams and Joyce Bradshaw, as subscribing witnesses. That the said Howard Greer, on the 28th day of October, 1977, was of sound and deposing mind and memory and more than twenty-one (21) years of age, and that said deponents at this special instance and request, and in the presence of said testator, and in the presence of each other, subscribed and attested said instrument as witnesses to the signature and publication thereof; that said testator, at the time of said attestation by deponents, was mentally capable and recognized and actually was

conscious of said act of attesting and that she, the said subscribing witness was, at the time of said attestation, a competent witness under the laws of the State of Mississippi.

Joyce Bradshaw
JOYCE BRADSHAW

SWORN TO AND SUBSCRIBED before me, this the 21st day of July, 1994.

Leslie L. Chiles
NOTARY PUBLIC

My Commission Expires:

My Commission Expires Aug 22, 1997



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 26th day of July, 1994, at 2:30 o'clock P M., and was duly recorded on the 26th day of July, 1994, Book No. 27, Page 275.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trapp D.C.

FILED

JUL 26 1994

BOOK 27 PAGE 277

AT 2:10 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By *Kougepudc*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
HOWARD GREER, DECEASED

NO. 94-395

AFFIDAVIT OF SUBSCRIBING WITNESS

This day personally appeared before me, the undersigned William Dennis Adams, credible and competent subscribing witness to a certain instrument in writing purporting to be the Last Will and Testament of Howard Greer, deceased, late of Madison County, Mississippi, and said witness having been by me first duly sworn on oath says as follows:

That the said Howard Greer on the 28th day of October, 1977, the date of said instrument at Madison County, Mississippi, freely and without any restraint or undue influence signed, published and declared said instrument in the presence of William Dennis Adams and Joyce Bradshaw, as subscribing witnesses. That the said Howard Greer, on the 28th day of October, 1977, was of sound and deposing mind and memory and more than twenty-one (21) years of age; and that said deponents at this special instance and request, and in the presence of said testator, and in the presence of each other, subscribed and attested said instrument as witnesses to the signature and publication thereof; that said testator, at the time of said attestation by deponents, was mentally capable and recognized and actually was

conscious of said act of attesting and that he, the said subscribing witness was, at the time of said attestation, a competent witness under the laws of the State of Mississippi.

William Dennis Adams
WILLIAM DENNIS ADAMS

SWORN TO AND SUBSCRIBED before me, this the 21st day of JULY, 1994.

A. D. Hood
NOTARY PUBLIC

My Commission Expires:

APRIL 26, 1996



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 26th day of July, 1994, at 2:30 o'clock P M., and was duly recorded on the 26th day of July, 1994, Book No. 27, Page 277.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Tripp D.C.

LAST WILL AND TESTAMENT OF FRANCES ANNE GALLOWAY

I, Frances Anne Galloway, an adult resident citizen of Hinds County, Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all former wills and codicils heretofore executed by me.

ARTICLE I

I give and devise unto my brother, C.H. Galloway, Jr., all real property which I own in Madison County, Mississippi.

ARTICLE II

All of the rest, residue and remainder of my estate, both real and personal, of whatsoever kind or character and whatsoever situated, I give, devise and bequeath to my brother C.H. Galloway, Jr., to be distributed to certain beneficiaries in certain proportions as I have instructed my brother. It is my intention that my brother, C.H. Galloway, Jr., shall have complete charge and control over making final distribution of the residue of my estate in accordances with my wishes which I have made known to him.

ARTICLE III

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

MADISON COUNTY, MS

FILED

JUL 27 1994

AT 3:30 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By K. C. Galloway

IN WITNESS WHEREOF, I have hereunto subscribed my name and published and declared this to be my Last Will and Testament on this the 1st day of July, 1992.

Frances Anne Galloway
FRANCES ANNE GALLOWAY

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

John Christy
WITNESS

Angie H. Bridges
WITNESS

P.O. Box 982
ADDRESS

P.O. Box 982
ADDRESS

Redwood, MS 39158
ADDRESS

Redwood MS 39158
ADDRESS



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 27 day of July, 1994, at 3:30 o'clock P.M., and was duly recorded on the 27th of July, 1994, Book No. 27, Page 279

STEVE DUNCAN, CHANCERY CLERK BY Laren Trapp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
FRANCES ANNE GALLOWAY,
DECEASED

CIVIL FILE NO 94-392

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the aforesaid jurisdiction, ANGIE H. BRIDGES, subscribing witness to a certain instrument of writing, purporting to be the Last Will and Testament of Frances Anne Galloway, who, being duly sworn, deposed and said that the said Frances Anne Galloway published and declared said instrument as her Last Will and Testament on the 1st day of July, 1992 the date of said instrument, in the presence of this deponent and in the presence of JOHN W. CHRISTOPHER and that the Testatrix was of sound and disposing mind and memory, and more than 21 years of age and this deponent and John W Christopher subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix and in the presence of said Testatrix and in the presence of each other, on the day and year of the date of said instrument.

WITNESS MY SIGNATURE this the 21st day of July, 1994

Angie H. Bridges
ANGIE H. BRIDGES

SWORN TO AND SUBSCRIBED BEFORE ME, on this 27th day of July, 1994.

Barbara Y. Sapporner
NOTARY PUBLIC

(SEAL)

My Commission Expires

May 15, 1998

MADISON COUNTY, MS
FILED

JUL 27 1994
AT 3:30 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
By Karen Trapp



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 27 day of July, 1994, at 3:30 o'clock P M, and was duly recorded on the 27th of July, 1994, Book No. 27, Page 281

STEVE DUNCAN, CHANCERY CLERK

BY Karen Trapp DC

JUL 29 1994

AT 11:00 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK
BY: K. K. WOODRUFF, DC

Last Will and Testament of
Pauline B Shackelford

I, Pauline B Shackelford, desiring to dispose of my estate, I hereby make, publish and declare this to be my last will and testament, hereby revoking all previous wills.

Page 1 of will of Pauline B Shackelford

- 1. To my son, Bubley Shackelford Marley and R. W. Shackelford, Jr. I hereby will and bequeath my one-half interest in the Shackelford Home situated on East Peace Street in Canton, and also my one-half interest in the Shackelford Farm located East of Canton on Highway 43, in Madison County, Miss. to my son.
- 2. To my sister, Mary Ella Miller, I bequeath the sum of \$5000⁰⁰ in cash.
- 3. To my friend, Claura Cair, I bequeath the sum of \$5000⁰⁰ in cash.
- 4. To my great niece, Mrs. Ruthing, and to my Great nephew, Mark S. Marley, I bequeath the sum of \$5000⁰⁰ in cash each.
- 5. To my nephew, R. W. Shackelford, Jr., I also bequeath 300 shares of General Motors stock, and 7 shares of J. W. Huggest stock.
- 6. All the rest of my estate, real, personal and mixed, I will and bequeath to my niece Mrs. Bubley Shackelford Marley, in fee simple to have as her own.

Pauline B Shackelford

3. That on July 11, 1989, Pauline B. Shackelford was over the age of eighteen (18) years and was of sound and deposing mind and memory, possessed the requisite testamentary capacity, and was competent in all respects to make a valid will.

4. Affiant is not named as a beneficiary under said holographic will of Pauline B. Shackelford, and he is in no wise interested in her estate.

EXECUTED this the 8th day of July, 1994.

Lloyd W Simpson Jr
LLOYD W SIMPSON, JR.

SWORN to and subscribed before me, this the 8th day of July, 1994.

Elsie R. Fenecher
NOTARY PUBLIC

(SEAL)

My commission expires:
November 13, 1995



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29 day of July, 1994, at 11:00 o'clock A M., and was duly recorded on the July 29, 1994, Book No. 27, Page 284

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

FILED

JUL 29 1994

BOOK 27 PAGE 286

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

AT 11:00 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERKBy: Koregon D.C.

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
PAULINE B. SHACKLEFORD; DECEASED

CIVIL ACTION, FILE NO. 94-394AFFIDAVIT OF AUTHENTICITY OF HOLOGRAPHIC WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named NANETTE E. SUTHERLAND, who having been by me first duly sworn, deposed and stated upon her oath as follows:

1. Affiant, Nanette E. Sutherland, is an adult resident citizen of Madison County, Mississippi, and resides at 533 East Peace Street, Canton, Mississippi 39046.

2. Affiant personally knew Pauline B. Shackelford throughout much of her adult lifetime and handled her banking transactions on a regular basis. Affiant knew and was well acquainted and familiar with the handwriting and signature of Pauline B. Shackelford. Affiant has carefully read and examined the attached instrument of writing dated July 11, 1989, which purports to be the Last Will and Testament of Pauline B. Shackelford, deceased, and has determined that the handwriting and signature of said holographic will are genuine and were wholly made and

2.

I nominate and appoint ~~with~~ Berleby Shackelford executor of this will, but direct that she not be required to give bond or report to any Court, having the utmost faith that she will carry out my wishes.

This will written entirely in my own handwriting, and made, published and declared to be my last will on this, the 11th day of July, 1989.

Pauline B Shackelford

Page 2 of will of Pauline B Shackelford



STATE OF MISSISSIPPI, COUNTY OF MADISON.

I certify that the within instrument was filed for record in my office this 29 da of July, 1994, at 11:00 o'clock A M, and was duly recorded on the July 29, 1994, Book No 27, Page 282

STEVE DUNCAN, CHANCERY CLERK

BY K. Conway DC

FILED

BOOK 27 PAGE 284

JUL 29 1994

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

AT 11:00 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERKBy *K. K. Gray DC*IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
PAULINE B. SHACKLEFORD, DECEASED

CIVIL ACTION FILE

NO. 94-394AFFIDAVIT OF AUTHENTICITY OF HOLOGRAPHIC WILLSTATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named LLOYD W. SIMPSON, JR., who having been by me first duly sworn, deposed and stated upon his oath as follows:

1. Affiant, Lloyd W. Simpson, Jr., is an adult resident citizen of Madison County, Mississippi, whose business address is 133 South Union Street, Canton, Mississippi 39046.

2. Affiant personally knew Pauline B. Shackelford throughout much of his adult lifetime and handled her accounting and tax returns on a regular basis. Affiant knew and was well acquainted and familiar with the handwriting and signature of Pauline B. Shackelford. Affiant has carefully read and examined the attached instrument of writing dated July 11, 1989, which purports to be the Last Will and Testament of Pauline B. Shackelford, deceased, and has determined that the handwriting and signature of said holographic will are genuine and were wholly made and subscribed by said Pauline B. Shackelford and is authentic in all respects.

The foregoing instrument was, on the date shown above, signed, published, and declared by GEORGE GREEN to be his Last Will and Testament in our presence, and we, at his request have subscribed our names hereto as witnesses in his presence and in the presence of each other.

Att Powell

Elsie B. Fauscher

WITNESSES

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 29 day of July, 1994, at 11:00 o'clock A M., and was duly recorded on the July 29, 1994, Book No. 27, Page 288.

STEVE DUNCAN, CHANCERY CLERK

BY K Corapuy D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF
GEORGE GREEN, DECEASED

CIVIL ACTION FILE
NO. 94-378

MADISON COUNTY, MS

FILED

JUL 29 1994

AT 11:00 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By R. Gregory DC

PROOF OF WILL

STATE OF MISSISSIPPI
MADISON COUNTY

Personally appeared before me, the undersigned authority in and for said county and state, the undersigned R. H. POWELL, JR., who, being by me first duly sworn, states on oath:

That affiant, R. H. Powell, Jr., was one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of George Green and affiant states that the said George Green signed, published and declared said instrument as his Last Will and Testament on the 5th day of May, 1988, the date of said instrument, in the presence of this deponent and in the presence of Elsie R. Fancher, the other subscribing witness thereto, and that said Testator was then of sound and disposing mind and memory and more than twenty-one years of age, and this deponent and Elsie R. Fancher subscribed and attested said instrument as witnesses to the signature and publication thereof at the

subscribed by said Pauline B. Shackelford and is authentic in all respects.

3. That on July 11, 1989, Pauline B. Shackelford was over the age of eighteen (18) years and was of sound and deposing mind and memory, possessed the requisite testamentary capacity, and was competent in all respects to make a valid will.

4. Affiant is not named as a beneficiary under said holographic will of Pauline B. Shackelford, and she is in no wise interested in her estate.

EXECUTED this the 7th day of July, 1994.

Nanette E. Sutherland
NANETTE E. SUTHERLAND

SWORN TO and subscribed before me, this the 7th day of July, 1994.

Elsie B. Faucher
NOTARY PUBLIC

(SEAL)

My Commission Expires:

November 13, 1995



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29 day of July, 1994, at 11:00 o'clock A M., and was duly recorded on the July 29, 1994, Book No. 27, Page 286.

STEVE DUNCAN, CHANCERY CLERK

BY: K Gregory D C.

FILED

JUL 29 1994

BOOK 27 PAGE 288
LAST WILL AND TESTAMENT

AT 11:00 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

by R. Gregory DC

I, GEORGE GREEN, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory and over the age of twenty-one years, do hereby make, declare, and publish the following as my Last Will and Testament, revoking all others that I have heretofore made.

CLAUSE I

I give, bequeath and devise all property, real and personal and of whatsoever nature and kind and wheresoever located, that I may own at the time of my death unto my wife, Luevenue Green, if she shall survive me.

CLAUSE II

In the event that my said wife shall not survive me, then in such event (1) I give and devise unto my daughter, Mary Viola Green Bully, the frame "Tenant" house located on my land in Madison County, Mississippi, with six (6) acres of land upon which it is situated and adjacent thereto, said acres to be in such shape and with such dimensions as shall be determined by the Executrix of my estate; and (2) I give, bequeath, and devise all the balance remainder, and residue of my estate and property, real and personal, and of whatsoever nature and kind and wheresoever located equally unto certain of my children herein named, namely, George Green, Jr., Mary Viola Green Bully, Augusta Green, and Erman Green, share and share alike.

CLAUSE III

I name, constitute, and appoint my daughter, Mary-Viola Green Bully, as Executrix hereunder, and I direct that said Executrix hereunder be relieved of making bond or accounting to any Court as such.

WITNESS my signature this the 5th day of May, 1988.

Witness:
John Paul
Elmer R. Fausch

George Green
George Green

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.

R. H. Powell, Jr.
R. H. Powell, Jr.

SWORN to and subscribed before me, this the 20th day of July, 1994.

Elsie R. Fancher
Notary Public

(SEAL)

My commission expires:

November 13, 1995



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29 day of July, 1994, at 11:00 o'clock A M., and was duly recorded on the July 29, 1994, Book No. 27, Page 290

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C

LAST WILL AND TESTAMENT

OF

BOOK 27 PAGE 292

WILLIE M. DURFEY

I, WILLIE M. DURFEY, a widow, of Canton, Madison County, Mississippi, being of the age of eighteen years and over and of sound and disposing mind and memory, do make, declare and publish this to be my Last Will and Testament, revoking all previous wills and codicils.

I.

I name, constitute and appoint William Russel Durfey, my grandson, as Executor of this my Last Will and Testament and direct that he be not required to give bond or make any formal appraisal, inventory or accounting to any Court other than the probate of this my Last Will and Testament.

II.

I direct that all of my just legal debts, expenses of my last illness and funeral expenses be paid as promptly after my death as practical.

III.

I will, devise and bequeath all of my estate, real, personal or mixed, of whatsoever nature and wheresoever located, unto William Russel Durfey, Linda Diane Durfey O'Rielly and John Joseph Durfey, my grandchildren, in equal shares, share and share alike.

IN WITNESS WHEREOF I have executed this Last Will and Testament on this the 26TH day of AUGUST, 1991, in the presence of the undersigned attesting and credible witnesses who, at my request and in my presence, and in the presence of each other, have witnessed my signature hereto.

MADISON COUNTY, MS

FILED

JUL 29 1994

AT 1140 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By Kearney

Willie M. Durfey
Willie M. Durfey

Signed, published and declared by the Testatrix, WILLIE M. DURFEY, on the date shown hereinabove, as and for her Last Will and Testament in the presence of us, who, at her request and in her presence and in the presence of each other, subscribe our names hereto as attesting witnesses.

BOOK 27 PAGE 293

Doc R. Fausch

Elaine R. Fausch

WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29 day of July, 1994, at 11:45 o'clock A M, and was duly recorded on the July 29, 1994, Book No. 27, Page 292-292.

STEVE DUNCAN, CHANCERY CLERK

BY: K. Correy D.C.

Corrected 1-31-95
K.G. DC

FILED

JUL 29 1994

AT 11:40 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERKBy: K. Gregory DC

BOOK 27 PAGE 294

IN THE CHANCERY COURT OF MADISON COUNTY

STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
WILLIE M. DURFEY, DECEASEDCIVIL ACTION FILE NO. 94,385PROOF OF WILL

Comes now JOE R. FANCHER, JR., one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Willie M. Durfey and enters his appearance herein as provided by Section 91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that Willie M. Durfey, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 26th day of August, 1991, the day of the date of said instrument, in the presence of this deponent and ELSIE R. FANCHER, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that he and ELSIE R. FANCHER subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testator

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

Joe R. Fancher, Jr.
JOE R. FANCHER, JR.

STATE OF MISSISSIPPI

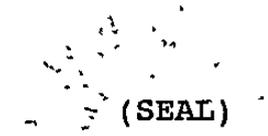
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED before me on this the 22nd day of July, 1994.

Mary S. Sanders
NOTARY PUBLIC

MY COMMISSION EXPIRES:

10-2-94



STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 29th day of July, 1994 at 11:40 o'clock A. M., and was duly recorded on the 29th day of July, 1994, Book No. 27, Page 294.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trupp D.C.