

BOOK 27 PAGE 296
LAST WILL AND TESTAMENT

FILED

AUG 01 1994

AT 1230 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

#94405

OF

CHARLES L. CRAFT

By *Kennedy*

I, CHARLES L. CRAFT, of Jackson, Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all wills and codicils by me heretofore made.

ITEM I.

I do hereby constitute and appoint Trustmark National Bank, of Jackson, Mississippi, as Executor of this my Last Will and Testament, and direct that said Executor shall not be required to post any bond or make any formal appraisal of my estate or make or render any accounting or reporting to any Court with reference to the handling of my estate, except as may be ordered by the Court of proper jurisdiction.

ITEM II.

I hereby direct my said Executor to pay all of my just and lawful debts which may be probated, registered and allowed against my estate, and the expenses, inheritance, estate, legacy, succession, or other death taxes, or other taxes payable in respect of my estate or of any devise, legacy or distribution under this will, or levied by reason of my death (including those levied on proceeds of policies of insurance on my life, whether or not the property, transfer or proceeds with respect to which said taxes are levied are a part of my estate at my death). My Executor shall not require any transferee to reimburse my estate for said taxes so paid, nor shall the Executor deduct the same from the shares of any beneficiary hereunder. My Executor shall pay all taxes referred to in this paragraph from the residuary estate described in Item V.

CXC

ITEM III.

A. If my beloved wife, Mildred H. Craft, shall survive me, I give, devise and bequeath unto Trustmark National Bank, of Jackson, Mississippi, and my nephew, Charles D. Craft, as Co-Trustees of a trust to be known as the MILDRED H. CRAFT TRUST, assets of the value of Three Hundred Thousand and No/100 Dollars (\$300,000.00).

My Executor shall assign, convey and distribute to the Co-Trustees of said trust the cash, securities and other property, including real estate and interest therein, which shall constitute said bequest. Any property included in my estate at the time of my death and assigned or conveyed in kind to satisfy said bequest shall be valued for that purpose at the value thereof as finally determined for Federal estate tax purposes. No asset or proceeds of any asset shall be included in the trust as to which a marital deduction is not allowable if included. Said bequest shall abate to the extent that it cannot be satisfied in the manner hereinabove provided. Said trust shall be known as the MILDRED H. CRAFT TRUST and shall be held, administered and disposed of as set forth in subparagraphs 1 through 4 of Paragraph C of this Item III.

B. In the event that my said wife does not survive me, this Item III shall be inoperative.

C. Said Mildred H. Craft Trust shall be administered by my said Co-Trustees, Trustmark National Bank, of Jackson, Mississ-

CLC

ippi, and Charles D. Craft as follows:

1. Said Co-Trustees shall pay to my said wife, during her lifetime, all of the net income of the Trust in monthly installments.
2. If the total income of my said wife from said Trust, when taken together with the net income from the Charles L. Craft Trust, established under Item V of my will, is, in the sole discretion of the said Trustmark National Bank, of Jackson, Mississippi, one of said Trustees, insufficient to enable her to maintain her then present standard of living, then said Trustee may pay to her out of the principal of said Trust such additional sum or sums as said Trustee, Trustmark National Bank, of Jackson, Mississippi, shall deem proper. In making this determination, the said Trustee shall take into account my said wife's assets and income, if any, from sources other than the said Mildred H. Craft Trust. The said Trustee, Trustmark National Bank, of Jackson, Mississippi, is also authorized to pay any and all medical, nursing, hospital or other related bills which may be incurred by my said wife. In the event of any unforeseen emergency or disaster whereby the net income from this, the Mildred H. Craft Trust, taken together with the net income of the Charles L. Craft Trust, hereinafter referred to, and the principal of this, the Mildred H. Craft Trust, shall be insufficient to meet such emergency or disaster, then the Trust, Trustmark National Bank, may invade the principal of the Charles L. Craft Trust, hereinafter referred to.
3. The Trustees of both the Mildred H. Craft Trust and the Charles L. Craft Trust, hereinafter referred to, shall have

all of those rights and powers as set forth in Item VI of this will.

4. Upon the death of my said wife, the entire remaining corpus and all accrued income of said Mildred H. Craft Trust shall be paid over to such person or persons or to the estate of my said wife, free of any trust created in this will in the manner and proportions as my said wife may designate and appoint in her Last Will and Testament. The Power of appointment herein granted to my said wife shall be exercisable by her alone and in all events. Upon the death of my said wife, Mildred H. Craft, and in the event that she shall default in the exercise of the power of appointment hereinabove granted to her, all property remaining in the said Mildred H. Craft Trust shall go, free of the trust, to her son, David L. Pointer, if he be then living, and if he shall not be then living, unto the issue of the said David L. Pointer, per stirpes.

ITEM IV.

In addition to the bequest for the benefit of my wife, Mildred H. Craft, set forth in Item III A (a) of my will, I do hereby give, devise and bequeath unto my wife, Mildred H. Craft, in fee simple, any residence which my said wife and I shall be occupying as a home at the time of my death, together with all household furniture and furnishings located therein.

ITEM V.

All of the rest, residue and remainder of my property of every kind and nature, wherever situated, and whether acquired before or after the execution of this will, I do hereby give, devise and bequeath unto Trustmark National Bank, of Jackson, Mississippi, and my said nephew, Charles D. Craft, as Co-Trustees of a trust to be known and referred to as the CHARLES L. CRAFT TRUST,

CC

to be held, administered and disposed of by my said Co-Trustees as follows:

A. My said Co-Trustees shall pay to my nephew, Charles D. Craft, out of net income of the trust estate, an annual allowance of Eighteen Thousand and No/100 Dollars (\$18,000.00), which annual allowance shall be paid to the said Charles D. Craft in monthly installments of Fifteen Hundred and No/100 Dollars (\$1,500.00) per month.

B. My said Trustees, as soon as administratively practical, shall pay Five Thousand and No/100 Dollars (\$5,000.00) to each of the following named persons: Woodrow M. Teal, Jr., Tom B. Teal, Mary Margaret Teal and Ruby Frances Teal, nephews and nieces of my former wife, Vernon T. Craft, now deceased. But if any legatee named in this paragraph B. shall not be living at the effective date of such bequest, then the bequest which would have gone to such deceased legatee shall go to his or her surviving issue, per stirpes.

C. If at any time the total income of my said wife, inclusive of the net income from both the Mildred H. Craft Trust and her share of the net income of the Charles L. Craft Trust, in the sole discretion of Trustmark National Bank, of Jackson, Mississippi, one of my said Co-Trustees, is insufficient to enable her to maintain her then present standard of living, and to pay medical, nursing, hospital or other related bills which may be incurred by my said wife, or to provide for any unforeseen emergency or disaster, taking into account my said wife's assets and income, if any, from all sources, my said Trustee may in its sole discretion invade the principal or corpus of this Trust to meet said expenses. But my said Trustee shall first exhaust the entire principal or corpus of the Mildred H. Craft Trust before any invasion of the principal or corpus of the Charles L. Craft Trust may be made.

(120)

D. On the fifth anniversary of my death, my said Trustees shall distribute forty per cent (40%) of the remaining trust property to my nephew, Charles D. Craft; to my nephew, Sidney M. Craft, Jr. twelve percent (12%) thereof; to my nephew, Randal R. Craft, Jr., twelve percent (12%) thereof; to my niece, Ann Elisabeth Craft McKee, twelve percent (12%) thereof; to my nephew, Harold C. Crump, twelve percent (12%) thereof; to my nephew, Frank G. Potts, twelve percent (12%) thereof, and thereupon this trust shall terminate.

E. My said Trustees, as to the Charles L. Craft Trust, shall have all of the same powers as those set forth in Item VI of my Will.

F. Neither the principal nor the income of said Charles L. Craft Trust, or any part of the 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 fund, or any part of same, or the income produced from said fund, or any part of same.

G. If any niece or nephew of mine designated as a beneficiary in Item V of this Will shall be deceased at date any bequest made to him or her under said Item V is to vest in such beneficiary, free of the trust, the portion bequeathed to my said Trustees for any such beneficiary, then deceased, shall go, free of the trust, to his or her then surviving issue, per stirpes. But if any of my nephews aforementioned or my niece shall die before all of his or her trust share has been distributed to him or her, leaving no issue surviving, then my Trustees shall forthwith and immediately distribute his or her trust share, free of the

126

trust, to my sister, Annie Eva Craft Crump, if my said sister be living at that time, but if she be not living at the effective date of said bequest, such bequest shall lapse and shall become a part of the general estate of the Charles L. Craft Trust, to be held, managed and distributed as provided in Item VI of this Will.

ITEM VI.

My Executors and my Trustees, in each capacity, and whether one or more, shall have full and unrestricted discretionary power and authority to hold, manage, control, improve, grant, convey, deliver, assign, transfer, lease, option, mortgage, pledge, borrow upon the credit of, contract with respect to, or otherwise deal with or dispose of, without application to or order of Court, the property of my estate and trust estate, without duty upon any person dealing with them to see to the application of any money or other property delivered to them, it being my express intention to confer upon my Executor and Trustees, in each capacity, in addition to the above enumerated powers of management all of those powers vested in trustees under the Mississippi Uniform Trustees' Powers Law.

My said Trustees and my said Executor shall be liable only for gross negligence or bad faith in the management of my estate.

In the event any of the powers and authority granted herein shall interfere with the allowance of the Federal estate tax marital deduction for which the Mildred H. Craft Trust is designed, such grants and provisions shall be inoperative.

My Trustees are authorized to make distribution of trust assets at such times as distribution is provided for hereinabove either in cash, or in property, or in undivided interests in property, or partly in cash and partly in property, as my said

axe

Trustees deem advisable.

BOOK 27 PAGE 303

The Trustees of the Charles L. Craft Trust shall have no authority during any twelve (12) month period to mortgage, pledge, sell, or otherwise dispose of any asset or assets constituting a part of the trust estate having a total or aggregate value in excess of Fifty Thousand and No/100 Dollars (\$50,000.00) without first having obtained the written approval of persons who are at the time beneficiaries of at least fifty percent (50%) of the trust estate.

ITEM VII.

If for any reason Trustmark National Bank shall be unable or unwilling to serve as Executor, then my nephew, Charles D. Craft, shall serve as Executor in the place and stead of Trustmark National Bank. And should the said Charles D. Craft be unable or unwilling to act as Executor, then my niece, Ann Elisabeth Craft McKee, shall serve as Executrix. Neither my said nephew nor my said niece shall be required to post bond as Executor or Executrix, nor shall either of them be required to make any formal appraisal of my estate or to make or render any accounting or reporting to any Court with reference to the handling of my estate, except as may be ordered by the Court of proper jurisdiction.

ITEM VIII.

I direct that the following provisions shall apply to both the Charles L. Craft Trust and the Mildred H. Craft Trust:

(a) If my said nephew, Charles D. Craft, does not survive me, or if for any reason he shall fail to act as Trustee, then I appoint my niece, Ann Elisabeth Craft McKee as Trustee in the place and stead of my said nephew, to act with my corporate Trustee, Trustmark National Bank. Neither my said nephew nor my said niece shall be required to post any bond as Trustee of this

CRC

trust. In the event neither of said individuals, my said nephew nor my said niece, shall be able or willing to act as Trustee, then said corporate trustee, Trustmark National Bank, shall act as the sole trustee. In the appointment of Trustmark National Bank as one of the trustees herein, it is understood that such appointment shall include its successor or successors by any merger, conversion or consolidation. In case said Trustmark National Bank shall fail to qualify, resign or be unwilling to act as such Trustee, then I direct my said nephew, Charles D. Craft, if living, to act as sole Trustee, and if my said nephew be unwilling to act as Trustee, then I direct that my said niece, Ann Elisabeth Craft McKee, shall be my sole Trustee.

In case neither my said nephew, nor my said niece, nor Trustmark National Bank shall be able or willing to act as Trustee, then a successor trustee shall be appointed by any Chancery Judge of the Chancery Court of Hinds County, Mississippi, but any trustee so named by the Chancery Court shall be subject to orders and jurisdiction of said Court, and shall give bond, make inventory and report to such Court as required by law.

(b) Except as set out in paragraph (a) of this item, I do hereby direct that no bond of any kind shall be required of my said Trustees, or any one of them, nor shall they be required to render to any court any periodic formal accounting of the administration of any of said trust estates, but my said Trustee shall render annual accounts to the beneficiary of the Mildred H. Craft Trust, and after the death of my said wife, shall render annual accounts to the beneficiaries of the Charles L. Craft Trust.

(c) The corporate trustee, Trustmark National Bank, of Jackson, Mississippi, shall be the custodian of all of the assets of my estate and of the trusts provided for hereunder and all of

CXC

the books and records thereof, and shall keep all accounts with reference thereto.

(d) So long as there is a corporate executor or a corporate trustee, no executor or trustee shall participate in the exercise of any discretion hereunder with respect to the distribution of principal or income in which such an executor or trustee has any beneficial interest, except to the extent set forth in this Will, and such discretion shall be exercised by, and only by, the corporate trustee. In all other respects, however, and as to all other acts in the administration of my said estate and trusts, both the corporate Trustee and my individual Trustee shall consult with each other and participate in all decisions and actions.

ITEM IX.

If my said wife, Mildred H. Craft, shall die simultaneously with me in a common disaster or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I direct that I shall be deemed to have predeceased my wife. If any legatee or devisee other than my said wife shall die simultaneously with me or in a common disaster or under such circumstances as to render it difficult or impossible to determine who predeceased the other, or if such legatee or devisee other than my wife shall die within thirty (30) days after my death, I hereby declare that I shall be deemed to have survived such legatee or devisee. The provisions of my Will shall be construed upon these assumptions, notwithstanding the provisions of any law establishing a different presumption or order of death or providing for survivorship for a fixed period as a condition of inheritance of property.

ALC

ITEM X.

Each and every benefit conferred by this Will is made upon the condition precedent that the beneficiary thereof shall not contest this Will or any provision thereof (but this provision shall not apply to the administration or handling of my estate). Should any beneficiary of this Will or any heir-at-law of the undersigned Testator (whether named in this Will or not) contest the validity thereof or any provision thereof or institute or join in instituting any proceedings to contest this Will or any provision thereof, then such person so contesting shall receive the sum of One Dollar (\$1.00) and no more, and such benefits, bequests, gift and devises which said beneficiary would have received had such beneficiary made no such contest or brought no such proceedings shall go to the Charles L. Craft Trust estate herein provided for.

IN TESTIMONY OF THE MAKING, declaring and publishing of the foregoing to be my last will and testament, I now sign my name hereto in the presence of *Ma. Linn J.* and *Martha S. May* whom I have especially requested to witness the making, publishing and declaring of this my last will and testament and the witnessing of my signature thereto. All done this the *4th* day of *September* 1987.

Charles L. Craft
 TESTATOR

WITNESSES:

Ma. Linn J.

Martha S. May

CERTIFICATE OF SUBSCRIBING WITNESSES

We, *Ma. Linn J.* and *Martha S. May*,
 do hereby certify that Charles L. Craft made, declared and publish-

ed the foregoing instrument of be his last will and testament and that he signed and subscribed the same as his last will and testament in our presence, especially and expressly requesting us to be the subscribing witnesses, each signing in the presence of the Testator, and in the presence of each other.

Witness our signatures, this the 4th day of September 1987.

[Signature]
Witness

[Signature]
Witness



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1 day of August 1994, at 1:00 o'clock P M., and was duly recorded on the August 1, 1994, Book No. 27, Page 296.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

FILED

AUG 01 1994

IN THE CHANCERY COURT OF MADISON COUNTY MISSISSIPPI

AT 1230 O'CLOCK P.M. STEVE DUNCAN, CHANCERY CLERK

By [Signature]

IN THE MATTER OF THE ESTATE

OF

No. 94-405

CHARLES L. CRAFT, DECEASED

AFFIDAVIT OF MARTHA S. MAY, SUBSCRIBING WITNESS TO LAST WILL AND TESTAMENT

STATE OF MISSISSIPPI COUNTY OF HINDS:::

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Martha S. May, one of the subscribing witnesses to a certain instrument of writing purporting to be the last will and testament of Charles L. Craft, deceased, late of Madison County, Mississippi, who being by me first duly sworn states upon oath that the said Charles L. Craft signed, published and declared said instrument to be his last will and testament on the 4th day of September, 1987, the day of the date of said instrument, in the presence of this affiant and M.A. Lewis, Jr., the other subscribing witness to said instrument, who were by the said Charles L. Craft expressly requested to witness the declaring, publishing and signing thereof, and the said Testator was then of sound and disposing mind and memory and over the age of twenty-one years; that this affiant and M. A. Lewis, Jr. did attest the same and sign their names to said instrument as subscribing witnesses to the signature and publication thereof, at the special instance and request of Testator, and in his presence, and in the presence of each other.

[Signature] Martha S. May

Sworn to and subscribed before me, this the 29 day of July, 1994;

[Signature] Carol Wright Whitestein Notary Public My Com. Expires: _____



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1 day of August, 1994 at 1:00 o'clock P.M., and was duly recorded on the August 1, 1994, Book No. 27, Page 308



STEVE DUNCAN, CHANCERY CLERK

BY [Signature] D.C

FILED

AUG 01 1994

IN THE CHANCERY COURT OF MADISON COUNTY MISSISSIPPI

AT 12:30 O'CLOCK P.M. STEVE DUNCAN, CHANCERY CLERK. BY K. C. [Signature]

IN THE MATTER OF THE ESTATE

OF

No. 94-405

CHARLES L. CRAFT, DECEASED

AFFIDAVIT OF M. A. LEWIS, JR., SUBSCRIBING WITNESS TO LAST WILL AND TESTAMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS: ::::

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, M. A. Lewis, Jr., one of the subscribing witnesses to a certain instrument of writing purporting to be the last will and testament of Charles L. Craft, deceased, late of Madison County, Mississippi, who being by me first duly sworn states upon oath that the said Charles L. Craft signed, published and declared said instrument to be his last will and testament on the 4th day of September, 1987, the day of the date of said instrument, in the presence of this affiant and Martha S. May, the other subscribing witness to said instrument, who were by the said Charles L. Craft expressly requested to witness the declaring, publishing and signing thereof, and the said Testator was then of sound and disposing mind and memory and over the age of twenty-one years; that this affiant and Martha S. May did attest the same and sign their names to said instrument as subscribing witnesses to the signature and publication thereof, at the special instance and request of Testator, and in his presence, and in the presence of each other.

[Signature] M. A. Lewis, Jr.

Sworn to and subscribed before me,

this the 29th day of July, 1994.



[Signature] Martha S. May Notary Public

My Com. Expires: January 16, 1994

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1 day of August, 1994, at 1:00 o'clock P.M., and was duly recorded on the August 1, 1994, Book No. 27, Page 309.



STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

CODICIL TO LAST WILL AND TESTAMENT

OF

CHARLES L. CRAFT

JACKSON COUNTY, MISSISSIPPI

FILED

AUG 01 1994

AT 12:30 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
by [signature]

I, CHARLES L. CRAFT, an adult resident of the City of Jackson, First Judicial District of Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, declare and publish this instrument to be a codicil to my last will and testament dated September 4, 1987.

ITEM I.

I do hereby delete in its entirety the first paragraph of Item III A of my said will commencing with the word "If" and ending with the wording "Three Hundred Thousand and No/100 Dollars (\$300,000.00)", and I do substitute therefor the following:

"A. If my beloved wife, Mildred H. Craft, shall survive me, I give, devise and bequeath unto Trustmark National Bank of Jackson, Mississippi, and my nephew, Charles D. Craft, as Co-Trustees of a trust to be known as "THE MILDRED H. CRAFT TRUST" assets of the value of Four Hundred Thousand and No/100 Dollars (\$400,000.00)."

ITEM II.

I do hereby delete in its entirety Item V of my last will and testament, and I do hereby substitute therefor the following:

"ITEM V.

A. I do hereby give, devise and bequeath the sum of Five Thousand and No/100 Dollars (\$5,000.00) to each of the following named persons: Woodrow M. Teal, Jr., Tom V. Teal, Mary Margaret Teal and Ruby Frances Teal, nephews and nieces of my former wife, Vernon T. Craft, now deceased. But if any legatee named above in this paragraph A shall not be living at the time of my death, then the bequest which would have gone to such de-

Q.L.C.

ceased legatee shall go to his or her surviving issue, per stirpes.

B. All of the rest, residue and remainder of my property of every kind and nature, wherever situated and whether acquired before or after the execution of this will, I do hereby give, devise and bequeath as follows:

Thirty-four (34%) percent unto my nephew, Charles D. Craft; Fourteen (14%) percent unto my nephew, Sidney M. Craft, Jr.; Fourteen (14%) percent unto my nephew, Randal R. Craft, Jr.; Fourteen (14%) percent unto my niece, Ann Elisabeth Craft McKee; Fourteen (14%) percent unto my nephew, Harold C. Grump; Five (5%) percent unto my nephew, Frank G. Potts; Five (5%) percent unto my niece, Lula Craft Dye. But if any legatee named above in this paragraph B shall not be living at the time of my death, then the bequest which would have gone to such deceased legatee shall go to his or her surviving issue, per stirpes.

My Executors shall make distribution of said remainder of my estate in kind insofar as possible and shall convert assets into cash only insofar as is necessary to equalize shares. The basis of values to be used by my Executors in making said distribution shall be the values placed upon such assets for federal estate tax purposes. Legatees residing outside of the State of Mississippi shall receive bonds other than those issued by the State of Mississippi or entities of the State of Mississippi when practical, allocating bonds issued by the State of Mississippi or entities of the State of Mississippi to residents of the State of Mississippi.

ITEM III.

The administration of my estate shall be closed by my Executors as soon as legally possible following my death, and my wife, Mildred H. Craft, if living, in addition to all other bequests

CRC

made to her under my will, shall receive monthly one-half (1/2) of the net income of my estate until my estate is finally settled and closed.

IN TESTIMONY of the making, declaring and publishing of the foregoing to be my codicil to my last will and testament, I now sign my name hereto in the presence of M. A. Lewis, Jr. and Martha S. May whom I have especially requested to witness the making, publishing and declaring of this my codicil to my last will and testament and the witnessing of my signature thereto. All done this the 12th day of October, 1988.

Charles L. Craft
TESTATOR

WITNESSES:
M. A. Lewis, Jr.
Martha S. May

CERTIFICATE OF SUBSCRIBING WITNESSES

We, M. A. Lewis, Jr. and Martha S. May do hereby certify that Charles L. Craft made, declared and published the foregoing instrument to be his codicil to his last will and testament in our presence and that he signed and subscribed the same as his codicil to his last will and testament in our presence especially and expressly requesting us to be the subscribing witnesses, each signing in the presence of the testator, and in the presence of each other.

Witness our signatures, this the 12th day of October, 1988.

M. A. Lewis, Jr.
Witness
Martha S. May
Witness



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1 day of August, 1994, at 1:00 o'clock P.M., and was duly recorded on the August 1, 1994, Book No. 27, Page 310.

STEVE DUNCAN, CHANCERY CLERK BY: R. Caragou D.C.

AUG 01 1994

AT 12:30 O'CLOCK P.M.
STEVE DUNCAN, CHANCERY CLERK

By K. Coropuy

No. 94-405

IN THE CHANCERY COURT OF MADISON COUNTY,
MISSISSIPPI

IN THE MATTER OF THE ESTATE

OF

CHARLES L. CRAFT, DECEASED

AFFIDAVIT OF MARTHA S. MAY, SUBSCRIBING WITNESS
TO CODICIL

STATE OF MISSISSIPPI
COUNTY OF HINDS:::

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Martha S. May, one of the subscribing witnesses to a certain instrument of writing purporting to be the codicil to the last will and testament of Charles L. Craft, deceased, late of Madison County, Mississippi, who being by me first duly sworn states upon oath that the said Charles L. Craft signed, published and declared said instrument to be his codicil to his last will and testament on the 12th day of October, 1988, the day of the date of said instrument, in the presence of this affiant and M. A. Lewis, Jr., the other subscribing witness to said instrument, who were by the said Charles L. Craft expressly requested to witness the declaring, publishing and signing thereof, and the said Testator was then of sound and disposing mind and memory and over the age of twenty-one years; that this affiant and M. A. Lewis, Jr. did attest the same and sign their names to said instrument as subscribing witnesses to the signature and publication thereof, at the special instance and request of Testator, and in his presence, and in the presence of each other.

Sworn to and subscribed before me
this the 29th day of July, 1994

Martha S. May

Martha S. May
Carol Wright Center

Carol Wright Center
Notary Public My Commission Expires December 31, 1993
My Com. Expires: _____



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1
of August, 1994, at 1:00 o'clock P.M., and was duly recorded
on the August 1, 1994, Book No. 27, Page 313.

STEVE DUNCAN, CHANCERY CLERK

BY: *K. Coropuy* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY,
MISSISSIPPI

FILED

AUG 01 1994

AT 12:30 O'CLOCK P.M.

STEVE DUNCAN, CHANCERY CLERK

NO. 94-405 by [Signature]

IN THE MATTER OF THE ESTATE

OF

CHARLES L. CRAFT, DECEASED

AFFIDAVIT OF M. A. LEWIS, JR., SUBSCRIBING WITNESS
TO CODICIL

STATE OF MISSISSIPPI
COUNTY OF HINDS:::::

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, M. A. Lewis, Jr., one of the subscribing witnesses to a certain instrument of writing purporting to be the codicil to the last will and testament of Charles L. Craft, deceased, late of Madison County, Mississippi, who being by me first duly sworn states upon oath that the said Charles L. Craft, signed, published, and declared said instrument to be his codicil to his last will and testament on the 12th day of October, 1988, the day of the date of said instrument, in the presence of this affiant and Martha S. May, the other subscribing witness to said instrument, who were by the said Charles L. Craft expressly requested to witness the declaring, publishing and signing thereof, and the said Testator was then of sound and disposing mind and memory and over the age of twenty-one years; that this affiant and Martha S. May did attest the same and sign their names to said instrument as subscribing witnesses to the signature and publication thereof, at the special instance and request of Testator, and in his presence, and in the presence of each other.

[Signature]
M. A. Lewis, Jr.

Sworn to and subscribed before me,

this the 29th day of July, 1994.

[Signature]
Notary Public
My Com. Expires: Jan. 16, 1996

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1 day of August, 1994, at 1:00 o'clock P.M., and was duly recorded on the August 1, 1994, Book No 27, Page 314.



STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

This is a true and correct copy
this the 26th day of April 1994

CODY M. BUCKLEY
CHANCERY CLERK

John B. McKenzie Jr.

IN THE CHANCERY COURT OF MARION COUNTY, MISSISSIPPI

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

NO. 24,391

RESIGNATION OF MISSISSIPPI TRUSTEE
AND APPOINTMENT OF SUCCESSOR MISSISSIPPI TRUSTEE

By its Order dated July 2, 1993, in Cause NO. 391,088, an authenticated copy of which is attached hereto as Exhibit "A", the First Judicial District Court of Caddo Parish, Louisiana, approved the resignation of Premier Bank, N.A. as Trustee of the William J. O'Brien, Jr., Family Trust (the "Family Trust") for the State of Louisiana, effective December 31, 1992.

I, Curtis Petrey, do hereby resign as Trustee for the State of Mississippi for the Family Trust in conjunction with the resignation of Premier Bank, N.A. as Trustee of the Family Trust for the State of Louisiana, pursuant to the terms and conditions of Section 8.2 of the Last Will and Testament of William J. O'Brien, Jr., such resignation being effective December 31, 1992.

Witness my signature, on this 26th day of April, 1994.

Curtis N. Petrey
Curtis Petrey

By Order of the First Judicial District Court of Caddo Parish, Louisiana on July 2, 1993, in Cause No. 391,088, Edna Marie Allen was appointed Successor Trustee for the State of Louisiana for the Family Trust. The Successor Louisiana Trustee, Edna Marie Allen, and the lawyer acting for the Family Trust in the State of

Louisiana, Paula H. Hickman, in accordance with Article 8, Sections 8.4 and 8.5 of the Last Will and Testament of William J. O'Brien, Jr., dated July 19, 1983, hereby appoint Edna Marie Allen as Successor Trustee for the Family Trust for the State of Mississippi. The appointment of Edna Marie Allen as Successor Mississippi Trustee shall be effective December 31, 1992.

Witness our signatures, on this 26th day of April, 1994.

Edna Marie Allen
 Edna Marie Allen, Successor Trustee
 for the Family Trust created under
 the Last Will and Testament of
 William J. O'Brien, Jr.

Paula H. Hickman
 Paula H. Hickman, Attorney for the
 Family Trust created under the Last
 Will and Testament of William J.
 O'Brien, Jr.

I, Edna Marie Allen, do hereby acknowledge receipt of the Appointment of Successor Mississippi Trustee document dated April 26, 1994, executed by Edna Marie Allen and Paula H. Hickman appointing me as Successor Trustee in the State of Mississippi of the Family Trust created under the Last Will and Testament of William J. O'Brien, Jr. I do hereby accept the appointment as Substituted Mississippi Trustee, effective December 31, 1992.

Edna Marie Allen
 Edna Marie Allen

STATE OF Louisiana BOOK 27 PAGE 317
PARISH OF Caddo

Personally appeared before me, the undersigned authority in and for the said parish and state, on this 23rd day of May, 1994, within my jurisdiction, the within named EDNA MARIE ALLEN, who acknowledged that she executed the above and foregoing instrument.

Joan A. Porter
Notary Public

My Commission Expires:
with life

STATE OF Louisiana
PARISH OF Caddo

Personally appeared before me, the undersigned authority in and for the said parish and state, on this 24th day of May, 1994, within my jurisdiction, the within named PAULA HICKMAN, who acknowledged that she executed the above and foregoing instrument.

John W. Shuey
Notary Public

My Commission Expires:
at death

STATE OF Louisiana

PARISH OF Caddo

Personally appeared before me, the undersigned authority in and for the said parish and state, on this 26th day of April, 1994, within my jurisdiction, the within named CURTIS PETREY, who acknowledged that he executed the above and foregoing instrument.

Winona Lynette Stevens
Notary Public

My Commission Expires:

at death

WINONA LYNETTE STEVENS, Notary Public
Caddo Parish, Louisiana
My Commission is for Life



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 5th day of August, 1994, at — o'clock — M., and was duly recorded on the 5th day of August, 1994, Book No. 27, Page 315.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Nepp D.C.

Last Will and Testament

MADISON COUNTY, MS

FILED

AUG 12 1994

AT 1:30 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERKBy *Kouagoupc*

EDDIE MAE FORTENBERRY

I, EDDIE MAE FORTENBERRY, an adult resident of Madison County, Mississippi, and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all former wills and codicils heretofore executed by me.

ARTICLE I

I give, devise and bequeath all of my property, both real and personal, of whatsoever kind or character and wheresoever situated unto my husband, Herman O. Fortenberry.

ARTICLE II

If my husband, Herman O. Fortenberry, predeceases me, then I give, devise and bequeath all of my property, real and personal, of whatsoever kind or character and wheresoever situated unto my children, Joe Charles Parker who is also known as Maydell Parker, Ydell Moss, Herman Fortenberry and Jerry Fortenberry, in equal shares, share and share alike, per stirpes.

ARTICLE III

I hereby nominate, appoint and constitute my husband, Herman O. Fortenberry, 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 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 pay any attorneys, agents and account-

Eddie Mae Fortenberry
EDDIE MAE FORTENBERRY

ants that he may deem necessary for the best interest of my estate. I further direct that all powers and authority given unto my Executor herein shall be exercised by him without Court order and I further direct that any accounting to the Court for his actions as Executor shall be waived and dispensed with.

ARTICLE IV

In the event that my husband, Herman O. Fortenberry, shall predecease me, become disqualified, or otherwise fails to qualify as Executor of my will and estate, then I nominate and appoint my son, Herman Fortenberry, as Executor of my last will and estate and I direct that he shall not be required to enter any bond as such Executor and I direct that he shall have the same authority and power as is set forth for my Executor in the above and foregoing article, and I further direct that the power and authority given unto him herein as Executor shall be exercised by him without Court order and I further direct that accounting to the Court for his actions as Executor shall be waived and dispensed with.

The foregoing instrument consists of two pages including this one, at the bottom of each of which I have affixed my signature.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 26 day of March, 1975.

Eddie Mae Fortenberry
EDDIE MAE FORTENBERRY

This instrument was, on the date shown above, signed, published and declared by EDDIE MAE FORTENBERRY, 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.

WITNESSES:

Ann Looney
William P. White
Laurie (Heard)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12 day of August, 1994, at 1:30 o'clock P. M., and was duly recorded on the August 12, 1994, Book No. 27, Page 319

STEVE DUNCAN, CHANCERY CLERK BY: K. Caraway DC

FILED

BOOK 27 PAGE 321

AUG 12 1994

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

1:30 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By *Kearney DC.*

IN THE MATTER OF THE ESTATE
OF EDDIE MAE FORTENBERRY,
DECEASED

CIVIL ACTION FILE NO. 94-421

PROOF OF WILL

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the aforesaid jurisdiction, WILLIAM P. WHITE, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of Eddie Mae Fortenberry who, being duly sworn, deposed and said that the said Eddie Mae Fortenberry published and declared said instrument as her Last Will and Testament on the 26th day of March, 1975 the day of the date of said instrument, in the presence of this deponent and in the presence of Ann Looney and Louise Heath and that the Testatrix was of sound and disposing mind and memory, and more than 21 years of age and this deponent and Ann Looney and Louise Heath 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 date and year of the date of said instrument.

WITNESS MY SIGNATURE this 11th day of ^{August} ~~July~~, 1994.

William P. White

WILLIAM P. WHITE

SWORN TO AND SUBSCRIBED BEFORE ME on this 11th day of ^{August} ~~July~~, 1994.

John Christopher
NOTARY PUBLIC

(SEAL)

My Commission Expires:

9-15-94

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 12 day of August, 1994, at 1:30 o'clock P M., and was duly recorded on the August 12, 1994, Book No. 27, Page 321.

STEVE DUNCAN, CHANCERY CLERK

BY: Kearney D.C.

LAST WILL AND TESTAMENT

OF

J. D. RASBERRY, SR.

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

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

ITEM TWO: I hereby give, devise and bequeath all of the property of which I may die seized and possessed, real, personal, and mixed, to my wife, LILLIE SUE V. RASBERRY.

ITEM THREE: I hereby name, constitute and appoint my wife, LILLIE SUE V. RASBERRY, as Executrix of this will, without bond and without being required at any time to make any report to any court.

ITEM FOUR: In the event that my wife, LILLIE SUE V. RASBERRY, predeceases me, then in that event, I give, devise and bequeath unto my two sons, J. D. RASBERRY, JR. and RONALD VINSON RASBERRY, all of the rest, residue and balance of my property, real, personal and mixed, owned by me at the time of my death, share and share alike.

ITEM FIVE: In the event that either or both of my two sons, J. D. RASBERRY, JR. and RONALD VINSON RASBERRY, predeceases me, then in that event, I give, devise and bequeath unto their children, heirs or assigns, that portion of my property, real, personal and mixed, either or both of my two sons would have received, share and share alike.

MADISON COUNTY, MS

FILED

AUG 12 1994

AT 3:25 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

ITEM SIX: In the event my said wife predeceases me, or fails, refuses or neglects to qualify as Executrix of my estate, then, in that event, I name, constitute and appoint my brother, HENRY DOUGLAS RASBERRY, as Executor of this will, without bond and without being required at any time to make any report to any court.

ITEM SEVEN: In the event of simultaneous death with my wife, LILLIE SUE V. RASBERRY, it will be presumed that she, LILLIE SUE V. RASBERRY, be the survivor.

SIGNED, PUBLISHED AND DECLARED by me as my LAST WILL AND TESTAMENT on this 20th day of July, 1981, in the presence of these witnesses who also signed the same as witnesses hereto, at my request, in my presence and in the presence of each other, on this day.

[Signature]
J. D. RASBERRY, SR.

WITNESSES:

Nita J. Wright
Patsy R. Johnson



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12th day of August, 1994, at 3:25 o'clock P.M., and was duly recorded on the 12th of August, 1994, Book No. 27, Page 323.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Tupp

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
J. D. RASBERRY, SR., DECEASED

CIVIL ACTION, FILE NO. 94-419

MADISON COUNTY, MS

PROOF OF WILL

FILED

AUG 12 1994

AT 3:25 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE the undersigned authority in and for said County and State, NITA J. WRIGHT, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of J. D. RASBERRY, SR., who, being duly sworn, deposed and said that the said J. D. Rasberry, Sr., signed, published and declared said instrument as his Last Will and Testament on the 23rd day of July, A.D., 1981, the day of the date of said instrument, in the presence of this deponent, and in the presence of Patsy R. Johnson, the other subscribing witness, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and this deponent and Patsy R. Johnson subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testator, and in the presence of the said Testator and in the presence of each other, on the day and year of the date of said instrument.

Nita J. Wright
NITA J. WRIGHT

SWORN TO AND SUBSCRIBED BEFORE ME, this the 9 day of August, 1994.

S. Duncan
by M. Buckner
NOTARY PUBLIC

MY COMMISSION EXPIRES:
1-1-96

LAST WILL AND TESTAMENT

OF

J. D. RASBERRY, SR.

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

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

ITEM TWO: I hereby give, devise and bequeath all of the property of which I may die seized and possessed, real, personal, and mixed, to my wife, LILLIE SUE V. RASBERRY.

ITEM THREE: I hereby name, constitute and appoint my wife, LILLIE SUE V. RASBERRY, as Executrix of this will, without bond and without being required at any time to make any report to any court.

ITEM FOUR: In the event that my wife, LILLIE SUE V. RASBERRY, predeceases me, then in that event, I give, devise and bequeath unto my two sons, J. D. RASBERRY, JR. and RONALD VINSON RASBERRY, all of the rest, residue and balance of my property, real, personal and mixed, owned by me at the time of my death, share and share alike.

ITEM FIVE: In the event that either or both of my two sons, J. D. RASBERRY, JR. and RONALD VINSON RASBERRY, predeceases me, then in that event, I give, devise and bequeath unto their children, heirs or assigns, that portion of my property, real, personal and mixed, either or both of my two sons would have received, share and share alike.

ITEM SIX: In the event my said wife predeceases me, or fails, refuses or neglects to qualify as Executrix of my estate, then, in that event, I name, constitute and appoint my brother, HENRY DOUGLAS RASBERRY, as Executor of this will, without bond and without being required at any time to make any report to any court.

ITEM SEVEN: In the event of simultaneous death with my wife, LILLIE SUE V. RASBERRY, it will be presumed that she, LILLIE SUE V. RASBERRY, be the survivor.

SIGNED, PUBLISHED AND DECLARED by me as my LAST WILL AND TESTAMENT on this 20th day of July, 1981, in the presence of these witnesses who also signed the same as witnesses hereto, at my request, in my presence and in the presence of each other, on this day.

[Signature]
J. D. RASBERRY, SR.

WITNESSES:

[Signature]
Nita J. Wright

[Signature]
Patsy R. Johnson

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12th day of August, 1994, at 3:25 o'clock P. M., and was duly recorded on the August 12, 1994, Book No. 27, Page 325.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
J. D. RASBERRY, SR., DECEASED

CIVIL ACTION, F ⁹⁴⁻⁴¹⁹ MADISON COUNTY, MS

PROOF OF WILL

FILED

AUG 12 1994

STATE OF MISSISSIPPI

COUNTY OF MADISON

AT 3:25 O'CLOCK P. M
STEVE DUNCAN, CHANCERY CLERK

PERSONALLY APPEARED BEFORE the undersigned authority in and for said County and State, PATSY R. JOHNSON, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of J. D. RASBERRY, SR., who, being duly sworn, deposed and said that the said J. D. Rasberry, Sr., signed, published and declared said instrument as his Last Will and Testament on the 23rd day of July, A.D., 1981, the day of the date of said instrument, in the presence of this deponent, and in the presence of Nita J. Wright, the other subscribing witness, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and this deponent and Nita J. Wright subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testator, and in the presence of the said Testator and in the presence of each other, on the day and year of the date of said instrument.

Patsy R. Johnson
PATSY R. JOHNSON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 9 day of August, 1994.

Steve Duncan, Chancery Clerk
NOTARY PUBLIC

MY COMMISSION EXPIRES:
1-1-96

By: S. Cole & C.

LAST WILL AND TESTAMENT

OF

J. D. RASBERRY, SR.

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

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

ITEM TWO: I hereby give, devise and bequeath all of the property of which I may die seized and possessed, real, personal, and mixed, to my wife, LILLIE SUE V. RASBERRY.

ITEM THREE: I hereby name, constitute and appoint my wife, LILLIE SUE V. RASBERRY, as Executrix of this will, without bond and without being required at any time to make any report to any court.

ITEM FOUR: In the event that my wife, LILLIE SUE V. RASBERRY, predeceases me, then in that event, I give, devise and bequeath unto my two sons, J. D. RASBERRY, JR. and RONALD VINSON RASBERRY, all of the rest, residue and balance of my property, real, personal and mixed, owned by me at the time of my death, share and share alike.

ITEM FIVE: In the event that either or both of my two sons, J. D. RASBERRY, JR. and RONALD VINSON RASBERRY, predeceases me, then in that event, I give, devise and bequeath unto their children, heirs or assigns, that portion of my property, real, personal and mixed, either or both of my two sons would have received, share and share alike.

ITEM SIX: In the event my said wife predeceases me, or fails, refuses or neglects to qualify as Executrix of my estate, then, in that event, I name, constitute and appoint my brother, HENRY DOUGLAS RASBERRY, as Executor of this will, without bond and without being required at any time to make any report to any court.

ITEM SEVEN: In the event of simultaneous death with my wife, LILLIE SUE V. RASBERRY, it will be presumed that she, LILLIE SUE V. RASBERRY, be the survivor.

SIGNED, PUBLISHED AND DECLARED by me as my LAST WILL AND TESTAMENT on this 20th day of July, 1981, in the presence of these witnesses who also signed the same as witnesses hereto, at my request, in my presence and in the presence of each other, on this day.

J. D. Rasberry, Sr.
J. D. RASBERRY, SR.

WITNESSES:

Walter J. Wright

Patry R. Johnson



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12th day of August, 1994, at 3:25 o'clock P.M., and was duly recorded on the August 12, 1994, Book No. 27, Page 328.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* D.C.

Last Will and Testament

AUG 12 1994

#94-420

STEVE DUNCAN CHANCERY CLERK

KNOW ALL MEN BY THESE PRESENTS: That I, Edmund Franklin Smith

of the City/Town of Jackson, County of Hinds

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

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

SECOND: All the rest, residue and remainder of my estate, both real and personal, of whatsoever kind or character, and wheresoever situated, I give, devise and bequeath to my beloved wife: Marie Louise Smith, to be hers absolutely and forever.

THIRD: If my said wife does not survive me, then I give, devise and bequeath such rest, residue and remainder of my estate to: My three children - Marie Louise Moorehead, Eileen Suzanne Etheridge and Frederick William Smith, to be divided share and share alike.

Name: Address: Jackson, Miss. & Vicksburg, Miss. Number Street City State

to be his/hers absolutely and forever.

FOURTH: I hereby appoint my wife Marie Louise Smith as Executrix of this my

LAST WILL AND TESTAMENT. If she does not survive me, then I appoint my son Frederick Smith as Executor/Executrix. I direct that no Executor/Executrix serving hereunder shall be required to post bond.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at 11:55 AM

this 16 day of July 1981

(sign here) Edmund Franklin Smith

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

- (1) Sheila L. Budynak of Jackson Ms
(2) Elaine K. Sims of Jackson Ms
(3) Deloris Purn of Jackson Ms

AFFIDAVIT

STATE OF Mississippi

COUNTY OF Hinds

ss: _____

Personally appeared (1) Edmund Franklin Smith
(2) _____ and (3) _____

who being duly sworn, depose and say that they attested the said Will and they subscribed the same at the request and in the presence of the said Testatrix and in the presence of each other, and the said Testatrix signed said Will in their presence and acknowledged that she had signed said Will and declared the same to be her LAST WILL AND TESTAMENT and deponents further state that at the time of the execution of said Will the said Testatrix appeared to be of lawful age and sound mind and memory and there was no evidence of undue influence. The deponents make this affidavit at the request of the Testatrix.

(1) _____

(2) _____

(3) _____

Subscribed and sworn to before me this 16 day of July 19 81

(Notary Seal)

Betty J. Barber
Notary Public

4/ COM. OF MISS. 1965



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12th day of August, 19 94, at 3:25 o'clock P M., and was duly recorded on the August 12, 1994, Book No. 27, Page 331.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trapp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF Edmund Franklin Smith
DECEASED

CAUSE NO. 94420

MADISON COUNTY, MS

FILED

AUG 12 1994

AT 3:35 O'CLOCK P. M
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Fupp, Sr*

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Hinds

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Sheila L. Budzinski, who being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Edmund Franklin Smith, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 16th day of July, 1981.

(2) That on the 16th day of July, 1981, the said Edmund Franklin Smith signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Elaine K. Sims and Delores Quinn, the other subscribing witnesses to the instrument.

(3) That the Edmund Franklin Smith was then and there of sound and disposing mind and memory and well above the age of twenty-one (21) years.

(4) That this affiant, together with Elaine K. Sims and Delores Quinn, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Edmund Franklin Smith and in the presence of each other.

Sheila L. Budzinski
Sheila L. Budzinski

SWORN AND SUBSCRIBED before me, this the 28th day of July, 1994.

Geneva M. Jordan
NOTARY PUBLIC

My Commission Expires:

My Commission Expires November 28, 1994



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12th day of August, 1994, at 3:35 o'clock P M., and was duly recorded on the August 12, 1994, Book No. 27, Page 333.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

LAST WILL AND TESTAMENT

OF

EDDIE L. GREEN

#94407

I, EDDIE L. GREEN, of 352 South Canal Street, Canton, 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 other wills or codicils I may have made.

ARTICLE I

I hereby nominate and appoint my grandson, Ronald Glenn Johnson, as Executor of my Last Will and Testament and my estate, and I direct that he shall not be required to enter into any bond as such Executor. I direct that no bond, appraisal, inventory or accounting be required insofar as the same can be legally waived.

ARTICLE II

I direct my Executor to pay all of my just debts which may be probated, registered and allowed against my estate and all funeral expenses as soon after my death as can be conveniently done.

ARTICLE III

I give, devise and bequeath unto my husband, Arthur Green, all of my right, title, and interest in my homestead, being that certain piece of real property described in the Deed recorded in Book 53 at Page 224 of record in the office of the Chancery Clerk of Madison County, Mississippi. In the event that my husband, Arthur Green predeceases me, then I give,

PAGE 1 of My Will: Eddie L. Green
WITNESS: James L. Smith
WITNESS: Levonnie C. Oudle

FILED
THIS DATE
AUG 16 1994
STEVE DUNCAN
CHANCERY CLERK
BY Steve Duncan

devise and bequeath a life estate in my homestead, being the property described in the Deed recorded in Book 53 at Page 224 in the office of the Chancery Clerk of Madison County, Mississippi to my son, Jessie Lee Sims, my nephew, John Smith, and my grandson, Ronald Glenn Johnson, and the remainder in fee simple to Tecolver Johnson and Shelly Sims Porter, to share and share alike.

ARTICLE IV

I give, devise and bequeath unto my son, Jessie Lee Sims, a life estate in that certain piece of real property described in the Deed recorded in Book 122 at Page 531 of record in the office of the Chancery Clerk of Madison County, Mississippi as Lot G, with the remainder in fee simple to my niece, Carolyn Smith, and I give, devise and bequeath Lot H, described in same said deed, in fee simple absolute to my niece, Carolyn Smith.

ARTICLE V.

I give, devise and bequeath my chifferrobe unto my niece, Carolyn Smith.

RESIDUARY ESTATE

I, give, devise and bequeath the remainder of my property, real, personal or mixed, of whatsoever kind or character and wheresoever situated, to my son, Jessie Lee Sims.

WITNESS MY SIGNATURE this the 14 day of February, 1970.

Page 2 of my Will: Eddie L Green
EDDIE L. GREEN

WITNESS: Jane L Smith
WITNESS: Levorne C. Ousley

ATTESTATION

We, the undersigned subscribing witnesses to the within and foregoing Last Will and Testament of EDDIE L. GREEN, do hereby acknowledge and attest that the same was exhibited to us by the said EDDIE L. GREEN as her Last Will and Testament; that she signed same in our presence and in the presence of each of us, and that at her request and in her presence and in the presence of each other, we signed the same as subscribing witnesses thereto.

This the 14 day of February, 1990

James L. Smith
WITNESS

357 1ST AVE
ADDRESS

CANTON, MS.
Lawrence C. Dudley
WITNESS

P.O. Box 81
ADDRESS
Sharon, MS 39163

Page 3 of my Will: Eddie L. Green



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16th day of August, 1994, at o'clock M., and was duly recorded on the August 18, 1994, Book No. 27, Page 335

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
EDDIE LEE GREEN, DECEASED

CIVIL ACTION FILE NO. 94407

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

1. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Eddie Lee Green, deceased, who was personally known to the affiant, and who signature is affixed to said Last Will and Testament is dated the 14th day of February, 1990.

2. That on the 14th day of February, 1990, the said Eddie Lee Green published and declared said instrument of writing to be her Last Will and Testament, in the presence of this affiant and in the presence of James L. Smith, the other subscribing witness to said instrument.

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

4. That this affiant, together with James L. Smith subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the said Eddie Lee Green, and in the presence of each other.

FILED
THIS DATE
AUG 16 1994
STEVE DUNCAN
CHANCERY CLERK
BY *Steve Duncan*

Levonne C. Ousley
SIGNATURE

EXHIBIT "B"

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

Bessie Grant
NOTARY PUBLIC

(SEAL)

MY COMMISSION EXPIRES:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES OCT. 6, 1997
BONDED THRU STEFANI NOTARY SERVICE



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day
of August, 1994, at _____ o'clock _____ M., and was duly recorded
on the August 18, 1994, Book No. 27, Page 338

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fypp D.C.

FILED

SEP 02 1994

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

BOOK 27 PAGE 340

By K. W. B.

Last Will and Testament OF

CLARENCE WALLACE BALLARD

94-430

I, CLARENCE WALLACE BALLARD, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all former wills and codicils heretofore executed by me.

ARTICLE I.

I hereby nominate and appoint my beloved wife, MAQUEDA McBROOM BALLARD, as Executrix of my Last Will and Testament, and do hereby waive the necessity of her entering any bond as Executrix, and I also waive the necessity of having MAQUEDA McBROOM BALLARD present a formal appraisal or accounting of my estate.

ARTICLE II.

In the event that MAQUEDA McBROOM BALLARD shall predecease me, or in the event that MAQUEDA McBROOM BALLARD and I die simultaneously as a result of a common disaster, I hereby nominate and appoint BARRY W. GILMER, Attorney at Law, Jackson, Mississippi, as the Executor of my Last Will and Testament, and do hereby waive the necessity of his entering any bond as Executor, and I also waive the necessity of having BARRY W. GILMER present a formal appraisal or accounting of my estate.

ARTICLE III.

I hereby will and direct that at the time of my death I be given a Christian funeral suitable to my circumstances and station in life, and that my just debts, including funeral expenses and expenses of my last illness, if any, be paid by my Executrix/Executor as soon after my death as conveniently may be done. I further direct that my Executrix/Executor pay all federal and state inheritance, succession, transfer or other death taxes which are assessed against my estate or against my

C. W. B.

beneficiary, including estate and inheritance tax as 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.

ARTICLE IV.

I devise and bequeath unto my beloved wife, MAQUEDA MCBROOM BALLARD, all of the property of which I am seized and possessed at the time of my death, both real, personal or mixed, and of whatever kind and character and wheresoever located, together with my love, warmth and affection. In making this bequest, I am not unmindful of my son, KENNETH WALLACE BALLARD, but this devise and bequest is made with the full faith and confidence in the ability of my beloved wife to care for the needs of and educate my son to whatever extent she deems appropriate.

ARTICLE V.

In the event that MAQUEDA MCBROOM BALLARD shall predecease me, or in the event that MAQUEDA MCBROOM BALLARD and I die simultaneously, I devise and bequeath all of the property of which I am seized and possessed at the time of my death, both real, personal or mixed, and whatsoever kind or character and wheresoever situated, to my beloved son, KENNETH WALLACE BALLARD.

IN WITNESS HEREOF, I have signed, published and declared this instrument as my Last Will and Testament in the City of Jackson, County of Hinds, State of Mississippi, on this 23 day of January, 1990.

Clarence Wallace Ballard
CLARENCE WALLACE BALLARD

Clarence Wallace Ballard

WITNESSES:

T. Frank Collins
T. Frank Collins

Addresses:

1440 N. STATE STREET
JACKSON, MS - 39202

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

In the Matter of the Estate of
CLARENCE WALLACE BALLARD, Deceased

CAUSE NO. 94-436

AFFIDAVIT OF SUBSCRIBING WITNESS

MADISON COUNTY, MS

FILED

SEP 02 1994

AT 900 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: K. [Signature]

STATE OF MISSISSIPPI

COUNTY OF HINDS

THIS DATE personally appeared before me the undersigned authority of law in and for the jurisdiction aforesaid, the within named T. Frank Collins, who being by me first duly sworn according to law says on oath:

1.

That this Affiant is one of the subscribing witnesses to an instrument purporting to the Last Will and Testament of Clarence Wallace Ballard, Deceased, who was personally known to the Affiant, and whose signature is affixed to the Last Will and Testament, dated the 23rd day of January, 1990, a copy of which is attached hereto.

2.

That on the 23rd day of January, 1990, the said Clarence Wallace Ballard signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this Affiant and in the presence of Kim Ludington and Ken Griffin, the other subscribing witnesses to the instrument.

3.

Clarence Wallace Ballard was then and there of sound and disposing mind and memory, and well above the age of twenty-one years.

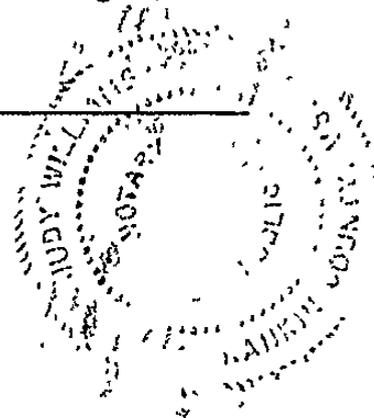
4.

That this Affiant, together with Kim Ludington and Ken Griffin, subscribed and attested said instrument as witnesses to the signature and publication thereof, as a special instance and request, and in the presence of said Clarence Wallace Ballard, and in the presence of each other.

T. Frank Collins
T. Frank Collins

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

Judy Williams
Notary Public



My Commission Expires:

My Commission Expires April 19, 1996



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 2 day of Sept., 1994, at 9:00 o'clock A M., and was duly recorded on the September 2, 1994, Book No. 27, Page 343.

STEVE DUNCAN, CHANCERY CLERK

BY: K. Caraway D.C

FILED
THIS DATE
SEP 02 1994
1:30 PM
STEVE DUNCAN
CHANCERY CLERK
BY _____

BOOK 27 PAGE 345
LAST WILL AND TESTAMENT
OF
COPELAND T. BENNETT

#94447

I, COPELAND T. BENNETT, a single person, an adult resident of Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this instrument of writing to be my Last Will and Testament, hereby revoking all former wills and codicils heretofore made by me.

ITEM I

I hereby name, nominate and appoint Yvonne Bouldin to serve as Executor of this my Last Will and Testament, and I direct that he shall not be required to enter into any bond or make a formal accounting, inventory or appraisal of my Estate to the Court.

ITEM II

I hereby direct my Executor to pay my funeral expenses, the expenses of my last illness, and all of my debts legally probated against my Estate, as soon as possible after my death.

ITEM III

I hereby give, devise and bequeath my homestead property located at 1176 Robinson Springs Road, Madison County, Mississippi, as follows:

To Yvonne Bouldin, I hereby give, devise and bequeath one (1) acre evenly off of the West side of the said property;

To Yvonne Rogers, I hereby give, devise and bequeath my residence and two (2) acres of land therewith immediately around said residence and to shape thereof to include yards and outbuildings and other areas associated with said residence;

To James Fleming, I hereby give, devise and bequeath nine (9) acres, more or less, being the remaining land and property of my homestead.

ITEM IV

I hereby give, devise and bequeath to Yvonne Bouldin, James Fleming, and Yvonne Rogers, share and share alike, all of the rest, remainder and residue of my Estate, being all of my

property, real, personal, or mixed, of whatsoever kind and wheresoever situated.

In the event that either Yvonne Bouldin, James Fleming, or Yvonne Rogers, or any of them, shall predecease me, then any gift, devise or bequest made herein to such deceased person or persons, shall lapse and their gift, devise or bequest shall be equally divided among the survivors of them who survive me at my death.

IN WITNESS WHEREOF, I have on this the 29th day of October, 1990, signed, published and declared this instrument of writing to be my Last Will and Testament in the presence of witnesses.

Copeland T. Bennett
COPELAND T. BENNETT

The foregoing instrument of writing, consisting of two typewritten pages, was signed, published and declared by COPELAND T. BENNETT, Testator, in our presence, to be his Last Will and Testament, and we, at his special instance and request, in his presence, and in the presence of each other, have subscribed our names hereto as witnesses, on this the 29th day of October, 1990.

Phillip M. Nelson
WITNESS
P.O. Box 384
Ridgeland, Ms 39158
ADDRESS

Janice D. Nelson
WITNESS
P.O. Box 384
Ridgeland, Ms 39158
ADDRESS

KIRK & NELSON
ATTORNEYS AT LAW
101 Woodgreen Place, Suite 101
MADISON, MS 39110



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 2 day of Sept, 1994, at _____ o'clock _____ M, and was duly recorded on the 8th of Sept, 1994, Book No. 27, Page 345

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp.

FILED

SEP 02 1994

AT 130 O'CLOCK P M
STEVE DUNGAN, CHANCERY CLERK

By: *K. [Signature]*

BOOK 27 PAGE 347

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE AND
LAST WILL AND TESTAMENT OF
COPELAND T. BENNETT

CAUSE NO. 94-447

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF Madison

BEFORE ME, the undersigned authority duly commissioned and acting within the jurisdiction aforesaid, this day personally came and appeared the within named Phillip M. Nelson, who after by me being first duly sworn, on his oath says that on the 29th day of October, 1990, Copeland T. Bennett published, declared and signed his Last Will and Testament in the presence of this Affiant and Janice D. Nelson, and, at his request, the Affiant and the said Janice D. Nelson signed the Last Will and Testament of witnesses in the presence of the testator and in the presence of each other. Affiant further says that to the best of his information, knowledge and belief, the said Copeland T. Bennett was above the age of eighteen years and of sound and disposing mind and memory at the time he executed the said instrument.

Phillip M. Nelson

PHILLIP M. NELSON

SWORN TO and subscribed before me, on this the 31st
day of August, 1994.

Amy Jones
NOTARY PUBLIC

My Commission Expires:

November 7, 1997



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this and day
of Sept, 1994, at 1:30 o'clock P M., and was duly recorded
on the September 8, 1994, Book No. 27, Page 347.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trapp D.C.

BOOK 27 PAGE 349

Last Will and Testament

OF

ELDRED LEE DEAR

#94-441

FILED

THIS DATE

10:30 AM

SEP 09 1994

STEVE DUNCAN

CHANCERY CLERK

By: [Signature]

I, ELDRED LEE DEAR, an adult resident of Madison County, Mississippi, make this my Will and revoke all prior Wills and codicils.

ITEM I.

I appoint my wife, ALICE PIKE DEAR, as Executrix of my Estate under this Will. When used throughout this Will, unless otherwise stated, the terms "Executor", "Co-Executors" and "Executrix" may be used interchangeably and shall apply to whomever may be serving as personal representative of my estate.

ITEM II.

My wife's name is ALICE PIKE DEAR, and she is herein referred to as my "wife".

I have three (3) children now living, all of whom are adults and all of whom are adopted, as follows: GLEN FRANKLIN DEAR, LISA DEAR BROWN, and DALE LAMAR DEAR. All references in this Will to my "children", "issue", "descendants", and words of like import, shall include my three (3) named children.

ITEM III.

My Executor shall pay all funeral expenses, costs of administration including ancillary, costs of safeguarding and delivering bequests, and other proper charges against my estate.

In the event that 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 be charged to or paid from my estate,

[Handwritten mark]

but that the devisee, legatee, joint owner taking by survivorship or beneficiary shall take such property or interest in property subject to all encumbrances existing at the time of my death.

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 IV.

I direct that all estate and inheritance taxes and other taxes in the general nature thereof, together with any interest and penalty thereon, which shall become payable upon or by reason of my death with respect to any property passing by or under the terms of this Will or any codicil to it hereafter executed by me, or with respect to the proceeds of any policy or policies of insurance on my life, or with respect to any other property included in my gross estate for the purposes of such taxes, shall be paid by my Executor out of the principal of my residuary estate.

ITEM V.

I give and bequeath my automobiles, household furniture, furnishings, ornamental decorations, silver, china, pictures, linen, glassware, clothing, books, jewelry, sport equipment and other personal effects to my wife, if she survives me, or if she does not survive me, I direct my Executor to divide all such property into two (2) parts, the first of which shall contain so much of such property as my Executor shall determine that I would wish to have preserved for my children, and the second of which shall contain the balance of such property. I give the first of such parts to my children share and share alike, per stirpes, to be divided among them as they may agree, or in the absence of such agreement, or if any of said legatees is a minor, as my Executor shall determine. I direct my Executor to dispose of the second portion of such property by sale or

BOOK 27 PAGE 350

to

otherwise as he shall determine. The proceeds of any such sale shall form part of my residuary estate. Any determination or division of property made or other action taken by my Executor pursuant to the provisions of this Item shall be conclusive upon all persons interested in my estate.

ITEM VI.

I give and bequeath all of my shares of the common stock of Gamma Enterprises, Inc., if owned by me at the time of my death, to my son, GLEN FRANKLIN DEAR, if he survives me. If my said son fails to survive me, then I give and bequeath the said stock to my wife, if she survives me. If my wife shall also fail to survive me, then I give and bequeath such stock to the Trustee of the ELDRED LEE DEAR CHILDREN'S TRUST to be added to and made a part of the trust for the benefit of the children of my son, GLEN FRANKLIN DEAR. This gift and bequest shall not affect the share that my said son or his issue would otherwise have in the portion of my estate passing under Item VIII of this Will.

ITEM VII.

I give, devise and bequeath all the rest, residue and remainder of my estate, of whatsoever kind and wheresoever situated, to my wife, provided my wife shall survive me by six (6) months.

ITEM VIII.

If any assets of my estate have not been disposed of (whether because of the failure of my wife to survive me for a period of six (6) months or otherwise), then I give, devise and bequeath such assets to my son, GLEN FRANKLIN DEAR, as Trustee, under the terms set forth, for the benefit of my children and/or my children's descendants.

A. The Trustee shall divide this trust into separate trusts, one for each of my then living children and one trust for the then living descendants, collectively, of each deceased child of mine. The Trustee shall hold, administer and distribute the funds of each trust under the following provisions:

(1) If my son, GLEN FRANKLIN DEAR, survives me, the Trustee shall immediately distribute to him all of his trust estate.

(2) The Trustee shall distribute among or pay to or for the benefit of the remaining beneficiary or beneficiaries of each trust (but not necessarily in equal shares) as much of the net income as the Trustee deems advisable for the beneficiary or beneficiaries' health, support, education and maintenance. Any income not distributed shall be retained and added to principal.

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

(4) As and when each of my remaining children attains age thirty (30) years, the Trustee shall distribute to that child one-third (1/3) of that child's trust estate at that date. Thereafter, when each of my remaining children attains age thirty-five (35) years, the Trustee shall distribute to that child one-half (1/2) of the balance of that child's trust estate. Thereafter, when each of my remaining children attains age forty (40) years, the Trustee shall distribute to that child the remainder of that child's trust estate.

The assets of a trust for surviving issue of a deceased child of mine, including the issue of GLEN FRANKLIN DEAR if he predeceases me, shall be distributed to such issue, in equal shares, when the youngest attains the age of twenty-one (21) years.

Upon distribution of the entire trust estate to the beneficiaries, the trust shall terminate.

Notwithstanding the foregoing provisions, the Trustee shall permit the beneficiary of each trust to elect, by written direction to the Trustee, at the time all or any portion of his or her trust is to be distributed to such beneficiary, to have such property remain in trust under the terms and provisions hereof for the balance of his or her life or until such time as he or she shall request that the trust principal, accumulated income or income, or any part thereof, be distributed to such beneficiary outright. In addition, the beneficiary may voluntarily convey other property owned by him or her to his or her trust, to be held and administered as a part of such trust continued herein. In the event of the death of a child (or surviving issue of a deceased child) during the period in which the trust is so continued, the Trustee shall make immediate distribution of that beneficiary's trust assets to his or her estate.

(5) In the event of death of any of my children after division of this trust into separate trusts and prior to receipt by that child of his or her entire trust estate, the balance in that trust of my deceased child shall be retained for the benefit of my deceased child's then living issue. The net income and principal shall be distributed among such surviving issue as the Trustee determines in accordance with the directions and standards previously set forth in this subparagraph A. If at the death of a child of mine, he or she leaves no surviving issue, that deceased child's trust estate shall be distributed to the other trust or trusts created herein to be administered and disposed of in accordance with the provisions of that trust or be distributed outright to a beneficiary who had

previously reached the age to have received a distribution of his or her trust estate.

B. In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, the assets shall be distributed to and among my heirs at law in accordance with the laws of intestacy as then in effect in the State of Mississippi.

C. In determining the meaning of the words "descendants" and "surviving issue" for the purposes of this Will, adopted children of any person shall be treated as though they were natural born children of that person.

D. This trust shall be designated and known as the "ELDRED LEE DEAR CHILDREN'S TRUST".

ITEM IX.

In dividing the principal of the trusts established under the provisions of this Will into parts or shares and in making distributions thereof, the Trustee is authorized and empowered in the Trustee's sole discretion to make division or distribution partially in kind and partially in money and may distribute partial or undivided interests in assets. For such purposes the assets of this trust shall be valued on the day of distribution or division, as the case may be. The judgment of the Trustee concerning values for the purpose of such division or distribution of the property or securities shall be binding and conclusive on all parties interested therein.

ITEM X.

In making payments or distributions from any trust created under this Will for beneficiaries, and in making distributions of all or any part of my estate to beneficiaries, and especially where the beneficiaries are minors, or incapable of transacting business due to illness, the Trustee and/or Executor, in the Trustee's and/or Executor's discretion, shall not require the appointment of a guardian, but shall be authorized to make payments and distributions either (a) directly to the beneficiary, (b) to the legal or natural guardian of the

beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, or (d) by applying the payments for the benefit of the beneficiary by paying expenses directly. I direct that the guardian or such other person having custody of such beneficiary shall not be required to furnish any bond or security. To the extent possible, I direct that all accountings, inventories and the like ordinarily required of a guardian shall not be required of such guardian or other person having custody of such beneficiary. In any event the Trustee and/or Executor shall require such reports and take such steps as the Trustee and/or Executor deems requisite to assure and enforce the application of such payments for the exclusive benefit of the beneficiary.

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

ITEM XI.

Notwithstanding any provision herein to the contrary, the interest of every beneficiary shall vest within the period prescribed by the Rule against Perpetuities or any statute pertaining thereto. Upon such vesting any trust property then held by the Trustee shall be paid over forthwith, free and clear of any trust, to the current income beneficiary or beneficiaries of such trust property (or to his or her legal guardian or other personal representative) as though each such current income beneficiary had reached the age at which final distribution to him or her were required pursuant to the provisions hereof. If at the time of the vesting of an interest the beneficiary shall be a minor, the Trustee shall continue to hold his or her trust estate in trust for his or her benefit, distributing income and principal as the Trustee deems advisable, until such beneficiary

shall attain twenty-one (21) years of age at which time the Trustee shall pay over to that beneficiary his or her entire trust estate.

ITEM XII.

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 any trust outright to a person who is a minor, the Trustee is directed to continue to hold the share of the minor in trust for the minor's benefit until 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 the minor as the Trustee in the Trustee's discretion deems necessary to provide for the proper health, support, education and maintenance of the minor.

ITEM XIII.

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, I authorize the Trustee, in the Trustee's discretion, to request of my Executor, in which case my Executor shall comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the trust. These payments shall be an amount which in the judgment of the Trustee and the Executor jointly equals the income which the beneficiaries would receive from the trust had it been established.

ITEM XIV.

The Trustee shall not be required to enter into any bond as Trustee nor shall he be required to return to any court any periodic formal accounting of his administration of the said trusts, but said Trustee shall render annual accounts to the natural or legal guardian of the beneficiaries of such trusts until said beneficiaries attain age twenty-one (21), at which

time and from then on the Trustee shall render annual accounts to the beneficiary. No persons paying money or delivering property to the Trustee shall be required to see to its application.

The Trustee of any trust created in this Will may resign at any time by giving written notice to the beneficiaries specifying the effective date of resignation. The notice may be sent by personal delivery or by registered mail. In the event of the resignation or death of the Trustee, or in the event he is or becomes unable or unwilling to serve as Trustee, then I appoint my sister-in-law, SUSAN CAROL STOUT, as successor Trustee. If she also is or becomes unable or unwilling to serve then such appointment shall be made by the Court having jurisdiction of my estate upon petition brought by the income beneficiaries or guardian of minor beneficiaries of the trust as of the date of resignation or inability to continue to serve. Any resignation shall become effective upon the qualification of the successor Trustee and submission of a full accounting by the Trustee being replaced. Any successor Trustee shall be vested with all the rights, powers, duties and discretions conferred upon the original Trustee.

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 XV.

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

- A. To permit trust funds to remain temporarily uninvested, or to place such funds on time deposit in a savings

to

account or certificates of deposit in any bank or federally insured savings and loan association.

B. To receive 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.

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

E. To receive and retain all types of property and especially to receive and retain shares of stock in closely held corporations and non-income 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.

F. To sell, transfer, convey, mortgage, lease and dispose of the trust property upon such terms and in such manner and for such amounts 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 any trust hereunder.

G. To deal with, purchase assets from, or make loans to, the fiduciary of any trust made by me or any member of my

to

family or a trust or estate in which any beneficiary under this Will has an interest, though a Trustee hereunder is such fiduciary.

H. To transfer the situs of any trust property to any other jurisdiction as often as the Trustee deems it advantageous to the trust, appointing a substitute Trustee to itself to act with respect thereto; and in connection therewith, to delegate to the substitute Trustee any or all of the powers given to the Trustee, which may elect to act as advisor to the substitute Trustee, and shall receive reasonable compensation for so acting; and to remove any acting substitute Trustee and appoint another, or reappoint itself, at will.

I. To terminate the trust if its fair market value declines to the size which makes the continued retention of its principal in trust uneconomical, imprudent or unwise; if this power is exercised, all the trust's remaining principal and accrued or undistributed income shall be distributed to the persons then entitled to receive or have the benefit of the income therefrom; however, if there are two or more beneficiaries, that principal and income shall be distributed to or among those beneficiaries with the same discretion which is granted in this trust to distribute the trust principal.

ITEM XVI.

The Trustee may, and is hereby authorized to, pay himself fair and just compensation out of the trust estate for his services hereunder. The Trustee shall be reimbursed out of the trust estate for any advances made by him and for all reasonable expenses incurred in the management and protection of the trust estate, and for the employment of any agents, attorneys, accountants, and investment analysts and the like engaged by him for the protection and administration of the trust estate.

The Trustee shall not be liable for any loss to the trust estate occasioned by his acts in good faith, and in any event shall be liable only for his own willful negligence or

default, and not for honest errors in judgment or for interest on uninvested funds. Any individual serving as Trustee, in his discretion, may purchase an errors and omissions insurance policy covering him as Trustee, in such amount as Trustee may in his sole judgment deem advisable.

ITEM XVII.

The Trustee of the trusts created herein shall not be required to make physical division of the trust property, except when necessary for the purposes of distribution, but may, in his discretion, keep the trusts in one or more consolidated funds, and as to each consolidated fund the division into the various shares comprising such fund need be made only on the Trustee's books of account, in which each trust shall be allotted its proportional part of the principal and income of the fund and charged with its proportionate part of expenses thereof.

ITEM XVIII.

Except to the extent fundamentally inconsistent with the provisions of this my Will and my estate plan, I hereby authorize my Executor to renounce, in whole or in part, any devise or legacy or any interest in any trust provided for my benefit under the Will of any person or under any trust instrument at any time within nine months after the date of the transfer which created an interest in me.

In addition to any renunciation rights conferred by law, I hereby authorize any person at any time within nine months after the date of my death to renounce in whole or in part any interest, benefit, right, privilege or power granted to such person by this my Will. Any such renunciation shall be made by duly acknowledged written instrument executed by such person or his or her conservator, guardian, committee, executor or administrator, delivered to my Executor and filed in the court having jurisdiction over this my Will.

ITEM XIX.

In the event my Executrix is or becomes unable or unwilling to serve, I appoint my son, GLEN FRANKLIN DEAR, to

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

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

My Executor shall not be required to reduce any of my personal or real property to cash during the administration of my estate. My Executor may sell as much of my property, both real or personal, as is necessary to obtain cash to pay taxes, debts and administration expenses of my estate. Such sale may be made without notice and without seeking approval of any court. After the payment of the debts, taxes and expenses, my Executor is authorized to make distributions to beneficiaries in cash, in kind, or in a combination of each.

Furthermore, in addition to or as an alternative to the sale of property, I specifically authorize my Executor to borrow such funds as may be necessary to pay my debts and administration expenses and taxes of my estate and to pledge such of my property, real or personal, as may be necessary to secure such loan; provided, however, that my Executor shall not pledge any property specifically devised or bequeathed. My Executor shall not be required to pay or otherwise satisfy such loan prior to the closing of my estate and the discharge of my Executor, but

may distribute such property at its value net of such loan in satisfaction of any bequest herein.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 28TH day of JUNE, 1986.

Eldred Lee Dear
ELDRED LEE DEAR

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

James M Newman 5355 Suffolk Dr.
Jackson, Miss 39211
Address
Eva H Newman 5355 Suffolk Dr.
Jackson, Miss 39211
Address



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of Sept., 1994, at 10:40 o'clock A.M., and was duly recorded on the September 9, 1994, Book No. 27, Page 349.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE

OF

CIVIL ACTION FILE

ELDRED LEE DEAR, DECEASED

NO 94-44

FILED
THIS DATE
10:30 AM
SEP 09 1994

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

STEVE DUNCAN
CHANCERY CLERK
By [Signature]

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

That affiant, JAMES M. NEWMAN, was one of the subscribing witnesses to a certain instrument of writing purporting to the Last Will and Testament of **ELDRED LEE DEAR**, and affiant states that the said **ELDRED LEE DEAR**, signed, published and declared said instrument as his Last Will and Testament on the 28th day of June, 1986, the date of said instrument in the presence of this deponent and in the presence of Eva H. Newman, the other subscribing witness thereto, and that said Testator was then of sound and disposing mind and memory and more than twenty-one (21) years of age, and this deponent and Eva H. Newman subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said Testator and in the presence of said Testator and in the presence of each other on the

day and year of the date of said instrument.

James M. Newman
JAMES M. NEWMAN

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

Carol A. Halbert
NOTARY PUBLIC

My Commission Expires:

My Commission Expires February 11, 1995



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of Sept, 1994, at 10:40 o'clock A M., and was duly recorded on the September 9, 1994, Book No. 27, Page 363.

STEVE DUNCAN, CHANCERY CLERK

BY: K. Gregory D.C.

Last Will and Testament

OF P. 3603

GEORGE EDWARD COPELAND

FILED

FEB - 8 1984

PETE MCGEE, Chancery Clerk
of Jackson, Mississippi, D.C.
By *[Signature]*

I, George Edward Copeland, a resident citizen of Hinds County, Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, publish and declare this my Last Will and Testament and by this act I do hereby revoke all wills and codicils to wills heretofore made by me.

I. PAYMENT OF DEBTS

I hereby direct that all of my just debts which may be probated, registered and allowed against my estate, my funeral expenses and the expenses of my last illness first be paid from the properties of my estate as soon as may be reasonably convenient after my death. This provision of my will shall not be construed as creating a trust for the benefit of my creditors.

II. BEQUEST OF PERSONAL EFFECTS

I hereby give and bequeath to my wife, Wanda Sanders Copeland, if she survives me, all of my right, title and interest in and to all household goods, books, clothing, furniture and other personal affects located in our residence in Hinds County, Mississippi, and any automobiles which I may own at the time of my death other than those automobiles used in my business or by my employees, it being my intention that she shall receive the automobile which I personally use at the date of my death and the automobile which she personally uses at that date if it should be my property. In the event she fails to survive me, then I give and bequeath to

[Signature]
GEORGE EDWARD COPELAND

MADISON COUNTY, MS

FILED

SEP 09 1994

AT 11:15 O'CLOCK A. M
STEVE DUNCAN, CHANCERY CLERK

By: *[Signature]*, D.C.

my children who survive me in equal shares all of the items of property described in this Article II of my Last Will and Testament.

III. PROVISION FOR CHILDREN

I hereby give, devise and bequeath unto my children who survive me, in equal shares, that portion of the properties of my estate which total in value as follows:

In the event of my death between this date and 12:00 midnight, December 31, 1982, the sum of \$225,000.00;

In the event of my death between January 1, 1983, and 12:00 midnight, December 31, 1983, the sum of \$275,000.00;

In the event of my death between January 1, 1984, and 12:00 midnight, December 31, 1984, the sum of \$325,000.00;

In the event of my death on or after January 1, 1985, the sum of \$400,000.00.

In making the determination of properties to be used for satisfaction of this devise and bequest be Executrix shall use values as finally determined for my United States Estate Tax purposes. If it is possible to do so I direct that in satisfaction of this devise and bequest of property my Executrix shall distribute to my sons, Greg Copeland and George Copeland, Jr., in equal shares that certain realty owned by me know as Millwood property situate in Humphreys County, Mississippi.

IV. PROVISION FOR WIFE

I hereby give, devise and bequeath fifty percent (50%) of the remainder of my estate, whether real, personal or mixed property, whether held in possession or in expectancy, and wheresoever situated, unto my wife, Wanda Sanders Copeland.


GEORGE EDWARD COPELAND

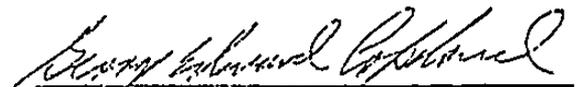
V. DEVISE AND BEQUEST OF REMAINDER

I hereby give, devise and bequeath unto the Deposit Guaranty National Bank, Jackson, Mississippi, all of the remainder of my estate of whatever kind and character, whether real, personal or mixed property, wheresoever situated, and whether held in possession or expectancy, in trust, nevertheless, for the uses and purposes and under the terms and conditions hereinafter set forth.

1. The Trustee shall receive, hold, manage and invest and in its discretion sell and reinvest the property comprising the income and corpus of this trust and at the end of each quarter year, or as soon thereafter as practical, distribute all the income thereof to or for the benefit of my wife, Wanda Sanders Copeland. The income of this trust may be distributed at more frequent intervals at the discretion of the income beneficiary.

2. The trustee may also pay to my wife such sums from the principal of this trust as the trustee, in its sole discretion, deems necessary or advisable from time to time for her health and maintenance in reasonable comfort, and for the health, support and reasonable comfort and education of any child of mine who may be dependent upon her, considering the income of each of them from all sources known to the trustee.

3. Upon the death of my wife the principal and any accrued and undistributed income of this trust shall be distributed to or paid over to such appointee or appointees (including the estate of my wife) with such powers and in such manner and proportions as she may appoint by her Last Will and Testament, making specific reference therein to


GEORGE EDWARD COPELAND

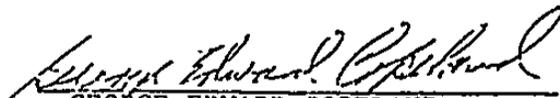
this power of appointment. Upon failure of my wife to exercise this power of appointment in her Last Will and Testament, then at her death all of the remaining properties of this trust shall be distributed to my children or their issue in equal shares, per stirpes and not per capita.

4. In the administration of this trust, the trustee shall have all of those rights, powers and immunities as are set forth under the Uniform Trustees' Powers Act as it presently exists, or as it may hereafter be amended to provide, in the State of Mississippi.

5. The trustee shall render an account of its receipts and disbursements and a statement of assets at least annually to my wife. The trustee shall be reimbursed for all reasonable expense incurred in the management and protection of the trust and shall receive reasonable compensation for its services in accordance with its schedule of fees in effect from time to time. No accounting shall be required by any court at any time of the administration of this trust.

6. The trustee shall serve without bond. It may resign at any time, or be removed by the income beneficiary at any time, in which event a successor trustee shall be appointed by the court in which this Last Will and Testament is probated. Any successor trustee shall have all those rights, powers and immunities as are herein granted to the original trustee.

7. No beneficiary hereunder, whether income or remainder, shall anticipate, alienate, or in any other manner assign, pledge or promise any part of the corpus or income of this trust, and no part of the properties of this trust shall be reached by or subject to any legal, equitable or other


GEORGE EDWARD COPELAND

process, including any proceeding in bankruptcy, or be subject to the interference or control of creditors or others in any way or manner, and all payments to or for the interest of any female beneficiary shall be free from the control of her husband

8. No person paying money to or delivering property to this trust shall be required to see to its application. The trustee may invest the properties of the trust in such properties as it may, in its discretion, determine to be advisable, notwithstanding that such investments may not be permitted by state law for trusts, and specifically the trustee may invest in common trust funds which it maintains.

VI. APPOINTMENT OF EXECUTOR

I name, nominate, constitute and appoint my wife, Wanda Sanders Copeland, to be the Executrix of this my Last Will and Testament, and in the event of her refusal or failure to serve in this capacity for any reason whatsoever, then I hereby appoint my sons, George E. Copeland, Jr., and Charles G. Copeland, to serve as Co-Executors of this my Last Will and Testament. In the event that at either of my sons herein named as Co-Executors shall decline to serve, predecease me, or for any reason be unable or unwilling to serve, then I nominate and appoint my other son to serve individually as Executor. In any event I direct that my Executor or Co-Executors shall not be required to give any bond and I hereby waive the necessity of having a formal appraisal made of the properties of my estate.

VII. COMMON DISASTER CLAUSE

In the event that both my wife, Wanda Sanders Copeland, and I should die in a common accident or under such circum-


GEORGE EDWARD COPELAND

stances that it cannot be determined which of survived the other, I hereby direct that she shall be presumed to have survived me and my Last Will and Testament, including all of its provisions, shall be construed upon that presumption.

VIII. ACCOUNTING WORK OF MY ESTATE

My friend, Larry E. Goddard, Certified Public Accountant, is familiar with all of my business affairs having handled all of my accounting and tax work for many years. For this reason I direct that my Executrix employ him to handle all accounting and tax work for my estate and to pay him reasonable compensation therefor.

IN WITNESS WHEREOF I have hereunto affixed my hand to this my Last Will and Testament in the presence of Lynn Deason and James P. Knight, Jr., whom I have requested to act as subscribing witnesses hereto on this 28th day of May, 1982.

George Edward Copeland
 GEORGE EDWARD COPELAND

SUBSCRIBING WITNESSES:

ADDRESSES:

James P. Knight, Jr.

Lynn Deason

1909 Springridge Drive
Jackson, Mississippi

327 Ridgeland Ave.
Ridgeland, Mississippi

We, each of the subscribing witnesses to the foregoing Last Will and Testament of George Edward Copeland, do hereby certify that the said George Edward Copeland declared this instrument to be his Last Will and Testament to us, that he affixed his signature thereto in our presence, that each of us has affixed his signature thereto in his presence and in the presence of each other, and that on this occasion the said George Edward Copeland was of sound and disposing mind and memory.

WITNESS our signatures this 28th day of May, 1982.

James P. Knight, Jr.

Lynn Deason

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

FILED

FEB - 8 1984

IN THE MATTER OF THE LAST WILL AND TESTAMENT OF GEORGE EDWARD COPELAND, SR., DECEASED

Chancery Clerk
By Pete M. Galt No. P-3603

AFFIDAVIT OF ATTESTING WITNESS

STATE OF MISSISSIPPI)
COUNTY OF HINDS)

Personally came and appeared before me, the undersigned Notary Public in and for the state and county aforesaid, JAMES P. KNIGHT, JR., who, stated on his oath the following:

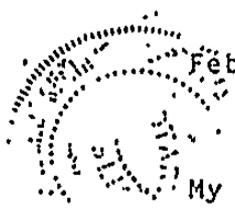
That he was an attesting witness to the execution by GEORGE EDWARD COPELAND of that certain instrument to which this Affidavit is attached, said instrument dated May 28, 1982, consisting of six typewritten pages, and purporting to be the true Last Will and Testament of GEORGE EDWARD COPELAND.

Affiant further states that on the 28th day of May, 1982, the said GEORGE EDWARD COPELAND signed, published and declared the said instrument to be his Last Will and Testament in Affiant's presence and that this Affiant, at the special instance and request of the said GEORGE EDWARD COPELAND and in his presence and in the presence of Lynn Deason, subscribed his name thereto as an attesting witness; that at the time of the execution of said instrument in the manner aforesaid, the said GEORGE EDWARD COPELAND was of sound and disposing mind and memory, was above the age of twenty-one years, and was a resident of the First Judicial District of Hinds County, Mississippi.

James P. Knight, Jr.
JAMES P. KNIGHT, JR.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 2nd day of February, 1984.

Linda R. Smith
NOTARY PUBLIC



My Commission Expires: 7-23-86
(SEAL)

EXHIBIT "B"

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

FILED

FEB - 8 1984

IN THE MATTER OF THE LAST WILL AND TESTAMENT OF GEORGE EDWARD COPELAND, SR., DECEASED. Notary Clerk No. P-3603

By *[Signature]*

AFFIDAVIT OF ATTESTING WITNESS

STATE OF MISSISSIPPI)
COUNTY OF HINDS)

Personally came and appeared before me, the undersigned Notary Public in and for the state and county aforesaid, LYNN DEASON, who, stated on her oath the following:

That she was an attesting witness to the execution by GEORGE EDWARD COPELAND of that certain instrument to which this Affidavit is attached, said instrument dated May 28, 1982, consisting of six typewritten pages, and purporting to be the true Last Will and Testament of GEORGE EDWARD COPELAND.

Affiant further states that on the 28th day of May, 1982, the said GEORGE EDWARD COPELAND signed, published and declared the said instrument to be his Last Will and Testament in Affiant's presence and that this Affiant, at the special instance and request of the said GEORGE EDWARD COPELAND and in his presence and in the presence of James P. Knight, Jr., subscribed her name thereto as an attesting witness; that at the time of the execution of said instrument in the manner aforesaid, the said GEORGE EDWARD COPELAND was of sound and disposing mind and memory, was above the age of twenty-one years, and was a resident of the First Judicial District of Hinds County, Mississippi.

Lynn Deason
LYNN DEASON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 2nd day of February, 1984.

Ronda R. Smith
NOTARY PUBLIC

My Commission Expires: 7-23-86
(SEAL)

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 73, Page 31



Given under my hand and official seal of office this the 23rd day of August, 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 9th day of September, 1994 at 11:15 o'clock A. M., and was duly recorded on the 9th day of September, 1994, Book No. 27, Page 365.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Tripp D.C.

SEP 09 1994

BOOK 27 PAGE 374

AT 11 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By: Karen Sipp, DC

Last Will and Testament

IN THE NAME OF GOD, AMEN:

I, JUDSON GLYNN DEFOORE, resident citizen of Madison County, Mississippi, being over the age of eighteen years and of sound and disposing mind and memory, hereby make, declare and publish this instrument of writing to be my Last Will and Testament, and hereby revoke any and all other Wills that may have heretofore been made by me.

ITEM I.

I, JUDSON GLYNN DEFOORE, hereby direct that all the just bills which may be probated against my estate shall be paid first by my executor from the assets of my estate.

ITEM II.

I, JUDSON GLYNN DEFOORE, do hereby will, devise and bequeath all of my property, real, personal or mixed, whereby same may be situated or located to my wife, MYRTLE COMEAUX DEFOORE.

ITEM III.

In the event that my wife should predecease me, I direct that all of the real and personal property which I own and which may readily be converted to cash be so converted. I thereafter will, devise and bequeath my estate as follows: one-sixth of my estate to my daughter ANN DEFOORE, one-sixth of my estate to my daughter, LYNN DEFOORE COX, one-sixth of my estate to my daughter, KIM DEFOORE ROWLEN; one-sixth of my estate to the children of ANN DEFOORE, share and share alike; one-sixth of my estate to the children of LYNN DEFOORE COX, share and share alike; one-sixth of my estate to the children of KIM DEFOORE ROWLEN, share and share alike. In the event that my daughter, ANN DEFOORE, has no children at the time of my death, I direct that the one-sixth interest which would have passed to her child or children, pass directly to her.

ITEM IV.

In the event that any of my grandchildren are under the age of twenty-one (21) years at the time of my death, I direct that that portion of my estate to which said child or children would be

entitled be placed in a private trust bearing the name of said child and that the mother of said child be appointed as trustee. It is my desire that the assets of this trust be prudently and wisely invested in safe and secure investments.

ITEM V.

I, JUDSON GLYNN DEFOORE, do hereby nominate, constitute and appoint MYRTLE COMEAUX DEFOORE, to serve as the Executor of my Last Will and Testament. She is to serve without the necessity of giving bond, accounting or inventory to the Court. In the event that my wife is unable to serve as Executor or has predeceased me, I nominate, constitute and appoint as alternate executrix, my daughter, LYNN DEFOORE COX. She is to serve without the necessity of giving bond, accounting or inventory to the Court.

IN WITNESS WHEREOF, I have hereunto subscribed my name in the presence of the witnesses whom I have requested to become attesting witnesses this, the 13 day of ~~March~~ ^{April}, 1992

Judson Glynn Defoore
JUDSON GLYNN DEFOORE

WITNESS:

Renee W Rice
R Dennis Legate

ADDRESS:

1240 E. Countyline Rd
Ridgeland MS 39157
1240 E. Countyline Rd
Ridgeland MS 39157

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned duly commissioned and qualified Notary Public, acting within and for the said State and County, *Renee W. Rice* of *Ridgeland, Mississippi* and *R Dennis Legate* of *Ridgeland, Mississippi*, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who, after being duly sworn, say on oath that on the *13th* day of ~~March~~ ^{April}, 1992 JUDSON GLYNN DEFOORE in their presence, signed his name hereto and in their presence declared the same to be his Last Will and

Testament; that at his request, and in his presence and in the presence of each other, the said affiants subscribed their names as witnesses to its execution and publication; that the same JUDSON GLYNN DEFOORE on the said 13th day of ^{April} ~~March~~, 1992, was over the age of eighteen (18) years of age and was of sound and disposing mind and memory.

John W. Avey
Dennis Hegate

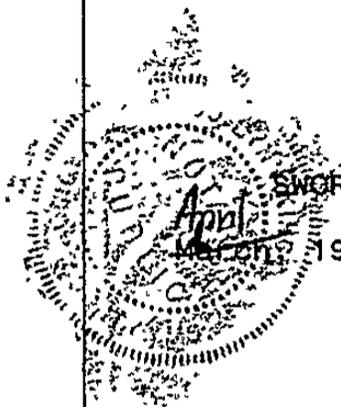
ATTESTING WITNESSES

SWORN TO AND SUBSCRIBED BEFORE ME, this, the 13th day of ^{April} ~~March~~, 1992.

[Signature]
NOTARY PUBLIC

My commission expires:

My Commission Expires April 28, 1992



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of September, 1994, at 1:11 o'clock P. M., and was duly recorded on the 9th day of September, 1994, Book No. 27, Page 374.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fupp D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
JUDSON GLYNN DEFOORE

CAUSE NO. 94-456
MADISON COUNTY, MS

FILED

SEP 09 1994

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, the within named RENEE W. RICE, one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of JUDSON GLYNN DEFOORE, deceased, late of Madison County, Mississippi, who having been first duly sworn, makes oath and says that the said JUDSON GLYNN DEFOORE, signed, published and declared said instrument as his Last Will and Testament on the 13th day of April, 1992, in the presence of this affiant and R. Dennis Legate, the other subscribing witness to said Last Will and Testament; that the said Testator was then of sound and disposing mind and memory and was of the age of twenty-one years and upwards; that affiant and R. Dennis Legate subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request of said Testator and in the presence of said Testator and in the presence of each other.

Renee W. Rice

RENEE W. RICE

SWORN TO AND SUBSCRIBED BEFORE ME, this, the 9th day of September 1994.

Karen Ellen Jupp
Notary Public

My Commission Expires:

My Commission Expires Oct. 28, 1996



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of September, 1994, at _____ o'clock P. M., and was duly recorded on the 9th day of September, 1994, Book No. 27, Page 377.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* D.C.



CLARENCE COUNTY, MS

FILED

JUN 02 1994

BOOK # ~~27~~ 278

LAST WILL AND TESTAMENT
OF
EUGENE F. ANDERSON

AT 10:35 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp, DC

I, EUGENE F. ANDERSON, of Louisville, Kentucky, being of sound mind and disposing memory, do hereby make, publish and declare this my Last Will and Testament, hereby revoking all former Wills by me made.

ARTICLE I

I direct that all my funeral expenses and the costs of administration be paid out of my personal estate as soon as practicable after my death.

ARTICLE II

All my property, wherever located and whatever nature, I bequeath and devise to THADDIS CARROLL of Sharon, Mississippi if he be living at the time of my death. I intentionally make no provision for any other relatives or heirs at law and expressly exclude them from participation in my estate. Should Thaddis Carroll predecease me, I leave my property wherever located and of whatever nature to ANNA L. CARROLL of Sharon, Mississippi.

ARTICLE III

I appoint THADDIS CARROLL as Executor of this my Last Will and Testament. In the event he is unable or unwilling to qualify as such, then I appoint ANNA L. CARROLL, as substitute Executrix. I further direct that either may serve without the requirement of giving surety on bond.

ARTICLE IV

I direct that my Executor or substitute Executrix shall have the authority to settle or compromise any claim against the estate, to sell or dispose of any property or asset, real or personal, at such price and upon such terms as she shall deem best, without the necessity of Court Order therefore, and to execute all necessary instruments heretofore.

Further, my Executor or substitute Executrix is authorized to retain and continue to keep invested my estate, or any portion thereof, in the securities, or in the properties, or in the manner in which it may exist, or be invested at the time of my death, and he shall have power to invest and reinvest such of the estate as he deems advisable, in his discretion, to be for the best interest of the estate and the heir hereunder, as the case may be, all without necessity of Order of the Court.

The foregoing powers of the Executor or substitute Executrix are by way of example and are not intended to limit or impair the right or ability of the Executor or substitute Executrix to deal with the estate as they deem best.

Eugene

BOOK 27 PAGE 380

My commission expires: 2/9/96

Patricia M. Bauer

NOTARY PUBLIC, STATE AT LARGE
KENTUCKY

THIS INSTRUMENT PREPARED BY:

David R. Deatruck, Jr.
DAVID R. DEATRICK, JR.
ATTORNEY AT LAW
Suite 200, 304 W. Liberty St.
Louisville, KY 40202
(502) 583-2831



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 2nd day of June, 1994, at 10:35 o'clock A M., and was duly recorded on the 12th day of September, 1994, Book No. 27, Page 378.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* D.C.

Steve Duncan

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
EUGENE F. ANDERSON, DECEASED

CIVIL ACTION FILE NO. 94-242

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF COMMONWEALTH OF KENTUCKY

COUNTY OF JEFFERSON

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

1. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Eugene F. Anderson, deceased, who was personally known to the affiant, and who signature is affixed to said Last Will and Testament is dated the 14th day of December, 1992.

2. That on the 14th day of December, 1992, the said Eugene F. Anderson published and declared said instrument of writing to be her Last Will and Testament, in the presence of this affiant and in the presence of Sherryl Heim and Charles L. Cunningham, Jr., the other subscribing witnesses to said instrument.

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

4. That this affiant, together with Sherryl Heim and Charles Cunningham, Jr. subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the said Eugene F. Anderson, and in the presence of each other.

MADISON COUNTY, MS
FILED

SEP 12 1994

AT 11:25 O'CLOCK A. M
STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp, D.C.

David R. Deatruck
SIGNATURE

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

[Signature]
NOTARY PUBLIC



(SEAL)

MY COMMISSION EXPIRES:
5/21/95



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12 day
of September, 1994, at 11:25 o'clock A. M., and was duly recorded
on the 12th day of September, 1994, Book No 27, Page 381.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fipp D.C.

BOOK 27 PAGE 383
LAST WILL AND TESTAMENT
OF
CHARLOTTE BARNES SCHULTZ

MADISON COUNTY, MS

FILED

SEP 16 1994

AT 10:13 O'CLOCK A. M.
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Tripp, D.C.*

I, CHARLOTTE BARNES SCHULTZ, 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 heretofore made by me.

I.

I name, constitute and appoint Alton Barnes Summerlin, my sister, as Executrix of this, my Last Will and Testament, and direct that she 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. Should my said sister, Alton Barnes Summerlin, predecease me or refuse or be unable to serve as Executrix hereunder, I name, constitute and appoint my niece, Anne Perry Mansell, as Executrix, also without bond and waiving the necessity of appraisal, inventory or accounting.

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 real estate owned by me at the time of my death including, but not limited to my residence, farm land and mineral rights unto Alton Barnes Summerlin, my aforesaid sister, for and during the term of her natural lifetime; and at her death unto Anne Perry Mansell, Charles L. Perry, III, and Martha Perry Landis, her children. In the event that either of the said children shall predecease Alton Barnes Summerlin, then the share of such deceased child shall go to their child or children.

Last Will and Testament of Charlotte Barnes Schultz
Page 2.

IV.

After the payment of the expenses as directed in Clause II hereof and payment of administrative expenses, I will, devise and bequeath all of the rest, residue and remainder of my estate, real, personal and mixed, of whatsoever nature and wheresoever located or situated, unto Alton Barnes Summerlin, my sister, and her children, Anne Perry Mansell, Charles L. Perry, III, and Martha Perry Landis. In the event that either of said devisees should predecease me, then this bequest shall not lapse and the share of said deceased devisee shall go to his or her child or children.

V.

In the event that any person who would otherwise have been entitled under the terms hereof to a share of my estate shall not at my death have attained his or her legal majority, then the share to which any such person would have been so otherwise entitled shall go unto his or her parent, as Trustee, IN TRUST for the use and benefit of such person, and said property and the proceeds and income therefrom shall be known as and referred to herein as the trust fund for such person; and the Trustee as to each respective trust fund is authorized and empowered to use and expend so much of said trust fund as the Trustee may deem necessary or desirable for the care, maintenance and education of such person during his or her minority, and when such person shall have attained his or her legal majority, to pay over and transfer to such person absolutely the balance of said trust fund, but in the event such person shall die without having attained his or her legal majority, to divide, pay over, and transfer said trust fund to the person or persons who would be legally entitled to the same. I hereby authorize and empower the Trustee, without the necessity of Court approval to sell at public or

CAS

Last Will and Testament of Charlotte Barnes Schultz
Page 3.

private sale, lease, mortgage, and encumber any portion or all of the estate real or personal which the Trustee may hold under the trust hereby created, and to execute and deliver good and sufficient deeds and other instruments to convey, mortgage, encumber, and transfer the same for any such purpose, and the Trustee is authorized and empowered to invest, collect, convert, and reinvest as the Trustee deems best and desirable any or all of the property of said trust fund, and upon any and all sales by the Trustee the purchasers shall not be bound to see to the application of the purchase money, and in addition to the foregoing and/or supplementation thereof said Trustee is vested with all statutory powers, including, but not limited to, the powers conferred by virtue of the provisions of the "Uniform Trustees' Powers Act" of the State of Mississippi, and said Trustee is authorized and empowered to do any and all lawful acts which said Trustee may determine to be necessary or proper in the management and control of said trust fund and the accomplishment of the purposes thereof. Such Trustee hereunder shall be relieved of making bond or accounting to any Court in such capacity and shall be entitled to reasonable compensation for his or her services in the administering of the trust hereunder and to reimbursement for all reasonable and necessary expenses.

IN WITNESS WHEREOF, I have executed this Last Will and Testament on this the 4th day of June, 1992, 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.


Charlotte Barnes Schultz

Last Will and Testament of Charlotte Barnes Schultz
Page 4.

Signed, published and declared by the Testatrix,
CHARLOTTE BARNES SCHULTZ, 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.

Joe R. Faircher

Elaine C. Faircher

WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day
of Sept., 1994, at 3:30 o'clock P.M., and was duly recorded
on the September 16, 1994, Book No. 27, Page 383.

STEVE DUNCAN, CHANCERY CLERK

BY: K. Gregory D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF
CHARLOTTE BARNES SCHULTZ, DECEASED

CIVIL ACTION FILE

NO. 94-442

MADISON COUNTY, MS

FILED

SEP 16 1994

AT 10:13 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By: Karen Tripp, 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 JOE R. FANCHER, JR., who, being by me first duly sworn, states on oath:

That affiant, Joe R. Fancher, Jr., was one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Charlotte Barnes Schultz and affiant states that the said Charlotte Barnes Schultz signed, published and declared said instrument as her Last Will and Testament on the 4th day of June, 1992, 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 Testatrix was then of sound and disposing mind and memory and more than eighteen 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 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.

Joe R. Fancher, Jr.
Joe R. Fancher, Jr.

SWORN to and subscribed before me, this the 30th day of August, 1994.

STEVE DUNCAN, Chancery Clerk

By: Karen Trapp D.C.

(SEAL)

My commission expires:
1-1-96



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day of Sept., 1994, at 3:30 o'clock P.M., and was duly recorded on the September 16, 1994, Book No. 27, Page 387.

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

FILED

LAST WILL AND TESTAMENT

SEP 16 1994

OF

AT 105 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERKGEORGE W. JONESBy *K. Gregory DC*

I, GEORGE W. JONES, 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 the Trustmark National Bank of Canton, Mississippi, or its successor, as the Executor of my estate under this will and direct that said Executor be relieved of making bond, of filing an inventory and of accounting to any Court.

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 unto Grace Episcopal Church of Canton, Mississippi, the sum of \$500.00.

IV.

All of the rest, residue and remainder of my estate, real, personal and mixed, of whatever nature and kind, and wheresoever located, I will, devise and bequeath unto Earle Cooper Bowers, III, Elizabeth S. Hunter, P. Frank Hunter, IV, Alice Hunter Bruckner and William A. Hunter, my nieces and nephews, in equal shares, share and share alike.

V.

In the event that any beneficiary in this will should predecease me, then in such event, the share of any such decedent shall pass and go to the lawful heirs of such decedent.

Last Will and Testament of George W. Jones - Page 2.

IN WITNESS WHEREOF I have executed this Last Will and Testament on this the 12th day of February, 1990, 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.

George W. Jones
George W. Jones

Signed, published and declared by the Testator, GEORGE W. JONES, as and for his Last Will and Testament in the presence of us, who, at his request and in his presence and in the presence of each other, subscribe our names hereto as attesting witnesses, this the 12th day of February, 1990.

Joe R. Fauchier, D.
Elis R. Fauchier

WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day of Sept., 1994, at 3:30 o'clock P M., and was duly recorded on the September 16, 1994, Book No. 27, Page 389.

STEVE DUNCAN, CHANCERY CLERK

BY: K. Caragouf D.C.

FILED

IN THE CHANCERY COURT OF MADISON COUNTY.

STATE OF MISSISSIPPI

SEP 16 1994

AT 1:05 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By: *K. Gregory DC.*

IN THE MATTER OF THE ESTATE OF
GEORGE W. JONES, DECEASED

CIVIL ACTION FILE NO. 94-454

PROOF 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 George W. Jones, and enters his appearance herein as provided by Section 91-7-9, Miss.Code Anno. (1972), as amended, and makes oath before the undersigned authority that George W. Jones, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 12th day of February, 1990, 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 his 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.

SWORN TO AND SUBSCRIBED before me on this the 10th day of June, 1994.

Marie H. Banes
NOTARY PUBLIC

(SEAL)

MY COMMISSION EXPIRES:
My Commission Expires January 30, 1998



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day of Sept, 1994, at 3:30 o'clock P M., and was duly recorded on the September 16, 1994, Book No. 27, Page 391.

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