

FILED

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AT 8:30 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

BOOK 27 PAGE 395

Last Will and Testament

By: *[Signature]*

OF

ALFRED W. HARDY, JR.

I, ALFRED W. HARDY, JR., being a resident of Madison County, Mississippi, being over the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all former wills and codicils made by me at any time heretofore.

ARTICLE 1 FIDUCIARIES

1.1 Executors. I hereby appoint my wife, GAYE G. HARDY, as Executrix of this my Last Will and Testament, and it is my desire that my Executrix shall have full and complete power and authority to do and to perform any act deemed by her to be in the best interest of my estate. Should GAYE G. HARDY be unwilling or unable to serve, I hereby appoint ALFRED W. HARDY, III, as Executor. I hereby direct that no bond be required of the Executrix or Executor and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting.

1.2 Trustees. I appoint my spouse and CHARLES A. WEEMS Trustees under my will. If my spouse fails to qualify or ceases to serve, the remaining one continues serving. If the CHARLES A. WEEMS fails to qualify or ceases to serve, a successor must be appointed to serve with the remaining one. My spouse cannot serve alone.

ARTICLE 2 DISTRIBUTION OF TANGIBLE PERSONAL PROPERTY

2.1 Gift of Tangible Personal Property. I give each item of tangible personal property used by me in a strictly personal way, each item of household furniture and furnishings and each automobile to my spouse. If my spouse does not survive me, I give the property in shares of substantially equal value to MARGARET

DENISE HARDY WADE, MILDRED DIANE HARDY KING and ALFRED W. HARDY, III. Each question about including an item under this paragraph is to be decided by my Executor.

2.2 Casualty Insurance. Each insurance policy covering an item of property passing under this Article passes with the property. The recipient is not to be charged for any unearned premium already paid. If an item of property passing under this Article has been destroyed or damaged, the insurance proceeds recovered or recoverable are to be paid in place of the destroyed item and in addition to the damaged item.

ARTICLE 3
DISTRIBUTION OF REMAINDER ESTATE

3.1 Marital Portion

(a) Amount and Distribution. If my spouse survives me, I give my spouse as the marital deduction the greater of

(i) under the U.S. Estate tax, my gross estate less

(A) each allowed deduction, other than the marital deduction.

(B) each allowed exemption and

(C) the exemption equivalent to each allowed credit, but only to the extent that use of the amount does not cause an increase in taxes, or

(ii) under the estate or inheritance tax law of my domiciliary state, the lesser of

(A) my gross estate less

(1) each allowed deduction, other than the marital deduction.

(2) each allowed exemption and

(3) the exemption equivalent of each allowed credit, but only to the

extent that use of the amount does not cause an increase in taxes, or

(B) the maximum allowable marital deduction.

The amount passing under this paragraph is reduced by the value of each item of property qualifying for the marital deduction which passes or has passed from me to my spouse under other provisions of my will or otherwise.

This gift is referred to in this instrument as the "Marital Portion". If my spouse does not survive me, the property otherwise given under this Paragraph 3.1 will be distributed in accordance with the other provisions of this will.

(b) Method of Apportionment. In making distributions under this Paragraph 3.1 the Executor may distribute in cash or in kind, or partly in each. If distribution is made in kind, the Executor is to select assets the Executor deems advisable and appropriate but only assets which qualify for the marital deduction. In determining the extent to which this gift is satisfied, the value of the assets selected will be their values at the date of distribution.

(c) Construction of Provisions. The provisions of this will are to be construed in a manner which permits the provisions of this paragraph 3.1 and the property given under this Paragraph 3.1 to qualify for the U.S. Estate Tax and any state inheritance tax marital deduction with respect to my estate. The Executor will exercise the powers conferred with respect to the selection and distribution of assets under this Paragraph 3.1 and all other powers given the Executor in a manner consistent with that construction.

(d) Power to Disclaim. My spouse may disclaim any interest in the Marital Portion in whole or in part by complying with the provisions of Paragraph 8.9. If my spouse disclaims, the disclaimer results in the addition to the Remainder Estate of the property in which my spouse disclaims any interest.

3.2 Remainder Portion.

(a) Amount and Distribution. The rest of my estate, subject to the charge of all death taxes as provided in Paragraph 5. 3, is referred to as my "Remainder Estate". I give my Remainder Estate to the Trustee to be the principal of a trust referred to hereinafter as the "Remainder Trust" and to be known as "A. W. Hardy, Jr., Remainder Trust." The Remainder trust will be held, managed and controlled in trust and the income and principal distributed according to the authority contained in this Article.

(b) Distribution of Remainder Trust. Until the death of my spouse, the Remainder Trust will be held in trust and distributed as follows for the benefit of my spouse:

(i) Income Distribution. The trustee as it deems advisable may distribute some or all of the trust income to or for the benefit of my spouse. Income distributions may be made for any purpose. Any income not distributed is to be accumulated for future use.

(ii) Principal Distribution. The trustee as it deems advisable may distribute some or all of the trust principal to or for the benefit of my spouse.

If any property in this trust results from my spouse's disclaimer, no principal distribution for my spouse may be made from the principal added to the trust as a result of this disclaimer.

(iii) Exercise of Powers. Without limiting the broad discretionary powers given the trustee, I declare it is my primary interest that my spouse be reasonably supported in the degree of comfort permitted by the resources at my spouse's disposal including this Remainder Trust fund.

(c) Apportionment of Remainder Trust. On the death of my spouse, or on my death, whichever occurs last, the then principal and any undistributed income of the trust is to be apportioned as follows:

(i) To my grandchild, JENNIFER LAUREN WADE, the sum of five thousand dollars (\$5,000.00).

(ii) To my grandchild, JOHN ANDRETH WADE, the sum of five thousand dollars (\$5,000.00).

(iii) To my grandchild, AMY ELIZABETH KING, the sum of five thousand dollars (\$5,000.00).

(iv) To my grandchild, KATIE VIRGINIA KING, the sum of five thousand dollars (\$5,000.00).

(v) To my grandchild, TIMOTHY STANLEY CASE, JR., the sum of five thousand dollars (\$5,000.00).

(vi) To my grandchild, HARDY GUY CASE, the sum of five thousand dollars (\$5,000.00).

(vii) To any grandchild of mine not born at the time of the execution of this Will the sum of five thousand dollars (\$5,000.00).

(viii) To my daughter, DEBRA H. CASE, the sum of one dollar (\$1.00).

If any of the above named beneficiaries in this article should not survive me, the bequest to such individual or individuals shall lapse and the same shall be divided among those persons named in the next paragraph.

The remainder of the principal and income of this trust shall be apportioned in equal shares to share and share alike unto my children, except Debra H. Case, namely, MARGARET DENISE HARDY WADE, MILDRED DIANE HARDY KING and ALFRED W. HARDY, III. In the event ALFRED W. HARDY, III, predeceases me and is unmarried and without children at the time of his death such of his share as described by this article shall be divided equally between MARGARET DENISE HARDY WADE and MILDRED DIANE HARDY KING. In the event MARGARET DENISE HARDY WADE or MILDRED DIANE HARDY KING or ALFRED W. HARDY, III, predeceases me and either or both of them dies with children then their children shall receive per stirpes the interest of their deceased parent.

ARTICLE 4
PROVISIONS RELATIVE TO FIDUCIARIES

4.1 Definition. The term "fiduciary" means the Executor, trustee or guardian serving at any time under my will and includes successors.

4.2 Bond. No bond is required of any fiduciary appointed under this will or by a court.

4.3 Resignation. Each fiduciary serving under this will may resign at any time by giving written notice of the resignation to any remaining fiduciary, and to any successor fiduciary or to the person having the power to appoint a successor fiduciary or to the court having jurisdiction to appoint a successor fiduciary.

4.4 Appointment of Successor Fiduciary. If there is no fiduciary serving, the beneficiaries of the estate or of the trust estate, as the case may be, may appoint a fiduciary to serve.

4.5 Action by Beneficiaries. Any action to be taken by the beneficiaries holding a majority interest under this Article is valid if taken by the beneficiaries of the estate or of the trust estate or in the trust estate. Any beneficiary who is a minor or who is under other legal disability will be represented by his or her parent or his or her duly appointed guardian.

4.6 Settlement of Accounts on Vacating Office. If a fiduciary ceases to serve, except where an individual fiduciary dies, the fiduciary is to file with each other fiduciary, including successors, a settlement of the accounts and an inventory of the estate or trust estate. The expense of the settlement and inventory is to be paid by the estate or trust estate. The fiduciary ceasing to serve is to deliver the estate or trust estate assets to the successors or remaining fiduciary.

4.7 Nonresident Provision. The named fiduciary may appoint a fiduciary to meet any requirement that at least one fiduciary be a resident of the state of my domicile.

ARTICLE 5
PAYMENT OF EXPENSES AND TAXES

5.1 Income Tax Treatment of Administration Expenses. My Executor may claim each estate administration expense as a deduction on the U.S. Estate Tax Return or on any U.S. Income Tax Return for my estate. No compensating adjustment between the income and principal are to be made because of the decision.

5.2 Taxes.

(a) Defined. Except for the taxes payable from my nonprobate estate as defined in Paragraph 5.3, the term "taxes" means each transfer tax assessed by the United States, any state or other governmental unit because of my death for which my estate is liable whether the property transferred is part of the property passing under my will or in property passing outside my will and includes any penalty or interest assessed.

5.3 Taxes Payable from Nonprobate Estate

(a) Defined. The term "taxes payable from my nonprobate estate" means each United States, state or other governmental unit tax:

(i) on each generation skipping taxable distribution or taxable termination.

(ii) on any excess accumulations by reason of Code Section 4980A or corresponding provisions of state or other governmental unit law,

(iii) on any property included in my gross estate by reason of Code Section 2044 or corresponding provisions of state or other governmental unit law, assessed because of my death for which my estate is liable and includes any penalty or interest assessed.

(b) Action by Executor. Unless the beneficiaries of the Remainder Estate waive the requirements of this paragraph, my Executor is to recover from the person or entity possessing the property, whose transfer gave rise to a tax, each tax imposed because of the transfer. It is my intent that these taxes not be paid from my probate estate.

ARTICLE 6
DEFINITIONS

6.1 My Spouse. References in this will to "my wife" or "my spouse" mean GAYE G. HARDY.

6.2 Singular and Masculine Usage. Any use of the masculine includes the feminine, and singular the plural, when the meaning is appropriate.

6.3 Definition of Code. "Code" means the Internal Revenue Code of 1986 as amended. Each reference to a specific section must be read at the date the document was signed and includes each revision or renumbering of the section.

ARTICLE 7
SIMULTANEOUS DEATH

If my spouse and I die simultaneously, or under circumstances which make it difficult or impossible to determine who died first, I direct that my spouse be deemed to have survived me for the purposes of this will. The provisions of the will are to be construed on that assumption, irrespective of any provisions of law establishing a contrary presumption. But if any other beneficiary under this will dies with me in a common accident or disaster, or under circumstances which make it difficult or impossible to determine who died first, I direct that I be deemed to have survived the beneficiary or beneficiaries and that the will be so construed.

ARTICLE 8
MISCELLANEOUS PROVISIONS

8.1 Dealing with Executor. No person dealing with the Executor in any capacity is bound to inquire into the capacity to act on the part of the Executor or into the authority for, or propriety of, any act of the Executor or to see to the application or disposition of any money or other property paid, delivered or loaned to the Executor.

8.2 Income During Administration. During the administration of my estate, the Executor is authorized to make distributions of

the income of the estate to the same persons, and in the same proportions, as might be made if the administration were completed.

8.3 Disposition of Assets. I authorize the Executor, without the order of any court, to sell any of my real estate and personal property not specifically given by me at public or private sale, without the joinder of any beneficiary, in the manner and on the terms and for the price as may seem best; and on each sale of real estate the proceeds are to be treated as forming part of my personal estate.

8.4 Waiver of Inventory Reports and Appraisal. I authorize my Executor to administer and settle my estate without the necessity of filing an inventory or making any report or final settlement with any court to the extent permitted by law. I expressly waive appraisal of my estate in the event an appraisal is required by law.

8.5 Discretionary Powers. In addition to and not in limitation of all common law and statutory authority and all powers otherwise granted in this will, the Executor is granted the following specific discretionary powers, duties and obligations:

(a) Investments. To retain as investments all property which is included in my estate at the time of my death.

(b) Diversification. To acquire and retain all kinds of property without regard to principles of diversification.

(c) Borrowing. To borrow money if the Executor deems it advisable in the administration of my estate on the terms my Executor deems advisable.

(d) Leases. To enter into leases extending beyond the period of administration of this estate.

(e) Distribution. To make distribution in cash or in kind or partly in each, even if shares be composed differently.

(f) Responsibility. To exercise all powers with respect to the property included in my estate which any individual would exercise in the management of similar property owned in his own right and not to be responsible for losses, if any, resulting from honest mistakes of judgment.

8.6 Distribution to Minors. Whenever my Executor is directed to pay any money or to deliver any property to or to use any money or property for the benefit of any minor, my Executor is not to require the appointment of a guardian. I authorize my Executor in the Executor's discretion to retain any part of the money or property during the minor's minority or to deliver all or any part of the money or property without the necessity of requiring bond to the guardian of the person or property of the minor or to the person with whom the minor may reside or to the minor. The receipt of any person for the money or property discharges the Executor irrespective of the age or other qualifications of the person.

8.7 Ancillary Administration. If I own real estate located outside the state of my domicile or if ancillary administration of my estate is needed for any other reason, I appoint my domiciliary Executor or any of them who may be permitted to qualify in the other jurisdiction as my Executor in the other jurisdiction. If my domiciliary Executor or any of them is unable or unwilling to qualify, I appoint as my Executor in the other jurisdiction the person or persons selected by my domiciliary Executor by an instrument in writing signed by my domiciliary Executor and delivered to the person or persons so selected and to the court in the other jurisdiction having the authority over the ancillary probate of my will. The ancillary administrator is not required to post bond, file inventories or make reports to any court and has the same powers as my domiciliary Executor. As quickly as the ancillary administrator can complete the ancillary administration, the net assets from the ancillary administration are to be delivered to my domiciliary Executor.

8.8 Real Estate. Any real property which I own at my death is to be part of my probate estate and treated as forming part of my personal estate for administrative purposes.

8.9 Power to Disclaim. Each person entitled to receive an interest under this instrument may disclaim the interest in whole or in part if the person has not accepted the interest or any of its benefits. The person will not be treated as accepting an

interest or any of its benefits if the person takes physical possession of the property solely to protect it against loss or damage and, if the person is not otherwise appointed a fiduciary, I appoint the person a special fiduciary for the purpose of protecting the property.

If the recipient of an interest dies or is incapacitated, the decision whether to disclaim and disclaimer will be made by the recipient's personal representative, guardian or conservator. If the interest disclaimed is my spouse's, the amount disclaimed cannot exceed the amount of the U. S. Estate Tax unified credit equivalent available to my estate.

To be effective the disclaimer must (a) be in writing (b) be delivered to my Executor on or before the date which is nine (9) months after my death unless the recipient is a minor in which case delivery must be within nine (9) months of the date the recipient attains majority and (c) must describe the property and the interest or part of it being disclaimed.

If any interest is disclaimed, the interest will pass as otherwise directed in this instrument. If there is no direction, any interest disclaimed by a disclaimant of a more remote degree of relationship to me than a child will pass to the disclaimant's parent who is a descendant of mine. Any interest disclaimed by a disclaimant and by the person who would take by reason of the disclaimer will pass in equal shares, one equal share for each then-living child of the disclaimant.

Except for my spouse, no person making a disclaimer is to benefit from or in any way share in or enjoy the property which was the subject of the person's disclaimer.

If there is a disclaimer and a document is needed to evidence passage of title to the recipient of the disclaimer, I direct my Executor to sign such document.

8.10 Earnings on Specific Gifts. If my will contains a specific gift of shares of stock, bonds, notes, other negotiable securities, specifically identified certificates of deposit or depository accounts or other similar property, the earnings

attributable to the property from the date of my death to the date of the distribution belong to the recipient.

If my will contains a specific gift of a specified sum of money, my Executor has 120 days from the date of my death in which to distribute the gift without the recipient participating in any earnings on the sum. If my Executor does not distribute the gift within 120 days from the date of my death, the recipient will be entitled to receive in addition to the gift a proportionate share of the earnings of my estate from the date of my death to the date the gift is distributed.

8.11 Reservation of Right to Alter, Amend or Revoke Will.

Although my spouse and I are signing wills at or about the same time and each of our wills has a substantially identical dispositive plan, it is not our intent that these wills be joint and mutual, nor have we made any agreement or contract as to the disposition of our estates, and I specifically reserve the right to alter, amend or revoke this will at any time either before or after the death of my spouse without giving notice of the action to my spouse if my spouse is then living.

8.12 Execution of Joint Return. I authorize my Executor to sign a joint return with my surviving spouse if my Executor deems the action advisable.

8.13 No Contest Provision. If any beneficiary contests the probate or validity of this will or any of its provisions, or institutes or joins in any proceeding to contest the validity of this will or to prevent any provision from being carried out in accordance with its terms (regardless of whether or not the proceedings are instituted in good faith and with probable cause) then all benefits provided for the beneficiary are revoked and the benefits pass as if the beneficiary had predeceased me leaving no heirs.

8.14 Marital Deduction QTIP Election. My Executor in its sole discretion is to determine whether to elect to qualify any specific portion of the Marital Portion for the U. S. Estate Tax or any state inheritance or estate tax marital deduction. I expect my

Executor to make the election and thereby minimize the death taxes payable on my estate. Notwithstanding my expectation, my Executor should give consideration to the death taxes payable in my spouse's estate on my spouse's death, particularly if my spouse dies before the time for making this election. The decision by my Executor about the exercise of this election is conclusive as to all affected parties.

8.15 Exercise of Power of Appointment. To effectively exercise a power of appointment, the person who possesses the power must comply with each requirement of this paragraph. If the terms of the power specify a particular document for exercise, the exercise must be in the document. If the terms of the power specify a particular time for signing the required document, the time must be strictly followed. If there is no required document or time for exercise, the exercise must be in writing and delivered to the person or entity possessing the property subject to the power. The delivery must be within a reasonable time to allow the person or entity possessing the property to act on the exercise.

If the provisions creating the power require specific reference to the power for exercise, that requirement is satisfied only if the document exercising the power identifies the document creating the power, gives the date the document was signed and identifies by number the paragraph of the document that grants the power.

ARTICLE 9
POWERS, DUTIES AND OBLIGATIONS OF TRUSTEE
AND MISCELLANEOUS PROVISIONS

9.1 Investments. In addition to and not in limitation of all applicable common law and statutory authority for trust investments, the trustee has the following investment powers:

(a) In General. Except as otherwise expressly provided in this instrument, the trustee may invest or reinvest each item of money and other property, which power includes the right to sell an existing investment. In making any investments or reinvestments,

the trustee is not restricted to those authorized or prescribed by any applicable present or future law governing trust investments.

(b) Diversification. The trustee may acquire, receive and retain investments, without regard to principles of diversification, and without regard to the predominance of common stock, or stock in closely held corporations.

(c) Common Trust Funds. The trustee may invest in common trust funds [maintained by a corporate trustee serving under this instrument.]

9.2 Trust Administration. The following provisions, as well as all consistent trust law of general applicability to this instrument, govern the administration of the trust estate:

(a) Consolidated Fund. Any amount apportioned under the Remainder Trust, unless otherwise expressly provided, constitutes a separate trust held for the benefit of the person or persons in the case of a family trust to whom it is apportioned. [However, the trustee is authorized to keep the principal of any two or more of the trusts in a consolidated fund for convenience of investment and handling, with each trust holding an undivided interest in the principal as it from time to time exists, but the trustee is to record the undivided interests of the respective trusts in the consolidated fund.] If under any provision of that Article a trust previously held for one beneficiary passes in trust for another beneficiary for whom at that time the trustee holds a trust under that Article, the trust so passing is to be added to his or her other trust for administration and distribution as a part of that trust.

(b) Accumulated Income. Any trust income not currently distributed or expended is to be accumulated by the trustee and may be invested to the extent deemed advisable and any accumulated income, at the election of the trustee either continues to constitute income from which future distributions of income may be made or may be transferred to principal for handling and distribution. Whenever any trust under this instrument is apportioned or reapportioned to another beneficiary or other

beneficiaries, any accumulated income held at that time becomes principal and is to be apportioned as part of principal.

(c) Treatment of Stock Dividends, etc. All stock dividends, all stock or securities received by the trustee in connection with the reorganization, merger, consolidation, recapitalization or liquidation of any corporation and all capital gains realized on sales or exchanges of assets (less income or other taxes on the sale or exchange, which are to be paid by the trustee and charged against principal) are treated as principal, and not as income for distribution.

(d) Life Insurance. The trustee may acquire, take out, carry and maintain policies of insurance on the life of any beneficiary, or on the life of any person or persons in whom a beneficiary may at any time have an insurable interest, provided that the policies of insurance are owned by the trust or by a beneficiary, and that the proceeds of insurance are payable to the trust or a beneficiary. This power is not applicable to the Marital Portion.

(e) Employment of Agents. The trustee may employ agents, custodians, depositaries and legal, tax and investment counsel and pay them reasonable compensation for their services from the trust estate.

(f) Delegation of Powers. Any trustee may, by written instrument, delegate some or all his powers to the remaining trustee or trustees for any period specified in the writing. During that period, or until the delegating trustee sooner gives written notice revoking the delegation, the remaining trustee or trustees may act as though the delegating trustee were deceased and had no successor. If the delegation is revoked before the stated period expires, the revocation will affect only those actions begun after the notice of revocation is actually received.

(g) Acts of Trustees. Except as expressly set forth to the contrary in this instrument, any action taken by the trustees is authorized by the concurrence of a majority of the trustees then acting or, if only two are then acting, by the concurrence of both.

(h) Application of Trustee Powers. Each power granted under Article 9 which appears to apply only to a corporate trustee is equally applicable to an individual trustee.

(i) Power to Divide or Consolidate Trust. The trustee in its sole discretion has the power to divide property in any trust being held under this instrument into as many separate trusts as the trustee deems advisable to facilitate the operation of the trust or to facilitate tax planning. The trustee, in its sole discretion, has the power to consolidate the property in any number of trusts being held under this instrument into one or more trusts as the trustee deems advisable to facilitate the operation of the trust or to facilitate tax planning.

9.3 Trust Distribution. The distribution of the income and principal of each trust during its term, and its final distribution on termination, is to be carried out according to the direction in this instrument and as follows:

(a) Considerations Relative to Distributions. In determining whether and the extent to which any discretionary distribution of current or accumulated income or principal is to be made under this instrument, the trustee may take into consideration the amounts and sources of other income of the beneficiary, his or her other resources and his or her other monetary needs; and the trustee is to make distribution according to the provisions of this instrument and in the best interests of the beneficiary. The trustee is fully protected in acting on any affidavit, document or other evidence which the trustee believes to be genuine and to state correctly the matters purported to be facts relating to the income of the beneficiary for any year or relating to any other factor considered by the trustee to be relevant.

(b) Preference of Current Beneficiaries. In exercising discretionary powers, the trustee is authorized to favor each person who is a permissible current beneficiary when the trustee believes it to be for their best interests to do so. The rights of all subsequent beneficiaries are subordinate to this priority. The trustee is not answerable to any subsequent beneficiary for

anything done or omitted in favor of a current beneficiary, but no current beneficiary may compel any the favorable treatment.

(c) Method of Distribution. In making any distribution of trust principal, the trustee may make distribution in kind or in cash or partly in each; and, if distribution from a single trust or a consolidated trust fund is made to more than one beneficiary the trustee may divide any item of property distributed in kind either pro rata or in any other proportion among the beneficiaries or may distribute any or all of the items of property in whole among the beneficiaries, even if shares be composed differently. The judgment of the trustee concerning the values for the purpose of the distribution is binding and conclusive on all interested parties.

(d) Disability. The trustee may make authorized distributions to or for the benefit of any beneficiary who is a minor or who is under other legal disability without the intervention of a guardian and is authorized to make distributions to or for the benefit of any beneficiary who is a minor to a custodian for any minor. If the beneficiary's disability entitles the beneficiary to governmental assistance, the purpose of this trust is to provide for the extra and supplemental care, maintenance, support and education of the beneficiary in addition to the benefits the beneficiary otherwise receives as a result of the beneficiary's handicap or disability from each local, state or federal government or from each private agency which provides services or benefits to handicapped persons. This trust cannot be used to pay for or reimburse the cost of a beneficiary's car provided by governmental or private funds which care would be available without cost if the beneficiary had no assets.

In exercising the discretion given the trustee to make distributions of income or principal to or for the benefit of the beneficiary, the trustee shall distribute only so much of the income or funds from governmental or other sources for the beneficiary. If the trustee is authorized to make payments of income or principal to the parent of the beneficiary or any other

person whose income or assets would be deemed to be income or asset of the beneficiary, the trustee shall distribute only so much of the income or principal as would not interfere with, prevent, or reduce payment of other funds from governmental or other sources for the beneficiary.

(e) Spendthrift Provision. No right of any beneficiary to income or principal is subject to assignment, alienation or anticipation, and none is or may be made liable for any debt or obligation of any process of court on account of or for the purpose of collecting any debt or obligation. This provision does not limit any power of appointment, disclaimer or assignment of income or principal to a trust created by or for the benefit of the assigning beneficiary. The provisions of any statute of any jurisdiction which allow all or any part of a trust to be assigned, alienated or anticipated by the beneficiary; made liable for any debt or obligation of the beneficiary; or subject to attachment or other court process for the purpose of collecting any debt or obligation, except a statute allowing termination of a trust which is too small to be economically continued, do not apply to any trust created by this instrument. Except as specifically provided in this paragraph, I intend the entire principal or income or both of this trust to be subject to these spendthrift provisions notwithstanding any statutory provision which would allow some portion of the trust to be subjected to the assignment, alienation, anticipation, or the claims of creditors.

(f) Power to Terminate. If at any time the principal of any trust is too small to justify the continuance of the trust for economic reasons, the trustee may terminate the trust and distribute the principal and any undistributed income to the person to whom the trust was apportioned or, in the case of a trust with multiple beneficiaries, in equal shares among the original beneficiaries then living and the descendants, per stirpes, of any original beneficiary who is deceased.

(g) Rule Against Perpetuities. Notwithstanding any provision in this instrument to the contrary, each trust estate or

any portion of each trust estate is not to be continued beyond the date which is twenty-one (21) years after the death of the last survivor of the group composed of my spouse and the descendants of my father living at my death; and on that date, each trust which has not previously been distributed will be distributed, free of trust, to the persons to whom the trust was apportioned or, in the case of a family trust, in equal shares among the original beneficiaries then living and the descendants, per stirpes, of any original beneficiary who is now deceased.

9.4 Powers of Trust. The trustee is authorized to exercise with respect to any trust, together with all powers otherwise granted in this instrument, the following discretionary powers:

(a) Reorganization. To enter any plan of reorganization of any corporation if the trustee deems the plan to be in the best interest of the trust.

(b) Obligations. To enter agreements modifying the terms or extending the maturities of any obligations.

(c) Nominee. To hold investments in the name of a nominee, in which case, with respect to securities held in the nominee's name, the nominee is excused from endorsing the securities in blank and is excused from signing transfer powers in blank and attaching them to the securities.

(d) Proxy and Voting Trusts. To vote stock by proxy and to enter voting trusts.

(e) Litigation. To sue, defend or compromise suits and legal actions and to employ counsel in connection with the same; and to make any other similar expenditure when advisable for the protection of the trust.

(f) Real Estate and Tangible Personalty. To purchase, sell, alter, repair, improve or partition real estate or tangible personalty; to mortgage or otherwise encumber the property; to make and sign leases to the property for any period, even if beyond the term of the trust, transfer or assignment, without the joinder of any beneficiary and without disclosing any beneficiary of the trust. The trustee may determine the rate and method of

depreciation of all depreciable property and may withhold the amount of depreciation from income. Any amount so withheld constitutes a funded reserve for depreciation and remains a part of principal. The trustee may make capital improvements and use the funded depreciation reserve, or any other part of principal, for the improvements, repairs, and other ordinary expenses are to be charged against income, and the trustee may determine whether an expense is an ordinary expense or a capital improvement.

(g) Borrowing. To borrow money from the commercial department of any corporate trustee serving under this instrument or from any other source, with or without the pledge of assets of the trust estate, on the terms and conditions as the trustee deems advisable.

(h) Business Interests. With respect to any interest of any kind in any business included in the trust estate, whether the interest is in sole proprietorship, or corporate form, to do generally all acts in relation to the interest as if the trustee were the absolute owner including, but not by way of limitation, the power to carry on the business in the manner or form and for the time as the trustee deems advisable; to sell or otherwise dispose of the same as a going concern and to accept consideration for it in cash, securities, notes or the other form of property or evidence of indebtedness as the trustee deems advisable; to liquidate it in whole or in part; to incorporate it or enter into a partnership agreement with respect to it; to carry out any agreement to which the interest is subject; or to withhold distribution of the trust estate for the period of time as is necessary to permit an orderly liquidation of the interest if the liquidation is desirable.

9.5 Duties, Restrictions, Privileges and Immunities of Trustee. The following special provisions shall govern the relationship among the trustee, the trust estate, the beneficiaries and other persons:

(a) Restrictions on Individual Trustee. No trustee who is also a permissible beneficiary under this instrument is allowed

any voice, directly or indirectly, with respect to determining amounts of distributions or payments of net income to himself or herself, or as to withholding income distributions from himself or herself, or in determining whether any distribution of principal is made under this instrument to himself or herself, or as to the matter of terminating any trust under this instrument. No trustee whose life is insured by any policy of insurance owned by the trust is to have any interest in the policy, nor exercise any power (either alone or in conjunction with another person or persons) to change the beneficial ownership in the policy or its proceeds, or the time or manner of enjoyment thereof, nor have, retain or exercise any other power (either alone or in conjunction with another person or persons) regarding the policy which would be deemed an incident of ownership in the policy. No individual trustee who is obligated to support any permissible beneficiary under this instrument is allowed any voice, directly or indirectly, with respect to determining amounts of distributions or payments of net income or principal to the permissible beneficiary for whom the individual trustee has a duty to support.

(b) Reports of Trustee. The Trustee is not required to make reports to or settlements with any court. However, the trustee is to render annually, to each income beneficiary of the trust estate, or to the natural or legal guardian of the beneficiary, full statements showing all items of income, receipts, expenses, and disbursements and a schedule of all assets and liabilities of the trust estate.

(c) Compensation. The trustee is entitled to a reasonable compensation for services rendered, the amount to be fixed by agreement with me or, after my death, with the adult income beneficiaries and with the adult who is actually caring for any minor beneficiary, or, if the agreement cannot be reached, by the court having appropriate jurisdiction. If a trustee maintains a published fee schedule, the fee according to the schedule applicable to the period for which compensation is sought is deemed reasonable. The trustee's compensation will be charged as an

expense against income regardless of the basis for computing the compensation.

(d) Dealing with Trustee. No person, firm or corporation dealing with the trustee in any capacity is bound to inquire into the trustee's capacity to act, or into the authority for or propriety of any act of the trustee, or as to whether any condition precedent has been complied with by the trustee, or to see to the application or disposition of any money or other property paid or delivered to the trustee.

(e) Responsibility. No trustee is responsible for the acts or omissions of any other trustee or for allowing any other trustee to have custody or control of the funds and property of the trust estate. Each trustee is responsible only for his own acts or omissions in bad faith. No successor trustee is liable for any act or omission of a predecessor trustee.

IN WITNESS WHEREOF, I have set my hand this 21st day of JULY, 1994.

WITNESSES:

W. Gay Soudry
Alfred W. Hardy, Jr.

Alfred W. Hardy, Jr.
ALFRED W. HARDY, JR.

SIGNED, declared and published by the said ALFRED W. HARDY, JR., as and for his Last Will, in the presence of us, the undersigned, who, at his request and in his sight and presence, and in the sight and presence of each other, have subscribed our names hereto as attesting witnesses on the day and date above written.

<u>Name</u>	<u>Address</u>
<u>W. Gay Soudry</u>	<u>3390 N. LIBERTY ST.</u> <u>CANTON, MS. 39046</u>
<u>Alfred W. Hardy, Jr.</u>	<u>3390 N. LIBERTY ST.</u> <u>CANTON, MS. 39046</u>

willhardy44 104



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23 day of Sept, 1994, at 8:30 o'clock A M, and was duly recorder on the September 23, 1994, Book No 27, Page 393

STEVE DUNCAN, CHANCERY CLERK

BY: Gregory

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF ALFRED W. HARDY, JR., DECEASED

CIVIL ACTION, FILE NO. 94,464

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, DON A. McGRAW, JR., one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Alfred W. Hardy, Jr., deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Alfred W. Hardy, Jr., signed, published and declared said instrument as his Last Will and Testament on the 21st day of July, 1994, the day and date of said instrument, in the presence of this affiant and W. Larry Smith-Vaniz, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, DON A. MCGRAW, JR., the Affiant and W. LARRY SMITH-VANIZ, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

[Signature]
Don A. McGraw, Jr.

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

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:
August 27, 1995
(SEAL)

MADISON COUNTY, ...
FILED
SEP 23 1994
AT 8:30 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: *[Signature]*



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23 day of Sept., 1994, at 8:30 o'clock A M, and was duly recorded on the September 23, 1994, Book No. 27, Page 415.

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

LAST WILL AND TESTAMENT OF LUCILLE W. GOODSON

I, Lucille W. Goodson, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I hereby specifically revoke any and all former wills and codicils heretofore executed by me.

ARTICLE I.

I give, devise and bequeath all of my property, both real and personal, of whatsoever kind or character and wheresoever situated, unto my husband, Charlie Goodson, Sr.

ARTICLE II.

In the event that my husband, Charlie Goodson, Sr., predeceases me, or we both die as the result of a common catastrophe, I give, devise, and bequeath my property, to my children, Deborah G. Green, Charlotte G. Simmons, Pamela G. Hardy, Fran G. Fancher, Carol G. Boutwell, Karen G. Gnoose and Charlie Goodson, Jr., in equal shares, share and share alike per stirpes.

ARTICLE III.

I hereby nominate, appoint, and constitute Charlie Goodson, Sr., as Executor of my Last Will And Testament. My Executor shall have full and plenary power and authority to do and perform any act deemed by him to be to the best interest of my estate, without any limitation whatsoever and to serve without bond. Said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and re-invest the same, and to collect the income, dividends, rents, interest and profits therefrom, and to employ and to pay any attorneys, agents and accountants that he may deem necessary for the best interest of my

MADISON COUNTY, MS

FILED

SEP 23 1994

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

By: K. Gregory D.C.

Lucille W. Goodson
LUCILLE W. GOODSON

estate. In addition, my Executor shall have full authority to sell any real or personal property of my estate either at a public or private sale, at his sole discretion, for cash or for such other conditions that he may deem appropriate, with said sales being made without the necessity of my Executor first securing a Court Order for said sale.

ARTICLE IV.

In the event that my husband, Charlie Goodson, Sr., shall predecease me, become disqualified or otherwise fail to qualify as Executor of my Will and Estate, then I nominate and appoint Pamela G. Hardy and Charlotte G. Simmons to serve as Co-Executrix of my Last Will and Estate and I direct that they shall not be required to enter any bond as such Co-Executrix and I direct that they shall have the same authority and powers as is set forth in my Executor in the above and foregoing Article.

ARTICLE V.

In the event that my husband, Charlie Goodson, Sr., shall predecease me, I appoint my daughters, Charlotte G. Simmons and Pamela G. Hardy as Guardians of the person and estate of my minor children born to my marriage with Lucille W. Goodson and direct that they shall not be required to furnish any bond for the faithful performance of their office as Guardians.

IN WITNESS WHEREOF, I have hereunto subscribed my name and publish and declare this to be my Last Will and Testament on this the 26th day of May, 1988.

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

Lucille W Goodson
LUCILLE W.. GOODSON

published, and declared by Lucille W. Goodson 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.

Joan Burns
WITNESS

Kathryn D. Loring
WITNESS

Rt 4 Box 72A
ADDRESS

P.O. Box 589
ADDRESS

Canton, Ms. 39046
ADDRESS

Canton, MS 39046
ADDRESS



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23 day of September, 1994, at 10:30 o'clock A M., and was duly recorded on the September 23, 1994, Book No. 27, Page 416.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF LUCILLE W. GOODSON, DECEASED CIVIL ACTION FILE NO. 94-474

PROOF OF WILL

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the aforesaid jurisdiction, JOAN BURNS, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of LUCILLE W. GOODSON, who, being duly sworn, deposed and said that the said Lucille W. Goodson published and declared said instrument as her Last Will and Testament on the 26th day of May, 1988, the day of the date of said instrument, in the presence of her deponent and the presence of Kathryn G. Irving and that the Testatrix was of deposing mind and memory, and more than twenty-one years of age and this deponent and Kathryn G. Irving subscribed and attested said instrument as 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 the year of the date of said instrument.

WITNESS MY SIGNATURE, this the 23rd day of September, 1994.

Joan Burns
JOAN BURNS

SWORN TO AND SUBSCRIBED BEFORE ME on this 23rd day of September, 1994.

Mary S. Sanders
NOTARY PUBLIC
Madison County,
State of Mississippi

(SEAL)

My Commission Expires:
10-2-94

MADISON COUNTY, MS

FILED

SEP 23 1994

AT 10³⁰ O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By: K. J. Jupp DC

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23 day of September, 1994, at 10:30 o'clock A M., and was duly recorded on the September 23, 1994, Book No. 27, Page 419.

STEVE DUNCAN, CHANCERY CLERK

BY Karen Jupp D.C.



BOOK 27 PAGE 426

MADISON COUNTY, MS

FILED

94-483

STATE OF MISSISSIPPI
COUNTY OF MADISON

SEP 30 1994

AT 10:45 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
BY: *[Signature]*

LAST WILL AND TESTAMENT OF MACK JOHNSON

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

ITEM ONE: I hereby give, devise and bequeath unto my daughter, OLLIE MAE PENN, all properties owned by me at the time of my death.

ITEM TWO: I hereby name, constitute and appoint my daughter, OLLIE MAE PENN of 1370 Milton Place, Plainfield, New Jersey 07062, as Executrix of this my Last Will and Testament, and direct that no bond or accounting be required of her as such. It is my wish that she have my funeral conducted by Peoples Funeral Home, and that I be buried in the Sharon Cemetery beside my wife, Egnora Baker Johnson.

SIGNED, PUBLISHED AND DECLARED by me as my Last Will and Testament, on this August 31, 1976 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.

Mack Johnson
Mack Johnson

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

Susie L. Burns
Lay Pace



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 27th day of September, 1994, at 10:45 o'clock A. M., and was duly recorded on the 27th day of September, 1994, Book No. 27, Page 420

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
MACK JOHNSON, DECEASED

SEP 30 1994

AT 10:45 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

CIVIL ACTION, FILE NO: 94-483

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned Notary Public in and for the jurisdiction aforesaid, Susie T. Burns, one of the subscribing witnesses to the foregoing and annexed instrument of writing purporting to be the Last Will and Testament of Mack Johnson, deceased, late of Madison County, Mississippi, who, having been by me first duly sworn, stated that the said Mack Johnson signed, published and declared said instrument to be his Last Will and Testament on the 31st day of August, 1976, being the date of said instrument, in the presence of the deponent and Kay Pace; that the said testator was then and there of sound and disposing mind and memory and was more than twenty-one years of age; that the deponent and Kay Pace subscribed and attested said instrument, as witnesses to the signature and publication thereof, at the special instance of and in the presence of the testatrix and in the presence of each other, on the day and year of the date thereof; and that the deponent and Kay Pace are now and were at the time of said attestation competent witnesses under the laws of the State of Mississippi.

WITNESS MY SIGNATURE this the 29th day of September, 1994.

Susie T. Burns
SUSIE T. BURNS

SWORN TO and subscribed before me, this the 29th day of September, 1994.

Shelby Helms
NOTARY PUBLIC

My Commission Expires:

June 7, 1997

Johnson, proof of will
002/062394



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 30th day of September, 1994, at 10:45 o'clock A. M., and was duly recorded on the 30th day of September, 1994, Book No 27, Page 421.

STEVE DUNCAN, CHANCERY CLERK

BY: K. Caraway D.C.

I Lusie Durham, being of sound mind, unmarried, and over the age of 21, do hereby make and declare this to be my last will and testament, revoking all other wills heretofore made by me. I currently reside at Camden, Mississippi.

1.

I appoint my son, L.C. Durham, as my executor of my last will. In the event he cannot serve, I appoint my daughter, Mattie L. Lake, as executrix. I direct that no appointee hereunder be required to give any bond for the faithful performance of his/her duties in carrying out this will.

2.

I direct the executor/executrix look after the interests of my two sons, Leahmon Durham, and Isiah Durham, and see that they are cared for.

3.

I direct that my property lying in Madison County, Mississippi, in section 34, Township 11, Range 4 E and section 35, Township 11, Range 4 E, containing 280 acres, less 18 acres, be distributed in the following manner to each, or their heirs:

- ___ To my son, L.C. Durham, 45 acres
- ___ To my son, Grover C. Durham, 36 acres
- ___ To my son, Percy L. Durham, 27 acres
- ___ To my daughter, Mattie L. Lake, 27 acres, plus the homestead 5 acres, including mortgages and debts. I give lifetime estates in the homestead to Leamon and Isiah Durham, my two sons, who have been dependent since birth and before the ages of 18.
- ___ To my daughter, Josephine Scott, 36 acres.
- ___ To my daughter, Earnestine Lewis, 35 acres.
- ___ To my son, Leamon Durham, who is dependent, I give lifetime estate in the homestead, and in the home at 5356-58 Wells Ave. St. Louis, Missouri, and also the right to the proceeds of 5 acres of this property at Madison county, Mississippi described above, if need arise.
- ___ To my son, Isaih Durham, who is dependent, I give lifetime estate estate in the homestead, the right to the proceeds of 5 acres, if the need arise; and lifetime estate in property at 5356-58 Wells Ave., St. Louis, Missouri.
- ___ To my grandchildren, Moael Nichols, Doris Harris, and Angie Pipkins, who are surviving children of my deceased daughter, Ella Mae Nichols; 15 acres
- ___ To my grandchildren, Edward C. Johnson, Lekathryn Gipson, Bennie L. Johnson, Jr., L.C. Randle Johnson, Mahalia Pennaman, Robert E. Johnson, James Johnson, Thelma L. Johnson, Percy L. Johnson, and Jackie R. Johnson; 35 acres which includes the 8 acres already deeded to them. 8+27=35.
- ___ All remaining acres will be divided equally among my children, to share and share alike.

4.

My house and other property at 5356 Wells Ave., St. Louis, Missouri, I bequeath to my daughters, Earnestine Lewis, and Josephine Scott, with lifetime estates for Leamon and Isiah Durham, my two dependent sons.

5.

All other property, real and personal, and mixed, of whatever nature, I will and bequeath to all my children to share and share alike.

6.

I have made this will, containing 50 lines above, on this 29th day of december, 1988, while residing at Camden, Madison County, Mississippi, and have requested that the undersigned witness my signature.

WITNESSES:

Fred Manning
Bobber Duncan

Lusie Durham

MADISON COUNTY, MS
FILED

OCT 26 1994

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

EXHIBIT "A"

By: Karen Fippis DC



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 26th day of October, 1994, at 9:00 o'clock A M, and was duly recorded on the 26th day of October, 1994, Book No. 27, Page 423.

STEVE DUNCAN, CHANCERY CLERK

BY Karen Fippis DC

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
SUSIE DURHAM, DECEASED

CIVIL ACTION FILE NO. 94-523

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 FRED MANNING, 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 Susie Durham, deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 29th day of December, 1988

2. That on the 29th day of December, 1988, the said Susie Durham 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 Bobbie Duncan, the other subscribing witnesses to said instrument.

3. That the said Susie Durham 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 Bobbie Duncan 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 Susie Durham, and in the presence of each other.

Fred Manning
SIGNATURE

EXHIBIT "B"

MADISON COUNTY, MS

FILED

OCT 26 1994

AT 900 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By: *R. Gregory D.C.*

SWORN TO AND SUBSCRIBED BEFORE ME, this the 21th day
of October, 1994.



Bonnie Grant
NOTARY PUBLIC

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

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 26th day
of October, 1994, at 9:00 o'clock A. M., and was duly recorded
on the 26th day of October, 1994, Book No. 27, Page 424.

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

FILED

LAST WILL AND TESTAMENT
OF
ROBBIE L. AKINS

'94 FEB 24 P3 55
By *Walter Bohuslav*
Walter Bohuslav
COUNTY CLERK
ST. JOHNS COUNTY, TEXAS

VOL 288 PAGE 335
PROBATE

THAT I, ROBBIE L. AKINS, a resident of Victoria County, Texas, do make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

For the guidance of my Executrix, I establish the following definitions. Wherever in this Will the term "my children", or "my daughters" is used, it should refer to RUTH MARILYNN ELLIS and DORIS EVELYN WILSON.

Wherever in this Will the term "Co-Executrixes" is used, it should refer to my Independent Co-Executrixes in charge of an independent administration, as those terms are defined in the Texas Probate Code.

SECTION 1.

Payments of Debts and Death Taxes

1.1. I direct that my Co-Executrixes shall, as soon as practicable, pay all my debts and taxes, including Federal Estate, State Inheritance, and other death taxes, including any interest and penalties thereon, owing as a result of my death. All said debts and taxes shall be paid out of my Residuary Estate except as hereinafter provided in Section 1 of this, my Will. Proceeds of insurance on my life payable to named beneficiaries other than my Estate shall not be liable for any of the foregoing expenses, unless and until all of the assets of my Estate have been exhausted.

SECTION 2.

Residuary Estate to Daughters
Alternative Trust for Grandchildren

2.1. All of the rest, residue and remainder of my Estate of whatever nature and wherever located, including all property over which I have a power of appointment, including all void or lapsed devises and bequests, I give, devise and bequeath to my two (2) daughters, RUTH MARILYN ELLIS and DORIS EVELYN WILSON, in equal

VOL 288 PAGE 336

shares. If my daughter, RUTH MARILYN ELLIS, does not survive me, all of the remaining property and estate devised to her shall be distributed to her two children (my grandchildren), GLEN WAYNE ELLIS and ALAN ARREN ELLIS, in equal shares. If either GLEN WAYNE ELLIS or ALAN ARREN ELLIS is not living, then his share shall be distributed to the survivor thereof.

If my daughter, DORIS EVELYN WILSON, does not survive me, all of the remaining property and estate devised to her shall be distributed to my Trustee, ROBERT CARL WILSON, in Trust, for the benefit of my grandson, DAVID LEE MILLER, for life. My Trustee shall pay over and distribute so much of the net income from the Trust as my Trustee, in his sole discretion, deems necessary, to my grandson, DAVID LEE MILLER, for his health, education, maintenance and support, and shall accumulate, invest and reinvest the balance of the net income, which shall be added to the principal of the Trust and become an integral part thereof.

Upon the death of my grandson, DAVID LEE MILLER, proceeds from his Trust Estate shall be distributed to his living descendants in equal shares, share and share alike; provided, however, that my Trustee shall have sole discretion to terminate this Trust and distribute the accumulated income and principal to my grandson, DAVID LEE MILLER.

SECTION 3.

Executors and Trustees

3.1. Co-Executrixes. I appoint my daughters, RUTH MARILYN ELLIS and DORIS EVELYN WILSON, as Independent Co-Executrixes of my estate. If either of my daughters, RUTH MARILYN ELLIS or DORIS EVELYN WILSON should predecease me, then the survivor thereof shall serve as sole Independent Executrix of my estate.

3.2. Trustees. I appoint my son-in-law, ROBERT CARL WILSON, as Trustee of the trust created herein. In the event that my son-in-law, ROBERT CARL WILSON, predeceases me or for any reason, refuses to act as such, then I appoint GLENDA TATE, of 24110

Northcrest, Spring, Texas, 77323, as Trustee of the trust created herein.

3.3. Independent Administration. I direct that no bond shall be required of my Independent Executor or its successors and that no action shall be had in any court in relation to the settlement of my estate, other than the probating and recording of this, my Last Will and Testament. My Independent Executor, or any successors, shall have any all powers that may be necessary or proper in adequately handling, managing and disposing of any property or funds forming a part of my estate created herein, and this without regard to necessity of any such sale for the purpose of paying debts or taxes, and including the power to borrow at any time and in any amount, and this Will shall be construed in such a way as to vest in them full and absolute power and authority.

3.4. Investment and Management. With regard to my estate and trusts created herein, I hereby grant to my Co-Executrices and Trustee, including any substitute or successor Executor and Trustee all of the rights, privileges and powers now or hereafter granted Executors or Trustees under the laws of the State of Texas in effect at the date of my death, regardless of whether such laws may hereafter be repealed or amended, as fully as though its provisions were written into this instrument.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY HAND on this the 13 day of July, 1990.

Robbie Lee Akins
ROBBIE L. AKINS

WE, the undersigned, do hereby certify that on the date above-written, the foregoing instrument was signed, published and declared by ROBBIE L. AKINS, to be her Last Will and Testament,

in our presence, and we, at her request, in her presence and in the presence of each other, have signed our names as witnesses.

Reva Edwards
WITNESS

Cindy Wagner
WITNESS

THE STATE OF TEXAS §
COUNTY OF VICTORIA §

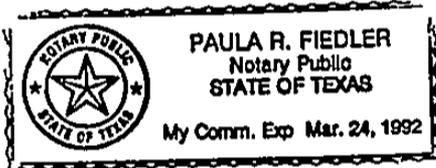
BEFORE ME, the undersigned authority, on this day personally appeared ROBBIE L. AKINS, Reva Edwards and Cindy Wagner, known to me to be the testatrix and witnesses, respectively, whose names are subscribed to the foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said ROBBIE L. AKINS, testatrix, declared to me and to the said witnesses in my presence that said instrument is her Last Will and Testament and that she had willingly made and executed it as her free act and deed for the purposes therein expressed; and the said witnesses, each on oath, severally stated to me in the presence and hearing of the said testatrix that said testatrix had declared to them that said instrument is her Last Will and Testament and that she executed same as such and wanted each of them to sign it as a witness; and upon their oaths, said witnesses severally stated further that they did sign the same as witnesses in the presence of the said testatrix and at her request, and that she was at that time eighteen (18) years of age or over and was of sound mind; and that each of said witnesses was then at least fourteen (14) years of age.

Robbie Lee Akins
ROBBIE L. AKINS

Reva Edwards
WITNESS

Cindy Wagner
WITNESS

SUBSCRIBED AND SWORN to before me by the said ROBBIE L. AKINS, testatrix, and subscribed and sworn to before me by the said Reva Edwards and Cindy Wagner, witnesses, this the 13 day of July, 1990.

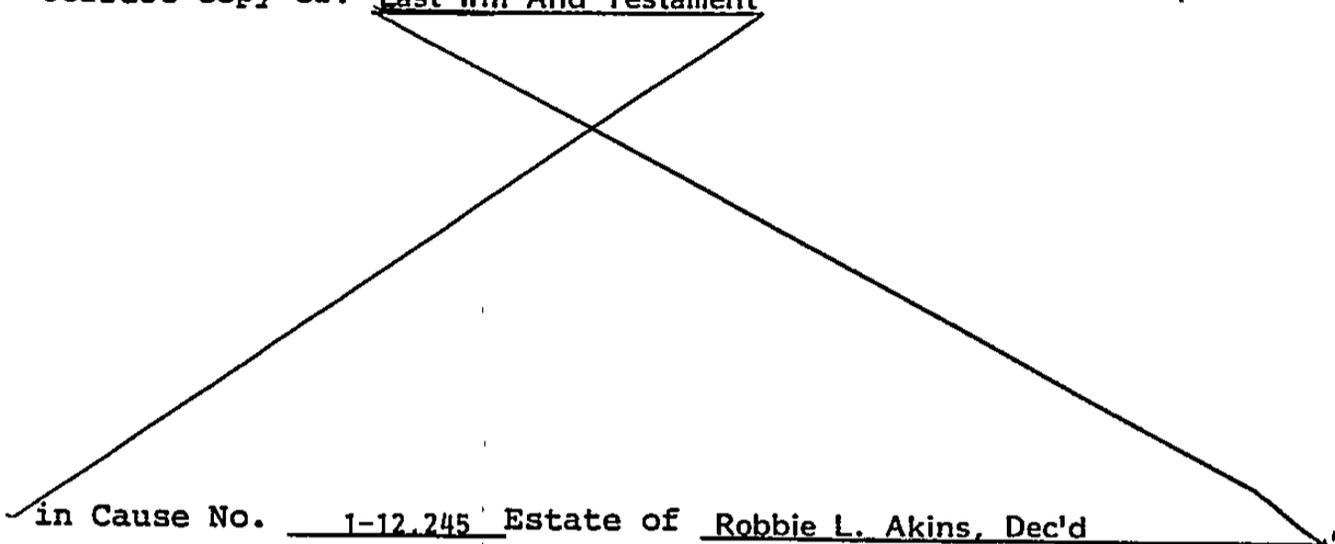


Paula R. Fiedler
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

THE STATE OF TEXAS X

COUNTY OF VICTORIA X

I, VAL D. HUVAR, clerk County Court in and for Victoria County, Texas, hereby certify that the above and foregoing is a true and correct copy of: Last Will And Testament



in Cause No. 1-12,245 Estate of Robbie L. Akins, Dec'd as same appears of record in the Probate Minutes of Victoria County, Texas, and among the filed papers in this office under Cause No. 1-12,245

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 28th day of October A. D., 19 94.



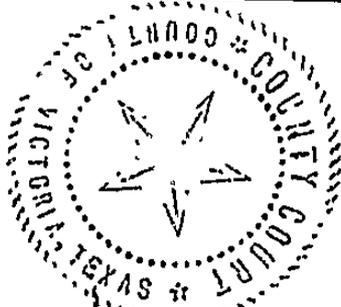
Val D. Huvar

VAL D. HUVAR, CLERK COUNTY COURT
VICTORIA COUNTY, TEXAS.

THE STATE OF TEXAS §
COUNTY OF VICTORIA §

I, Laura A. Weiser, Judge of the County Court at Law #1, of Victoria County, Texas do hereby certify that Val D. Huvar, whose name appears on the Last Will And Testament attached hereto, is the duly elected qualified and acting Clerk of the County Court of Victoria County, Texas, that the signature of said Val D. Huvar on such Last Will And Testament is genuine, and that the said Val D. Huvar has full power and authority to execute the same.

Witness my hand and official seal, this the 28th day of October A. D. 1994.



Laura A. Weiser
Laura A. Weiser
Judge County Court At Law #1
Victoria County, Texas

THE STATE OF TEXAS §
COUNTY OF VICTORIA §

I, Val D. Huvar, Clerk of the County Court of Victoria, County, Texas, do hereby certify that Laura A. Weiser, whose name appears on the above Affidavit is the duly appointed, qualified and acting Judge of the County Court at Law #1 of Victoria County, Texas, and that his signature on such certificate is genuine.

Witness my hand and official seal, this the 28th day of October A. D. 1994.



Val D. Huvar
Val D. Huvar, Clerk County Court
Victoria County, Texas

STATE OF MISSISSIPPI, COUNTY OF MADISON:

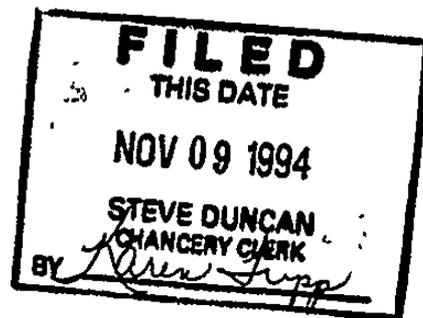
I certify that the within instrument was filed for record in my office this 7th day of November, 1994, at 9:45 o'clock A. M., and was duly recorded on the 7th day of November, 1994, Book No. 27, Page 426



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

My Personal Possessions (Household Possessions)
 when I have left this earthly kingdom and
 my hopes to gain a new home above I
 hereby appoint Sara Broad Walker,
 Jessie Anna Puryear, Sally Holder and
 Lucille Bennett and Lucian Hodges
 to remember each of the following
 members of my family, The Hodges,
 Family, The Walker Family, and
 friends of Frances and W. D. Brown.
~~now~~ Signed - Frances H. Brown
 1-11-88

This request concerns my household
 possessions - how I want them to
 be distributed. There are specific
 directions I hope can be followed -
 1-11-88



Sara Brown Walker

- 1. Two tier table in living room.
- 2. Large Christmas plate - (Century Electric)
- 3. Eight Amber glasses - (W. d. brought for me at Long Mt. Snowflake Beer)
- 4. Pink table cloth (Miss Fancher made)

Betty Brown Edgar

Tea Cart

Thin pink water glasses over Miss Foxchiel
Pink bowl and pink vase in living room
on round table

Card table (was Miss Bettie's) in guest room
Pink Vista China - plates, platters, 2 cups
sauce, sugar & creamer (top of sugar broken)

Sally

Dana's Real Holder

1. Brass handle Holder
2. Vase lamp in guest room
3. Red sandy dish (round) Dr. Brown gave
me 5⁰⁰ one time and I bought it
4. Plantation Desk
5. Crystal platters - divide with Lucy
- 6

Justie Anna Puryear & Frank Puryear Jr

1 tall fine drawer chest in guest room

2 antique chairs in dining room

2 antique chairs in guest room

Goosbeek (cask) in back room - were mama's & daddy's

Spode china plates (cups & saucers) are for Sally & Justie Anna

Family pictures

Living room chairs

Grandmother's chair clock in living room

Decor over mantle

~~etc~~

~~Antique~~

All odd plates -

Cut glass bowl in cabinet - was mama's

Picture over mantle mantle

~~Sally Puryear~~

Fosteria sugar, creamer, cruet and salad plates - I gave them to mama

White china cups and saucers - Jimmy gave them to me -

Amber candy stand and fluted stand you gave me years ago.

Donna Lucille Bennett

1. Fur jacket if she wants it
2. 1 gallon of mobile oil as stated in my distribution of personal ^{effects} things by Sarah B. Walk and Sara Nell Holder and Dr. Lucius Hodgson.
3. Newborn stock 25 units to go to Canton First United Methodist Church, Canton, Mo.

Lucy Walker West

1. China cabinet in dining room - was Miss Pettie's
2. Pine China - plates, cups, platters, vegetable bowls cups and saucers
3. Festoria table stand - Sara gave it to me
4. Coffee table in back room - your mother and daddy gave it to us as a wedding gift
5. Ruby - diamond ring - Lucy West here wear until Molly Ingram reached the age of 25 it will then go to Molly Ingram West
6. ~~Diamond ring given to Mary Lucy West~~
I hope this name Ingram will continue to be a family name and ring will go down in history

Jewelry Distribution

Frank E. Pulyear Jr. is to receive
the large solitaire diamond. I
purchased this ring from
some years ago. General

Margaret Frances Hodges - Pictures of mama
mrs. Cash \$500⁰⁰

Julia Robb Hodges pictures of daddy, mama,
F. B. and me. Cash \$500⁰⁰

Laura Edgar - Diamond bracelet

Betsy Edgar - Opal rings

Elizabeth Holder - diamond brooch

Dora Neal Holder - diamond watch

Mary Lucy West - Diamond brooch

Molly ^{Ingram} West - Ruby and diamond ring
because of name I take this ring to
always remain in the family.

Will Edgar - 4 stones from wedding ring
channel wedding ring to Dora Walker

Furniture to be divided among
Margaret Hodges, Julia Hodges and ^{BOOK} 27 PAGE 44i

- Frank [unclear] [unclear] [unclear] [unclear] + Julia Lamb
1. Dining room furniture - Table & Slip Chairs & bench
 2. Buffet -
 3. Silver chest
 4. Mirror over buffet
 5. Christmas (Spode) plates and coffee cups
 6. White milk glasses (8 in. number)
 7. Best Water glasses 8 in. number
 - ~~8. Pink linen Tablecloth Sara~~
 8. Four poster bed in guest room
 9. Bed and table in back room
 10. Black bench in back room
 11. Four poster bed in front room
 12. Coffee table in living room
 13. Mirror over piano
 14. Oriental rug in living room
 15. Desk in living room
 16. Living room sofa
 17. Two end tables & lamps in living room
 18. Lamp on desk
 19. Oak chest in guest room
 20. Eight Ymas glasses
 21. Magnolia picture
 22. Picture over mantle
 23. Wash dresser in kitchen
 24. Broad Stitch bed spread

Odds & Ends

1. Demotise cups & saucers in Apple Blossom
given to Sara Nichols (8 in number)
2. Bird plates & bird glasses ^{tried} to Barry Hodges -
Dalton, Ga - if not delivered to him sooner
3. T. V. Set to Merlinda Washington
4. ~~2~~ ~~of~~ ~~galletto~~ to Merlinda Washington,
5. ~~Sofa~~ in back room to Merlinda Washington
6. ~~Dresser~~ in back room to Merlinda Washington
7. Kitchen ^{type} & 2 chairs to Merlinda Washington
8. ~~Refrigerator~~ to Merlinda Washington
9. ~~Wardrobe~~ ~~to~~ ~~Merlinda~~ ~~Washington~~

Mary Frances Buckley - daughter of Graham
& Elsie Hodges -
Apple blossom china & all cranberry crystal

Kathy Street Silver
Sterling silver fruit bowl given to ~~me~~ ^{us} by her
mother for our wedding present 1948

Silver Trays - Methodist Church
All silver trays to First United Methodist
Church - kept polished and are to be kept
in the antique chest - one person is to be appointed
to check in and out.

Distribution of household articles
and jewelry - to be distributed by
Sarah B. Walker and Sarah Neal Holder
1-11-88

Silver Service
 Silver Service - First Meth. Church -

Quilt (green) - Sally Lamb

All ins and odds to be divided among
 Walker family and my two sisters -
 share with Lucien if you so desire.

This angel shawl or mantle is for
 Joyce Ogden -

Star of Texas Quilt given to me
 by Jean and Bill Matthews goes
 back to Jean Kraft.

golly Pattern
in chiffon in
hall closet

Christmas breakfast set and
green candle holders to go to
Jean and Benson Napier -
"My preacher family" Green Candle
sticks

Added thoughts
\$ 500.00 to Jim Hodges
500.00 to Queen Hodges Jr -
~~to Queen Hodges Jr -~~



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day
of November, 1994, at 10.40 o'clock A M, and was duly recorded
on the 9th day of November, 1994, Book No. 27, Page 433.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

MADISON COUNTY, MISSISSIPPI

FILED

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

NOV 09 1994

IN THE MATTER OF THE ESTATE OF AT 10:40 O'CLOCK A.M. CIVIL ACTION FILE
FRANCES HODGES BROWN, DECEASED STEVE DUNCAN, CHANCERY CLERK 32-370

By: Karen Trapp D.C.

AFFIDAVIT OF AUTHENTICITY OF HOLOGRAPHIC CODICIL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority in and for the aforementioned jurisdiction, the within named JAMES L. CANNON, JR., and FRANK V. THOMPSON, who, each having been by me first duly sworn, deposed and stated upon oath as follows:

1. Affiant, James L. Cannon, Jr., is an adult resident citizen of Madison County, Mississippi, whose residence address is 1545 Sunset Drive, Canton, Mississippi 39046;

2. Affiant, Frank V. Thompson, is an adult resident citizen of Madison County, Mississippi, whose residence address is 1308 Traf- ton Avenue, Canton, Mississippi 39046;

3. James L. Cannon, Jr., is Senior Vice-President, and Frank V. Thompson is Vice-President, respectively, of Merchants & Farmers Bank of Canton, Mississippi, and that they and each of them personally knew Frances Hodges Brown (Frances H. Brown) throughout much of their adult lifetime and handled her banking business on a regular basis. They, and each of them, knew and were well acquainted and familiar with the handwriting and signature of Frances H. Brown. They, and each of them, have carefully read and examined the attached instrument of writing consisting of fourteen (14) pages dated January 11 and 12, 1988, which

purports to be a Codicil to the Last Will and Testament of Frances H. Brown, deceased, and each has determined that the handwriting and signature of said holographic codicil are genuine and were wholly made and subscribed by the said Frances H. Brown and is authentic in all respects.

4. That on January 11 and 12, 1988, Frances H. Brown was over the age of eighteen (18) years and was of sound and disposing mind and memory, possessed the requisite testamentary capacity, and was competent in all respects to make a valid codicil.

5. Neither affiant is named as a beneficiary under the Last Will and Testament nor under the said holographic codicil of Frances H. Brown, and neither is in anywise interested in her estate.

EXECUTED this the 25 day of OCTOBER, 1994.

James L. Cannon, Jr.
James L. Cannon, Jr.

Frank V. Thompson
Frank V. Thompson

SWORN TO AND SUBSCRIBED before me, this the 25th day of October, 1994.

Eileen Budget Gannon
NOTARY PUBLIC

(S E A L)

My commission expires:
NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES September 7, 1997
BONDED THROUGH EDEN MARCHETTI, INC.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of November, 1994, at 10 40 o'clock A. M., and was duly recorded on the 9th day of November, 1994, Book No. 27, Page 448.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* D.C.



MADISON COUNTY, MS

FILED

NOV 18 1994

STATE OF MISSISSIPPI
COUNTY OF MADISON

AT 10:55 O'CLOCK A. M
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Hipp, D.C.*

LAST WILL AND TESTAMENT OF JOSEPHINE BUCKINANI

I, JOSEPHINE BUCKINANI, being of sound and disposing mind and memory and of legal age, do hereby make, publish and declare this as my Last Will and Testament, hereby revoking any previous Wills which may have been made by me, to-wit:

ITEM I: I give and bequeath unto LITTLE SISTERS OF THE POOR, whose present address is 1655 McGill Avenue, Mobile, Alabama, the sum of One Thousand Dollars (\$1,000.00).

ITEM II: I give and bequeath unto SACRED HEART CATHOLIC CHURCH of Canton, Mississippi, the sum of Five Thousand Dollars (\$5,000.00), and request that said Church establish a memorial fund and expend only the interest or income from said sum of money.

ITEM III: I give and bequeath unto the Priest in charge of Sacred Heart Catholic Church of Canton, Mississippi, the sum of One Thousand Dollars (\$1,000.00), to be used at the direction of Mrs. Rita Buckinani for Masses offered for me.

ITEM IV: I give and bequeath unto the BISHOP OF NATCHEZ-JACKSON, and his successors in office of the Roman Catholic Church, for the education of priests for this diocese, the sum of Two Thousand Dollars (\$2,000.00).

ITEM V: I give and bequeath unto the FRANCISCAN FRIARS OF THE ATONEMENT, whose present address is Graymoor, Garrison, New York 10524, the sum of Five Hundred Dollars (\$500.00).

ITEM VI: I give and bequeath unto ST. JOSEPHS HOME, Post Office Box 288, Jersey City, New Jersey 07303, the sum of One Hundred Dollars (\$100.00).

ITEM VII: I give and bequeath the sum of Three Thousand Dollars (\$3,000.00) each to:

Rosemary Noble Gentry

Otway Noble, Jr.

John Charles Noble

Emily Jane Cain Endris

Craig Endris

Vickie Jo Endris

Mary Jo Brewer Robinson

Laura Josephine Robinson

Mary Ellen Robinson

Rita Seater

Dorothy May McFerran

If any of the above named legatees are minors at the time of my death, his or her legacy shall be delivered to Canton Exchange Bank of Canton, Mississippi, as Trustee, to hold said sum during the minority of each of said legatees and for delivery to each legatee upon attaining the age of twenty-one years. Said Trustee shall not be accountable to any court, and the Bank's receipt for said legacy shall be given the same force and effect as if said legacy had been delivered to each of said minors, and said Trustee may, in its discretion, expend all or any portion of said legacy for the general welfare, needs, education, sickness, hospitalization, or in any type of emergency, for each of said minor legatees. Said Trustee is specifically authorized to join in the petition for the closing of this estate in behalf of any legatee who was a minor at the time of my death, and no one for whom Canton Exchange Bank is Trustee hereunder shall be required to join in said petition.

ITEM VIII: All of the rest, residue and remainder of my estate, real, personal and mixed, and of every kind or nature

owned or claimed by me at the time of my death, I give, devise and bequeath unto my mother, MRS. RITA BUCKINANI, for and during her natural life, with the remainder to ROSEMARY NOBLE GENTRY. Should Rosemary Noble Gentry predecease me or my mother Rita Buckinani, then the remainder shall vest in Canton Exchange Bank of Canton, Mississippi as Trustee for the children of Rosemary Noble Gentry living at the time of her death. The Canton Exchange Bank as Trustee in this instance shall have the same authority and powers vested in said Bank as Trustee in ITEM VII hereof.

My said mother, Mrs. Rita Buckinani, is hereby vested with full authority to use and dispose of any and all of said property during her lifetime as she may see fit, including the right to sell, execute deeds, mortgages, oil, gas and mineral leases, division orders, bills of sale, assignments, and to receive and receipt for all monies derived therefrom, to use as she may see fit.

ITEM IX: I hereby name, constitute and appoint my mother, MRS. RITA BUCKINANI, as Executrix of this my Last Will and Testament, and if for any reason she fails, neglects or refuses to qualify and act as Executrix, then in that event I hereby name, constitute and appoint Otway B. Noble as Executor of this my Last Will and Testament, and if said Mrs. Rita Buckinani and Otway B. Noble fail, refuse or neglect to qualify and act, then in that event I hereby name, constitute and appoint ROSEMARY NOBLE GENTRY as Executrix of this Will, and direct that neither of said parties be required to give any bond in connection with said estate and, as far as the law permits, neither shall be required to report to any court.

SIGNED, PUBLISHED AND DECLARED by me as my Last Will and Testament in the presence of these witnesses, who also signed the same as witnesses in my presence and in the presence of each other on this the 27th day of July 1971.

Josephine Buckinani
Josephine Buckinani

WITNESSES:

William J. ...

...

Page 3



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18th day of November, 1994, at 10:55 o'clock A.M., and was duly recorded on the November 22, 1994, Book No. 27, Page 450

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

STATE OF MISSISSIPPI
COUNTY OF MADISON

BOOK 27 PAGE 453

MADISON COUNTY, MS

FILED

NOV 18 1994

AT 10:55 O'CLOCK A. M
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Tripp, D.C.*

PROOF OF WILL

In the matter of a certain instrument of writing, purporting to be the Last Will and Testament of Josephine Buckinani, deceased, late of Madison County, Mississippi.

PERSONALLY appeared before me, the undersigned Notary Public in and for the jurisdiction aforesaid, SUSIE BURNS, one of the two subscribing witnesses to the foregoing and annexed instrument of writing purporting to be the Last Will and Testament of Josephine Buckinani, deceased, late of Madison County, Mississippi, who having been first duly sworn stated that the said Josephine Buckinani, signed, published and declared said instrument to be her Last Will and Testament on the 27th day of July, 1971, the day of the date of said instrument, in the presence of said deponent, and that the said testator was then and there of sound and disposing mind and memory, was more than twenty-one (21) years of age, and that said deponent subscribed and attested said instrument, as a witness to the signature and publication thereof, at the special instance and in the presence of the testator, on the day and year of the date thereof.

WITNESS MY SIGNATURE, this the 17th day of November, 1994.

Susie Burns
SUSIE BURNS

November, 1994. SWORN TO and subscribed before me, this the 17th day of

Shelma Helms
NOTARY PUBLIC

My Commission Expires:

June 7, 1997

buckinani. pow
003/111794



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18th day of November, 1994, at 10:55 o'clock A M., and was duly recorded on the November 22, 1994, Book No. 27, Page 453.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

FILED

LAST WILL AND TESTAMENT

NOV 23 1994

OF

AT 11:20 O'CLOCK A.M.
STEVE DUNCAN CHANCERY CLERK

AUSTIN STEPHEN PROUTY

By *K. Duncan*

STATE OF MISSISSIPPI
COUNTY OF HINDS

I, the undersigned, Austin Stephen Prouty, being over the age of twenty-one years and under no disabilities of any kind or character, and being of sound and disposing mind and memory do hereby make, publish and declare this my Last Will And Testament:

ITEM I : Knowing the devotion of my wife, Florence Coker Prouty, to our son, Stephen Earl Prouty, and in view of her solicitation for his welfare, I hereby give, devise and bequeath unto my wife, Florence Coker Prouty, all my property of every description, whether real, personal or mixed, which I may possess at the time of my death.

ITEM II : I appoint my wife, Mrs. Florence Coker Prouty, as Executrix of my estate, and request that all formalities so far as by law allowed be dispensed with in the administration of my estate, and request that she be allowed to serve without bond.

IN WITNESS WHEREOF, I have signed, published and declared this My Last Will And Testament in the First Judicial District of Hinds County, State Of Mississippi, on this the 11th day of May, 1959.

Austin Stephen Prouty
TESTATOR

WITNESSES:

William R. Dancy

Mrs. Dickey Day Bostic

We, the undersigned subscribing witnesses to the above and foregoing written instrument certify that the said Austin Stephen Prouty in our presence signed, published and declared the foregoing written instrument to be his Last Will And Testament and that in our presence he signed the same and at his special instance and request we signed our names as subscribing witnesses in his presence and in the presence of each other. That the said Austin Stephen Prouty was over the age of twenty-one years, and appeared to be of sound and disposing mind and memory.

Witness our signatures, this the 11th day of May, 1959.

William R. Dancy

Mrs. Dickey Day Bostic



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23 day of November, 1994, at 1:00 o'clock P.M., and was duly recorded on the November 23, 1994, Book No 27, Page 455

STEVE DUNCAN, CHANCERY CLERK

BY *K. Duncan* D.C.

THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
AUSTIN STEPHEN PROUTY, DECEASED

NO. 94-593
MADISON COUNTY, MISSISSIPPI

FILED

NOV 23 1994

AT 11:20 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

by: *[Signature]*

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF HINDS

THIS DAY personally appeared before me the undersigned authority in and for the jurisdiction aforesaid the within named WILLIAM R. PHILLIPS, who, being by me first duly sworn according to law, saith on Oath:

1. This Affiant is one of the subscribing Witnesses to an instrument of writing purported to be the Last Will and Testament of Austin Stephen Prouty, Deceased, who was personally known to the Affiant, and whose signature is affixed to said Last Will and Testament, which is dated the 11th day of May, 1959.

2. On the 11th day of May, 1959, the said Austin Stephen Prouty, Deceased, signed published and declared said instrument of writing as his Last Will and Testament, in the presence of the Affiant and in the presence of Mrs. Dicky Day Bostic, the other subscribing witness to said instrument.

3. That said Austin Stephen Prouty, Deceased, was then and there of sound and disposing mind and memory, and above the age of twenty-one (21) years.

4. This Affiant, together with Mrs. Dicky Day Bostic, subscribed and attested said instrument as the subscribing witnesses to the signature and publication thereof, at the special

instance and request, and in the presence of said Austin Stephen Prouty, Deceased, and in the presence of each other.

5. This Affiant is a resident of Hinds County, Mississippi.

William R. Phillips
WILLIAM R. PHILLIPS

SWORN TO AND SUBSCRIBED before me this the 22nd day of

NOVEMBER, 1994.

Richard H. Gandy
NOTARY PUBLIC

My Commission Expires:
December 18, 1994

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 23 day of November, 1994, at 1:00 o'clock P M., and was duly recorded on the November 23, 1994, Book No. 27, Page 456.

STEVE DUNCAN, CHANCERY CLERK

BY: R. Cooper D.C.

Bill K. Gregory

LAST WILL AND TESTAMENT OF LESTER W. WILLIAMS AND CLARA B. WILLIAMS

We, Lester W. Williams and wife, Clara B. Williams, both residents of Canton, Mississippi, both being of sound and disposing mind and memory and more than eighteen years of age, do make this, our Last Will and Testament especially revoking all prior testamentary documents.

ITEM I. We hereby appoint and nominate the survivor of us as executor or executrix of the estate of the survivor and do especially excuse said survivor from entering into bond. Upon the death of the survivor of us we nominate and excuse from bond Roy K. Easley as executor, and relieve our said Roy K. Easley of all duty to account to the courts for his acts and doings as such, and do hereby waive an inventory and an appraisement of our estate, save the probate of this our Last Will and Testament.

ITEM II. We will, devise and bequeath all of our property, real, personal and mixed of every kind and description and wheresoever situated to the survivor and said survivor shall have the right to deal with this property as freely as if it were his own or her own and this power is absolute without restriction. Upon the death of the survivor of us all of said property remaining and all other property owned by said survivor we will, devise and bequeath unto our seven children, namely, Ann Ingram, Gladys Marie Stanley, Roy K. Easley, Lester C. Williams, Charlie W. Williams, Mamie Joyce Reynolds and Barbara Gayle Williams, each to share alike.

SIGNED AND DECLARED as this our LAST WILL AND TESTAMENT, THIS 29TH day of November, 1979.

Lester W. Williams
LESTER W. WILLIAMS

Clara B. Williams
CLARA B. WILLIAMS

Josephine Hood (WITNESS)
Helen H. Baird (WITNESS)

ATTESTATION CLAUSE

We, the undersigned witnesses to the Will of Lester W. Williams and Clara B. Williams, do hereby certify that the said Lester W. Williams and Clara B. Williams on the day they executed the foregoing Will were over the age of eighteen years and of sound and disposing mind and memory; that they signed and subscribed said will and published it as their LAST WILL AND TESTAMENT in our presence and in the presence of each of us

PAGE # 2 Lester W. Williams and Clara B. Williams Last will and Testament

and that we at their expressed instance and request signed and subscribed said Will as witnesses thereto in their presence and in the presence of each other as an attestation thereof.

WITNESS OUR SIGNATURES, this the 29TH day of November, 1979.

Joséphine Hood (WITNESS)

Walter H. Baird (WITNESS)

SIGNED FOR IDENTIFICATION PURPOSES:

Lester W. Williams

Clara B. Williams

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 2 day of Dec. 19 94, at 4:00 o'clock P M., and was duly recorded on the December 2, 1994, Book No. 27, Page 458.



STEVE DUNCAN, CHANCERY CLERK

BY: K. Gregory DC

FILED

STATE OF MISSISSIPPI
COUNTY OF Madison

DEC 02 1994

AT 3:00 O'CLOCK P
By: Kouyoude

PROOF OF WILL

This day personally appeared before me, the undersigned authority in and for said County and State, HELEN H. BIARD, one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Lester W. Williams, deceased, late of the County of Madison, State of Mississippi, who first being duly sworn makes oath that the said Lester W. Williams, published and declared said instrument as his Last Will and Testament on the 29th day of November, 1979, the day of the date of said instrument, in the presence of this affiant and Josephine Hood, subscribing witnesses; that said Lester W. Williams was then of sound and disposing mind and memory, and twenty-one years and upward of age; and that the said affiant, Helen H. Biard and Josephine Hood subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the said Lester W. Williams and in the presence of each other.

Helen H. Biard
Affiant

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

Barth J. Marmor
Notary Public

My Commission Expires:

My Commission Expires Nov. 18, 1995



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 2 day of Dec, 1994, at 4:00 o'clock P M., and was duly recorded on the December 2, 1994, Book No. 27, Page 460.

STEVE DUNCAN, CHANCERY CLERK

BY: Kouyoude D.C.

BOOK 27 PAGE 461

LAST WILL AND TESTAMENT

OF

ZOLLIE RAY KIMBROUGH

MADISON COUNTY, MS
FILED

DEC 09 1994

AT 11:45 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By: *K. K. K. K.*

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned, ZOLLIE RAY KIMBROUGH, of the City of Jackson, County of Hinds, State of Mississippi, being above the age of eighteen years, 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 other Wills and Codicils heretofore made by me.

ARTICLE I.

I direct that all of my just debts, all taxes, and all expenses of my last illness and funeral be paid as soon after my death as conveniently can be done; provided, however, that nothing herein shall be construed to create a constructive trust for the payment of such amounts. I will and direct that the administration of my estate be closed as soon after my death as is reasonably possible.

ARTICLE II.

I hereby give, devise and bequeath all of my property, real, personal and mixed, and wherever situated, of which I may die seized or possessed, or in which I may have any interest at the time of my death, unto my daughter, Caroline Kimbrough Forrest, if she survives me.

ARTICLE III.

If my said daughter does not survive me, then I hereby give, devise and bequeath all of my property, real, personal and mixed, and wherever situated, of which I may die seized or possessed, or in which I may have any interest at the time of my death, unto my grandchildren, Emily Miller Garth, Ellen

Carol Forrest, and David Cameron Forrest, or unto their descendants, in equal shares, per stirpes, subject to the terms and provisions of Article IV below.

ARTICLE IV.

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

The trust or trusts specified herein are intended to be within the definition of a "trust" as set forth in the Uniform Trustees' Powers Act, Chapter 372, Mississippi Laws of 1966 (Section 91-9-103, et seq., Mississippi Code of 1972, Annotated) and the said Trustee shall have all of the powers afforded to trustees in and by the terms and provisions of said statute, as now or hereafter amended, reference to which statute is hereby made for all purposes.

ARTICLE V.

I appoint my daughter, Caroline Kimbrough Forrest, as Executrix of this my Last Will and Testament. Should my said daughter be unable or unwilling to serve as such, either before or after entering upon her duties, I appoint my son-in-law, Cameron Bruce Forrest, as alternate Executor of this my Last

Will and Testament. I direct that my said Executrix and/or alternate Executor be allowed to serve as such without Bond and without accounting to any Court, and I hereby waive the requirement of an appraisal of my estate.

I appoint my said son-in-law, Cameron Bruce Forrest, as Trustee of any and all trusts hereby created. I direct that my Trustee be allowed to serve without bond and without accounting to any Court.

During the period of administration my estate shall be considered as a trust within the meaning of the said Uniform Trustees' Powers Act, reference to which is again hereby made, and my Executrix and/or alternate Executor shall have all of the powers during the period of administration that are afforded to trustees in and by the terms and provisions of said statute as now or hereafter amended.

WITNESS MY SIGNATURE, this the _____ day of _____, 1975.

ZOLLIE RAY KIMBROUGH

WITNESSES:

Ray A. Dravis
Mary G. C'Brien

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by ZOLLIE RAY KIMBROUGH as her Last Will and Testament, that she signed the same in our presence, and in the presence of each of us, and that we, at her request, and in her presence, and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 28th day of October, 1975.

Ray A. Dravis
Mary G. C'Brien

Page Three



STATE OF MISSISSIPPI, COUNTY OF MADISON.
I certify that the within instrument was filed for record in my office this 9 day of Dec, 1994, at 2:45 o'clock P M, and was duly recorded on the December 9, 1994, Book No 27, Page 461
STEVE DUNCAN, CHANCERY CLERK BY [Signature] D C

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
MADISON COUNTY, MS
NO. 94570

FILED

DEC 09 1994

AT 11:45 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: *[Signature]*

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
ZOLLIE RAY KIMBROUGH, DECEASED

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI)
)
COUNTY OF HINDS)

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, MARY C. O'BRIEN, who, being first duly sworn, makes oath to the following:

That she was personally acquainted with Zollie Ray Kimbrough, late of Madison County, Mississippi; that the said Zollie Ray Kimbrough was a resident of and had a fixed place of residence in the City of Ridgeland, Madison County, Mississippi; that affiant, in the presence of Jay A. Travis III, subscribing witness, and at the special instance and request of said Zollie Ray Kimbrough did, on the 28th day of October, 1975, sign and subscribe an instrument of writing represented to be the Last Will and Testament of the said Zollie Ray Kimbrough, Deceased; that said instrument, the original of which is attached hereto, was signed by Zollie Ray Kimbrough as Testatrix, and the said Testatrix declared in the presence of Affiant and in the presence of the said Jay A. Travis III that said instrument constituted her Last Will and Testament and thereupon Affiant, in the presence of the said Zollie Ray Kimbrough, and in the presence of Jay A. Travis III the other subscribing witness thereto, signed and subscribed the said instrument as one of the attesting witnesses thereto, both of the witnesses signing said Will in the presence of the said Testatrix and in the presence of each other; that at the time of the said attestation and signing of said instrument the said Zollie Ray Kimbrough was above the age of eighteen years, was then of sound and disposing mind and memory, and in full possession of all of her mental faculties.

The original of said Will is attached to this affidavit and this affidavit is executed by this Affiant in proof of

BOOK 27 PAGE 467

said Will, and for the purpose of probating the same in the Chancery Court of Madison County, Mississippi.

Mary C. O'Brien
MARY C. O'BRIEN

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

Paul C. Butler
NOTARY PUBLIC



My Commission Expires:
My Commission Expires:
August 17, 1998

[SEAL]



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 9 day of Dec, 1994, at 2:45 o'clock P.M., and was duly recorded on the December 9, 1994, Book No 27, Page 464

STEVE DUNCAN, CHANCERY CLERK BY R. Gregory D.C.

LAST WILL AND TESTAMENT

FILED

DEC 09 1994

OF

BOWER L. JOHNSTON

AT 12 20 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By *Steve Duncan*

I, BOWER L. JOHNSTON, residing in the City of Madison, Madison County, Mississippi, being of sound and disposing mind and memory and over the age of twenty-one (21), hereby revoke all prior Wills and Codicils and every other instrument of a testamentary nature heretofore made by me, and declare this to be my Last Will and Testament in manner and form as follows:

ARTICLE I

1. I give, devise and bequeath all of my estate, both real, personal and mixed of every nature and wherever situated unto my wife, ESTHER H. JOHNSTON, if she survives me. I expressly make no provision for any of my children, having full faith and confidence that my said wife will utilize the assets of my estate for her and their general welfare and best interests.

2. In the event that my said wife does not survive me, I give, devise and bequeath all of my estate as described above to my children, Brent L. Johnston and Bower L. Johnston, Jr., in equal shares per stirpes. If either of my children shall predecease me without children, I direct that the share of such deceased child shall pass to my other child per stirpes.

ARTICLE II

1. In the event that my said wife and I shall be killed in a common accident or as a result of a common disaster or under such circumstances that it would be impossible, in the judgment of my Executor, whose decision shall be conclusive, to determine which of us died first, it shall be presumed that she survived me; and this presumption shall apply throughout this Will.

2. I nominate and appoint my wife Esther H. Johnston, as Executrix of this my Last Will and Testament, if she survives me. If she does not survive me, or shall she be unable or unwilling to serve, I appoint my sons, Bower L. Johnston, Jr. of 198 Paragon Road, Cookeville, Tennessee 38501, and my son Brent L. Johnston, of

Bower L. Johnston

314 Evergreen, Ridgeland, Mississippi 39157, as Co-Executors hereunder. My Executor or Co-Executors shall not be required to give bond or file an appraisal, inventory or formal accounting with any court.

This Will consists of two pages, including this one.

WITNESS my signature on this the 4th day of April, 1994.

BOWER L. JOHNSTON

WITNESSES:

Laura L. Mars
Address: 210 Kilford Ct
Madison MS 39110

Philip E. Duboy Jr
Address: 4646 Maple Drive
Jackson, MS 39206

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

Laura L. Mars
Address: 210 Kilford Ct
Madison MS 39110
Philip E. Duboy Jr
Address: 4646 Maple Drive
Jackson, MS 39206



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of Dec, 1994, at 2:45 o'clock P.M., and was duly recorded on the December 9, 1994, Book No 27, Page 466

STEVE DUNCAN, CHANCERY CLERK BY K. Gregory D C

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE

OF

CIVIL ACTION NO. 94629

BOWER L. JOHNSTON
DECEASED

MADISON COUNTY, MS
FILED

DEC 09 1994

AT 12:20 O'CLOCK P. M
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Jupp, D.C.*

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the state and county aforesaid, the within named Philip E. Irby, Jr., 4646 Manila Drive, Jackson, Mississippi 39206, 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 Bower L. Johnston, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 4th day of April 1994, a true and correct copy of which is attached hereto as an Exhibit.

(2) That on the 4th day of April 1994, the said Bower L. Johnston, 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 Laura L. Mars the other subscribing witness to the instrument.

(3) That Bower L. Johnston, was then and there of sound and disposing mind and memory, and well above the age of twenty-one

#94-628
MADISON COUNTY, MS
FILED

DEC 09 1994

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

By: *R. Gregory De*

Last Will and Testament

of

BEN HARE

(July 15, 1992)

Prepared by:

Thomas F. Lay
Attorney At Law
11550 Fuqua, Suite 490
Houston, Texas 77034
Phone (713) 484-2700

STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full, true and correct photographic copy of the original record of the County Court in my office and preserved on microfilm and having microfilm thereon

I hereby certify on September 6, 1994



as the same is recorded in the Official Public Records of Probate and thereon

JESSIE G. KIRKENDALL, COUNTY CLERK
GALVESTON COUNTY, TEXAS

By: *Jessie G. Kirkendall*

LAST WILL AND TESTAMENT
OF
BEN HARE

500-87-1528

THE STATE OF TEXAS §
COUNTY OF GALVESTON §

KNOW ALL MEN BY THESE PRESENTS

I, BEN HARE, a resident of Friendswood in Galveston County, Texas, make and publish this my LAST WILL AND TESTAMENT, and I revoke all other testamentary instruments previously made by me.

ARTICLE I.

Identification

1.1 My wife's name is LOU HARE. All references in this Will to "my wife" are to her.

1.2 I have two (2) living children, namely, Teresa Dianne Foster and William Robert Hare. All references in this Will to "my children" are to said named children and to any children hereafter born to or legally adopted by me.

ARTICLE II.

2.1 If my wife survives me, I give to her all of my interest in any automobiles, clothing, jewelry, household goods, furniture and furnishings, other articles of personal use or ornament, and other personal effects of a nature, use or classification similar to the foregoing. If my wife fails to survive me, I give such property to my children in equal shares, with particular items to be allocated among my children as they may agree, or if they cannot agree, as my Executor shall decide.

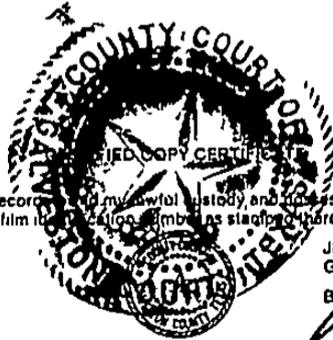
2.2 If my wife survives me, I give to her all of my interest in our home occupied by us at the time of my death. If my wife fails to survive me I give such property to my children

BH
Initials

STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full, true, and correct photographic copy of the original record of my will in my custody and possession as the same is recorded in the Official Public Records of Probate and County Court in my office and preserved on microfilm, and having microfilm identification numbers as stated hereon

I hereby certify on September 6, 1994



JESSIE G. KIRKENDALL COUNTY CLERK
GALVESTON COUNTY, TEXAS

Jessie G. Kirkendall

ARTICLE IV.

Family Trust

4.1 If my wife or any child of mine survives me, I give all of the rest and residue of my estate and property to my Trustee, IN TRUST, to be administered as provided in this Article. My wife shall be the primary beneficiary of such trust during his lifetime.

4.2 My Trustee shall distribute to my wife and my children from the income and principal of this trust such amounts as are necessary, when added at the funds reasonably available to my wife and my children from all other sources known to my Trustee, to provide for their health, support, maintenance and education, taking into consideration the age, education and station in life of each such distributee. I particularly desire that each of my grandchildren be afforded every opportunity to obtain as complete an education, including attendance at graduate, professional and special trade schools, as he or she may reasonably desire and be qualified to obtain.

4.3 My wife shall have the special power to appoint (outright in trust or otherwise) all or any part of the income and principal of the trust created by this Article to any one or more of my descendants. Such power shall be exercisable by acknowledged instruments delivered to my Trustee during my Trustee's lifetime or by specific reference in his will.

4.4 The trust created by this Article shall terminate when no child of mine is living or under the age of twenty-five years or when my wife dies whichever is later. Upon termination, the remaining unappointed trust property shall be distributed to my then living descendants, per stirpes; provided, however, if no descendant of mine is then living, such remaining unappointed trust property shall be distributed to my heirs.

ARTICLE V.

Contingent Beneficiaries

5.1 If neither my wife nor any children of mine survive me, I give all of the rest and

BAH
Initials

3

STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full, true, and correct photographic copy of the original record now in my lawful custody and possession, as the same is recorded in the Official Public Records of Probate and County Court in my office and preserved on microfilm, and having microfilm identification numbers as indicated hereon.

I hereby certify on September 6, 1994



JESSIE G. KIRKENDALL COUNTY CLERK
GALVESTON COUNTY TEXAS

By *Jessie G. Kirkendall*

residue of my estate and property to those persons who are living sixty-one days after the date of my death and who would have been my heirs at law had I died intestate and single at such time.

ARTICLE VI.

Fiduciary Appointments

6.1 I appoint my wife to be the Independent Executrx of my will and estate and TRUSTEE of all trusts created by this will. If my wife does not qualify or, having qualified, dies, resigns, becomes incapacitated, or otherwise ceases to act, I appoint Teresa Dianne Foster to be the SUBSTITUTE INDEPENDENT EXECUTRIX and SUBSTITUTE TRUSTEE of my will and estate. If Teresa Dianne Foster does not qualify or, having qualified, dies, resigns, becomes incapacitated, or otherwise ceases to act, I appoint William Robert Hare to be the SUBSTITUTE INDEPENDENT EXECUTOR and SUBSTITUTE TRUSTEE of my will and estate. Unless another meaning is clearly indicated or required by context or circumstances, the term "Executor" or "Trustee" shall also mean and include any co-fiduciaries, alternates or successors.

I direct that no bond or other security shall be required of my Executor or of my Trustee in any jurisdiction and that no other action shall be required in any court in relation to the settlement of my estate than the probating and recording of my will and the return of an inventory, appraisement and list of claims of my estate.

Any Trustee may resign as to any trust created by this will by giving at least thirty days' written notice (unless waived by the person receiving the notice) to my wife and descendants or to the Ward of such trust; provided, however, that if the person entitled to receive notice is a minor or an incompetent, such notice shall be delivered to such minor's parents or guardian or to such incompetent's guardian. My wife may at any time or from time to time remove any corporate Trustee of any trust created by this Will, with or without cause, on at least forty-five days' wrtten notice (unless waived) and shall appoint a successor Trustee. Any removal notice must be actually received by the Trustee being removed

PH
Initials

STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full, true and correct photographic copy of the original recording in my office and preserved on microfilm and having microfilm identification number as the same is recorded in the Official Public Records of Probate and County Court in my office and preserved on microfilm and having microfilm identification number

I hereby certify on September 6, 1994



JESSIE G. KIRKENDALL COUNTY CLERK
GALVESTON COUNTY, TEXAS

Jessie G. Kirkendall

and must contain the acceptance of the Trustee appointed as successor endorsed on it.

Upon the failure of any Trustee of any trust to act or continue to act or upon the submission of a notice of resignation of any Trustee, the power to appoint a successor shall be exercisable by my wife for a period of thirty days or, should my wife be deceased, be judicially declared incompetent or fail timely to appoint a successor, by a majority of my children for an additional thirty days. If no successor Trustee has otherwise been appointed within sixty days of such vacancy, then, upon written request of any interested party, the then presiding judge of the court in which my Will was originally admitted to probate, acting as an individual and not in any judicial capacity, shall have the power to appoint a successor. Except as provided in other sections of this Will, any successor Trustee shall be a bank with trust powers or a trust company, either state or national, with a combined capital and surplus of at least \$5,000,000.00.

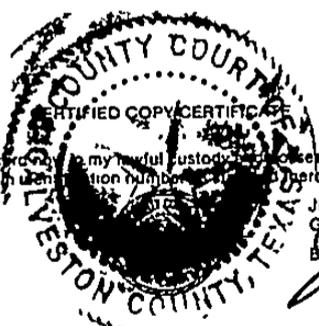
62 If, in the opinion of a bank or trust company named as Trustee and eligible to serve or already serving as a corporate Trustee, it is or becomes uneconomical for a corporate fiduciary to act or to continue to act as Trustee of any trust created by this Will because of the small size of such trust, such bank or trust company may (a) if a Co-Trustee of such trust is then serving, resign or refuse to serve as Trustee without the appointment of an alternate or successor; (b) if no Co-Trustee of such trust is then serving, resign or refuse to serve as Trustee and appoint an individual as alternate or successor Trustee; or (c) in the case of a corporate Trustee already serving, terminate such trust by complete distribution to my wife, if living, otherwise to my then living descendants per stirpes who are beneficiaries of such trust or to the Ward of such trust.

63 No individual fiduciary shall receive any compensation for serving under this Will. Every corporate fiduciary shall be entitled to fair and reasonable compensation for services rendered by such fiduciary in any amount not exceeding the customary and prevailing charges for services of a similar character at the time and at the place such services are performed. Every fiduciary shall be reimbursed for the reasonable costs and expenses incurred in connection with such fiduciary's duties.

BA
Initials

STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full, true, and correct photographic copy of the original record of my lawful custody and possession, as the same is recorded in the Official Public Records of Probate and County Court in my office and preserved on microfilm and having microfilm identification number _____
I hereby certify on September 6, 1994



JESSIE G. KIRKENDALL COUNTY CLERK
GALVESTON COUNTY TEXAS

Jessie G. Kirkendall

ARTICLE VII.

Administrative Provisions

7.1 For the purposes of this Will, no person shall be deemed to have survived me if such person shall die within six months after my death.

7.2 I direct that all estate, inheritance, or similar taxes arising in connection with my death, with respect to all property included in my gross estate for the purpose of calculating such taxes whether or not such property passes under my will, shall be paid out of the residue of my estate without apportionment; provided, however, the provisions of this section shall not apply to any generation skipping taxes imposed by Section 2601 of the Internal Revenue Code.

7.3 My Executor may begin distribution of income or principal from my estate immediately upon my death in accordance with the provisions of any trust provided for by this will, whether or not any such trust has actually come into existence or received any distribution from my estate; provided, however, that notwithstanding any provisions herein, my Executor, without incurring any liability, may also expend funds from my estate within six months of my death to the extent necessary to provide for the support of my wife and children.

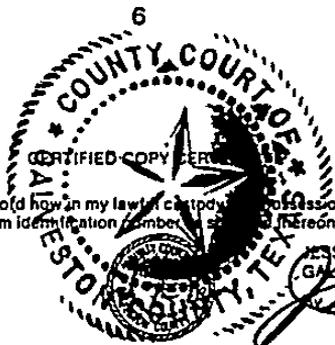
7.4 Any payments from an employee or self-employed benefit plan and any proceeds of any insurance policy of my life which are payable to my testamentary Trustee shall be allocated as follows: (a) if my wife survives me, one-half of all such payments and proceeds shall be allocated to the trust created by Article III and the remaining one-half of such payments and proceeds shall be allocated to the trust created by Article IV; (b) if my wife fails to survive me and if any descendant of mine survives me, all of such payments and proceeds shall be allocated to the trust created by Article IV; or (c) if neither my wife nor any children of mine survives me, my Trustee shall qualify for the sole purpose of receiving such payments and proceeds which shall be distributed in the manner provided for the distribution of the residue of my estate in such event. If none of my property is otherwise provided to pass to the trust

RA
Initials

STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full, true, and correct photographic copy of the original record now in my lawful custody and possession, as the same is recorded in the Official Public Records of Probate and County Court in my office and preserved on microfilm and having microfilm identification number 1533.

I hereby certify on September 6, 1994



JESSIE G. KIRKENDALL, COUNTY CLERK
GALVESTON COUNTY, TEXAS

Jessie G. Kirkendall

created by Article III and if my wife does not acquiesce in the disposition of his interest in our community property by this will, the trust provided for by Article III shall nevertheless come into existence if any such payments or proceeds are allocated to it pursuant to this section.

7.5 Payments from an employee or self-employed benefit plan payable to my Trustee which are not includable in my gross estate for federal estate purposes shall not be liable for or used for the payment of (or loaned for the purpose of paying) any taxes, liabilities, debts, or any other claims or charges against my estate. Life insurance proceeds and payments from an employee or self-employed benefit plan payable to my Trustee which are includable in my gross estate for federal estate tax purposes shall not be liable for or used for the payment of (but may be loaned for the purpose of paying) any taxes, liabilities, debts, or any other claims or charges against my estate; provided, however, that such proceeds and payments may be used for the payment of federal estate and state inheritance taxes assessed with respect to such payments or proceeds.

7.6 My wife may direct my Executor or Trustee to retain or to sell our homestead or any replacement home, and my wife may also direct my Executor or Trustee to invest an amount not to exceed the proceeds of sale of the homestead (or any replacement home) in a replacement home. For purposes of this section, proceeds of sale shall mean the gross sales price less all closing costs and other expenses of sale. My wife shall have the exclusive use of such homestead and any replacement home, without any obligation to pay rent.

7.7 All transfer taxes arising in connection with any generation skipping transfers hereunder shall be paid as provided in Chapter 13 of Subtitle B of the Internal Revenue Code. Accordingly, any transfer taxes arising in connection with a taxable distribution shall be paid by the distributee, and any transfer taxes arising in connection with a taxable termination shall be paid from the corpus of the applicable trust. Whenever used in this Will, the words "generation skipping transfer," "taxable distribution" and "taxable termination" shall have same meanings as said words have pursuant

RH
Initials



STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full, true, and correct photographic copy of the original record now in my possession as the same is recorded in the Official Public Records of Probate and County Court in my office and preserved on microfilm and having microfilm identification number as stated thereon.

I hereby certify on September 6, 1994

JESSIE G. KIRKENDALL, COUNTY CLERK
GALVESTON COUNTY, TEXAS

Jessie G. Kirkendall

to Chapter 13 of Subtitle B of the Internal Revenue Code.

7.8 Notwithstanding any other provision in this Will to the contrary, I give my interest in all insurance policies on the life of my wife to my TRUSTEE to be held in a separate trust by them, as Trustee, with such Trustee to be the beneficiary thereof. This trust to be subject to the following provisions:

(a) It shall be administered and distributed in the same manner as the trust created by Article IV of this Will, except that with respect to any trust created by this section my wife (i) shall not be a Trustee or a beneficiary of such trust; (ii) shall have no power to appoint trust principal or income therefrom; (iii) shall have no power to remove the Trustee of such trust; and (iv) shall not have any other incidents of ownership over such interest in any such policies.

(b) At any time after the death of my wife, my Trustee may, in my Trustee's absolute and uncontrolled discretion, combine the trust created by this section with the parallel separate trust created by Article IV of this will.

(c) My Trustee of the parallel separate trust created by Article IV shall pay any taxes which may be owned by this trust and may also pay the policy premiums which may become due and payable by this trust provided, however, the Trustee of neither trust shall be under an obligation to pay such premiums or to make certain that such premiums are paid by others or to notify any persons of the nonpayment of such premiums.

(d) My Trustee shall be under no responsibility or liability of any kind in case any life insurance policy premiums are not paid; however, the Trustee may apply any dividends received by it on life insurance policies to the payment of premiums thereon.

(e) Upon notice that the premiums due upon any policy are in default, or that premiums will not be paid, my Trustee, in my Trustee's absolute and uncontrolled discretion, may apply any cash values attributable to such policy to the purchase of paid up insurance or extended insurance, or may borrow upon such policy for the payment of premiums due thereon, or may accept the cash value of such policy upon its forfeiture.

(f) My Executor shall have no incidents of ownership with respect to my interest in such policies and shall take no action with respect to them other than the assignments of my interest therein to my Trustee under this section.

ARTICLE VIII.

Fiduciary Provisions

8.1 Any Executor or Trustee shall act independently and free from control by any court and shall have all of the powers conferred upon trustees by the Texas Trust Act, and by any future amendments to

CH
Initials

STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full true and correct photographic copy of the original record from my office in my custody and possession as the same is recorded in the Official Public Records of Probate and County Court in my office and preserved on microfilm and having microfilm identification number as stated herein

I hereby certify on September 6, 1994



JESSIE G KIRKENDALL, COUNTY CLERK
GALVESTON COUNTY, TEXAS

Jessie G Kirkendall

under this will, or under any trust established by this will, in any of the following ways when such beneficiary is a minor or a person who is incapacitated in the absolute and uncontrolled judgment of my Executor or Trustee by reason of legal incapacity or physical or mental illness or infirmity; (i) to such beneficiary directly; (ii) to the guardian of such beneficiary's person or estate; (iii) by utilizing the same, directly and without the interposition of any guardian, for the health, support, maintenance, or education of such beneficiary; (iv) to a person or financial institution serving as Custodian for such minor beneficiary under the Uniform Gifts to Minors Act of Texas or any other states; or (v) by reimbursing the person who is actually taking care of such beneficiary (even though such person is not the legal guardian) for expenditures made by such person for the benefit of such beneficiary; and the written receipts of the persons receiving such distributions shall be full and complete acquittance to my Executor or Trustee;

(h) To store personal effects given to a person who is a minor (or a person who my Executor deems incapacitated) for later distribution to such person, or to sell such property and add the proceeds of sale to a trust of which such person, or to sell such property and add the proceeds of sale to a trust of which such person is a beneficiary;

(i) To make divisions or distributions in money or in kind, or partly in each, whenever required or permitted to divide or distribute all or any part of my estate or of any trust; and, in making any such divisions or distributions, the judgment of my Executor or Trustee in the selection and valuation of the assets to be so divided or distributed shall be binding and conclusive;

(j) To release, in the absolute and uncontrolled discretion of my Executor or Trustee, any fiduciary power at any time, in whole or in part, temporarily or permanently, whenever my Executor or Trustee may deem it advisable, by an instrument in writing executed and acknowledged by my Executor or Trustee;

(k) To register and carry any securities or other property in the name of my Executor or Trustee or in the name of the nominee of any corporate Executor or Trustee (or to hold any such property unregistered) without increasing or decreasing the fiduciary liability of my Executor or Trustee; to exercise any option, right or privilege to purchase or to convert bonds, notes, stocks (including shares or fractional shares of stock of any corporate Executor or Trustee), securities or other property, and to borrow money for the purpose of exercising any such option, right or privilege; and to vote any stock which may be held in my estate or in the trusts;

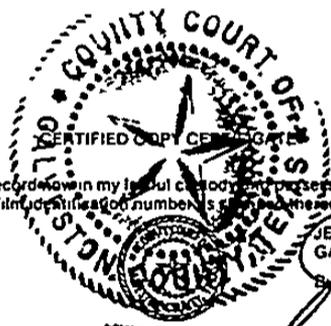
(l) To invest the trust assets in any life insurance policy; books of account and records shall be available for inspection at all times during business hours by any fiduciary under this Will, by any beneficiary, or by any person or persons designated by any one of them. My Trustee shall furnish written statements (which shall be deemed correct and binding one year after receipt) at least annually showing the itemized receipts and disbursements of income and principal of each trust, and otherwise reflecting the condition thereof, to the primary beneficiary of

[Handwritten initials]
Initials

STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full, true, and correct photographic copy of the original record now in my legal custody and possession as the same is recorded in the Official Public Records of Probate and County Court in my office and preserved on microfilm and having microfilm identification numbers as shown thereon

I hereby certify on September 6, 1994



JESSE G. KIRKENDALL, COUNTY CLERK
GALVESTON COUNTY TEXAS
[Handwritten signature]

such trust and to any other beneficiary designated by the primary beneficiary.

(m) To invest and reinvest all or part of the assets of my estate and of each trust in any common trust fund of any corporate Executor or Trustee;

(n) To continue any business (whether a proprietorship, corporation, partnership, limited partnership or other business entity) which I may own or in which I may be financially interested at the time of my death for such time as my Executor or Trustee may deem it to be in the best interests of my estate or of the trusts; to employ in the conduct of any such business such capital out of the general estate or out of any of the trusts as my Executor or Trustee may deem proper; to borrow money for use in any such business alone or with other persons financially interested in such business, and to secure such loan or loans by a mortgage, pledge or any other manner of encumbrance of, not only my property and interest in such business, but also such portion of my general estate or of the trusts outside of such business as my Executor or Trustee may deem proper; to organize, either along or jointly with others, new corporations, partnerships, limited partnerships or other business entities; and generally to exercise with respect to the continuance, management, sale or liquidation of any business which I may own or in which I may be financially interested at the time of my death, or of any new business or business interest, all the powers which could have exercised during my lifetime.

8.2 All assets, books of account and records of my estate and of each trust shall be subject to the exclusive custody of my corporate Executor or Trustee, if one is serving. All such books of account and records shall be available for inspection at all times during business hours by any fiduciary under this Will, by any beneficiary, or by any person or persons designated by any one of them. My Trustee shall furnish written statements (which shall be deemed correct and binding one year after receipt) at least annually showing the itemized receipts and disbursements of income and principal of each trust, and otherwise reflecting the condition thereof, to the primary beneficiary of such trust and to any other beneficiary designated by the primary beneficiary.

8.3 Any Executor or Trustee is relieved of any duty to examine the acts of any prior fiduciary, without the necessity of any court accounting, and any successor Executor or Trustee shall be responsible only for those assets which are actually delivered to such Executor or Trustee. Any successor Trustee, executing an acknowledgement acceptance of the trusteeship and upon receipt of those assets which are actually delivered to such successor Trustee by the prior Trustee, shall be vested without further

[Handwritten initials]
Initials

STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full, true, and correct photographic copy of the original record now in my physical custody, possession as the same is recorded in the Official Public Records of Probate and County Court in my office and preserved on microfilm and having microfilm identification number as shown thereon

I hereby certify on September 6, 1994



JESSE G. KIRKENDALL, CLERK
GALVESTON COUNTY, TEXAS

[Handwritten signature of Jesse G. Kirkendall]

act on the part of anyone with all of the estates, titles, rights, powers, duties, immunities and discretions granted to the prior Trustee.

8.4 Any Executor or Trustee may rely upon the written opinion of a competent attorney, any facts stated in any instrument in writing and believed true or any other evidence deemed sufficient. Any Executor or Trustee shall be saved harmless from any liability for any action such Executor or Trustee may take, or for the failure of such Executor or Trustee to take any action, if done in good faith and without gross negligence.

8.5 The assets of the trusts established by this Will may consist of undivided interests in the same property and my Trustee may administer such trusts as one fund.

8.6 Whenever in this Will an action is authorized in the discretion of my Executor or Trustee, the term "discretion" shall mean the absolute and uncontrolled discretion of my Executor or Trustee.

8.7 At the end of the accounting year of a trust, any income of such trust not required to be distributed shall be added to principal; provided, however, any distributions from any trust made pursuant to Section 663(b) of the Code shall be deemed to have been made on the last day of such trust's preceding accounting year.

ARTICLE IX.

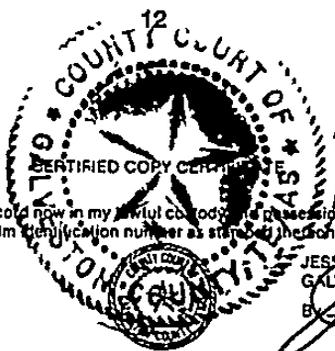
9.1 Prior to the actual receipt of such property by any beneficiary, no property (income or principal) distributable under this Will or under any trust created by this Will shall be subject to anticipation or assignment by any beneficiary, or to attachment by or to the interference or control of any creditor or assignee of any beneficiary, or be taken or reached by any legal or equitable process in satisfaction of any debt or liability of any beneficiary, and any attempted transfer or encumbrance of any interest in such property by any beneficiary hereunder prior to distribution shall be absolutely and wholly void. Notwithstanding the foregoing, any beneficiary of my estate or of any trust created under this Will

BH
Initials

STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full, true, and correct photographic copy of the original record now in my physical custody and possession, as the same is recorded in the Official Public Records of Probate and County Court in my office and preserved on microfilm, and having microfilm identification number as stated on the front.

I hereby certify on September 6, 1994



JESSIE G. KIRKENDALL COUNTY CLERK
GALVESTON COUNTY TEXAS

Jessie G. Kirkendall

may renounce his or her interest in my estate or in any trust created under this Will, in whole or in part, at any time; provided, however, such person shall not be treated as having failed to survive me for purposes of the fiduciary appointments made herein by reason of such disclaimer.

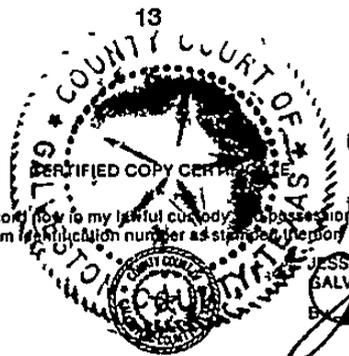
9.2 If any share of my estate or, upon termination of a trust, any share of trust property is otherwise provided to be distributed to a person who has not attained the age of twenty-five (25) years or who, in the absolute and uncontrolled judgment of my Executor or Trustee, is incapacitated by reason of legal incapacity or physical or mental illness or infirmity (such person is referred to as the "Ward"), I direct my Trustee to hold such share in a separate trust for the benefit of such Ward. When any such minor Ward attains the age of twenty-five (25) years or when any such other Ward, in the absolute and uncontrolled judgment of my Trustee, becomes legally, mentally and physically capable of receiving such share, all remaining income and principal of such trust shall be distributed to such Ward and such trust shall terminate. Prior to termination of such trust my Trustee shall utilize such amounts of trust income and principal as my Trustee, in my Trustee's absolute and uncontrolled discretion, deems desirable from time to time to provide for the comfort, health, support, maintenance or education of such Ward, directly and without the interposition of any guardian; provided, however, that my Trustee may distribute to the Ward of such trust all or any part of the income of such trust as my Trustee deems desirable, without reference to any standard and without regard to other available funds. If such Ward dies before the termination of such trust, the principal and all accumulated income of such trust shall be distributed to such Ward's executors or administrators for administration and distribution as a part of such Ward's estate.

9.3 References in this Will to "descendant" or "descendants" mean lawful lineal blood descendants of the first, second or any other degree of the ancestor designated; provided, however, that such references shall include, with respect to any provision of this Will, descendants who have been conceived at any specific point in time relevant to such provision and who thereafter survive birth; and

BH
Initials

STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full, true, and correct photographic copy of the original record now in my lawful custody, possession, as the same is recorded in the Official Public Records of Probate and County Court in my office and preserved on microfilm, and having microfilm identification number as stated hereon. I hereby certify on September 6, 1994



JESSE G. KIRKENDALL, COUNTY CLERK
GALVESTON COUNTY, TEXAS

Jesse G. Kirkendall

provided further than an adopted child and such adopted child's lawful lineal descendants by blood or adoption shall be considered under my Will as lawful lineal blood descendants of the adopting parent or parents and of anyone who is by blood or adoption a lineal ancestor of the adopting parent or of either of the adopting parents.

9.4 References in this Will to "heirs" are to those persons who would inherit separate personal property from the person designated under the statutes of descent and distribution of the State of Texas if such person died intestate and single at such time.

9.5 References in this Will to various sections of the "Code" or "Internal Revenue Code" are to such designated sections of the Internal Revenue Code of 1954 as amended.

IN TESTIMONY WHEREOF, I have placed my initials on each of the foregoing pages of this, MY LAST WILL AND TESTAMENT, and in the presence of two Witnesses, who are acting as witnesses at my request, in my presence and in the presence of each other, I hereunto sign my name, on this the 15th day of July, 1992.

BEN HARE
BEN HARE

The foregoing was signed, declared and published in our presence by the Testator, BEN HARE, as his Last Will and Testament, and we, at his request, and in his presence, and in the presence of each other, subscribed our names hereto as attesting witnesses upon the day and date above written.

Thomas F. Lay
Witness

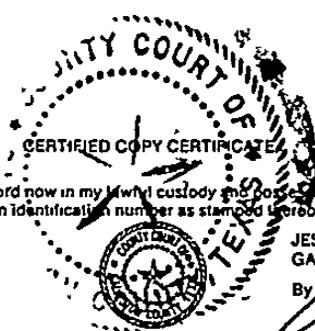
Delores A. Gursling
Witness

THE STATE OF TEXAS §

BEFORE ME, the undersigned authority, on this day personally appeared BEN HARE, Thomas F. Lay and Delores A. Gursling, known to me to be the Testator, and the Witnesses, respectively, whose names are subscribed to the foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said BEN HARE, Testator, declared to me and to the said witnesses in my presence that said instrument is his Last Will and Testament and that he had willingly made and executed it as his free act and deed, for the purposes

BH
Initials

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STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full, true and correct photographic copy of the original record now in my lawful custody and possession as the same is recorded in the Official Public Records of Probate and County Court in my office and preserved on microfilm and having microfilm identification number as stamped hereon

I hereby certify on September 6, 1994

JESSE G. KIRKENDALL, COUNTY CLERK
GALVESTON COUNTY TEXAS
By *Jesse G. Kirkendall*

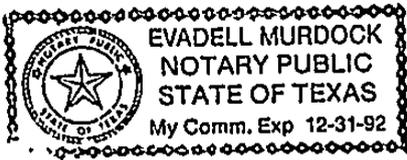
therein expressed; and the said witnesses, each on his oath stated to me, in the presence and hearing of the said Testator, that the said Testator had declared to them that said instrument is his Last Will and Testament, and that he executed the same as his Last Will and Testament and that he executed the same as such and wanted each of them to sign it as a witness; and upon their oaths each witness stated further that they did sign the same as witnesses in the presence of said Testator and at his request; that he was at that time eighteen years of age or over, and was of sound mind; that each of said witnesses was at that time at least fourteen years of age.

BEN HARE
Testator

Thomas F. Lay
Witness

Delores A. Gursling
Witness

SUBSCRIBED AND SWORN TO BEFORE ME by the said BEN HARE, Testator, and by the said Thomas F. Lay and Delores A. Gursling, Witnesses, this the 15th day of July, 1992.

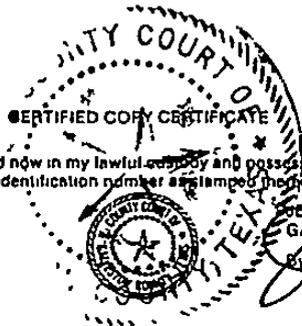


Evadell Murdock
Notary Public in and for the
State of T e x a s

WILLSV/BHARE.WIL

FILED
FEB 12 9 11 AM '93
CLERK OF DISTRICT COURT
GALVESTON COUNTY TEXAS
Initials

15



STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full, true, and correct photographic copy of the original record now in my lawful custody and possession as the same is recorded in the Official Public Records of Probate and County Court in my office and preserved on microfilm, and having microfilm identification number as stamped hereon.

I hereby certify on September 6, 1994

JESSIE G. KIRKENDALL COUNTY CLERK
GALVESTON COUNTY, TEXAS
Jessie G. Kirkendall

FILED
THIS DATE

BOOK

27 PAGE 486

500-87-1520 ✓

NO. 56435

IN RE; ESTATE OF BEN HARE, DECEASED
STEVE DUNCAN
CHANCERY CLERK
K. M. Shipp

§ IN THE PROBATE COURT
§ OF
§ GALVESTON COUNTY, TEXAS

ORDER ADMITTING WILL TO PROBATE AND
AUTHORIZING LETTERS TESTAMENTARY

ON THIS DAY the Court heard the Application for Probate of Will and Issuance of Letters Testamentary filed by LOU HARE, ("Applicant") in the Estate of BEN HARE, Deceased ("Decedent").

The Court heard the evidence and reviewed the Will and the other documents filed herein and finds that the allegations contained in the Application are true; that notice and citation have been given in the manner and for the length of time required by law; that Decedent is dead and that four years have not elapsed since the date of Decedent's death; that this Court has jurisdiction and venue of the Decedent's estate; that Decedent left a Will dated July 15, 1992, executed with the formalities and solemnities and under the circumstances required by law to make it a valid will; that on such dates Decedent had attained the age of eighteen years and was of sound mind; that the Will was not revoked by Decedent; that no objection to or contest of the probate of the Will has been filed; that all of the necessary proof required for the probate of the Will has been made; that the Will is entitled to probate; that in the Will Decedent named LOU HARE, as Independent Executrix, to serve without bond, who is duly qualified and not disqualified by law to act as such and to receive Letters Testamentary; that a necessity exists for the administration of

STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full true and correct photographic copy of the original record now in my lawful custody and possession as the same is recorded in the Official Public Records of Probate and County Court in my office and preserved on microfilm and having microfilm identification number as stamped thereon

I hereby certify on September 6, 1994

CERTIFIED COPY CERTIFICATE



JESSIE G. KIRKENDALL COUNTY CLERK
GALVESTON COUNTY TEXAS

By *Jessie G. Kirkendall*

this estate; and that no interested person has applied for the appointment of appraisers and none are deemed necessary by the Court.

It is ORDERED that the Will is admitted to probate, and the Clerk of this Court is ordered to record the Will together with the Application in the Minutes of this Court.

It is ORDERED that no bond or other security is required and that upon the taking and filing of the Oath required by law, Letters Testamentary shall issue to LOU HARE, who is appointed as Independent Executrix of Decedent's Will and Estate, and no other action shall be had in this Court other than the return of an Inventory, Appraisement, and List of Claims required by law.

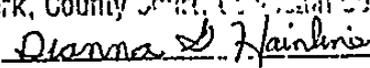
SIGNED this the 5th day of March, 1993.



J U D G E



THOMAS F. LAY, Attorney for
Estate of Ben Hare, Deceased
11550 Fuqua, Suite 490
Houston, Texas, 77034
(713) 484-2700
State Bar No. 12064000

FILED MAR 5 1993 JESSIE G. KIRKENDALL
Clerk, County Court, Galveston County, Texas
By  Deputy

E:Probate93/HareOrder



STATE OF TEXAS
COUNTY OF GALVESTON

This above is a full, true, and correct photographic copy of the original record now in my lawful custody and possession as the same is recorded in the Official Public Records of Probate and County Court in my office and preserved on microfilm and having microfilm identification number as stamped, the same.

I hereby certify on September 6, 1994

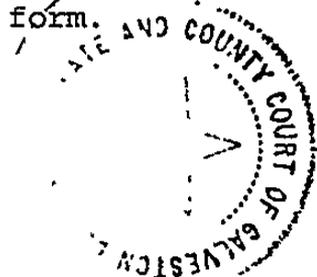


JESSIE G. KIRKENDALL, COUNTY CLERK
GALVESTON COUNTY, TEXAS

By 

STATE OF TEXAS
County of Galveston

I, JEROME JONES, Presiding Judge of the Probate and County Court in and for Galveston County, State of Texas, DO HEREBY CERTIFY THAT on the 6th day of September, 1994, JESSIE G. KIRKENDALL was duly elected, qualified, authorized and acting Clerk of the said Court; that I am familiar with the signature of the said JESSIE G. KIRKENDALL and that the above and foregoing signature is genuine, and that the above and foregoing attestation of the said JESSIE G. KIRKENDALL, as Clerk of said Court is in due form.



[Signature]

JEROME JONES
Presiding Judge of Probate and County Court
Galveston County, Texas

STATE OF TEXAS
County of Galveston

I, JESSIE G. KIRKENDALL, Clerk of the Probate and County Court in and for Galveston County, State of Texas, of which the above named JEROME JONES, is the Presiding Judge, HEREBY CERTIFY that said Court is a Court of Record; that the said JEROME JONES, whose name is subscribed to the last foregoing Certificate was, at the time of making the said Certificate, Presiding Judge of said Court, duly elected, qualified, authorized, and acting as such; and that I am well acquainted with the handwriting of said Judge, and know that his signature to said Certificate is genuine.

IN WITNESS WHEREOF, I HAVE SUBSCRIBED MY NAME AND AFFIXED THE OFFICIAL SEAL OF SAID Court this 6th day of September, 1994.



[Signature]

JESSIE G. KIRKENDALL, County Clerk
Galveston County, Texas

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 9 day of Dec, 1994, at 2:45 o'clock P M., and was duly recorded on the December 9, 1994, Book No. 27, Page 470.

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

LAST WILL AND TESTAMENT OF NELL W. LUTZ

I, Nell W. Lutz, of Canton, Madison County, Mississippi, being of sound and disposing mind, memory and understanding and over the age of twenty-one years do hereby make, publish and declare this to be my last will and testament, hereby revoking all wills heretofore made by me.

Item 1- I direct that my Executor pay my just debts.

Item 2- I will, bequeath and devise all of my property both real, personal and mixed and wherever the same may be located to my children, Mary Nell L. Hansen, Kathryn Rose Lutz, also known as Sister Helen Marie, Pratt J. Lutz, Joann Lutz, Robert E. Lutz and Carol Ann Lutz, share and share alike.

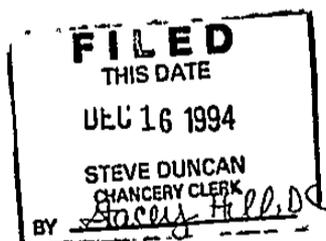
Item 3- I name, constitute and appoint my son, Robert E. Lutz, as Executor of this my last will and testament and I direct that he not be required to account to any person or Court as such Executor and that he not be required to make bond as such Executor.

Signed, published and declared by me to be my last will and testament on this the 10th day of December, 1956 in the presence of the undersigned witnesses who, at my request, in my presence and in the presence of each other affixed their names as witnesses thereto on the day and date aforesaid.

Nell W. Lutz
Testator

WITNESSES:

Eugene P. Chambers
Allene G. Chambers



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 16 day of December, 1994, at o'clock M., and was duly recorded on the December 16, 1994, Book No. 27, Page 489

STEVE DUNCAN, CHANCERY CLERK

BY Stacey Hill D.C.

BOOK 27 PAGE 490

FILED
THIS DATE

94-614

DEC 16 1994

PROOF OF WILL

STEVE DUNCAN
CHANCERY CLERK

Steve Duncan

COMES NOW ALLENE G. CHAMBERS, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of NELL W. LUTZ, and enters her appearance herein as provided by §91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that NELL W. LUTZ, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 10th day of December, 1956, the day of the date of said instrument, in the presence of this deponent and EUGENE P. CHAMBERS, the other subscribing witness, and that said testatrix was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and EUGENE P. CHAMBERS, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testatrix and in the presence of said testatrix and in the presence of each other, on the day of the date of said instrument.

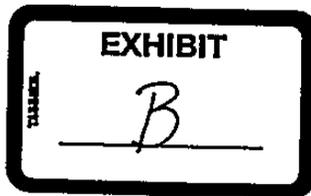
Allene G. Chambers
ALLENE G. CHAMBERS

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 1st day of December, 1994.

Phyllis Y. De Laughter
NOTARY PUBLIC

MY COMMISSION EXPIRES:
My Commission Expires. 9/21/97



(SEAL)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day of December, 1994, at _____ o'clock _____ M., and was duly recorded on the December 16, 1994, Book No. 27, Page 490.

STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey Hill* D.C.

94645

Last Will and Testament

FILED
THIS DATE

DEC 29 1994

STATE OF MISSISSIPPI)
COUNTY OF HINDS .)

STEVE DUNCAN
CHANCERY CLERK
Steve Duncan

I, JOYCE WILLIAMS LEWIS, an adult resident citizen of Jackson, Hinds County, Mississippi, do make, publish and declare this to be my Last Will and Testament, hereby revoking all wills, testaments and codicils, and all instruments of a testamentary nature at any time heretofore executed by me.

I

I hereby appoint as Executrix of this Will and Testament my sister, ERNESTINE GREEN REYNOLDS, and direct that no bond or other security shall be required of her as such Executrix.

II

I direct that all my just debts and funeral expenses which are probated, registered and allowed against my estate in accordance with the Laws of the State of Mississippi, and the costs of administering this, my Last Will and Testament, be paid by my Executrix, as soon after the probating of this Will as shall be convenient.

III

I give, devise and bequeath all of my estate and property, both real and personal, tangible and intangible, and wheresoever situated, unto my two sons, Edward S. Lewis IV and Williams Griffin Lewis, in equal shares to each, share and share alike, being an undivided one-half interest to each, and should either or both of my said sons be minors, it is my wish and desire that my sister, Ernestine Green Reynolds, be appointed his or their legal guardian.

IV

In making this will, I have borne in mind all of the members of my family and have carefully considered all of my property, real, personal and mixed, and have made what I consider the wisest disposition of such property, and it is my will that my said property shall be disposed of only as hereinabove provided.

Joyce Williams Lewis

V

In the carrying out and administration of the terms and provisions of this, my last will and testament, it is also my wish and desire that said executrix shall consult and work with my attorney, Joe H. Montgomery, of Lumberton, Mississippi, who is thoroughly familiar with my wishes and desires in connection therewith.

IN WITNESS WHEREOF, I have signed, published and declared this instrument, which consists of this typewritten page and one preceding typewritten page (which bears my signature in the margin) as my Last Will and Testament in the presence of the undersigned two credible witnesses, who have signed this Last Will and Testament as such witnesses, in my presence and in the presence of each other, on this, the 6th day of August, A. D., 1971.

Joyce Williams Lewis
Joyce Williams Lewis

Witnesses:

TESTATRIX

[Signature]
[Signature]

C E R T I F I C A T E

The foregoing Will was signed, published and declared by the said Joyce Williams Lewis as her Last Will and Testament in our presence, and we hereby certify that the said Joyce Williams Lewis, whose name is signed to the foregoing Will, signed and executed the same as such in our presence, and we, as such witnesses, signed the said Will in her presence and in the presence of each other, at her request, on this, the 6th day of August, A. D., 1971.

[Signature]
[Signature]

W i t n e s s e s



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20 day of December, 1994, at — o'clock — M, and was duly recorded on the December 20, 1994, Book No 27, Page 491.

STEVE DUNCAN, CHANCERY CLERK BY Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE LAST WILL AND
TESTAMENT OF JOYCE WILLIAMS LEWIS,
DECEASED

CAUSE NO 94-645

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF JACKSON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, M. L. Williams, who, having first been duly sworn by me, stated upon oath as follows:

My name is M. L. Williams and I served as one of the attesting and subscribing witnesses to the Last Will and Testament of Joyce Williams Lewis at the time of its execution by Joyce Williams Lewis. I am not a devisee or legatee under the Last Will and Testament of Joyce Williams Lewis. At the time I witnessed and attested the Last Will and Testament of Joyce Williams Lewis, I was over 21 years of age. At the time that Joyce Williams Lewis executed her Last Will and Testament, she was of sound and disposing mind and memory, more than 21 years of age, and was competent and had the capacity to make testamentary disposition of her property. I am personally familiar with the handwriting and signature of said Joyce Williams Lewis, Deceased, and was in her presence and observed and witnessed her

EXHIBIT
B

FILED
THIS DATE
DEC 20 1994
STEVE DUNCAN
CHANCERY CLERK
BY [Signature]

execution and signature of her Last Will and Testament when executed on August 6, 1971. The handwriting and signature of Joyce Williams Lewis on her Last Will and Testament are genuine and were made and done by Joyce Williams Lewis as her own free and voluntary act and deed for the purposes therein expressed without any constraint or undue influence. I further witnessed the signature of the other attesting and subscribing witness to the Last Will and Testament of Joyce Williams Lewis, Deceased, and said attesting and subscribing witness, in my presence, witnessed the execution by Joyce Williams Lewis of her Last Will and Testament.

M. L. Williams
M. L. WILLIAMS

SWORN TO AND SUBSCRIBED BEFORE ME this the 14th day of December, 1994.

Sheila L. Bennett
NOTARY PUBLIC



My Commission Expires:

My Commission Expires Apr. 10, 1998

lewiswitness.aff



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20 day of December, 1994, at _____ o'clock _____ M., and was duly recorded on the 20th day of December, 1994, Book No. 27, Page 493.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Fussi* D.C.

Last Will and Testament #74-591

BOOK 27 PAGE 495

May 16, 1986
Oxford, Miss

Masena Fortain Jones, III

MADISON COUNTY, MISSISSIPPI

State of Mississippi
County of Madison

FILED

DEC 20 1994

AT 2:20 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

I, Masena Fortain Jones, III, a resident

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

Item I-

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

Item II

I give, devise and bequeath all my property, real, personal and mixed, of whatsoever kind and nature and whereever situated, including lapsed legacies and bequests, of which I shall die seised and possessed, to which I shall have any power of appointment to

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20 day of December, 1994, at 2:20 o'clock P. M., and was duly recorded on the December 20, 1994, Book No. 27, Page 495.

STEVE DUNCAN, CHANCERY CLERK

BY: Tracy Hill D.C.



Equally divided (1/2) among my three children - Fortain Jones, III, Masena Fortain Jones, III, and [redacted]

FILED

DEC 20 1994

AT 2:20 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
By: Dacey Hill, D.C.

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
MASSENA FONTAINE JONES, III, DECEASED

CIVIL ACTION FILE NO. 94-591

AFFIDAVIT AS TO HOLOGRAPHIC WILL

STATE OF MISSISSIPPI

COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority
in and for said county and state, the within named
Judy Richardson, who being first duly sworn,
states on oath as follows:

That affiant is an adult resident citizen of Madison
County, Mississippi, and is in no wise interested in the
estate of Massena Fontaine Jones, III, deceased; that over a
period of many years affiant had occasion to be familiar with
the handwriting and signature of Massena Fontaine Jones, III,
deceased, and was and is familiar with his handwriting and
signature; that affiant has carefully examined the attached
instrument dated May 16, 1986, purporting to be said
decedent's Last Will and Testament; that the handwriting and
signature contained in said instrument are genuine and were

made and done by the said decedent; that said instrument is wholly written and subscribed by the said decedent and is authentic; that at the time of making said instrument said decedent was over the age of twenty-one (21) years and was of sound and disposing mind and memory and competent to make a testamentary disposition of decedent's property.

WITNESS MY HAND this the 4th day of November, 1994.

Judy Richardson

SWORN TO AND SUBSCRIBED BEFORE ME, this the 4th day of November, 1994.

Maria H. Bines
NOTARY PUBLIC

MY COMMISSION EXPIRES:

My Commission Expires January 30, 1998

(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20 day of December, 1994, at 2:00 o'clock P M, and was duly recorded on the December 20, 1994, Book No 27, Page 496.

STEVE DUNCAN, CHANCERY CLERK

BY: Nancy Hill D.C



FILED

DEC 20 1994

AT 2:20 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill, D.C.

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
MASSENA FONTAINE JONES, III, DECEASED

CIVIL ACTION FILE NO. 94591

AFFIDAVIT AS TO HOLOGRAPHIC WILL

STATE OF MISSISSIPPI

COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority
in and for said county and state, the within named
Betty N. McCay, who being first duly sworn,
states on oath as follows:

That affiant is an adult resident citizen of Madison
County, Mississippi, and is in no wise interested in the
estate of Massena Fontaine Jones, III, deceased; that over a
period of many years affiant had occasion to be familiar with
the handwriting and signature of Massena Fontaine Jones, III,
deceased, and was and is familiar with his handwriting and
signature; that affiant has carefully examined the attached
instrument dated May 16, 1986, purporting to be said
decedent's Last Will and Testament; that the handwriting and
signature contained in said instrument are genuine and were

made and done by the said decedent; that said instrument is wholly written and subscribed by the said decedent and is authentic; that at the time of making said instrument said decedent was over the age of twenty-one (21) years and was of sound and disposing mind and memory and competent to make a testamentary disposition of decedent's property.

WITNESS MY HAND this the 4th day of November, 1994.

Betty A. McCay

SWORN TO AND SUBSCRIBED BEFORE ME, this the 4th day of November, 1994.

Mavis H. Bruce
NOTARY PUBLIC

MY COMMISSION EXPIRES:

My Commission Expires January 30 1998

(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20 day of December, 1994, at 2:00 o'clock P M., and was duly recorded on the December 20, 1994, Book No 27, Page 498.

STEVE DUNCAN, CHANCERY CLERK

BY: Macey Hill D.C.



THIS
SPACE LEFT

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INTENTIONALLY

Steve Dunc, Chancery Clerk

* number machine skipped