

Last Will and Testament

MADISON COUNTY, MS
FILED

OF

APR 18 1995

HENRY BRADFORD COOPER, JR.

AT 11:10 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

#31-313

By: Karen Trapp, PC

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

I

I hereby nominate and appoint my wife, EMMA LEE COOPER, as Executrix of my Will and of my Estate, and direct that she serve as such without bond and without accounting in any Court.

II

I hereby will, devise, and bequeath unto my wife, EMMA LEE COOPER, all of my property, real, personal and mixed, whatsoever, and wheresoever situated, to have and to hold absolute and forever.

III

In the event that my wife shall fail to survive me, or in the event that our deaths should occur simultaneously or under such circumstances which render it doubtful as to which of us survived the other, then in those events, but only in those events and under those circumstances:

- (a) I nominate and appoint ALICE RUTH CONWAY as Executrix of my Will and Estate, and direct that she serve as such without posting bond and without accounting to any Court.

(b) I will, devise, and bequeath all of my property, real, personal, and mixed, unto whatsoever and wheresoever situated unto ALICE RUTH CONWAY, to have and to hold absolutely and forever.

IN WITNESS WHEREOF, I have hereunto set my hand unto this my Last Will and Testament on this the 18th day of ~~May~~ AUGUST, 1976, ~~1975~~ MS

Henry Bradford Cooper, Jr.
Henry Bradford Cooper, Jr. - Testator

ATTESTING WITNESSES:

Phillip Buffett
R L Hoyt

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 18th day of ~~May~~ AUGUST, 1976, ~~1975~~ MS

Phillip Buffett
R L Hoyt

ATTESTING WITNESSES

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18 day of April, 1995, at 11:10 o'clock A.M., and was duly recorded on the 18th day of April, 1995, Book No. 28, Page 01.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
HENRY BELL COOPER, DECEASED

CIVIL ACTION
FILE NO. 31-313

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

| |
|--|
| <p>FILED THIS DATE APR 18 1995 Steve DUNCAN CHANCERY CLERK. BY <i>[Signature]</i></p> |
|--|

This date personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Phillip Buffington, who being by me first duly sworn according to law states on oath as follows, to-wit:

(1). That this affiant is one of two subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Henry Bradford Cooper, Jr. who is personally known by me to be one and the same person as Henry Bell Copper, and whose signature is affix to the Last Will and Testament dated August 18, 1976.

(2). That on the 18th day of August, 1976, the said Henry Bradford Cooper, Jr., also-known-as, Henry Bell Cooper, signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of the affiant and in the presence of R. L. Goza, the other subscribing witness to the instrument.

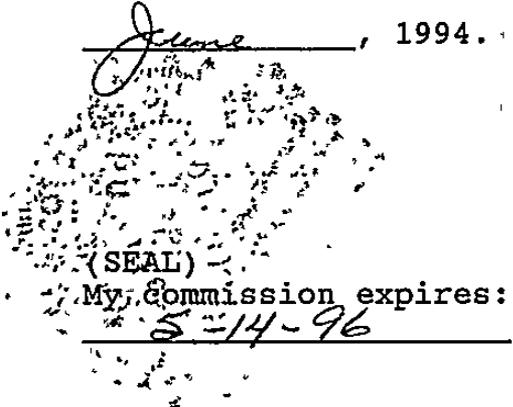
(3). That Henry Bradford Cooper, Jr. a/k/a Henry Bell Cooper was then and there of sound and disposing mind and memory and well above the age of eighteen (18) years.

(4). That this affiant, together with R. L. Goza, subscribed

and attested said instrument as witnesses to the signature and publication thereof at the special instance and request, and in the presence of Henry Bradford Cooper, Jr. a/k/a Henry Bell Cooper, and in the presence of each other.

Phillip Buffington
PHILLIP BUFFINGTON

SWORN to and SUBSCRIBED before me, this the 16th day of June, 1994.



Jose A. Cheek
NOTARY PUBLIC

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18 day of April, 1995, at 11:10 o'clock A. M., and was duly recorded on the 18th day of April, 1995, Book No. 28, Page 03.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trapp D.C.



FILED

APR 18 1995

AT 4:20 O'CLOCK P. M
STEVE DUNCAN, CHANCERY CLERK

LAST WILL AND TESTAMENT
OF

JERRY L. HARPOLE, SR.

95-231

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

ITEM I.

I appoint DEPOSIT GUARANTY NATIONAL BANK, Jackson, Mississippi, as Executor of my Estate under this Will. I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ITEM II.

My wife's name is INA GAIL SIMS HARPOLE, and she is sometimes referred to herein as "GAIL" or "my wife." I have four (4) children now living and they are:

- JENNIFER LYNN SCHMIDT;
- PAMELA JANE DUKE;
- JERRY LEE HARPOLE, JR.; and
- SUSAN ADAIR FAULKNER.

They are herein referred to as "my children."

ITEM III.

I devise and bequeath to my wife, GAIL, if she survives me, any interest I may own in our residence which is occupied by us as a family home, subject to any indebtedness that may be against our



JERRY L. HARPOLE, SR.

home at my death. If my wife shall not survive me, I devise and bequeath my interest in our home to my children, in equal shares.

ITEM IV.

A. I give and bequeath to my wife, GAIL, if she survives me, my automobiles, clothing, books, jewelry, sport equipment and other personal effects. If my wife does not survive me, I bequeath these items of personal property to my children, in equal shares.

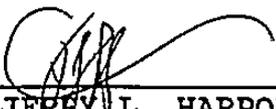
B. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the assets bequeathed under this Item. In such event, the provisions of that memorandum shall be given the same legal effect as if included in this Will, and the assets described therein shall be distributed to the named beneficiaries.

ITEM V.

All furniture, furnishings, ornamental decorations, silverware, china, pictures, linens, glassware and the like located in our home is the property of my wife. I have no right to dispose of these items and hereby confirm her title to them. However, if my wife predeceases me and I become the owner of any such property, I give and bequeath my interest therein to my children, in equal shares.

ITEM VI.

If my wife, GAIL, survives me, than after the payment of any debts, obligations and expenses of my estate, I devise and bequeath to the "Jerry L. Harpole, Sr. Family Trust," provided for in Item VIII of this Will, a sum equal to the largest value that can pass free of federal estate tax under this Item by reason of the federal estate tax unified credit and state death tax credit



JERRY L. HARPOLE, SR.

(provided use of the state death tax credit does not require an increase in the state death taxes paid) allowable to my estate but by reason of no other credit, after taking into account (i) prior taxable gifts, (ii) properties passing under previous Items of this Will, (iii) properties passing outside of this Will that do not qualify for the federal estate tax marital or charitable deductions, and (iv) charges to principal that are not allowed as deductions in computing the federal estate tax imposed upon my estate. The value as finally fixed in the federal estate tax proceeding relating to my estate shall be used for purposes of such valuations and determinations. I recognize that in certain circumstances there may be no sum disposed of under this Item and that the amount of the sum disposed of under this Item, if any, may be affected by the action of my Executor in exercising certain tax elections. Any property included in my estate and assigned or conveyed in kind to satisfy the devise and bequest under this Item shall be valued for this purpose at its value as of the date or dates of distribution. It is my intention to convey by this bequest the maximum portion of my estate which, at the time of my death, is exempt from the federal transfer tax because of the application of the federal estate tax unified transfer credit and the state death tax credit.

ITEM VII.

A. If my wife, GAIL, survives me, I give, devise and bequeath to DEPOSIT GUARANTY NATIONAL BANK, Jackson, Mississippi, as Trustee for my wife, all the rest and residue of my estate.

B. The Trustee shall hold, manage, invest and reinvest the trust property and, commencing with the date of my death, pay to or apply for the benefit of my wife all the net income of this trust.

These income payments shall be made to my wife in convenient installments, at least quarter-annually.

C. In addition to the net income, the Trustee, in the exercise of the Trustee's sole and uncontrolled discretion, may pay to or apply for the benefit of my wife so much of the principal of this trust as the Trustee deems needful or desirable for my wife's health, support and maintenance, including medical, surgical, hospital or other institutional care, having in mind both the standard of living to which she is accustomed at the time of my death and the funds available to her from other sources.

D. My wife shall have the right to disclaim all or any part of her interest in any property which I have devised or bequeathed to her, whether outright or in trust, provided she shall do so within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be timely filed in the Court in which my estate is being probated. If my wife disclaims in whole or in part, the property in which she disclaims her interest shall be distributed to my children, in equal shares.

E. In addition to all the net income and to so much of the principal that the Trustee may from time to time pay to or apply for her, my wife shall have the right to demand and to receive from the trust during any one calendar year such portion of the principal of this trust as she shall choose. Any such demand shall be made by written instrument signed by my wife and delivered to the Trustee. In the event of such payment of principal to my wife, her receipt therefor shall be complete acquittance to the Trustee.

F. Upon the death of my wife any undistributed income of the trust shall be paid to my wife's estate or as she appoints by her

Last Will and Testament. The entire remaining principal of this trust shall be paid over and distributed to the "Jerry L. Harpole, Sr. Family Trust" provided for in Item VIII of this Will and shall be held, administered and disposed of in accordance with the terms of that trust.

G. Notwithstanding any of the foregoing, unless my wife directs otherwise by her Will, the Trustee shall first pay from the principal of this trust, directly or to the legal representative of my wife's estate as the Trustee deems advisable, the amount by which the estate and inheritance taxes assessed by reason of the death of my wife shall be increased as a result of the inclusion of this trust in her estate for such tax purposes. The Trustee's selection of assets to be sold to pay that amount, and the tax effects thereof, shall not be subject to question by any beneficiary.

H. In establishing this trust for the benefit of my wife, I direct (a) that except to the extent this trust cannot otherwise be funded by property of my estate which would qualify for the marital deduction, there shall not be allocated to the trust any property, or the proceeds of any property, which would not qualify for the marital deduction allowable in determining the federal estate tax on my estate, or any property, or the proceeds of any property, includable in my gross estate for federal estate tax purposes and also subject (by reason of my death) to any inheritance tax, transfer tax, estate tax or other death duty in any foreign country, state, province or other political subdivision thereof; (b) that except upon the direction of my wife, the Trustee shall not invest in or retain beyond a reasonable time any unproductive property, as that property is defined in applicable tax laws, or any other property with respect to which the marital deduction would not be allowed; and (c) that none of the powers granted to

the Trustee by this Will shall be exercised in such a manner as to disqualify this trust or any part thereof from the marital deduction allowable in determining the federal estate tax on my estate.

I. None of the assets of this trust shall be used for the payment of any estate, inheritance or other death taxes that shall become payable upon or by reason of my death or any expenses of administration of my estate.

J. By the provision of this Item VII, I have established a "qualified terminable interest property" trust, as that term is defined in Section 2056(b)(7) of the Internal Revenue Code of 1986, as amended, and in effect on the date of this Will. I hereby direct my Executor to file on the federal estate tax return of my estate the election necessary to treat this trust as such for purposes of that provision of the Internal Revenue Code provided my wife is living on the date my estate tax return is required to be filed. If my wife is not living on the date my estate tax return is due to be filed, my Executor shall make this election as to all or part of the assets of this trust or not make any election as my Executor shall determine advisable to obtain the maximum estate tax benefits for both my estate and the estate of my wife.

K. This trust shall be designated and known as the "Gail Sims Harpole Trust."

ITEM VIII.

From the assets conveyed by Item VI hereof, my Executor shall pay any and all estate and inheritance taxes payable by my estate. The remainder of those assets shall be held by DEPOSIT GUARANTY NATIONAL BANK, Jackson, Mississippi, as Trustee, under the terms hereafter set forth, for the benefit of my wife. The Trustee shall


JERRY L. HARPOLE, SR.

hold, administer and distribute the funds of this trust under the following provisions:

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

B. In addition to the income distributions, the Trustee may pay to or for the benefit of my wife as much principal as the Trustee deems advisable for her support, maintenance and health; for the maintenance of the standard of living to which she is accustomed at the time of my death; or for any medical, hospital or other institutional care which she may require; provided, however, that the Trustee shall make no distribution of principal to my wife as long as readily marketable assets remain in the "Gail Sims Harpole Trust" provided for in Item VII hereof. In making principal distributions, the Trustee shall consider the needs of my wife and the funds available to her from other sources.

C. Upon the death of my wife, the Trustee shall distribute the remaining assets of this trust, outright and free of any trust, to my children, in equal shares.

1. If one (or more) of my children is not living at the time this distribution is required, the share of my deceased child shall be retained in trust and divided in equal shares for the benefit of my deceased child's then living children. Each share shall be held as a separate trust and shall be administered in accordance with the following provisions:

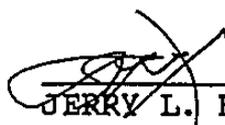

JERRY L. HARPOLE, SR.

a. The Trustee shall distribute to or for the benefit of the beneficiary of each trust as much of the net income of that trust as the Trustee deems advisable for the education, support, maintenance and health of the beneficiary or for any medical, hospital or other institutional care which the beneficiary may require. These distributions shall be made in such proportions, amounts and intervals as the Trustee determines. Any income not distributed shall be added to principal and shall be distributed in accordance with provisions of this Item.

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

c. As and when a beneficiary of a trust attains the age of thirty (30) years, the Trustee shall distribute to that beneficiary the remainder of his or her trust estate, free and clear of any trust. Upon distribution of the entire trust estate to the beneficiary of each trust, the trust shall terminate.

d. In the event of the death of a beneficiary prior to receipt of his or her entire trust estate, that deceased beneficiary's trust estate shall be distributed in equal shares to his or her siblings. However, if a trust hereunder is still in existence for any sibling, the distribution shall instead be made to that sibling's


JERRY L. HARPOLE, SR.

trust. If a deceased beneficiary has no surviving siblings, his or her trust estate shall be distributed to my other children (or their then living issue), in equal shares per stirpes.

2. If my deceased child leaves no surviving children, his or her share of the trust estate shall be distributed to my other children (or their then living issue) in equal shares per stirpes.

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

E. In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, upon death of the survivor of them, the assets shall be distributed outright and free of any trust to my heirs at law, in accordance with the intestacy laws then in effect in the State of Mississippi.

F. This trust shall be designated and known as the "Jerry L. Harpole, Sr. Family Trust."

ITEM IX.

If my wife shall not survive me, then I give, devise and bequeath the residue of my estate as follows:

A. I give and bequeath an amount equal to one percent (1%) of the value of my gross estate as finally determined for estate tax purposes, less any liabilities other than estate taxes and less administrative expenses, to the ALZHEIMERS FOUNDATION to be used by that organization solely for research.

B. I give and bequeath an amount equal to one percent (1%) of the said value of my estate, determined in the manner described in A. above, to the AMERICAN CANCER SOCIETY to be used by that organization solely for research.

C. I give and bequeath an amount equal to two percent (2%) of the said value of my estate, determined in the manner described in A. above, to the SECOND CENTURY FUND of Women's Missionary Union of the Southern Baptist Convention, Post Office Box 830010, Birmingham, Alabama 35283-0010, such amount to be designated by that organization as the "Gail Sims Harpole Fund."

D. I give and bequeath an amount equal to six percent (6%) of said value of my estate, determined in the manner described in A. above, to FIRST BAPTIST CHURCH of Madison, Mississippi, such amount to be held by the Church as a permanent endowment fund with the earnings thereon to be used by the Church for general operating purposes.

E. After funds to satisfy all of the above charitable bequests have been set aside, I give and bequeath an amount equal to ten percent (10%) of the value of the remainder of my estate, determined in the manner described in A. above, up to a maximum of \$100,000.00, to MISSISSIPPI STATE UNIVERSITY, Starkville, Mississippi, to be designated as the "Jerry and Gail Harpole Scholarship Fund," with the income therefrom to be used as follows:

1. Fifty percent (50%) of said annual income shall be used to pay the continuing costs of education in the Business School for a student (or students) who is a practicing Christian possessing high moral standards.

2. The remaining fifty percent (50%) of said annual income shall be administered by the Executive Committee of the Bulldog Club to pay the cost of graduate study for one or more

former athletes of MISSISSIPPI STATE UNIVERSITY who are practicing Christians possessing high moral standards.

F. I then give, devise and bequeath the residue of my estate to my children, in equal shares.

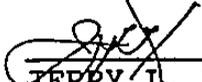
1. If one (or more) of my children does not survive me and leaves children surviving, I give, devise and bequeath my deceased child's share to the "Jerry L. Harpole, Sr. Family Trust" provided for in Item VIII of this Will to be held for the benefit of his or her then living children in accordance with paragraph C.1. thereof.

2. If my deceased child leaves no surviving children, the share of my deceased child shall be distributed to my surviving children (or their then living issue), in equal shares per stirpes.

ITEM X.

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

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


JERRY L. HARPOLE, SR.

beneficiaries would have received had the trust been established and activated.

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

ITEM XI.

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

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

discretion, deems necessary to provide for the proper education, support, maintenance and health of the minor.

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

ITEM XII.

A. No Trustee shall be required to enter into any bond as Trustee or to file with any court any periodic or formal accounting of the administration of any trust. The Trustee shall render annual accounts to each of the beneficiaries of any trust (or his or her guardian if a beneficiary is a minor). No persons paying money or delivering property to the Trustee shall be required to see to its application.

B. The Trustee may resign at any time by giving each of the beneficiaries of the trust (or his or her guardian) written notice specifying the effective date of such resignation. The notice may be sent by personal delivery or by registered mail. My wife may demand the resignation of the Trustee of the "Gail Sims Harpole Trust" by giving written notice to the Trustee. The Trustee shall resign at any time my wife so requests in writing.

C. If the Trustee of the "Jerry L. Harpole, Sr. Family Trust" resigns or becomes unable to serve, regardless of the cause, a successor Trustee shall be appointed by the Chancery Court of Madison County, Mississippi, upon petition brought by or on behalf of the beneficiaries of the trust. If the Trustee of the "Gail

Sims Harpole Trust" resigns or becomes unable to serve, regardless of the cause, a successor Trustee shall be appointed by my wife. If my wife fails to make the appointment within thirty (30) days, such appointment shall be made by the Chancery Court of Madison County, Mississippi, upon petition brought by or on behalf of the beneficiaries of the trust. In no event may my wife be appointed nor may she serve as successor Trustee.

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

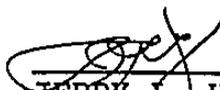
E. Any successor Trustee shall be vested with all the rights, powers, duties and discretions conferred upon the original Trustee.

F. Any bank serving as Trustee shall receive reasonable compensation for its services based on agreement between the bank and my children. Any individual serving as Trustee shall receive reasonable compensation based upon the then current hourly rates being charged in Jackson, Mississippi, for services comparable to those being rendered by the individual Trustee.

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

ITEM XIII.

Unless otherwise provided, the administration of any trust herein created, the sale and conveyance of trust assets, the investment and reinvestment of trust assets, and the rights, powers, duties and liabilities of the Trustee shall be governed by


JERRY L. HARPOLE, SR.

the terms and provisions of the Uniform Trustees' Powers Law of Mississippi, as amended. In addition to the powers contained in that Law, and the power to make "legal investments" under Mississippi law, the Trustee shall have full power and authority:

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

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

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

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

E. To determine the allocation of receipts and expenses between income and principal. However, such allocation shall not be inconsistent with the beneficial enjoyment of trust property

accorded to a life tenant or remainderman under the general principles of the law of trusts. Further, all rights to subscribe to new or additional stocks or securities and all liquidating dividends shall be deemed to be principal.

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

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

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

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

agreements for the rearrangement or alteration of my interests or obligations under any such agreements in effect at the time of my death.

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

K. To execute and deliver oil, gas and other mineral leases containing such unitization or pooling agreements and other provisions as the Trustee deems advisable; to execute mineral and royalty conveyances; to purchase leases, royalties and any type of mineral interests; to own, hold, acquire and dispose of working interest and royalty interest in properties held in the trust and to expend funds of the trust necessary with respect to the ownership of such interest; to execute and deliver drilling contracts and other contracts, options and other instruments necessary or desirable in engaging actively in the oil, gas or other mining business; all of the foregoing to be done with such terms, conditions, agreements, covenants, provisions or undertakings as the Trustee deems advisable.

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

ITEM XIV.

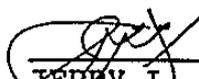
If my wife and I die simultaneously, or under circumstances which make it difficult to determine which of us died first, I direct that my wife be deemed to have survived me for purposes of this Will. I direct that the provisions of this Will be construed upon that assumption, irrespective of any provisions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

ITEM XV.

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

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

C. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will without respect to the income tax basis of the property. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. My Executor may satisfy any pecuniary bequest provided in this Will in cash or in kind or partly in cash and partly in kind; however, any asset distributed in kind shall be valued at its date of distribution value. However, my Executor shall not exercise this


JERRY L. HARPOLE, SR.

discretion in any manner that will result in a loss of or decrease in the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

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

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

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

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

herein, my Executor may distribute such property at its value net of such loan.

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

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

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

K. My Executor shall have the power to retain, and pay the compensation of, investment bankers, appraisers, accountants, legal counsel and others when my Executor shall determine that such services are desirable in connection with the administration of my estate.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 21 pages on the 14th day of July, 1993.

Jerry L. Harpole Sr.
JERRY L. HARPOLE, SR.

WITNESSES:

Rauch Magruder Jr.

Doris H. Hudgens

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by JERRY L. HARPOLE, SR. as his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 14th day of July, 1993.

Rauch Magruder Jr.

Doris H. Hudgens

MADISON COUNTY, MS
FILED

PROOF OF WILL

APR 18 1995

STATE OF MISSISSIPPI
COUNTY OF HINDS

AT 4:20 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

We, LAVEN MAGRUDER JR and DORIS H. HUDGENS, on oath

state that we are the subscribing witnesses to the attached written instrument dated the 14th day of July, 1993, which has been represented to us to be the Last Will and Testament of JERRY L. HARPOLE, SR., who indicated to us that he is a resident of and has a fixed place of residence in Madison County, State of Mississippi. On the execution date of the instrument, the Testator, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this 14th day of July, 1993.

Laven Magruder Jr
Name
15 Eastbrooke
Street Address
Jackson, Ms 39216
City and State

Doris H. Hudgens
Name
137 Brookleigh Place
Street Address
Jackson MS 39212
City and State

Subscribed and sworn to before me on this the 14th day of July, 1993.

Steven L. Line
NOTARY PUBLIC

My Commission Expires:
My Commission Expires August 17, 1996

418 DEM1097



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18th day of April, 1995, at 4:20 o'clock P. M., and was duly recorded on the 18th day of April, 1995, Book No. 28, Page 05.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

Last Will and Testament

MADISON COUNTY, MISS.

OF

FILED

APR 21 1995

ROBERT J. VARNER

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

By: *Karen Jupp, W.C.*

95-233

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

ITEM I

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

ITEM II

All the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall be entitled at the time of my death or over which I shall have any power of appointment, I do hereby give, devise and bequeath to my beloved wife, MILDRED J. VARNER, and same shall be hers absolutely.

ITEM III

In the event that our deaths should occur simultaneously, or approximately so, or in the same common accident or calamity, or under circumstances causing doubt as to which of us survived the other, or

Robert J. Varner

ROBERT J. VARNER

*JHK
AKS*

should my wife, Mildred J. Varner, predecease me or die within thirty (30) days of my death, then and in that event only, I give, devise and bequeath all the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature, and wheresoever situated, to BETTY SUE MILTON, ROBERT EUGENE VARNER, JANIE LEE MEYERS and JAMES STEPHEN TILFORD, share and share alike.

I do hereby give, devise and bequeath unto WAYNE P. VARNER and BILLY JO PARKER the sum of \$5.00 each.

ITEM IV

I hereby nominate, appoint and constitute my beloved wife, MILDRED J. VARNER, as Executrix of this my Last Will and Testament. My Executrix shall be allowed to serve without bond or the necessity of making formal appraisement or accounting and shall have full and plenary power and authority to do and perform any act deemed by her to be for the best interest of my estate, without any limitations whatsoever, and without bond, and said authority shall include, but shall not be limited to, the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents and accountants that she may deem to be necessary and for the best interest of my estate, and to pay unto herself a just and reasonable compensation as Executrix.

The foregoing Will consists of Three Pages, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, on this the 10/7 day of 10, 1979.

Robert J. Varner
ROBERT J. VARNER

RF
JLV
ALS

STATE OF MISSISSIPPI

COUNTY OF MADISON

WE, each of the subscribing witnesses to the Last Will and Testament of Robert J. Varner, do hereby certify that said instrument was

JLV
ALS

signed by the said Robert J. Varner, in our presence and in the presence of each of us, and that the said Robert J. Varner, 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 Robert J. Varner, in his presence and in the presence of each other.

James W. Hanning
ADDRESS: Canton,
Mississippi

WITNESSES:

Ann L. Scott
ADDRESS: 113 Post Rd
Madison, Ms 39110

Robert J. Varner
ROBERT J. VARNER



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 21st day of April, 1995 at 11:15 o'clock A. M., and was duly recorded on the 21st day of April, 1995, Book No 28, Page 27.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY **MADISON COUNTY, MISSISSIPPI**
FILED
 STATE OF MISSISSIPPI

APR 21 1995

IN THE MATTER OF THE ESTATE OF
 ROBERT J. VARNER, DECEASED

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

By: Karen Jupp, D.C.

CIVIL ACTION FILE NO. 95-233

PROOF OF WILL

Comes now AQUITA ANN HUTZEL (FORMERLY AS ANN L. SCOTT), one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Robert J. Varner, Deceased, and enters her appearance herein as provided by Section 91-7-9, Mississippi Code Annotated (1972), as amended, and makes oath before the undersigned authority that Robert J. Varner, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 17th day of October, 1979, the day of the date of said instrument, in the presence of this deponent and James H. Herring, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one (21) years of age, and having his usual place of abode in Madison County, Mississippi, and that she and James H. Herring subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testator and in the presence of said testator and in the presence of each other, on the day of the date of said instrument.


 AQUITA ANN HUTZEL (FORMERLY
 ANN L. SCOTT)

STATE OF MISSISSIPPI

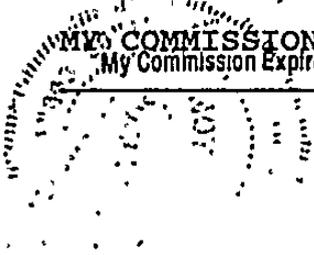
COUNTY OF Hinds

SWORN TO AND SUBSCRIBED before me on this the 17th day of April, 1995.

Rolain Lomeny
NOTARY PUBLIC

(S E A L)

MY COMMISSION EXPIRES:
My Commission Expires July 27, 1996



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 21st day of April, 1995, at 11:15 o'clock A M., and was duly recorded on the 21st day of April, 1995, Book No. 28, Page 30

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

MADISON COUNTY, Miss.

FILED

APR 21 1995

IN THE MATTER OF THE ESTATE OF
ROBERT J. VARNER, DECEASED

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

By: *Karen Figg, D.C.*

CIVIL ACTION FILE NO. 95233

PROOF OF WILL

Comes now JAMES H. HERRING, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Robert J. Varner, Deceased, and enters his appearance herein as provided by Section 91-7-9, Mississippi Code Annotated (1972), as amended, and makes oath before the undersigned authority that Robert J. Varner, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 17th day of October, 1979, the day of the date of said instrument, in the presence of this deponent and Ann L. Scott, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one (21) years of age, and having his usual place of abode in Madison County, Mississippi, and that he and Ann L. Scott subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testator and in the presence of said testator and in the presence of each other, on the day of the date of said instrument.

James H. Herring

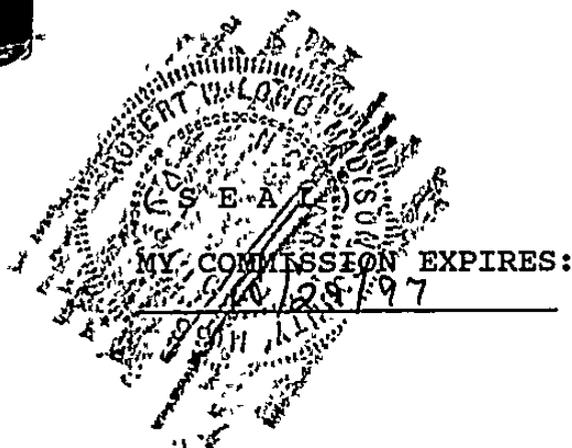
JAMES H. HERRING

STATE OF MISSISSIPPI

COUNTY OF MADISON

SWORN TO AND SUBSCRIBED before me on this the 19th day of April, 1995.

Robert W. Long
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 21st day of April, 1995, at 11:20 o'clock A M., and was duly recorded on the 21st day of April, 1995, Book No. 28, Page 32.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trupp D.C.

MADISON COUNTY, MISSISSIPPI

FILED

APR 21 1995

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

By: *Karen Tupp*

LAST WILL AND TESTAMENT

OF

HELEN RADFORD SALISBURY

95-234

I, HELEN RADFORD SALISBURY, an adult resident citizen of

Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I.

I appoint my daughters, Nancy Salisbury Neill and Betsy Salisbury Creekmore, as Co-Executrix' of my Estate under this Will. I direct my Co-Executrix' to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done.

In the event either of my daughters are unable or unwilling to serve as Co-Executrix, my other daughter shall serve as Executrix alone. I direct that neither of my daughters be required to make any bond as Executrix. To the extent permissible by law, I waive the requirement that my Executrix be required to make a formal appraisal, provide an inventory or file an accounting for my estate with any court.

ITEM II.

I give, devise and bequeath one-half of my estate to my daughter, BETSY SALISBURY CREEKMORE, and if she fails to survive me, her share of my estate shall be distributed to her children in equal shares.

I give, devise and bequeath the remaining one-half of my estate to my grandchildren, BETSY SALISBURY NEILL and THOMAS DAVID NEILL, in equal shares. Should either of my said grandchildren fail to survive me then that grandchild's portion of my estate shall be distributed to his or her children,

and if none, to the survivor of my two said grandchildren.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 5th day of February, 1982.

Helen Radford Salisbury
HELEN RADFORD SALISBURY

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

Helen M. Fontaine
NAME

261 Eastbrooke Dr.
ADDRESS
Jackson, Miss.

M. B. Fontaine
NAME

261 Eastbrooke Drive
ADDRESS
Jackson, Miss.

Page Two Of My Will ARS

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 21st day of April, 1995, at 11:10 o'clock A. M., and was duly recorded on the 21st day of April, 1995, Book No. 28, Page 34.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trupp D.C.

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

NO. 95-234

FILED
THIS DATE

APR 21 1995

STEVE DUNCAN
CHANCERY CLERK

Karen Hupp

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
HELEN R. SALISBURY, DECEASED

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI)
)
COUNTY OF MADISON)

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

That she was personally acquainted with Helen R. Salisbury, late of Madison County, Mississippi; that the said Helen R. Salisbury was a resident of and had a fixed place of residence in the City of Madison, Madison County, Mississippi; that affiant, in the presence of W. B. Fontaine, subscribing witness, and at the special instance and request of said Helen R. Salisbury did, on the 5th day of February, 1982, sign and subscribe an instrument of writing represented to be the Last Will and Testament of the said Helen R. Salisbury, Deceased; that said instrument, the original of which is attached hereto, was signed by Helen R. Salisbury as Testatrix, and the said Testatrix declared in the presence of Affiant and in the presence of the said W. B. Fontaine that said instrument constituted her Last Will and Testament and thereupon Affiant, in the presence of the said Helen R. Salisbury, and in the presence of W. B. Fontaine, 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 Helen R. Salisbury 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.

Exhibit "B"

The original of said Will is attached to this affidavit and this affidavit is executed by this Affiant in proof of said Will, and for the purpose of probating the same in the Chancery Court of Madison County, Mississippi.

Helen M. Fontaine
HELEN M FONTAINE

SWORN AND SUBSCRIBED before me, this the 21st day of March, 1995.

Judith Carolyn Whitehead
NOTARY PUBLIC



WADE H. CREEKMORE, JR. (#7838)
125 South Congress Street, Suite 1100
Jackson, Mississippi 39201-3304
(601) 355-1522

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 21 day of April, 1995, at 11:10 o'clock A. M., and was duly recorded on the 21st day of April, 1995, Book No. 28, Page 36.

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

95-235
FILED
THIS DATE

LAST WILL AND TESTAMENT
OF
HAROLD E. ORR

APR 21 1995

STEVE DUNCAN
CHANCERY CLERK
Steve Duncan

I, HAROLD E. ORR, of Madison County, Mississippi, declare this to be my Will and I revoke all prior Wills and Codicils that I have made.

ARTICLE I.

I give, devise and bequeath unto my children, MARY ORR ADAMS and ANN ORR ISRAEL, share and share alike, per stirpes, all of the property of which I die seized and possessed, real, personal and mixed, wherever situated.

ARTICLE II.

I nominate and appoint my daughters, MARY ORR ADAMS and ANN ORR ISRAEL, as Executors of my Estate, with authority for either of them to qualify if one should fail to do so. I direct that no person serving as my Executor shall be required to give any bond or file any inventory, accounting or settlement of my estate in any court. I direct that any one or more of said persons so serving shall have full power and authority to continue to operate any business which I may be operating at the time of my death, or continue in any partnership in which I may be a partner at the time of my death, and shall have full authority, without the necessity of obtaining any order of court, to sell, convey, transfer, assign, hypothecate, mortgage or in any other manner encumber, deal with and handle any property constituting a part of my estate, real, personal or mixed, whether owned by me at the time of my death or acquired as a part of my estate.

MADISON COUNTY, MISSISSIPPI

FILED

APR 21 1995

AT 2:15 O'CLOCK P.M.
STEVE DUNCAN, CHANCERY CLERK
By: *Stacey Hill*, D.C.

Harold E. Orr

HAROLD E. ORR

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 2 pages on the 26th day of March, 1991.

Harold E Orr
HAROLD E. ORR

WITNESSES:

Kathryn Dale

Lisa Rowland

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by HAROLD E. ORR as his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 26th day of March, 1991.

Kathryn Dale
Lisa Rowland



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 21 day of April, 1995, at 2:25 o'clock P. M., and was duly recorded on the 21st day of April, 1995, Book No. 28, Page 38.

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

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

We, Kathryn Dale and Lisa Rowland, on oath state that we are the subscribing witnesses to the attached written instrument dated the 26th day of March, 1991, which has been represented to us to be the Last Will and Testament of HAROLD E. ORR, who indicated to us that he is a resident of and has a fixed place of residence in the ~~(City of Madison)~~ County of Madison, State of Mississippi. On the execution date of the instrument, the Testator, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

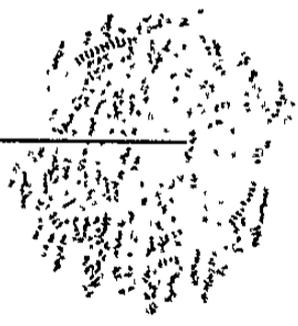
DATED this 26th day of March, 1991.

Kathryn Dale
Lisa Rowland

Subscribed and sworn to before me on this the 26th day of March, 1991.

Martha O. Bice
NOTARY PUBLIC

My Commission Expires:
My Commission Expires July 3 1994



FILED
THIS DATE

APR 21 1995

STEVE DUNCAN
CHANCERY CLERK
Karen Supp

Page 3.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 21 day of April, 1995, at — o'clock — M., and was duly recorded on the 21st day of April, 1995, Book No 28, Page 40.

STEVE DUNCAN, CHANCERY CLERK

BY Karen Supp DC

...ADVISORY COUNTY, ...

FILED

APR 25 1995

LAST WILL AND TESTAMENT OF ROBERT NELSON

STATE OF MISSISSIPPI
COUNTY OF HINDS:::

AT 11:30 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill, D.

I, ROBERT NELSON, presently residing at Rt. 2, Box 256, Madison, Mississippi, 39110, in Madison County, Mississippi, being of sound and disposing mind and memory, realizing the uncertainty of life and the certainty of death, do hereby make, declare, and publish this my LAST WILL AND TESTAMENT, hereby expressly revoking all prior wills, testaments or codicils heretofore made by me, intending hereby to dispose of all my worldly goods, property, and estate of which I may die possessed.

1.

I hereby nominate, constitute, and appoint as executor of my estate RICHARD ERVIN CLARK, my grandson. My executor shall have full and plenary power and authority to do and perform any act deemed by him to be in the best interest of my estate without any limitation whatsoever, and to serve without the necessity of a surety bond, and I hereby waive any appraisal or accounting of my estate whatsoever. I appoint ROBERT LEE CLARK, my grandson, to serve as my alternate executor under the same terms and conditions should Richard Ervin Clark be unable to so serve.

2.

I direct my executor to pay all of my just debts and expenses of last illness, if any. In case of any claim against my estate, I direct my executor to settle the same in his absolute discretion, and direct that he require probate of any claim as may be required by law.

3.

I give, devise and bequeath all of my property, both real and personal, of whatsoever kind or

character and wheresoever situated unto my natural grandchildren, namely, Robert Lee Clark, Bernard Clark, Mary Alice Clark, Richard Ervin Clark, Bobbie Ann Clark, Edith Joyce Clark, Clifford Clark, Malinda Louise Clark, Michelle Brooks, Ronnie Brooks, Ricky Brooks, and Willie Henry Clark, deceased, in equal shares, as tenants in common.

4.

It is my understanding at this time that I own, among any other parcels, the following properties:

Commencing at concrete monument set by Natchez Trace Parkway and numbered "P64" at the NE corner of access of Post Road to the Parkway, run thence, South 06 degrees 42' East for 92.0 feet along the east line of access, for 383.86 feet to a point, said point hereinafter referred to as the point of beginning;

Thence, North for 163.14 feet;
 Thence, North 87 degree 00' East for 263.8 feet along the south line of Rice Road;
 Thence, south 06 degree 20' west along an old fence line for 178.0 feet;
 Thence, west for 242.9 feet to the point of beginning.

The above described lot lies and is situated in the SW 1/4 of the SE1/4 of Section 1, T7N., R.2E., Madison County, Mississippi, and contains 1.0 acres.

PARCEL NO. 634. Beginning at the SE corner of Section 1, T7N, R2E, Madison County, Mississippi, go N 00 degree 27' W, along the east line of Section 1, 712.98 feet; thence S 63 degree 42' W, 239.44 feet; thence S 67 degree 53' W, 1327.68 feet; thence N 43 degree 05' W, 550.38 feet; thence N. 05 degree 02' W, 387.01 feet; thence S 89 degree 54' W, 75.00 feet, to a point on the East right of way line of county road; then S 00 degree 06' E, along said right of way line, 788.33 feet; thence S 89 degree 08' E, 500.00 feet; thence S 00 degree E, 76.19 feet, to a point on the south line of Section 1; thence along said section line, S 89 degree E, 1893.85 feet, to the point of beginning; containing 17.4 acres, more or less, and situated in the SE1/4 of Section 1, T 7 N, E 2 E.

PARCEL NO. 609. Beginning at the NE corner of Section 12, T 7 N, R 2 E, Madison County, Mississippi, go S 00 degree 27' E, 638.68 feet to U.S. Department of Interior Monument No. 40 A-137 on the northwest right of way line of the

existing Natchez Trace Parkway; thence S 44 degree 56' W, along said right of way line, 885.14 feet to U. S. Department of Interior Monument No. 39 A - 138, thence S 89 degree 53' W, 664.91 feet; thence N 00 degree 31' W, 1306.66 feet; thence S 89 degree 08' E, 1297.67 feet to the point of beginning; containing 34.0 acres, more or less, and situated in the NE1/4 of Section 12, T 7 N, R 2 E,
6.

All the rest, residue, and remainder of my estate including any property or interest I acquire after the date of this my LAST WILL AND TESTAMENT, I hereby devise and bequeath to my grandchildren, exactly as directed in paragraph 3 above.

In testimony of the making, declaring, and publishing of the foregoing to be my LAST WILL AND TESTAMENT, I now sign my name in the presence of subscribing witnesses, who have be especially requested to witness the making, publishing, and declaring of this my signature hereto, all done this the 27 day of March, 1987, A.D.

Robert Nelson
ROBERT NELSON, Testator

The foregoing instrument consisting of this and one (1) page preceding type written pages were signed, seal, published, and declared by ROBERT NELSON the testatrix, to be his last will, in our presence, and we at his request and in his presence, and in the presence of each other have hereunto subscribed our names as witnesses, this the 27th day of March, 1987.

Bernice Smith
NAME
Bernice Smith
NAME

SUBSCRIBING WITNESSES ADDRESSES:

Bernice Smith Bernice Nash
Name Name
Smith 3175 Robinson Rd.
Address Address
PO Box 323 Jackson Miss.



STATE OF MISSISSIPPI, COUNTY OF MADISON.

I certify that the within instrument was filed for record in my office this 25 day of April, 1995, at 11:30 o'clock A.M., and was duly recorded on the April 25, 1995, Book No. 28, Page 41

STEVE DUNCAN, CHANCERY CLERK BY Stacey Hill DC

FILED

APR 25 1995

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF HINDS

AT 11:30 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill, O.C.

I, the undersigned, Richard Ervin Clark, do hereby state under oath that the reported signature of Robert Nelson on his Last Will and Testament dated March 27, 1987, is in fact the signature of Robert Nelson. Your affiant further states that the two witnesses to the March 27, 1987, Last Will and Testament of Robert Nelson, Bernice Smith and Bernice Nash, have refused to sign a "Proof of Will" in the within cause since they are denying that the instrument dated March 27, 1987, is in fact the Last Will and Testament of Robert Nelson. The affiant herein does not believe that Bernice Smith and Bernice Nash deny that Robert Nelson signed the Last Will and Testament on March 27, 1987, and they do not deny that they witnessed his signature to such Last Will and Testament, but it is the impression of the affiant that the two witnesses to the Will are promoting another instrument which they believe to be the Last Will and Testament of Robert Nelson, deceased. Further, affiant sayeth not.

WITNESS MY SIGNATURE this the 17 day of April, 1995.

Richard Ervin Clark
RICHARD ERVIN CLARK

SWORN AND SUBSCRIBED before me this the 17 day of April, 1995.

Pam Cunningham
NOTARY PUBLIC

My Commission Expires:

1-5-98

mz/xrbp/clark.aff/040695



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 25 day of April, 1995, at 11:30 o'clock A M., and was duly recorded on the April 25, 1995, Book No. 28, Page 44.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

LAST WILL AND TESTAMENT OF PAULINE RICE HART
306 SHENANDOAH ROAD, BRANDON, RANKIN COUNTY, MISSISSIPPI

KNOW ALL MEN BY THESE PRESENTS:

#95-244

That I, Pauline Rice Hart of 306 Shenandoah Road, Brandon, County of Rankin, Mississippi, being over the age of 21 years and of sound mind and disposing memory, do hereby make and declare this to be my last will and Testament, hereby revoking all Wills heretofore made by me at any time.

1. I direct that all my just debts be paid as speedily as possible.
2. I give and bequeath to my beloved son, James Eugene Hart, all of my estate, whether real, personal or mixed, of whatsoever kind and nature and wheresoever situated, and unto his heirs and assigns forever; provided, in the event my son, James Eugene Hart, should precede me in death by accident or common cause or by natural death, I give and devise my estate, whether real or personal to my Daughter-in-Law and Granddaughter as follows. One-Half to Wilma W. Harts and One-Half to my Granddaughter Brandy M. Hart, her one-Half to be held in Trust until she reaches the age of 21 Years.

I hereby nominate, constitute and appoint James Eugene Hart, as Executor of my Estate under this my Last Will and Testament to serve without Bond or Accounting to any individual or Court.

In Testimony where of, I have set my hand this 15th day of July 1992, in the presence of PAT LADNIER and Stacy S. Kenner, who at my request attest the same in my presence.

Pauline R. Hart
Pauline Rice Hart

We, PAT LADNIER and Stacy S. Kenner, do hereby certify that Pauline Rice Hart, the Testatrix in the above and foregoing Last Will and Testament subscribed the same in our presence, at the time declaring to us that said instrument was her Last Will and Testament, and we, at her presence and request, and in the presence of each other, now sign our names hereto attesting witnesses.

Pat Ladnier
Stacy S. Kenner

FILED

MAY 01 1995

AT 12:25 O'CLOCK P. M.
RECEIVED IN CHANCERY

By: Kenn Supp, Jr



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1 day of May, 1995, at 1:00 o'clock P. M., and was duly recorded on the May 1, 1995, Book No 28, Page 45

STEVE DUNCAN, CHANCERY CLERK

BY K. Cannon D C

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF PAULINE RICE HART
DECEASED

NO. 95-244

AFFIDAVIT OF SUBSCRIBING WITNESS

FILED

MAY 01 1995

AT 12:25 O'CLOCK P. M.
STEVE BUNCA, CHANCERY CLERK

STATE OF MISSISSIPPI

COUNTY OF HANDS

By: *Karen Jupp, Jr.*

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named STACY S. KENNER, 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 PAULINE RICE HART, deceased, who was personally known to Affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 15th day of July, 1992

(2) That on the 15th day of July, 1992, the said PAULINE RICE HART signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this Affiant and in the presence of PAT LADNIER, the other subscribing witness to said instrument.

(3) That the said PAULINE RICE HART 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 PAT LADNIER, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said PAULINE RICE HART, and in the presence of each other

Stacy S. Kenner
STACY S. KENNER

SWORN TO AND SUBSCRIBED BEFORE ME, this, the 24th day of April, 1995.

Patricia Ann Ladnier
NOTARY PUBLIC

MY COMMISSION EXPIRES:
May 13, 1998

HERMAN M MASON
ATTORNEY AT LAW
P. O. BOX 16425
5175 GALAXIE DRIVE
JACKSON, MISSISSIPPI 39206
(601) 982-0321
MSB #1914

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 1 day of May, 1995, at 1:00 o'clock P M., and was duly recorded on the May 1, 1995, Book No. 28, Page 46.

STEVE DUNCAN, CHANCERY CLERK BY: *K. Conroy* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF PAULINE RICE HART
DECEASED

NO. 95-244

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

FILED
MAY 01 1995
AT 12:25 O'CLOCK P.M.
STEVE BUNNEY, Clerk of Court
By: *J. Allen Supp, Jr.*

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named PAT LADNIER, 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 PAULINE RICE HART, deceased, who was personally known to Affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 15th day of July, 1992

(2) That on the 15th day of July, 1992, the said PAULINE RICE HART signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this Affiant and in the presence of STACY S. KENNER, the other subscribing witness to said instrument.

(3) That the said PAULINE RICE HART 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 STACY S. KENNER, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said PAULINE RICE HART, and in the presence of each other.

Pat Ladnier
PAT LADNIER

SWORN TO AND SUBSCRIBED BEFORE ME, this, the 24th day of April, 1995.

Steve Duncan
NOTARY PUBLIC

MY COMMISSION EXPIRES:

12-18-98

HERMAN M MASON
ATTORNEY AT LAW
P. O BOX 16425
5175 GALAXIE DRIVE
JACKSON, MISSISSIPPI 39206
(601) 982-0321
MSB #1914

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1 day of May, 1995, at 1:00 o'clock P.M., and was duly recorded on the May 1, 1995, Book No 28, Page 48.



STEVE DUNCAN, CHANCERY CLERK

BY: Gregory D.C.

FILED

MAY 04 1995

AT 1:25 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

LAST WILL AND TESTAMENT

OF

JOHN C. STENNIS

By: *Karen Trapp, D.C.*

I, John C. Stennis, a resident of DeKalb, Kemper County, Mississippi, being over the age of eighteen years, of sound and disposing mind and memory, but mindful of the uncertainty of this life and the certainty of death, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils to wills heretofore made by me.

I.

Payment of Debts.

I direct that my Executors, hereinafter named, shall pay all of my just debts, the cost of my funeral and burial, all of the costs and expense of the administration of my estate, and all taxes which may be imposed as a result of my death, as soon as may be found practicable after my death.

In the exercise of their discretion, my Executors may pay any just debt without requiring the probate thereof, or my Executors may require the probate of any or all debts in the manner and within the time required by law.

II.

Specific Bequests.

I hereby make the following bequests to be promptly paid by my Executors as soon after my death as is reasonably possible: to the Pleasant Ridge Baptist Church of Union County, Mississippi, the sum of \$5,000 in cash in memory of the late Mr. and Mrs. John W. Hines, former members of said church and the parents of my late wife, Coy Hines Stennis; to the DeKalb Presbyterian Church in Kemper County, Mississippi, the sum of \$5,000 to be paid in cash in memory of my parents,

John C. Stennis

Mr. and Mrs. Hampton H. Stennis, Sr.; to the Pleasant Ridge Methodist Church in Kemper County, Mississippi, the church of my childhood, the sum of \$500 in cash; to the New Hope Methodist Church in Kemper County, Mississippi, the early church of my mother, the sum of \$500 in cash; to the Smyrna Presbyterian Church and Cemetery, the early church of my father, the sum of \$500 in cash, payable to Mrs. Bertha Cross; to my long-time personal and faithful friend, Mrs. Maggie Odom of DeKalb, Mississippi, the sum of \$1,000 in cash; and to my long-time personal and faithful friend, Mr. Elias Burton of DeKalb, Mississippi, the sum of \$250 in cash.

III.

Bequest to Institution.

I hereby devise to Mississippi State University Foundation for the benefit of Mississippi State University the following tracts of timberland in Kemper and Noxubee County, Mississippi, and the forest growth thereon:

TRACT NUMBER ONE: That certain 78 acres, more or less, of the Southwest Quarter of the Northeast Quarter, and the Southeast Quarter of the Northwest Quarter, of Section Three, Township Twelve, Range Sixteen East, Kemper County, Mississippi, known as the Kemper-Noxubee Line Tract.

TRACT NUMBER TWO: That certain 80 acre tract, the Northwest Quarter of the Southeast Quarter, and the Southwest Quarter of the Northeast Quarter, Section Twenty-eight, Township Eleven, Range Fifteen East, Kemper County, Mississippi, known as the Dees Place.

The net proceeds of the forest products grown thereon shall be awarded, one-half thereof for support of the John C. Stennis Political Science Chair at Mississippi State University, and the other one-half thereof for scholarships awarded to worthy students in Political Science or in Forestry at Mississippi State University, all in the discretion of the Chief Executive

J. C. Stennis

Officer in residence of said University. Of the proceeds awarded for said scholarships, two-thirds shall be for worthy students in Political Science and the remaining one-third for worthy students in Forestry.

Possession of said land shall be awarded to the devisee as soon after my death as is reasonably possible with the operation and management of said land entrusted to the Forestry Department of said University. I hope and expect this property to be given the best possible forest management which will include exhibits of forest practices carried out and demonstrated annually of a type that is practical and useful to all timberland owners, including illustrations to the so-called small landowner, as to the methods and care and protection, growth, and management of the land and trees, as well as the best method of marketing forestry products.

IV.

Stennis Forest Trust.

I own the following described tracts of timberland in Kemper and Noxubee County, Mississippi:

TRACT NUMBER ONE: The West One Half of the Northwest One Quarter of Section 4 and the East One Half of the Southeast One Quarter of Section 5, all being situated in Township 10 North, Range 17 East, Kemper County, Mississippi, being 160 acres more or less.

TRACT NUMBER TWO: The Southeast Quarter of Section Thirteen, Township Ten, Range Fifteen East, Kemper County, Mississippi, known as the Reed Land.

TRACT NUMBER THREE: The West Three Quarters of the North Half of the North Half; the Southeast Quarter of the Northwest Quarter, Section Nine; part of the Southwest One Quarter of the Northwest One Quarter, 27 acres, Section Nine; part of the Southwest One Quarter of the Northeast One Quarter, 23 acres, all in Section Nine, Township Ten, Range Sixteen East, 212-1/2 acres, known as the Rosenbaum Land.

John C. Green

TRACT NUMBER FOUR: The Southwest One Quarter of the Northeast One Quarter, the East One Half of the Northwest One Quarter, part of the Northwest One Quarter of the Southeast One Quarter, being 30 acres, and part of the Northeast One Quarter of the Southwest One Quarter, being 20 acres, all in Section Two, Township Ten North, Range Sixteen East, known as the Tom Walker Land.

TRACT NUMBER FIVE: The Northwest One Quarter, and the Northeast One Quarter of the Southwest One Quarter, and the North One Half of the Southeast One Quarter, Section Thirteen, Township Thirteen, Range Fifteen, and the Northwest One Quarter of the Southwest One Quarter, Section Eighteen, Township Thirteen, Range Sixteen, Noxubee County, Mississippi, known as the Prince Land.

Said tracts of land and the forest growth thereon are hereby devised in trust to Mississippi State University for a period of 10 years from my death in order to provide a period of growth and maturity for the forest products thereon and a source of security for the beneficiaries herein named and their offspring.

The forest products thereon shall not be sold or removed during the lifetime of this trust except in the following particulars for which sales may be made and the proceeds used for purposes as follows:

- (a) Maintaining the care of said forest products in such a way to formulate a maximum sustained yield by the said forests, including protection from disease and insects.
- (b) Maintaining the cost of a caretaker, paying reasonable and normal costs of the trustee, providing for the upkeep of the land and forest products, and paying the tax on the land.
- (c) Should either of the heirs named beneficiaries have illness or other urgent demanding need, then a portion of the forest products thereon (up to a maximum of one-sixth of the total forest growth)

John C. ...

can be sold and the proceeds spent for the benefit of the beneficiary and charged to him or her in the final settlement or discharge of this trust.

This timberland shall be known as the Stennis Forest Trust. The beneficiaries shall be John Hampton Stennis, my son, and Margaret Jane Womble, my daughter, and Jane Syme and John Syme, my grandchildren, and Hampton Hines Stennis and Laurin Stennis, my grandchildren.

I hereby appoint Arthur Nester, Sr. of DeKalb, Mississippi, to serve as caretaker of the timberland devised in this section for so long as Arthur Nester, Sr. desires to serve and is capable of so serving. His successor will be appointed by the Trustee after full consultation with John Hampton Stennis, my son, and Margaret Jane Womble, my daughter.

At the expiration of 10 years from the date of my death, the Stennis Forest Trust herein created shall end and be dissolved, and all limitations herein made on the land and its products shall terminate. Each of the beneficiaries herein named shall become devisees of one-sixth of the whole of the land and timber in fee simple, and their share thereon shall be designated and delivered to them by description free from all limitations imposed.

In the event a distribution from the trust has previously been made to meet the urgent demanding need of a beneficiary, the amount of that distribution shall be charged against the beneficiary's one-sixth interest, and this interest upon termination and final distribution shall be reduced accordingly.

I express the hope that the beneficiaries shall continue to own the land and timber and follow the practices herein prescribed all jointly or severally.

V.

Devise and Bequest of the Residue.

All of the rest, remainder, and residue of my estate, of whatever kind and character, whether held in possession or in

John Hampton Stennis

expectancy, and wheresoever situated, I give, devise and bequeath to my children, John Hampton Stennis and Margaret Jane Stennis Womble, share and share alike. In the event of the death of either of my said children prior to my death, the share which would have gone to said child, if living, shall be distributed per stirpes to his or her living descendants, if any, or if none, then per stirpes to my living descendants.

VI.

Restrictions Upon Rights of Alienation.

With respect to the trust hereby created, the interest of any beneficiary thereof, either as to income or principal, shall not be anticipated, alienated or in any other manner assigned, pledged or promised by said beneficiary, or be subject to interference or control of creditors or others in any way.

VII.

Powers of Trustee.

The trust created by this my will is a private trust, and my Trustee is hereby authorized to exercise the powers granted to it herein without posting any bond, without obtaining any order from or the approval of any court, without any notice to or consent of anyone, and my Trustee shall not be required to make any report to any court at any time. My Trustee shall, however, make an annual report to each beneficiary of this trust stating the property remaining in the Trustee's possession at the beginning and ending of each calendar year and the amounts received and disbursed by the Trustee in said year. Such reports shall be delivered to each beneficiary of this trust on or before March 15 following the end of the reported year.

My Trustee shall have and exercise those powers, rights, privileges and immunities granted by Chapters 9, 11, 13, 15 and 17 of Title 91, Mississippi Code 1972, as the same exist at the date hereof, which statutes are hereby adopted by reference the same as though copied herein word for word and figure for figure. All judgments, decisions and actions taken by the Trustee in good

John Hampton Stennis

faith shall be binding and conclusive on all parties in interest, and the Trustee shall not be liable to anyone for any acts or omissions to act unless caused by willful neglect or gross negligence.

VIII.

Appointment of Co-Executors.

I hereby name, nominate, constitute and appoint John Hampton Stennis and Margaret Jane Womble as Co-executors of this my Last Will and Testament, and I respectfully request that the court having jurisdiction of the administration of my estate relieve my Co-executors from the making or filing of any bond or filing an inventory, appraisal or report with the court.

Should either of my Co-executors fail to qualify, or having qualified, die or resign while serving as such, the Chancery Court of Kemper County, Mississippi, is requested to select and appoint the successor Co-executor.

The foregoing will consists of seven pages, including this one, written on one side only, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament in the presence of William E. Cheswell
Sally J. Catblers and Guy Paul Land
whom I have requested to act as subscribing witnesses hereto, on this the 9th day of February, 1984.

John C. Stennis
John C. Stennis

WITNESSES:

William E. Cheswell
Sally J. Catblers
Guy Paul Land

ADDRESSES:

112 THIRD STREET NE, WASHINGTON DC
515 1/2 BELL ST, FORT WORTH TX
4715 S. 31st St, Arlington, Virginia

DISTRICT OF COLUMBIA

We, each of the subscribing witnesses to the foregoing Last Will and Testament of John C. Stennis, do hereby certify that said instrument was signed by the said John C. Stennis in our presence and by each of us in the presence of the other, and that the said John C. Stennis declared the same to be his Last Will and Testament in the presence of each of us, and that on said occasion the said John C. Stennis was of sound and disposing mind and memory and under no duress or undue influence, and that we each signed as subscribing witnesses to said will at the request of the said John C. Stennis, in his presence and in the presence of each other.

WITNESS OUR SIGNATURES, on this the 9th day of February, 1984.

William E. Dresswell
Louis J. Caballero
Gay Paul Land



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4 day of May, 1995, at 1:30 o'clock P M., and was duly recorded on the May 4, 1995, Book No. 28, Page 50.

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

AFFIDAVIT OF SUBSCRIBING WITNESS

MAY 04 1995

STATE OF MISSISSIPPI
COUNTY OF NESHOBA

AT 1:25 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Trupp, D.C.

This day personally appeared before me, the undersigned notary public in and for the aforesaid jurisdiction, William E. Cresswell, one of the subscribing witnesses to the last will and testament of John C. Stennis, who having been by me first duly sworn, acknowledges and states that John C. Stennis, signed, published and declared the attached instrument as his last will and testament on February 9, 1984, in the presence of this Affiant and Sally J. Caballero and Guy Paul Land, the other subscribing witnesses; that John C. Stennis was then of sound and disposing mind and memory and above the age of 18 years; and further that Affiant acknowledges and states that he and the other two subscribing witnesses subscribed and attested the last will and testament as witnesses to the signature and publication thereof at the special instance and request and in the presence of John C. Stennis and in the presence of one another.

William E. Cresswell
William E. Cresswell
Address: P.O. Box 245
Philadelphia, Ms. 39350

Sworn to and subscribed before me this 1st day of

May, 1995.

Sally McMillan
Notary Public

My Commission expires:
My commission expires:
January 2, 1998

CHANCERY CLERK & EX-OFFICIO NOTARY
By: B. Dennis D.C.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4 day of May, 1995, at 1:30 o'clock P. M., and was duly recorded on the May 4, 1995, Book No. 28, Page 58.

STEVE DUNCAN, CHANCERY CLERK

By: Karegan D.C.

MAY 05 1995

BOOK 28 PAGE 59

THE LAST WILL AND TESTAMENT OF
WILLIAM M. MIDDLETONAT 8:45 O'CLOCK A. M.
STEVE DUNCAN, CHANCERY CLERK

95 269

By: Karen Jupp, PC

I, WILLIAM M. MIDDLETON, Madison County, State of Mississippi, being of sound and disposing mind and memory and over the age of twenty-one (21) years do make, publish and declare this to be my Last Will and Testament, and hereby revoke any and all former wills and codicils by me heretofore made.

ITEM I. I hereby appoint my father, William E. Middleton, as the Executor of my estate and request that he serve without bond.

ITEM II. I request that all my just debts and funeral expenses be fully paid.

ITEM III. I give, devise, and bequeath to my parents, William E. Middleton and Libby Middleton, my property located in Madison County, Mississippi, and described as Parcel 071A-02-021/02, 3.17 Acres OUT NW Cor. NE $\frac{1}{4}$ SW $\frac{1}{4}$, and the house and contents thereof.

ITEM IV. I give, devise, and bequeath to my parents, William E. Middleton and Libby Middleton, my account at Merrill Lynch.

ITEM V. I give, devise, and bequeath to my brother, Bobby Middleton, my 1979 Chevrolet Pickup truck.

ITEM VI. I give, devise, and bequeath to my cousins, Jan Middleton and Steve Middleton Five-hundred (\$500.00) Dollars each in cash.

IN WITNESS WHEREOF, I have signed my name at the foot and end of this my Last Will and Testament and affixed my seal this, the 19th day of March, 1991.

William M. Middleton
WILLIAM M. MIDDLETON
TESTATOR

WITNESSES:

Laura T. Jackson
Fiance Hetherington

PAGE TWO OF THE LAST WILL AND TESTAMENT OF WILLIAM M. MIDDLETON

CERTIFICATE

We, the undersigned subscribing witnesses, certify that the Testator, William M. Middleton, in the above and foregoing Last Will and Testament did sign, publish, and declare the same to be his Last Will and Testament in our presence and that he signed the same in the presence of each of us, who at his request, subscribed our names thereto in his presence and in the presence of each other.

We further certify that said Testator, William M. Middleton, appeared to be of sound and disposing mind and memory at the time of the execution and publishing of the aforesaid Will, and above the age of twenty-one (21) years.

SUBSCRIBED to on this, the 19th day of March, A. D., 1991.

Laura V. Jackson

Frances H. Hester



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 5 day of May, 1995, at 9:00 o'clock a M., and was duly recorded on the May 5, 1995, Book No. 28, Page 59.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF WILLIAM M MIDDLETON,
DECEASED

NO. 95269

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Hinds

| |
|--------------------------------|
| FILED |
| THIS DATE |
| MAY 05 1995 |
| STEVE DUNCAN CHANCERY CLERK |
| BY <u>Karen Jupp</u> |

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Frances Hetherington, 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 William M. Middleton, 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 March 19, 1991.

2. That on March 19, 1991, the said William M. Middleton signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Laura V. Jackson, the other subscribing witness to said instrument.

3. That the said William M. Middleton 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 Laura V. Jackson, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said William M. Middleton, and in the presence of each other.

Frances Hetherington
FRANCES HETHERINGTON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 3rd day of April, 1995.

James J. Turbeville
NOTARY PUBLIC

My commission expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES OCT. 26, 1998

X2279-97925\jt
caa p\midd-wit aff



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 5 day of May 1995, at 9:00 o'clock a M., and was duly recorded on the May 5, 1995, Book No. 28, Page 61.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

MAY 09 1995

BOOK 28 PAGE 63

LAST WILL AND TESTAMENT OF NINA MARGARET FREEMAN

AT 9:30 O'CLOCK A. M.
STEVE DUNCAN, CHANCERY CLERK

#95-278

By: Karen Fupp, DC

I, Nina Margaret Freeman, being over the age of twenty-one years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all former wills and codicils made by me at any time heretofore.

I.

I hereby appoint my daughter, Gina Lee Rutherford, 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. My Executrix, in addition to other powers and authority granted by law or necessary or appropriate for proper administration, shall have the right and power to lease, sell, mortgage, or otherwise encumber any real or personal property that may be included in my estate, without order of court and without notice to anyone. Should Gina Lee Rutherford be unwilling or unable to serve, I hereby appoint my son, James Woodrow Freeman, Jr. as executor. Where used throughout this Will, the terms "Executor," "Executrix" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one, and to any successor Executor or Administrator. I hereby direct that no bond be required of the Executor and I further waive the necessity of having a

formal appraisal, made of my estate and I further waive the necessity of an accounting.

II.

My Executrix shall pay all funeral expenses, costs of administration and other proper claims against my estate.

III.

I hereby give, devise and bequeath all my real and personal property in the following manner:

a. To Victoria Lauren Pearce, I bequeath the Butterfly Necklace.

b. To Joyce Hickman Freeman, I bequeath the Sand Dollar Necklace.

c. To Whitney Lynn Pearce, I bequeath the stainless steel flatware, pink and grey china, pots and pans, floor lamp, two (2) filigree table lamps, Tiffany Lamp, Console sewing machine, bed linens, six (6) cocktail glasses with gold trim, French Provential bedroom furniture, living room sofa, two (2) recliners, RCA console television, and Oriental tea set.

d. To James Woodrow Freeman, Jr. and Joyce Hickman Freeman, I bequeath the Prelude sterling silver flatware; crystal creamer and sugar bowl; crystal champagne flutes; white Wedgewood bowl; Tara Freeman's landscape painting; stereo console; man's valet; white cedar chest; candle sticks; lawn

mower; basket of yellow tulips; bedroom furniture; dining room table, chairs, and china cabinet; Duncan Fife drum table; roll-away bed; Samsonite bridge table with four (4) chairs; round glass and brass cocktail table; 3-tiered glass and brass what-not with glass whale, star fish, pelican dish, shell and wood flower arrangement; fishing poles, life jackets, boat motor; refrigerator; coins and foreign money; step ladder and extension ladder; any and all tools and water hoses.

e. To Gina Lee Rutherford, I bequeath the crystal cake plate; crystal coasters; sterling silver serving pieces in china cabinet that were Gina's wedding gifts; Tuxedo china by Lennox and crystal goblets; crystal candy and relish dish; bowl with peacocks; painting by Kaye Daughdrill; painting of irises by Deborah McCullough Wyatt; two (2) tulip prints; Hoover upright vacuum cleaner; washer and dryer; Peacock Oriental fan; Oriental bird print in large gold frame; desk and ladder back chair; tea cart; coffee table and matching end tables; brass table lamp; dressing table stool; Grand Baroque sterling silver flatware; white and peach planter; Bionaire Allergy Machine; framed picture of J. W., Nina, and Gina Freeman; Dora Hamlin's heirloom cameo; 1/2 ct. diamond 50th wedding anniversary ring; wedding ring set; all of my earrings and beads; and all of my necklaces except the Butterfly Necklace and Sand Dollar Necklace.

f. All the rest, residue and remainder I give, devise and bequeath to my daughter Gina Lee Rutherford and to my son James Woodrow Freeman, Jr. to be divided equally between the two of them.

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

Nina Margaret Freeman

Nina Margaret Freeman

Witnesses:

Deborah M. Wynn

Emmett Herbert Langford

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of Nina Margaret Freeman, do hereby certify that said instrument was signed in the presence of each of us, and that said Nina Margaret Freeman, declared the same to be her Last Will and Testament in the presence of each of us, that we signed as subscribing witnesses to the said Will at the request of Nina Margaret Freeman, in her presence and

in the presence of each other.

WITNESS OUR SIGNATURES on this the 31st day of

August, 1994.

Debra M. Wyman

Emelie Hebert

FILED
THIS DATE

MAY 09 1995

STEVE DUNCAN
CHANCERY CLERKBY Steve Duncan

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF Nesh

Personally appeared before me the undersigned authority in and for the state and county aforesaid, Emelie Hebert Langford, who having been first duly sworn, says that affiant is one of the subscribing witnesses to the attached written instrument which she has examined and which purports to be the Last Will and Testament of Nina Margaret Freeman; that said Nina Margaret Freeman signed, published and declared said instrument as her Last Will and Testament, on the 31st day of August, 1994, the day and the date of said instrument, in the presence of this deponent, and in the presence of Deborah McCullough Wyatt, the other subscribing witness thereto, and that the said testatrix was then of sound, disposing mind and memory, was more than twenty-one years of age, and that this deponent and Deborah McCullough Wyatt, the other subscribing witness, subscribed and attested said instrument, as witnesses to the signature and publication thereof, at special instance, and in the presence of each other, on the day and year of the date thereof.

Emelie Hebert Langford
Emelie Hebert Langford

Sworn to and subscribed before me, this 31 day of August, 1994.

Dorothy Herrington
NOTARY PUBLIC

My Commission expires:
My Commission Expires Nov. 7, 1994

FILED
THIS DATE
MAY 09 1995
STEVE DUNCAN
CHANCERY CLERK
BY Karen Jupp

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF Hinds

Personally appeared before me the undersigned authority in and for the state and county aforesaid, Deborah McCullough Wyatt, who having been first duly sworn, says that affiant is one of the subscribing witnesses to the attached written instrument which she has examined and which purports to be the Last Will and Testament of Nina Margaret Freeman; that said Nina Margaret Freeman signed, published and declared said instrument as her Last Will and Testament, on the 31st day of August, 1994, the day and the date of said instrument, in the presence of this deponent, and in the presence of Emelie Hebert Langford, the other subscribing witness thereto, and that the said testatrix was then of sound, disposing mind and memory, was more than twenty-one years of age, and that this deponent and Emelie Hebert Langford, the other subscribing witness, subscribed and attested said instrument, as witnesses to the signature and publication thereof, at special instance, and in the presence of each other, on the day and year of the date thereof..

Deborah McCullough Wyatt
Deborah McCullough Wyatt

Sworn to and subscribed before me, this 31 day of August, 1994.

Donna Herrington
NOTARY PUBLIC

My Commission expires:
~~My Commission Expires Nov. 7, 1994~~

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of May, 1995, at 9:30 o'clock A. M, and was duly recorded on the 9th day of May, 1995, Book No. 28, Page 63.

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



FILED

MAY 09 1995

AT 9:40 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Supp, D.C.

#95-277

LAST WILL AND TESTAMENT

OF

MARY BUSKIRK

I, MARY BUSKIRK, a resident of Madison County, Mississippi, of legal age and of sound mind and disposing body and memory, do hereby make, declare, and publish this to be my Last Will and Testament hereby revoking any and all other wills, testaments, and codicils heretofore made intending hereby to dispose of all my worldly goods.

ARTICLE I

I direct that all of my just debts, probated according to law, including all doctor and hospital bills for my last illness, my funeral expenses, and all taxes and legal expenses chargeable to my estate, be paid as soon after my death as practical.

ARTICLE II

I hereby name, constitute, and appoint Terri Lynn Jones Barnes as Executrix of this my Last Will and Testament and I direct that she shall serve in that capacity without the necessity of giving bond or accounting to any Court. I hereby waive inventory and appraisal of my estate. The Executrix need not obtain Court Authority to sell or otherwise dispose of assets of my estate. In the event Terri Lynn Jones Barnes is unable to serve as Executrix, I hereby name, constitute, and appoint Barbara Parson as Successor Executrix to serve in like capacity with the same waivers.

ARTICLE III

I hereby give, devise, and bequeath the following described personal property as setout hereinafter to the following persons, to-wit:

| | |
|----------------------|-------------|
| Stephanie Deigh | \$5,000.00 |
| Mike Deigh | \$5,000.00 |
| David Alto | \$5,000.00 |
| Eric Alto | \$5,000.00 |
| Angie Alto | \$5,000.00 |
| Marshall Lance Jones | \$15,000.00 |
| Barbara Parson | \$15,000.00 |

Should Barbara Parson die before the time of her inheritance, I give, devise and bequeath said \$15,000.00 to Terri Lynn Jones Barnes. Should Marshall Lance Jones be under the age of twenty-

five (25) years at the time of his inheritance or of distribution, his benefits shall be placed in trust as setout hereinbelow until he reaches the age of twenty-five (25) years. Should Marshall Lance Jones die before the time of his inheritance, I give, devise, and bequeath said \$15,000.00 to Terri Lynn Jones Barnes.

ARTICLE IV

I hereby give, devise, and bequeath all of the rest, remainder and residue of my estate, including all of my property, whether real, personal, or mixed, to my daughter, Terri Lynn Jones Barnes.

ARTICLE V

I hereby name, constitute, and appoint Terri Lynn Jones Barnes as Trustee of this my Last Will and Testament, and I direct that she shall serve in that capacity without the necessity of giving bond or accounting to any Court or beneficiary of said Trust. In creating this Trust, it is my desire, intent, and purpose to provide for my grandson, Marshall Lance Jones, in trust until he reaches the age of twenty-five (25) years.

ARTICLE V

My Trustee shall have the following co-existent and co-equal powers:

1. Powers and Duties of the Trustee: The Trustee shall take possession of, control and manage the property contained in this trust (herein sometimes called "subject property") and invest and reinvest and keep invested the same, and collect and receive the income, dividends, rents, issues and profits thereof (all sometimes collectively termed "income") and, after deduction therefrom of all proper charges and expenses of the trust hereby created including a reasonable compensation for the Trustee, the Trustee shall make distribution as herein provided. The Trustee shall possess as to the subject property and the income the absolute and plenary power of any owner in fee simple absolute and no person dealing with the Trustee need look further than this instrument for full power to do that undertaken, each and all of said acts by said Trustee being ratified, approved, and confirmed. In addition to the foregoing powers and duties, said Trustee shall have the power and duties prescribed by the Uniform Trustee's Powers Law, being Sections 91-9-101 through 91-9-119, Miss. Code Ann. of 1972, as now existing or hereinafter amended.

2. Retaining Initial Investment: No responsibility shall rest upon the Trustee for keeping invested as initially received, any portion of the subject property; but full power to convert and reconvert the subject property and income as often as may be desired is unconditionally vested in the discretion of said Trustee. My Trustee may hold real estate even though it may not be productive, and/or execute leases and deeds as determined appropriate by said Trustee.

3. The Office of Trustee: In such event as the office for any reason becomes vacant, I hereby constitute, name, and appoint Barbara Parson successor Trustee, in term or vacation, and any such Trustee shall be vested with all the powers and subject to all the obligations hereunder.

4. Liability: The Trustee shall not be liable save for actual fraud, wherefrom the Trustee has profited personally or through agents. The Trustee is authorized to permit available trust funds to remain temporarily uninvested.

5. Trustee's Powers to Invest and Determine: Plenary power is vested in the Trustee to make all such investments as said Trustee may deem proper and to change or discharge the same at the pleasure of said Trustee, having in mind income and safety for said beneficiary or beneficiaries. The Trustee shall have the unconditional right to determine what is principal; and the determination of said Trustee in that regard shall be conclusive.

6. Minors: The Trustee may apply the whole or such part as it shall deem proper of the income or principal which, or the benefit of which, any minor shall be qualified to receive, either directly for or toward maintenance, education or benefit or such minor during his or her minority or at the option of the Trustee, said Trustee may pay the same to such minor or the person or persons as the Trustee shall deem proper, without the Trustee's being liable to see to the application thereof.

7. Invasion of Principal: Should any income beneficiary by reason of sickness or accident or otherwise require medical treatment or hospitalization during the existence of the Trust for his or her benefit, then in such event, the Trustee in his/her/its discretion may from time to time pay to or for said beneficiary out of the corpus of the trust for his or her benefit such amount or amounts as the Trustee may in his/her/its sole discretion deem proper to provide for the payment of reasonable expenses incurred in such sickness or accident.

8. My Trustee shall have the authority to pay to the beneficiary/beneficiaries of the trust out of the principal of the trust for his or her benefit such sums as shall be necessary for my beneficiary's support and maintenance in the standard of living to which he or she was accustomed during my lifetime; provided that there shall not be paid to any beneficiary under this clause in any one year out of the trust for his or her benefit more than a total of \$3,000.00 or 5% of the lowest aggregate value of the assets of the trust, whichever is greater, and I direct my Trustee to consider other assets of my beneficiary before any invasion of corpus.

IN TESTIMONY of making, declaring, and publishing of the foregoing to be my Last Will and Testament, I now sign my name hereto in the presence of the undersigned witnesses whom I have especially requested to witness the making, publishing, and declaring of this Last Will and Testament, and the witnessing of my signature hereto, all done this the 22nd day of July, 1993.

Mary Buskirk
TESTATOR

WITNESSES:

Albert Bozeman White
134 W. Center St.
Canton, Miss 39046

Leslie A. Hunt
367 Van Buren
Canton MS 39046

CERTIFICATE OF SUBSCRIBING WITNESSES

We, the undersigned witnesses do hereby certify that MARY BUSKIRK, declared and published the foregoing instrument to be her Last Will and Testament in our presence, and that she signed and subscribed the same as her Last Will and Testament in our presence, especially and expressly requesting us to be the subscribing witnesses, each signing in the presence of the Testator and in the presence of each other.

WITNESS our signatures on this the 22nd day of July, 1993.

Albert Bozeman White

Leslie A. Hunt



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of May, 1995, at 9:40 o'clock A M, and was duly recorded on the 9th Day of May, 1995, Book No. 28, Page 70.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fripp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE

OF

CIVIL ACTION NO. 095277

MARY BUSKIRK
DECEASED

MADISON COUNTY, MS

FILED

MAY 09 1995

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

AT 9:30 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: Karen Supp, DC

This day personally appeared before me, the undersigned authority at law in and for the state and county aforesaid, the within named Albert Bozeman White, 944 Highway 51, Madison, Mississippi 39110, 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 Mary Buskirk, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 22nd day of July, 1993, a true and correct copy of which is attached hereto as an Exhibit.

(2) That on the 22nd day of July, 1993, the said Mary Buskirk, signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Leslie A. Hunt the other subscribing witness to the instrument.

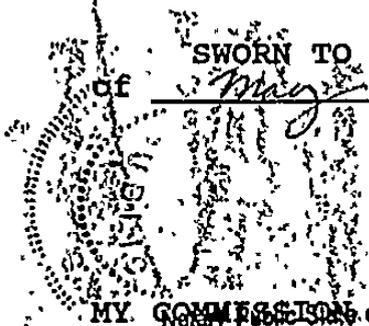
(3) That Mary Buskirk, was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with said Leslie A. Hunt subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Mary Buskirk, and in the presence of each other.

Albert Bozeman White
ALBERT BOZEMAN WHITE

SWORN TO AND SUBSCRIBED before me, this the 8th day of May, 1995.

Thomas M. Nolan
NOTARY PUBLIC



MY COMMISSION EXPIRES Large
My Commission Expires July 15, 1998
BONDED THRU HEIDEN-MARCHETTI, INC.

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of May, 1995, at 9:30 o'clock A M., and was duly recorded on the May 9, 1995, Book No. 28, Page 74



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

BOOK 28 Page 76

THIS
SPACE LEFT

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INTENTIONALLY

Steve Dunc, Chancery Clerk

* machine skipped number

Steve Duncan, C.C. By: Stacey Hill D.C. 5-15-95

LAST WILL AND TESTAMENT

OF

IRENE D. HOLLOWAY

MADISON COUNTY, MS

FILED

MAY 15 1995

AT 9:35 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp, D.C.

I, IRENE D. HOLLOWAY, also known as Irene Dees Holloway, an adult resident citizen of Montgomery County, Mississippi, being above the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ARTICLE I.

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

ARTICLE II.

I give, devise and bequeath unto my son, ELTON D. HOLLOWAY, all of my property, real, personal and mixed, of whatsoever nature and wheresoever situated, of which I shall be seized and possessed or to which I shall in any way be entitled at the time of my death; and, if he shall not survive me, then I hereby give, devise and bequeath all of my said property to my grandson, DANIEL JAMES HOLLOWAY, subject to "ARTICLE III" of this Will.

ARTICLE III.

A. If my said grandson, DANIEL JAMES HOLLOWAY, survives me and has not reached the age of twenty-five (25) years at the time of my death, and is entitled to my estate under "ARTICLE II." of this Will, then I hereby give, devise and bequeath all of my said property to the TRUSTEE hereinafter named in trust for the use and benefit of my grandson, DANIEL JAMES HOLLOWAY.

Irene D. Holloway
IRENE D. HOLLOWAY-----Testatrix
Date: November 30, 1992

B. The Trustee shall apply so much of the income and principal of the trust fund as the Trustee deems necessary or desirable for my grandson's health, education, support, maintenance, and general welfare, including any expenses related to death.

C. The trust created under this Article shall terminate upon the attainment of age twenty-five (25) years by my grandson as beneficiary of this trust, and at that time all corpus and accrued income of the trust shall be distributed to said beneficiary, free of all trust; however, if my grandson marries prior to age twenty-five, then the Trustee may also distribute at such time or times and in such amounts, either a part or the whole of said corpus and accrued income of the Trust, as the Trustee believes in his or her sole discretion to be in the best interest and for the benefit of my said grandson and/or his then immediate family; and, if my grandson dies prior to reaching age twenty-five or prior to receiving all of the corpus and income from the trust, and leaves behind his own issue, then the living issue of my grandson shall be the beneficiaries of the remainder of this trust, in equal shares, unless my grandson, being hereby granted upon his marriage a testamentary power of appointment regarding the naming of the beneficiary or beneficiaries of this trust upon his death, exercises said power of appointment as a specific provision in his Last Will and Testament without violating any applicable rule against perpetuities. Such power shall not be exercised in favor of the creditors of such beneficiary or his estate or the creditors of such estate.

ARTICLE IV.

If my said grandson, DANIEL JAMES HOLLOWAY, is entitled to my estate under the provisions of "ARTICLE II.", but does not survive me, OR if he shall survive me and dies prior to receiving all of the assets of the trust created in "ARTICLE III," above without leaving issue or without exercising the testamentary

Irene D. Holloway
 IRENE D. HOLLOWAY-----Testatrix
 Date: November 30, 1992

power of appointment granted in "ARTICLE III." above, then I hereby give, devise and bequeath all of my said property in equal shares to those of the following who are surviving me at the time of my death:

- A. my daughter-in-law, LINDA JEANETTE HOLLOWAY;
- B. my sister, RUTH MIMS, presently of Minter City, Mississippi;
- C. my sister, YVONNE SMITH, presently of Grenada, Mississippi; and,
- D. the FIRST BAPTIST CHURCH of Winona, Mississippi.

If the provisions of this Article become effective, then the Executrix or Executor of my estate shall have full authority to liquidate any or all of my property, real, personal and mixed, in order to equitably carry out these provisions.

ARTICLE V.

I hereby nominate, constitute and appoint my daughter-in-law, LINDA JEANETTE HOLLOWAY, as TRUSTEE of the trust created hereunder for the benefit of my grandson, DANIEL JAMES HOLLOWAY, and if she predeceases me or is unable to serve in said capacity, then I hereby nominate, constitute and appoint my brother-in-law, ROBERT LEWIS SMITH, SR., as the alternate TRUSTEE thereof.

A. The Trustee shall render each year to the beneficiary and to his legal guardian an account of the administration of the trust.

B. Payments of income and principal for the beneficiary may be paid, in the discretion of the Trustee, directly to such beneficiary without the intervention of any legal guardian, to a relative of such beneficiary for use on such beneficiary's behalf, or to the legal guardian of such beneficiary; or, may be expended directly by the Trustee for the health, education, support, maintenance and general welfare of such beneficiary.

ARTICLE VI.

No beneficial interest under the trust created by this Will, whether income or principal, is subject to anticipation, assignment, pledge, sale or transfer in any manner, and no beneficiary may anticipate, encumber, or charge such interest. A beneficiary's interest, while in the possession of the Trustee, and, to the extent allowable by law, while in the possession of the beneficiary, will not be liable for or subject to the debts, contracts, obligations, liabilities, or accounts of any beneficiary.

ARTICLE VII.

I hereby grant to the Trustee of the trust established hereunder the continuing, absolute, discretionary power to deal with any property, real, personal or mixed, held in such trust, as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judiciary authority, and no person dealing with the Trustee shall be required to inquire into the propriety of any of the Trustee's actions. I expressly confer upon the Trustee the specific powers set forth in Mississippi Code Annotated Section 91-9-101 (1972) as now enacted or hereafter amended, or as otherwise known to be set forth in the "Uniform Trustee's Powers Law" of Mississippi. Without limiting the generality of the foregoing, I hereby grant to the Trustee hereunder the following specific powers and authority in addition to and not in substitution of powers conferred by law or otherwise in this Will:

A. To pay, settle, compromise, or adjust any and all rights, debts, demands or claims by or against the trust hereunder or applicable to said beneficiary.

B. To sell, exchange, assign, transfer, rent, mortgage, and convey any security or property, real or personal, held in said trust, at public or private sale, at such time and price and upon

Irene D. Holloway

IRENE D. HOLLOWAY-----Testatrix
Date: November 30, 1992

such terms and conditions (including credit) my trustee deems to be advisable and for the best interest of said trust estate or said beneficiary.

C. To invest and reinvest in and to acquire by exchange, or otherwise, property of any character or undivided interest therein wherever located, including, but not limited to, loans, secured or unsecured, bonds, stock of corporations, real estate or any interest therein and interest in trust; without being limited by any rule of law or statute now in existence or hereafter enacted concerning investments by trustees.

D. To make distributions, as said Trustee sees fit, in cash or in specific property, real or personal, or an undivided interest therein or partly in cash and partly in such property.

ARTICLE VIII.

If the trust created hereunder becomes effective under the provisions of this Will, the transfer and delivery by my personal representative (Executor or Executrix) to the Trustee thereof of all those estate assets which are to be delivered said Trustee under the provisions of this Will and said Trustee's receipt therefor shall constitute a full acquittance of my Executrix (or her successor) and shall terminate all probate proceedings in relation to such estate assets; and, likewise, the transfer and delivery by my trustee to the residuary beneficiary in accordance with the provisions of the trust created hereunder and said beneficiary's or their legal representative's receipt therefor shall constitute a full acquittance of my Trustee and shall terminate the trust.

ARTICLE IX.

I hereby nominate, constitute and appoint my son, ELTON D. HOLLOWAY as EXECUTOR of this my Last Will and Testament, and if he predeceases me or is otherwise incapable of acting as such,

Irene D. Holloway
IRENE D. HOLLOWAY-----Testatrix
Date: November 30, 1992

then I hereby nominate, constitute and appoint my daughter-in-law, LINDA JEANETTE HOLLOWAY, as alternate EXECUTRIX; and, if she also predeceases me or is otherwise incapable of serving as Executrix, then I hereby nominate, constitute and appoint my brother-in-law, ROBERT LEWIS SMITH, SR., as alternate EXECUTOR. I direct that said Executor and either of the above alternates be allowed to serve without bond and I hereby waive the requirement of any appraisal of my estate and any accounting or inventory to the Court in which this Will is probated.

WITNESS MY SIGNATURE, this the 30th day of November, 1992.

Irene D. Holloway
IRENE D. HOLLOWAY-----Testatrix

ATTESTATION

The above and foregoing instrument, consisting of this and five (5) preceding typewritten pages, was signed, published and declared by IRENE D. HOLLOWAY, the Testatrix, to be her Last Will and Testament, in our presence, and we, at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses and do further subscribe that the said testatrix is of sound and disposing mind and of right and law entitled to make said Will, this the 30th day of November, 1992.

Julie Burke residing at P.O. Box 10006 Jackson, Ms.
39286

[Signature] residing at 3000 North State St
Jackson, MS 39216



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15 day of May, 1995, at 9:35 o'clock A M., and was duly recorded on the May 15, 1995, Book No. 28, Page 17.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF
THE ESTATE OF
IRENE D. HOLLOWAY,
DECEASED.

NO. 95289

AFFIDAVIT OF SUBSCRIBING WITNESS

MADISON COUNTY, MS

FILED

MAY 15 1995

STATE OF MISSISSIPPI

COUNTY OF HINDS

AT 9:35 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By Karen Frye, D.C.

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named RONALD H. ALDRIDGE, who, being by me first duly sworn, states on his oath as follows:

1. That he, the affiant, is one of the two subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Irene D. Holloway, deceased, late an adult resident citizen of the City of Madison, Madison County, Mississippi, who was personally known to the affiants, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated November 30, 1992.

2. That the said Irene D. Holloway signed, published, and declared said instrument of writing as her Last Will and Testament on the 30th day of November, 1992, the day of the date of said instrument, in the presence of the affiant and in the presence of Julie Burke, the other subscribing witness to said instrument.

3. That the said Irene D. Holloway, the testatrix, was then

and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

4. That he, the affiant, together with said Julie Burke, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request of, and in the presence of said Irene D. Holloway, the testatrix, and in the presence of each other.

Ronald H. Aldridge

RONALD H. ALDRIDGE
Subscribing Witness

SWORN TO AND SUBSCRIBED BEFORE ME, this the 18TH day of
April, 1995.



Betty M. Kase
NOTARY PUBLIC

My Commission Expires:
Notary Public State of Mississippi At Large
My Commission Expires: October 19, 1998
BONDED THRU HEIDEN-MARCHETTI, INC.

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 15 day
of May, 1995, at 9:35 o'clock A M., and was duly recorded
on the May 15, 1995, Book No. 28, Page 83.

STEVE DUNCAN, CHANCERY CLERK

BY: *K. Gregory* D.C.

Last Will and Testament

MADISON COUNTY, MS

FILED

MAY 15 1995

AT 10:15 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

Lewis

OF

JAMES W. WEAVER

I, JAMES W. WEAVER, a resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years do hereby make, publish and declare this my Last Will and Testament and by this act I do hereby expressly revoke any and all wills and codicils to wills heretofore made by me.

I.

I direct that all of my debts which may be probated and allowed against my estate first be paid from the properties of my estate. This Article of my Will shall not be construed as creating a trust for the benefit of my creditors.

II.

I give, devise and bequeath \$75,000.00 each to JAMES T. WEAVER and VICKIE G. WEAVER. I also give one of the automobiles that I may own at the time of my death, to be selected by my Executrix, to JAMES T. WEAVER.

I give, devise and bequeath \$50,000.00 of my estate to VICKIE G. WEAVER, as trustee, to be held in trust subject to the terms and conditions set out.

A. This Trust shall be known as the "CHARLES F. WEAVER TRUST" and the beneficiary of this Trust shall be my son, CHARLES F. WEAVER.

B. The Trustee of this Trust shall be VICKIE G. WEAVER. I waive the requirement of posting bond or returning any periodic formal accounting to any Court for the Trustee named in this paragraph.

C. My Trustee hereunder shall have all of those rights, powers and duties set forth under the Uniform Trustees' Powers Law of the State of Mississippi, except


JAMES W. WEAVER

where contrary to the express language contained within this, my Last Will and Testament.

D. My Trustee shall distribute to CHARLES F. WEAVER the accumulated income and corpus of this Trust as follows:

1. An immediate distribution of \$10,000.00.
2. \$1,000.00 per month, beginning in the second month of the existence of this trust.
3. All remaining corpus and income when Charles F. Weaver attains the age of 35.

If on the date this trust is created, the beneficiary has already attained age 35, there shall be an immediate distribution to him of the entire trust corpus.

E. If CHARLES F. WEAVER shall die prior to the receipt of the full share allocated, then the remaining balance shall be paid in equal shares to JAMES T. WEAVER and VICKIE G. WEAVER. This Trust shall terminate upon payment of the final portion of the corpus.

F. This is a private trust and no person paying money or delivering property to the Trustee shall be required to see to its application. No beneficiary of this Trust may sell, assign, hypothecate or anticipate any part of their income or corpus of this Trust. The funds of this Trust shall not be subject to seizure or levy by any creditor of any beneficiary hereunder.

G. My Trustee, in her sole discretion, is authorized to make all payments from this Trust, either directly to the beneficiary, to the legal guardian of the beneficiary or to third parties on behalf of such beneficiary.

III.

I hereby give, devise and bequeath all of the rest and remainder of property comprising my estate, whether real, personal or mixed, wheresoever situated, and whether held in possession or expectancy to my wife, NANCY S. WEAVER, if she survives me. If


JAMES W. WEAVER

she shall predecease me, then I hereby give, devise and bequeath all of the rest and remainder of my estate to JAMES T. WEAVER, VICKIE G. WEAVER, JAMES A. STRICKLAND and the CHARLES F. WEAVER TRUST, in equal shares.

IV.

I name, nominate, constitute and appoint my wife, NANCY S. WEAVER, as Executrix of this my Last Will and Testament. In the event she is unable or unwilling to serve, then I nominate VICKIE G. WEAVER as Executrix. In the event VICKIE G. WEAVER is unwilling or unable to serve, then I nominate Trustmark National Bank as Executor. I direct that no bond be required of my Executrix or Executor and that the requirements of appraisal, inventory and accounting be waived. I specifically authorize my Executrix or Executor to continue any business I may have at the time of my death and to vote any shares of stock in any corporation which I may own at the time of my death.

V.

It is my intention that no person inherit my estate except for those individuals specifically named in this will and to the extent that I may have other heirs at law, it is my express intention to exclude them.

The foregoing Will consists of 4 pages, including this one, each written on one side only, on the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have affixed my signature to this my Last Will and Testament in the presence of James T. Knight and Harold G. Corbin whom I have requested to act as subscribing witnesses hereto on this the 23rd day of November, 1994.


JAMES W. WEAVER

SUBSCRIBING WITNESSES:

James T. Knight
Harold D. Corbin

ADDRESSES:

5146 Canton Heights
Jackson, MS 39211
6811 Old Canton Rd, Apt 803
Ridgeland, MS 39157

We, each of the subscribing witnesses to the foregoing Last Will and Testament of JAMES W. WEAVER do hereby certify that JAMES W. WEAVER declared this instrument to be his Last Will and Testament to us, that he affixed his signature thereto in our presence, that each of us has affixed our signature thereto in his presence and in the presence of each other and that on this occasion JAMES W. WEAVER was of sound and disposing mind and memory and not under duress or undue influence.

WITNESS our signatures this the 23rd day of November, 1994.

James W. Weaver

Harold N. Corbin



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15 day of May, 1995, at 10:15 o'clock A M., and was duly recorded on the May 15, 1995, Book No. 28, Page 85.

STEVE DUNCAN, CHANCERY CLERK

BY: V. Caraway D.C.

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF JAMES W. WEAVER,
DECEASED

NO. 95-290

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI
COUNTY OF HINDS

FILED
THIS DATE

MAY 15 1995

STEVE DUNCAN
CHANCERY CLERK

BY

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named HAROLD G. CORBIN, 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 JAMES W. WEAVER, deceased, who was personally known to affiant, and whose signature is affixed to the Last Will and Testament, dated the 23rd day of November, 1994.

(2) That on the 23rd day of November, 1994, the said JAMES W. WEAVER signed, published and declared the instrument of writing to be his Last Will and Testament, in the presence of this affiant and in the presence of JAMES T. KNIGHT, the other subscribing witness to the instrument.

(3) That JAMES W. WEAVER was then and there of sound and disposing mind and memory, and above the age of eighteen (18) years.

(4) That this affiant, together with JAMES T. KNIGHT, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said JAMES W. WEAVER, and in the presence of each other.

Harold G. Corbin
HAROLD G. CORBIN

SWORN TO AND SUBSCRIBED before me, this the 18th day of May, 1995.

Marilyn Betty H. Bell
NOTARY PUBLIC

My Commission Expires:

My Commission Expires Nov 13, 1995

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15 day of May, 1995, at 9:35 o'clock A. M., and was duly recorded on the May 15, 1995, Book No. 28, Page 89.



STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF JAMES W. WEAVER,
DECEASED

NO. 95-290

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI
COUNTY OF HINDS

FILED
THIS DATE
MAY 15 1995
STEVE DUNCAN
CHANCERY CLERK
BY [Signature]

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named JAMES T. KNIGHT, 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 JAMES W. WEAVER, deceased, who was personally known to affiant, and whose signature is affixed to the Last Will and Testament, dated the 23rd day of November, 1994.

(2) That on the 23rd day of November, 1994, the said JAMES W. WEAVER signed, published and declared the instrument of writing to be his Last Will and Testament, in the presence of this affiant and in the presence of HAROLD G. CORBIN, the other subscribing witness to the instrument.

(3) That JAMES W. WEAVER was then and there of sound and disposing mind and memory, and above the age of eighteen (18) years.

(4) That this affiant, together with HAROLD G. CORBIN, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said JAMES W. WEAVER, and in the presence of each other.

James T. Knight
JAMES T. KNIGHT

SWORN TO AND SUBSCRIBED before me, this the 10th day of May, 1995.

Marilyn Beth H. Bibb
NOTARY PUBLIC

My Commission Expires:

My Commission Expires Nov. 13, 1995



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15 day of May, 1995, at 9:35 o'clock A M., and was duly recorded on the May 15, 1995, Book No. 28, Page 91.

STEVE DUNCAN, CHANCERY CLERK BY: Karegay D.C.