

95-298

Last Will and Testament

MISSISSIPPI COUNTY, MS
FILED

OF

MAY 19 1995

SHED H. WEEKS

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

I, SHED H. WEEKS, an adult resident 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 to be my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me.

ARTICLE I.

I declare that I am the husband of MILDRED G. WEEKS, to whom all references herein to "my wife" relate. I am the father of RODNEY O. WEEKS, HILDA RAY WEEKS GAINNEY, NANCY ELLEN WEEKS PARK and RANDALL SHED WEEKS, to whom all references herein to "my children" relate. For all purposes of this will and the disposition of my estate hereunder, the terms "issue" and "descendants" shall be deemed to include all children born to or adopted by my said children prior to and after the execution of this will, irrespective of any provisions of law establishing a contrary presumption.

ARTICLE II.

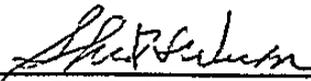
My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or

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adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled. Further, if any said expenses or costs are not deductible on either the federal or state estate tax returns, such expenses or costs shall be paid from and charged against that portion of my residuary estate which is not included in the portion qualifying for and making up the marital deduction. However, my Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

All property bequeathed or devised under this will either outright or in trust is bequeathed and devised subject to existing mortgages, liens or encumbrances thereon. My Executor is given full discretion as to which debts to pay and which to allow to pass with the property to which such debts apply. However, notwithstanding anything contained herein to the contrary, nothing herein shall be construed to create any express trust for the payment of any such taxes, expenses or debts.

I direct that all estate and inheritance taxes and other taxes in the general nature thereof, including, but not limited to excise taxes on excess retirement payments, together with any interest or penalty thereon (including any and all taxes paid with respect to the proceeds of any policy or policies of insurance or property over which I have a taxable power of appointment included in my gross estate for the purpose of such taxes, but not including any taxes imposed on generation-skipping transfers under the federal tax laws, nor any Qualified Terminable Interest Property tax which shall become payable upon or by reason of my death with respect to any property passing by or under the terms of this Will or any Codicil to it hereafter executed by me), shall be paid by my Executor out of the principal of that portion of my residuary estate which is not included in the portion qualifying for and


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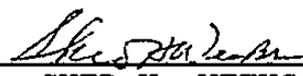
making up the marital deduction and said beneficiaries under the residuary portion of my Will shall be responsible for that portion of taxes in the proportion that their bequest bears to the total passing under the residuary portion. In the event my spouse predeceases me, all said taxes as set forth herein shall be paid out of my residuary portion of my Will by the residual beneficiaries in the same proportions as immediately set forth above.

ARTICLE III.

I give and bequeath unto my wife, if she survives me, all of my personal belongings (except cash, stocks, bonds, or like investments, on hand or on deposit and the tangible and intangible personal property customarily used in connection with any business in which I shall be engaged or in which I may own any interest at the time of my death), consisting of jewelry, household furnishings and fixtures, wearing apparel, sporting equipment, club memberships, and similar property owned by me at the time of my death. I also give and bequeath unto my wife, if she survives me, all of the automobiles and other vehicles individually owned by me at the time of my death.

If my wife does not survive me, I give and bequeath all such personal property described in this Article and owned by me at the time of my death unto my children, in equal shares, to be divided among them as they see fit. If I have left a listing of my preferences for any such division of personal property among my children with my Executor, I would ask that my Executor and my children follow such latest dated listing.

Should any such child predecease me, such property bequeathed to such child shall pass to such child's issue, per stirpes or if a child should die without issue, to my remaining living children or if any are deceased to such deceased child's issue, per stirpes. Should any disagreement arise as to the equitable division of this



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property among my children or such children's issue, then I authorize my Executor to sell any or all such personal property at public or private sale without Court order or bond and divide the net sale proceeds among my children equally or if deceased, among such children's issue, per stirpes.

ARTICLE IV.

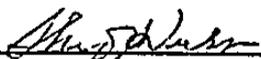
I give, devise and bequeath unto my wife, if she survives me, any interest in our homestead and residence which I may own at the time of my death, including in this devise any acreage adjacent to said homestead and residence and used as a part thereof. If my wife does not survive me, this devise shall lapse, and shall pass in accordance with Article VIII herein.

ARTICLE V.

All of my insurance policies which provide indemnity for the loss of or damage to any of my personal or real property by fire, windstorm or other similar casualty, including any claim for the loss of or damage to any such property which I might have at the time of my death against any insurance company, I give and bequeath, respectively, to those persons or corporations, as the case may be, who shall or would have become the owners of such properties by reason of my death, whether such ownership be acquired under the provisions of this will, by survivorship or by other means. If any of the individual beneficiaries affected by this Article shall not survive me, or if any corporation so affected by this Article shall not be in existence at the time of my death, the bequest to such individuals or corporations shall lapse and same shall become a part of my residuary estate hereinafter disposed of.

ARTICLE VI.

If my said wife survives me, I give, devise and bequeath all of the residue and remainder of my property and estate of every nature and wheresoever situated, including all property which I may



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acquire or become entitled to after the execution of this will, all lapsed legacies and devises or other gifts made by this will which fail for any reason, other than disclaimed property, hereinafter referred to as my residuary estate, unto my said wife.

I direct that the sum provided for in this Article shall be satisfied only out of assets that qualify for the marital deduction under the provision of the Internal Revenue Code applicable to my estate or out of the proceeds of such assets, and that this sum shall not be reduced by any estate, inheritance, transfer, succession, legacy or similar taxes paid out of property passing under this will. To the extent, also, that other assets qualifying for the marital deduction are available, said sum shall not be satisfied by the distribution of: (a) assets with respect to which a credit for foreign taxes paid is allowable under the federal Internal Revenue Code; or (b) United States Treasury Bonds eligible for redemption at par in payment of federal estate tax.

The sum provided for by this Article, as well as any other pecuniary bequest or any other distribution made of assets constituting the residue of my estate, may be satisfied in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and partly in such property and in installments or all at one time; provided that any assets so distributed in kind shall be valued at their date or dates of distribution values.

So long as any part of the bequest provided for by this Article shall remain unpaid, my said wife shall be entitled to receive from my Executor all of that portion of the net income of my estate to which she is entitled under this Article.

Any such income to which my wife is entitled under the provisions of this Article shall be paid over as hereinafter provided at such time or times as may be determined by my Executor during the settlement of my estate, but not later than at the time



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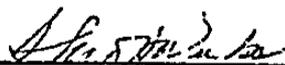
of the satisfaction in full of the sum provided for in this Article.

Subject to the foregoing, the decision of my Executor as to which assets shall be distributed in satisfaction of the bequest given by this Article; as to whether my estate shall be valued under the optional valuation provisions of the federal estate tax laws; as to which tax elections should be exercised; and as to what proceedings are necessary to complete the ascertainment of the federal estate tax, shall be conclusive and binding on all persons, and no compensating adjustments between income and principal or between the marital and other bequests shall be made as a result of such tax elections exercised by my Executor; provided that no authority be exercised by my Executor contrary to my intention to qualify this bequest for the marital deduction.

ARTICLE VII.

In the event my wife survives me and disclaims (or if she dies after my death and her Executor disclaims on her behalf) any portion of the property provided for her herein under the disclaimer provisions of Article XIV herein, I direct that my Executor shall deliver and convey all such disclaimed property to the Trustee hereinafter named, in trust. Further, should my wife predecease me, my children's portion of my estate bequeathed and devised under Article VIII herein shall be delivered to my Trustee hereinafter named, in trust. This trust shall be known as the "Shed H. Weeks Family Trust" created under my will, and I direct that such portion of my estate (hereinafter referred to as my trust estate) so passing to my Trustee shall be administered and disposed of upon the following terms and provisions--that is to say:

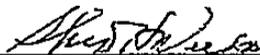
A. The Trustee is authorized in its sole and absolute discretion to pay all or any portion of the net income of the trust to or for the benefit of my said wife in convenient installments periodically, but if paid, then at least as often as annually,



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during her life. However, the Trustee may in its discretion withhold from my wife so much (or all) of the income as the Trustee determines not to be advisable for her maintenance and health and for the maintenance of her accustomed standard of living. After considering the maintenance of my wife, my Trustee is further authorized in its discretion to pay to or for the benefit of all or any of my children and/or their issue any such withheld income deemed advisable for their maintenance, health and education (including post graduate education). Any excess income not distributed shall be accumulated and added to the principal. Notwithstanding anything to the contrary contained herein, this discretionary trust shall be for the principal benefit of my said wife for her lifetime, and during the term of her lifetime, my Trustee is directed to look first to her maintenance and health prior to acting under its discretion to sprinkle income to other beneficiaries. However, all income and/or principal disbursements herein are to be made solely in the discretion of the Trustee.

B. 'If the total income of my said wife is, in the sole discretion of the Trustee, insufficient to enable her to maintain her present and accustomed standard of living, then the Trustee may solely in its discretion pay to her or for her benefit out of the principal of the trust such additional sum or sums as the Trustee shall deem proper. In making this determination, the Trustee may take into consideration my said wife's assets and income from sources other than this trust, including her qualification for governmental payments (local, state or federal). The Trustee is also authorized but not directed, in its sole and absolute discretion if it deems advisable to pay any and all medical, nursing, hospital, institutional, or other related bills which may be incurred by my said wife, out of income or corpus or both, unless same may be reimbursed under any insurance or governmental program (local, state or federal).



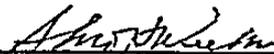
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However, nothing herein shall be construed as a right of any beneficiary to income or principal or a requirement that my Trustee provide support for any beneficiary, all payments of income and/or principal of this trust throughout the term thereof being purely and completely discretionary with my Trustee. Any stated standards are merely stated as a guide to my Trustee and are not to be construed as any right of any beneficiary to support from said trust.

C. 1. Upon the death of my said wife, the Trustee shall divide the trust property into separate and equal parts--one (1) part for each of my children living at that time, and one (1) part for the issue, as a group, of each deceased child; and each part shall be a separate trust. Any part set aside for the issue as a group of any deceased child shall be further divided into separate and equal trusts for each such issue. Said trusts shall continue to be administered under the terms herein at the sole and absolute discretion of my Trustee for the maintenance, health and education (including post graduate education) of said beneficiaries, and the Trustee is authorized in its sole discretion to distribute all or any portion of net income to or for the benefit of such beneficiaries from said trusts, and if paid then at least annually, or at more frequent intervals as it determines proper, or accumulate any such income and add same to corpus if such income or portion thereof is not deemed in its discretion to be advisable for said beneficiaries' maintenance, health and education.

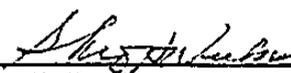
The Trustee may, in its sole discretion, also invade the principal of any such trust, if it in its sole discretion deems such to be advisable in order to provide for the maintenance, health and education of such beneficiaries.

C. 2. Following the death of my said wife, as to any child who survives me, my Trustee shall pay over, transfer, deliver, assign and convey such child's equal portion of the corpus and any


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accumulated income of said trust to such child outright and free of trust, with all such distributions being subject to the provisions of Paragraph H herein. The Trustee shall have sole and unlimited discretion to determine the property, the proportion of property, and the value of the property involved, in order to determine what property shall comprise the portions to be paid to each beneficiary hereunder.

C. 3. Should any child die prior to the termination of his or her separate trust, said trust estate of said deceased child's trust shall vest in his or her living issue, per stirpes; or in default of living issue of said deceased child, in my surviving children or their separate trusts herein; or if any are deceased, to such deceased child's living issue, per stirpes, subject to Paragraphs H and K herein. In the event any child of one of my children (grandchild) becomes the beneficiary of a trust hereunder, such trust assets shall continue to be maintained in separate trusts for their benefit, with the principal and accumulated income of that grandchild's trust to be distributed outright and free of trust in accordance with the following schedule: when each such grandchild reaches the age of twenty-five (25) years, one-third (1/3) of the then accumulated income and principal of that grandchild's separate trust shall be delivered to said grandchild; and when each such grandchild reaches the age of thirty (30) years, one-half (1/2) of the then accumulated income and principal of that grandchild's separate trust shall be delivered to said grandchild; and when each such grandchild reaches the age of thirty-five (35) years, the entire remainder of the income and principal of that grandchild's separate trust shall be delivered to said grandchild. In the event any such grandchild dies prior to the termination of his or her separate trust, said assets shall vest in his or her issue, per stirpes, subject to Paragraph H and K herein; or in default of issue to his or her siblings or if deceased to their



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issue, per stirpes, subject to Paragraphs H and K herein. In the event all of my children die prior to the termination of this trust and leave no surviving issue, then the entire remainder of the trust estates shall be paid outright one-half (1/2) equally unto my heirs-at-law, and one-half (1/2) equally unto my wife's heirs-at-law as determined at that time under the laws of descent and distribution of the State of Mississippi in effect at that time.

D. No purchaser, mortgagor or any other person, firm or corporation need see to the application of funds paid or advanced to the Trustee in connection with the business or purposes of any trust, but the receipt of the Trustee therefor shall be a complete acquittance and discharge.

E. Neither the principal nor the income of any trust fund, nor any part of same, shall be liable for the debts of any trust beneficiary, nor shall same be subject to seizure by any creditor of any beneficiary, and they shall not have any power to sell, assign, transfer, convey, encumber, or in any manner to anticipate or dispose of their interests in the trust fund, or any part of same.

If any beneficiary of any trust of the Shed H. Weeks Family Trust shall attempt to anticipate, pledge, assign, sell, transfer, alienate or encumber his or her interest, or if any creditor or claimant shall attempt to subject such interest to the payment of any debt, liability or obligation of such beneficiary, then thereupon any perceived right of such beneficiary to income or principal shall terminate and thereafter the Trustee is authorized in its discretion to pay such income or principal to or apply same for the maintenance and health of one (1) or more of the following persons, namely: (a) such beneficiary, (b) his or her issue, and (c) those who would be entitled to receive the principal of the trust had the beneficiary died immediately prior to receipt of such income or principal by the Trustee, in such manner and proportions



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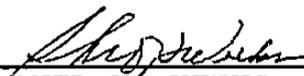
as the Trustee in its sole discretion may determine, regardless of equality of distribution; but in no event shall the Trustee be required or compelled to pay any part of the income or principal to or for such beneficiary.

F. During the minority or incapacity of any beneficiary to or for whom income or principal is authorized to be paid, my Trustee may pay, transfer or assign same in any one or more of the following ways: (a) directly to such beneficiary such amount as it may deem advisable as an allowance; (b) to the guardian of the person or of the property of such beneficiary; (c) to a relative of such beneficiary upon the agreement of such relative to expend such income or principal solely for the benefit of the beneficiary; (d) by expending such income or principal directly for the education, maintenance and health of such beneficiary. My Trustee shall have the power in its uncontrolled discretion to determine whether a beneficiary is incapacitated, and its determination shall be conclusive.

G. The Trustee is specifically authorized and empowered to invest any part or all of the principal of the trust estate in any common trust fund which may be established and operated by and under the control of the Trustee and may combine any trusts created for the benefit of the same beneficiaries herein with substantially similar terms and provisions.

In making distribution of net income to beneficiaries entitled thereto, the Trustee may disburse the same in monthly or other convenient installments based upon its estimate of the amount thereof, and shall annually adjust any difference between estimated and realized net income. If on the death of any beneficiary there is a deficiency of income thus occasioned, the same shall be charged to the principal account from which such income was paid.

H. Notwithstanding any other provisions herein to the contrary, if in the sole and complete judgment of the Trustee, a

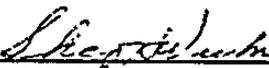


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beneficiary (at any time such beneficiary would otherwise be entitled to receive a distribution of principal or income from the trust estate) shall not have manifested the ability which would qualify such beneficiary prudently to use and conserve the principal or income of the trust estate provided to be distributed to such beneficiary, then and in such event, the Trustee is fully authorized to withhold and defer the delivery and conveyance of any part or all of such principal or income distribution until the Trustee shall deem such beneficiary to be qualified to prudently use and conserve the same; provided, however, such principal or income so retained shall continue to be administered as an integral part of such beneficiary's trust estate and may thereafter, as the Trustee deems wise, be paid over and delivered to such beneficiary in whole or in part and from time to time as and when the Trustee has determined such beneficiary is qualified to prudently use and conserve the same.

Should any beneficiary of the trust be disabled, incompetent, a debtor in any bankruptcy proceeding, a defendant in any filed or threatened legal proceeding, or in any way incapacitated at the time of any scheduled distribution, the Trustee is authorized in its discretion to withhold such distribution and continue to maintain such trust assets for the benefit of said beneficiary until such condition is removed. My Trustee shall have sole and absolute discretion to determine whether a beneficiary is disabled, incompetent or incapacitated and to determine when such conditions as detailed above have been removed.

I. All trusts created in this Will are private trusts, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee shall not be required to return to any court any periodic formal accounting of its administration of the trusts,



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but said Trustee shall render annual accounts to the income beneficiaries of the trusts. No person paying money or delivering property to the Trustee shall be required to see to its application. Bond shall not be required of the Trustee.

J. Each Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving sixty (60) days written notice to that effect, specifying the effective date of such resignation, to a majority of the current income beneficiaries of the trust at that time, other than my wife, of legal age (or if any are minors, by their guardians). A Successor Trustee may then be appointed by a majority of said beneficiaries as outlined above; further, the same beneficiaries shall have the right to replace the Trustee at any time with or without cause; provided that Successor Co-Trustees may be appointed, but in all instances one (1) such Successor Trustee must always be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities; and further provided that no beneficiary, child, parent, or spouse of a beneficiary of the trust shall be named or appointed as Successor Trustee or Co-Trustee.

In the event such beneficiaries shall fail to designate a Successor Trustee within the time specified, then the acting Trustee, or any other party in interest, may apply to a court of competent jurisdiction for the appointment of a successor and the judicial settlement of the accounts of the acting Trustee.

Any Successor Trustee hereunder shall possess and exercise all powers and authority herein conferred on the original Trustee in the trust instrument or by law, without any act of conveyance or transfer.

K. If any beneficiary other than a said child or grandchild of mine having become entitled to a distribution of all or a

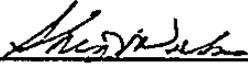


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portion of my estate or this trust shall be under the age of twenty-one (21) years or be under any legal or physical or mental disability, his or her share shall be vested in him or her, but distributions may in the discretion of the Trustee be postponed until he or she attains such age or until such disability has been removed, provided, in the discretion of the Trustee, such disability will prevent such beneficiary from effectively handling such assets. The Trustee is authorized in its discretion to pay to or for the benefit of said beneficiary such part of the income or principal of the retained share as the Trustee considers advisable for said beneficiary's education, maintenance and health and may add to the principal any income not so expended, and shall, subject to Paragraph H of this Article, distribute to such beneficiary, all remaining principal and income at age twenty-one (21).

L. Unless sooner terminated by the provisions of this Will, and notwithstanding the terms of any trust herein, each and every trust created hereby shall come to an end at the expiration of twenty-one (21) years after the death of the last survivor among myself, my wife, and all of my children and their issue who are living at the time of my death, and at the expiration of said time notwithstanding any provision to the contrary herein contained, the Trustee shall pay over to the then living income beneficiaries or if none, one-half (1/2) equally to my heirs-at-law, and one-half (1/2) equally to my wife's heirs-at-law as determined at that time under the laws of descent and distribution of the State of Mississippi in effect at that time. In other words, notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule Against Perpetuities.

M. In the event that any corporate trustee shall hereafter merge or consolidate with any other bank or trust company, then the

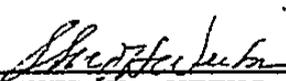

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corporation created by such merger or consolidation shall act as Successor Trustee hereunder, provided that such new surviving bank or trust company must be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities; and in such capacity shall possess and exercise all powers and authority herein conferred on the Trustee named herein.

N. The Trustee shall be entitled to receive reasonable compensation for its services rendered hereunder. The amount of compensation shall be no more than that generally charged by like trustees in the same operating area as the Trustee. Such compensation may be collected in the manner generally collected by like trustees in the same operating area as the Trustee and shall be shown on the annual accounting.

O. This trust, if funded herein, shall be entitled to a proportionate share of the income of my estate commencing with the date of my death. During the administration of my estate and until the trust is established, I authorize the Trustee, in the Trustee's discretion, to request of my Executor, in which case my Executor shall comply with that request if practicable at that time to pay at least annually out of my estate advanced payments of income to the income beneficiaries of such trust. These payments shall be an amount which in the judgment of the Trustee and the Executor, jointly, equals the income which the beneficiaries would receive in the discretion of the Trustee from the said trust had same been established.

P. If following the death of my said wife, the principal of the Shed H. Weeks Family Trust estate shall ever be less than \$50,000.00, or otherwise in the discretion of the Trustee there is a detrimental economic reality to maintaining the trust, such trust shall terminate and the assets and any accumulated income therefrom


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shall be distributed free of trust to the income beneficiaries thereof, or if minors, to their legal guardians in the proportions required under the terms thereof.

Q. My Trustee shall be prohibited from making any payments in reimbursement to any governmental entity (local, state or federal) which may have incurred expense for the benefit of a beneficiary, and my Trustee shall not pay any obligation of a beneficiary which obligation is otherwise payable by any governmental entity (local, state or federal) or pursuant to any governmental program of reimbursement or payment (local, state or federal). Regardless of the guidance standards stated herein or anything contained herein to the contrary, it is my intention and I clearly state that such trust and any separate trusts contained herein are discretionary in nature with no requirement in my Trustee to support any beneficiaries therefrom, with my Trustee having sole and absolute discretion as to payment or non payment of income or principal therefrom until the termination dates thereof.

ARTICLE VIII.

In the event my wife predeceases me, I direct that, after the payment or provision for payment of all properly probated and allowed debts, expenses and all death taxes as directed in Article II, my Executor shall deliver and convey all of the remainder of my aforesaid residuary estate wheresoever situated, including all of my real, personal and mixed property, lapsed legacies and devises, to my Trustee in trust under the provisions of the "Shed H. Weeks Family Trust" set forth in Article VII herein to be administered and distributed under the terms thereof, for the benefit of my children and their issue.

ARTICLE IX.

I am cognizant that the provisions of the federal Internal Revenue Code (and other applicable laws) in force at the time of my

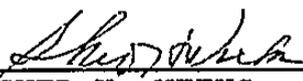


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death and applicable to my estate may permit my Executor to elect to claim certain expenses and losses as deductions on certain income, estate, or inheritance tax returns. Thus, I authorize my Executor to elect to claim such expenses and losses as deductions on the particular tax return or returns as my Executor in its sole discretion shall deem advisable, irrespective of whether such expenses and losses may be payable from (or attributable to) income or principal, and my Executor is directed not to make adjustments between income or principal or between the property interests passing to the beneficiaries under my will which may be substantially affected as a result of my Executor's election under this Article. Further, I direct that the property interests determined as the result of my Executor's election under this Article shall be the interest that such beneficiaries will receive. Also, I exonerate my Executor from all liability for any such election and direct that no beneficiary shall have any claim against my Executor or my estate by reason of the exercise of my Executor's judgment in this respect.

ARTICLE X.

I hereby grant to my Executor and my Trustee established hereunder (including any substitute or successor trustee, personal representative or executor) the continuing, absolute, discretionary power to deal with any property, real or personal, held in trust or in the administration of my estate as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with the Executor or Trustee shall be required to inquire into the propriety of their actions. Without limiting the generality of the foregoing, I hereby grant to my Executor and my Trustee and to any successor hereunder the following specific powers and authority in addition to and not in substitution of powers conferred by law:

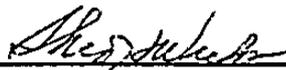


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A. To have all of the specific powers set forth in MISS. CODE ANN. §91-9-101 through §91-9-109 (1972) as now enacted or hereafter amended.

B. To compromise, settle, or adjust any claim or demand by or against my estate and to agree to any rescission or modification of any contract or agreement.

C. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor and Trustee may presume any securities owned by me at the time of my death to be of investment merit and worthy of retention by my Executor and Trustee. Such presumption shall not impair the power of sale or exchange or any other powers or discretion given the Executor or Trustee, but if said securities or any of them are retained by my Executor or Trustee for the duration of the administration of the estate proceedings or trust or any shorter period of time, my Executor or Trustee shall not be responsible or liable for any loss or decrease in the value of said securities or any of them by reason of such retention. My Executor and Trustee may also presume that the management of the companies whose securities are held in the estate and trust from time to time should be supported. Such presumption shall not impair the power of voting such securities or any other powers or discretion given my Executor and Trustee, but if said securities or any of them are voted by my Executor or Trustee in favor of the management of the respective companies issuing them or in favor of any proposals supported by such management, my Executor or Trustee shall not be responsible or liable for any act of such management or for the loss or decrease in value of said securities or any of them, or of the estate, by reason of such voting.


SHED H. WEEKS

D. To sell, exchange, assign, transfer, mortgage and convey any security or property, real or personal, held in my estate or trust at public or private sale, at such time and price and upon such terms and conditions (including credit) as they may deem to be advisable and for the best interest of my estate or trust, all without court order or bond.

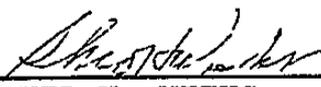
E. To invest and reinvest (including accumulated income) in any property (real or personal) as they may deem advisable, including stock (whether listed or unlisted) and unsecured obligations, undivided interests, interests in investment trusts, legal and discretionary common trust funds, leases, and property which is outside of my domicile, all without diversification as to kind or amount without being restricted in any way by any statute or court decision (now or hereafter existing) regulating or limiting investments by fiduciaries.

F. To register and carry any property in their own name or in the name of their nominee or to hold it unregistered, but without thereby increasing or decreasing their liability as fiduciary.

G. To sell or exercise any "rights" issued on any securities held in my estate or trust.

H. Unless inconsistent with other provisions of this instrument, to consider and treat as principal all dividends payable in stock of the issuing corporation, all dividends in liquidation of all "rights" to subscribe to securities of the issuing corporation, and to consider and treat as income all other dividends and rights received (except those declared and payable as of a "record date" preceding my death, which shall be considered and treated as principal).

I. To charge or credit to principal any premiums and discounts on securities purchased at more or less than par.


SHED H. WEEKS

J. To vote in person or by proxy any stock or securities held, and to grant such proxies and powers of attorney to such person or persons as they may deem proper.

K. To consent to and participate in any plan for the liquidation, reorganization, consolidation or merger of any corporation, any security of which is held.

L. To borrow money (from themselves individually or from others) upon such terms and conditions as they may determine and to mortgage and pledge estate assets as security for the repayment thereof; and to loan money to any beneficiary of the estate or trust upon such terms as the Executor or Trustee may in their discretion determine advisable.

M. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as they may deem advisable (with or without privilege of purchase), including but not limited to commercial, agricultural and oil, gas and mineral leases, and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate administration or the trust. With regard to mineral rights, to execute contracts, letter agreements, farm-out agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed in relation thereto. To insure against fire or other risk. To make repairs, replacements and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use and to grant easements as they may deem proper; all without court order.

N. Whenever required or permitted to divide and distribute my estate, to make such distribution (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, or any such property, and to do so without regard to the income tax basis of specific property allocated to any beneficiary.

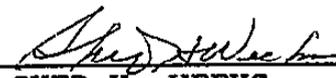

SHED H. WEEKS

In making distributions, I request (but do not direct) that my Executor do so in a manner which will result in the property to be sold to satisfy obligations of my estate having an aggregate income tax basis as close as possible to its aggregate fair market value and, to the extent consistent with this primary objective, do so in a manner which will result in maximizing the increase in basis for federal and state estate and succession taxes attributable to appreciation. I also authorize my Executor or Trustee, in their absolute discretion, to make in kind and non-prorata distributions under this will if practicable.

O. To employ accountants, attorneys, advisors, including investment advisors and money managers, and such agents as they may deem advisable; and to grant them discretionary powers, to pay reasonable compensation for their services and to charge same to (or apportion same between) income and principal as they may deem proper. In this regard, I encourage the beneficiaries of my estate and trust, if funded herein, or if minors, their guardians, to suggest such advisors to my Executor and/or Trustee and I encourage my Executor and/or Trustee to heed such suggestions if same be in the best interest of my beneficiaries.

P. Unless inconsistent with other provisions of this instrument, to hold two (2) or more trusts or funds in one (1) or more consolidated trusts or funds in which the separate funds shall have undivided interests.

Q. If any individual among the legatees named or provided for under the foregoing provisions of this will (or under the provisions of any codicil to it hereafter executed by me) shall be a minor at the time of my death, then, and in that event, and notwithstanding any statute or rule of law to the contrary, I authorize my Executor to pay or deliver the legacy to which each such minor shall be entitled to the parent or to the legal guardian of such minor or to the person with whom such minor shall then



 SHED H. WEEKS

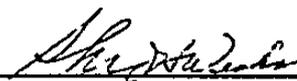
reside, and the receipt of such parent or guardian or person with whom such minor shall then reside shall constitute a full acquittance of my Executor with respect to the legacy so paid or delivered, all specifically subject to the provisions for distributions in the trusts contained herein.

R. My Executor or Trustee shall not be required to file in any court or with any public official any reports or accounts relating to the administration of my estate or trust, except to the extent that I have no power to excuse the filing of such reports or accounts.

S. Wherever authorized by this instrument to accumulate or distribute income, to make such decision free from attack or question by any person, it being intended that the Executor or Trustee may feel free to make such decisions on the basis of the facts as they exist at the time any such decision is made.

With regard to the trusts contained herein, since my Trustee is not required to distribute any income, I hereby authorize my Trustee, in its sole and absolute discretion, to decide how much income to distribute or accumulate and I exonerate my Trustee from any liability for additional tax on any trust if it accumulates any income of said trust.

I also authorize my said Trustee under any trust created herein, since not required to distribute any income, to elect or not elect to treat all or any portion of any estimated tax paid by any trust created hereunder as a payment by one or more beneficiaries of said trust. Said election may be made either pro-rata among the beneficiaries of each trust or otherwise in the discretion of my Trustee, whose decision shall be binding and conclusive upon all concerned. However, the election in the preceding sentence does not authorize principal distributions, unless same are so authorized elsewhere in this will.

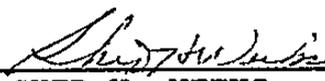

SHED H. WEEKS

T. Abandon, in any way, property which is determined not to be worth protecting.

U. To borrow to fund margin accounts and to buy or sell any stock or security options, including but not limited to calls, puts, straddles, spreads, strips or straps, whether over any recognized exchange or over-the-counter market and whether covered or uncovered.

V. In their sole discretion, if they deem practicable, to disclaim, in whole or in part, on my behalf any interest bequeathed or devised to me or otherwise inherited by my estate; and to exercise and make any and all tax elections of all kinds and execute and file any and all necessary tax returns and forms including a joint income return with my wife, if deemed practicable.

W. The power, exercisable in their sole discretion, to invest in any insurance policy, whether the insured or covered person is a beneficiary or any other person. Such investment may be in part ownership of any insurance policy and may be made in any manner that the Executor or Trustee shall deem appropriate. The propriety of such investment and the nature and amount of the insurance policy in which is invested shall be solely within the discretion of the Executor or Trustee, and the Executor or Trustee shall incur no liability as a result of such investment, even though such insurance policy is not an investment in which trustees are authorized by law or by any rule of court to invest trust funds. The Trustee shall have the power, exercisable in its sole discretion, to retain any such insurance policy as an investment of the trust estate without regard to the portion that such insurance policies of a similar character, so held, may bear to the entire amount of the trust estate. The term "insurance policy" shall be deemed to include life insurance policies, annuity contracts,


SHED H. WEEKS

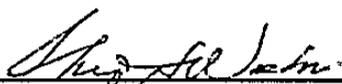
accident policies, and any retirement plan or contract under which death benefits can or are made payable to the Executor or Trustee.

X. The Trustee is authorized and empowered in its discretion to receive property by gift or by will or otherwise from any person or persons as additions to the trust created herein and to hold the same and to administer it under the provisions hereof.

Y. The power, exercisable in their sole discretion, to make any election permitted under the applicable federal income and estate and gift tax laws (including but not limited to converting any corporation to an S-Corporation and deferral of excise taxes on excess retirement benefits) and to make such accompanying adjustment between income and principal as they may deem proper. This power also includes, but is not limited to, the power to make the election to recognize gain or loss on the distribution of property in kind, as now permitted under Section 643(d)(3) of the Internal Revenue Code of 1986, or as permitted in any later codification.

Certain trusts in this will or transfers made during my lifetime may be subject to taxation under Chapter 13 (Sections 2601, et seq.) of the Internal Revenue Code (or similar statutes in force and effect from time to time). In consideration of the special duties and responsibilities imposed upon the Trustee by reason thereof, the following provisions shall be applicable to any such trust:

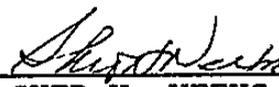
- a. Upon a generation-skipping transfer which is taxable under Chapter 13, the Trustee shall be fully protected by its decision in good faith (1) to withhold distribution of all or any part of the trust, pending final determination of the Generation-Skipping Transfer Tax (GST); (2) to hold the assets on hand which are subject to an alternate valuation election during the full



 SHED H. WEEKS

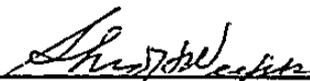
holding period of such election, or to distribute or otherwise effect disposition of any such assets during such period; and (3) to the extent that the Trustee shall have a choice of dates as of which to value property for GST, or a choice to treat or use an item either as an income tax deduction or a GST deduction, the Trustee may make such choices as it in its sole discretion, shall deem advisable, regardless of the resulting effect on any other provisions of the trust or on any person interested therein and any person adversely affected by such a choice shall not be entitled to any reimbursement or adjustment by reason thereof.

- b. My Trustee is authorized to allocate any portion of my GST exemption available under Section 2631(a) of the Internal Revenue Code, as amended, or under any corresponding state statute, if any, to any property as to which I am the transferor, including any property transferred by me during life as to which I did not make an allocation prior to my death.
- c. My Trustee is authorized to divide property in the trust with an inclusion ratio as defined in Section 2642(a)(1) of the Internal Revenue Code, as amended, into separate trusts representing two fractional shares of the property being divided, one to have an inclusion ratio of one and the other to have an inclusion ratio of zero.
- d. If any trust created under this will provides that a child of mine shall be the income beneficiary thereof and that upon said child's death, the trust shall be distributable to or continue for the


SHED H. WEEKS

benefit of my grandchildren or more remote issue, and be subject upon the death of the income beneficiary to GST, I hereby grant to such income beneficiary a general power to appoint such portion of the principal of the trust upon his or her death as the Trustee shall determine will result in an over-all savings of estate taxes and GST as between the estate of the income beneficiary and the trust or trusts hereunder which would otherwise be subject to the GST at the income beneficiary's death as to such portion of principal. The determination of the Trustee as to such amount will be conclusive and binding upon all persons interested in trust, and I exonerate the Trustee with respect to its good faith determination of the amount. Such power shall be exercisable to and among such person or persons, including his or her estate and the creditors of his or her estate, and in such proportions as the income beneficiary may designate or appoint by will admitted to probate in any jurisdiction. The power shall be exercisable by the beneficiary only by specific references thereto in the beneficiary's will, and upon his or her failure to appoint, or to the extent the exercise of such power is ineffective, the then remaining principal and income shall be distributed or continue to be held in trust pursuant to the provisions of this Trust.

- e. No adjustment shall be made between any interested parties by reason of the operation of said Chapter 13 or elections made by the Trustee thereunder.

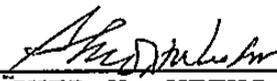

SHED H. WEEKS

f. The GST shall be paid (a) in the case of a direct skip, by the Trustee out of the principal of the trust, (b) in the case of a taxable termination, by the Trustee out of the principal of the trust; and (c) in the case of a taxable distribution, out of the amount or property being distributed.

Z. No powers of the Executor or Trustee enumerated herein or now or hereafter conferred upon executors or trustees or fiduciaries generally shall be construed to enable the Executor or Trustee, or any other person, to purchase, exchange, or otherwise deal with or dispose of all or any part of the principal or income of the estate or trusts created herein for less than an adequate consideration in money or money's worth or to enable anyone to borrow all or any part of the principal or income of the estate or trusts, directly or indirectly, without adequate interest or security. No person other than the Executor or Trustee shall have or exercise the power to vote or direct the voting of any stock or other securities held in the estate or trusts, either by directing investments or reinvestments or by vetoing proposed investments or reinvestments.

ARTICLE XI.

I anticipate that at the time of my death I may own and operate all or a substantial portion of certain business ventures and enterprises, (whether operated in the form of a corporation, a partnership or a sole proprietorship), hereinafter referred to as "the business," and consequently I expect that some such business enterprise or enterprises may be in my estate at the time of my death. Since I desire that my Executor shall have the discretion to continue to hold and operate each such business as a part of my estate, I hereby vest my said Executor, including any successors thereto, with the following powers and authority as supplemental to the ones contained in Article X (General Powers), the applicability



 SHED H. WEEKS

G. To treat the business as an entity separate from the estate. In its accountings to the court and to any beneficiaries, if required, the Executor shall only be required to report the earnings and condition of the business in accordance with standard corporate accounting practice.

H. To retain in the business such amount of the net earnings for working capital and other purposes of the business as the Executor may deem advisable in conformity with sound business practice.

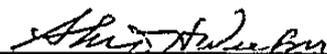
I. To purchase, process and sell merchandise and services of every kind and description; and to purchase and sell machinery, vehicles, and equipment, furniture and fixtures and supplies of all kinds.

J. To sell or liquidate all or any part of any business, including but not limited to real property, at such time and price and upon such terms and conditions (including credit) as the Executor may determine all without Court order. The Executor is specifically authorized and empowered to make such sale to any partner, officer or employee of the business (or to any individual executor) or to any beneficiary hereunder, and to consummate or carry out any valid and binding agreement for the sale or exchange of said stock or business.

K. To exercise any of the rights and powers herein conferred in conjunction with another or others.

L. To diminish, enlarge or change the scope or nature of any business.

I am aware that certain risks are inherent in the operation of any business. Therefore, I direct that my Executor shall not be held liable for any loss resulting from the retention and operation of any business unless such loss shall result directly from the Executor's negligence or willful misconduct. In determining any question of liability for losses, it should be


SHED H. WEEKS

considered that the Executor is engaging in a speculative enterprise at my express request.

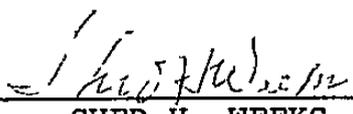
If any business operated by my Executor pursuant to the authorization contained in this Will shall be unincorporated, then I direct that all liabilities arising therefrom shall be satisfied first from the business itself and second out of the estate. It is my intention that in no event shall any such liability be enforced against the Executor personally. If the Executor shall be held personally liable, it shall be entitled to indemnity first from the business and second from the estate. The same above-mentioned rights shall apply to my Trustee in operating any business enterprise(s) that may become a part of any trust created herein.

ARTICLE XII.

I appoint my wife, MILDRED G. WEEKS, as Executor of my estate, or if she predeceases me, fails to qualify or otherwise ceases to act, I appoint my son, RANDALL SHED WEEKS of Jackson, Mississippi, as Successor Executor. I direct that any and all of the above-named persons or entity serve in said capacities without the necessity of making bond, inventory, accounting or appraisal to any court, to the extent that same may be properly waived under the law.

All references herein to "Executor" or "it", shall be deemed to be gender neutral and include the masculine, the feminine, and shall also be deemed to include an entity or entities, and also includes individual or Co-Executors.

I appoint as Trustee of the Shed H. Weeks Family Trust, created herein TRUSTMARK NATIONAL BANK of Jackson, Mississippi. I also direct that said Trustee or any successor to it serve without the necessity of making bond, inventory, appraisal or accounting to any court to the extent that same may be properly waived under law.



 SHED H. WEEKS

All references herein to "Trustee" or "it" shall be deemed to be gender neutral and include the masculine, the feminine, and shall also be deemed to include an entity or entities, and also includes individual or Co-Trustees.

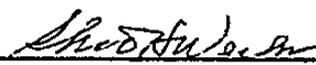
However, the waiver of bond, inventory, accounting and appraisal of my Executor and Trustee shall not prevent any such fiduciaries from filing said documents if they deem same advisable under the circumstances and if filed they shall be entitled to reimbursement for the cost thereof from the estate or trust.

ARTICLE XIII.

In the event that both my said wife and I should die in a common disaster or accident, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that she shall be deemed to have survived me, and this will and all of its provisions shall be construed upon that assumption. Should I die in such a common disaster with any beneficiary of my estate, other than my said wife, and it is impossible to determine who survived, I shall be deemed to have survived such other beneficiary and this will and all of its provisions shall be construed upon that assumption.

ARTICLE XIV.

I hereby authorize and empower my wife and my herein-named children or their issue, or if any of said beneficiaries of my estate are deceased or disabled, I authorize and empower their executor(s) or executrix(es) or agents or personal representatives, or trustees to disclaim all or any portion of my estate herein provided for them. To be effective, such disclaimer shall be in writing and shall be delivered to my Executor within the period designated by the Internal Revenue Code effective at the date of my death. Any portion of my estate so disclaimed by my said wife shall pass as a part of my estate and be distributed in accordance with the provisions of Article VII; and any portion so disclaimed



 SHED H. WEEKS

by any other beneficiary shall pass under this Will, as if said beneficiary disclaiming had predeceased me.

I, SHED H. WEEKS, have signed this Will which consists of thirty-two (32) pages, this the 22nd day of November, 1994, in the presence of J. Stephen Patterson and M. Alan Rhy who attested it at my request.

Shed H. Weeks
SHED H. WEEKS, Testator

The above and foregoing Will of Shed H. Weeks was declared by him in our presence to be his Will and was signed by Shed H. Weeks in our presence and at his request and in his presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the Will of Shed H. Weeks on this the 22nd day of November, 1994.

J. Stephen Patterson of 4122 Ridgewood Road
Jackson, Ms 39211
M. Alan Rhy of 182 HART PLACE
MADISON, MS 39110



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19 day of May, 1995, at 11:30 o'clock A.M., and was duly recorded on the May 19, 1995, Book No. 28, Page 93.

STEVE DUNCAN, CHANCERY CLERK

BY [Signature] D C

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

By: Steve Duncan, DC

IN THE MATTER OF THE ESTATE
OF SHED H. WEEKS

CAUSE NO. 95-298

PROOF OF WILL

Be it known and remembered that on this 22nd day of November, A D, 1994 before me, the undersigned authority, personally came and appeared J. STEPHEN GUBBLEFIELD one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Shed H. Weeks, bearing date of the 22nd day of November, 1994; and he/she, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Shed H. Weeks, signed, published and declared said instrument of writing as and for his Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Shed H. Weeks, was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of Madison County, Mississippi, where he had maintained his fixed place of residence prior to said date; and that said Shed H. Weeks was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testator and in the presence of each other on the date aforesaid.

J. Stephen Gubblefield
J. STEPHEN GUBBLEFIELD, Witness

SWORN TO AND SUBSCRIBED before me by J. STEPHEN GUBBLEFIELD,
this 22nd day of November, A.D., 1994.

[Signature]
NOTARY-PUBLIC

My Commission Expires:
My Commission Expires Jan. 24, 1996



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19 day of May, 1995, at 11:50 o'clock A M, and was duly recorded on the May 19, 1995, Book No 28, Page 124

STEVE DUNCAN, CHANCERY CLERK

BY: V. Carey D.C.

FILED

MAY 19 1995

BOOK 28 PAGE 125

AT 11:50 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: Stacy Hill, D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF SHED H. WEEKS

CAUSE NO. 95-298

PROOF OF WILL

Be it known and remembered that on this 22nd day of November, A.D., 1994 before me, the undersigned authority, personally came and appeared M. GLEN REGBY, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Shed H Weeks, bearing date of the 22nd day of November, 1994, and he/~~she~~, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Shed H. Weeks, signed, published and declared said instrument of writing as and for his Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Shed H Weeks, was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of Madison County, Mississippi, where he had maintained his fixed place of residence prior to said date; and that said Shed H. Weeks was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testator and in the presence of each other on the date aforesaid.

M. Glen Regby
M. GLEN REGBY, Witness

SWORN TO AND SUBSCRIBED before me by M. GLEN REGBY,
this 22 day of NOVEMBER, A.D., 1994.

Rhonda Just
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Jan 24, 1996



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19 day of May, 19 95, at 11:50 o'clock A M, and was duly recorded on the May 19, 1995, Book No 28, Page 125

STEVE DUNCAN, CHANCERY CLERK BY [Signature] D C

Last Will and Testament of

LESLIE ANNE MYERS

MADISON COUNTY, MS

FILED

MAY 19 1995

ARTICLE 1
DECLARATIONS

AT 2:10 O'CLOCK P
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill, E

#95-301

I, LESLIE ANNE MYERS, declare the following:

Testamentary Intent: This document is my will. I revoke all wills and codicils that I have previously made.

Family Declarations:

Residence: State of Mississippi, County of Pike

Spouse: I am married to THOMAS JEFFERSON MYERS, JR. A complaint for our divorce has been filed in the Chancery Court of Pike County, Mississippi, and we are now living separate and apart. I therefore intentionally make no provision for my spouse in this will.

Minor children living: CHRISTOPHER LEE MYERS, born September 18, 1980, and BRIAN SCOTT MYERS, born February 23, 1982.

Predeceased children/descendants: None

Definitions: The terms "child," "children," and "issue," as used in this will shall include afterborn and adopted persons.

END OF ARTICLE

ARTICLE 2

GIFTS

General Tangible Personal Property to Child, Free Of Taxes: I give all my jewelry, clothing, household furniture and furnishings, personal automobiles and other tangible articles of a personal nature or my interest in any such property, not otherwise specifically disposed of by this will, or in any other manner, together with any insurance on the property, to CHRISTOPHER LEE MYERS. These gifts shall be free of all death taxes. If CHRISTOPHER LEE MYERS does not survive me, this gift shall lapse and pass as part of the residue of my estate.

L.A.M. *L.A.M.*

Tangible Personal Property and Minor Children - Sale Proceeds to Trust: The executor shall represent any child under age eighteen (18) in matters relating to any distribution of tangible personal property. In the executor's absolute discretion, the executor may (1) sell all or part of such child's share which the executor deems unsuitable for the child's use; (2) distribute the proceeds to the trust or share of trust for the child's benefit; and (3) deliver the unsold property without bond to the minor if sufficiently mature or to any suitable person with whom the child resides or who has control or care of the child.

Residue - Pour Over to Revocable Trust As Amended: I give the residue of my estate to the Trustee then in office of that trust designated as the LESLIE ANNE MYERS REVOCABLE TRUST dated January 5, 1990, as amended by First Amendment to Leslie Anne Myers Revocable Trust executed earlier this day and bearing the same date as this will, of which I am the Settlor and NORTHERN TRUST OF CALIFORNIA, N.A., is the Trustee. I direct that the residue of my estate shall be added to, administered and distributed as part of that trust, according to the terms of the trust and any amendment made to it before my death. To the extent permitted by law, it is not my intent to create a separate trust by this will or to subject the trust or the property added to it by this will to the jurisdiction of the probate court.

Incorporation of Revocable Trust As Amended: If the disposition in the preceding paragraph is not operative or is invalid for any reason, or if the trust referred to in the preceding paragraph fails or has been revoked, then I hereby incorporate by reference the terms of that trust as amended by First Amendment to Leslie Anne Myers Revocable Trust bearing the same date as this will, without giving effect to any amendments made subsequently, and I bequeath and devise all my estate to the Trustee named therein as Trustee, or to any successor Trustee, to be held, administered and distributed as provided in that instrument.

END OF ARTICLE

ARTICLE 3
OFFICE OF EXECUTOR

Nominations: I nominate as executor and as successor executor of this will those named below. Each successor executor shall serve in the order designated if the prior designated executor fails to qualify or ceases to act. The term "executor" as used in this will shall include any personal representative of my estate.

- First: JEAN M. PERRETT
Second: PATRICK J. PERRETT
Third: DONALD K. MacCALLUM
Fourth: NORTHERN TRUST OF CALIFORNIA, N.A.

Bond - Waiver: No bond shall be required of any individual while acting as executor hereunder.

Sell Assets: I authorize my executor to sell, with or without notice, at either public or private sale, any property belonging to my estate that he, in his discretion, deems necessary for the proper administration and distribution of my estate.

Lease Property: I authorize my executor to lease any property belonging to my estate, subject only to such confirmation as may be required by law.

Distribution Of Property In Kind: I authorize my executor, on any preliminary or final distribution of the property in my estate, to partition, allot, and distribute my estate pro rata or otherwise in kind, including undivided interests in my estate or any part of it, or partly in cash and partly in kind, or entirely in cash, in my executor's absolute discretion.

Powers of Trustee To Executor: In addition to the above powers, I hereby grant to my executor the same powers to hold and administer the properties of my estate as are given to the Trustee under the LESLIE ANNE MYERS REVOCABLE TRUST including the powers to manage, mortgage, lease, sell, invest, reinvest or retain, under such conditions as my executor deems advisable, all the property of my estate. For this purpose I hereby incorporate by reference the powers of the Trustee of the LESLIE ANNE MYERS

REVOCABLE TRUST without giving effect to any amendments made after the signing of this will.

Purchase of Estate Property by Beneficiary, Executor: Any beneficiary of my estate, even when acting as executor, shall have the power to purchase or exchange assets for assets of my estate or any fractional interests for adequate consideration.

END OF ARTICLE

ARTICLE 4
EXECUTION AND ATTESTATION

Signature Clause: I subscribe my name to this will at Santa Barbara, California, on Aug 3, 1992.

Leslie Anne Myers
LESLIE ANNE MYERS, Testator

Attestation Clause: The testator declared to us, the undersigned, that this instrument consisting of the number of pages indicated below, including the page signed by us as witnesses, was the testator's will and requested us to act as witnesses to it. The testator thereupon signed this will in our presence, all of us being present at the same time. We now, at the testator's request, in the testator's presence, and in the presence of each other, subscribe our names as witnesses.

We believe that the testator is over age 18, is of sound mind, and is under no constraint or undue influence.

Mary Lou Williamson
Signature of Witness

Monidith Rosendahl
Signature of Witness

Pages: Five (5)

Date: 3 August, 1992

Place: Santa Barbara, California

We declare under penalty of perjury that the foregoing is true and correct.

Address

Mary Lou Williamson
Signature of Witness

262 Brentwood way
Santa Barbara, Ca 93117

Meredith Rosendahl
Signature of Witness

5025 Maple Ave
Santa Barbara, CA 93111

END OF ARTICLE

PAGE 5

L.A.M. A.A.M.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19 day of May, 1995, at 2:10 o'clock P.M., and was duly recorded on the May 19, 1995, Book No 28, Page 126.

STEVE DUNCAN, CHANCERY CLERK

BY: K. Gregory D.C.

MADISON COUNTY, MS
FILED
MAY 19 1995

PROOF OF WILL

AT 2:10 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill, D.C.

State of California)
County of Santa Barbara) 'ss

Personally appeared before me, the undersigned, authority in and for the jurisdiction aforesaid, Meridith Rosendahl, who by me first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Leslie Anne Myers and that the said Leslie Anne Myers signed, published and declared said instrument to be her Last Will and Testament on the 3rd day of August, 1992, in the presence of this affiant and Mary Lou Williamson, the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Mary Lou Williamson 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 testatrix, and in the presence of each other.

Meridith Rosendahl
MERIDITH ROSENDAHL

SWORN TO AND SUBSCRIBED BEFORE ME, on this 16th day of May, 1995.

Patrick J. Perrett
NOTARY PUBLIC

My commission expires:

January 25, 1996



Proof.016



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19 day of May, 1995, at 2:10 o'clock P M., and was duly recorded on the May 19, 1995, Book No 28, Page 131.

STEVE DUNCAN, CHANCERY CLERK

BY Kareguy D.C

MAY 22 1995

LAST WILL AND TESTAMENT OF EARNESTINE MILES

#95-304

AT 11:30 O'CLOCK A.M.
STEVE GUNCAN, CHANCERY CLERKBy *Karen Jupp, D.C.*

I, Earnestine Miles, a resident of Canton, Madison County, Mississippi, being over the age of eighteen years and of sound and disposing mind and memory, do hereby make, declare and publish this to be MY LAST WILL AND TESTAMENT, and do hereby revoke all other wills and/or codicils heretofore made by me.

ITEM 1. I give, devise and bequeath all of my real property that I may own at the time of my death to my husband, Harrison Miles, for and during his natural life and the remainder shall in fee to my children as herein set forth, to-wit:

After the death of my husband, Harrison Miles, I give devise and bequeath unto my following children, to-wit: Callie Mae Miles, Edna Miles, Linda B. Miles and Derrick A. Miles, my entire interest in the following described property, to-wit:

Lot Nineteen (19), Westgate Subdivision, Part 3, a subdivision in and to the County of Madison in Mississippi, according to the map or plat thereof which is on file and of record in the office of the Chancery Clerk of Madison County at Canton, Mississippi, reference to which is herein made in aid of this description.

After the death of my husband, Harrison Miles, I give, devise and bequeath unto my children, to-wit: Callie Mae Miles, Hazel Jean Miles, Harrison Miles, J., Jerome Miles, Edna Miles, Jewelry B. Miles Johnson, Linda B. Miles and Derrick A. Miles, the following described property, to-wit:

NE 1/4 SE 1/4 and 30 acres East Side SE 1/4 NE 1/4 and E 1/2 S 1/2 SE 1/4 all in Section 26, Township 10 North, Range 4 East, Madison County, Mississippi, this being the farm land east of Canton, Mississippi jointly owned by me and my husband, Harrison Miles, whether properly described or not, each child to share alike.

ITEM 2. I give, devise and bequeath all of my personal property of every kind and description which I may own at the time of my death unto my husband, Harrison Miles, however, should the said Harrison Miles predecease me, then I give and bequeath said personal property to my daughter, Callie Mae Miles, but in any event I give, bequeath and devise my automobile I may own at the time of my death outright to my daughter, Callie Mae Miles.

ITEM 3. If any of my children have not reached their majority at the time of my death, I request that Callie Mae Miles be named their guardian, if any are needed.

Earnestine Miles
Signed for Identification Purposes

Page #2
LAST WILL AND TESTAMENT OF EARNESTINE MILES

ITEM 4. It is my request that should any of my children desire to sell their interest in any of my property that they will give their sisters and brothers the refusal offer.

ITEM 5 I hereby appoint my son, Harrison Miles, Jr., executor of my estate without bond, waiving all requirements whatever of bond from him as such executor. I hereby waive an inventory and an appraisement of my estate as required by statute, and relieve my said executor of all duty to account to the courts for his acts and doings as such, and do hereby waive all court proceedings whatever in the administration of my estate, save the probate of this, MY LAST WILL AND TESTAMENT.

WITNESS MY SIGNATURE, this 31st day of July, 1981.

Earneistine Miles
EARNESTINE MILES

Josephine Hood (WITNESS)

Alma Lockett (WITNESS)

ATTESTATION CLAUSE

We, the undersigned witnesses to the Will of Earnestine Miles, do hereby certify that the said Earnestine Miles on the day she executed the foregoing Will was over the age of eighteen years and of sound and disposing mind and memory; that she signed and subscribed said Will and published it as her LAST WILL AND TESTAMENT in our presence and in the presence of each of us and that we at her expressed instance and request signed and subscribed said will as witnesses thereto in her presence and in the presence of each other as an attestation thereof.

WITNESS OUR SIGNATURES, this the 31st day of July, 1981.

Josephine Hood (WITNESS)

Alma Lockett (WITNESS)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 22 day of May, 1995, at 11:30 o'clock A.M., and was duly recorded on the May 22, 1995, Book No. 28, Page 132

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

MADISON COUNTY, MS

IN THE CHANCERY COURT OF MADISON COUNTY

STATE OF MISSISSIPPI

FILED
MAY 22 1995

IN THE MATTER OF THE ESTATE OF
EARNESTINE MILES, DECEASED

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

By: Karen Jupp, D.C.

CIVIL ACTION FILE NO. 95304

PROOF OF WILL

Comes now ALMA LUCKETT, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Earnestine Miles, 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 Earnestine Miles, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on July 31, 1981, the day of the date of said instrument, in the presence of this deponent and Josephine Hood, 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 her usual place of abode in Madison County, Mississippi, and that she and Josephine Hood 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.

Alma Lockett
ALMA LUCKETT

BOOK 28 Page 134 1/2

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

Marc H. Dixon
NOTARY PUBLIC

(S E A L)

MY COMMISSION EXPIRES:
My Commission Expires January 30, 1998

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 22 day
of May, 1995, at 11:30 o'clock A M., and was duly recorded
on the May 22, 1995, Book No. 28, Page 134.

STEVE DUNCAN, CHANCERY CLERK

BY: Kouegouy D.C.



LAST WILL AND TESTAMENT
OF
HAZEL SHELTON RUFF

MADISON COUNTY, MS
FILED

MAY 23 1995

AT 12.30 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

#95-309

* * * * *

I, HAZEL SHELTON RUFF, of 722 Oakwood Street, Jackson, Mississippi 39202, temporarily sojourning at 308 Chateau Ridgeland, 745 South Pear Orchard Road, Ridgeland, Mississippi 39157, being of sound and disposing mind and memory and of lawful age, do make, publish and declare this to be my Last Will and Testament, and I specifically revoke my Last Will and Testament Dated September 15, 1992, and any and all former wills and codicils which I may have previously made.

ARTICLE I.

I appoint BLANCHE RUFF ADGER, as Executrix of this my Last Will and Testament and my estate. I direct that no bond, appraisal, inventory or accounting be required of my Executrix to insofar as the same may be legally waived. Should BLANCHE RUFF ADGER be unable or unwilling to serve as Executrix of my estate, I appoint my niece, JANE VICKERY WILSON, as Executrix of this my Last Will and Testament and my estate. I direct that no bond, appraisal, inventory or accounting be required of my Executrix to insofar as the same may be legally waived. Should neither BLANCHE RUFF ADGER nor JANE VICKERY WILSON be able or willing to serve as Executrix, I appoint my nephew, WILLIAM EDWARD VICKERY, as Executor of this my Last Will and Testament and my estate. I direct that no bond, appraisal, inventory or accounting be required of my Executrix to insofar as the same may be legally waived.

Page 1 of my will Hazel Shelton Ruff
HAZEL SHELTON RUFF

A.

I direct that my Executrix shall, out of the property and estate coming into her hands which is subject to the payment of debts, pay all of my just debts which are properly probated and allowed as claims against my estate and all expenses of my last illness and funeral.

B.

I direct that my Executrix 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 her discretion may sell only so much of my property as is necessary to obtain adequate cash (in addition to the cash which I leave at the time of my death) to pay taxes, debts, and the cost of the administration of my estate, and after the payment of said items, my Executrix is authorized in her sole discretion to make distribution to my devisees and legatees either in cash or in kind or in both.

C.

I direct that my Executrix shall have, with reference to my estate, all of the powers granted to trustees under the *Mississippi Uniform Trustees Powers Law*, Sections 91-9-101 *et seq.*, MISSISSIPPI CODE OF 1972 (as now constituted or as the same may be hereafter amended), in addition to all inherent, implied and statutory powers of an executor, without in any manner limiting or restricting such powers.

Hazel Shelton Ruff
HAZEL SHELTON RUFF

I authorize my Executrix to acquire any necessary cemetery lot or lots for my burial and an appropriate marker for my grave, the expense of which shall be paid for out of my estate.

ARTICLE II.

I give to my sister, BLANCHE RUFF ADGER, all of my property and estate of every kind and character, wherever situated, whether real, personal or mixed. If BLANCHE RUFF ADGER predeceases me, I give all of my property to my niece, JANE VICKERY WILSON, my nephew, WILLIAM EDWARD VICKERY, and my nephew JAMES EDWARD RUFF, share and share alike, and should my niece or either nephew have predeceased me, then I give the share of the deceased niece or nephew to her or his heirs-at-law, *per stirpes*.

IN TESTIMONY WHEREOF, I have signed this my Last Will and Testament (consisting of four pages, including the Attestation Clause) on this December 11, 1992, after having first written my name on each of the four pages.

Hazel Shelton Ruff
HAZEL SHELTON RUFF

WITNESSES:

Richard Ruff
Aranda C. Harvey

Page 3 of my will

Hazel Shelton Ruff
HAZEL SHELTON RUFF

ATTESTATION CLAUSE

We saw the said HAZEL SHELTON RUFF, in our presence, sign the foregoing instrument at its end, after writing her name on the other three pages thereof; she then declared it to be her Last Will and Testament and requested us to act as witnesses to it; we believed her to be of sound mind and memory and not under duress or constraint of any kind; and then we, in her presence and in the presence of each other, signed our names as attesting witnesses, all of which was done on the date last above written in said instrument.

Richard B. Whitson, Jr.
(Name)
1200 Meadowbrook Road, Jackson, Ms 39202
(Address)

Armando C. Harvey
(Name)
7149 Copper Ridge Dr., Ridgeland, Ms 39157
(Address)

Page 4 of my will Hazel Shelton Ruff
HAZEL SHELTON RUFF

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Richard B. Wilson, Jr. and Amanda C. Harvey who each being by me first duly sworn, separately states on oath:

Hazel Shelton Ruff exhibited the attached document, dated December 11, 1992, entitled LAST WILL AND TESTAMENT OF HAZEL SHELTON RUFF to me as her Last Will and Testament; she signed it on such date in my presence and in the presence of each witness whose name appears thereon; she declared it to be her Last Will and Testament; at her request, and in her presence and in the presence of each other, I and each other witness signed the same as witnesses; and

The signature of Hazel Shelton Ruff thereto is her genuine signature and my signature and the signature of the other witness are genuine signatures; and

On December 11, 1992, Hazel Shelton Ruff was of sound and disposing mind and memory, was over the age of twenty-one years and was not acting under constraint of any kind.

Richard B. Wilson, Jr.

Amanda C. Harvey

SWORN TO AND SUBSCRIBED before me, this December 11th, 1992.

Alice Lays Blyant
Notary Public

My commission expires:

June 24, 1994

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23 day of May, 1995, at 12:30 o'clock P M., and was duly recorded on the May 23, 1995, Book No 28, Page 135



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

#95-309

CODICIL NUMBER ONE
TO THE
LAST WILL AND TESTAMENT
OF
HAZEL SHELTON RUFF

MADISON COUNTY, MS

FILED

MAY 23 1995

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

I, HAZEL SHELTON RUFF, a resident citizen of Madison County, Mississippi, being of sound mind and disposing memory, do make, publish and declare this Codicil Number One to my Last Will and Testament dated December 11, 1992, and I hereby republish my said Last Will and Testament as changed by this Codicil Number One

ARTICLE I

I amend Article I of my Last Will and testament by substituting therefor the following:

I appoint my nephew, WILLIAM EDWARD VICKERY, as Executor of this my Last Will and Testament and my estate. I direct that no bond, appraisal, inventory or accounting be required of my Executor to insofar as the same may be legally waived

A

I direct that my Executor shall, out of the property and estate coming into his hands which is subject to the payment of debts, pay all of my just debts which are properly probated and allowed as claims against my estate and all expenses of my last illness and funeral.

B

I direct that 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 his discretion may sell only so much of my property as is necessary to obtain adequate cash (in addition to the cash which I leave at the time of my death) to pay taxes, debts, and the cost of the administration of my estate, and after the payment of said items, my Executor is authorized

Page 1 of Colicil One to my Will

Hazel Shelton Ruff
HAZEL SHELTON RUFF

in his sole discretion to make distribution to my devisees and legatees either in cash or in kind or in both.

C.

I direct that my Executor shall have, with reference to my estate, all of the powers granted to trustees under the *Mississippi Uniform Trustees Powers Law*, Sections 91-9-101 *et seq*, MISSISSIPPI CODE OF 1972 (as now constituted or as the same may be hereafter amended), in addition to all inherent, implied and statutory powers of an executor, without in any manner limiting or restricting such powers.

D

I authorize my Executor to acquire any necessary cemetery lot or lots for my burial and an appropriate marker for my grave, the expense of which shall be paid for out of my estate.

ARTICLE II

I amend Article II of my Last Will and testament by adding thereto the following at the beginning:

I give my diamond and opal ring to my niece, JANE VICKERY WILSON;

I give my ^{HSR jewelry} ~~share~~ which I recieved from my Mother to my sister, BLANCHE RUFF ADGER; and

I give to my niece and my sister, in equal shares, any cash proceeds resulting from the sale of my furniture and any life insurance passing pursuant to the terms of this will

In all other respects, Article II of my Last Will and Testament, being the residuary clause thereof, remains unchanged.

Page 2 of Colcicil One to my Will

Hazel Shelton Ruff
HAZEL SHELTON RUFF

In all other respects I republish my Last Will and Testament.

IN WITNESS WHEREOF, I have affixed my signature to this Codicil Number One to my Last Will and Testament, this July 26, 1993.

Hazel Shelton Ruff
HAZEL SHELTON RUFF

WITNESSES.

Arvid S. Russell
Richard M. [unclear]

ATTESTATION CLAUSE

We saw the said HAZEL SHELTON RUFF, in our presence, sign the foregoing instrument at its end, she then declared it to be Codicil Number One to her Last Will and Testament and requested us to act as witnesses to it; we believed her to be of sound mind and memory and not under duress or constraint of any kind; and then we, in her presence and in the presence of each other, signed our names as attesting witnesses, all of which was done on the date last above written in said instrument

Arvid S. Russell
Richard M. [unclear]

Page 3 of Codicil One to my Will

Hazel Shelton Ruff
HAZEL SHELTON RUFF

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Richard B. Wilson, Jr, who being by me first duly sworn, stated on oath.

HAZEL SHELTON RUFF exhibited the attached document, dated July 26, 1993, entitled CODICIL NUMBER ONE TO THE LAST WILL AND TESTAMENT OF HAZEL SHELTON RUFF to me as Codicil Number One to her Last Will and Testament; she signed it on such date in my presence and in the presence of each witness whose name appears thereon, she declared it to be Codicil Number One to her Last Will and Testament, at her request, and in her presence and in the presence of each other, I and each other witness signed the same as witnesses, and

The signature of HAZEL SHELTON RUFF thereto is her genuine signature and my signature and the signature of the other witness are genuine signatures, and

On such date HAZEL SHELTON RUFF was of sound and disposing mind and memory, was over the age of twenty-one years and was not acting under constraint of any kind .

Richard B. Wilson, Jr

SWORN TO AND SUBSCRIBED before me, this ^{May 22} ~~July~~ 1993, 1995.

Annie Lee Walker
Notary Public

My commission expires.
MY COMMISSION EXPIRES AUGUST 10, 1995



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 23 day of May, 1995, at 12:30 o'clock P M, and was duly recorded on the May 23, 1995, Book No. 28, Page 140
STEVE DUNCAN, CHANCERY CLERK BY: *K. Gregory* DC

MADISON COUNTY, MS

FILED

JUN 01 1995

AT 2:00 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

Steve Duncan

BOOK 28 PAGE 144

Last Will and Testament

OF

WILLIAM HOWARD MORRIS

* * * * *

I, WILLIAM HOWARD MORRIS, of Madison County, Mississippi, being of sound and disposing mind and memory and of lawful age, do hereby make, publish and declare this to be my Last Will and Testament, and I hereby revoke any and all former wills and codicils which I have heretofore made.

I hereby appoint

ITEM I.

my sons, WILLIAM

HOWARD MORRIS, JR.

and JOSEPH LOWRY MORRIS, Co-Executors of this my Last Will and Testament and my estate. If either of my said sons is unable or unwilling to serve in such capacity or resigns as Co-Executor, then the other son shall serve as the sole Executor of my Last Will and Testament and my estate. In any event, I direct that no bond, appraisal, inventory or accounting be required of my Co-Executors (Executor) insofar as the same may be legally waived.

A.

I hereby direct that my Co-Executors (Executor) shall, out of the property and estate coming into their (his) hands which is subject to the payment of debts, pay all of my just debts which are properly probated and allowed as claims against my estate and all expenses of my last illness and funeral.

B.

I hereby direct that my Co-Executors (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 their (his) discretion may sell only so much of my property as is necessary to obtain adequate cash (in addition to the cash which I leave at the time of my death) to pay taxes, debts, and the costs of the administration of my estate, and after the payment of the said items, my Co-Executors (Executor) are (is) authorized in their (his) sole discretion to make distribution to my devisees and legatees either in cash or in kind or in both.

C.

I hereby direct that my Co-Executors (Executor) shall have, with reference to my estate, all of the powers during the administration of my estate as are granted to trustees under the Mississippi Uniform Trustees' Powers Law, more specifically §§ 91-9-101 thru 91-9-119, Miss. Code Ann. (1972), in addition to all inherent, implied and statutory powers of an executor, and without in any manner limiting or restricting such powers.

. D.

I hereby authorize my Co-Executors (Executor) to acquire any necessary cemetery lot or lots for my burial and any appropriate marker for my grave, the expense of such to be paid for out of my estate.

E.

I direct that all estate taxes that become payable as a result of my death be paid from my residuary estate.

ITEM II.

I give and
bequeath the
following cash

bequests:

A.

The sum of Twenty-Five Thousand Dollars
(\$25,000.00) to my son, WILLIAM HOWARD
MORRIS, JR.

B.

The sum of Twenty-Five Thousand Dollars
(\$25,000.00) to my son, ROBERT FRANK MORRIS.

C.

The sum of Twenty-Five Thousand Dollars
(\$25,000.00) to my daughter, SARAH BUIE
MORRIS.

D.

The sum of Seventh-Five Thousand Dollars
(\$75,000.00) to my son, JOSEPH LOWRY MORRIS.

The larger bequest under this Item II of my Will to my son, Joseph Lowry Morris, is in appreciation for the special care and attention that he has provided to me. It is not intended to show any preference for him over my other children, all of whom I am very proud and love very much.

ITEM III.

I give, devise and
bequeath my resi-
duary estate, being

all of my other property and estate of every kind and character and wheresoever situated, whether real, personal or mixed, to my children, WILLIAM HOWARD MORRIS, JR., ROBERT FRANK MORRIS, SARAH BUIE MORRIS, and JOSEPH LOWRY MORRIS, share and share alike, the children of a deceased child taking per stirpes the share to which their deceased parent would have been entitled had he or she survived me.

IN WITNESS WHEREOF, I have hereunto set my hand on this, the 23 day of November, 1994.

William Howard Morris
WILLIAM HOWARD MORRIS

WITNESSES:

Annie Lee Walker
ANNIE LEE WALKER
W. M. McDonald Nichols
W. McDONALD NICHOLS

ATTESTATION

We, the undersigned subscribing witnesses to the within and foregoing Last Will and Testament of WILLIAM HOWARD MORRIS, do hereby acknowledge and attest that the same was exhibited to us by the said William Howard Morris as his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that at his request and in his presence and in the presence of each other, we signed the same as subscribing witnesses thereto.

This the 23rd day of November, 1994.

Annie Lee Walker
 ANNIE LEE WALKER
 337 Leron Avenue
 Jackson, MS 39206

W. McDonald Nichols
 W. McDONALD NICHOLS
 172 St. Andrews Drive
 Jackson, MS 39211

Page 6.

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1 day of June, 1995, at 2:00 o'clock P.M., and was duly recorded on the June 1, 1995, Book No. 28, Page 144.



STEVE DUNCAN, CHANCERY CLERK

BY: K. Gregory D.C.

FILED

JUN 01 1995

AT 2:00 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI *Loewis Lee*

IN RE: WILL AND ESTATE OF
WILLIAM HOWARD MORRIS

NO. 95-323

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, ANNIE LEE WALKER, who being by me first duly sworn, on oath stated:

That she is an adult resident citizen of Jackson, Mississippi, and that she knew William Howard Morris, Deceased, who departed this life on May 25, 1995; and

That the attached document entitled "LAST WILL AND TESTAMENT OF WILLIAM HOWARD MORRIS" dated November 23, 1994, was exhibited by the said William Howard Morris to affiant and W. McDonald Nichols as his Last Will and Testament and was signed by him on the 23rd day of November, 1994, in the presence of affiant and W. McDonald Nichols, declaring the same to be his Last Will and Testament, and at his request and in his presence and in the presence of each other, the affiant and W. McDonald Nichols signed the same as witnesses; and

That the signature of the said William Howard Morris is his genuine signature and the signatures of the affiant and W. McDonald Nichols are their genuine signatures; and

That the said William Howard Morris was on the 23rd day of November, 1994, of sound and disposing mind and memory and was over the age of eighteen (18) years.

Annie Lee Walker
ANNIE LEE WALKER

SWORN TO AND SUBSCRIBED before me, this the 30th day of May, 1995.

Andrea W. Summer
Notary Public

My commission expires:

7-8-96

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1 day of June, 1995, at 2:00 o'clock P.M., and was duly recorded on the June 1, 1995, Book No. 28, Page 150.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.



FILED

JUN 07 1995

AT 8:40 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

Last Will and Testament *By: Karen Fipp, 2*

OF

JOHN PERVY TANKESLY

I, JOHN PERVY TANKESLY, an adult resident citizen of Madison County, State of Mississippi, residing at 162 Kaye Street, Madison, Mississippi, 39110, do make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ITEM I.

I hereby nominate and appoint as Executrix of my estate LANDRA TANKESLY DRAPER and if she may be unable to serve, then in that event I appoint as Alternate Executor, Stephen W. Draper and in either event, I waive all bond, inventory, accounting or appraisals in so far as I am legally entitled to waive same.

ITEM II.

I will, devise, and bequeath all my property both real and personal to my daughter, Landra Tankesly Draper, per stirpes.

H.R.
DF
(his mark)

JOHN PERVY TANKESLY

It is my desire that my attorney, Marc K. McKay, of 665 Hwy. 51, Suite A, Ridgeland, MS 39157, being familiar with my personal affairs and with my wishes relative to the disposition of my estate, be the attorney of my estate.

WITNESS MY SIGNATURE this 11th day of March, 1995.

(His mark) J.P.

JOHN PERVY TANKESLY

WITNESSES:

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

Norman Ratliff
NAME

Rose Frank
NAME

4765 Kings Hwy.
STREET ADDRESS

P.O. Box 9203
STREET ADDRESS

Jackson, Ms. 39206
CITY, STATE, ZIP

Jackson MS 39206
CITY, STATE, ZIP



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7 day of June, 1995, at 8:40 o'clock A M., and was duly recorded on the June 7, 1995, Book No. 28, Page 152.

STEVE DUNCAN, CHANCERY CLERK

BY: K. Gregory D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF JOHN PERVY TANKESLY

NO. 95 329

MADISON COUNTY, MS

AFFIDAVIT OF SUBSCRIBING WITNESSES
FILED

JUN 07 1995

STATE OF MISSISSIPPI

COUNTY OF MADISON

AT 8:40 O'CLOCK A. M
STEVE DUNCAN, CHANCERY CLERK
By: Karen Supp, D.C.

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Rose Franklin EW, and Norman Rattiff and who being by me first duly sworn according to the law, say on oath:

(1) That the affiants are the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of JOHN PERVY TANKESLY, deceased, who was personally known to the affiants, and whose signature is affixed to the Last Will and Testament, dated the 11th day of March, 1995.

(2) That on the 11th day of March, 1995, the said JOHN PERVY TANKESLY, signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of the affiants and in the presence of each other as subscribing witnesses to the instrument.

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

(4) That the affiants, together subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said JOHN PERVY, TANKESLY and in the presence of each other.

K. Frank PO

Norman Ratliff

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

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:
My Commission Expires August 22, 1996



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7 day of June, 1995, at 8:40 o'clock A M., and was duly recorded on the June 7, 1995, Book No. 28, Page 154.

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

MADISON COUNTY, MS

FILED

JUN 15 1995

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

M. Luckey

LAST WILL AND TESTAMENT

OF

95-346

THELMA WEEKS CURTIS

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned, THELMA WEEKS CURTIS, a Widow, of the City of Jackson, First Judicial District of Hinds County, Mississippi, being of sound and disposing mind and memory, and being over the age of 21 years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all previous wills made by me.

FIRST: It is my will that all of my just debts and funeral expenses be promptly paid out of the principal of my estate.

SECOND: I hereby give, devise and bequeath all the rest, residue and remainder of my estate of whatever location or description, or over which I have power of disposition, or any interest, unto my two children, Jobe N. Curtis and Pat H. Curtis, share and share alike.

However, if either Jobe N. Curtis or Pat H. Curtis be not living at the time of my death, then I hereby give, devise and bequeath all of my said property to the survivor of them.

THIRD: I hereby appoint, constitute and nominate my said son, Jobe N. Curtis, if living at the time of my death, but if he be dead, then my son, Pat H. Curtis, as Executor of this my Last Will and Testament, without the necessity of making bond, or reporting to any court whatsoever.

WITNESS MY SIGNATURE, This the 8th day of February, 1968.

Thelma Weeks Curtis
Thelma Weeks Curtis

WITNESSES:

Bert Crisler

Bert Crisler

Eva Sartoris

Eva Sartoris

PAGE ONE OF WILL

On this the 8th day of February, 1968, we, the undersigned witnesses to the above and foregoing Last Will and Testament of Thelma Weeks Curtis, a widow, hereby certify that we and each of us signed the said Last Will and Testament as witnesses thereto at the request and in the presence of the Testator, Thelma Weeks Curtis, and that each of us saw the said Thelma Weeks Curtis sign the same and at that time the said Thelma Weeks Curtis and the undersigned witnesses thereto signed said Last Will and Testament at and in the presence of each other, and that the said Thelma Weeks Curtis declared the same to be her Last Will and Testament and that the said Testator was over the age of 21 years and of sound and disposing mind and memory.

WITNESSES:

Bert Crisler
Bert Crisler

Eva Sartoris
Eva Sartoris

PAGE TWO OF WILL



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15th day of June, 1995, at 9:00 o'clock A M., and was duly recorded on the June 15, 1995, Book No. 28, Page 156.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
THELMA WEEKS CURTIS, DECEASED

P- 95-346

MADISON COUNTY, MS

FILED

JUN 15 1995

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

M Luckie

STATE OF MISSISSIPPI

COUNTY OF HINDS

AFFIDAVIT

THIS DAY personally appeared before me, the undersigned authority in and for the aforesaid county and state, Richard Crisler, who, having been first duly sworn, deposes and states as follows:

I am Richard Crisler. I live at 1022 Cedar Hill Drive, Jackson, Hinds County, Mississippi 39211. Bert Crisler was my father. Prior to his death, my father was a member of the Bar of the State of Mississippi and engaged in the general practice of law in Jackson, Hinds County, Mississippi. I am very familiar with my father's handwriting and signature, having viewed both on numerous occasions on documents and other writings in his office and home. I have reviewed a copy of a certain writing entitled "Last Will and Testament of Thelma Weeks Curtis" dated February 8, 1968, a copy of which is annexed to this Affidavit as Exhibit "A" and fully incorporated herein by reference. The signature of Bert Crisler as a subscribing witness on the said Last Will and Testament of Thelma Weeks Curtis dated February 8, 1968, is in fact the true signature of my father.

Further affiant sayeth not

Richard Crisler
RICHARD CRISLER

SWORN TO AND SUBSCRIBED before me this the 9th day of June,
1995.

Cordelia J. Byrd
NOTARY PUBLIC

MY COMMISSION EXPIRES:

June 12, 1997
(Notary Seal Required)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15th day
of June, 1995, at 9:00 o'clock A.M., and was duly recorded
on the June 15, 1995, Book No. 28, Page 158.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
THELMA WEEKS CURTIS, DECEASED

P- 95-344
MADISON COUNTY, MS

FILED

JUN 15 1995

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

M. Luckett

STATE OF MISSISSIPPI
COUNTY OF HINDS

AFFIDAVIT

THIS DAY personally appeared before me, the undersigned authority in and for the aforesaid county and state, James M. Sparrow, who, having been first duly sworn, deposes and states as follows:

I am a Certified Public Accountant and engage in the practice of public accounting in Jackson, Hinds County, Mississippi. My business address is 4516 Office Park Drive, Jackson, Mississippi. I was acquainted with the decedent, Thelma Weeks Curtis. Prior to her death, Mrs. Curtis retained me to perform certain accounting services, including, without limitation, the preparation of her federal and state income tax returns. In doing so, I had the occasion to review certain documents and other writings which contained either Mrs. Curtis' handwriting or signature, or both. I have retained certain of Mrs. Curtis' documents in my files, and I reviewed a sample of these writings in order to give this Affidavit. I have also reviewed a copy of a certain writing entitled "Last Will and Testament of Thelma Weeks Curtis" dated February 8, 1968, a copy of which is annexed to this Affidavit as

Exhibit "A" and fully incorporated herein by reference. In my opinion, the signature of Thelma Weeks Curtis on the documents and writings in my files is the same as the signature of the Testatrix on the Last Will and Testament of Thelma Weeks Curtis dated February 8, 1968.

Further affiant sayeth not


JAMES M. SPARROW

SWORN TO AND SUBSCRIBED before me this the 2nd day of June, 1995.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

8-31-1997
(Notary Seal Required)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15th day of June, 1995, at 9:00 o'clock A M., and was duly recorded on the June 15, 1995, Book No. 28, Page 160.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

STATE OF MISSISSIPPI
COUNTY OF MADISON

MADISON COUNTY, MS
FILED

JUN 15 1995

AT 4.15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
M. Lacey

LAST WILL AND TESTAMENT
OF
CHARLES J. BOYD

I, Charles J. Boyd, 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 all former wills and codicils thereto heretofore made by me.

ITEM ONE

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

ITEM TWO

The certificate of deposit which I have at Trustmark National Bank in Canton, Mississippi, originally issued October 26, 1987, and renewals thereof, I hereby give and bequeath 75% to my brother, Ulric G. Boyd or his wife Martha Shepherd Boyd, 605 Barfield Street, Canton, Mississippi 39046, and 25% to my sister, Grace B. Davis, Route 2, Box 220, Canton, Mississippi.

ITEM THREE

I give, devise and bequeath to my brother, Ulric G. Boyd and his wife Martha Shepherd Boyd, 605 Barfield Street, Canton, Mississippi, the following:

Proceeds of my Government Life Insurance Policy Number V14052463, in the amount of \$5,000.00.

ITEM FOUR

I give, devise and bequeath to my sister and her husband, Grace Boyd Davis and Charles E. Davis, Route 2, Box 220, Canton, Mississippi, the following described property which I own in Madison County, Mississippi,

C. J. B.

to-wit:

A tract of land containing in all 96.6 acres, more or less, in the SE $\frac{1}{4}$ of Section 23, Township 9 North, Range 4 East, and being more particularly described as beginning at a point that is 8.75 chains west of the southeast corner of the SE $\frac{1}{4}$ of said Section 23, and from said point of beginning, run thence west for 22.59 chains to the center of public road, thence running in a northwesterly direction along said public road, north 41°02' west for 1.85 chains, north 16°27' west for 6.52 chains; thence running north 33°50' east for 7.70 chains, thence running north 12°25' east for 6.35 chains, thence running along the meanderings of a ditch in the northwesterly direction whose center is south 82°13' west for 1.70 chains, north 56°00' west for 3.49 chains, north 55°30' west for 2.66 chains, north 44°15' west for 5.62 chains, north 66°35' west for 1.00 chains to the west line of the SE $\frac{1}{4}$ of Section 23, thence running north for 12.80 chains, thence running east for 31.35 chains, thence running south for 40.0 chains to the point of beginning, less and except 3.10 acres in the railroad right of way, and subject to the gas line right of way which crosses this tract in a northeasterly direction; and containing in all 96.60 acres, more or less, and all being situated in the SE $\frac{1}{4}$ of Section 23, Township 9 North, Range 4 East, Madison County, Mississippi, as recorded in book 85 at page 311 of records in the Chancery Clerk's office of Madison County, Mississippi.

ITEM FIVE

I give, devise and bequeath to my niece, Zella Grace Buntyn, the Cemetery lots numbered 58 and 59, situated in the public cemetery in Canton, Mississippi, which are more particularly described in book 78 at page 449 and in book 40 at page 97 of records in the office of the Chancery Clerk, Madison County, Mississippi.

ITEM SIX

I give and bequeath to my niece, Zella Grace Buntyn, the remaining balance in my checking account #330-330-2 at Trustmark National Bank in Canton, Mississippi.

ITEM SEVEN

I give, devise and bequeath unto my sister, Grace Boyd Davis, and unto my brother, Ulric G. Boyd, share and share alike, my interest in all oil, gas and other minerals retained by me in Warranty Deed to the Pearl River Valley Water Supply District, which is recorded in book 85 at page 97 in the office of the Chancery Clerk, Madison County, Mississippi, which said deed conveys



the following described property:

All that part of Section 25 lying south and west of center line of Canton and Ratliff Ferry Road and west of Pearl River, except two acres of land belonging, or which belonged, to Pearl River Valley Lumber Company or its grantees, and any, adjoining the Ratliff Ferry Landing;

All that part of Section 26 lying south and east of the Natchez Trace;

all in Township 9 North, Range 4 East, Madison County, Mississippi. and containing in all 312 acres, more or less.

ITEM EIGHT

In the event that Grace Boyd Davis or Ulric G. Boyd, or either of them, shall not survive me, the share or shares of said deceased party or parties under this Will is hereby willed, devised and bequeathed to the issue of such deceased party or parties, per stirpes.

ITEM NINE

I give, devise and bequeath all of the rest and residue of my property, of whatsoever kind or character and wheresoever situated, to Grace Boyd Davis and Ulric G. Boyd, my said sister and brother, share and share alike.

ITEM TEN

I hereby nominate, appoint and constitute Zella Grace Buntyn, my niece, as Executrix of this my Last Will and Testament. My said executrix 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 limitation whatsoever, and without surety bond. I hereby waive the necessity of having a formal appraisal of my estate.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 23rd day of November 1987.

Witnesses:

Nancy B. Taylor
Betty [unclear]

Charles J. Boyd
Charles J. Boyd

[Signature]

The foregoing three (3) pages, constituting the LAST WILL AND TESTAMENT OF CHARLES J. BOYD, was on the day and year shown above, signed, published and declared by the said CHARLES J. BOYD to be his Last Will and Testament, and signed in our presence; and we, at his request, have subscribed our names hereto as witnesses thereto, in his presence and in the presence of each other.

WITNESSES:

Nancy B. Taylor
Address: 736 Grand St.
Canton ms. 39046

Edith Taylor
Address: 838 E. Columbus
Canton Miss 39046



ADDENDUM
TO
LAST WILL AND TESTAMENT OF CHARLES J. BOYD

1. Notify the Commanding Officer, Keesler Air Force Base, Mississippi, of my death as quickly as possible:
M/Sgt. Charles J. Boyd AF34000555, SSN 426-14-1544

Retirement Orders: Department of the Air Force, Washington, D.C.
SO AB-225, Dated and effective March 31, 1962
Signed by Curtis Lemay, Chief of Staff

2. Notify the Veterans Administration, Jackson, Mississippi, of my death:
Telephone 362-4471
Charles J. Boyd, C-5591356, SSN 426-14-1544

3. Notify the Social Security Administration of my death:
Charles J. Boyd, SSN 426-14-1544

4. Have Davidson Marble & Granite Works, Canton, Mississippi, put the date of death of gravestone purchased from them. Agreement is located in Bank deposit box #81, Trustmark National Bank, Canton, Mississippi.

5. Get in touch with Veterans Administration with reference to paying part of funeral costs. Contact Veterans Administration, Jackson, Mississippi.

6. Have Madison County Co-op of Canton, Mississippi, pay in full on value of seven (7) shares. They are paying interest on \$160.00 in June of each year.

7. My war medals, framed pictures, and service data I give to my niece, Zella Grace Buntyn.

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 15 day of June, 1995, at 4:15 o'clock P M., and was duly recorded on the June 15, 1995, Book No 28, Page 162.

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

CFB

FILED

JUN 15 1995

CODICIL

AT 4:15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

M Tucker
County,

I, Charles J. Boyd, a resident of Canton, Madison
Mississippi, declare this to be the first codicil to the last will and
testament executed by me on November 23, 1987.

I herewith amend the bequest made in Item Four of my said last will
to read as follows:

ITEM FOUR

I give, devise and bequeath to my sister and her husband, Grace
Boyd Davis and Charles E. Davis, 1032 Ratliff Ferry Road, Canton,
Mississippi, for their life, the property described in Item Four of my
last will and testament and located in the SE 1/4 of Section 23, Township
9 North, Range 4 East of Madison County, Mississippi, containing in all
96.60 acres, more or less, which I own. Upon the death of both, Grace
Boyd Davis and Charles E. Davis, the property is hereby willed, devised
and bequeathed to Jimmy D. Davis, Zella Davis Buntyn, Billy B. Davis and
Betty Davis Blaine, share and share alike. In the event that Jimmy D.
Davis, Zella Davis Buntyn, Billy B. Davis or Betty Davis Blaine, any one
or all, shall pre-decease Grace Boyd Davis and Charles E. Davis, the
share or shares of said deceased party or parties, under this codicil,
is hereby willed, devised and bequeathed to the issue of such deceased
party or parties, per stirpes.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the

17th day of January 1995.

Charles J. Boyd
Charles J. Boyd

Witnesses:

Pamela S. Tucker
Address: Rt. 4 Box 308A
Carthage, MS 39051

Diann Wealey
Address: 1007 Old Jxn Rd
Canton MS 39046

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15 day
of June, 1995, at 4:15 o'clock P M., and was duly recorded
on the June 15, 1995, Book No. 28, Page 167.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

MADISON COUNTY, MS

IN THE MATTER OF THE ESTATE

FILED

OF

JUN 15 1995

CIVIL ACTION NO. 95348

CHARLES J. BOYD
DECEASED

AT 4 15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
M Tucker

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

This day personally appeared before me, the undersigned authority at law in and for the state and county aforesaid, the within named Dianne Wesley, 1007 Old Jackson Road, Canton, Mississippi 39046, who being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Codicil to the Last Will and Testament of Charles J. Boyd, deceased, who was personally known to the affiant, and whose signature is affixed to the said Codicil dated January 17, 1995, a true and correct copy of said Codicil which is attached hereto as an Exhibit.

(2) That on the 17th day of January, 1995, the said Charles J. Boyd, signed, published and declared the instrument of writing as his Codicil to his Last Will and Testament, in the presence of this affiant and in the presence of Pamela S. Tucker the other subscribing witness to the instrument.

(3) That Charles J. Boyd, 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 Pamela S. Tucker 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 Charles J. Boyd, and in the presence of each other.

Dianne Wesley
DIANNE WESLEY

SWORN TO AND SUBSCRIBED before me, this the 15th day of June, 1995.

Jean Middleton
NOTARY PUBLIC

MY COMMISSION EXPIRES:



c:\wp51\mlam\boyd\affidavit.wes



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 15 day of June, 1995, at 4:15 o'clock P M., and was duly recorded on the June 15, 1995, Book No. 28, Page 168.
STEVE DUNCAN, CHANCERY CLERK BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF **MADISON COUNTY, MS**

OF

FILED

CIVIL ACTION NO. 95-348

CHARLES J. BOYD
DECEASED

JUN 15 1995

AT 4:15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
M. Rucker
AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

This day personally appeared before me, the undersigned authority at law in and for the state and county aforesaid, the within named Nancy B. Taylor, 736 Grand Street, Canton, Mississippi 39046, who being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Charles J. Boyd, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 23rd day of November, 1987, a true and correct copy of which is attached hereto as an Exhibit.

(2) That on the 23rd day of November, 1987, the said Charles J. Boyd, signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Betty Irby the other subscribing witness to the instrument.

(3) That Charles J. Boyd, 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 Betty Irby 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 Charles J. Boyd, and in the presence of each other.

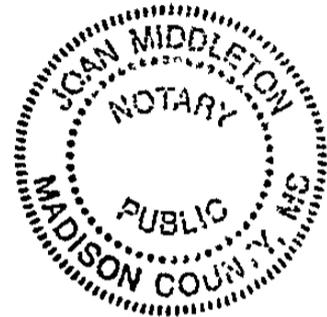
Nancy B. Taylor
NANCY B. TAYLOR

SWORN TO AND SUBSCRIBED before me, this the 15th day of June, 1995.

Jean Middleton
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Notary Public State of Mississippi As Ltrge
My Commission Expires January 30, 1993
ENCLOSURE TO PUBLIC AFFIDAVIT, INC.



c:\wp51\milan\boyd\affidavit.tay



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15 day of June, 1995 at 4:15 o'clock P M., and was duly recorded on the June 15, 1995, Book No. 28, Page 170.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

Last Will and Testament

#95-353

MADISON COUNTY, MS
FILED

OF

JUN 16 1995

JOHN D. "JACK" HUMMEL

AT 8:35 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By: Karen Fupp, D.C.

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

ITEM I.

I hereby nominate, appoint and designate my wife, Marion E. Hummel, and Trustmark National Bank, Jackson, Mississippi, as co-Executors (hereinafter sometimes referred to as "Executor") of this my Last Will and Testament; or if my wife shall predecease me or be unable or unwilling to serve in said capacity, then I nominate and appoint Trustmark National Bank as sole Executor of this my Last Will and Testament. I do hereby waive the necessity of my Executor entering into any bond as such, and I waive the necessity of any accounting, inventory, or formal appraisal of my estate. I do hereby grant my Executor all the powers set forth in Section 91-9-101 to 91-9-119 of the Mississippi Code of 1972, as amended, and any others that may be granted by law.

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


JOHN D. HUMMEL

ITEM II.

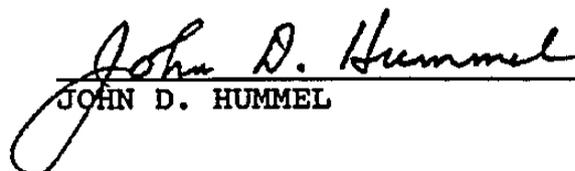
I hereby direct that all my funeral expenses and all of my just debts which may be probated, registered and allowed against my estate be paid as soon after my death as can conveniently be done out of the principal of that portion of my Residuary Estate which is not included in the share qualifying for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

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

It is my intention, however, that nothing in this Item of my Will should be construed as creating an express Trust or fund for the payment of debts and expenses, which would in any way extend the normal statute of limitations for the payment of my debts or enlarge upon my statutory duty to pay debts.

ITEM III.

I direct that my Executor pay out of that portion of my Residuary Estate which is not included in the gift qualifying for the Marital Deduction, without apportionment, all estate, inheritance, succession and other taxes, together with any interest or penalty thereon, (but not including any taxes imposed on generation-skipping transfers under the Federal tax laws) assessed by reason of my death and imposed by the government of the United States, or any state or territory thereof, or by any


JOHN D. HUMMEL

foreign government or political subdivision thereof, in respect of all property required to be included in my gross estate for estate or like tax purposes by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a power of appointment, without contribution by any recipient of any such property.

ITEM IV.

I give and bequeath, in fee, all of my personal and household effects of every kind held for personal use at the time of my death, including, but not limited to, furniture, furnishings, rugs, pictures, books, silverware, linen, china, glassware, objects of art, wearing apparel, jewelry and automobiles (but excluding cash on hand or on deposit, securities, choses in action or other intangibles), to my wife, Marion E. Hummel, if my wife survives me. If my said wife, Marion E. Hummel, does not survive me, then and in such event I give and bequeath all of said property to my children, John D. Hummel, Jr., Joan M. Hummel, Stephen F. Hummel, Peter L. Hummel and Patricia A. Hummel, to be divided among them by my Executor, in my Executor's absolute discretion, in as nearly equal portions as may be practicable, having due regard for the preferences of my children. In the event that any of my said children shall predecease me leaving issue, then the share of such deceased child I give and bequeath to the issue of such deceased child, per stirpes. If any of my said children shall predecease me without leaving issue, then the share of such deceased child I give and bequeath to my remaining children, or to their issue, per stirpes. In the event that none of my children survive me with issue, this bequest shall lapse and shall pass as part of my Residuary Estate.

In the division into equal shares, if any of my children (or surviving issue of deceased children) shall be a


JOHN D. HUMMEL

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

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

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

ITEM V.

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


JOHN D. HUMMEL

in accordance with the terms and provisions set forth and contained in the succeeding Items of this my Last Will and Testament.

ITEM VI.

In the event that my wife, Marion E. Hummel, survives me, then and in such event, I give, devise and bequeath to my said wife, Marion E. Hummel, a sum equal to the amount by which the value of the property disposed of by this Will exceeds the aggregate of (1) the value of the property disposed of by the preceding Items of this Will (other than Item V), (2) a sum equal to the largest amount, if any, that can pass free of Federal estate tax under this Will by reason of the unified credit and the state death tax credit (provided use of the state death tax credit does not require an increase in the state death taxes paid) allowable to my estate but no other credit and after taking account of dispositions under previous Items of this Will (other than Item V) and property passing outside of this Will which do not qualify for the Marital or Charitable Deduction and after taking into account charges to principal that are not allowed as deductions in computing my Federal estate tax and (3) my debts, expenses of administration and other charges payable from principal by my Executor, including the death taxes referred to in Item III hereof, which reduce the value of property disposed of by this Will that may qualify for the Marital Deduction. I recognize that no sum may be disposed of by this Item of my Will and that the sum so disposed of may be affected by the action of my Executor in exercising certain tax elections.

For the purpose of determining the amount of this bequest, values shall be those which are finally determined for Federal estate tax purposes. Elections made by my Executor with respect to an optional valuation date and with respect to deductions for income tax purposes shall determine the aforesaid


JOHN D. HUMMEL

values and the amount of the bequest under this Item. Subject to the following requirements of this Item, this bequest may be satisfied either in cash or in kind, or both, as determined by and in the sole and absolute discretion of my Executor. This bequest shall, in all events, be satisfied exclusively by assets qualifying for the Federal estate tax Marital Deduction, based upon the fair market value thereof as of the date of distribution thereof. It is my intent that my Executor shall have the greatest discretion in the selection and determination of the values of assets to be used to satisfy this bequest allowable without disqualifying this bequest for Marital Deduction purposes under the Federal Internal Revenue Code and applicable regulations promulgated thereunder.

So long as any part of the bequest provided for by this Item shall remain unpaid, my said wife shall be entitled to receive from my Executor all of the net income of my estate.

Any such income to which my wife is entitled under the provisions of this Item shall be paid over as herein provided at such time or times as may be determined by my Executor during the settlement of my estate, but not later than at the time of the satisfaction in full of the sum provided for in this Item.

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


JOHN D. HUMMEL

specific asset or assets to which the disclaimer shall apply. The assets or the portion of the assets as to which any disclaimer is declared shall be added to and become a part of the remainder of my Residuary Estate disposed of in accordance with the provisions of Item VII hereunder.

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

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


JOHN D. HUMMEL

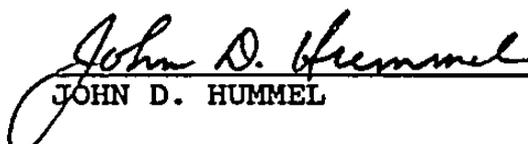
In the event my wife, Marion E. Hummel, does not survive me, then and in such event the property passing under this Item shall pass as part of the remainder of my Residuary Estate.

ITEM VII.

I direct that, after satisfying all of the bequests and devises hereinabove set out and after the payment or provision for the payment of all administration expenses and all death taxes as directed in the preceding Items, my Executor shall deliver and convey all of the remainder of my aforesaid Residuary Estate wheresoever situated, including all lapsed legacies and devises (but expressly excluding any property over or concerning which I may have any power of appointment), to Trustmark National Bank, Jackson, Mississippi, as Trustee, in trust for the use and purposes hereinafter set forth and I direct that such remainder of my Residuary Estate (hereinafter referred to sometimes as my Trust Estate) so passing to my Trustee shall be administered and disposed of upon the following terms and conditions:

A. This Trust shall be known as The Jack and Marion Hummel Family Trust.

B. I direct that during the lifetime of my wife, the Trustee shall pay to my wife the net income derived from the Trust Estate and said net income shall be paid to my wife in monthly or quarterly installments. Additionally, the Trustee shall pay to my wife, or for my said wife's benefit, such amount or amounts of the principal of the Trust Estate as the Trustee may, from time to time in the Trustee's sole discretion deem necessary or advisable for my said wife's health, support, maintenance and education. Such health, support, maintenance and education shall include, but not be limited to, medical, surgical, hospital and other institutional care, as well as education, having in mind the standard of living to which my wife


JOHN D. HUMMEL

has been accustomed and the income or principal that may be available to my wife from other sources.

C. Upon the death of my wife, or upon my death if my wife shall predecease me, the principal then consisting of my Trust Estate shall be apportioned in equal shares to such of my children as shall then be living (a living child hereinafter sometimes referred to as a "beneficiary") and to the living issue per stirpes of such of my children as shall be dead with issue then living -- such issue representing his or her parents; and I direct that the several equal shares shall be administered and disposed of as follows:

1. Upon the creation of the separate share for the primary benefit of a child of mine, the Trustee shall immediately pay and distribute such share to such child.

2. If a separate share shall be created for the primary benefit of the issue of a deceased beneficiary, then, upon the creation of such share, the Trustee shall pay and distribute the same to such lawful issue, per stirpes; provided, however, that if under this provision any portion of the principal of the Trust shall become payable to the issue of a deceased beneficiary who is then less than twenty-one (21) years of age, such portion shall immediately vest in such issue, but the distribution thereof shall be postponed by the Trustee until such issue attains the age of twenty-one (21) years, and in the meantime the Trustee shall pay as much of the net income and/or principal of such portion as the Trustee shall deem necessary or proper in the Trustee's sole discretion to or for the benefit of such issue for his or her health, support, maintenance and education; if such issue shall die before attaining the age of twenty-one (21) years, the principal together with any accumulated and undistributed income, shall be paid over to the estate of such issue. The authority conferred upon the Trustee


JOHN D. HUMMEL

by this subparagraph shall be construed as a power only and shall not operate to suspend the absolute ownership of such property by such issue or to prevent the absolute vesting thereof in such issue.

D. In the event that prior to the time the Trust Estate (and all remaining shares thereof) terminates, my wife and all of my issue should die, then, at the death of the last of them, the then remaining Trust Estate shall be distributed as follows: one-half (1/2) of the Trust Estate shall be distributed to St. Peter's Cathedral, Jackson, Mississippi and one-half (1/2) to St. Louis University High School, St. Louis, Missouri, to be used for scholarships.

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

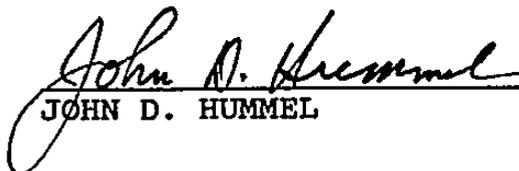
- (i) directly to such beneficiary;
- (ii) to the legal or natural guardian or the legally appointed conservator of such beneficiary;
- (iii) to an apparently qualified individual or bank who, in taking the same "as custodian for" such person under the appropriate state's "Uniform Gifts to Minors Act", indicates that such sum or property shall be treated in all respects as "custodial property" for the benefit of such person in accordance with the provisions of the Uniform Gifts to Minors Act


JOHN D. HUMMEL

- of such state (whether or not such Act permits custodial property of such an origin);
- (iv) to some relative or friend for the health, support, maintenance and education of such beneficiary;
 - (v) by the Trustee, using such amounts directly for such beneficiary's health, support, maintenance and education, or for any other proper purpose under this Trust;
 - (vi) the making of a deposit into a bank, savings and loan association, brokerage, or other similar account in the sole name of the beneficiary.

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

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


JOHN D. HUMMEL

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

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

ITEM VIII.

I hereby grant to my Executor and also to the Trustee of each Trust established hereunder (including any substitute or successor-Executor or Trustee or Ancillary Trustee) the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate or in any Trust, as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with my Executor or any Trustee hereunder shall be required to inquire into the propriety of any of their actions. I expressly confer upon my Executor and any Trustee hereunder the specific powers set forth in Section 91-9-101 through Section 91-9-119 of the Mississippi Code of 1972, as now enacted or hereinafter amended, same as herein modified. Without limiting the generality of the foregoing, I hereby grant to my Executor, and to any Trustee


JOHN D. HUMMEL

hereunder, the following specific powers and authority in addition to and not in substitution of powers conferred by law:

1. To compromise, settle or adjust any claim or demand by or against my estate or any Trust and to agree to any rescission or modification of any contract or agreement.

2. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, and to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor or Trustee may presume that I have confidence in the securities owned by me at the time of my death, and, therefore, no sale thereof shall be made solely in order to diversify investments.

3. To retain such property for any period, whether or not the same be of the character permissible for investments by fiduciaries under any applicable law, and without regard to any effect the retention may have upon the diversification of investments.

4. To sell, transfer, exchange, convert or otherwise dispose of, or grant options with respect to any security or property, real or personal, held in my estate or any Trust fund, at public or private sale, with or without security, in such manner, at such time or times, for such purposes, for such prices and upon such terms, credits and conditions as the Trustee may deem advisable.

5. To invest and reinvest in common stocks, preferred stocks, bonds, options, securities and other property, real or personal, foreign or domestic, whether or not such investments be of the character permissible for investments by fiduciaries under any applicable law, and without regard to the effect any such investment or reinvestment may have upon the diversity of the investments.


JOHN D. HUMMEL

6. To render liquid my estate or any Trust created hereunder, in whole or in part at any time, or from time to time, and hold cash or readily marketable securities of little or no yield for such period as the Trustee may deem advisable.

7. To lease any such property beyond the period fixed by statute for leases made by a Trustee and beyond the duration of the Trust Estate or any Trust created hereunder.

8. To join in or become a party to, or to oppose, any reorganization, readjustment, recapitalization, foreclosure, merger, voting trust, dissolution, consolidation or exchange, and to deposit any securities with any committee, depository or trustee, and to pay any and all fees, expenses and assessments incurred in connection therewith, and to charge the same to principal; to exercise conversion, subscription or other rights, and to make any necessary payments in connection therewith, or to sell any such privileges.

9. To vote in person at meetings of stock or security holders, or any adjournment of such meetings, or to vote by general or limited proxy with respect to any such shares of stock or other securities held by the Trustee.

10. To hold securities in the name of a nominee without indicating the Trust character of such holding, or unregistered, or in such form as will pass by delivery.

11. To pay, compromise, compound, adjust, submit to arbitration, sell or release any claims or demands of the Trust Estate, or any Trust created hereunder, against others or of others against the same as the Trustee may deem advisable, including the acceptance of deeds of real property in satisfaction of bonds and mortgages, and to make any payments in connection therewith which the Trustee may deem advisable.

12. To borrow money for any purpose from any source including the Trustee or any other fiduciary at any time acting

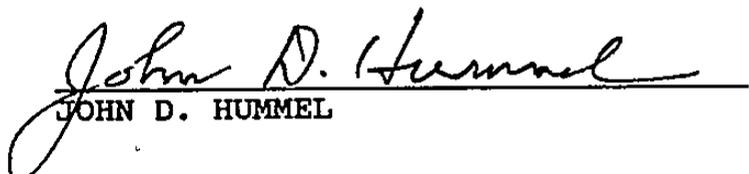

JOHN D. HUMMEL

hereunder, and to secure the repayment of any and all amounts so borrowed by mortgage or pledge of any property.

13. To possess, manage, insure against loss by fire or other casualties, develop, subdivide, control, partition, mortgage, lease or otherwise deal with any and all real property; to satisfy and discharge or extend the term of any mortgage thereon; to execute the necessary instruments and covenants to effectuate the foregoing powers, including the giving or granting of options in connection therewith; to make improvements, structural or otherwise, or abandon the same if deemed to be worthless or not of sufficient value to warrant keeping or protecting; to abstain from the payment of taxes, water rents, assessments, repairs, maintenance and upkeep of the same; to permit to be lost by tax sale or other proceeding or to convey the same for a nominal consideration or without consideration; to set up appropriate reserves out of income for repairs, modernization and upkeep of buildings, including reserves for depreciation and obsolescence, and to add such reserves to principal, and, if the income from the property itself should not suffice for such purposes, to advance out of other income any sum needed therefor, and, except in the case of a Trust for which the Marital Deduction is allowable in determining the Federal estate tax payable by the Settlor's estate, to advance any income of the Trust for the amortization of any mortgage on property held in the Trust.

14. To make distribution of the Trust Estate or of the principal of any Trust created hereunder in kind, and to cause any share to be composed of cash, property or undivided fractional shares in property different in kind from any other share.

15. To execute and deliver any and all instruments in writing which the Trustee may deem advisable to carry out any of


JOHN D. HUMMEL

the foregoing powers. No party to any such instrument in writing signed by the Trustee shall be obliged to inquire into its validity.

16. To allocate in the Trustee's sole discretion, in whole or in part, to principal and income, all receipts and disbursements for which no express provision is made hereunder, which allocation shall fully protect the Trustee with respect to any action taken or payment made in reliance thereon.

17. To elect, or not elect, in the Trustee's sole and absolute discretion, to treat all or any portion of estimated tax paid by any Trust created hereunder as a payment by a beneficiary of such Trust, which election may be made pro rata among the beneficiaries or otherwise in the discretion of the Trustee, whose decision shall be conclusive and binding upon all parties in interest.

18. To invest any part or all of the principal of the Trust Estate in any common trust fund, legal or discretionary, which may be established and operated by and under the control of the Trustee.

19. To consolidate and merge any Trust or Trust Share created hereunder with any other Trust or Trust Share created by the Testator or any other person, whether inter vivos or by Last Will and Testament, if the beneficiary or beneficiaries are the same and the terms of the other Trust are substantially the same as this Trust.

ITEM IX.

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


 JOHN D. HUMMEL

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

Each Trust herein created is a private Trust, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee of each Trust herein created shall not be required to enter into any bond as Trustee, nor shall the Trustee be required to return to any court any periodic formal accounting of the Trustee's administration of said Trust, but said Trustee shall render annual accounts to the various beneficiaries of each Trust herein created. No person paying money or delivering property to the Trustee of each Trust herein created shall be required to see to its application.

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

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

ITEM X.

For all purposes of this my Last Will and Testament and the disposition of my estate hereunder, the terms "children,"


JOHN D. HUMMEL

"issue," or "descendants" shall be deemed to include persons adopted prior to attaining twenty-one (21) years of age.

ITEM XI.

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

ITEM XII.

If any beneficiary other than my wife should die simultaneously with me, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that said beneficiary shall be deemed to have predeceased me, and this Will and all of its provisions shall be construed upon that assumption.

ITEM XIII.

This Last Will and Testament consists of nineteen (19) typewritten pages, on each of which I have for greater security and identification signed my name thereto.


JOHN D. HUMMEL

IN WITNESS WHEREOF, I have hereunto subscribed my name
this the 16th day of OCT, 1992.

John D. Hummel
JOHN D. HUMMEL

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

WITNESSES:

Erik Heavon
NAME
633 N State St, Suite 607
ADDRESS
Jackson MS 39202-3306

Joann Neal
NAME
1615 Hazel
ADDRESS
Jackson, MS 39202

Pamela Walker
NAME
806 Oakwood Street
ADDRESS
Jackson, MS 39202

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16th day
of June, 1995, at 8:35 o'clock A.M., and was duly recorded
on the June 16, 1995, Book No. 28, Page 172

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill DC



AFFIDAVIT OF SUBSCRIBING WITNESS

FILED

JUN 16 1995

STATE OF MISSISSIPPI

AT 8:35 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill D.C.

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for said county and state, Pamela Prather, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of John D. "Jack" Hummel, of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said John D. "Jack" Hummel signed, published and declared said instrument as his Last Will and Testament on October 26, 1992, in the presence of this affiant and in the presence of Joann Neal and Erik Hearon, the other subscribing witnesses, that said Testator was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that she and the said Joann Neal and Erik Hearon 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 Testator and in the presence of each other.

Pamela Prather

Pamela Prather

Address of Witness:

806 Oakwood Street
Jackson, Mississippi 39202

Sworn to and subscribed before me this, the 7th day of June, 1995.

Mary J. Griffin
NOTARY PUBLIC

My Commission Expires:

My Commission Expires December 14, 1996

(Affix official seal)

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STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16th day of June, 1995, at 8:35 o'clock A M., and was duly recorded on the June 16, 1995, Book No. 28, Page 191.

STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey Hill* D.C.

AFFIDAVIT OF SUBSCRIBING WITNESS

FILED

JUN 16 1995

STATE OF MISSISSIPPI

AT 8:35 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill, D.C.

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for said county and state, Joann Neal, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of John D. "Jack" Hummel of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said John D "Jack" Hummel signed, published and declared said instrument as his Last Will and Testament on October 26, 1992, in the presence of this affiant and in the presence of Pamela Prather and Erik Hearon, the other subscribing witnesses, that said Testator was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that she and the said Pamela Prather and Erik Hearon 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 Testator and in the presence of each other

Joann Neal
Joann Neal

Address of Witness.

1615 Hazel
Jackson, Mississippi 39202

Sworn to and subscribed before me this, the 12th day of June, 1995.

Mary J. Griffin
NOTARY PUBLIC

My Commission Expires:
My Commission Expires December 14, 1996

(Affix official seal)

111100-1/06730.96113



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16th day of June, 1995, at 8:35 o'clock A M., and was duly recorded on the June 16, 1995, Book No. 28, Page 192

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

AFFIDAVIT OF SUBSCRIBING WITNESS

FILED

JUN 16 1995

STATE OF MISSISSIPPI

AT 8:35 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill, D.C.

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for said county and state, Erik Hearon, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of John D. "Jack" Hummel, of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said John D. "Jack" Hummel signed, published and declared said instrument as his Last Will and Testament on October 26, 1992, in the presence of this affiant and in the presence of Pamela Prather and Joann Neal, the other subscribing witnesses, that said Testator was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that he and the said Pamela Prather and Joann Neal 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 Testator and in the presence of each other.

Erik Hearon

Erik Hearon

Address of Witness:

633 N. State Street, Suite 607
Jackson, Mississippi 39202

Sworn to and subscribed before me this, the 16th day of June, 1995.

Lisa Banks
NOTARY PUBLIC

My Commission Expires:

11/30/96
(Affix official seal)

111100-1A/6730.98113



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16th day of June, 1995, at 8:35 o'clock A M., and was duly recorded on the June 16, 1995, Book No. 28, Page 193.

STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey Hill* D.C.

LAST WILL AND TESTAMENT

OF

ROSIE LEE KELLY

#95-332

FILED
THIS DATE
JUN 30 1995
STEVE DUNCAN
CHANCERY CLERK
BY <i>[Signature]</i>

I, ROSIE LEE KELLY, an adult resident citizen of Madison County, State of Mississippi, do make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore make by me.

ITEM I.

I hereby nominate and appoint as Executrix of my estate CAROLYN KELLY, and if she may be unable to serve, then in that event I appoint as Alternate Executrix, CATHERINE SIMPSON, and in either event, I waive all bond, appraisal, inventory and accounting insofar as I am leagally entitled to waive same.

ITEM II.

I will, devise, and bequeath all by property, both real and personal, to my daughter, CAROLYN KELLY.

ITEM III.

In the event my daughter, CAROLYN KELLY, predeceases me, I hereby will, devise, and bequeath all my property, both real and personal, to my daughter, CATHERINE SIMPSON.

WITNESS MY SIGNATURE this the 28 day of Nov., 1994.

Rosie Lee Kelly

ROSIE LEE KELLY

WITNESS:

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

Mrs. E. Thompson
NAME

Jimmie M. Goodloe
NAME

596 Singator Street
STREET ADDRESS

658 Goodloe Rd
STREET ADDRESS

Lumberton, Ms. 39046
CITY, STATE, ZIP

Cotton, Ms. 39046
CITY, STATE, ZIP

Rosie Lee Kelly
ROSIE LEE KELLY

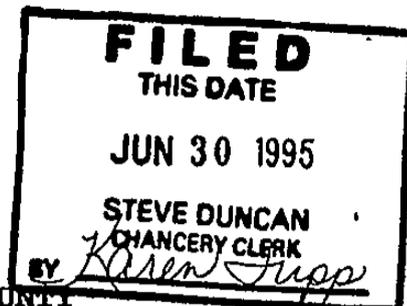
STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 30 day of June, 1995, at _____ o'clock — M., and was duly recorded on the June 30, 1995, Book No. 28, Page 194.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.





IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
ROSIE LEE KELLY, DECEASED

CIVIL ACTION FILE NO. 95332

PROOF OF WILL

COMES NOW, MOSES E. THOMPSON one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the *Last Will and Testament* of ROSIE LEE KELLY and enters her appearance herein as provided by §91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that ROSIE LEE KELLY the above named decedent, signed, published and declared said instrument to be her *Last Will and Testament* on the 28th day of November 1995, the day of the date of said instrument, in the presence of this deponent and JIMMY M. GOODLOE the other subscribing witness, and that said testatrix was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and JIMMY M. GOODLOE subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testatrix and in the presence of

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

Moses E. Thompson
MOSES E. THOMPSON

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

Janine Goodale
NOTARY PUBLIC

MY COMMISSION EXPIRES:
My Commission Expires Dec. 7, 1996

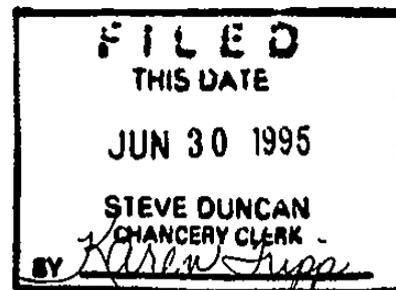
(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 30 day of June, 1995 at o'clock M., and was duly recorded on the June 30, 1995, Book No. 28, Page 196.

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



IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
ROSIE LEE KELLY, DECEASED

CIVIL ACTION FILE NO. 95332

PROOF OF WILL

COMES NOW, JIMMIE M. GOODLOE, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the *Last Will and Testament* of ROSIE LEE KELLY and enters her appearance herein as provided by §91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that ROSIE LEE KELLY the above named decedent, signed, published and declared said instrument to be her *Last Will and Testament* on the 28th day of November 1995, the day of the date of said instrument, in the presence of this deponent and MOSES E. THOMPSON the other subscribing witness, and that said testatrix was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and MOSES E. THOMPSON subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testatrix and in the presence of

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

Jimmie M. Goodloe
JIMMIE M. GOODLOE

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

M. S. [Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:
Nov. 19, 1996
(SEAL)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 30 day of June, 1995, at _____ o'clock _____ M., and was duly recorded on the June 30, 1995, Book No. 28, Page 198.

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