

MADISON COUNTY, MS

FILED

JUN 30 1995

AT 9:00 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: Stacey H. Kelly, D.C.

OF

HENRY KELLY

I, HENRY 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 ROSIE LEE KELLY, and if she may be unable to serve, then in that event I appoint as Alternate Executrix, CAROLYN KELLY, and in either event, I waive all bond, appraisal, inventory and accounting insofar as I am legally entitled to waive same.

ITEM II.

I will, devise, and bequeath all by property, both real and personal, to my wife, ROSIE LEE KELLY.

ITEM III.

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

WITNESS MY SIGNATURE this the 10 day of December, 1993.

Henry Kelly

HENRY KELLY

WITNESS:

This instrument was on the day and year shown above, signed, published and declared by HENRY KELLY 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.

Moses E. [Signature]
NAME

[Signature]
NAME

596 [Signature] St.
STREET ADDRESS

1610 E Country Lane Rd.
STREET ADDRESS

Canton, Ms 39046
CITY, STATE, ZIP

Ridgeland, Ms. 39157
CITY, STATE, ZIP

[Signature]
HENRY 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 9:00 o'clock A M., and was duly recorded on the June 30, 1995, Book No. 28, Page 200.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.



BOOK 28 PAGE 202

MADISON COUNTY, MS

FILED

JUN 30 1995

AT 9:00 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill, D.C.

IN THE CHANCERY COURT OF MADISON COUNTY

STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF

HENRY KELLY, DECEASED

CIVIL ACTION FILE NO. 95-333

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 HENRY KELLY, and enters his appearance herein as provided by §91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that HENRY KELLY, the above named decedent, signed, published and declared said instrument to be his *Last Will and Testament* on the 10th day of December 1993, the day of the date of said instrument, in the presence of this deponent and SANDFORD McLAUGHLIN the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and that he and SANDFORD McLAUGHLIN 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.

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.

Vivian Goodloe
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 9:00 o'clock A.M., and was duly recorded on the June 30, 1995, Book No. 28, Page 202.

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

BOOK

28 PAGE 204

MADISON COUNTY, MS

FILED

JUN 30 1995

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

By: Sally Hill, DC

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
HENRY KELLY, DECEASED

CIVIL ACTION FILE NO. 95-333

PROOF OF WILL

COMES NOW, SANDFORD McLAUGHLIN, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the *Last Will and Testament* of HENRY KELLY, and enters his appearance herein as provided by §91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that HENRY KELLY, the above named decedent, signed, published and declared said instrument to be his *Last Will and Testament* on the 10th day of December 1993, 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 testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and that he and MOSES E. THOMPSON 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.

[Handwritten Signature]
SANDFORD McLAUGHLIN

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 27th day of May, 1995.

[Handwritten 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 9:00 o'clock A M., and was duly recorded on the June 30, 1995, Book No. 28, Page 204.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

LAST WILL AND TESTAMENT
OF
CHARLES CALVIN ADDINGTON

STATE OF MISSISSIPPI
COUNTY OF MADISON

#95-381

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

ITEM I

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

ITEM II

I hereby give, devise and bequeath unto my wife, LANELLE A. ADDINGTON, all the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall have any power of appointment and the same shall be hers absolutely.

ITEM III

In the event that my wife predeceases me or if we die together in a common accident, I hereby give, devise and bequeath unto my son, CHARLES CALVIN ADDINGTON, III, Watergate Villas, #2-G, St. Thomas, U.S. Virgin Islands 00802, all the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall have any power of appointment and the same shall be his absolutely, per stirpes.

ITEM IV

I hereby appoint, nominate and constitute my son, CHARLES

Charles Calvin Addington
CHARLES CALVIN ADDINGTON

MADISON COUNTY, MS

FILED

JUN 30 1995

AT 12:10 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Trupp, D.C.*

CALVIN ADDINGTON, III, as Executor of this my Last Will and Testament. In the event that my son is unwilling or unable to serve as Executor, I hereby appoint, nominate and constitute my brother-in-law, ROY AINSWORTH, Route 2, Box 192, Mendenhall, Mississippi 39114, as Substitute Executor. My Executor or Substitute Executor shall have full and plenary power and authority to do and perform any act deemed by them to be for the best interest of my estate, without any limitations whatsoever, and without surety bond, and said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and re-invest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents or accountants that they may deem necessary and for the best interest of my estate and to pay unto themselves a just and reasonable compensation as Executor or Substitute Executor.

The foregoing Last Will and Testament consists of two (2) pages, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament on this the 27 day of January, 1994.

Charles Calvin Addington
CHARLES CALVIN ADDINGTON *malb*

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

Marie H. Lanes
ADDRESS: 1369 Hwy 43 S.
Canton, Ms 39046

James M. Crowl
ADDRESS: 729 Laurel Crossing Rd.
Canton, Ms 39046

malb
malb
Charles Calvin Addington
CHARLES CALVIN ADDINGTON



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 12:10 o'clock P.M., and was duly recorded on the June 30, 1995, Book No 28, Page 206.

STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey Hill* DC

JUN 30 1995

BOOK 28 PAGE 208

IN THE CHANCERY COURT OF MADISON COUNTY AT 12:10 O'CLOCK P M
STATE OF MISSISSIPPI STEVE DUNCAN, CHANCERY CLERK

IN THE MATTER OF THE ESTATE OF
CHARLES CALVIN ADDINGTON, DECEASED

CIVIL ACTION,
FILE NO. 95-381

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Marie H. Banes, a subscribing witness to a certain instrument of writing purported to be the Last Will and Testament of Charles Calvin Addington, who being duly sworn, deposed and said that the said Charles Calvin Addington, published and declared said instrument as his Last Will and Testament on the 27th day of January, 1994, the day of the date of said instrument, in the presence of this deponent and in the presence of James M. Crews, II, and that said Testator was then of sound and disposing mind and memory and more than twenty-one (21) years of age, and this deponent and James M. Crews, II subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said Testator and in the presence of said Testator and in the presence of each other on the day and year of the date of said instrument.

WITNESS MY SIGNATURE on this the 30th day of June, 1995.

Marie H. Banes
MARIE H. BANES

SWORN TO AND SUBSCRIBED BEFORE ME on this the 30th day of June, 1995.

Phyllis Y. DeLaughter
NOTARY PUBLIC

My Commission Expires 9/21/97

My Commission Expires: _____ (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 12:10 o'clock P M., and was duly recorded on the June 30, 1995, Book No. 28, Page 208.

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



FILED #95-284

September 8, 1981

JUL 07 1995

AT 4:30 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

TO WHOM IT MAY CONCERN:

By: Karen Trapp, D.C.

This is to certify that we, Wilburn Tarlson Smith and Dora Etta Smith, have made our decision as to how we want our "Will to be Executed".

If either of us dies First, then "everything" we have will be left to the "survivor". However, if the survivor dies or becomes incompetent either mentally or physically, we then want our Daughter, Wilbur Jean Smith Faulkner and her Son, James Wilburn Faulkner, to have an equal share of everything we own.

If anything happens to either of them, we then want everything to go to the survivor.

If James Wilburn is the Survivor, all cash money plus interest, must stay in the Canton Exchange Bank, in his name only, until he reaches age twenty-one (21).

If both Wilbur Jean and James Wilburn live until James Wilburn is twenty-one (21) years old, they can sell or divide the property Equally between them. However, the Property cannot be sold as long as James Wilburn lives, until he reaches the age of twenty-one.

Wilburn T. Smith Wilson, C. Hooper
Wilburn Tarlson Smith Witness

Dora Etta Smith Sadie K. Hooper
Dora Etta Smith Witness

Witnessed to me, Nancy P. Hooper, this date
September 9, 1981.
Notary

My Commission Expires:

My Commission Expires Sept. 19, 1982



STATE OF MISSISSIPPI, COUNTY OF MADISON:

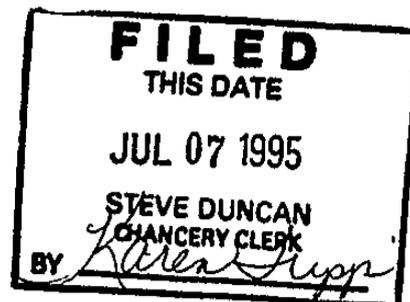
I certify that the within instrument was filed for record in my office this 7th day of July, 1995, at 4:30 o'clock P M., and was duly recorded on the July 7, 1995, Book No. 28, Page 209.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

STATE OF MISSISSIPPI
 COUNTY OF MADISON

PROOF OF WILL



In the matter of a certain instrument of writing, purporting to be the Last Will and Testament of Dora Etta Parker Smith, deceased, late of Madison County, Mississippi.

PERSONALLY appeared before me, the undersigned Notary Public in and for the jurisdiction aforesaid, on the 30 day of June, 1995, and within my jurisdiction, the within named, Sadie R. Hooper, one of the two subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Dora Etta Parker Smith, deceased, late of Madison County, Mississippi, bearing the date of September 9, 1981, who having been by me first duly sworn, deposed and said that the said Dora Etta Parker Smith signed, sealed, published, and declared said instrument to be her Last Will and Testament in the presence of the deponent and Wilson C. Hooper, and on the day of the date thereof; that the said Dora Etta Parker Smith was then of sound and disposing mind and memory, and more than twenty-one (21) years of age, and that the deponent and Wilson C. Hooper subscribed said instrument, as witnesses thereto, at the special instance and request of and in the presence of Dora Etta Parker Smith and also in the presence of each other, on the day and year aforesaid.

WITNESS MY SIGNATURE, this the 30 day of June, 1995.

Sadie R. Hooper
SADIE R. HOOPER

SWORN TO and subscribed before me, this the 30 day of June, 1995.

J. M. Ritchey
NOTARY PUBLIC

My Commission Expires:

May 30, 1997

faulkner.pow
007/062393



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7th day of July, 1995, at 4:30 o'clock P. M., and was duly recorded on the July 7, 1995, Book No 28, Page 210.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

#95-447

BOOK 28 PAGE 212

MADISON COUNTY, MS

FILED

AUG 03 1995

LAST WILL AND TESTAMENT

OF

M. C. VAUGHAN

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

M. C. Vaughan

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

ARTICLE I.

I direct that all of my just debts (except for debts secured by a mortgage or deed of trust on real property), all expenses of my last illness, my funeral expenses and the expense of erecting a grave marker at my grave be paid by my Executor as soon after my death as conveniently can be done. I further direct that any legal fees, accounting fees, and other costs and expenses directly attributable to the administration of my estate be paid from the income generated on assets passing under the provisions of Article VI of this Will and/or from the assets that would otherwise pass under the provisions of Article VI of this Will. Thus, the value of assets passing under Article VI may be reduced by such fees, costs, and expenses that are charged to the corpus of the assets that would have passed under Article VI.

ARTICLE II.

I hereby direct my Executor to pay all federal and state estate, inheritance, succession, transfer or other death taxes which are assessed against my estate or against any beneficiary, including estate and inheritance taxes assessed on account of life insurance proceeds or other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate purposes, as follows: If my wife

M. C. Vaughan
M. C. VAUGHAN

survives me, the Executor shall pay such taxes out of the property passing under Article VI of this Will, insofar as possible, otherwise, in the manner set forth in Article IX of this Will. Based upon the Internal Revenue Code and the Mississippi estate tax law, as both exist at this time, it is my understanding that no such taxes shall be incurred by my estate if my wife survives me.

ARTICLE III.

My wife is Sarah L. Vaughan, and all references in this Will to "my wife" or "said wife" shall be deemed to refer to her. I have three children who are as follows: Earl Norman Vaughan, Margaret Vaughan Mauldin, and Nora Jane Gerber. All references in this Will to "my children" or "said children" shall be deemed to refer to the above mentioned children.

ARTICLE IV.

A. I give and bequeath unto my wife, Sarah L. Vaughan, if she survives me, all of my personal belongings, consisting of jewelry, wearing apparel, sporting equipment, 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 equipment thereof owned by me at the time of my death. I also give and bequeath unto my wife, if she survives me, all of my interest in the household furniture, furnishings and effects, including but not limited to chinaware, silverware, glassware, linens, rugs, fixtures, portraits and works of art, which are in or used in connection with our homestead. If my wife does not survive me, I give and bequeath all such personal property described in this Article, except such property as may be defined in Paragraph B below, 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, or to the survivors thereof.


M. C. VAUGHAN

B. If my wife does not survive me, the homestead owned by us at the time of my death will pass to my son, Earl Norman Vaughan, and my daughter, Margaret Vaughan Mauldin, in equal shares under Article V, Paragraph B of this Will. In such event I hereby give and bequeath unto said two children all items of furnishings that would normally be conveyed to a purchaser in connection with the sale of a home. Such items of furnishings would include, but not be limited to, curtains, draperies, blinds, awnings, fireplace tools and equipment, built-in appliances, chandeliers, lighting fixtures, and other items that are deemed to constitute a part of a home, even though technically classified as personalty.

C. It is my hope that the beneficiaries shall be able to agree upon a division of the personal property bequeathed under this Article. However, if they are unable to reach an agreement, for any reason, my Executor shall have full power and authority to prescribe the method of making division thereof. Toward this end, the Executor is authorized to hire appraisers to value the property bequeathed under this Article. However, it is my hope and desire that my children shall select such items of property bequeathed hereunder as may be needed by them and that they will have uppermost in minds the personal sentimental values of each and the personal needs of each for specific property in making this division rather than viewing this as an economic matter.

D. Should any disagreement arise as to whether specific items of property pass under Paragraph A or under Paragraph B of this Article IV, it is my hope that the beneficiaries will resolve this matter by permitting the attorneys representing the Executor to file a petition setting forth the positions of the parties and to have the Chancery Court of the County or Judicial District in which my estate administration is conducted to render a decision on


M. C. VAUGHAN

this matter without any hearing but based merely upon such petition filed and prepared by the attorneys for the Executor.

ARTICLE V.

A. I give and devise unto my wife, Sarah L. Vaughan, if she survives me, any interest in our homestead (presently located at 224 Monroe Street, Canton, Mississippi) which I may own at the time of my death, including in this devise any land adjacent to said homestead and used as a part thereof. I also give and bequeath unto my wife all of my interest in any insurance policies pertaining or relating to said homestead.

B. If my wife does not survive me, I give and devise unto Earl Norman Vaughan and Margaret Vaughan Mauldin, in equal shares, any interest in said homestead (presently located at 224 Monroe Street, Canton, Mississippi) which I may own at the time of my death, including in this devise any land adjacent to said homestead and used as a part thereof. I also give and bequeath unto my two children, in equal shares, all of my interest in any insurance policies pertaining or relating to said homestead.

C. In the event that my wife has predeceased me and either of my aforementioned two children has predeceased me, the bequest and devise in this Article to such predeceased child shall not lapse but shall instead be distributed to the descendants, per stirpes, of such deceased child.

ARTICLE VI.

If my wife survives me, I give, devise and bequeath to my Trustee hereinafter named, IN TRUST NEVERTHELESS, a sum equal to the largest amount that can pass free of federal estate tax under this Article by reason of the unified credit and the state death tax credit (provided use of this 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


M. C. VAUGHAN

previous Articles of this Will and the property passing outside of this Will which do not qualify for the marital or charitable deduction, and after taking account of charges to principal that are not allowed as deductions in computing my federal estate tax, after taking account of any prior taxable gifts made by me, and after taking account of any fees or expenses of administration required to be paid from assets passing under this Article. The value as finally fixed in the federal estate tax proceeding relating to my estate shall be used for purposes of such valuations and determinations. I recognize that no sum may be disposed of by this Article and that the funds so disposed of may be affected by the action of my Executor in exercising certain tax elections. I direct that the Executor shall, insofar as practical, apportion to this trust the shares of stock which I own at my death in Vaughan-Gerber Enterprises, Inc. This trust shall be known as the M. C. Vaughan Trust. The Trustee shall hold, administer and distribute the assets under the following terms and provisions:

(1) The Trustee may pay to or apply for the benefit of my wife, during her lifetime, any part or all of the net income and principal as the Trustee, in the Trustee's sole discretion, may determine to be necessary for the support, maintenance, medical care and welfare of my wife, taking into consideration her needs, best interest and welfare and all other circumstances and factors which the Trustee considers pertinent. However, the principal of the M. C. Vaughan Trust shall not be invaded for the use and benefit of my wife or paid to her until the principal of both the Sarah L. Vaughan Marital Trust No. 1 and No. 2 shall have been completely exhausted or consumed. Any income not so distributed shall be accumulated and added to principal.

(2) Upon the death of my wife, the then principal and any undistributed income of this trust shall be distributed in equal


M. C. VAUGHAN

shares, with one such share being allotted to my son-in-law, Dean E. Gerber, and one such share being allotted to my daughter, Nora Jane Gerber, or the entire amount being allotted to the survivor, if only one of them is then living. If neither my son-in-law, Dean E. Gerber nor my daughter Nora Jane Gerber is then living, such stock shall be allocated to Nora Jane Gerber's then living descendants, per stirpes.

ARTICLE VII.

A. If my wife survives me, I give, devise and bequeath all of the stock which I own at the time of my death in Vaughan Construction Company, Inc., or any successor corporation, unto my Trustee hereinafter named, IN TRUST NEVERTHELESS, for the use and benefit of my wife as hereinafter set forth. Such trust shall be known as the Sarah L. Vaughan Marital Trust No. 1, and the trust estate shall be held, administered and distributed in accordance with the provisions of this Article VII. My wife may disclaim any part or all of her interest in the Sarah L. Vaughan Marital Trust No. 1 by giving written notice of such disclaimer to my Executor. If my wife disclaims in whole or in part, such disclaimer shall result in the property in which she disclaims her interest being distributed as provided in Article IX, Paragraph A(1) of this Will.

(1) The Trustee shall hold, manage, invest and reinvest the property comprising this trust, shall collect the income thereon, and shall pay to or apply for the benefit of my wife the net income thereof, in convenient installments at least quarter annually (four times a year) during her lifetime, and shall further pay to her at any time or from time to time so much or all of the principal of said trust as my Trustee shall, in his sole discretion, determine. Notwithstanding the direction that my wife be paid the net income at least four times a year, the Trustee is authorized and requested to estimate the amount of annual income of the trust and to make


 M. C. VAUGHAN

monthly distributions of income to my wife. Adjustments in such payments can then be made from time to time, but it is my desire that my wife receive a monthly income if she so desires, the word "income" in this sentence being used merely to denote the payment of cash or money to her. It is my intention that my said wife shall enjoy the same standard of living after my death as she has enjoyed prior to my death, and the Trustee is authorized to make such invasions of principal as the Trustee, in his discretion, may determine to be necessary to permit her to enjoy such standard of living. Further, the Trustee shall take into account any distributions of income or principal made to my wife from the Sarah L. Vaughan Marital Trust No. 2 created under the provisions of Article VIII hereafter.

(2) Upon the death of my wife, the then principal of this trust shall be held and distributed in accordance with Article IX of this Will. Notwithstanding any of the foregoing, unless my wife directs otherwise by her Will, the Trustee shall first pay from the principal of this trust, directly or to the legal representative of my wife's estate as the Trustee deems advisable, the amount by which the estate and inheritance taxes assessed by reason of the death of my wife shall be increased as a result of the inclusion of the marital trust in her estate for such tax purposes. The Trustee's selection of assets to be sold to pay that amount, and the tax effects thereof, shall not be subject to question by any beneficiary. Alternatively, the beneficiaries of this trust may enter into an agreement with the Executor of my wife's estate whereby an election may be made under Section 6166 of the Internal Revenue Code but with such beneficiaries being responsible and liable to the Executor for the ultimate payment of such taxes. Notwithstanding any other provision of this Will, all income of


M. C. VAUGHAN

this trust accrued or undistributed at the death of my wife shall be paid to her estate.

(3) During the continuance of this trust, the Trustee shall be authorized, in the Trustee's sole discretion, to pledge any part or all of the assets held in the Sarah L. Vaughan Marital Trust No. 1 to a bonding company as collateral for the issuance of bonds in connection with any construction project involving Vaughan Construction Company, Inc. If the provisions of this Paragraph (3) should be considered to be in conflict with the Internal Revenue Code or regulations applicable to the marital deduction, so as to cause the property held under this Article VII to be ineligible for the marital deduction, then such provisions are hereby declared to be void and of no effect, it being my intent that this trust be entitled to the marital deduction under the Internal Revenue Code and the federal estate tax laws. In the event that the Trustee exercises its right to pledge the stock in accordance with this Paragraph (3), my wife may require the Trustee to sell such pledged stock and the proceeds from such sale shall be placed in the Sarah L. Vaughan Marital Trust No. 1 and shall be held and distributed in accordance with this Article VII.

(4) I direct that, if the marital trust at any time contains any unproductive property, my wife may require the Trustee to make such property productive or convert such property to productive property within a reasonable time.

(5) It is my intention that this trust qualify for the marital deduction allowable in determining the federal estate tax upon my estate. Accordingly, I hereby direct my Executor to elect that any amount passing under this Article be treated as qualified terminable interest property for the purposes of qualifying for said deduction, and I hereby direct that no authorization or direction or other provisions contained in this Will which would


M. C. VAUGHAN

prevent this trust from so qualifying shall apply to this trust. Further, I hereby state that it is my intention that any court having jurisdiction over this my Will construe this instrument accordingly.

(6) To the extent possible, assets with respect to which the marital deduction is not allowable for purposes of the federal estate tax on my estate, or with respect to which the credit for foreign death taxes is allowable for such purposes, shall be allocated to the property passing under Article VI of this Will.

ARTICLE VIII.

A. If my wife survives me, I give, devise and bequeath all of the rest, residue and remainder of my property, real, personal and mixed, and wherever situated, including all failed and lapsed legacies, unto my Trustee hereinafter named, IN TRUST NEVERTHELESS, for the use and benefit of my wife as hereinafter set forth. Such trust shall be known as the Sarah L. Vaughan Marital Trust No. 2, and the trust estate shall be held, administered and distributed in accordance with the provisions of this Article VIII. My wife may disclaim any part or all of her interest in the Sarah L. Vaughan Marital Trust No. 2 by giving written notice of such disclaimer to my Executor. If my wife disclaims in whole or in part, such disclaimer shall result in the property in which she disclaims her interest being distributed as provided in Article IX, Paragraph A(2) of this Will.

(1) The Trustee shall hold, manage, invest and reinvest the property comprising this trust, shall collect the income thereon, and shall pay to or apply for the benefit of my wife the net income thereof, in convenient installments at least quarter annually (four times a year) during her lifetime, and shall further pay to her at any time or from time to time so much or all of the principal of said trust as my Trustee shall, in his sole discretion, determine.


M. C. VAUGHAN

It is my intention that the Trustee of this trust coordinate with the Trustee of the Sarah L. Vaughan Marital Trust No. 1 in making decisions as to whether or not principal should be invaded from this trust or from the Sarah L. Vaughan Marital Trust No. 1 in the event that the income or cash flow received by my wife is not sufficient to maintain her in her accustomed standard of living.

(2) Upon the death of my wife, the then principal of this trust shall be held and distributed in accordance with Article IX of this Will. Notwithstanding any of the foregoing, unless my wife directs otherwise by her Will, the Trustee shall first pay from the principal of this trust, directly or to the legal representative of my wife's estate as the Trustee deems advisable, the amount by which the estate and inheritance taxes assessed by reason of the death of my wife shall be increased as a result of the inclusion of the marital trust in her estate for such tax purposes. The Trustee's selection of assets to be sold to pay that amount, and the tax effects thereof, shall not be subject to question by any beneficiary. Notwithstanding any other provision of this Will, all income of this trust accrued or undistributed at the death of my wife shall be paid to her estate.

(3) I direct that, if the marital trust at any time contains any unproductive property, my wife may require the Trustee to make such property productive or convert such property to productive property within a reasonable time.

(4) It is my intention that this trust qualify for the marital deduction allowable in determining the federal estate tax upon my estate. Accordingly, I hereby direct that no authorization or direction or other provisions contained in this Will which would prevent this trust from so qualifying shall apply to this trust; except, that my Executor may, in the Executor's sole discretion, elect not to treat any fraction or portion of the property passing

M. C. Vaughan

 M. C. VAUGHAN

under this Article as qualifying for the marital deduction for federal estate tax purposes. In such event, both the property as to which an election has been made and the fraction or portion of the property not covered by the election shall be held and distributed as provided in this Article VIII. Further, I hereby state that it is my intention that any court having jurisdiction over this my Will construe this instrument accordingly.

(5) To the extent possible, assets with respect to which the marital deduction is not allowable for purposes of the federal estate tax on my estate, or with respect to which the credit for foreign death taxes is allowable for such purposes, shall be allocated to the property passing under Article VI above.

ARTICLE IX.

A. (1) If my wife survives me, then upon her death, the assets comprising the Sarah L. Vaughan Marital Trust No. 1 shall be distributed in equal shares, with one such share being allotted to my son-in-law, Dean E. Gerber, and one such share being allotted to my daughter, Nora Jane Gerber, or both shares being allotted to the survivor, if only one of them is then living. If neither my son-in-law, Dean E. Gerber, nor my daughter, Nora Jane Gerber, is then living, such trust assets shall be distributed to Nora Jane Gerber's then living descendants, per stirpes.

(2) In the event that my said wife survives me, then upon her death, the Sarah L. Vaughan Marital Trust No. 2 shall be distributed in equal shares to my son, Earl Norman Vaughan, and my daughter, Margaret Vaughan Mauldin. In the event that either or both of them are not then living, the share of such predeceased child shall be delivered to the then living descendants, per stirpes, of such deceased child.

B. Unless my wife directs otherwise by her will, the amount by which the estate and inheritance taxes assessed by reason of the



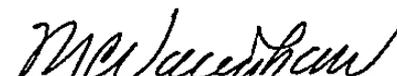
 M. C. VAUGHAN

death of my wife shall be increased as a result of the inclusion of the marital trust assets in her estate for such tax purposes shall be recoverable by the executor of my wife's estate from either the assets constituting a part of the trust or from the beneficiaries of such trust assets. Further, to the extent possible, it is my desire that the beneficiaries of the Sarah L. Vaughan Marital Trust No. 1 be entitled to elect a deferred payment of estate taxes under the provisions of Section 6166 of the Internal Revenue Code, if at all possible. In any event, the beneficiaries of the Sarah L. Vaughan Marital Trust No. 1 and the beneficiaries of the Sarah L. Vaughan Marital Trust No. 2 shall be responsible for the payment of all estate taxes generated by the inclusion of such assets in the estate of my wife on a pro rata basis. Since the assets in the M. C. Vaughan Trust will not generate any estate taxes, such assets shall pass to the beneficiaries thereof free of any estate tax liability.

C. In the event that my wife predeceases me, then I hereby make the following gifts and bequests.

(1) To Dean E. Gerber and Nora Jane Gerber, in equal shares, with one such share to be allotted to each of them, or to the survivor if one of them has predeceased me, all of my shares of stock and interest in Vee-Gee Development Company, in Vaughan-Gerber Enterprises, Inc. and in Vaughan Construction, Inc. or in any successor corporation or any corporation into which any of said corporations have been merged, combined, or reorganized.

(2) To Earl Norman Vaughan and Margaret Vaughan Mauldin all of the rest, residue, and remainder of my estate. In the event that Dean Gerber and Nora Jane Gerber have predeceased me, the aforesaid bequests as to them shall not lapse but shall be distributed to the descendants of Nora Jane Gerber, per stirpes. In the event that either Earl Norman Vaughan or Margaret Vaughan


M. C. VAUGHAN

Mauldin have predeceased me, the bequest to them shall not lapse but shall be distributed to the descendants of such predeceased child, per stirpes.

(3) In the event that Sarah L. Vaughan should predecease me, all, or any remaining part, of my exemption equivalent under the Internal Revenue Code shall first be applied to the assets bequeathed to Dean Gerber and Nora Jane Gerber under subparagraph (1) above. Thereafter, all estate taxes attributable to my estate shall be pro rated between the beneficiaries of this Will and my estate based on the proportion of assets received by them as a result of my death and which are included in my gross estate for estate tax purposes, excluding the amount of the exemption equivalent. Thus, if my estate is valued at \$2.4 million and the value of property passing to Dean Gerber and Nora Jane Gerber is \$1.6 million and the amount of property passing to Earl Norman Vaughan and Margaret Vaughan Mauldin is \$800,000, and the amount of my exemption equivalent is \$600,000, then such sum of \$600,000 shall be deducted from the \$1.6 million in value passing to Dean Gerber and Nora Jane Gerber. Any taxes attributable to my estate shall then be borne 10/18th by Dean Gerber and Nora Jane Gerber and 4/18th by Earl Norman Vaughan and 4/18th by Margaret Vaughan Mauldin.

D. If any beneficiary entitled to distributions of all or a portion of the trust estate under the terms and provisions of any of the foregoing paragraphs shall be under the age of twenty-one (21) years or be under any legal disability, his or her share shall be vested in him or her but distribution shall be postponed until he or she attains such age, or until such legal disability is removed. The Trustee shall pay to or for the benefit of such descendant such part of the income and principal of the retained share as the Trustee considers necessary for his or her support,


M. C. VAUGHAN

education, medical care, maintenance and welfare, and may add to the principal any income not so expended. In the event that any such beneficiary dies before attaining the age of twenty-one (21) years, the trust share for such beneficiary shall be distributed to the Executor or Administrator of the estate of such beneficiary.

ARTICLE X.

A. The trusts specified herein are intended to be within the definition of a "trust" as set forth in the Uniform Trustees' Powers Act, Chapter 372, Mississippi Laws of 1966 (Section 91-9-101, et seq., Mississippi Code of 1972), and the said Trustee shall have all of the powers afforded to trustees in and by the terms and provisions of said statute, as now or hereafter amended, reference to which statute is hereby made for all purposes.

B. None of the beneficiaries hereunder shall have any power to charge by way of anticipation any interest given to such beneficiary; and all sums payable to such beneficiaries hereunder shall be free and clear of the debts, contracts, alienations and anticipations of the beneficiaries, and of all liabilities, levies, attachments, and proceedings of whatsoever kind, at law and equity, and in the case of a married person, free from control of such person's spouse.

C. During the continuance of the trusts under this Will, my Trustee shall render not less frequently than annually statements of account to the beneficiary or beneficiaries then entitled to current income. In the event that any person entitled to statements hereunder is a minor or otherwise legally incapacitated, such statements are to be rendered to the guardian of or the individual with whom such person resides. The statement shall show all receipts and disbursements and a list of all assets held as of the closing dates of the accountings.


M. C. VAUGHAN

D. It shall not be necessary that the Trustee furnish accountings other than provided for above either during the continuance of the trusts or upon the termination of the same, and I expressly waive any requirements of law or otherwise that accountings be filed with any court or other public tribunal except upon the written request of any individual having an interest in the trusts or by the voluntary action of the Trustee.

E. Anything herein to the contrary notwithstanding, any beneficiary or the duly appointed personal representative of the estate of any beneficiary of my estate or any trust estate hereunder shall have the right and power to disclaim irrevocably such beneficiary's interest in my estate or such trust estate, by written notice delivered to the holder of the legal title to the property to which such interest relates at any time prior to the acceptance by or on behalf of such beneficiary of such interest or any of its benefits and within nine (9) months of the date of my death; and, upon receipt of such written notice, such interest shall be administered in accordance with the provisions hereof as though such beneficiary had predeceased me and as otherwise provided in this Will.

ARTICLE XI.

If my wife shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I direct that I shall be deemed to have predeceased my wife. If any legatee or devisee other than my wife shall die simultaneously with me or under such circumstances as to render it difficult or impossible to determine who predeceased the other, I hereby declare that I shall be deemed to have survived such legatee or devisee. The provisions of my Will shall be construed upon these assumptions, notwithstanding the provisions of any law establishing a different presumption of order of death or


M. C. VAUGHAN

providing for survivorship for a fixed period as a condition of inheritance of property.

ARTICLE XII.

A. (1) I hereby nominate, constitute and appoint my son-in-law Dean E. Gerber, as Executor of this Will. Should my said son-in-law be unable or unwilling to serve as such either before or after entering upon such duties, or if at the time of my death, he is no longer married to and living with my daughter Nora Jane Gerber, I hereby appoint my son, Earl Norman Vaughan, as alternate Executor of this Will. I hereby appoint my son-in-law, Dean E. Gerber, as Trustee of the M. C. Vaughan Trust and of the Sarah L. Vaughan Marital Trust No. 1, if, at the time of my death, he is still married and living with my daughter Nora Jane Gerber. I hereby appoint my son, Earl Norman Vaughan, as Trustee of the Sarah L. Vaughan Marital Trust No. 2. Should Dean E. Gerber be unable or unwilling to serve as Trustee either before or after entering upon such duties, or if, at any time, he is no longer married to and living with my daughter Nora Jane Gerber, I hereby appoint my son, Earl Norman Vaughan, as successor Trustee of any and all trusts as created under this Will. I hereby relieve my said Executor, my alternate Executor, my Trustee and my successor Trustee from giving bond, from having an appraisal made of my estate and of making or filing any reports, returns or accountings of any kind or character to any Court or other tribunal.

(2) Based upon the present value of my estate, a significant portion of the M. C. Vaughan Trust will be comprised of stock in Vaughan-Gerber Enterprises, Inc. Further, the Sarah L. Vaughan Marital Trust No. 1 will be fully funded with stock in Vaughan Construction Company, Inc., or its successor. Because of the fact that Dean Gerber has worked very closely with me for a number of years in Vaughan Construction Company, Inc., and then in Vaughan-


M. C. VAUGHAN

Gerber Enterprises, Inc., I have decided that it would be in the best interest of my estate for Dean to be designated as Trustee of those two Trusts. I have given consideration as to whether or not I should appoint my son, Earl Norman Vaughan, and my daughter, Margaret Vaughan Mauldin, as Co-Trustees of such trusts. However, because of the fact that they do not live in the State of Mississippi and the administration of such trusts would be complicated because of their geographical separation, I have decided that it would be in the best interest of my estate and of the future welfare of Vaughan Construction Company, Inc., and Vaughan-Gerber Enterprises, Inc. to name Dean Gerber as the sole Trustee of the trusts which will hold stock in said corporations. Vaughan Construction Company, Inc. requires daily management and has many requirements imposed upon it by its bonding company. Without construction bonds, it could no longer function. For these reasons, I have decided to name Dean as the sole Trustee of said Trusts. Further, because of the fact that a substantial portion of my estate is comprised of stock in Vaughan-Gerber Construction Company, Inc. and Vaughan-Gerber Enterprises, Inc., and because of the management requirements associated with said corporations, I have also decided to name Dean as the sole Executor of my estate. However, because of the fact that the assets constituting the Sarah L. Vaughan Marital Trust No. 2 do not require the close management and supervision that is required of my active corporations, I have named my son Earl as the sole Trustee of the Sarah L. Vaughan Marital Trust No. 2. I have confidence in the abilities of all my children, but I made these decisions by taking into account what I feel will result in the least amount of problems for the continued management of Vaughan Construction Company, Inc. and Vaughan-Gerber Enterprises, Inc.


M. C. VAUGHAN

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

C. To the extent that at the time of my death I own any interest in certain property located on Lakeland Drive in Rankin County, Mississippi consisting of approximately 53 acres, more or less, such property shall be allocated by my Executor to the Sarah L. Vaughan Marital Trust No. 2 under this Will. Such property is presently owned by the three sons of Bill Cook, by Dean Gerber, by Frank Thiel, and by me.

D. In addition to the powers afforded to my said personal representative by the Uniform Trustees' Powers Act, I specifically give and grant to my Executor the following powers, by way of illustration and not of limitations:

(1) To pay, settle or compound any and all rights, debts, demands, or claims, either in favor of or against my estate, upon such terms as the Executor may deem fit and for such purposes to give or receive full receipts and discharges.

(2) To litigate, compound, or settle inheritance, estate, transfer or succession taxes assessed by reach of my death, and gift, income or other taxes assessed against me or my estate; and to make deposits to secure the payment of any inheritance tax, which deposits shall be conclusive upon all persons.

(3) To claim expenses as either income or estate tax deductions when an election is permitted by law and to make such adjustment of tax between income and principal as the Executor shall deem proper. The decision of my Executor shall be binding and conclusive on all persons.


M. C. VAUGHAN

ARTICLE XIII.

A. Throughout this Will, the masculine gender shall be deemed to include the feminine, and the singular, the plural, and vice versa.

B. The term "Executor" as used herein shall be deemed to refer to my Executor and my alternate Executor. The term "Trustee" as used herein shall be deemed to refer to any Trustee or successor Trustee.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 19 pages on the 14 day of October, 1992.

M. C. VAUGHAN
M. C. VAUGHAN

WITNESSES:

Sandy Barley
Emilia Smith

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by M. C. Vaughan as his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 14th day of October, 1992.

Sandy Barley
Emilia Smith

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 3rd day of August, 1995, at 9:00 o'clock A.M., and was duly recorded on the August 3, 1995, Book No 28, Page 212

STEVE DUNCAN, CHANCERY CLERK

BY Stacey Hill DC

PROOF OF WILL

STATE OF Mississippi
COUNTY OF Hinds

We, Sandy Bailey and Marie A. Watts, on oath state that we are the subscribing witnesses to the attached written instrument dated the 14th day of October, 1992, which has been represented to us to be the Last Will and Testament of M. C. Vaughan ("Testator"), who indicated to us that he is a resident of and has a fixed place of residence in the City of Canton, County of Madison, State of Mississippi. On the execution date of the instrument, the Testator, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this 14th day of October, 1992.

Sandy Bailey Name
571 Buchanan Dr Street Address
Jackson, MS 39212 City and State

Marie A. Watts Name
117 Western Avenue Dr Street Address
Jackson, MS 39212 City and State

Subscribed and sworn to before me on this the 14th day of October, 1992.

Lori L. Kaylon
NOTARY PUBLIC

My Commission Expires:
My Commission Expires February 6, 1995



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 3rd of August, 1995, at 9:00 o'clock A.M., and was duly recorded on the 3rd of August, 1995, Book No 28, Page 231
STEVE DUNCAN, CHANCERY CLERK BY: Stacey Hill DC

CODICIL TO THE
LAST WILL AND TESTAMENT
OF
M. C. VAUGHAN

MADISON COUNTY, MS

FILED

AUG 03 1995

AT 9:10 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
M. Kucner

KNOW ALL MEN BY THESE PRESENTS, that I, M. C. VAUGHAN, of the City of Canton, County of Madison, State of Mississippi, being of sound and disposing mind and memory and above the age of eighteen years, do hereby make, publish and declare this to be a Codicil to my Last Will and Testament heretofore made, signed, published, declared and executed by me on the 14th day of October, 1992, as follows:

SECTION ONE

Article II of my said Last Will and Testament is hereby deleted in its entirety, and in lieu thereof, said Article II shall hereafter read and provide as follows:

"ARTICLE II.

A. I hereby direct my Executor to pay all federal and state estate, inheritance, succession, transfer or other death taxes (singularly and collectively "Death Taxes") which are assessed against my estate or against

M. C. Vaughan

M. C. VAUGHAN

any beneficiary, including estate and inheritance taxes assessed on account of life insurance proceeds or other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate purposes, out of the property passing under Article VI hereof, if my wife survives me. If my wife does not survive me, all such Death Taxes shall be paid in the manner set forth in Article IX of this Will. Notwithstanding the foregoing, my direction that Death Taxes be paid from Article VI hereof or in the manner set forth in Article IX of this Will, depending upon whether or not my wife survives me, shall not apply to any tax imposed as a result of Section 2041 or 2044 or Chapter 13 of the Internal Revenue Code of 1986, as amended, or any corresponding provision of state law. Based upon present federal and Mississippi tax laws, it is my opinion that no Death Taxes shall accrue as a result of my death if my wife survives me.

B. I direct that all fees and expenses of administration of my estate that are not taken as deductions on my federal estate tax return (Form 706) shall, to the extent possible, be paid from the income


M. C. VAUGHAN

generated by assets that will pass under the provisions of Article VI of this Will. To the extent that such income is not sufficient for the payment of said fees and expenses of administration, I direct that the fees and expenses of administration that are not taken as deductions on my federal estate tax return (Form 706) shall be allocated against the corpus of the property passing under Article VI of this Will. Thus, no fees and expenses of administration shall be chargeable to the property passing under Article VII or VIII hereof, but instead shall be either paid from or charged to the income from, or the corpus of, the property passing under the provisions of Article VI hereof."

SECTION TWO

Article VII, paragraph A, subparagraph (3) on page 8 of my said Last Will and Testament is hereby deleted in its entirety, and no substitute paragraph shall be inserted in lieu thereof. Thus, subparagraph (3) shall hereafter read and provide as follows:

"(3) This subparagraph has been deleted in its entirety."


M. C. VAUGHAN

SECTION THREE

The reference in line 18 on page 17 to Vaughan-Gerber Construction Company, Inc. should be to Vaughan Construction Company, Inc.

SECTION FOUR

Paragraph C of Article XII on page 18 is hereby deleted in its entirety, and in lieu thereof said Paragraph C shall read and provide as follows:

"C. To the extent that at the time of my death I own any shares of stock in Lakeland Riverview Development Corporation, such shares of stock shall be allocated by my Executor to the Sarah L. Vaughan Marital Trust No. 2 under this Will. Also, any interest which I may own in any maintenance association affiliated or connected with such corporation shall also be allocated by my Executor to the Sarah L. Vaughan Marital Trust No. 2 if such interest is not automatically allocated as a result of the allocation of my shares of stock to such Marital Trust No. 2."

I hereby modify and amend my aforesaid Last Will and Testament in accordance with the provisions of this Codicil and as so


M. C. VAUGHAN

modified and amended I do hereby confirm and republish my said Last Will and Testament.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Codicil to my Last Will and Testament, consisting of 5 pages on the 13th day of January, 1995.

M. C. VAUGHAN
M. C. VAUGHAN

WITNESSES:

Jay A. Dravitt
Sandy Russell

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by M. C. VAUGHAN as the Codicil to his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 13th day of January, 1995.

Jay A. Dravitt
Sandy Russell

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 3rd day of August, 1995, at 9:00 o'clock A.M., and was duly recorded on the August 3, 1995, Book No. 28, Page 232.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

PROOF OF CODICIL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, Jay A. Travis III and Sandy Russell, on oath state that we are the subscribing witnesses to the attached written instrument dated the 13th day of January, 1995, which has been represented to us to be the Codicil to the Last Will and Testament of M. C. VAUGHAN ("Testator"), who indicated to us that he is a resident of and has a fixed place of residence in the City of Jackson, County of Hinds, State of Mississippi. On the execution date of the instrument, the Testator, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Codicil, and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this 13th day of January, 1995.

Jay A. Travis III
Signature of Witness

2465 SAND RIDGE DR
Street Address

JACKSON, MS 39211
City and State

Sandy Russell
Signature of Witness

102 Dublin
Street Address

Clanton, MS 39056
City and State

Subscribed and sworn to before me on this the 13th day of January, 1995.

Glenn A. Evermyer
NOTARY PUBLIC

My Commission Expires:

MY COMMISSION EXPIRES OCTOBER 8 1996



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 3rd day of August, 1995, at 9:00 o'clock A.M., and was duly recorded on the August 3, 1995, Book No. 28, Page 237

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

LAST WILL AND TESTAMENT

OF

MARY SUSAN SANDERS

95426

MADISON COUNTY, MS

FILED

AUG 04 1995

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

By: Karen Fipp, De

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

ITEM I

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

ITEM II

All of the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall have any power of appointment, I do hereby give, devise and bequeath to my brother, PATRICK LEE TADLOCK, in trust for my son, CHRISTOPHER LEE SANDERS until such time as CHRISTOPHER LEE SANDERS becomes twenty-five (25) years of age, in accordance with the terms hereinafter set forth. When CHRISTOPHER LEE SANDERS reaches the age of twenty-five (25) years, then the corpus and any other assets of the Trust shall be paid over to him and the Trust shall terminate.

Mary Susan Sanders
MARY SUSAN SANDERS

P.A.
RPS

PAGE TWO OF EIGHT PAGES

ITEM III

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

ITEM IV

Any Trustee appointed in this Will shall not be required to enter into any bond as Trustee nor shall he be required to return to any court any periodic formal accounting of his administration of the said trusts, but said Trustee shall render annual accounts to the beneficiary of said trust. No person paying money or delivering property to the Trustee shall be required to see to its application.

ITEM V

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

ITEM VI

Unless otherwise provided, the administration of any trust created, the sale and conveyance of the trust assets, the investment and reinvestment of trust assets and the rights, power,

Mary Susan Sanders
MARY SUSAN SANDERS

P.A.
RPS

PAGE THREE OF EIGHT PAGES

duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustees' Powers Act of Mississippi, as amended. In addition to the powers contained in that Act, the Trustee shall have full power and authority:

A. To permit trust funds to remain temporarily uninvested, or to place such funds on time deposit in a savings account or certificates of deposit in any bank or federally insured savings and loan association.

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

C. To distribute income of the trust in cash or in kind. In making distributions of both principal and income, the Trustee may make a non pro rata distribution of property in kind. The judgment of the Trustee concerning values and purposes of such division or distribution of the property or securities held in trust shall be binding and conclusive on all interested parties.

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

E. To receive and retain all types of property and especially to receive and retain shares of stock in closely held corporations and non-income producing real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such

Mary Susan Sanders
MARY SUSAN SANDERS

P.A.
RPS

PAGE FOUR OF EIGHT PAGES

property is in the class in which trustees generally are authorized to invest by law.

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

G. To deal with, purchase assets from, or make loans to, the fiduciary of any trust made by me or any member of my family or a trust or estate in which any beneficiary under this Will has an interest, though a Trustee hereunder is such fiduciary.

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

I. To terminate the trust if its fair market value declines to the size which makes the continued retention of its principal in trust uneconomical, imprudent or unwise. If this power is exercised, all the trust's remaining principal and accrued or undistributed income shall be distributed to the beneficiary.

J. To consolidate this trust with any other trust created by me during my lifetime, if the Trustee, in his discretion deems such a consolidation to be more economical or beneficial to the beneficiaries of the trust and if such trusts have the same

Mary Susan Sanders
MARY SUSAN SANDERS

P.A.
RPS

PAGE FIVE OF EIGHT PAGES

Trustees and beneficiary and have similar provisions regarding payments and distributions to the beneficiary thereof.

ITEM VII

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

ITEM VIII

The Trustee shall not be liable for any loss to the trust estate occasioned by his acts in good faith, and in any event shall be liable only for his own willful negligence or default, and not for honest errors in judgment or for the interest on uninvested funds. Any individual serving as Trustee, in his discretion, may purchase an errors and omissions insurance policy covering him as Trustee, in such amount as such Trustee may in his sole judgment deem advisable. Premium payments for such policy may be made by the Trustee from trust funds and charged as an expense against the income of the trust.

ITEM IX

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

Mary Susan Sanders
MARY SUSAN SANDERS

P.A.
RPS

PAGE SIX OF EIGHT PAGES

the principal and income of the fund and charged with its proportionate part of expenses thereof.

ITEM X

I further hereby appoint my brother, PATRICK LEE TADLOCK, as the General Guardian of the person and estate of my son, CHRISTOPHER LEE SANDERS, and that CHRISTOPHER LEE SANDERS reside with PATRICK LEE TADLOCK and my mother, IRENE PENNINGTON TADLOCK. I further desire that CHRISTOPHER LEE SANDERS be allowed to attend and complete his education at Canton Academy, Canton, Mississippi.

ITEM XI

I realize that in order for my wishes in Item X to be complied with, my son CHRISTOPHER LEE SANDERS, will not be residing with his natural father, from whom I am at this time divorced. It is my request that his natural father, GARY SANDERS, abide by my wishes and exercise the same visitation with CHRISTOPHER LEE SANDERS as he now has.

ITEM XII

I hereby appoint, nominate and constitute my brother, PATRICK LEE TADLOCK, as Executor of this my Last Will and Testament. In the event that he shall be deceased at the time of my death, or unable or unwilling to serve as Executor, then, and in that event only, I appoint my mother, IRENE PENNINGTON TADLOCK, as Executrix of this my Last Will and Testament and grant to her the same powers as set forth for my Executor. In the event that neither PATRICK LEE TADLOCK nor IRENE PENNINGTON TADLOCK be able or willing to serve as Executor or Executrix of this my Last Will and Testament, then and in that event only, I appoint my brother, MICHAEL OLIVER TADLOCK, as my Executor. My Executor shall have full and plenary power and authority to do and perform any act deemed by him to be for the best interest of my estate, without any limitations

Mary Susan Sanders
MARY SUSAN SANDERS

P.A.
RPS

PAGE SEVEN OF EIGHT PAGES

whatsoever, and without surety bond, and said authority shall include, but shall not be limited to, the right to take possession, hold, manage, invest and re-invest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents or accountants that he may deem necessary and for the best interest of my estate and to pay unto himself a just and reasonable compensation as Executor.

The foregoing Will consists of eight (8) pages, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, on this the 31st day of January, 1995.

RPS
P.A.

Mary Susan Sanders
MARY SUSAN SANDERS
P.A.
RPS

PAGE EIGHT OF EIGHT PAGES

STATE OF MISSISSIPPI
COUNTY OF RANKIN

We, each of the subscribing witnesses to the Last Will and Testament of MARY SUSAN SANDERS do hereby certify that said instrument was signed by the said MARY SUSAN SANDERS, in our presence and in the presence of each of us, and that the said MARY SUSAN SANDERS declared the same to be her Last Will and Testament in the presence of each of us and that we each signed as subscribing witnesses to her Will at the request of MARY SUSAN SANDERS, in her presence and in the presence of each other.

Phyllis L. Allee
ADDRESS: Rt 1 Box 156 A
Puckens, MS. 39146

Rebecca P. Smith
ADDRESS: P.O. Box 228
Canton, MS 39046

Don Burne
1022 Hwy 17
Canton, MS 39046



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of August, 1995, at 10:15 o'clock A. M., and was duly recorded on the August 4, 1995, Book No. 28, Page 238.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C

Mary Susan Sanders
MARY SUSAN SANDERS

P.A.
RPS

FILED

AUG 04 1995

STATE OF MISSISSIPPI
COUNTY OF Rankin

PROOF OF WILL

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

95-426 K Supp, etc

Comes now Phyllis L. Ables, one of the
subscribing witnesses to the instrument filed herein for probate
and purporting to be the Last Will and Testament of MARY SUSAN
SANDERS, and enters her appearance herein as provided by Section
91-7-9, Miss.Code Anno. (1972), as amended, and makes oath before
the undersigned authority that MARY SUSAN SANDERS, the above named
decedent, signed, published and declared said instrument to be his
Last Will and Testament on the 31st day of January,
1995, the day of the date of said instrument, in the presence of
this deponent and Rebecca P. Smith, the other
subscribing witness, and that said testator was then of sound and
disposing mind and memory, more than twenty-one years of age, and
having her usual place of abode in Madison County, Mississippi, and
that she and Rebecca P. Smith 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 this the
31st day of January, 1995.

Phyllis L. Ables

SWORN TO AND SUBSCRIBED before me on this the 31 day of
January, 1995.

Michael V. Ward
NOTARY PUBLIC

(SEAL)
MY COMMISSION EXPIRES:
My Commission Expires Oct 10, 1995



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day
of August, 1995, at 10:15 o'clock A M., and was duly recorded
on the August 4, 1995, Book No 28, Page 246

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

STATE OF MISSISSIPPI
COUNTY OF Rankin

FILED

AUG 04 1995

PROOF OF WILL

AT 10:15 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
Karen T. Moore
one of the

Comes now Rebecca P Smith,

subscribing witnesses, to the instrument filed herein for probate and purporting to be the Last Will and Testament of MARY SUSAN SANDERS, and enters her appearance herein as provided by Section 91-7-9, Miss.Code Anno. (1972), as amended, and makes oath before the undersigned authority that MARY SUSAN SANDERS, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 31 day of January, 1995, the day of the date of said instrument, in the presence of this deponent and Phyllis S. Able, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and Phyllis S. Able 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 this the 31st day of January, 1995.

Rebecca P Smith

SWORN TO AND SUBSCRIBED before me on this the 31 day of January, 1995.

Michael V. Ward
NOTARY PUBLIC

(SEAL)
MY COMMISSION EXPIRES:
My Commission Expires Oct. 10, 1995



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of August, 1995, at 10:15 o'clock A M., and was duly recorded on the August 4, 1995, Book No. 28, Page 247.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

I Thelma Shannon Vance #95452
372 Dobson Ave. Canton Miss.

I do make this my last
will and testament

I appoint John H. Hall my
executor of this will and
direct that no bond shall
be required of him and that
he be not required to report
or account to any court.

I give and advise and
bequeath that all my land
will be given to George
Summerlin, Paul Summerlin
and Aubrey Summerlin,
except the piece of land
on Highway 43 in the city
limits of Canton Miss, goes
to John H. Hall.

Filed
8/4/95
Wive Duncan, Chancery Clerk
By Karen Tripp, D.C.

In dividing the land please see that 60 acres on Dry Creek goes to Aubrey Summerlin with his part of the land. My house on 372 Dobson Ave. goes to Waltham B. Summerlin.

The checking account and money in a lock box at Trustmark National Bank Canton Miss., can and must be used for all of my expenses plus all C.D.'s and saving bonds if needed. The saving bonds and C.D.'s have my name on them, plus another persons name. Just in case I don't need the money for expenses

The Chest with the 50 drawers in it, goes to Jo N. Loflin, along with the white bowl and pitcher.

The ring with the two small diamonds on each side of the larger diamond goes to Virginia Spitzkeit. The ring with one diamond on each side of the larger diamond to Jo N. Loflin.

The dinner ring to Walterine B. Susmanlin. The square top ring with 9 diamonds to Jayce Sartch.

Ava S. Bantwell can have any furniture she wants in the house, except a small oak stool and a small oak chair, they go to Opal mould. The

furniture left can be divided or sold.

All mineral rights on my land goes to Walterine B. Summerlin, except the piece of land on highway 43 in the city limits of Canton, Miss. The mineral rights on it goes to John H. Hall with the land.

I have signed this and declare this my last will and testament at 372 Dobson Ave. Canton, Miss., on this the 14th day of October 1989 -

Julia Johnson Vance

Witness
Marie Thornton
Katherine Summerlin
Margaret French
Opal Moulds



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day
of August, 1995, at 10:30 o'clock A. M., and was duly recorded
on the August 4, 1995, Book No. 28, Page 248.
STEVE DUNCAN, CHANCERY CLERK BY Stacey Hee D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN RE: IN THE MATTER OF THE WILL AND ESTATE OF THELMA SHANNON VANCE, DECEASED

FILED 95452
THIS DATE
AUG 04 1995
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

AFFIDAVIT REGARDING WILL

STATE OF MISSISSIPPI
COUNTY OF Madison

I, Gertrude Joy Lynch, 1086 Old Highway 16, Canton, Mississippi 39046, do hereby state the following:

1. I am in no way interested in the estate of Thelma Shannon Vance.
2. I knew the decedent during her lifetime.
3. At the time of execution of her will on October 14, 1989, the decedent was of sound mind and as such was fully able to make testamentary disposition of her property.
4. I am familiar with the handwriting and signature of the decedent, and that such handwriting and signature exhibited as the Last Will and Testament of Thelma Shannon Vance are genuine and were done by Thelma Shannon Vance.

Gertrude Joy Lynch
GERTRUDE JOY LYNCH

STATE OF MISSISSIPPI
COUNTY OF Madison

Subscribed and sworn to before me, the undersigned Notary Public, on this the 21st day of July, 1995.

Peta H. Harrison
NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE.
EXPIRES JAN 5, 1996.
LOUISIANA NOTARY PUBLIC UNDERTAKERS.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of August, 1995, at 10:30 o'clock A.M., and was duly recorded on the August 4, 1995, Book No. 28, Page 253.

STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey Hill* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN RE: IN THE MATTER OF THE WILL AND ESTATE OF THELMA SHANNON VANCE, DECEASED

FILED 954152
THIS DATE
AUG 04 1995
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

AFFIDAVIT REGARDING WILL

STATE OF MISSISSIPPI
COUNTY OF *Madison*

I, Marie Thornton, 501 Cauthen Street, Canton, Mississippi 39046, do hereby state the following:

1. I am in no way interested in the estate of Thelma Shannon Vance.
2. I knew the decedent during her lifetime.
3. At the time of execution of her will on October 14, 1989, the decedent was of sound mind and as such was fully able to make testamentary disposition of her property.
4. I am familiar with the handwriting and signature of the decedent, and that such handwriting and signature exhibited as the Last Will and Testament of Thelma Shannon Vance are genuine and were done by Thelma Shannon Vance.

Marie Thornton
MARIE THORNTON

STATE OF MISSISSIPPI
COUNTY OF *Madison*

Subscribed and sworn to before me, the undersigned Notary Public, on this the 15 day of July, 1995.

[Signature]
NOTARY PUBLIC

My Commission Expires: 9-9-95



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of August, 1995, at 10:30 o'clock A M, and was duly recorded on the August 4, 1995, Book No. 28, Page 254.

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

FILED

AUG 04 1995

BOOK 28 PAGE 255

95-444

LAST WILL AND TESTAMENT

AT 3:00 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By: *Korogoupe*

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

CLAUSE I: I give, bequeath and devise unto my wife Etta Seale Campbell Powell all property that I may own at the time of my death, real and personal, and of every nature and kind and wheresoever located.

CLAUSE II: I name, constitute, and appoint my wife Etta Seale Campbell Powell as my Executrix and direct that no bond be required of her and that she not be required to account to any court.

WITNESS my signature this 12th day of September, 1968, and the signatures of two witnesses who have signed at my request and in my presence, and I have signed this Will in their presence and they have signed as witnesses in the presence of each other.

Robert H. Powell, Jr.
Robert H. Powell, Jr.

WITNESSES:

H. Nolan Tancher

Joe R. Tancher, Jr.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of August, 1995, at 3:00 o'clock P M., and was duly recorded on the August 4, 1995, Book No. 28, Page 255.

STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey Hill* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN RE: WILL AND ESTATE OF
ROBERT H. POWELL, JR.,
DECEASED

NO. 95-444

MADISON COUNTY, MS

AFFIDAVIT OF SUBSCRIBING WITNESS

FILED

AUG 04 1995

STATE OF MISSISSIPPI

COUNTY OF MADISON

AT 3:00 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By: [Signature]

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, JOE R. FANCHER, JR., who being by me first duly sworn, on oath stated:

That he is an adult resident citizen of Canton, Mississippi, and that he knew Robert H. Powell, Jr., deceased, late of the City of Canton, Madison County, Mississippi, who departed this life on July 26, 1995; and

That the attached document entitled "Last Will and Testament" dated September 12, 1968, was exhibited by the said Robert H. Powell, Jr. to affiant and H. Nolen Fancher as his Last Will and Testament and was signed by him on the 12th day of September, 1968, in the presence of affiant and H. Nolen Fancher, 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 H. Nolen Fancher signed the same as witnesses; and

That the signature of the said Robert H. Powell, Jr. thereto is his genuine signature, and the signatures of the affiant and H. Nolen Fancher are their genuine signatures; and

That the said Robert H. Powell, Jr. was on the 12th day of September, 1968, of sound and disposing mind and memory and was over the age of twenty-one years.

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

SWORN TO AND SUBSCRIBED before me, this the 1 day of August, 1995.

Donna Benée Hodges
Notary Public

My Commission Expires At Large
Notary Public State of Mississippi
My Commission Expires: March 21, 1998
BONDED THRU HEIDEN-MARCHETTI, INC.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of August, 1995, at 3:00 o'clock P M., and was duly recorded on the August 4, 1995, Book No. 28, Page 256.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

LAST WILL AND TESTAMENT

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

CLAUSE I: I give, bequeath and devise unto my wife Etta Seale Campbell Powell all property that I may own at the time of my death, real and personal, and of every nature and kind and wheresoever located.

CLAUSE II: I name, constitute, and appoint my wife Etta Seale Campbell Powell as my Executrix and direct that no bond be required of her and that she not be required to account to any court.

WITNESS my signature this 12th day of September, 1968, and the signatures of two witnesses who have signed at my request and in my presence, and I have signed this Will in their presence and they have signed as witnesses in the presence of each other.


Robert H. Powell, Jr.

WITNESSES:

H. Nolan Funcher

Jae R. Funcher, Jr.

LAST WILL AND TESTAMENT OF EARNEST MOORE

I, Earnest Moore, a single man, and 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, ordain, 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 hereby devise and bequeath all of my property, real, personal and mixed and wheresoever located to my first cousin, Robert Lee Johnson.

ITEM #2. I hereby appoint Robert Lee Johnson, executrix of my estate without bond, waiving all requirements whatever of bond from her as such executrix. I hereby waive an inventory and an appraisalment of my estate as required by statute, and relieve my said executrix of all duty to account to the courts for her 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.

SIGNED AND DECLARED as MY LAST WILL AND TESTAMENT, this 24th day of April, 1980.

Earnest Moore
EARNEST MOORE

Josephine Hood (WITNESS)
Carl H. Jones (WITNESS)

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES, this the 24th day of April, 1980.

MADISON COUNTY, MS

FILED

AUG 07 1995

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

By Karen Fupp, D.C.

Josephine Hood (WITNESS)
Carl H. Jones (WITNESS)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7th d of August, 1985, at 3:25 o'clock P. M., and was duly recorded on the 7th day of August, 1985, Book No. 28, Page 259.

STEVE DUNCAN, CHANCERY CLERK

By Karen Fupp, D.C.

FILED
THIS DATE
AUG 09 1995
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

LAST WILL AND TESTAMENT
OF

ELLIS TOWNSEND AND WIFE, BONNIE RUTH TOWNSEND

95-079

I.

We, Ellis Townsend and wife, Bonnie Ruth Townsend, both being over the age of twenty-one years, and of sound mind and disposing memory, do hereby constitute, make, publish, and declare this to be our joint and mutual Last Will and Testament, hereby expressly revoking all wills and codicils heretofore made by us, or either of us, jointly or severally, as follows, to-wit:

II.

It is our joint will that the just debts and funeral expenses of the one who predeceases the other, by fully paid out of the estate of the predeceator.

III.

It is our joint will that the survivor of us, Ellis Townsend or Bonnie Ruth Townsend, shall be executor or executrix, as the case may be, of this will and shall not be required to give bond, or to account to any Court.

IV.

We, give, devise and bequeath unto the survivor of us, Ellis Townsend or Bonnie Ruth Townsend, as the case may be,

All of our property, real, personal or mixed, for the sole use and benefit of the survivor of us to hold absolutely in fee simple forever. In other words, if Ellis Townsend survives Bonnie Ruth Townsend, then in that event all of the property of Bonnie Ruth Townsend, shall vest in and become the property of Ellis Townsend, and if Bonnie Ruth Townsend, shall survive Ellis Townsend, then in that event, the property of Ellis Townsend shall vest in and become the property of Bonnie Ruth Townsend.

V.

In the event that our deaths should occur simultaneously, or under circumstances causing doubt as to which of us survived the other, then and only then do we will, devise, and bequeath all of our property, real, personal or mixed unto our children and grandson, Ellis Devon Townsend, Sandra Paulette Townsend and Michael Allen Pearson. In case Ellis Devon Townsend, Sandra Paulette Townsend or Michael Allen Pearson s children survive tham, then and only then do we will, devise, and bequeath all of our property, real, personal or mixed unto their children, in equal shares, share and share alike. In the event of such occurrence, we do hereby name and appoint Ellis Devon Townsend as Executor as such without bond or the necessity of accounting.

IN WITNESS, whereof, we, Ellis Townsend and Bonnie Ruth Townsend, husband and wife, and joint testators, hereunto set our hands to this our joint Last Will and Testament on this the 5th day of October 1982.

Ellis Townsend
Ellis Townsend

Bonnie Ruth Townsend
Bonnie Ruth Townsend

ATTESTING WITNESSES:

James H. Riley
Sarah L. Neal

ATTESTATION CLAUSE

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, each of the subscribing witnesses to the Last Will and Testament of Ellis Townsend and Bonnie Ruth Townsend, do hereby certify that said instrument was signed by said Ellis Townsend and Bonnie Ruth Townsend in our presence and in the presence of each of us, and that the said Ellis Townsend and Bonnie Ruth Townsend declared the same to be their Last Will and Testament in the presence of each of us, and that we each signed as subscribing witnesses to said will at the request of Ellis Townsend and Bonnie Ruth Townsend, in their presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 5th day of Oct. 1982

James H. Riley

Sarah L. Neal

WITNESSES

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of August, 1995, at _____ o'clock _____ M., and was duly recorded on the 9th day of August, 1995, Book No. 28, Page 260.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trapp D.C.



FILED
THIS DATE
AUG 09 1995
STEVE DUNCAN
CHANCERY CLERK
BY *Karen Trapp*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
ELLIS TOWNSEND, DECEASED

CIVIL ACTION, FILE NO. 95079

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF RANKIN

PERSONALLY APPEARED BEFORE the undersigned authority in and for said County and State, Sarah L. Neal, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of ELLIS TOWNSEND, who, being duly sworn, deposed and said that the said Ellis Townsend, signed, published and declared said instrument as his Last Will and Testament on the 5th day of October, A.D., 1982, the day of the date of said instrument, in the presence of this deponent, and in the presence of James H. Riley, the other subscribing witness, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and this deponent and James H. Riley subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testator, and in the presence of the said Testator and in the presence of each other, on the day and year of the date of said instrument.

Sarah L Neal

Sarah L. Neal

SWORN TO AND SUBSCRIBED BEFORE ME, this the 10th day of February, 1995.

MURPHY ADKINS
CHANCERY CLERK

NOTARY PUBLIC
BY *C. Mastella DC*



MY COMMISSION EXPIRES:

My Commission Expires 01-06-98

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of August, 1995, at _____ o'clock _____ M., and was duly recorded on the 9th day of August, 1995, Book No. 28, Page 263.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Trapp* D.C.



LAST WILL AND TESTAMENT
OF

MARY DANCY DIVINE KRAFT
#95-419

MADISON COUNTY, MS
FILED
AUG 11 1995

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

I, MARY DANCY DIVINE KRAFT, being over the age of eighteen years and of sound and disposing mind and memory and a resident citizen of Canton in Madison County, Mississippi, do hereby make, declare and publish this to be my Last Will and Testament, expressly revoking all other wills and codicils thereto heretofore made by me.

ITEM I

I direct that all my just and lawful debts and all funeral expenses be paid as soon after my death as can be done conveniently

ITEM II

I give, bequeath, and devise a share of my estate that is equal to the exemption equivalent in effect as of the date of my death under the provisions of the Internal Revenue Code of 1986, and amendments thereto, or any corresponding provisions of future laws, and which share shall pass and go to my children, Janice Marie Kraft and Mary Elizabeth Kraft, share and share alike.

ITEM III

I give, bequeath, and devise all the balance, remainder, and residue of my estate and property, real and personal and of whatsoever nature and kind and wheresoever located, that I may own at the time of my death unto my husband, John C. Kraft, if he shall survive me. In the event that my said husband should predecease me, then in such event I give, bequeath, and devise all the balance remainder, and residue of my estate and property, real and personal and of whatsoever nature and kind and wheresoever located, that I may own at the time of my death unto my children, Janice Marie Kraft and Mary Elizabeth Kraft.

Last Will and Testament of Mary Dancy Divine Kraft - Page 2.

ITEM IV

I name, constitute, and appoint my said husband, John C. Kraft, as Executor of my estate hereunder, and I direct that said Executor be relieved of making bond, of filing an inventory and of accounting to any Court in said capacity. Should my said husband predecease me, or refuse, or be unable to serve as Executor hereunder, I name, constitute and appoint the Merchants & Farmers Bank at Canton, Mississippi, or its successor, as Executor of my estate hereunder and also direct that said Executor be relieved of making bond, of filing an inventory and of accounting to any Court in said capacity.

IN WITNESS WHEREOF, I have hereunto affixed my signature this the 25th day of August, 1989.

Mary Dancy Divine Kraft
Mary Dancy Divine Kraft

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

Doc R. Fancher, D.

Elsie R. Fancher

WITNESSES

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day of August, 1995, at 11:20 o'clock A. M., and was duly recorded on the 11th day of August, 1995, Book No. 28, Page 264.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trapp D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE

OF

MARY DANCY DIVINE KRAFT, DECEASED

CIVIL ACTION FILE

NO. 95-419

MADISON COUNTY, MS

FILED

AUG 11 1995

AT 11:20 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By Wacey Hill, D.C.

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the aforementioned jurisdiction, the within named JOE R. FANCHER, JR., who, being by me first duly sworn, states on oath:

That affiant, Joe R. Fancher, Jr., was one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Mary Dancy Divine Kraft and affiant states that the said Mary Dancy Divine Kraft signed, published and declared said instrument as her Last Will and Testament on the 25th day of August, 1989, the date of said instrument, in the presence of this deponent and in the presence of Elsie R. Fancher, the other subscribing witness thereto, and that said Testatrix was then of sound and disposing mind and memory and more than eighteen (18) years of age, and this deponent and Elsie R. Fancher subscribed and attested said instrument as witnesses to the signature and

publication thereof at the special instance of said Testatrix and in the presence of said Testatrix and in the presence of each other on the day and year of the date of said instrument.

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

SWORN TO and subscribed before me, this the 22 day of June, 1995.

STEVE DUNCAN, Chancery Clerk

By: Karen Trappi D.C.

(S E A L)

My commission expires:

1-1-96



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day of August, 1995, at 11:20 o'clock A M., and was duly recorded on the 11th day of August, 1995, Book No. 28, Page 266.

STEVE DUNCAN, CHANCERY CLERK

By: Karen Trappi D.C.

Last Will and Testament
9th day of May 1977

#95-466

I, Biddie Lutz Hutson, also known as Mrs W.O. Hutson, being of sound mind and over 18 years of age, do declare this to be my last will and testament, revoking all other documents.

I give devise and bequeath to each my Brothers and Sisters, living, \$1 each. No one interfering with this will gets nothing.

I give devise and bequeath, after all expenses are paid, the remainder of my estate to St. Jude's Hospital for Children of Memphis, Tenn and St. Dominic's Hospital of Jackson, Miss, divided equally as Memorials, in memory of Mrs W.O. Hutson of Canton, Miss.

All my personal possessions are to be sold and divided equally between St. Jude's and St. Dominic's Hospital. I appoint James Chandler as my executor, without bond.

In witness whereof I hereby subscribe my name.

Mrs W.O. Hutson
Biddie Lutz Hutson
Milkie R. Hutson
Milkie Vaughn Lutz Hutson

MADISON COUNTY, MS

FILED

AUG 11 1995

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

Witness
By: Stacy Keel, D.C.

Wita J. Wright
India M. Rasberry



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day of August, 1995, at 11:20 o'clock A.M., and was duly recorded on the 11th day of August, 1995, Book No. 28, Page 268.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

MADISON COUNTY, MS

IN THE MATTER OF THE ESTATE

FILED

OF

AUG 11 1995

CIVIL ACTION FILE

BIDDIE LUTZ HUTSON

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

NO. 95466

By: Stacey Hill, O.C.

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the aforesaid county and state, the undersigned NITA J. WRIGHT who, being by me first duly sworn, states on oath:

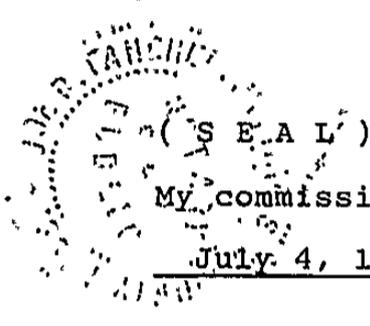
That affiant, Nita J. Wright, was one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Biddie Lutz Hutson and affiant states that the said Biddie Lutz Hutson signed, published and declared said instrument as her Last Will and Testament on the 9th day of May, 1977, the date of said instrument, in the presence of this deponent and in the presence of Sandra M. Rasberry, the other subscribing witness thereto, and that said Testatrix was then of sound and disposing mind and memory and more than eighteen (18) years of age, and this deponent and Sandra M. Rasberry subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said Testatrix and in the pre-

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

Nita J. Wright
Nita J. Wright

SWORN TO and subscribed before me, this the 1st day of August, 1995.

Dr. R. Lanch, Jr.
Notary Public



My commission expires:

July 4, 1999

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day of August, 1995, at 11:20 o'clock A. M, and was duly recorded on the 11th day of August, 1995, Book No. 28, Page 269

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trupp D.C



FILED

BOOK 28 PAGE 271

AUG 11 1995

AT 3:10 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By: Stacey Hill, D.C.

Last Will and Testament

OF

95-400

LIZZIE DEARN, A Widow

I, LIZZIE DEARN, a widow and resident of Madison County, Mississippi, being of the age of twenty-one (21) years and over, of sound and disposing mind and memory and realizing the uncertainties of this life, do made, publish and declare this to be my Last Will and Testament, and hereby revoke any and all former Wills and Codicils made by me.

ARTICLE I

I hereby direct my executrix, hereinafter named, to pay all my just debts and funeral expenses as soon after my demise as can be lawfully done.

ARTICLE II

I appoint as executrix of this my Last Will and Testament, my niece, Ada Williams, to serve without bond and to act as her good judgment and discretion will determine, and she shall not be required to file any accounting, annual or final, to any Court of her actions as executrix.

ARTICLE III

I give, devise and bequeath unto Sadie Esco, and Ada Williams, in equal shares, to share and share alike, all of my right, title and interest in and to the following described real property lying and being situated in Madison County, Mississippi, to-wit:

All that part of the East half of the East Half, Section 12, that lies South and West of Doaks Creek and North and West of Stump Bridge Gravel Road, in Township 10, Range 3 East; all that part of the Southwest quarter of the Southwest quarter, Section 7, lying North and West of Stump Bridge Gravel Road; and all that part of the Northeast quarter of the Southwest quarter lying North and West of the Stump Bridge Road, Section 7, Township 10 North, Range 4 East, LESS AND EXCEPT 6 Acres, more or less, previously conveyed.

In the event the said Sadie Esco or Ada Williams, or both of them, shall preceed me in death, then their respective one-half (½) share in the title to the above described real property, I give devise and bequeath unto their respective children, to share and share alike.

ARTICLE IV

I give, devise and bequeath to my great nephew, Lamont Williams, all furniture, appliances and fixtures located in the house which is situated on the above real property.

ARTICLE V

I give, devise and bequeath to my great nephew, Lamont Williams, the rest and residue of any and all property, both real and personal, of whatever kind or character and wherever located, which I may own at the time of my death.

WITNESS MY SIGNATURE, this 21st day of June, 1991.

(her mark)
LIZZIE DEARN

WITNESSES:

Joyce Chubb
George C Nichols

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, the undersigned, do hereby certify that we subscribed our signatures as attesting witnesses to the above and foregoing instrument on the date therein stated at the request of LIZZIE DEARN, who declared the said instrument in our presence to be her Last Will and Testament and who signed said instrument in our presence and that at her request we affixed our signatures hereto as attesting witnesses in her presence and in the presence of each other.

WITNESS OUR SIGNATURES, this 21st day of June, 1991.

<u>NAME</u>	<u>ADDRESS</u>
<u>Joyce Chubb</u>	<u>Route 4, Box 431-B</u>
<u>George C Nichols</u>	<u>Carthage, MS 39051</u>
	<u>Post Office Box 691</u>
	<u>Canton, MS 39046</u>



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day of August, 1995, at 3:10 o'clock P. M., and was duly recorded on the 11th day of August, 1995, Book No. 28, Page 271.

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

BANK

28 PAGE 278

MADISON COUNTY, MS

FILED

AUG 11 1995

AT 3:20 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

by: Stacey Hill, D.C.

IN THE CHANCERY COURT OF MADISON COUNTY

STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
LIZZIE DEARN, DECEASED

CIVIL ACTION FILE NO. 95-460

PROOF OF WILL

COMES NOW, JOYCE CHEEKS, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of LIZZIE DEARN 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 LIZZIE DEARN, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 21st day of June 1991, the day of the date of said instrument, in the presence of this deponent and GEORGE C. NICHOLS, 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 GEORGE C. NICHOLS, 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.

Joyce Cheeks
JOYCE CHEEKS

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 14 day of

June, 1995.

Bernie M. Graw
NOTARY PUBLIC

MY COMMISSION EXPIRES:

11-7-97

(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 11th day of August, 1995, at 3:20 o'clock P. M., and was duly recorded on the 11th day of August, 1995, Book No. 28, Page 273

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Frisip* D.C.

FILED

AUG 11 1995

AT 3:00 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By: Stacey Hobbs

IN THE CHANCERY COURT OF MADISON COUNTY

STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
LIZZIE DEARN, DECEASED

CIVIL ACTION FILE NO. 95-460

PROOF OF WILL

COMES NOW, GEORGE C. NICHOLS one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of LIZZIE DEARN 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 LIZZIE DEARN, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 21st day of June 1991, the day of the date of said instrument, in the presence of this deponent and JOYCE CHEEKS, 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 JOYCE CHEEKS, 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.

George C. Nichols
GEORGE C. NICHOLS

STATE OF MISSISSIPPI
COUNTY OF MADISON

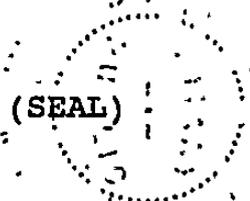
SWORN TO AND SUBSCRIBED BEFORE ME on this the 18th day of

June, 1995.

Bessie M. Jones
NOTARY PUBLIC

MY COMMISSION EXPIRES:

11-7-97



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day of August, 1995, at 3:20 o'clock P. M., and was duly recorded on the 11th day of August, 1995, Book No 28, Page 275

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trupp D C



LAST WILL AND TESTAMENT OF JAMES E. WILLIAMS

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

ARTICLE I.

If my wife, Dorothy J. Williams, survives me, I give, devise and bequeath to her all of my property, both real and personal, of whatsoever kind or character and wheresoever situated.

ARTICLE II.

If my wife, Dorothy J. Williams, predeceases me, then in that event, I direct that my Executrix hereinafter named, shall sell all real property of my estate and all of the money received from said sale together with the remaining assets of my estate, all of which I give, devise and bequeath as follows:

(a) Unto my daughter, Rebecca L. West, I give, devise and bequeath one-fourth of my estate;

(b) Unto my daughter, Jamie K. Squires, I give, devise and bequeath one-fourth of my estate;

(c) Unto my daughter, Tammy J. Williams, I give, devise and bequeath one-fourth of my estate;

(d) Unto my daughter, Debra Rieder, I give, devise and bequeath one-eighth of my estate; and

(e) Unto my grandson, James Anthony Rieder, Jr., I give, devise and bequeath one-eighth of my estate.

ARTICLE III.

I hereby nominate, appoint and constitute my wife, Dorothy J. Williams, Executrix of my Last Will and Testament, in the event she survives me. My Executrix shall have full and plenary power and authority to do and perform any act deemed by her to

James E. Williams
James E. Williams

MADISON COUNTY, MS

FILED

AUG 18 1995

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

By: Karen Fripp, D.C.

be to the best interest of my estate, without any limitation whatsoever, and to serve as Executrix without bond. Said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interest and profits therefrom, and to employ and to pay any attorneys, agents and accountants that she may deem necessary for the best interest of my estate. In addition, my Executrix is specifically authorized, in her sole discretion, to sell any property of my estate, both real and personal, at public or private sale, as she may deem proper and in the best interest of my estate and the property sales so authorized by this article are to be exercised without first acquiring a Court order approving the sales as proposed by my Executrix. In addition, I waive the requirement of my Executrix making an inventory, appraisal or accounting to the Court.

ARTICLE IV.

In the event that my wife, Dorothy J. Williams, shall predecease me, become disqualified or otherwise fails to qualify as the Executrix of my Last Will and Testament, then I nominate and appoint my daughter, Jamie L. Squires, to serve as Executrix of my Last Will and Testament and direct that she not be required to enter into any bond as such Executrix and direct that she shall have the same authority and powers as is set forth for my Executrix in the above and foregoing article and she is further specifically authorized to sell any real or personal property of my estate, at public or private sale, for cash or on such conditions as she may deem appropriate, in her sole discretion, and the power of sale herein granted shall be exercised without the requirement of Court approval and I also

James E. Williams
James E. Williams

BOOK 28 PAGE 277
waive the requirement that my Executrix herein named file an inventory, appraisal, or accounting with the Court.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 21 day of November, 1980.

James E. Williams
James E. Williams

This instrument was, on the date shown above, signed, published and declared by JAMES E. WILLIAMS 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:

Lance Tucker
John [unclear]



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18th day of August, 1995, at 11:30 o'clock A. M., and was duly recorded on the 18th day of August, 1995, Book No. 28, Page 277.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fypp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY

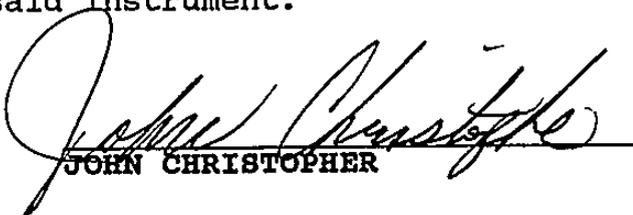
FILED

STATE OF MISSISSIPPI

AUG 18 1995

IN THE MATTER OF THE ESTATE OF
JAMES E. WILLIAMS, DECEASEDAT 11:30 O'CLOCK A. M
STEVE DUNCAN, CHANCERY CLERKBy: *Karen Trapp, D.C.*CIVIL ACTION FILE NO. 95-480PROOF OF WILL

Comes now JOHN CHRISTOPHER, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of James E. Williams, Deceased, and enters his appearance herein as provided by Section 91-7-9, Mississippi Code Annotated (1972), as amended, and makes oath before the undersigned authority that James E. Williams, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on November 21, 1980, the day of the date of said instrument, in the presence of this deponent and Louise Heath, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one (21) years of age, and having his usual place of abode in Madison County, Mississippi, and that he and Louise Heath 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.


JOHN CHRISTOPHER

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

Steph Th
NOTARY PUBLIC

(S E A L)

MY COMMISSION EXPIRES:
4/12/99



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18th day of August, 1995, at 11:30 o'clock A. M., and was duly recorded on the 18th day of August, 1995, Book No. 28, Page 280.

STEVE DUNCAN, CHANCERY CLERK BY: Karen Fupp DC

AUG 18 1995

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

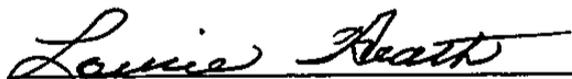
By: Karen Gripp, D.C.

IN THE MATTER OF THE ESTATE OF
JAMES E. WILLIAMS, DECEASED

CIVIL ACTION FILE NO. 95480

PROOF OF WILL

Comes now LOUISE HEATH, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of James E. Williams, 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 James E. Williams, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on November 21, 1980, the day of the date of said instrument, in the presence of this deponent and John Christopher, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one (21) years of age, and having his usual place of abode in Madison County, Mississippi, and that she and John Christopher 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.


LOUISE HEATH

STATE OF MISSISSIPPI

COUNTY OF MADISON

SWORN TO AND SUBSCRIBED before me on this the 4th day of August, 1995.

Phyllis J. De Laughter
NOTARY PUBLIC

(S E A L)

MY COMMISSION EXPIRES:
My Commission Expires 2/21/96



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18th day of August, 1995, at 11:30 o'clock A. M., and was duly recorded on the 18th day of August, 1995, Book No. 28, Page 282

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fujis D.C.

LAST WILL AND TESTAMENT
OF

AUG 18 1995

MARY L. DURFEY
#95-479

AT 2:00 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
By: Stanley Hill, D.C.

I, MARY L. DURFEY, of Canton, Madison County, Mississippi, being of the age of twenty-one years and over and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, revoking all previous wills and codicils.

I.

I bequeath unto each of my grandchildren, MARY ASHLEY O'REILLY and JOHN AUSTIN DURFEY, the sum of one thousand dollars (\$1,000.00).

II.

I do hereby give all of the rest of my property, real, personal and mixed to my children, WILLIAM RUSSEL DURFEY, LINDA DIANE DURFEY O'REILLY, AND JOHN JOSEPH DURFEY, share and share alike.

III.

I hereby appoint my son, WILLIAM RUSSEL DURFEY as the Executor of this Will to serve without bond and further designate that he should serve without the necessity of accounting or inventory of this estate.

I SUBSCRIBE MY NAME to this Will on this the 23RD day of May, 1991.

Mary L. DurfeY
MARY L. DURFEY, Testatrix

THIS INSTRUMENT was on the date shown published and declared by MARY L. DURFEY to be her Last Will and Testament in our presence and we, at her request, have subscribed our names as witnesses in her presence and in the presence of each other.

Stanley J. Hester
410-86-0937 WITNESS
P.O. Box 358
Canton, MS 39046 ADDRESS

Pat Ruff
426-94-2123 WITNESS
P.O. Box 358
Canton MS 39046 ADDRESS

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18th day of August, 1995, at 2:00 o'clock P. M., and was duly recorded on the 18th day of August, 1995, Book No. 28, Page 284

STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp D.C.



AUG 18 1995

#95-419

PROOF OF WILL

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

COMES NOW L. A. ROWE, JR., one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of MARY L. DURFEY, and enters his appearance herein as provided by §91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that MARY L. DURFEY, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 23rd day of May, 1991, the day of the date of said instrument, in the presence of this deponent and STANLEY F. STATER, III, 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 he and STANLEY F. STATER, III 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.

[Signature]

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 11th day of August, 1995.

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:
August 11, 1997

(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18th day of August, 1995, at 2:00 o'clock P. M, and was duly recorded on the 18th day of August, 1995, Book No. 28, Page 285.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trapp D.C.



#95-479
FILED
AUG 18 1995
AT 2:00 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
By Stanley F. Stater, D.C.

PROOF OF WILL

COMES NOW STANLEY F. STATER, III, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of MARY L. DURFEY, and enters his appearance herein as provided by §91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that MARY L. DURFEY, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 23rd day of May, 1991, the day of the date of said instrument, in the presence of this deponent and L. A. ROWE, JR., 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 he and L. A. ROWE, JR. 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.

Stanley F. Stater III

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 11th day of August, 1995.

Robert Eugene Hume
NOTARY PUBLIC

MY COMMISSION EXPIRES:
August 11, 1998
(SEAL)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18th day of August, 1995, at 2:00 o'clock P. M, and was duly recorded on the 18th day of August, 1995, Book No. 28, Page 286.

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

BOOK

28 PAGE 287

LAST WILL AND TESTAMENT

#95-498

I, EMMA POTTS, a widow, presently residing in Madison County, Mississippi, being of sound and disposing mind and memory and over the age of twenty-one years, do hereby make, declare, and publish the following as my Last Will and Testament, hereby revoking all other wills and codicils that I have heretofore made.

CLAUSE I

I give, bequeath, and devise all of my estate and property, real and personal, and of whatsoever nature and kind and wheresoever located, that I may own at the time of my death equally unto my grandsons, namely Emile Thompson and Hosea Thompson, or such of them as shall survive me.

CLAUSE II

I name, constitute, and appoint my grandson, Emile Thompson, as my executor under this Will, but should he predecease me or otherwise decline, refuse, or be unable to act in said capacity, then I name, constitute and appoint my grandson, Hosea Thompson, as my executor. I direct that my executor hereunder as named above be relieved of making bond or accounting to any court

IN WITNESS WHEREOF, I have hereunto subscribed my name, this the 8th day of February, 1982.

Emma Potts
Emma Potts

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

W. T. Paul
Ernest E. Levy
WITNESSES

MADISON COUNTY, MS

FILED

AUG 25 1995

AT 9:00 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill, D.C.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 25 day of August, 1995, at 9:00 o'clock A M, and was duly recorded on the August 25, 1995, Book No 28, Page 287
STEVE DUNCAN, CHANCERY CLERK BY Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
EMMA POTTS, DECEASED

CIVIL ACTION FILE
NO. 95-498

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF Madison

Personally appeared before me, the undersigned authority in and for said county and state, IMOGENE E. LEVY, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of Emma Potts, deceased, and who, being by me first duly sworn, deposed and said that the said Emma Potts signed, published and declared said instrument as her Last Will and Testament on February 8, 1982, the date of said instrument, in the presence of this deponent, and that the said Testator was then of sound and disposing mind and memory, more than twenty-one years of age, and had her usual place of residence in Canton, Madison County, Mississippi; and the said Imogene E. Levy subscribed and attested said instrument, as witness to the signature and publication thereof, at the special instance of the said Testator, in the presesnce of the said Emma Potts and in the presence of R. H. Powell, Jr., the other subscribing witness, who is now deceased, on the day and year of the date of said instrument.

MADISON COUNTY, MS

FILED

AUG 25 1995

Imogene E. Levy
IMOGENE E. LEVY

AT 9:00 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill, D.C.

SWORN to and subscribed before me, this the 14th day of August, 1995.

Robert Jerome Hains
NOTARY PUBLIC

My commission expires:

August 11, 1998

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 25 day of August, 1995, at 9:00 o'clock A.M., and was duly recorded on the August 25, 1995, Book No 28, Page 288.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C



MADISON COUNTY, MS

Last Will and Testament

FILED

AUG 25 1995

OF

LAURA LUCKETT SUTTON

AT 9:50 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

#95475

By: *Karen Jupp*

I, LAURA LUCKETT SUTTON, 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 Testamen, hereby expressly revoking any and all wills and codicils heretofore made by me.

I.

I hereby name and appoint HARRY LUCKETT as Executor of this my Last Will and Testament and direct that he shall serve without bond, and I hereby waive inventory, appraisal and accounting to any Court.

II.

I hereby give, devise and bequeath unto JAMES REED, ANNIE BLACKMAN, LEVESTER SUTTON, DELORIS CAIN, and CHESTER SUTTON, in equal shares, share and share alike, all of my real and personal property wheresoever situated and howsoever described.

IN WITNESS WHEREOF, I, LAURA LUCKETT SUTTON, hereunto set my signature and publish and declare this to be my Last Will and Testament on this the 27th day of March, 1976, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Laura Lockett Sutton
LAURA LUCKETT SUTTON

WITNESSES:

W. Larry Smith Vany
C.R. Montgomery

ATTESTATION CLAUSE

We, Each of the subscribing witnesses to the Last Will and Testament of LAURA LUCKETT SUTTON, do hereby certify that said instrument was signed by LAURA LUCKETT SUTTON, in our presence and in the presence of each of us, and that the said LAURA LUCKETT SUTTON declared the same to be her Last Will and Testament in the presence of each of us, and that we each signed as subscribing witnesses to said Will at the request of LAURA LUCKETT SUTTON in her presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 27th day of March, 1976.

W. Larry Smith
C.R. Montgomery
WITNESSES

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 25 day of August, 1995, at 9:50 o'clock A M, and was duly recorded on the August 25, 1995, Book No. 28, Page 290.

STEVE DUNCAN, CHANCERY CLERK BY: Stacey Hill DC

MADISON COUNTY, MS

FILED

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

AUG 25 1995

IN THE MATTER OF THE ESTATE OF
LAURA LUCKETT SUTTON, DECEASED

AT 9:50 O'CLOCK A. M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp Sc

CIVIL ACTION FILE NO. 95-475

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the jurisdiction aforesaid, the within named W. Larry Smith-Vaniz, 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 Laura Lockett Sutton, deceased, who was known to the affiant and whose signature is affixed to the Last Will and Testament dated the 27th day of March, 1976.

2. That on the 27th day of March, 1976, the said Laura Lockett Sutton signed, published and declared the said written instrument to be her last Will and Testament in the presence of this affiant and in the presence of C. R. Montgomery, the other subscribing witness to the said instrument.

3. That Laura Lockett Sutton 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 C. R. Montgomery, subscribed and attested said instrument as witnesses to the

EXHIBIT B

signature and publication thereof at the special insistence and request and in the presence of said Laura Lockett Sutton and in the presence of each other.

W. Larry Smith-Vaniz
W. LARRY SMITH-VANIZ

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 14th day of August, 1995.

Samuel S. Goye
NOTARY PUBLIC

MY COMMISSION EXPIRES:
June 25, 1999

(SEAL)

I:\FIRMSSGPIESTATE\SUTTONAF.103

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 25 day of August, 1995, at 9:50 o'clock A.M., and was duly recorded on the August 25, 1995, Book No. 28, Page 292

STEVE DUNCAN, CHANCERY CLERK BY: Stacey Hill DC



MADISON COUNTY, MS

FILED

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

AUG 25 1995

IN THE MATTER OF THE ESTATE OF
LAURA LUCKETT SUTTON, DECEASED

AT 9:50 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Supp*
CIVIL ACTION FILE NO 95-495

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the jurisdiction aforesaid, the within named C. R. Montgomery, 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 Laura Lockett Sutton, deceased, who was known to the affiant and whose signature is affixed to the Last Will and Testament dated the 27th day of March, 1976.

2. That on the 27th day of March, 1976, the said Laura Lockett Sutton signed, published and declared the said written instrument to be her last Will and Testament in the presence of this affiant and in the presence of W. Larry Smith-Vaniz, the other subscribing witness to the said instrument.

3. That Laura Lockett Sutton 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 W. Larry Smith-Vaniz subscribed and attested said instrument as witnesses to the

EXHIBIT C

signature and publication thereof at the special insistence and request and in the presence of said Laura Lockett Sutton and in the presence of each other.

C. R. Montgomery
C. R. Montgomery

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 15th day of August, 1995.

Samuel Sutherland Goye
NOTARY PUBLIC

MY COMMISSION EXPIRES:
June 25, 1999

(SEAL)

1\FIRMSSOP\ESTATE\SUTTAFFA 103

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 25 day of August, 1995, at 9:50 o'clock A M., and was duly recorded on the August 25, 1995, Book No. 28, Page 294

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

LAST WILL AND TESTAMENT OF CLARENCE GRAY

KNOW ALL MEN BY THESE PRESENT that I, CLARENCE GRAY, a single person and resident of Canton, Madison County, Mississippi, being over the age of eighteen years and of sound and disposing mind and memory, do hereby make, publish and declare 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 hereby devise and bequeath all of my property, real, personal and mixed and wneresoever located to Laura Hawkins.

ITEM 2. I hereby appoint Laura Hawkins, executrix of said estate without bond, waiving all requirements whatever of bond from her: such executrix. I hereby waive an inventory and appraisement of my estate as required by statute, and relieve my said executrix of all duty to account to the courts for her acts and doing 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 HAND and Signature, this 11TH day of June, 1985.

Clarence Gray
CLARENCE GRAY

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES, this 11TH day of June, 1985.

<u>NAMES</u>	<u>ADDRESS</u>
<u>Josephine Hood</u>	<u>122 N. Liberty St. Canton, ms</u>
<u>Alma Alfred</u>	<u>419 Trolis St Canton miss</u>

FILED
THIS DATE
AUG 25 1995
STEVE DUNCAN
CHANCERY CLERK
BY Alma Alfred



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 25 day of August, 1995, at _____ o'clock _____ M., and was duly recorded on the August 25, 1995, Book No. 28, Page 296.
STEVE DUNCAN, CHANCERY CLERK BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
CLARENCE GRAY, DECEASED

CIVIL ACTION FILE NO. ⁹⁵⁴⁹⁰ MADISON COUNTY, MISSISSIPPI
FILED

AFFIDAVIT OF SUBSCRIBING WITNESS

AUG 25 1995

STATE OF MISSISSIPPI
COUNTY OF MADISON

AT 10:00 O'CLOCK A. M.
STEVE DUNCAN, CHANCERY CLERK.
By: *Karen Supp, D.C.*

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the jurisdiction aforesaid, the within named ALMA LUCKETT formerly known as ALMA ALFRED, 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 Clarence Gray, deceased, who was known to the affiant and whose signature is affixed to the Last Will and Testament dated the 11th day of June, 1985.

2. That on the 11th day of June, 1985, the said Clarence Gray, signed, published and declared the said written instrument to be his last Will and Testament in the presence of this affiant and in the presence of Josephine Hood, the other subscribing witness to the said instrument.

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

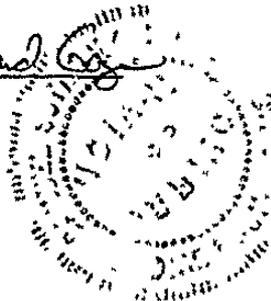
4. That this affiant together with Josephine Hood subscribed and attested said instrument as witnesses to the

signature and publication thereof at the special insistence and request and in the presence of said Clarence Gray and in the presence of each other.

Alma Lockett Alfred
ALMA LUCKETT formerly known
as ALMA ALFRED

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 17th day
of August, 1995.

Samuel Suttelad
NOTARY PUBLIC



MY COMMISSION EXPIRES:

June 25, 1999

(SEAL)

8296/37870
I\FIRM\SSGP\ESTATE\GRAYAFFI 103

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 25 day
of August, 1995, at 10:00 o'clock A M., and was duly recorded
on the August 25, 1995, Book No 28, Page 297.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.