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BOOK

28 PAGE 599

Madison

STATE OF MISSISSIPPI
COUNTY OF FORREST
CAUSE NO. P-2009-T

IN THE CHANCERY COURT OF SAID COUNTY
Jimmy E. Howard
Chancery Clerk

IN MATTER OF THE LAST WILL AND
TESTAMENT OF KATHLEEN (JUNE)
ROSS VARDAMAN, DECEASED,
DOUGLASS W. VARDAMAN, EXECUTOR

DECREE APPROVING FINAL REPORT

A True Copy
Sept. 19 95
JIMMY E. HOWARD, Clerk
CHANCERY COURT, FORREST
COUNTY, MISSISSIPPI
By *Sandra B. Bourque*

This day this Cause coming on to be heard on the Final Report filed by the Executor, Douglass W. Vardaman; on the Joinder By *Sandra B. Bourque* Douglass W. Vardaman in his individual capacity; on the separate sworn Waivers and Joinders filed herein by Kathleen Ross Vardaman Pigue, Martha Ross Vardaman Dearman, Douglass W. Vardaman, Jr., and Robert Ross Vardaman; and on the evidence offered at the hearing in support thereof, the Court finds that all heirs-at-law of the deceased and beneficiaries of her Will are properly before the Court; that the Court has jurisdiction of the parties and of the subject matter and jurisdiction to hear and determine the Final Report at this time and place; and that the Court further finds and adjudicates as follows:

FIRST. That the said Kathleen (June) Ross Vardaman in Paragraph Fifth of her Will directed that her husband as Executor be permitted to qualify and serve without the necessity of entering into bond, making an inventory, having an appraisal, or accounting to any Court; that the Court in its Decree Admitting the Will of the Deceased to Probate, accordingly dispensed with the making and filing of an appraisal, an inventory, and the making and filing of annual accounts in this Cause; that the Executor individually and the four (4) children of the deceased are the sole and only

parties-at-interest herein; that the Executor has kept his children fully informed regarding his administration of the estate and has accounted to them privately; that the Court has examined their sworn Waivers and Joinders herein and finds that each child has acknowledged receipt of a copy of the Will and a true copy of the Final Report and a private accounting from the Executor; that all beneficiaries have acknowledged that the Final Report is true and correct and acceptable to them and have requested that the Court accept, approve, and allow the Final Report; that under the circumstances, the Court finds that the making and filing of a detailed Final Report of receipts, disbursements, and assets of the estate is not necessary or required; and that the Final Report of the Executor as tendered to the Court should be accepted, approved, and allowed in all respects.

SECOND. That the Executor made a reasonably diligent effort to identify persons having claims against the estate of his wife; that he either mailed a notice to the persons known and identified by him to have claims against the estate at their last known address or informed them by personal contact that a failure to have their claims probated and registered by the Clerk of this Court within ninety (90) days from the date of first publication of Notice to Creditors would bar their respective claims; that he filed herein the Affidavit required by Section 91-7-145 of the Mississippi Code of 1972; that he proceeded to publish Notice to Creditors in the Hattiesburg American in its issues of October 29, November 5, and November 12, A.D., 1993, all as reflected by the Proof of Publication filed among the papers in this cause on the

24th day of November, A.D., 1993; that the time for probaton of claims against the said estate has now expired; that no claims were probated herein; and that all claims against the estate of the deceased have been fully paid.

THIRD. That this estate is not of sufficient size to require the filing of a Federal or a State estate tax return; and that this estate is not indebted to the State of Mississippi or to the United States of America for any income, estate, inheritance, or other taxes.

FOURTH. That the said Kathleen (June) Ross Vardaman departed this life testate on or about the 17th day of October, A.D., 1993, that her residence and principal place of abode at the time of her death and for many years next preceding that time was situated at 111 Jeff Davis Circle in the City of Hattiesburg, Forrest County, Mississippi; that she left as her sole and only heirs-at-law, her husband, the Petitioner, Douglass W. Vardaman and four (4) children, namely Kathleen Ross Vardaman Pigue, Martha Ross Vardaman Dearman, Douglass W. Vardaman, Jr., and Robert Ross Vardaman, who are also the only beneficiaries taking under her Will; and that all beneficiaries of the Will are over the age of twenty-one (21) years and competent in all respects.

FIFTH. That in Paragraph First of her Will, the deceased directed the payment of her just debts and funeral expenses so soon as might conveniently be done after her death; that the Executor has paid the just debts and funeral expenses of the deceased; and that he has fully complied with the provisions of Paragraph First of the Will.

SIXTH. That in Paragraph Second, the deceased made specific bequests of certain of her personal properties; that the Court in the Decree Admitting the Will to Probate, authorized and empowered the Executor to make distribution of the specific bequests to the four (4) children for safekeeping purposes pending the closing of the estate and the vesting of title thereto; that the Executor did in fact distribute the articles of personalty to his children and received from each of them a safekeeping receipt; that in Subparagraph 1, the deceased gave and bequeathed her diamond cross, aquamarine pendant, 1988 Chinese gold coin and gold bezel, her opal garnet diamond ring, and a gold chain bracelet to her daughter, Kathleen Ross Vardaman Pigue; that in Subparagraph 2, she gave and bequeathed her diamond earrings, single stone diamond drop, diamond and gold necklace, star sapphire diamond ring, and her gold flat bracelet to her daughter, Martha Ross Vardaman Dearman; that in Subparagraph 3, she gave and bequeathed a Twenty and No/100 (\$20.00) Dollar 1904 gold piece set in gold bezel to her son, Robert Ross Vardaman; that in Subparagraph 4, she gave and bequeathed a Twenty-Five and No/100 (\$25.00) Dollar gold coin and gold bezel to her son, Douglass W. Vardaman, Jr.; that in Subparagraph 5, she gave and bequeathed her sterling flatware to her sons, Douglass W. Vardaman, Jr. and Robert Ross Vardaman to be divided equally and provided that if one of them did not want his part of the sterling flatware, then she gave and bequeathed all of the sterling flatware to the son who wanted it; that the beneficiary of each specific bequest has the above described articles in his or her possession; and that the actions of the

Executor in delivering these articles to the respective beneficiaries should be ratified and confirmed and that title thereto should now be vested in each of the specific beneficiaries.

SEVENTH. That in Paragraph Third of her Will, the deceased gave, devised, and bequeathed all real property and mineral interests which she acquired through the estate of her father, the late R. M. Ross, or by gift from her mother, Kathleen S. Ross, or which she might acquire through the estate of her mother, to her four (4) children, Kathleen Ross Vardaman Pigue, Martha Ross Vardaman Dearman, Douglass W. Vardaman, Jr., and Robert Ross Vardaman in equal parts share and share alike, per stirpes; that the Executor through counsel has advised the Court upon the hearing that his late wife possessed shares of stock in a corporation formed by her father and his siblings known as Romico, Inc. for the purpose of managing certain mineral interests owned by the family; that family members, including the father of the deceased, conveyed certain of their mineral interests to Romico, Inc.; that although the Romico shares of stock are technically a part of the residue of the estate given, devised, and bequeathed to Douglass W. Vardaman individually, he is of the opinion that his late wife really intended that her interest in this corporation pass to her four (4) children; that his interpretation is directly in keeping with the language of the Will, in which the deceased recited that she was devising all real property and mineral interests acquired through the estate of her father or by gift from her mother to her four (4) children; that in order to avoid any question, he has disclaimed all interest in and to the stock of

Romico Corporation by instrument filed herein; that the Executor should be authorized and empowered to distribute the Romico stock owned by the deceased to her four (4) children in equal parts share and share alike; and that the said Kathleen Ross Vardaman Pigue, whose address is 851 Woodhaven Drive, Mobile, Alabama 36608; Martha Ross Vardaman Dearman, whose address is 200 Lynwood Circle, Hattiesburg, Mississippi 39401; Douglass W. Vardaman, Jr., whose address is 100 Upper Mountain Avenue, Montclair, New Jersey 07042; and Robert Ross Vardaman, whose address is 801 Parker Avenue, Hattiesburg, Mississippi 39401 should be vested with title to all real properties and in mineral interests which the late Kathleen (June) Ross Vardaman acquired through the estate of her father, R. M. Ross, or by gift from her mother, Kathleen S. Ross and in which she still possessed an interest at the time of her death, in equal parts share and share alike, including but not limited to the lands and minerals described in Exhibit "A" to the Petition, a true copy of which Exhibit is attached to and incorporated as a part of this Decree.

EIGHTH. That in Paragraph Fourth of her Will, the deceased provided that after satisfaction of the other provisions, then she gave, devised, and bequeathed all of the rest, residue, and remainder of her estate, real, personal, and mixed, of every kind and character, wheresoever situated or being, to her husband, Douglass W. Vardaman in absolute and perfect ownership; that she provided for the event that he should predecease her; and that after payment of expenses of administration, the Executor should be authorized and empowered to distribute and deliver to himself

individually all of the rest, residue, and remainder of the estate, including but not limited to any cash on hand at the time of her death in savings, checking, money market accounts, or other investments, stocks, bonds, and similar assets; and that title thereto should be vested in him accordingly.

NINTH. That in Paragraph Fifth, the deceased appointed her husband, Douglass W. Vardaman as Executor and also named an Alternate Executor in the event that he was not able to serve; that she further prescribed the terms and conditions under which her legal representative would serve; that in Paragraph Sixth she revoked all Wills and Codicils which she had previously made; that the Executor has fully administered the estate; and that the estate is ready for distribution.

TENTH. That the making of a Final Record in this Cause should be dispensed with to save needless and unnecessary expense; and that in lieu thereof, this Decree should be recorded and indexed in the Land Deed Records and General and Sectional Indexes of Forrest County, Mississippi, as Deeds are indexed and with like effect; and that the Executor should be directed to record this Decree in any and all counties in the State of Mississippi where the deceased possessed an interest in real property and minerals, to the end that the public records will confirm the vesting of title to such interests in the four (4) children of the deceased in accordance with the provisions of the Will.

ELEVENTH. That the Executor does not desire compensation for his services herein; the he has had the legal services of the firm of Travis & Travis in connection with administration of the

estate and should be authorized and empowered to pay to his attorneys the sum of \$1,500⁰⁰ which the Court finds to be reasonable compensation for their services and to reimburse his attorneys for all expenses incurred and paid by them; and that he should also be authorized to pay all costs of Court which have accrued herein.

TWELFTH. That the Executor should be directed to file herein in due course Legal Vouchers or Legal Voucher Receipts reflecting his payment of Court costs, attorney's fees and expenses, and distribution of the estate pursuant to the provisions of the Will; and that upon the filing herein of evidence of compliance with the Will and the provisions of this Final Decree, then the Executor will thereby be discharged and the estate finally and forever closed, all without further Order of the Court.

It is therefore hereby Ordered and Decreed by the Court as follows:

1. That the Final Report of the Executor be and the same is hereby accepted, approved, and allowed in all respects.
2. That the Executor be and he is hereby authorized and empowered to pay all costs of Court which have accrued herein and to pay to his attorneys the said sum of \$1,500⁰⁰ for their services and to reimburse them for any expenses which they have incurred and paid.
3. That Kathleen Ross Vardaman Pigue, Martha Ross Vardaman Dearman, Robert Ross Vardaman, and Douglass W. Vardaman, Jr. be and they are each hereby vested with title to the articles

of personalty given and bequeathed to them under Subparagraphs 1, 2, 3, 4, and 5 of Paragraph Second of the Will.

4. That the Executor be and he is hereby authorized and empowered to distribute and deliver the stock of Romico, Inc. in which he has disclaimed all interest, to the four (4) children of the deceased in equal parts share and share alike; and that the said Kathleen Ross Vardaman Pigue, Martha Ross Vardaman Dearman, Robert Ross Vardaman, and Douglass W. Vardaman, Jr. be and they are hereby vested with title to all real property and mineral interests which the late Kathleen (June) Ross Vardaman acquired through the estate of her late father, R. M. Ross and which she¹ acquired from her mother, Kathleen S. Ross, who survived her, including but not limited to the lands and minerals described in Exhibit "A" hereto.

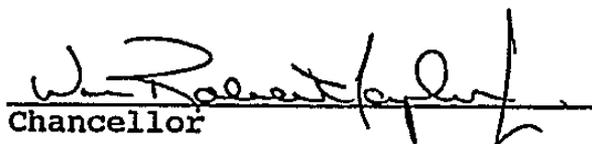
5. That after payment of expenses of administration, the Executor be and he is hereby authorized and empowered to distribute and deliver all of the rest, residue, and remainder of the estate of the deceased, including but not limited to any cash on hand at the time of her death in savings, checking, money market accounts, or other investments, stocks other than that of Romico, Inc., bonds, and similar assets, to himself in absolute and perfect ownership; and that title to all of the rest, residue, and remainder of the estate be and the same is hereby vested in the said Douglass W. Vardaman.

6. That the making of a final record in this Cause be and the same is hereby dispensed with to save needless and unnecessary expense; that in lieu thereof, the Clerk of this Court be and he is hereby directed to record this Decree in the Land Deed

Records and to index it in the General and Sectional Indexes of Forrest County, Mississippi, as Deeds are indexed and with like effect; and that the Executor be and he is hereby directed to record this Decree in any and all counties in the State of Mississippi where the deceased possessed an interest in real properties and minerals to the end that the public records will confirm the vesting of title to such interests in accordance with the provisions of the Will.

7. That in due course, the Executor be and he is hereby further directed to file herein Legal Vouchers or Legal Voucher Receipts or other evidence confirming his payment of Court costs, attorneys' fees and expenses, and distribution of the estate pursuant to the provisions of the Will and this Decree; and that upon the filing herein of such evidence of compliance with the Will and this Decree, then it is hereby Ordered that the Executor will thereby be discharged and the estate finally and forever closed, all without further Order of the Court.

FOUND, ORDERED, ADJUDGED, AND DECREED on this the 16th day of February, A.D., 1994.


Chancellor

Lincoln County, Mississippi

- Tract 1 An undivided 1/16th interest (2½ mineral acres) in the Southwest Quarter of the Northeast Quarter (SW¼ NE¼) of Section 26, Township 7 North, Range 6 East, Lincoln County, Mississippi, the said R. M. Ross having acquired his interest therein by instrument from P. B. Oswald, dated June 17, 1958, Recorded Book A 2, pages 481-482.
- Tract 2 An undivided 1/16th interest (2½ mineral acres) in 40 acres in East Half of Northwest Quarter (E½ NW¼), Section 34, Township 7 North, Range 6 East, Lincoln County, Mississippi, the said R. M. Ross having acquired his interest therein by instrument from P. B. Oswald, dated June 17, 1958, of record in Book A-2 at page 479, reference to which is hereby made in aid of said description, which is materially as follows:
Beginning at the Southwest corner of East Half of Northwest Quarter (E½ NW¼) of Section 34, thence East 16 chains and 50 links, thence North 20 chains and 66 links to road, thence West 4 chains and 50 links along road, thence North 4 chains and 10 lengths, thence West 12 chains, thence South 24 chains and 76 links to point of beginning, being in the East Half of the Northwest Quarter and containing 40 acres more or less.
- Tract 3 An undivided 2.5/13.333 interest (2.5 mineral acres) in 13 1/3rd acres on the West side of the Southeast Quarter of the Southeast Quarter (SE¼ SE¼) of Section 34, Township 5 North, Range 8 East, Lincoln County, Mississippi, and being bounded by the lands of Jesse Brent on the east side thereof, the said R. M. Ross having acquired his interest therein by deed from James R. Headrick dated January 18, 1958, and appearing of record in Book A-1 at page 359, reference to which is hereby made for all purposes.

Madison County, Mississippi

- Tract 1 An undivided 75/1180th interest in the East Half of the East Half (E½ E½) and the West Half of the Southeast Quarter (W½ SE¼), less twenty-five (25) acres off the west side thereof, all in Section 23, and the West Half of the Northwest Quarter (W½ NW¼) of Section 24, all in Township 11 North, Range 3 East, Madison County, Mississippi, containing 295 acres, more or less.

Madison County, Mississippi (Continued)

- Tract 2 An undivided 3/32nd interest in the West Half of the Northwest Quarter ($W\frac{1}{2} NW\frac{1}{4}$) of Section 30, Township 11, Range 4 East; the Northeast Quarter of the Southeast Quarter ($NE\frac{1}{4} SE\frac{1}{4}$) and 20 acres east of Canton Road and the East Half of the Northeast Quarter ($E\frac{1}{2} NE\frac{1}{4}$) of Section 25, Township 11, Range 3 East, Madison County, Mississippi.
- Tract 3 An undivided 3/64th interest in the East Half of the Southwest Quarter ($E\frac{1}{2} SW\frac{1}{4}$) and 25 acres off the south end of the West Half of the Southwest Quarter ($W\frac{1}{2} SW\frac{1}{4}$) of Section 19, Township 11, Range 4 East, containing 105 acres; the West Half of the Southeast Quarter ($W\frac{1}{2} SE\frac{1}{4}$), south of road, Section 19, Township 11, Range 4 East, containing 20 acres; the Southwest Quarter of the Northeast Quarter ($SW\frac{1}{4} NE\frac{1}{4}$) of Section 30, Township 11, Range 4 East, containing 40 acres; the Northeast Quarter of the Southwest Quarter ($NE\frac{1}{4} SW\frac{1}{4}$) and the East Half of the Northwest Quarter ($E\frac{1}{2} NW\frac{1}{4}$) of Section 30, Township 11, Range 4 East, containing 120 acres.
- Tract 4 An undivided 459/3088th interest in 386 acres of land, more or less, described as: The Northeast Quarter of the Northeast Quarter ($NE\frac{1}{4} NE\frac{1}{4}$) and the East Half of the Southeast Quarter ($E\frac{1}{2} SE\frac{1}{4}$) of the Northeast Quarter ($NE\frac{1}{4}$) and the East Half of the Southeast Quarter ($E\frac{1}{2} SE\frac{1}{4}$) less 8 acres in the southwest corner and less 2 acres owned by the Canton Oil Mill Company as shown by deed dated August 19, 1907, and recorded in Book PPP, page 616, and the Northwest Quarter of Southeast Quarter ($NW\frac{1}{4} SE\frac{1}{4}$) less 10 acres off the west side and 9 acres in the North end of the Southwest Quarter of the Southeast Quarter ($SW\frac{1}{4} SE\frac{1}{4}$) North of the road in Section 24, Township 11, Range 3 East, and the Northwest Quarter of the Southeast Quarter ($NW\frac{1}{4} SE\frac{1}{4}$) of Section 25, Township 11, Range 3 East, and the Southeast Quarter of Southeast Quarter ($SE\frac{1}{4} SE\frac{1}{4}$) of Section 26, Township 11, Range 3 East, and the Northeast Quarter of the Northeast Quarter ($NE\frac{1}{4} NE\frac{1}{4}$), Section 35, Township 11, Range 3 East; Northwest Quarter of Northwest Quarter ($NW\frac{1}{4} NW\frac{1}{4}$) of Section 36, Township 11, Range 3 East, and the West Half of the Southwest Quarter ($W\frac{1}{2} SW\frac{1}{4}$), less 25 acres on the South end in Section 19, Township 11, Range 4 East, containing in the aggregate 386 acres of land, more or less.

LESS AND EXCEPT those interests under the above described tracts which R. M. Ross so conveyed to others, including separate conveyances to E. C. Polk, T. E. Ross and J. R. Smith, dated January 12, 1944, which appear of record in the Office of the Chancery Clerk of Madison County, Mississippi. The said R. M. Ross acquired his interest in the above described tracts from W. S. Gordon, by instrument dated January 2, 1942, of record in Book 21 at page 623.

CERTIFICATE OF CHANCERY CLERK

I, Jimmy C. Havard, Chancery Clerk of Forrest County, do hereby certify that the foregoing constitutes a true and correct copy of the Decree Approving Final Report entered on February 16, A.D., 1994, in Cause No. P-2009-T styled "In Matter of the Last Will and Testament of Kathleen (June) Ross Vardaman, Deceased, Douglass W. Vardaman, Executor" with the exception of Exhibit "A" to the Decree; and with respect to Exhibit "A", I certify that the pages attached to the Decree are a true and correct excerpt of part of Exhibit "A" which reflects legal descriptions of real property and mineral interests which the deceased owned in various counties.

This the 18th day of January, A.D., 1996.

JIMMY C. HAVARD, CHANCERY CLERK
OF FORREST COUNTY, MISSISSIPPI,

By:

Thery Shaonite
Deputy Clerk

LAST WILL AND TESTAMENT
OF
KATHLEEN (JUNE) ROSS VARDAMAN

FILE

OCT 22 1993

2-2009-T

I, Kathleen Ross Vardaman, also known as *June Vardaman*, and being one and the same person as Mrs. Douglass W. Vardaman, a resident citizen of the State of Mississippi residing at 111 Jeff Davis Circle in the City of Hattiesburg, Forrest County, Mississippi, being of sound mind and memory and over the age of twenty-one (21) years, and being further mindful of the uncertainty of this life, do hereby make, publish, and declare this my Last Will and Testament, intending hereby to dispose of all of my estate, real, personal, and mixed, of every kind and character, wheresoever situated or being, which I may own or in which I may be interested at the time of my death, in manner and form following, to-wit:

FIRST. I hereby direct the payment of my just debts and funeral expenses so soon as may conveniently be done after my death.

SECOND. I hereby make the following specific bequests of certain of my personal properties:

1. I hereby give and bequeath my diamond cross, aqua marine pendant, 1988 chinese gold coin in gold bezel, my opal garnet diamond ring, and a gold chain bracelet to my daughter, Kathleen Ross Vardaman Pigue.

2. I hereby give and bequeath my diamond earrings, single stone diamond drop, diamond and gold necklace, star sapphire diamond ring, and my gold flat bracelet to my daughter, Martha Ross Vardaman Dearman.

3. I hereby give and bequeath a Twenty and No/100 (\$20.00) Dollar 1904 gold piece set in gold bezel to my son, Robert Ross Vardaman.

4. I hereby give and bequeath a Twenty-five and No/100 (\$25.00) gold coin in gold bezel to my son, Douglass W. Vardaman, Jr.

5. I hereby give and bequeath my sterling flatware to my sons, Douglass W. Vardaman, Jr. and Robert Ross Vardaman, to be divided equally; but if one of them does not want his part of the sterling flatware; then I give and bequeath all of the sterling flatware to the son who wants it.

THIRD. I hereby give, devise, and bequeath all real property and mineral interests which I have acquired through the estate of my father, the late R. M. Ross, or by gift from my mother, Kathleen S. Ross, or which I may acquire through her estate to my four (4) children, Kathleen Ross-Vardaman Pigue, Martha Ross Vardaman Dearman, Douglass W. Vardaman, Jr., and Robert Ross Vardaman, in equal parts, share and share alike, per stirpes.

FOURTH. After satisfying the foregoing provisions of this my Will, I hereby give, devise, and bequeath all of the rest, residue, and remainder of my estate, real, personal, and mixed, of every kind and character, wheresoever situated or being, to my husband, Douglass W. Vardaman, in absolute and perfect ownership. In the event that he should predecease me, then and in such event I hereby give, devise, and bequeath all of the rest, residue, and remainder of my estate to my four (4) children, Kathleen Ross Vardaman Pigue, Martha Ross Vardaman Dearman, Douglass W. Vardaman, Jr., and Robert Ross Vardaman, in equal parts, share and share alike, per stirpes.

FIFTH. I hereby nominate, constitute, and appoint my husband, Douglass W. Vardaman, as Executor of this my Last Will and Testament. In the event that he predeceases me or is unwilling or unable to serve in such capacity, then and in such event I nominate, constitute, and appoint my son, Robert Ross Vardaman, as Alternate Executor. If neither my husband nor my son are able to serve, then I nominate, constitute, and appoint my daughter, Martha Ross Vardaman Dearman, as Alternate Executrix. I hereby direct that my Executor or Alternates, in the order named, be permitted to qualify and act in this capacity without the necessity of entering into bond, making an inventory, having an appraisal, or accounting to any Court. I hereby vest my legal representative with full plenary power in the handling of my estate, including the

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power to sell, convey, lease, mortgage or otherwise deal with any asset of my estate for such consideration and upon such terms and conditions as my legal representative may deem proper, without the necessity of first securing the permission of the Court and without the necessity of entering into bond to the extent permitted by law.

SIXTH. I hereby revoke all Wills and Codicils by me heretofore made.

IN TESTIMONY WHEREOF, Witness My Signature in the City of Hattiesburg, Forrest County, Mississippi, in the presence of the witnesses named below, on this the 6 day of October, A.D., 1989.

Kathleen Ross Vardaman
Kathleen (June) Ross Vardaman

The foregoing instrument written in typewriting on the foregoing Two Pages and the Eleven Lines of this Page Three, was on the date thereof signed, published, and declared by the said Kathleen (June) Ross Vardaman, as and for her Last Will and Testament, while of sound mind and memory and over the age of twenty-one (21) years, in the presence of us, the undersigned witnesses, who at her request and in her presence and in the presence of each other, have subscribed our names as witnesses thereto, on this the 6th day of October, A.D., 1989.

Dorothy P. Smith
NAME

Hattiesburg, MS 39402
Address

Kenneth J. [Signature]
NAME

617 Woodland Hills Drive
Hattiesburg, Mo. 39401
Address

ATTEST
A True Copy.
This the 18 day of Jan. 1996
JIMMY C. HAYARD, Clerk
CHANCERY COURT, FORREST
COUNTY, MISSISSIPPI
By [Signature]



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 5 day of February, 1996, at _____ o'clock _____ M., and was duly recorded on the February 5, 1996, Book No. 28, Page 599.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill DC

LAST WILL AND TESTAMENT
OF
FLORA JONES MURPHY

#96-060

I, FLORA JONES MURPHY, being over the age of twenty-one (21) years and of sound and disposing mind and memory do hereby make, publish and declare this instrument to be my Last Will and Testament, hereby expressly revoking all other wills or codicils thereto heretofore made by me.

ITEM I. I direct my co-executrixes, hereinafter named to pay all my just debts which may be probated, registered and allowed against my estate, including my funeral expenses, as soon after my death as is practical. All such debts are to be paid out of my residuary estate.

ITEM II. I hereby name, constitute and appoint my daughters, EVELYN MARIE MURPHY and FLORA ELIZABETH MURPHY BATES as co-executrixes of this my Last Will and Testament, and I specifically direct that neither be required to post any bond or account to any Court except as may be prescribed by law to the contrary. Further, I hereby waive a formal appraisal and inventory of my estate.

ITEM III. I hereby give, devise and bequeath all property owned by me at the time of my death, whether the same consists of real, personal, or mixed, of whatever kind and wheresoever the same may be situated, to my daughters, Evelyn Marie Murphy and Flora Elizabeth Murphy Bates, in equal shares, share and share alike, as their own, in fee simple, absolutely. This provision pertains to my home located on Main Street in the Town of Flora as well as all other real estate owned by me at the time of my death. In the event my daughters determine it to be in their best interest to sell the house, I hereby direct that each of them first refuse to purchase from the other prior to the house being placed on the market for sale to someone outside my family.

MADISON COUNTY, MS

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FEB 05 1996

AT 1:00 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Supp, D.C.

F. J. M.

ITEM IV. In the event my death should occur simultaneously with the death of my two (2) daughters, or under circumstances which make it difficult or impossible to determine which of us survived the other, or in the event my two (2) daughters should predecease me, I hereby bequeath unto my sister, Elizabeth Jones Hopson the sum of \$3,000.00 cash. If Elizabeth Jones Hopson should predecease me, then I hereby bequeath unto her son, Dudley Hopson of Woodville, Mississippi, the sum of \$3,000.00. I hereby give, devise and bequeath all the rest and residue of my estate of whatever kind and wheresoever the same may be situated to Percy Edward Bates, in trust, nevertheless, for the use and benefit of my grandson, Jonathan Edward Bates, and any other children which may be born of the marriage of Percy Edward Bates and Flora Elizabeth Murphy Bates prior to Flora Elizabeth Murphy Bates' death. This provision shall only apply in the event my two (2) daughters have predeceased me or died simultaneously with me.

IN WITNESS WHEREOF, I, FLORA JONES MURPHY have hereunto set my hand to this my Last Will and Testament on this the 11th day of September, 1984.

Flora Jones Murphy
FLORA JONES MURPHY

Attesting Witnesses:

Ronald M. Kirk

Wylene H. Kirk

CERTIFICATE OF WITNESSES

We, each of the subscribing witnesses to the Last Will and Testament of FLORA JONES MURPHY do hereby certify that said instrument was signed by FLORA JONES MURPHY in our presence and in the presence of each of us, and that FLORA JONES MURPHY declared the same to be her Last Will and Testament in the presence of each of us and that we signed as subscribing witnesses to said Last Will and Testament at her request, in her presence, and in the presence of each other. We further certify that, at the time she signed said Last Will and Testament FLORA JONES MURPHY was above the age of twenty-one (21) years and was of sound and disposing mind and memory.

WITNESS OUR SIGNATURES, on this the 11th day of September, 1984

Ronald M. Kirk

Wylene H. Kirk



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 5th day of February, 1996, at 1:00 o'clock P.M., and was duly recorded on the February 5, 1996, Book No. 28, Page 615

STEVE DUNCAN, CHANCERY CLERK

BY: *Steve Duncan* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

MADISON COUNTY, MS
FILED

FEB 05 1996

AT 1:00 O'CLOCK P. M
STEVE DUNCAN, CHANCERY CLERK

IN THE MATTER OF THE ESTATE
OF FLORA JONES MURPHY, DECEASED

By: Karen Hipp, D.C.

CIVIL ACTION NO 96-060

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the jurisdiction aforesaid, the within named RONALD M KIRK, who being by me first duly sworn according to law, says on oath

1. This Affiant is one of the Subscribing Witnesses to an attached instrument of writing purporting to be the Last Will and Testament of FLORA JONES MURPHY, deceased, who was personally known to the Affiant, and whose signature is affixed to the Last Will and Testament dated September 11, 1984

2 That on the 11th day of September, 1984, FLORA JONES MURPHY signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the undersigned Affiant, and also in the presence of WYLENE H KIRK, the other Subscribing Witness to the instrument

3 FLORA JONES MURPHY was then and there of sound and disposing mind and memory and well above the age of twenty-one years

4 That this Affiant and WYLENE H KIRK subscribed and attested said instrument, as witnesses to the signature and publication thereof, and at the special instance and request of, and in the presence of the said FLORA JONES MURPHY, and in the presence of each other.

5 And further, your Affiant says naught

Ronald M Kirk
RONALD M. KIRK

SWORN TO AND SUBSCRIBED BEFORE ME on this the 25th day of Jan, 1996.

Susan Coy Phillips
NOTARY PUBLIC

MY COMMISSION EXPIRES

6/4/98

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 5 day of February, 1996, at 1:00 o'clock P. M., and was duly recorded on the February 5, 1996, Book No. 28, Page 617.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

LAST WILL AND TESTAMENT
OF
JOSEPH BERNARD BRUNINI

FILED

FEB 09 1996

AT 10:55 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill, D.C.

In the name of the father, and of the Son and of the Holy Spirit, Amen: Know all men by these presents that I, JOSEPH BERNARD BRUNINI, a citizen and resident of Madison, Madison County, Mississippi, being over the age of twenty one years and of sound and disposing mind, memory and discretion and in a condition to testate, do hereby make publish and declare this to be my Last Will and Testament, hereby revoking any and all prior testamentary disposition or dispositions of any kind whatsoever (except to the extent hereinafter stated) and now proceeding anew, do declare as follows:

ITEM ONE: I render thanks to Almighty God for the many spiritual and material favors He has showered on me. I thank Him particularly for the grace of the Priesthood and for the opportunity of serving Him and my fellow Mississippians. I express my deep gratitude to my predecessor the late and good Bishop Gerow, to my successor Bishop William Houck, to my dear brothers and sisters, living and deceased, and to their husbands and wives and children, to my fellow Mississippians and my other good friends, priests, religious, laity and parishioners. I beg forgiveness of Almighty God and of my neighbors for all offenses and ask for prayers for my soul.

ITEM TWO: As to such worldly goods of which I may die seized and possessed, whatever their nature may be, real, personal and mixed, I bequeath and devise all to the Catholic Diocese of Jackson, a body corporate under the laws of the State of Mississippi, as Trustee for the use and benefit of the ecclesiastical organization know as the "Diocese of Jackson" established according to the laws of the Catholic Church on July 28, 1837. The Catholic Diocese of Jackson is the devisee in the same capacity in my prior will dated April 18th, 1984. That provision of the 1984 will is not revoked regardless of

the general revocation of prior wills above until the devise to said Diocese in this Item becomes fully effective under the laws of the State of Mississippi.

ITEM THREE: I appoint Most Reverend William R. Houck, the present Bishop of Jackson, Executor of this Will. In the event he is unavailable or declines to serve as such, or should he die or resign, I appoint Monsignor Noel Foley, presently the pastor of St. Peter Cathedral, Executor in his stead. Neither of my Executors shall be required to enter into any bond as such nor report to any court his actions hereunder. To the extent now or hereafter possible I waive the appraisal of my estate. I grant to each of my Executors in the administration of my estate all power and discretion given trustees under the Mississippi Uniform Trustee's Powers Act, including the power of sale of real or personal property without prior authorization of or subsequent report to any court.

WITNESS my signature this the 25th day of January, 1993.

+ Joseph Bernard Brunini
JOSEPH BERNARD BRUNINI

WITNESSES:

William P. Dunning
William P. Dunning

John A. Welsch, Jr.
John A. Welsch, Jr.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of February, 1996, at 10:55 o'clock A M., and was duly recorded on the February 9, 1996, Book No. 28, Page 619.

STEVE DUNCAN, CHANCERY CLERK

BY: Harvey Hill D.C.

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, William P. Dunning, of 5969 Baxter Drive, Jackson, Mississippi 39211 and John A. Welsch, Jr. of 105 Rolling Creek Drive, Jackson, Mississippi 39211, subscribing witnesses to that certain instrument dated the 25th day of January, 1993 styled the Last Will And Testament Of Joseph Bernard Brunini, who, being by me first duly sworn, on oath state that Joseph Bernard Brunini signed, published and declared said instrument to be his Last Will and Testament on that date in the presence of each of them; that each of the undersigned witnesses signed said instrument as subscribing witnesses at the request of said testator and in his presence and in the presence of each other; that the testator was then over the age of twenty-one (21) years and was of sound and disposing mind, memory and discretion and in a condition to make a will.

William P. Dunning
William P. Dunning

John A. Welsch, Jr.
John A. Welsch, Jr.

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 25th day of January, 1993.

Cordey Neal
Notary Public

My commission expires: ~~My Commission Expires December 1995~~

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of February, 1996, at 10:55 o'clock A.M., and was duly recorded on the February 9, 1996, Book No. 28, Page 621.



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

LAST WILL AND TESTAMENT

OF

L. S. JOHNSON

MADISON COUNTY, MS
FILED

FEB 09 1996

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

Karen Hipp, D.C.

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

ITEM I

I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate, including expenses of my funeral and a suitable marker for my grave; that the administration of my estate be completed and closed as soon after my death as may be reasonably possible.

ITEM II

All the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall have any power of appointment, I do hereby give, devise and bequeath to my nephew, ARCHIE D. JONES, and the same shall be his absolutely.

ITEM III

I hereby appoint, nominate and constitute my nephew, ARCHIE D. JONES, as Executor of this my Last Will and Testament. My

*m718
pfd*

L. S. Johnson

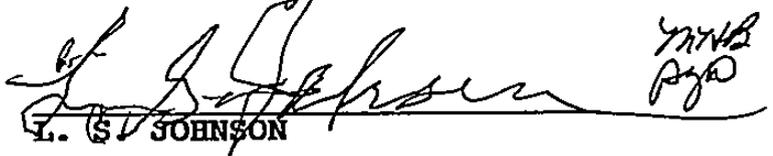
L. S. JOHNSON

PAGE TWO OF THREE PAGES

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 just and reasonable compensation for their services as Executor. I direct that neither my Executor or Administrator shall be required to make any bond. To the extent permissible by law, I waive the requirement that my Executor or Administrator be required to make a formal accounting for the estate with any Court.

The foregoing Last Will and Testament consists of three (3) pages, at the bottom of each of which I have signed my name.

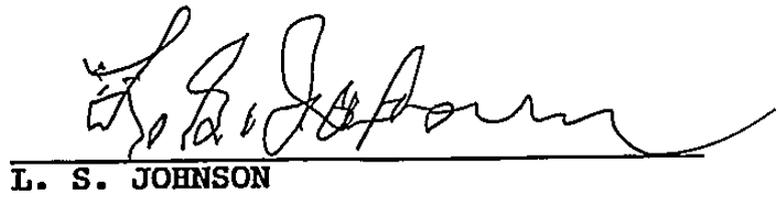
IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament on this the 8th day of September, 1995.


L. S. JOHNSON MVB
PJD

STATE OF MISSISSIPPI

COUNTY OF Madison

We, each of the subscribing witnesses to the Last Will and Testament of L. S. JOHNSON, do hereby certify that said instrument was signed by the said L. S. JOHNSON, in our presence and in the presence of each of us, and that the said L. S. JOHNSON declared


L. S. JOHNSON

MVB
PJD

PAGE THREE OF THREE PAGES

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 L. S. JOHNSON, in his presence and in the presence of each other.

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

Phyllis Y. DeLaughter
ADDRESS: 214 Oak Bend
Madison, MS 39110



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of February, 1996, at 10:35 o'clock A.M., and was duly recorded on the February 9, 1996, Book No. 28, Page 622.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

m718
p90

L. S. Johnson
L. S. JOHNSON

FEB 09 1996

PROOF OF WILL

AT 10:35 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By Karen Jupp, D.C.

COMES NOW PHYLLIS Y. DELAUGHTER, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of L. S. JOHNSON, 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 L. S. JOHNSON, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 8th day of September, 1995, the day of the date of said instrument, in the presence of this deponent and MARIE H. BANES, 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 she and MARIE H. BANES 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.

Phyllis Y. De Laughter

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 9 day of January, 1996.

Rebecca Smith
NOTARY PUBLIC

MY COMMISSION EXPIRES:
8/10/99

(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of February, 1996, at 10:35 o'clock A M., and was duly recorded on the February 9, 1996, Book No 28, Page 625.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.



FILED

FEB 09 1996

AT 10:35 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: Karen Trupp, D.C.

PROOF OF WILL

COMES NOW MARIE H. BANES, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of L. S. JOHNSON, 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 L. S. JOHNSON, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 8th day of September, 1995, the day of the date of said instrument, in the presence of this deponent and PHYLLIS Y. DELAUGHTER, 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 she and PHYLLIS Y. DELAUGHTER 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.

Marie H. Banes

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 9 day of January, 1996.

Rebecca P. Smith
NOTARY PUBLIC

MY COMMISSION EXPIRES:

8/10/99

(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of February, 1996, at 10:35 o'clock A M., and was duly recorded on the February 9, 1996, Book No. 28, Page 626.

STEVE DUNCAN, CHANCERY CLERK

BY: Sacey Hill D.C.



Last Will and Testament

#96-076

OF

MADISON COUNTY, MS

FILED

FEB 09 1996

MILDRED J. VARNER

AT 10:25 O'CLOCK A. M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Jipps D.C.

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

ITEM I

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

ITEM II

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

ITEM III

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

Mildred J. Varner
MILDRED J. VARNER

Handwritten initials/signature in the bottom right corner.

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

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

ITEM IV

I hereby nominate, appoint and constitute my beloved husband, ROBERT J. VARNER, as Executor of this my Last Will and Testament. My Executor shall be allowed to serve without bond or the necessity of making formal appraisement or accounting and shall have full and plenary power and authority to do and perform any act deemed by him to be for the best interest of my estate, without any limitations whatsoever, and without bond, and said authority shall include, but shall not be limited to, the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents and accountants that he may deem to be 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 Three Pages, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, on this the 17 day of October, 1979.

Mildred J. Varner
MILDRED J. VARNER

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

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

James H. Young
ADDRESS: Canton,
Mississippi

WITNESSES:

Ann L. Scott
ADDRESS: 113 Pool Rd
Madison, Mo 63710

Mildred J. Varner
MILDRED J. VARNER



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of February, 1996, at 10:25 o'clock A M., and was duly recorded on the February 9, 1996, Book No. 28, Page 627.

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
MILDRED J. VARNER, DECEASED

FILED
THIS DATE
FEB 09 1996
STEVE DUNCAN CHANCERY CLERK
BY <i>Karen Suppi</i>

CIVIL ACTION FILE NO. 96-076

PROOF OF WILL

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

James H. Herring

 JAMES H. HERRING

STATE OF MISSISSIPPI.

COUNTY OF MADISON

SWORN TO AND SUBSCRIBED before me on this the 25 day of January, 1996.

Rebecca Smith
NOTARY PUBLIC

(S E A L)

MY COMMISSION EXPIRES:
8/10/99

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of February, 1996, at o'clock M., and was duly recorded on the February 9, 1996, Book No. 28, Page 630.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.



IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

FILED
THIS DATE
FEB 09 1996
STEVE DUNCAN
CHANCERY CLERK
BY *Aren Supp*

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

CIVIL ACTION FILE NO. 96-076

PROOF OF WILL

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

Aquita Ann Hutzel
AQUITA ANN HUTZEL (FORMERLY
KNOWN AS ANN L. SCOTT)

STATE OF MISSISSIPPI
COUNTY OF HINDS

SWORN TO AND SUBSCRIBED before me on this the 15th day of
January, 1996.

Robin Lowery
NOTARY PUBLIC

(S E A L)

MY COMMISSION EXPIRES:
My Commission Expires July 27, 1998



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day
of February, 1996, at o'clock M., and was duly recorded
on the February 9, 1996, Book No. 28, Page 632.

STEVE DUNCAN, CHANCERY CLERK

BY: Harvey Hill D.C.

FILED
THIS DATE

FEB 09 1996

BOOK

28 PAGE 634

96-080

STEVE DUNCAN
CHANCERY CLERK

BY

Stacey Hill

95-22
013

95-22
Last Will and Testament
of

FILED
DEC 05 1995
D

MRS. EMMA CLEMENTS BLANKS

~~Alice James, Chancery Clerk~~

~~By _____ D. C.~~

I, MRS. EMMA CLEMENTS BLANKS, an adult resident citizen of the City of Ridgeland, Madison County, Mississippi, being over twenty-one years of age, and of sound and disposing mind and memory, and not being unduly influenced by any person whomsoever, do hereby make, declare and publish this my Last Will and Testament, revoking any and all wills or codicils of whatever kind and nature which I may have made heretofore.

W I T N E S S E T H :

ARTICLE I

I hereby nominate, name, constitute and appoint my beloved son, John Peyton Blanks, as Executor of this my Last Will and Testament and I do hereby waive the necessity of him entering into any bond as such Executor and I waive the necessity of having a formal appraisalment made of my estate. In the event my son predeceases me or is unable to serve, I nominate and appoint Walter A. Clements, Jr., as Executor of this my Last Will and Testament, and I do hereby waive the necessity of him entering into any bond as such Executor and I waive the necessity of having a formal appraisalment made of my estate.

ARTICLE II

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

ARTICLE III

After the payment of my just and legal debts, the expenses of my last illness and my burial expenses, I do hereby give,

Mrs Emma Clements Blanks
MRS. EMMA CLEMENTS BLANKS

devise and bequeath unto my son, John Peyton Blanks, all of the rest, residue and remainder of my entire estate, including all of my real, personal or mixed property of every kind and character, nature and description, wherever located or situated which I may die seized or possessed of at the time of my death, and it is, therefore my intention by this my Last Will and Testament to devise and bequeath and I do hereby so devise and bequeath unto my said son, John Peyton Blanks, all of my earthly possessions which I own or may own at the time of my death, over and above the amounts to be paid as set forth in Article II and Article III hereof.

The foregoing Will consists of two (2) pages, including this page, 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 12th day of November, 1983.

Mrs. Emma Clements Blanks
MRS. EMMA CLEMENTS BLANKS

WITNESSES:

Billy W. Jones
NAME

Shirley Spann
NAME

245 VALLEY VISTA DR.
ADDRESS

5735 Imperial Drive
ADDRESS

JACKSON, MS. 39211
CITY AND STATE

Jackson, Mississippi 39211
CITY AND STATE

STATE OF MISSISSIPPI

COUNTY OF HINDS

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

WITNESS OUR SIGNATURES this the 12th day of November, 1983.

Billy M. Foy

Shirley Spence

Mrs. Emma Clements Blanks
MRS. EMMA CLEMENTS BLANKS



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of February, 1996, at _____ o'clock — M., and was duly recorded on the February 9, 1996, Book No. 28, Page 634.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

FEB 09 1996
STEVE DUNCAN
CHANCERY CLERK
BY Stacey Hill

30-336

28 637

LAST WILL AND TESTAMENT OF LUCIUS ROUSER

I, Lucius Rouser, a widower and resident citizen of Madison County, Mississippi, being over the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish, 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 give, devise and bequeath one (1) acre of land to each of the following, they being my children, to-wit: Copeland Rouser, Hubert Rouser, Lucius Rouser, Jr., Marshall Rouser, Carrie Rouser Slater, Alberta Rouser Martin, Helen Rouser Archie, Herticine Rouser Harper and my grand daughter, Dorothy Pearl Green Hall.

ITEM 2. I hereby give devise and bequeath two (2) acres to my daughter, Florence Rouser Morris.

ITEM 3. I do not give anything to my son, Cecil Earl Rouser, as I have already made provisions for him, feeling what he has already received will equal what my other children receive by this will. I love him just as much as I do the other named herein.

ITEM 4. The remainder of my estate, real, personal and mixed I devise and bequeath unto the following, to-wit: Copeland Rouser, Hubert Rouser, Lucius Rouser, Jrl, Marshall Rouser, Carrie Rouser Slater, Florence Rouser Morris, Alberta Rouser Martin, Helen Rouser Archie, Herticine Rouser Harpes, Pearley Rouser Cage, Louise Rouser Smith, Bertha Rouser Hall and Dessie Rouser Harris, each to share alike.

ITEM 5. I hereby appoint my son Hubert Rousr and Florence Rouser Morris, executor and executrix of my estate without bond, waiving all requirements whatever of bond from them as such executor or executrix. I hereby waive an inventory and and an appraisement of my estate as required by statute, and relive my said executor and executrix of all duty to account to the courts for their acts and doings as such, do hereby waive all court proceedings whatever in the administration of my estate save the probate of this, MY LAST WILL AND TESTAMENT.

PUBLISHED, SIGNED AND DECLARED to be MY LAST WILL AND TESTAMENT, this 26th day of August, 1982.

Lucius Rouser Sr
LUCIUS ROUSER

Josephine Hood (WITNESS)
Beverly Hawkins (WITNESS)

ATTESTATION CLAUSE

We, the undersigned witnesses to the Will of Lucius Rouser, do hereby certify that the said Lucius Rouser on the day he executed the foregoing Will was over the age of eighteen (18) 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 26th day of August, 1982.

Josephine Hood (WITNESS)
Beverly Hawkins (WITNESS)

Codicil

It is my desire and wish should any of the beneficiaries named abpve desire to sell their interest they will give the beneficiaries named above, the first refusal offer

WITNESS MY SIGNATURE, this 30th day of July, 1986.

Josephine Hood (WITNESS)
Dorothy L. Rouser (WITNESS)

Lucius Rouser Sr
LUCIUS ROUSER, SR.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of February, 1986, at 2:10 o'clock P M, and was duly recorded on the February 9, 1986, Book No 28, Page 637

STEVE DUNCAN, CHANCERY CLERK BY Stacey Hill DC

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

FILED
THIS DATE

FEB 09 1996

BY Stacey Hill
CHANCERY CLERK

IN THE MATTER OF THE LAST WILL AND TESTAMENT
OF LUCIUS ROUSER, DECEASED

CIVIL ACTION FILE NO. 30-336

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority in and for the county and state aforesaid, JAMES H. HERRING, who, having been first duly sworn by me, and, upon the Last Will and Testament of Lucius Rouser, being shown to him, did depose and say that he knew Josephine Hood, one of the subscribing witnesses to said Last Will and Testament; that Josephine Hood, a resident of Madison County, Mississippi, departed this life on or about May 8, 1987; that he had frequently seen Josephine Hood write and knew her handwriting; that the name of Josephine Hood subscribed as a witness to the Last Will and Testament of Lucius Rouser is in proper handwriting of the said Josephine Hood.

James H. Herring
JAMES H. HERRING

SWORN TO AND SUBSCRIBED before me on this the 9th day of February, 1996.

Phyllis Y. DeLaughter
NOTARY PUBLIC

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

(SEAL)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of February, 1996, at o'clock M., and was duly recorded on the February 9, 1996, Book No. 28, Page 638.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE LAST WILL AND TESTAMENT
OF LUCIUS ROUSER, DECEASED

FILED
THIS DATE
FEB 09 1996
STEVE DUNCAN
CHANCERY CLERK
BY *Stacey Hood*

CIVIL ACTION FILE NO. 30-336

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority in and for the county and state aforesaid, MARIE H. BANES, who, having been first duly sworn by me, and, upon the Last Will and Testament of Lucius Rouser, being shown to her, did depose and say that she knew Josephine Hood, one of the subscribing witnesses to said Last Will and Testament; that Josephine Hood, a resident of Madison County, Mississippi, departed this life on or about May 8, 1987; that she had frequently seen Josephine Hood write and knew her handwriting; that the name of Josephine Hood subscribed as a witness to the Last Will and Testament of Lucius Rouser is in proper handwriting of the said Josephine Hood.

Marie H. Banes
MARIE H. BANES

SWORN TO AND SUBSCRIBED before me on this the 9th day of February, 1996.

Phyllis J. De Laughter
NOTARY PUBLIC



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

(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of February, 1996, at _____ o'clock — M., and was duly recorded on the February 9, 1996, Book No 28, Page 639



STEVE DUNCAN, CHANCERY CLERK BY *Stacey Hood* D.C.

LAST WILL AND TESTAMENT

OF

NOVELLA H. THOMPSON

FILED
THIS DATE
FEB 13 1996
STEVE DUNCAN CHANCERY CLERK
BY <i>Steve Duncan</i>

STATE OF MISSISSIPPI
COUNTY OF MADISON

I, NOVELLA H. THOMPSON, 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

I give, devise and bequeath to my son, RAY PATRICK THOMPSON, the sum of One Hundred Dollars (\$100.00). I have not left anything else in my estate to my son because he received the bulk of the estate of my late husband, Ray Pet Thompson.

ITEM III

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, I do hereby give, devise and bequeath to my sister,

Novella H. Thompson

NOVELLA H. THOMPSON
Nov

PAGE TWO OF EIGHT PAGES

ABBIE LUCILLE LYONS, in trust for my daughter, BARBARA JEAN THOMPSON.

ITEM IV

This trust shall be for the benefit of my daughter, BARBARA JEAN THOMPSON, during her lifetime. The Trustee shall pay to my daughter as much of the principal and interest of said trust as the Trustee, in her discretion, deems advisable for my daughter's support, maintenance, and health, including any hospital or other care, and for the maintenance of her accustomed standard of living at the time of my death. These distributions shall be made in proportions and amounts and at such intervals as the Trustee determines.

ITEM V

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 income 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.

Novella H. Thompson
NOVELLA H. THOMPSON

ITEM VI

Any Trustee appointed in this Will shall not be required to enter into any bond as Trustee nor shall she be required to return to any court any periodic formal accounting of her 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 VII

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

ITEM VIII

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, 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.

Novella H. Thompson
NOVELLA H. THOMPSON

*PM
11-2-11
A.M.*

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.

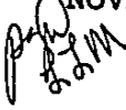
D. To determine the allocation of receipts and expenses between income and principal. However, such allocation shall not be inconsistent with the beneficial enjoyment of trust property accorded to a life tenant or remainderman under the general principles of the laws of trust. Further, all rights to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


NOVELLA H. THOMPSON



PAGE FIVE OF EIGHT PAGES

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 herself 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 herself, at will.

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

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

ITEM IX

The Trustee may, and is hereby authorized to, pay herself fair

Novella H. Thompson
NOVELLA H. THOMPSON

PHM
2/2/44

PAGE SIX OF EIGHT PAGES

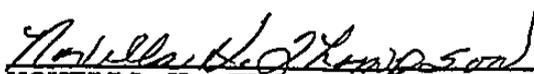
and just compensation out of the trust estate for her services hereunder. The Trustee shall be reimbursed out of the trust estate for any advances made by her and for all reasonable expenses incurred in the management and protection of the trust estate, and for the employment of any agents, attorneys, accountants, and investment analysts and the like engaged by her for the protection and administration of the trust estate.

ITEM X

The Trustee shall not be liable for any loss to the trust estate occasioned by her acts in good faith, and in any event shall be liable only for her 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 her discretion, may purchase an errors and omissions insurance policy covering her as Trustee, in such amount as such Trustee may in her 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 XI

The Trustee of the trust 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 her discretion, keep the trust 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 the principal and income of the fund and charged with its proportionate part of expenses thereof.


NOVELLA H. THOMPSON

Novella H. Thompson
2/2/50

ITEM XII

Upon the death of my daughter, BARBARA JEAN THOMPSON, the Trust created herein shall terminate and any remaining trust assets shall become the sole property of my sister, ABBIE LUCILLE LYONS, per stirpes.

ITEM XIII

I hereby appoint, nominate and constitute my daughter, BARBARA JEAN THOMPSON and my sister, ABBIE LUCILLE LYONS, as Co-Executrixes of this my Last Will and Testament. In the event that either of the two shall be deceased at the time of my death, or unable or unwilling to serve as Co-Executrixes, then, and in that event only, I appoint the remaining Co-Executrix to serve as Executrix of this my Last Will and Testament, and hereby grant to her the same powers as set forth for my Co-Executrixes. My Co-Executrixes 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 he may deem necessary and for the best interest of my estate and to pay unto himself a just and reasonable compensation as Co-Executrix.

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 19th day of April, 1995.

Novella H. Thompson
NOVELLA H. THOMPSON
Novella H. Thompson

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, each of the subscribing witnesses to the Last Will and Testament of NOVELLA H. THOMPSON, do hereby certify that said instrument was signed by the said NOVELLA H. THOMPSON, in our presence and in the presence of each of us, and that the said NOVELLA H. THOMPSON 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 NOVELLA H. THOMPSON, in her presence and in the presence of each other.

Phyllis Y. DeLaughter
ADDRESS: 214 Oak Bend
Madison, MS 39110

Lara Lynn Massey
ADDRESS: 5600 Kule St., Apt. 804
Jackson, MS 39206



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13 day of February, 1996, at o'clock M., and was duly recorded on the February 13, 1996, Book No. 28, Page 640

STEVE DUNCAN, CHANCERY CLERK

BY Stacey Hill D.C.

Novella H. Thompson
NOVELLA H. THOMPSON

Handwritten initials/signature

FILED
THIS DATE
FEB 13 1996
STEVE DUNCAN
CHANCERY CLERK
BY Stacey Hill

PROOF OF WILL

COMES NOW Lara Lynn Massey, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of NOVELLA H. THOMPSON, and enters his/her appearance herein as provided by §91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that NOVELLA H. THOMPSON, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 19th day of April, 1995, the day of the date of said instrument, in the presence of this deponent and Phyllis Y. DeLaughter, 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/she and Phyllis Y. DeLaughter 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.

Lara Lynn Massey

STATE OF MISSISSIPPI
COUNTY OF Madison

SWORN TO AND SUBSCRIBED BEFORE ME on this the 19th day of April, 1995.

Marie H. Banes
NOTARY PUBLIC

MY COMMISSION EXPIRES:
My Commission Expires January 30, 1998

(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13 day of February, 1996, at — o'clock — M., and was duly recorded on the February 13, 1996, Book No. 28, Page 648.



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

FILED
THIS DATE
FEB 13 1996
STEVE DUNCAN
CHANCERY CLERK
BY Stacey Hill DC

PROOF OF WILL

COMES NOW Phyllis Y. DeLaughter one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of NOVELLA H. THOMPSON, and enters his/her appearance herein as provided by §91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that NOVELLA H. THOMPSON, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 19th day of April, 1995, the day of the date of said instrument, in the presence of this deponent and Laura Lynn Massey, 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/she and Laura Lynn Massey 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.

Phyllis Y. DeLaughter

STATE OF MISSISSIPPI
COUNTY OF Madison

SWORN TO AND SUBSCRIBED BEFORE ME on this the 19th day of April, 1995.

Marie H. Banes
NOTARY PUBLIC

MY COMMISSION EXPIRES:
My Commission expires January 30, 1998

(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13 day of February, 1996, at _____ o'clock _____ M., and was duly recorded on the February 13, 1996, Book No. 28, Page 649.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill DC



96-082

LAST WILL AND TESTAMENT

OF

R. MORRIS NORMAN

FILED
THIS DATE
FEB 13 1996
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

STATE OF MISSISSIPPI
COUNTY OF MADISON

I, R. MORRIS NORMAN, 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 I

I give, devise and bequeath to my son, TOM NORMAN, the large swivel bench vise which I inherited from my father.

ITEM III

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, I do hereby give, devise and bequeath to my daughter, LOUISE NORMAN SPIVEY, my son, JERRY NORMAN, and my two grandchildren, SARA NORMAN SHANKLER and CINDY NORMAN SNELLGROVE, per stirpes, in the percentages shown below:

MLB
13
R. Morris Norman
R. MORRIS NORMAN

PAGE TWO OF THREE PAGES

Louise Norman Spivey..... 3/9ths
 Jerry Norman..... 3/9ths
 Paulette Goree Norman..... 1/9th
 Sara Norman Shankle..... 1/9th
 Cindy Norman Snellgrove..... 1/9th

ITEM IV

I hereby appoint, nominate and constitute my daughter, LOUISE SPIVEY, and my son, JERRY NORMAN, Co-executors of this my Last Will and Testament. In the event that either of the two shall be deceased at the time of my death, or unable or unwilling to serve as Co-executor, then, and in that event only, I appoint the remaining Co-executor to serve as Executrix or Executor of this my Last Will and Testament, and hereby grant to he or she, as the case may be, the same powers and authority as set forth for my Co-executors. My Co-executors 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 Co-executors.

The foregoing Will consists of three (3) 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 8 day of April, 1992.

R. Morris Norman
 R. MORRIS NORMAN

MKB
QB

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, each of the subscribing witnesses to the Last Will and Testament of R. MORRIS NORMAN, do hereby certify that said instrument was signed by the said R. MORRIS NORMAN in our presence and in the presence of each of us, and that the said R. MORRIS NORMAN 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 R. MORRIS NORMAN, in his presence and in the presence of each other.

Muri H. Leland

ADDRESS: 1369 Hwy 43
Central, Ms 39046

Jean Burns

ADDRESS: 1022 Hwy 17
Central, Ms. 39046

MNR
CS

R. Morris Norman
R. MORRIS NORMAN



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13 day of February, 1996, at 11:45 o'clock A.M., and was duly recorded on the February 13, 1996, Book No. 28, Page 650.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

FILED
THIS DATE
FEB 13 1996
STEVE DUNCAN
CHANCERY CLERK
BY Stacey Hill

PROOF OF WILL

COMES NOW JOAN BURNS, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of R. MORRIS NORMAN, 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 R. MORRIS NORMAN, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 8th day of April, 1992, the day of the date of said instrument, in the presence of this deponent and MARIE H. BANES, 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 she and MARIE H. BANES 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.

Joan Burns

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 8th day of February, 1996.

Phyllis Y. De Laughter
NOTARY PUBLIC

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

(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13 day of February, 1996, at 11:45 o'clock A.M., and was duly recorded on the February 13, 1996, Book No. 28, Page 653.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.



BOKK 28 PAGE 65

FILED
THIS DATE
FEB 13 1996
STEVE DUNCAN
CHANCERY CLERK
BY Stacey Hill

PROOF OF WILL

COMES NOW MARIE H. BANES, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of R. MORRIS NORMAN, 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 R. MORRIS NORMAN, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 8th day of April, 1992, the day of the date of said instrument, in the presence of this deponent and JOAN BURNS, 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 she and JOAN BURNS 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.

Marie H. Banes

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 7th day of February, 1996.

Phyllis Y. DeLaughter
NOTARY PUBLIC

MY COMMISSION EXPIRES:

My Commission Expires, 9/21/97

(SEAL)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13 day of February, 1996, at 11:45 o'clock A. M., and was duly recorded on the February 13, 1996, Book No. 28, Page 654.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

96-062

Last Will and Testament

MADISON COUNTY, MS

FILED

OF

MARGARET OSBORN MAHONY

FEB 16 1996

AT 1:20 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By: *Koragoude*

STATE OF MISSISSIPPI

COUNTY OF JACKSON

I, MARGARET OSBORN MAHONY, of Jackson County, Mississippi, being of sound and disposing mind and memory, and over the age of twenty-one (21) years, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all Wills and Codicils heretofore made by me.

I.

I direct that my Executor pay all of my just debts probated against my estate, to include the expenses of my last illness and funeral, as soon after my death as can conveniently be done.

II.

I hereby appoint as Executor of this Will PAUL B. OSBORN and direct that he be allowed to serve without bond, inventory, appraisal or accounting to any Court.

III.

In the event that my Executor shall be unable or unwilling for any reason to serve as Executor of this my Last Will and Testament, then in that event, I do hereby appoint as Alternate-Executor of this Will, STEPHEN SANDERS; and direct that he be allowed to serve without bond, inventory, appraisal or accounting to any Court.

IV.

I hereby give, devise and bequeath all the rest, residue and remainder of my estate of whatever kind or character, whether real, personal, or mixed to my brother, PAUL B. OSBORN. In the event that my brother, PAUL B. OSBORN predeceases me, then I hereby will, devise and bequeath my entire estate unto STEPHEN SANDERS.

WITNESS MY SIGNATURE, on this the 23rd day of September, A.D., 1993.

Margaret Osborn Mahony
MARGARET OSBORN MAHONY

Sue B Maxwell
WITNESS

ADDRESS: 6200 Ridge Road
Ocean Springs, MS 39564

Sheri D. Williams
WITNESS

ADDRESS: 2725 Pleasant
Pascagoula, MS 39581

STATE OF MISSISSIPPI
COUNTY OF JACKSON

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this, the 23rd day of September, A.D., 1993.

Sallie B Maxwell
WITNESS

L. Gene R Williams
WITNESS

Page 3 of 3 Pages

mam
(Initials)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day of February, 1996, at 1:20 o'clock P.M., and was duly recorded on the February 16, 1996, Book No 28, Page 655

STEVE DUNCAN, CHANCERY CLERK BY: Stacey Hill DC

AFFIDAVIT OF SUBSCRIBING WITNESS
TO THE LAST WILL AND TESTAMENT
OF
MARGARET OSBORN MAHONY

MADISON COUNTY, MS
FILED

STATE OF MISSISSIPPI
COUNTY OF JACKSON

FEB 16 1996
AT 1:20 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

This day personally came and appeared before me, the undersigned authority in and for the state and county aforesaid, the within named Sallie B Maxwell, an adult resident citizen of Jackson County, Mississippi, who after being by me first duly sworn, states upon oath as follows:

That Affiant is one of the subscribing witnesses to the Last Will and Testament of MARGARET OSBORN MAHONY dated September 23, 1993.

That Affiant signed said Last Will and Testament as a subscribing witness at the instance and request of MARGARET OSBORN MAHONY and the other subscribing witness, all being present and signing and witnessing said Last Will and Testament at the same time and in the presence of each other.

Affiant further states upon oath that MARGARET OSBORN MAHONY Testator, was over the age of eighteen (18) years and of sound and disposing mind and memory, mentally alert, and possessed of all her mental faculties.

Sallie B Maxwell
AFFIANT

SWORN TO AND SUBSCRIBED BEFORE ME, this the 23rd day of September, 1993.

James Angela Hinton
NOTARY PUBLIC

My Commission Expires: _____ (S E A L)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day of February, 1996, at 1:20 o'clock P M, and was duly recorded on the February 16, 1996, Book No. 28, Page 658

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

AFFIDAVIT OF SUBSCRIBING WITNESS
TO THE LAST WILL AND TESTAMENT OF MARGARET OSBORN MAHONY
MADISON COUNTY, MS
OF
MARGARET OSBORN MAHONY

FILED

STATE OF MISSISSIPPI
COUNTY OF JACKSON

FEB 16 1996

AT 1:20 O'CLOCK P M
STEVE DUNCAN CHANCERY CLERK

M. Tucker

This day personally came and appeared before me, the undersigned authority in and for the state and county aforesaid, the within named Sherril R. Williams, an adult resident citizen of Jackson County, Mississippi, who after being by me first duly sworn, states upon oath as follows

That Affiant is one of the subscribing witnesses to the Last Will and Testament of MARGARET OSBORN MAHONY dated September 23, 1993.

That Affiant signed said Last Will and Testament as a subscribing witness at the instance and request of MARGARET OSBORN MAHONY and the other subscribing witness, all being present and signing and witnessing said Last Will and Testament at the same time and in the presence of each other.

Affiant further states upon oath that MARGARET OSBORN MAHONY Testator, was over the age of eighteen (18) years and of sound and disposing mind and memory, mentally alert, and possessed of all her mental faculties.

Sherril R. Williams
AFFIANT

SWORN TO AND SUBSCRIBED BEFORE ME, this the 23rd day of September, 1993.

James Douglas Hinton
NOTARY PUBLIC

My Commission Expires _____ (S E A L)



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 16 day of February 1996, at 1:20 o'clock P M, and was duly recorded on the February 16, 1996, Book No 28, Page 659
STEVE DUNCAN, CHANCERY CLERK BY Stacey Hill D.C.

FILED

LAST WILL AND TESTAMENT

FEB 16 1996

IN THE NAME OF GOD, AMEN

AT 1:45 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By: Stacey Hill, D.C.

WE, ROSIE LEE WILLIAMS AND ROOSEVELT WILLIAMS,
Wife and husband, of Madison County, Mississippi, being
of sound and disposing mind and memory, and mindful of
the uncertainty of human life, do now publish and de-
clare this and this only to be our joint and mutual
Last Will and Testament.

ITEM I

We hereby order and direct, our executor herein-
after named, to pay our just debts and funeral expenses
as soon after our demise can be lawfully done

ITEM II

We give unto the survivor of either of us all of
our property, either real or personal or mixed, during
his or her natural life for his or her own exclusive
use and benefit.

ITEM III

After the death of the survivor of either of us,
we hereby give, devise and bequeath to (Reverend) Walter
Lee Johnson and wife Lena Mae Johnson, as joint tenants
in common, the following described real property lying
and being situated in Madison County, Mississippi and
being more particularly described as follows, to wit:

A lot or parcel of land described as beginning
at the southwest corner of that lot or parcel
of land conveyed by Carroll Ricks Lee to Lucille
Nichols by deed dated October 22, 1962, recorded
in Land Record Book 86 at Page 204 thereof in
the Chancery Clerk's Office for said county (said
point of beginning being 150 feet west of the
intersection of the west line of Second Firebaugh
Avenue with the north line of the extension of
Franklin Street when described with reference
to map or plat of Carroll Smith Addition to the
city of Canton, Madison County, Mississippi, now
on file in the Chancery Clerk's Office for said
county) and from said point of BEGINNING run
thence north 150 feet, thence west parallel to
the north line of the extension of Franklin
Street 75 feet, thence south 150 feet to the
north line of the extension of Franklin Street,
thence east along the north line of the exten-
sion of Franklin Street 75 feet to the point
of beginning.

We further give, devise and bequeath the house; along with all fixtures, furniture and appliances located therein be the exclusive property of (Reverend) Walter Lee Johnson, and wife, Lena Mae Johnson.

ITEM IV

We give, devise and bequeath to (Reverend) Walter Lee Johnson and Lena Mae Johnson, his wife any and all funds which may remain on deposit at Trustmark National Bank, account number 133-752-6 or in any other such banking institution which may hold monies or other valuables in the names of either of us at the time of the death of the survivor of either of us.

ITEM V

We hereby nominate constitute and appoint (Reverend) Walter Lee Johnson, as executor of this our joint and mutual Last Will and Testament, and direct no bond to be required of him, that no inventory be taken, and that he not be required to account to any Court, except to the extent required by law.

ITEM VI

The rest and residue of our estate of whatever kind and character and wherever situated, we hereby give, devise and bequeath to (Reverend) Walter Lee Johnson and wife Lena Mae Johnson, share and share alike.

ITEM VII

We hereby revoke all other former wills or codicils heretofore made by us, and again declare this only to be our joint and mutual Last Will and Testament, to take effect only after the death of both of us.

IN WITNESS WHEREOF, We have set our hands this the 15 day of Sept 1989.

Rosie Lee Williams
Rosie Lee Williams
Roosevelt Williams
Roosevelt Williams

STATE OF MISSISSIPPI

COUNTY OF MADISON

The foregoing instrument, consisting of three pages including the page signed by the attesting witnesses below, was on this day and date by the testators subscribed, published and declared to be their joint and mutual Last Will and Testament, in their presence, and in the presence of each other, signed the same as witnesses thereto; and we further declare that at the time of signing this Will the testators appeared to be of sound and disposing mind and memory and not acting under duress, menace, fraud, or the undue influence of any person whomsoever.

519 N. Bebeau
9115189 Madison County
MS
Walter Johnson
Notary 7/2/91

Walter Johnson
WITNESS
ADDRESS: 640 W. North St
Canton MS 39046

Lillie Mae Cross
WITNESS
ADDRESS: 110 South West St
Canton, Miss



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day of February, 1996, at 1:45 o'clock P. M., and was duly recorded on the February 16, 1996, Book No. 28, Page 660.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

FILED
THIS DATE
FEB 16 1996
STEVE DUNCAN
CHANCERY CLERK
BY *Stacy Hill*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
ROOSEVELT WILLIAMS, DECEASE

CIVIL ACTION
FILE NO. 96-100

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

(1). That this affiant is one of two subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of **ROOSEVELT WILLIAMS**, whose signature is affix to the Last Will and Testament dated September 15, 1989.

(2). That on the 15th day of September, 1989, the said **ROOSEVELT WILLIAMS** signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the affiant and in the presence of **LILLIE MAE CROSS**, the other subscribing witness to the instrument.

(3). That **ROOSEVELT WILLIAMS** then and there of sound and disposing mind and memory and well above the age of eighteen (18) years.

(4). That this affiant, together with **LILLIE MAE CROSS**,

subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request, and in the presence of ROOSEVELT WILLIAMS, and in the presence of each other.

Wilbert Robinson
WILBERT ROBINSON

SWORN TO AND SUBSCRIBED before me, this the 16th day of February, 1996.

(SEAL)
My commission expires:
5-14-96

[Signature]
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day of February, 1996, at 1.45 o'clock P.M., and was duly recorded on the February 16, 1996, Book No. 28, Page 663.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

BOOK 28 PAGE 000

96-102

MADISON COUNTY, MS

FILED

FEB 16 1996

AT 3.25 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

M. Duncan

LAST WILL AND TESTAMENT

OF

C. W. ANDERSON

I, C. W. ANDERSON, an adult resident of Jackson, Hinds County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My wife's name is RUTH M. ANDERSON, and she is herein referred to as "my wife." I have two (2) children now living, VAN E. ANDERSON and WILLIAM J. ANDERSON, M.D.

The words "child," "children," "grandchild" or "grandchildren" as used herein shall include any children hereafter born to any of my children and "descendants" shall include any person hereafter born to any of my descendants. Each of the words "child," "children," and "descendants" shall be deemed to include an adopted child or adopted children, irrespective of any provisions of law establishing a contrary presumption.

ITEM II.

I appoint my wife, RUTH M. ANDERSON, to serve as Executor of my estate under this Will. In the event my wife is or becomes unable or unwilling to serve, I appoint my son, VAN E. ANDERSON, to serve as Executor. In the event VAN E. ANDERSON is or becomes unable or unwilling to serve, I appoint my son, WILLIAM J. ANDERSON, M.D., to serve as Executor of my estate.

FOR IDENTIFICATION:

CWA

ITEM III.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled. However, my Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

ITEM IV.

All Section references, as used in this Will, refer to the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future laws.

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

Where used throughout this Will, the terms "Executor," "Executrix," and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one, and to any successor Executor or Administrator.

FOR IDENTIFICATION:

CWA

ITEM V.

2708 28 PAGE 606

To my wife, RUTH M. ANDERSON, if she survives me, I give and bequeath the following:

A. My automobiles and other vehicles, club memberships, clothing, jewelry, sport equipment and other personal effects.

B. My interest in the furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in our home.

If my wife does not survive me, I devise and bequeath my interest in the family residence to the Trustee of the "C. W. Anderson Family Trust," provided in this Will, to be held, administered and distributed under the provisions of that trust; and the assets described in Paragraphs A and B to my children in substantially equal shares, to be divided among them as they agree, or in the absence of such agreement, as the Chancery Court administering my estate may determine.

ITEM VI.

I give, devise and bequeath to VAN E. ANDERSON, and WILLIAM J. ANDERSON, M.D., Jackson, Mississippi, jointly as Trustee under the terms set forth in this Will, an amount of property equal to the largest amount, but no more, that can pass free of federal estate tax by reason of the unified credit available at the date of my death provided under Section 2010 and that portion of the state death tax credit allowable to my estate under Section 2011 which does not cause an increase in state death taxes. However, the amount of this bequest shall be reduced by the value of insurance proceeds and any other property which passes at any time during my life or at my death, either under any other ITEM of my Will or outside of my Will, in such manner as to constitute a part of my gross estate under federal estate tax law or an adjusted taxable gift and for which no marital deduction is allowed under

FOR IDENTIFICATION:

C. W. A.

Section 2056 and no deduction for public, charitable or religious purposes is allowed under Section 2055.. In computing the dollar amount of property constituting this pecuniary bequest, the values used in finally determining the federal estate tax on my estate shall control. My Executor shall select and distribute to the Trustee the cash or other property to be placed in this trust, and the property so selected shall be valued at the value thereof as of the date or dates of distribution to the trust. This trust shall be for the benefit of my wife, my children, and my grandchildren. If property passes to this trust which any beneficiary (other than my wife) has disclaimed under Section 2518, that beneficiary shall be treated as if deceased on the day before the date of my death and shall not be a beneficiary of this trust, but the children of that beneficiary shall continue as beneficiaries.

The assets devised and bequeathed under this ITEM of my Will shall be charged with the payment of any estate, inheritance or other death taxes payable by reason of my death, any expenses of my estate not deducted for federal estate tax purposes and any other expenses deducted but not allowed as deductions in finally determining the Federal estate taxes payable by reason of my death. I recognize the possibility that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections. As provided in Sections 2206, 2207, 2207A, and 2207B, my Executor shall have the right to recover the appropriate amount of estate taxes from the recipient or recipients of property which is included in my gross estate for federal estate tax purposes, and no provision herein shall be construed to waive such right of recovery.

The Trustee shall hold, administer and distribute the assets of the trust under the following provisions.

A. The Trustee shall pay to and among my wife, my children, and my grandchildren (but not necessarily in equal shares) as much

FOR IDENTIFICATION:

GWA

of the net income as the Trustee, in the Trustee's discretion, deems advisable for the education, support, maintenance, and health, including any hospital or other institutional care, of these beneficiaries, and for the maintenance of their accustomed standard of living. These distributions shall be made in proportions and amounts and at such intervals as the Trustee determines. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions.

B. In addition to the income distributions the Trustee shall pay to or for the benefit of these beneficiaries, or any of them, (but not necessarily in equal shares) as much principal as the Trustee, in the Trustee's discretion, deems advisable for the education, support, maintenance and health, including any hospital or other institutional care, of my beneficiaries or for the maintenance of their accustomed standard of living at the time of my death. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

In making distributions of income and principal, I direct the Trustee to consider my wife as the primary beneficiary and consider her needs above those of my children and my grandchildren. The Trustee shall see that my wife has sufficient funds to enable her to continue, if possible, her accustomed standard of living at the time of my death. Before making distributions of income or principal to my children or my grandchildren, the Trustee shall counsel with my wife to determine the needs of these beneficiaries, but the decision of the Trustee shall be final as to the amounts and recipients of such distributions.

C. Upon my wife's death, the Trustee shall divide this trust into separate trusts. There shall be a separate trust for each of my then living children and his children (being my grandchildren by that child) and one trust for the then living children,

FOR IDENTIFICATION:

P. W. A.

collectively, of each deceased child of mine (being my grand-children by that deceased child). These trusts shall be equal in amounts. The Trustee shall distribute outright to each of my then living children his separate share of the trust. The Trustee shall hold, administer and distribute the funds of each share for the then living children, collectively, of each deceased child of mine as a separate and distinct trust under the following provisions.

(1) The Trustee shall distribute, at least annually, to each beneficiary of each trust (but not necessarily in equal shares) as much of the net income of that trust as the Trustee, in the Trustee's discretion, deems advisable for the beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions.

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

(3) After the death of my wife, and as and when the oldest living child of a deceased child of mine attains the age of twenty-five (25) years, the Trustee shall divide the trust into separate shares. There shall be a separate share for each of the then living children of such deceased child of mine. These shares shall be equal in amounts. Income and principal shall be distributed to

FOR IDENTIFICATION:

CWA

a surviving child of a deceased child of mine in accordance with the directions and standards previously set forth in subparagraphs (1) and (2) of this Paragraph C. As and when each child of a deceased child of mine attains the age of twenty-five (25) years, the Trustee shall distribute to such child of a deceased child of mine (being my grandchild by that deceased child) that grandchild's trust estate. If at the time of the death of my wife, any child of a deceased child of mine has attained the age required herein for distribution of part or all of the principal of his or her trust, such part or all of that principal shall be distributed to that surviving child of a deceased child of mine at that time, except that the then living descendants of a deceased grandchild of mine shall take, per stirpes, the share the grandchild would have taken if living.

(4) In the event of death of any of my children after division of this trust into separate trusts and prior to receipt by that child of his entire trust estate, the balance in the trust of my deceased child shall be retained in trust for the benefit of my deceased child's then living children (being my grandchildren by that deceased child). Income and principal shall be distributed among such surviving grandchildren as the Trustee determines in accordance with the directions and standards previously set forth in subparagraphs (1) and (2) of this Paragraph C. The trust estate for the children of a deceased child of mine (being my grandchildren by that deceased child) shall be distributed to the children of such deceased child in accordance with the directions previously set forth in subparagraph (3) of this Paragraph C.

(5) If at the death of a child of mine, he leaves no surviving descendants, that deceased child's trust estate

FOR IDENTIFICATION:

CWA

shall be paid over and added, in equal shares, to the trust created for my other child and his descendants to be held, administered and distributed in accordance with the provisions of such trusts or shall be distributed outright to a beneficiary who had previously received a distribution of his or her trust estate.

(6) If at the death of a grandchild of mine, he or she leaves no surviving descendants, that deceased grandchild's trust estate shall be paid over and added, in equal shares, to the trusts created for my other grandchild or grandchildren who are surviving children of the same deceased child of mine and their descendants to be held, administered and distributed in accordance with the provisions of such trusts or shall be distributed outright to a beneficiary who had previously reached the age to have received a distribution of his or her trust estate.

D. Notwithstanding any provision herein to the contrary, the Trustee shall retain in trust for the benefit of any beneficiary, any distribution otherwise required to be made to such beneficiary, if in the Trustee's sole discretion such beneficiary is, at the time the distribution would otherwise be required, involved in a lawsuit, addicted to alcohol, drugs, or other chemical substances, is a party to a pending divorce or marital separation proceeding, is in bankruptcy, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. The Trustee shall make reasonable inquiries before making distributions of principal to the beneficiaries to ascertain whether any beneficiary is then under any of the above described conditions. As and when the beneficiary whose distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may then make distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this provision.

FOR IDENTIFICATION:

CWA

E. In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, the trust assets shall be distributed to my heirs at law as determined under the laws of descent and distribution of the State of Mississippi.

F. The Trustee shall permit each beneficiary to elect by written direction to the Trustee, at the time all or any portion of his or her trust is to be distributed to him or her, to have such property remain in trust under the terms and provisions hereof for the balance of his or her life or until such time as such beneficiary shall request that the trust assets, or any part thereof, be distributed to him or her outright. In the event of the death of a beneficiary during the period in which the trust is so continued, the Trustee shall make immediate distribution of that beneficiary's trust assets to his or her estate.

G. If at any time, in following the provisions of this Will, the Trustee is required to distribute all or any part of the principal of any trust herein created outright to a person who has not attained twenty-one (21) years of age, the trust principal shall vest in such person but the Trustee shall be authorized to continue to hold the share of such person in trust for that person's benefit until he or she attains age twenty-one (21). Until such time the Trustee is authorized and directed to expend such part of the income and/or principal of the trust belonging to such person as the Trustee in the Trustee's discretion deems necessary to provide for the proper education, support, maintenance and health of said person.

H. Upon distribution of the entire trust estate to the beneficiary or beneficiaries of any trust created under this ITEM of my Will, such Trust shall terminate.

FOR IDENTIFICATION:

CWA

I. My wife shall continue as a beneficiary of this trust, notwithstanding her remarriage subsequent to my death.

J. This trust shall be designated and known as the "C. W. Anderson Family Trust."

ITEM VII.

If my wife, RUTH M. ANDERSON, survives me, I give, devise and bequeath to her outright the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever situated.

ITEM VIII.

If I am not survived by my wife, I give, devise and bequeath the rest and residue of my estate, real and personal, of whatsoever kind or character, and wheresoever located, to the Trustee of the "C. W. Anderson Family Trust" created by ITEM VI of this Will to be held, administered and distributed as provided in said trust.

ITEM IX.

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

None of the principal or income of any trust created under this Will or any part of same, shall be liable for debts of any

FOR IDENTIFICATION:

CWA

beneficiary or be subject to seizure by creditors of any beneficiary. A beneficiary shall have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of his or her interest in the trust assets or the income produced from the assets.

ITEM X.

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

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

ITEM XI.

Notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule against Perpetuities or any statute pertaining thereto. Upon such vesting,

FOR IDENTIFICATION:

CWA

any trust property then held by the Trustee shall be distributed immediately, free and clear of any trust, to the beneficiary or beneficiaries of this trust (or to his or her legal guardian or other personal representative) as though each such beneficiary had reached the date at which final distribution to him or to her were required pursuant to the provisions hereof.

ITEM XII.

During the administration of my estate and until a trust created herein is funded, I authorize the Trustee, in the Trustee's discretion, to request that my Executor, in which case my Executor may comply with that request, make payments out of my estate to the beneficiaries of such trust. These payments shall be an amount which in the judgment of the Trustee and the Executor, jointly, equals the distributions which the beneficiaries would receive from the trust had it been established and funded at my death.

ITEM XIII.

Any trust created by this Will is a private trust. The Trustee shall not be required to obtain the order or approval of any court for the exercise of the Trustee's powers and discretions.

No Trustee hereunder shall be required to enter into any bond or to file with any court a formal accounting of the Trustee's administration. The Trustee shall render annual accounts to the income beneficiaries of each trust. No persons paying money or delivering property to the Trustee shall be required to see to its application.

ITEM XIV.

A Trustee may resign and cease to act at any time by giving written notice specifying the effective date of such resignation, by personal delivery or by registered mail, to those persons who are income beneficiaries of each trust at that particular time.

FOR IDENTIFICATION:

OWA

In the event of the resignation, death, incapacity or unwillingness of either of VAN E. ANDERSON or WILLIAM J. ANDERSON, M.D. to serve as Trustee of any trust created by this Will, the other shall continue to serve alone as Trustee. In the event of the death of both VAN E. ANDERSON and WILLIAM J. ANDERSON, M.D., I appoint the guardian or guardians of the then living children of a deceased child of mine, who are current income beneficiaries of the trust, to serve as successor Trustee of such trusts.

The Trustee or any successor Trustee of any trust created by this Will may be removed by and a successor Trustee appointed by a majority vote those then living of VAN E. ANDERSON, WILLIAM J. ANDERSON, M.D., and the guardians of the surviving minor children of a deceased child of mine.

In any event, any successor Trustee shall be a bank possessing trust powers or a trust company. The removal of a Trustee or successor Trustee and the appointment of a successor Trustee shall be effective upon written notice to the Trustee or successor Trustee removed or appointed.

The resigning or removed Trustee shall deliver all trust assets to the successor Trustee on the effective date of the resignation or removal, and shall, within sixty (60) days of such date, submit a full and final accounting to the successor Trustee and to the income beneficiaries of the trust. Any successor Trustee shall be vested with all the rights, powers, duties and discretions conferred on the original Trustee.

ITEM XV.

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

FOR IDENTIFICATION:

CWA

governed by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. In addition to the powers contained in that Law, the Trustee shall have full power and authority:

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

B. To place, in the discretion of the Trustee, trust funds in a checking, savings or other types of accounts or certificates of deposit in any successor Trustee bank.

C. To receive, invest in, and retain in the trust all types of property and, especially, to receive, invest in, and retain in the trust shares of stock in closely held corporations, partnership interests in general and limited partnerships, oil, gas, and other mineral interests, standing timber, and unimproved real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which Trustees generally are authorized to invest by trust law.

D. To consolidate and merge any trust created hereunder with any other trust created by me or any other person, whether inter vivos or by Will, if the beneficiaries are the same and the terms of that other trust are substantially the same as this trust.

FOR IDENTIFICATION:

CWA

E. To invest trust assets in a common fund established by a corporate Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi.

F. To surrender, disclaim, release, relinquish or amend, after providing written notice to the income beneficiaries, all or any portion of any administrative provision of any trust created herein which causes or may cause adverse or unanticipated tax liability to my estate, the trust, the Trustee, or the beneficiaries.

G. To take out, apply for, and maintain, paying premiums from income or principal, health, hospitalization, medical or similar insurance covering any beneficiary of the trust.

H. To hold for the benefit of any minor beneficiary of a trust or for an adult beneficiary who is incapable of handling his or her property, any personal effects, automobiles, jewelry and other objects, particularly household contents, antiques, silver, crystal and the like, that are bequeathed to any such beneficiary of a trust until the beneficiary attains the age of twenty-one (21) years or in the case of an adult beneficiary incapable of handling his or her property until such time as, in the sole discretion of the Trustee, that beneficiary is capable of handling his or her property. The Trustee may permit such items to remain in the residence in which the beneficiary resides or in such other storage facility as the Trustee deems appropriate for such items and shall pay all costs of maintaining, storing and insuring the items. The Trustee shall have the authority to give the Executor or other personal representative of the estate of a decedent a receipt for such objects on behalf of such beneficiary.

I. To retain any interest in oil, gas or other mineral resources received from any source and to acquire and retain other interests in oil, gas or mineral resources; to execute as to those

FOR IDENTIFICATION:

CWA

interests any agreements, assignments, contracts, deeds, grants, leases for any term (even though the term may extend beyond the termination of the trust) and any other instruments or documents; to manage, control, operate, explore, mine, develop or take any action for the production, recovery, sale, treatment, storage or transportation of any interest in oil, gas or other mineral resources; to drill, rework or recomplete wells of any type; to conduct or participate in secondary recovery operation; to enter into agreements for pooling or unitization; and to install, operate or participate in the operation of any plant, mine or other facilities. Interests in oil, gas and other mineral resources may be retained and acquired without liability for any loss and without application to any court.

ITEM XVI.

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

ITEM XVII.

Any recipient of property or beneficiary of a trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her whether outright or in trust or all or any part of his or her interest in any trust created herein. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to

FOR IDENTIFICATION:

CWA

my Executor. If my wife or any other person or a Trustee disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to the Trustee of the "C. W. Anderson Family Trust" created by ITEM VI of this Will to be held, administered and distributed as provided herein.

ITEM XVIII.

In addition to the powers and authorities specifically granted to my Executor under this Will, I expressly confer upon my Executor all rights, powers, duties, and authorities conferred upon a Trustee under the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. I authorize my Executor to exercise any such powers and authorities granted in this Will or by the Uniform Trustees' Powers Law of Mississippi without the necessity of attaining court approval. All rights, powers, duties and discretion granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executor nor any successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that my Executor, or any successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. However, my Executor shall not exercise this discretion or any other discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other

FOR IDENTIFICATION:

CWA

rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law. If property is included in my estate which may otherwise qualify, if it passes to a qualified heir, for valuation for federal estate tax purposes under Section 2032A, and my Executor has the discretion to allocate and distribute such property in satisfaction of devises or bequests herein, my Executor shall, in exercising such discretion, allocate and distribute such property to persons or trusts who will be qualified heirs so as to qualify the property for valuation pursuant to Section 2032A. I specifically authorize my Executor to allocate any of my available generation-skipping tax exemptions from the federal generation-skipping tax as allowed by Section 2631 to any property of which I am deemed to be the transferor under Section 2652(a), including any property not in my probate estate and any property transferred by me during life as to which no allocation of the exemption was made prior to my death.

My Executor shall have the authority to disclaim or renounce any interest in property, in whole or in part, including any power with respect to property and including an undivided interest in property transferred to me or to my estate. Any disclaimer by my Executor shall be made in writing stating specifically the property or interest disclaimed and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder of the legal title to the property to which the interest relates. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518.

My Executor shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid depreciation in value of the interests or losses to my estate or associates. My Executor may continue to act as partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable. I specifically authorize my Executor to sell, without the necessity

FOR IDENTIFICATION:

CWA

of court approval, any stock or partnership interest held by my estate under the terms of any stock agreement or partnership agreement to which I was a party during my lifetime.

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 31st day of December, 1992.

C. W. Anderson
C. W. Anderson

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

Lewis W. Barnes, Jr P.O. Box 2409, Jackson MS 39205
Address

Marilyn K. Summitt Brandon, MS.
Address

\\hb\wills\anderson cw\31\December 31, 1992\cmh



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day of February, 1996, at 3:25 o'clock P.M., and was duly recorded on the February 16, 1996, Book No 28, Page 665

STEVE DUNCAN, CHANCERY CLERK

BY Shirley Hill D C

BOOK 28 PAGE 684

MADISON COUNTY, MS

FILED

FEB 16 1996

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

M. Rickett

IN THE CHANCERY COURT

OF MADISON COUNTY, MISSISSIPPI

ESTATE OF C. W. ANDERSON,

DECEASED

NO. 96-102

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named HARRIS H. BARNES, III, 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 C. W. ANDERSON, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 31st day of December, 1992.

(2) That on the 31st day of December, 1992, the said C. W. ANDERSON signed, published and declared said instrument of writing as his Last Will and Testament, in the

presence of this affiant and in the presence of MARILYN K. SUMMITT, the other subscribing witness to said instrument.

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

(4) That this affiant, together with MARILYN K. SUMMITT, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said C. W. ANDERSON, and in the presence of each other.

Harris H. Barnes, III
Harris H. Barnes, III

SWORN TO AND SUBSCRIBED BEFORE ME, this the 15th day of February, 1996.

Judith J. Lowery
Notary Public

My Commission Expires: _____ My commission Expires November 21, 1999

Leonard C. Martin
Leonard C. Martin
DOSSETT, GOODE, BARNES AND BROOM, P.A.
Attorneys at Law
Post Office Box 2449
Jackson, Mississippi 39225-2449
Telephone: (601) 948-3160
State Bar #1897

ATTORNEY

\\H\WORK\DOCS\OPEN\S05\6FK011\WPD\February 5, 1996\W8336d1\j1



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day of February, 1996, at 3:25 o'clock P.M., and was duly recorded on the February 16, 1996, Book No. 28, Page 684.

STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey Hill* D.C.

MADISON COUNTY, MS

Last Will and Testament

FILED

FEB 16 1996

A. D. CORBAN, SR.

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

Mr. Duncan

I, A. D. Corban, Sr., a resident citizen of Jackson, Hinds County, Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, publish and declare this my Last Will and Testament and by this act I do hereby revoke all Wills and Codicils to Wills heretofore made by me including that Last Will and Testament consisting of two pages which I executed on July 27, 1989. Said Will is hereby expressly revoked and this, my Last Will and Testament hereby replaces it.

1. PAYMENT OF DEBTS

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

2. DEVISE AND BEQUEATH OF INVESTMENT PORTFOLIO

I hereby give, devise and bequeath all of the principal interest and proceeds of my financial investment portfolio whether held in possession or in expectancy, and wheresoever situated, unto my wife, Ada Foote Corban, if she survives me, and in the event she fails to survive then to my son, A. D. Corban, Jr., daughter-in-law Jo Ann M. Corban, and my grandchildren, Ty Conrad Corban, David Marshall Corban and Donna Leigh Corban with all five to share in equal shares.

3. RESIDUE OF ESTATE

I hereby give, devise and bequeath all of the remainder of my estate, whether real, personal or mixed property, whether held in possession or in expectancy, and wheresoever situated unto my wife, Ada Foote Corban, if she survives me, and in the event she fails to survive, then to my son A. D. Corban, Jr.

4. COMMON DISASTER

In the event my wife, Ada Foote Corban, and I should die in a common accident or under such circumstances that it cannot be

determined which of us survived the other, then I direct that this will be construed under the conclusive presumption that she survived me.

5. APPOINTMENT OF EXECUTRIX

I name, nominate, constitute and appoint my wife, Ada Foote Corban, to serve as Executrix of this my Last Will and Testament and in the event she fails to serve in this capacity for any reason whatsoever or in the event the office should become vacant after she has begun service therein, then I name, nominate, constitute and appoint my son, A. D. Corban, Jr., as alternate Executor. In either event, I direct that my Executrix or Executor be permitted to serve in this capacity without the necessity of bond and without the requirement of appraisal of the properties of my estate.

IN WITNESS WHEREOF I have affixed my signature to this, my Last Will and Testament in the presence of Richard B. King and Francis M. King, whom I have requested to serve as subscribing witnesses hereto this 2nd day of January, ¹⁹⁹² ~~1991~~.

A. D. Corban, Sr.
A. D. CORBAN, SR.

WITNESSES:

Richard B. King
Francis M. King

ADDRESSES:

7034 Edgewood Dr, Ridge Land, MS
" " " "

We, each of the subscribing witnesses to the foregoing Last Will and Testament of A. D. Corban, Sr., do hereby certify that the said A. D. Corban, Sr., declared this instrument to be his Last Will and Testament to us, that he affixed his signature thereto in our presence, that each of us has affixed our signature thereto in his presence and in the presence of each other, and that on this occasion the said A. D. Corban, Sr., was of sound and disposing mind and memory and under no undue influence or duress.

WITNESS our signature this the 2nd day of January, ¹⁹⁹² ~~1991~~.

Katherine R. Catchot, Notary Public Richard B. King
302 W. Santa Clair St Jackson MS 39201 Francis M. King

My Commission Expires April 4, 1992



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day of February, 1996, at 3:25 o'clock P.M, and was duly recorded on the February 16, 1996, Book No 28, Page 686

STEVE DUNCAN, CHANCERY CLERK BY Stacey Hill D.C

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

MADISON COUNTY, MS
FILED

IN THE MATTER OF THE ESTATE FEB 16 1996
OF A. D. CORBAN, SR. AT 3:25 O'CLOCK P.M.
STEVE DUNCAN CHANCERY CLERK

NO. 96-101

Mkueer

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS MADISON

PERSONALLY came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Richard Q. King, who being by me first duly sworn on oath states that she is one in the same person as the "Richard Q. King" appearing as a witness for the signature of A. D. CORBAN, SR. to his Last Will and Testament dated 1-2-92.

Affiant states on oath that said A. D. Corban did execute said Will as his own voluntary act and deed in her presence and at a time when she and the said A. D. CORBAN, SR. were in the presence of the other attesting witness, Frances M. King.

Affiant further states on oath that the said A. D. Corban was of sound mind and fully aware of the objects of his bounty at the time the undersigned witnessed his signature to his Last Will and Testament.

Richard Q. King
WITNESS

SWORN TO AND SUBSCRIBED BEFORE ME on this the 2nd day of January, ~~1991~~ 1992.

Katherine R. Catchot
NOTARY PUBLIC

My commission expires:

My Commission Expires April 4, 1992



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day of February, 1996, at 3:25 o'clock P. M., and was duly recorded on the February 16, 1996, Book No. 28, Page 688.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

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

MADISON COUNTY, MS
FILED

IN THE MATTER OF THE ESTATE
OF A. D. CORBAN, SR.

FEB 16 1996
AT 3:25 O'CLOCK P M
STEVE DUNCAN CHANCERY CLERK

NO. 96-101

M. L. Lusk

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF ~~HINDS~~ MADISON

PERSONALLY came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Frances M. King, who being by me first duly sworn on oath states that she is one in the same person as the "Re Frances M. King" appearing as a witness for the signature of A. D. CORBAN, SR. to his Last Will and Testament dated 1-2-92.

Affiant states on oath that said A. D. Corban did execute said Will as his own voluntary act and deed in her presence and at a time when she and the said A. D. CORBAN, SR. were in the presence of the other attesting witness, Richard Q. King.

Affiant further states on oath that the said A. D. Corban was of sound mind and fully aware of the objects of his bounty at the time the undersigned witnessed his signature to his Last Will and Testament.

Frances M. King
WITNESS

SWORN TO AND SUBSCRIBED BEFORE ME on this the 2nd day of January, 1991. 1992

Kathleen R. Catcher
NOTARY PUBLIC

My commission expires:
My Commission Expires April 4, 1992



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 16 day of February, 1996 at 3:25 o'clock P.M. and was duly recorded on the February 16, 1996, Book No 28, Page 689

STEVE DUNCAN, CHANCERY CLERK BY Stacey Hill DC

MADISON COUNTY, MS

FILED

MAR 07 1996

BOOK 28 PAGE 690

LAST WILL AND TESTAMENT
OF

EUGENE FOSTER LOVE

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

By: *K. [Signature]*

I, Eugene Foster Love (also known as Eugene F. Love and Taw Love), having a fixed place of residence in Madison County, State of Mississippi, being over 21 years of age and of sound and disposing mind do hereby make, publish and declare this to be my Last Will and Testament, and revoking all former wills and codicils, as follows:

1

I give, devise and bequeath unto my wife, Alberta S. Love, a lifetime estate in my home located at 360 East Center Street, Canton, Mississippi. I also give, devise and bequeath unto my wife a one third undivided interest in my home located at the above address.

11

The remaining two thirds undivided interest in my home located at 360 East Center Street, Canton, Mississippi, I give, devise and bequeath unto my daughters, Lynda L. Flynn and Elizabeth L. Barber, to share and share alike.

111

At the time of my death, furnishings owned by Alberta S. Love at the time of our marriage shall remain exclusively hers, as well as any furnishings acquired by us after our marriage.

Page 1 of 2

1V

It is my desire and request that, at her death, my wife, Alberta S. Love, will give, devise and bequeath unto my daughters, Lynda L. Flynn and Elizabeth L. Barber her interest in this real property located at 360 East Center Street, Canton, Mississippi, to share and share alike.

V

All other property of every kind and character not specified above, I give, devise and bequeath unto my wife, Alberta S. Love.

IN WITNESS WHEREOF, I have hereunto signed my name on this the 6 day of January, 1994.

Eugene Foster Love
EUGENE FOSTER LOVE

WITNESSES:

Beverly D. Gray

Velma Beuhahn

Page 2 of 2

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 7 day of March, 1996, at 9:00 o'clock A M., and was duly recorded on the March 7, 1996, Book No. 28, Page 690.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

MADISON COUNTY, MS
FILED

MAR 07 1996

IN THE MATTER OF THE ESTATE OF
EUGENE FOSTER LOVE, DECEASED

AT 9:00 O'CLOCK ^a M
STEVE DUNCAN, CHANCERY CLERK
By: K. Goza

CIVIL ACTION, FILE NO. 96,064

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, BEVERLY D. GOZA, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Eugene Foster Love, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Eugene Foster Love signed, published and declared said instrument as his Last Will and Testament on the 6th day of January, 1994, the day and date of said instrument, in the presence of this affiant and Velma Berkhalter, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, Beverly D. Goza, the Affiant and Velma Berkhalter, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance

and request and in the presence of said testator and in the presence of each other.

Beverly D. Goza
Beverly D. Goza

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 1st day of January, 1996.

Lucas J. Russell
NOTARY PUBLIC

MY COMMISSION EXPIRES:
March 10, 1996
(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 7 day of March, 1996, at 9:00 o'clock A M., and was duly recorded on the March 7, 1996, Book No. 28, Page 692.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

MADISON COUNTY, MS
FILED

LAST WILL AND TESTAMENT
OF

#96-138

MAR 07 1996

WADE H. CREEKMORE, SR.

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

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

ITEM I.

My wife's name is MILDRED G. CREEKMORE, and she is sometimes referred to herein as "my Spouse." I have two (2) children now living and they are:

- WADE H. CREEKMORE, JR., born January 28, 1934; and
- JAMES H. CREEKMORE, SR., born May 26, 1937.

They are herein referred to collectively as "my Children" and individually as "my Child."

ITEM II.

I appoint WADE H. CREEKMORE, JR. of Jackson, Mississippi and JAMES H. CREEKMORE, SR. of Jackson, Mississippi, as Co-Executors of my Estate under this Will. I direct my Co-Executors to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done. For convenience the Co-Executors shall be referred to herein as "Executor."

ITEM III.

I direct that all "death taxes" (together with any interest or penalties thereon), which shall become payable upon or by reason of my death, shall be paid by my Executor as soon as practicable after my death. For purposes of this provision, "death taxes" shall mean all estate, inheritance, succession, transfer, legacy and similar death taxes, which are levied or assessed by reason of my death by any governmental authority, domestic or foreign, with respect to any property, whether that property passes under or apart from this

W.H.R.

Will. I further direct my Executor to pay all such "death taxes" out of the property devised and bequeathed to WADE H. CREEKMORE, JR. and JAMES H. CREEKMORE, SR. under the provisions of Item VIII of this Will, if any. If no such distribution is made under Item VIII of this Will or if such distribution is not sufficient to pay all such "death taxes" then such "death taxes" or remaining portion thereof shall be paid out of my residuary estate.

ITEM IV.

To the individuals listed below, I bequeath the following:

- A. To my daughter-in-law, BETSY S. CREEKMORE, if she shall survive me, the sum of Ten Thousand Dollars (\$10,000).
- B. To my daughter-in-law, MEREDITH W. CREEKMORE, if she shall survive me, the sum of Ten Thousand Dollars (\$10,000).
- C. To my grandchild, ASHLEY C. MEENA, if she shall survive me, the sum of Five Thousand Dollars (\$5,000).
- D. To my grandchild, ELIZABETH C. BYRD, if she shall survive me, the sum of Five Thousand Dollars (\$5,000).
- E. To my grandchild, HELEN SIDNEY CREEKMORE, if she shall survive me, the sum of Five Thousand Dollars (\$5,000).
- F. To my grandchild, DOLLY CREEKMORE GOINGS, if she shall survive me, the sum of Five Thousand Dollars (\$5,000).
- G. To my grandchild, JAMES H. CREEKMORE, JR., if he shall survive me, the sum of Five Thousand Dollars (\$5,000).
- H. To my sister, Mittie C. Welty, if she shall survive me, the sum of Ten Thousand Dollars (\$10,000).

ITEM V.

I devise and bequeath to my Spouse, if she survives me, any interest I may own in our residence which is occupied by us as a family home, subject to any indebtedness that may be against our home at my death. If my Spouse shall not survive me, I devise and bequeath my interest in our home equally to my Children, per stirpes.

ITEM VI.

I give and bequeath to my Spouse, if she survives me, my automobiles, clothing, books, jewelry, sport equipment and other personal effects owned by me at the time of my death. If my Spouse does not survive me, I bequeath these items of personal property equally to my Children, per stirpes.

ITEM VII.

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

ITEM VIII.

After the payment of any debts, obligations and expenses of my estate, I devise and bequeath to WADE H. CREEKMORE, JR. and JAMES H. CREEKMORE, SR., in equal shares, per stirpes an amount equal to the largest amount that can pass free of federal estate tax (other than any excise tax which is imposed on my estate pursuant to Section 4980A of the Internal Revenue Code of 1986, as amended) under this Item by reason of the unified credit and the credit for state death taxes allowable to my estate but no other credit and after taking account of dispositions under previous Items of this Will and the property passing outside my 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. 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. It is my intention to convey by this bequest the maximum portion of my estate which, at the time of my death, is exempt from the federal transfer tax because of the application of the unified credit and

the credit for state death taxes. However, notwithstanding any provision herein to the contrary, in determining this pecuniary amount, the credit for state death taxes shall be considered only to the extent state death taxes are not thereby incurred or increased. I recognize that no sum may be disposed of by this Item and that the funds so disposed of may be affected by the actions of my Executor in exercising certain tax elections. Any property included in my estate at the time of my death and assigned or conveyed in kind to satisfy this bequest shall be valued for that purpose at the value thereof as of the date or dates of distribution.

ITEM IX.

A. I give, devise and bequeath to my Spouse, if she survives me, all the rest and residue of my estate.

B. If my Spouse shall not survive me, then I devise and bequeath the residue of my estate to WADE H. CREEKMORE, JR. and JAMES H. CREEKMORE, SR., in equal shares, per stirpes. In distributing the residue of my estate under this paragraph, my Executor shall have sole authority to select the assets to be distributed, provided that any stock owned by me at the time of my death in Potosi Company shall be distributed as follows:

1. First, determine the total number of shares of the Potosi Company stock aggregately owned at the time of my death by WADE H. CREEKMORE, JR.; BETSY S. CREEKMORE; ASHLEY C. MEENA; VICTOR H. MEENA, JR.; ELIZABETH C. BYRD; DOUG BYRD; HELEN SIDNEY CREEKMORE; and the spouse and descendants of each of them. This group of persons shall be known as the "WADE H. CREEKMORE, JR. FAMILY UNIT."

2. Second, determine the total number of shares of the Potosi Company stock aggregately owned at the time of my death by JAMES H. CREEKMORE, SR., MEREDITH W. CREEKMORE; DOLLY CREEKMORE GOINGS; JAMES H. CREEKMORE, JR.; and the spouse and descendants of each of them. This group of persons shall be known as the "JAMES H. CREEKMORE, SR. FAMILY UNIT."

W.H.C.

3. Third, distribute to WADE H. CREEKMORE, JR., individually, or his issue, per stirpes, if he has predeceased me, and to JAMES H. CREEKMORE, SR., individually, or his issue, per stirpes, if he has predeceased me, that portion of the Potosi Company stock which I own at my death in such proportion that after such distribution, the WADE H. CREEKMORE, JR. FAMILY UNIT and the JAMES H. CREEKMORE, SR. FAMILY UNIT will be equal owners of the Potosi Company stock. All other assets shall be distributed as my Executor shall decide, taking into account any disproportionate distribution of Potosi Company stock under the preceding provisions, so that the total distribution of my residuary estate to my Children, per stirpes, will be equal in amounts.

C. In the event all the persons and classes designated as beneficiaries of my estate die prior to distribution of all the assets of my estate, upon the death of the survivor of them, the assets shall be distributed outright and free of trust to my living descendants by per stirpes proportions, or if none to my heirs at law, in accordance with the intestacy laws of the State of Mississippi then in force as if my death had occurred at such time.

ITEM X.

Any beneficiary shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her under this will, whether outright or in trust, provided he or she shall do so within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be timely filed in the Court in which my estate is being probated. If a beneficiary disclaims in whole or in part, the property in which he or she disclaims his or her interest shall be disposed of in accordance with the provisions of this Will as if such beneficiary had predeceased me.

ITEM XI.

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

In such an event or if my Spouse does not survive me for at least one hundred seventy-nine (179) days, notwithstanding the previous provisions of this Will which provide for the distribution of my estate, I direct that my entire estate, other than the specific bequests in Item IV, be divided into two separate shares. One share shall be distributed to my Spouse and shall be equal to the smallest amount that will cause the estate of my Spouse and my estate to be taxed in the same marginal federal estate tax bracket. The other share shall consist of the balance of my estate and shall be distributed as provided in Item VIII of this Will.

ITEM XII.

A. In the event either WADE H. CREEKMORE, JR. or JAMES H. CREEKMORE, SR. is or becomes unable or unwilling to serve as my Executor, the other shall serve as sole Executor. In the event both of them should become unable or unwilling to serve, I appoint Betsy S. Creekmore and Meredith W. Creekmore, of Jackson, Mississippi to serve as my successor Co-Executors. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

B. I direct that neither my Executor nor any successor Executor shall be required to make any bond as Executor. To the extent permissible by law, I waive the requirement that my Executor

or any successor Executor be required to make a formal appraisal, provide an inventory or file an accounting for my estate with any court.

C. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will without respect to the income tax basis of the property. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property.

My Executor may satisfy any pecuniary bequest provided in this Will in cash or in kind or partly in cash and partly in kind; however, in no event shall stock of Potosi Company be distributed in satisfaction of any such pecuniary bequest. Any asset distributed in kind shall be valued at its date of distribution value. However, my Executor shall not exercise this discretion in any manner that will result in a loss of or decrease in the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

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

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

F. In order to avoid depreciation in value of the interests or losses to my estate or my business associates, my Executor shall have authority to continue any business operations in which I am engaged at my death for the time permitted by law. My Executor may

continue to act as a partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable.

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

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

I. I authorize my Executor to allocate my generation-skipping transfer tax exemption to and among dispositions of property with respect to which I am the transferor, whether contained in this Will or otherwise, in such manner as my Executor, in my Executor's sole discretion, deems best calculated to secure the most effective utilization of such exemption, based on circumstances and events either known or reasonably foreseeable as of the expiration of the time within which such allocation is required to be made. While equality of treatment among different beneficiaries should be an important consideration in allocating such exemption, it should not be the sole or even the primary consideration. Any allocation so made by my Executor shall be binding on all persons interested in dispositions with respect to

which I am the transferor, and my Executor shall have no liability if, as the result of or in light of subsequent events, the benefits of the exemption fall inequitably, or a different allocation would have protected a higher value of assets from generation-skipping transfer tax.

J. I further nominate and appoint my Executor herein named to petition the proper Court and to take all necessary action to effect an ancillary administration covering any property I may own in any other state. I direct that no bond or other security shall be required of my Executor named herein, nor shall my Executor be required to file an inventory or accounting with any court in any foreign jurisdiction. If the laws of any foreign jurisdiction in which I may own property require that a resident of that state serve as Executor or Administrator in any ancillary proceeding by my estate, my Executor shall have the power and right to select and designate a proper party resident of the foreign jurisdiction involved to serve with the Executor of my estate as Co-Administrators. In such event, the Co-Administrators shall not be required to post any bond or other security or file any accounting or inventory with any court in the foreign jurisdiction.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 30th day of July, 1993.

Wade H. Creekmore, Sr.
WADE H. CREEKMORE, SR.
TESTATOR

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

Jaye Kennedy of 1565 Old 494.
Witness Address Florence, MS 39073

Nancy Boyls of 1780 Stubbs Rd
Witness Address Jury MS 39170

STATE OF MISSISSIPPI
COUNTY OF Madison

We, Faye Kennedy and Nancy Boyles,
the witnesses, sign our names to this instrument, being first duly
sworn, and do hereby declare to the undersigned authority that WADE
H. CREEKMORE, SR., the Testator, on the above date signed,
published, and declared this instrument to be his Last Will and
Testament and that he signed it willingly in the presence of each
of us, and at the same time we, at his request, in his presence,
and in the presence of each other, signed this Will as witnesses to
the Testator's signing, and that to the best of our knowledge the
Testator is above the age of eighteen (18), of sound mind, and
under no constraint or undue influence.

Signature: Faye Kennedy

Signature: Nancy Boyles

Name: Faye Kennedy

Name: Nancy Boyles

Address: 1565 Old 49 W.
Florence, MS. 39073

Address: 1780 Stubbs Rd
Terry MS 39170

Telephone No.: (601) 939-5623

Telephone No.: 601-878-5283

Subscribed and sworn to before me by Faye Kennedy
and Nancy Boyles on this 30th day of July,
1993.

Judy Carolyn Whitehead
NOTARY

My Commission Expires:

My Commission Expires Dec 15, 1993



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7 day
of March, 1996, at 9:00 o'clock A M., and was duly recorded
on the March 7, 1996, Book No. 28, Page 694.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.