

96-508

AUG 06 1996

AT 8:50 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

By Karen Supp

THIS date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Renee R Dennis who being by me first duly sworn according to law, says on oath:

- (1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of William Donald Clay, Sr., who was personally known to this affiant, and whose signature is affixed to said Last Will and Testament, which is dated the 21st day of April, 1993.
- (2) That on the 21st day of April, 1993, the said William Donald Clay, Sr., signed, published and declared said instrument of writing as his Last Will and Testament in the presence of the affiant and in the presence of Kip M. Davis.
- (3) That said testator 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 and Kip M. Davis subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the said testator, and in the presence of each other.

Renee R Dennis

SWORN TO AND SUBSCRIBED BEFORE ME, this the 21st day of April, 1993.

Mari K. Davis
NOTARY PUBLIC

MY COMMISSION EXPIRES:

My Commission Expires Nov 13 1996



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 6 day of August, 1996 at 8:50 o'clock A.M., and was duly recorded on the 6th day of August, 1996, Book No 29, Page 200.

STEVE DUNCAN, CHANCERY CLERK

BY Karen Supp D.C.

FILED

JUL 8 1985

LAST WILL AND TESTAMENT

of

P-4764

PETE McGEE, Chancery Clerk

VIRGINIA ELIZABETH DIXONBy Walter Laver D.C.

I, VIRGINIA ELIZABETH DIXON, of the County of Fulton, State of Georgia, being of sound and disposing mind and memory, do make, declare and publish this my Last Will and Testament, revoking any and all Wills and Codicils heretofore made by me.

ITEM I.

I direct that my body be buried in a Christian form and in a manner suitable and commensurate to my circumstances and condition in life, the details of which I leave to the discretion of my Executor hereinafter named. I further direct that my Executor select a suitable monument or marker or both for my grave, and see to it that the same is properly installed or erected without undue delay.

ITEM II.

I desire and direct that all my just debts, including the expenses of my last illness and burial, be paid by my Executor as soon after my death as may be practicable and from such of my funds or from such proceeds of such of my property as my Executor deems practicable and consistent with sound business judgment.

ITEM III.

I give, devise and bequeath all of my property of every kind and description, both real and personal, tangible and intangible, wherever situated, and whether acquired before or after the execution of this Will, to my beloved sister, LILLIAN DIXON BIGGERS, now of Benton, Mississippi, in fee simple, provided she survives me.

Virginia Elizabeth Dixon

ITEM IV.

Should my said sister fail to survive me, then I give, devise and bequeath all of my property described in Item III, next above, to my beloved brother, IVEY S. DIXON, now of Vaughan, Mississippi, in fee simple, provided he survives me.

ITEM V.

Should neither my above-named sister nor brother survive me, then I give, devise and bequeath all of my property described in Item III, above, to my beloved sister, LENA DIXON EXUM, now of Vaughan, Mississippi, in fee simple.

ITEM VI.

I hereby nominate and appoint as Executrix of this Will my beloved sister, LILLIAN DIXON BIGGERS, now of Benton Mississippi. Should my said sister die, resign, be disqualified or unable or unwilling to act as such, whether before or after entering upon her duties, then I nominate and appoint my beloved brother, IVEY S. DIXON, now of Vaughan, Mississippi, as Executor of this Will. Should my said brother die, resign, be disqualified or unable or unwilling to act as such, whether before or after entering upon his duties, then I nominate and appoint my beloved sister, LENA DIXON EXUM, now of Vaughan, Mississippi, as Executrix of this Will. Should my said sister die, resign, be disqualified or unable or unwilling to act as such, whether before or after entering upon her duties, then I nominate and appoint my friend, HELEN ALLIE CHADWICK, now of Atlanta, Georgia, as Executrix of this Will.

ITEM VII.

The Executor of this Will shall receive for his services the compensation provided by law at the time and place of my death.

ITEM VIII

Neither of my aforesaid sisters nor brother shall be required to give bond while acting as the Executor of this Will, but if bond is nevertheless required by

any Court, the cost thereof shall be paid out of my estate. Any other person acting as Executor or in any other fiduciary capacity under this Will shall be required to give bond as provided by law, and the cost thereof shall be paid out of my estate.

ITEM IX.

[A] In the management, care and disposition of my estate, I confer upon the Executor of this Will the power to do all things and execute such instruments as may be deemed necessary or proper, including the following powers, all of which may be exercised without order of or report to any Court:

(1) To sell, exchange or otherwise dispose of any property at any time held or acquired under this Will, at public or private sale, for cash or on terms, without advertisement, including the right to lease for any term notwithstanding the period of administration, and to grant options to buy for a period including a period beyond the administration of my estate;

(2) To invest all monies in such stock, bonds, securities, mortgages, notes, choses in action, real estate, improvements thereon, and other property as such Executor may deem best without regard to any law now or hereafter in force limiting investments of fiduciaries;

(3) To retain for investment any property or choses in action owned by me at the time of my death;

(4) To vote in person or by proxy any corporate stock or other security and to agree to or take any other action in regard to any reorganization, merger, consolidation, liquidation, bankruptcy or other procedure or proceedings affecting any stock, bonds, notes, or other property;

(5) To use real estate brokers, accountants, and other agents, if such employment be deemed necessary, and to pay reasonable compensation for their services;

Virginia Elizabeth Dixon

(6) To compromise, settle and/or adjust any claim or demand by or against such estate and to agree to any rescission, or modification of any contract or agreement affecting such estate or trust;

(7) To renew and indebtedness, as well as to borrow money, and to secure the same by mortgaging, pledging and/or conveying any property of such estate;

(8) To retain and carry on any business in which I may own an interest at the time of my death, to acquire additional interests in any such business, to agree to the liquidation in kind of any corporation in which my estate may have any interest and to carry on the business thereof, to join with other owners in adopting any form of management for any business or property in which my estate may have an interest, to become or remain a partner, general or limited, in regard to any such business or property, to incorporate any such business or property and hold the stock or other securities as an investment, and to employ agents and confer on them authority to manage and operate such business, property or corporation, without liability for the acts of any such agent or for any loss, liability or indebtedness of such business if the management is selected and retained with reasonable care; and,

(9) To register any stock, bond or other security in the name of a nominee, without the addition of words indicating that such security is held in a fiduciary capacity; but accurate records shall be maintained showing that such security is an asset of the estate and the Executor shall be responsible for the acts of such nominee.

[B] Whenever the Executor is directed to pay any money or to use any money for the benefit of or to deliver any property to any minor, the Executor shall not require the appointment of a guardian, but shall be authorized to pay or deliver the same over to the person having custody of such minor, to pay or deliver the same to such minor without the intervention of a guardian, to pay or deliver the same to a legal guardian of such minor if one has already been appointed or to use the same for the benefit of such minor.

-4- Virginia Elizabeth Dixon

[C] Whenever the Executor is directed to distribute any money or property in fee simple to any person who is then a minor, such Executor shall be authorized to hold the share of such minor in trust for such minor until he or she becomes twenty-one (21) years of age, and in the meantime shall use such part of the income and/or corpus of the share of such minor as the Executor may deem necessary to provide for the proper support and education of such minor.

[D] The Executor shall not be required to file any inventory or appraisal or any annual or other returns or reports to any Court, but shall furnish a statement of receipts and disbursements at least annually to each person then entitled to income from my estate.

[E] In the distribution of my estate and the division into separate shares, if such is required, the Executor shall be authorized to make the division in money or in kind, or in both, and the division made and the value established by my Executor shall be binding and conclusive on all persons taking hereunder. My Executor may, in making such division, allot undivided interests in the same property to several shares.

[F] Notwithstanding any provision to the contrary, whenever under the terms of this Will it is provided that: (1) any fiduciary may, or is required to, select assets in kind to satisfy a pecuniary bequest, and (2) it is further provided that any assets distributed in kind shall be valued at their values as finally determined for Federal Estate Tax purposes, I hereby further expressly provide that in the satisfaction of each and every pecuniary bequest or transfer the said fiduciary must distribute assets, including cash, as will be fairly representative of appreciation or depreciation in the value of all property in my estate thus available for distribution.

[G] My Executor shall have discretion to determine whether items should be charged or credited to any income or principal or allocated between income and principal as the Executor in his discretion may deem equitable and fair under all the circumstances, including the power to amortize or fail to amortize any part or all of any premium or discount, to treat any part or all of the profits resulting

Virginia Elizabeth Dixon

from the maturity or sale of any assets, whether purchased at a premium or at a discount, as income or principal or apportion the same between income and principal, to treat any dividend or other distribution or any investment as income or principal or apportion the same between income and principal, to apportion the sale price of any asset between income and principal, to treat any dividend or other distribution or any investment as income or principal or apportion the same between income and principal, to charge any expense against income or principal or apportion the same, and to provide or fail to provide a reasonable reserve against depreciation or obsolescence on any assets subject to depreciation or obsolescence, all as the Executor may reasonably deem equitable and just under all the circumstances.

[H] The income on the part of my estate used to pay debts, taxes, expenses, general legacies and other such corpus charges, shall go to the income beneficiaries of the residuum of my estate and shall not be added to the principal thereof.

[I] My Executor shall be authorized to make any election permitted by any tax law, including the filing of joint returns, if in the opinion of said Executor such election is for the combined best interest of my estate and the beneficiaries thereof and may make or agree to such apportionment of taxes as the Executor deems equitable under the circumstances.

ITEM X.

I have confidence in the investments which will be found in my estate at the time of my death and I direct that no change be made by my Executor in said investments solely for the purpose of creating a diversity of investments, but such change shall be made, if at all, because my said Executor believes that it is desirable to make such change for some reason other than diversity.

ITEM XI.

Any gifts of real or personal property which I shall have made during my lifetime, before or after the execution of this Will, to any person, shall not be

Virginia Elizabeth Dixon

deemed to be advancements and shall not be taken into account in settling my estate.

ITEM XII

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

IN WITNESS WHEREOF, I have subscribed my name and affixed my seal this the 18th day of April, 1967, and have also written my name at the foot of each of the preceding pages of this Will.

Virginia Elizabeth Dixon (SEAL)
Virginia Elizabeth Dixon, Testatrix

We saw VIRGINIA ELIZABETH DIXON, in our presence, write her name at the foot of each of the preceding pages of the foregoing instrument, and sign and seal said instrument at the foot thereof, and she then declared it to be her Will and requested us to act as witnesses thereto; we believe her to be of sound mind and memory and not under duress or constraint of any kind; and thereupon, we, in her presence and in the presence of each other, do hereunto subscribe our names as attesting witnesses this the 18th day of April, 1967.

Fern J. Holder

2181-E Coosawatee Drive, N.E.
Atlanta, Georgia

Ray C. Howell

2157 Medfield Tr., N.E.
Atlanta, Georgia 30329

Charles H. Wilder

2034 7th. Bump of St. Bldg.
Atlanta, Georgia 30307

IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT

OF HINDS COUNTY, MISSISSIPPI

FILED
JUL 3 1985

BOOK 29 PAGE 208

IN THE MATTER OF THE LAST WILL AND TESTAMENT OF VIRGINIA ELIZABETH DIXON, DECEASED
By PETE McGEE, Chancery Clerk
Noble Brown, D.C.
CIVIL ACTION NO. RY 764

AFFIDAVIT OF SUBSCRIBING WITNESS TO WILL

STATE OF GEORGIA

COUNTY OF DeKalb

Before me, the undersigned authority in and for the jurisdiction aforesaid, this day personally appeared Ray C. Norvell, one of the three attesting and subscribing witnesses to a certain instrument of writing, hereto attached, purporting to be a true copy of the last will and testament of Virginia Elizabeth Dixon, deceased, who, after having been by me first duly sworn, on his oath deposed and said that the said Virginia Elizabeth Dixon, deceased, signed, published and declared said instrument to be her last will and testament in the presence of this deponent, Vera N. Holder, and Charles H. Wills, the other attesting and subscribing witness to said instrument, as attesting and subscribing witnesses thereto, on the day and date thereof: the 18th day of April, 1967; that said testator was then of sound and disposing mind, memory and understanding and more than twenty-one years of age, and that this deponent and the said Vera N. Holder and Charles H. Wills, attested and subscribed said instrument as witnesses to the signature, execution and publication thereof, at the special instance and request, and in the presence of said testator, and in the presence of each other, on the day and year aforesaid.

Ray C. Norvell
RAY C. NORVELL

Sworn to and subscribed before me this the 21st day of February, 1985.

Margaret K. [Signature]
NOTARY PUBLIC

My Commission Expires: 10/12/88

IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT

OF HINDS COUNTY, MISSISSIPPI

FILED
JUL 3 1985

BOOK 29 PAGE 209

IN THE MATTER OF THE LAST
WILL AND TESTAMENT OF
VIRGINIA ELIZABETH DIXON, DECEASED

By RETE McGEE, Chancery Clerk
Nadie [Signature]

CIVIL ACTION NO. P-4764

AFFIDAVIT OF SUBSCRIBING WITNESS TO WILL

STATE OF GEORGIA

COUNTY OF FULTON

Before me, the undersigned authority in and for the jurisdiction aforesaid, this day personally appeared Charles H. Wills, one of the three attesting and subscribing witnesses to a certain instrument of writing, hereto attached, purporting to be a true copy of the last will and testament of Virginia Elizabeth Dixon, deceased, who, after having been by me first duly sworn, on his oath deposed and said that the said Virginia Elizabeth Dixon, deceased, signed, published and declared said instrument to be her last will and testament in the presence of this deponent, Vera N. Holder, and Ray C. Norvell, the other attesting and subscribing witness to said instrument, as attesting and subscribing witnesses thereto, on the day and date thereof: the 18th day of April, 1967; that said testator was then of sound and disposing mind, memory and understanding and more than twenty-one years of age, and that this deponent and the said Vera N. Holder and Ray C. Norvell attested and subscribed said instrument as witnesses to the signature, execution and publication thereof, at the special instance and request, and in the presence of said testator, and in the presence of each other, on the day and year aforesaid.

Charles H. Wills
CHARLES H. WILLS

Sworn to and subscribed before me this the 15th day of

February, 1985.

Dennis M. DeLay
NOTARY PUBLIC

My Commission Expires:
Notary Public, Georgia, State at Large
My Commission Expires Feb. 15, 1988

FIRST CODICIL

to the

LAST WILL AND TESTAMENT

of

VIRGINIA ELIZABETH DIXON

R 4764

FILED
JUL 8 1985

PETE McGEE, Chancery Clerk.
By *[Signature]* D.C.

I, VIRGINIA ELIZABETH DIXON, of the County of Fulton, State of

Georgia, being of sound and disposing mind and memory, do hereby make, declare and publish this to be a First Codicil to my Last Will and Testament bearing the date of April 18, 1967, that is to say:

FIRST: By canceling, striking and revoking ITEMS IV, V and VI in their entirety.

SECOND: By substituting in lieu of ITEMS IV, V and VI the following ITEMS IV, V and VI, as follows:

"ITEM IV.

"Should my said sister fail to survive me, then I give, devise and bequeath all of my property described in Item III, next above, to my beloved nephew, JOSEPH L. BIGGERS, now of Clinton, Mississippi, in fee simple, provided he survives me.

"ITEM V.

"Should neither my above-named sister nor nephew survive me, then I give, devise and bequeath all of my property described in Item III, above, to my beloved sister, THALIA DIXON, now of Jackson, Mississippi, in fee simple.

"ITEM VI.

"I hereby nominate and appoint as Executrix of this Will my beloved sister, LILLIAN DIXON BIGGERS, now of Benton, Mississippi. Should my said sister die, resign, be disqualified or unable or unwilling to act as such, whether before or after entering upon her duties, then I nominate and appoint my beloved nephew, JOSEPH L. BIGGERS, now of Clinton, Mississippi, as Executor of this Will. Should my said nephew die, resign, be disqualified or unable or unwilling to act as

V. E. D.

such, whether before or after entering upon his duties, then I nominate and appoint my beloved sister, THALIA DIXON, now of Jackson, Mississippi, as Executrix of this Will."

THIRD: I hereby modify and amend my said Last Will and Testament in accordance with the provisions of this Codicil, and, as hereby and herein modified and amended, I hereby confirm, ratify, redeclare and republish my said Last Will and Testament.

IN WITNESS WHEREOF, I have this the 23rd day of February, 1973, signed, sealed, published and redeclared the foregoing instrument as and for the First Codicial to my Last Will and Testament bearing date of April 18, 1967.

Virginia Elizabeth Dixon (SEAL)
Virginia Elizabeth Dixon, Testatrix

The foregoing instrument was signed, sealed, declared and published by VIRGINIA ELIZABETH DIXON as and for the First Codicil to her Last Will and Testament, in the presence of us and each of us, and we, at the same time, at her request, in her presence and in the presence of each other have hereunto subscribed our names as attesting witnesses this 23rd day of February, 1973.

Nelson M. Moore, Jr

2148 Fairhaven Circle NE
Atlanta, Ga. - 30305

Charles W. Floyd

Apt 718 - 710 Peachtree St NE
Atlanta, Ga. 30308

818-08 NO 88

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

FILED
JUL 3 1985

PETE McGEE, Chancery Clerk
By Neddie Moore D.E.

IN THE MATTER OF THE LAST
WILL AND TESTAMENT OF
VIRGINIA ELIZABETH DIXON, DECEASED

CIVIL ACTION NO. P-4764

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF HINDS

Before me, the undersigned authority in and for the jurisdiction aforesaid, this day personally appeared Mary Lou F. Biggers, who on oath states that she has examined the original or a certain instrument of writing, hereto attached, purporting to be the First Codicil to the Last Will and Testament of Virginia Elizabeth Dixon dated February 23, 1973 and specifically having examined the purported signature of Virginia Elizabeth Dixon. That she was eminently familiar with the handwriting and signature of Virginia Elizabeth Dixon and after having examined the signature on the First Codicil to the Last Will and Testament of Virginia Elizabeth Dixon is of the opinion that the signature contained thereon is in truth and fact that of the deceased Virginia Elizabeth Dixon.

Mary Lou F. Biggers
MARY LOU F. BIGGERS

Sworn to and subscribed before me this the 8th day
of May, 1985.

Della Stepen Theadon
NOTARY-PUBLIC

My Commission Expires:
4-24-88

BOOK 29 PAGE 213

STATE OF MISSISSIPPI
HINDS COUNTY FIRST DISTRICT

I, ALICE JAMES, Clerk of the Chancery Court in and for
above mentioned County and State do hereby certify that the foregoing
is a true and correct copy as appears on record in
my office in Will Book 77, Page 79-90.

Given under my hand and official seal of office this the 30th

day of July, 1996

ALICE JAMES, CHANCERY CLERK
BY [Signature] D.C.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6 day
of August, 1996, at 12:50 o'clock P M., and was duly recorded
on the 6th day of August, 1996, Book No 29, Page 201.

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



FILED

BOOK 29 PAGE 214

AUG 07 1996

AT 9:45 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

Last Will and Testament

OF

KATHERINE PITCHFORD

#916-501

I, KATHERINE PITCHFORD, being over the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all former wills and codicils made by me at any time heretofore.

I.

I hereby appoint KATHERINE PITCHFORD JOHNSON and THOMAS J. PITCHFORD, III, as Joint Executrix and Executor of this my Last Will and Testament, and it is my desire that my Executrix and Executor shall have full and complete power and authority to do and to perform any act deemed by them to be in the best interest of my estate. I hereby direct that no bond be required of the Executrix or Executor and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting.

II.

I do hereby bequeath unto THOMAS HENRY JOHNSON the amount of Twenty-five Thousand Dollars (\$25,000.00).

III.

I do hereby bequeath unto DANIEL C. JOHNSON the amount of Twenty-five Thousand Dollars (\$25,000.00).

IV.

I do hereby bequeath unto THOMAS J. PITCHFORD, III, the amount of Ten Thousand Dollars (\$10,000.00).

V.

I hereby give, devise and bequeath unto KATHERINE PITCHFORD JOHNSON and THOMAS J. PITCHFORD, III, all the remainder of my property, whether it be real, personal or mixed, wheresoever situated or howsoever described in equal shares to share and share alike.

IN WITNESS WHEREOF, I, KATHERINE PITCHFORD, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 1st of November, 1993, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Katherine Pitchford
KATHERINE PITCHFORD

WITNESSES:

C. R. Montgomery
Margaret A. White

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of KATHERINE PITCHFORD, do hereby certify that said instrument was signed in the presence of each of us, and that said KATHERINE PITCHFORD 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 the said Will at the request of KATHERINE PITCHFORD, in her presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 1st of November 1993.

C. R. Montgomery
Margaret A. White
WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7 day of August, 1996, at 9:45 o'clock A. M., and was duly recorded on the 7th day of August, 1996, Book No. 29, Page 214.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY MISSISSIPPI

AUG 07 1996

IN THE MATTER OF THE ESTATE OF
KATHERINE PITCHFORD, DECEASED

AT 9:45 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Jupp, Jr.*
96-561

CIVIL ACTION FILE NO. 96-561

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, C. R. Montgomery, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Katherine Pitchford, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Katherine Pitchford signed, published and declared said instrument as her Last Will and Testament on the 1st day of November, 1993, the day and date of said instrument, in the presence of this affiant and Margaret Wehr, 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, C. R. Montgomery, the Affiant and Margaret Wehr, 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.

C. R. Montgomery
C. R. Montgomery

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

Aueda Rocha
NOTARY PUBLIC

MY COMMISSION EXPIRES:

1-21-99

(SEAL)

3212/40010

AFIRMSS0PIESTATEPITCHFORIAFFSUB 103



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7 day of August, 1996, at 9:45 o'clock A. M., and was duly recorded on the 7th day of August 1996, Book No. 29, Page 216.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED

AUG 07 1996

IN THE MATTER OF THE ESTATE OF
KATHERINE PITCHFORD, DECEASED

AT 9:45 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By: *Raym Jupp, D.C.*
96-501

CIVIL ACTION FILE NO. 96-501

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, Margaret Wehr, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Katherine Pitchford, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Katherine Pitchford signed, published and declared said instrument as her Last Will and Testament on the 1st day of November, 1993, the day and date of said instrument, in the presence of this affiant and C. R. Montgomery, 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, Margaret Wehr, the Affiant and C. R. Montgomery, 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.

Margaret Wehr
Margaret Wehr

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

Ameda Rocha
NOTARY PUBLIC

MY COMMISSION EXPIRES:

12-21-99

(SEAL)

3212/40010

L:\HIRMSS\GPI\ESTATE\PI\TCHFOR\AFFSUBCR.103

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7 day of August, 1996 at 9:45 o'clock A. M., and was duly recorded on the 7th day of August, 1996, Book No. 29, Page 218.



STEVE DUNCAN, CHANCERY CLERK

BY: Carler D.C.

96-521
MADISON COUNTY, MS
FILED

AUG 09 1996

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

By: *KC [signature]*

BOOK 29 PAGE 220

OF

MARY BLANCHE ARMSTRONG FLOYD

LAST WILL AND TESTAMENT

I, Mary Blanche Armstrong Floyd, an adult resident citizen of Madison, Madison County, Mississippi, being of sound and disposing mind and over the age of eighteen (18) years hereby make this my Last Will and Testament and revoke all prior wills and codicils.

ITEM I.

I appoint my nephew, Paul S. Armstrong, Brandon, Mississippi, as Executor of my estate. I hereby waive the requirement of accounting, inventory, appraisal, and bond to the extent permitted by law. I authorize my Executor to pay any proper debts and expenses I owe at the time of my death.

ITEM II.

I give, devise and bequeath all of the residue of my estate equally among the following persons:

1. My nephew, Jim Armstrong.
2. My nephew, Paul Armstrong.
3. My niece, Mary Blanche Arnold.
4. My niece, Becky Easley.
5. My niece, Laverne Posey.
6. My niece, Joanne Wilson.
7. Joyce Posey, surviving spouse of my deceased nephew, Wayne Posey.

ITEM III.

If any beneficiary listed in Paragraphs 1 through 6 of the previous Item should predecease me, that deceased beneficiary's share of my estate shall pass to the surviving spouse of such beneficiary. If Joyce Posey should predecease me, or if any other beneficiary should predecease me and have no surviving spouse, such beneficiary's respective share of my estate shall pass to such beneficiary's children, in equal shares, per stirpes.

ITEM IV.

A. The Executor of my estate may sell, transfer and convey any real or personal property necessary or advisable in the administration of my estate, without regard to the debts or liabilities of my estate and without regard to any statutory or other provision setting forth the order for sale of property from a decedent's estate. Any such sale shall be on such terms as the executor shall deem advisable.

B. In distributing the assets of my estate to the beneficiaries, the Executor may, but shall not be required to, distribute assets in undivided interests or may allocate specific assets to certain beneficiaries so long as the value of the shares ultimately distributed to each beneficiary in a particular class is the same as the shares for all other beneficiaries in such class.

C. In valuing the assets of my estate, the Executor may reasonably rely upon any person qualified to appraise or otherwise determine the value of my property. So long as the Executor shall act in good faith, he shall have no liability to any beneficiary or any other party for any decisions with respect to the sale or distribution of property from my estate.

D. If Paul Armstrong is or becomes unable or unwilling to serve as Executor, I appoint Jim Armstrong as successor executor. All rights, powers, duties and discretions granted to or imposed upon the Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I also waive the requirements of accounting, inventory, appraisal, and bond of any successor executor to the extent permitted by law.

IN WITNESS WHEREOF, I have signed and declared this instrument to be my Last Will and Testament on this the 26th day of March, 1996.

Mary Blanche Floyd
MARY BLANCHE ARMSTRONG FLOYD

This instrument was, on the day and year shown above, signed, published and declared by Mary Blanche Armstrong Floyd 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.

WITNESSES:

Sandra Blusada of 2013 Fox Cove West
Jackson, MS 39212
Kathy L. Ayford of 111 Courtney Circle
Florence, MS 39073

311RAME-WILLFLOYDIWILL



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 9th day of August, 1996 at 1:00 o'clock P.M., and was duly recorded on the 9th day of August, 1996, Book No. 29, Page 222.

STEVE DUNCAN, CHANCERY CLERK

BY Karen Suppe D.C.

PROOF OF WILL

BOOK 29 PAGE 223

We, Sandra B. Husbands and Kathy L. Alford, on oath state:

We are the subscribing witnesses to the attached type-written instrument dated March 26, 1996, which purports to be the Last Will and Testament of Mary Blanche Armstrong Floyd. On the execution date of the instrument, Mary Blanche Armstrong Floyd, in our presence, signed the instrument at the end thereof, acknowledged her signature thereto, declared the instrument to be her Will, and requested that we attest her execution thereof. In the presence of Mary Blanche Armstrong Floyd each of us signed our respective names as attesting witnesses. At the time of execution of the instrument, Mary Blanche Armstrong Floyd appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

DATED this 26th day of March, 1996

Sandra B. Husbands
(WITNESS)

Kathy L. Alford
(WITNESS)

* * * * *

STATE OF MISSISSIPPI

COUNTY OF Hinds

Subscribed and sworn to before me, the undersigned Notary Public, on this the 26 day of March, 1996.

Donna B. Hines
Notary Public

My Commission Expires:

April 16, 1999



- 4 -



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 9th day of August, 1996, at 1:00 o'clock P. M., and was duly recorded on the 9th day of August, 1996, Book No 29, Page 223.

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

THIS

SPACE LEFT

BLANK

INTENTIONALLY

Steve Dunc, Chancery Clerk

* number machine skipped page number.

9-6-96 Stacey Hill, D.C.

LAST WILL AND TESTAMENT

FILED

OF

AUG 14 1996

ELZENA K. JACKSON

AT 3:30 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By: Karen Fipp, D.C.

#96-287

I make, publish and declare this my Last Will and Testament in the manner following:

I

I revoke all testamentary instruments heretofore made by me.

II

I am a married woman with the following heirs: My children: Amelia Jackson Johnson; Marion Marcus Jackson, Jr.; Philip Delany Jackson; Deborah Jackson; and Kenneth Wayne Jackson.

III

I nominate and appoint Deborah Jackson as executrix of this Will to serve without bond. In the event that Deborah Jackson is unable to serve, I hereby appoint Amelia Jackson Johnson as alternate executor. I waive an accounting.

IV

I direct my executrix to pay from the residue of my estate all expenses of my last illness and funeral, costs of administration including ancillary, costs of safeguarding and delivering legacies, other proper charges against my estate, and estate and inheritance taxes assessed by reason of my death. Interest and penalties concerning any tax shall be paid and charged in the same manner as the tax.

V

I give all articles, goods and effects of a household, domestic or ornamental nature to my son, Kenneth Wayne Jackson.

VI

I give and devise real estate owned by me at the time of my death in the following manner:

To my son Kenneth Wayne Jackson, the house located at 444 Cowan Street, Canton, Mississippi, and its contents, and an undivided interest in two acres of property owned by me on Old Canton Road in Madison County, Mississippi;

To my son Marion Marcus Jackson, Jr., the interest owned by me in the property located on Cherry Street in Canton, Mississippi;

To my granddaughter Felicia Jackson, the undivided interest of two acres in property owned by me on Old Canton Road in Madison County, Mississippi;

To my granddaughter Angela Jackson, the undivided interest of the two acres in property owned by me on Old Canton Road in Madison County, Mississippi;

To my son Philip Delaney Jackson, the house (home house), and one square acre surrounding the same, owned by me located at 1221 Old Canton Road in Madison County, Mississippi; All jewelry, china and stemware located at 444 Cowan Street in Canton, Mississippi;

To my daughter Deborah Jackson, the undivided interest of three acres in property owned by me on Old Canton Road in Madison County, Mississippi;

To my daughter Amelia Jackson Johnson, the undivided interest of one acre in property owned by me on Old Canton Road in Madison County, Mississippi; All craft supplies, small decorative items such as center pieces, plants, and the entire wardrobe found therein at the property owned by me located at 444 Cowan Street in Canton, Mississippi;

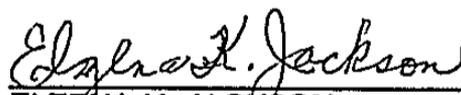
I direct that \$1,800.00 of benefits I have vested in the church societies be paid to defray my funeral expenses, and I further direct that all funeral arrangements be handled for my burial by Family Memorial Funeral Services in Canton, Mississippi.

I request that out of the funds which I have named my son Kenneth Wayne Jackson as the beneficiary, (Teacher's Retirement Insurance) a portion thereof be used to assist in defraying the cost of my funeral expense. This is a special request that I make of my son Kenneth Wayne Jackson.

VII

My executrix is directed to divide all residual property owned by me at the time of my death among the heirs named herein as she sees fit.

IN WITNESS WHEREOF, I have hereunto set my hand, this 30th day of December, 1994.



ELZENA K. JACKSON

WITNESSES:

Debra R. Curtis

Verma Y. Carlidge

ADDRESSES:

4-B Vernon Lane

Jackson, MS 39204

213 Kimberline Drive

Madison, MS 39110

Elzena K. Jackson, in our presence, signed and published this instrument. Before she signed it, she declared to us that it was her Will and requested that we act as witnesses to its due execution. We, in her presence and in the presence of each other, signed our names below hers as witnesses, all of which was done on the date of this instrument.

We certify that the Testatrix and the Witnesses whose names are signed to the foregoing instrument for the purpose of self proving the Will declare:

1. that the Testatrix executed the instrument as the Testatrix's Will, in the presence of all the witnesses;
2. that the Testatrix executed this Will at the Testatrix's free and voluntary act for the purposes expressed in it;
3. that each of the witnesses, in the presence of the Testatrix and of each other, signed the Will as witness;
4. that to the best of the knowledge of the witnesses, the Testatrix was of sound mind; and

5. that to the best of the knowledge of the witnesses, the Testatrix was twenty-one or more years of age at the time the Testatrix executed this Will.

Elzema K. Jackson
ELZEMA K. JACKSON
Testatrix

Robert R. Martin
WITNESS

Verna Y. Carlidge
WITNESS

DATED, this 30th day of December, 1994.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14 day of August, 1996, at 3:30 o'clock P.M., and was duly recorded on the 14th day of August, 1996, Book No. 29, Page 225.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED

AUG 14 1996

IN THE MATTER OF THE ESTATE OF
ELZENA K. JACKSON, DECEASED

AT 3:30 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Jupp, PC*

CIVIL ACTION FILE NO. 96-287

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, DEDRA R. MARTIN, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Elzena K. Jackson, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Elzena K. Jackson signed, published and declared said instrument as her Last Will and Testament on the 30th day of December, 1994, the day and date of said instrument, in the presence of this affiant and Verna Y. Cartlidge, 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, Dedra R. Martin, the Affiant and Verna Y. Cartlidge, 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.

Dedra R. Martin
DEDRA R. MARTIN

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 12th day of April, 1996.

Verna Y. Carlidge
NOTARY PUBLIC

MY COMMISSION EXPIRES:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 12, 1998
(BONDED THRU STEGALL NOTARY SERVICE)

8379/38560
I\FIRMSSGPESTATE\AFFMARTI 103



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14 day of August, 1996, at 3:30 o'clock — M., and was duly recorded on the 14th day of August, 1996, Book No. 29, Page 230.



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

FILED

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

AUG 14 1996

AT 3:30 O'CLOCK P. M.

STEVE DUNCAN, CHANCERY CLERK

By: *Karen Fipp, DC*

IN THE MATTER OF THE ESTATE OF ELZENA K. JACKSON, DECEASED

CIVIL ACTION FILE NO. 96-287

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, VERNA Y. CARTLIDGE, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Elzena K. Jackson, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Elzena K. Jackson signed, published and declared said instrument as her Last Will and Testament on the 30th day of December, 1994, the day and date of said instrument, in the presence of this affiant and Dedra R. Martin, 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, Verna Y. Cartlidge, the Affiant and Dedra R. Martin, 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.

Verna Y. Cartlidge
VERNA Y. CARTLIDGE

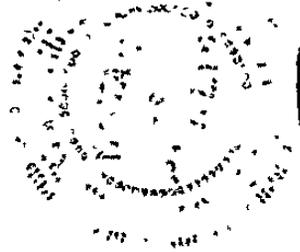
SWORN TO AND SUBSCRIBED BEFORE ME, on this the 12th day of April, 1996.

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:

~~MISSISSIPPI STATEWIDE NOTARY PUBLIC~~
MY COMMISSION EXPIRES JAN. 13, 1999
(SEAL) MISSISSIPPI STATEWIDE NOTARY SERVICE

8379/38560
I:\FIRM\SSGP\ESTATE\JACKSON\AFFCARTL.103



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14 day of August, 1996, at 3:30 o'clock P.M., and was duly recorded on the 14th day of August, 1996, Book No. 29, Page 232.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

AUG 26 1996

AT 8:45 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

#96-552

LAST WILL AND TESTAMENT

By *Karen Supple*

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

CLAUSE I

I hereby direct my executor(s) to pay all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done. I direct my executor(s) to pay all Federal and State estate and inheritance taxes assessed on account of life insurance proceeds or any other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate, out of my residuary estate.

CLAUSE II

I give and bequeath unto my wife, Lottie M. Edwards, all of my clothing, books, jewelry, automobiles, and other such items of personal use and adornment that I may own at the time of my death.

CLAUSE III

I give, bequeath, and devise all of my right, title, and interest in and to the lot and dwelling house thereon situated located at 623 South Cedar Street, Canton, Mississippi, which constitutes my present homestead property, together with the household furniture, carpets, rugs, pictures, ornaments, and accessories therein situated, unto my wife, Lottie M. Edwards, for and during the term of her natural life with the remainder thereof to my daughter, Barbara Ann Edwards Harrington.

Last Will and Testament of
Frederick H. Edwards,
Page 2.

CLAUSE IV

I give, bequeath, and devise all of my right, title and interest in and to the lot and dwelling house thereon situated located at 639 South Cedar Street, Canton, Mississippi, which property is commonly known as the "Winans" place and which property was formerly occupied by me as a homestead and which is presently occupied by my son as his residence, unto my son Isaac Hugh Edwards.

CLAUSE V

If my wife, Lottie M. Edwards, survives me, I give, bequeath and devise unto her an amount equal to fifty per cent.(50%) of the value of my adjusted gross estate as finally determined for Federal estate tax purposes, less the aggregate amount of marital deductions, if any, allowed for such tax purposes by reason of property or interests in property passing or which have passed to her otherwise than by the terms of this clause of my will.

My executor(s) shall assign, convey and distribute to my said wife the cash, securities and other property, including real estate and interests therein, which shall constitute said bequest. The assets to be distributed in satisfaction of said bequest shall be selected in such manner that the cash and other property distributed will have an aggregate fair market value fairly representative of the distributee's proportionate share of the appreciation or depreciation in the value to date, or dates, of distribution of all property then available for distribution. Any property included in my estate at the time of my death and assigned or conveyed in kind to satisfy said bequest shall be valued for that purpose at the value thereof as finally determined for Federal estate tax purposes, and any other property so assigned and conveyed shall be valued for that purpose at its cost. No asset or proceeds of any asset shall be included in said bequest

Last Will and Testament of
Frederick H. Edwards
Page 3.

as to which a marital deduction is not allowable if included.
Said bequest shall abate to the extent that it cannot be satisfied
in the manner hereinabove provided.

CLAUSE VI

I do hereby give and devise all lands owned by me in
Section 19, Township 10 North, Range 4 East, Madison County,
Mississippi, commonly known as the "Smith Place", containing by
estimation approximately 320 acres, more or less, as follows,
to-wit:

(a) An undivided one-half interest therein unto
my son, Isaac Hugh Edwards; and

(b) An undivided one-half interest therein unto the
children of my son, Isaac Hugh Edwards, namely,
Katherine Mosby Edwards, Frederick Hugh Edwards, and
Susan Margarete Edwards as joint tenants with rights
of survivorship and not as tenants in common; PROVIDED
HOWEVER, that if my said son, Isaac Hugh Edwards, is
living at the time of my death then said undivided
one-half interest in said property shall pass and go
to my said son, Isaac Hugh Edwards, IN TRUST for the
use and benefit of his living children and said trust
shall continue until the death of my said son or the
death of the last survivor of my aforesaid grand-
children, whichever shall first occur, and at which
time said trust shall terminate; and during the
existence of the trust created by this clause of my
will, said Trustee is authorized and empowered in
his sole discretion to use and/or expend so much of
the trust property as he in his sole discretion shall
determine to be proper for the needs, comfort, care,
and welfare of his aforesaid children.

CLAUSE VII

I do hereby give and devise all lands owned by me in Sec-
tions 17 and 19, Township 10 North, Range 4 East, Madison County,
Mississippi, commonly known as the "Dry and Doak's Creek Property",
containing by estimation approximately 478 acres, more or less,
as follows, to-wit:

(a) An undivided one-half interest therein unto my
daughter, Barbara Ann Edwards Harrington; and

(b) An undivided one-half interest therein unto the

Last Will and Testament of
Frederick H. Edwards
Page 4.

children of my daughter, Barbara Ann Edwards Harrington, namely, Susan Edwards Harrington, Barbara Lisa Harrington, Henry Lawrence Harrington, and Charlotte Ann Harrington, as joint tenants with rights of survivorship and not as tenants in common; PROVIDED HOWEVER, that if my said daughter, Barbara Ann Edwards Harrington is living at the time of my death, then said undivided one-half interest in said property shall pass and go to my said daughter Barbara Ann Edwards Harrington IN TRUST for the use and benefit of her living children and said trust shall continue until the death of my said daughter or the death of the last survivor of my aforesaid grandchildren, whichever shall first occur, and at which time said trust shall terminate; and during the existence of the trust created by this clause of my will said Trustee is authorized and empowered in her sole discretion to use and/or expend so much of the trust property as she in her sole discretion shall determine to be proper for the needs, comfort, care, and welfare of her aforesaid children.

CLAUSE VIII

I give, bequeath, and devise all the balance, remainder, and residue of my property of every nature and kind and wheresoever situated, after payment of all taxes and all lawful debts and costs of administration of my estate, unto The Mississippi Bank at Canton, Mississippi, as Trustee, in trust, and which trust is created for the use and benefit of the beneficiaries hereinafter designated and for the following purposes:

-1-

The Trustee shall divide the trust property into two equal and different parts and each part shall be a separate trust, and are herein designated as Trust "A" and Trust "B", and which trusts are to be administered as herein provided. In dividing the trust property into parts or shares the Trustee is authorized and empowered in its sole discretion to make division or distribution in kind and/or money. The judgment of the Trustee concerning the division or distribution of the property to the respective trusts and as to the value of the property for such purposes shall be binding and conclusive on all parties interested therein.

Last Will and Testament of
Frederick H. Edwards
Page 5.

-2-

The Trustee shall pay out of Trust "A" to my son, Isaac Hugh Edwards, out of income or corpus, periodically but in no event less frequently than annually, such sums as it may in its sole discretion determine to be proper for the needs, comfort, care, and welfare of my said son during his lifetime so far as said income and corpus will permit, and it is my desire that the Trustee in the exercise of its discretion in administering said trust shall be generous in an effort to satisfy all reasonable wishes and desires of my said son.

Upon the death of my said son, Isaac Hugh Edwards, said Trust "A" shall terminate and the balance therein remaining shall pass and go to the lawful issue of my said son then living; provided however, that if such issue shall not at that time have reached the age of twenty-five years, then the share of any such issue shall be held and administered in trust by said Trustee for the use and benefit of each such issue, if any, until such issue shall have attained the age of twenty-five years; and, if my said son leaves issue surviving him but such issue shall die prior to attaining the age of twenty-five years, then upon the death of such issue prior to attaining said age, the share of any such issue shall pass and go, per capita, to any surviving issue of my said son and if there be no surviving issue then to the parties as provided for in the next succeeding paragraph.

In the event that my said son, Isaac Hugh Edwards, shall not leave issue surviving him, then the balance remaining in said trust shall pass and go, per capita, to any issue of my daughter, Barbara Ann Edwards Harrington, that may be living at the time of the death of my aforesaid son; provided however, that if such issue shall not at that time have reached the age of twenty-five years, then the share of any such issue shall be

Last Will and Testament of
Frederick H. Edwards
Page 6.

held and administered in trust by said Trustee for the use and benefit of each such issue, if any, until such issue shall have attained the age of twenty-five years; and if any such issue shall die prior to attaining the age of twenty-five years, then upon the death of such issue prior to attaining said age, the share of any such issue shall pass and go, per capita, to any surviving issue of my said daughter, and if there be no surviving issue of my said daughter then to the parties lawfully entitled thereto.

-3-

The Trustee shall pay out of Trust "B" to my daughter, Barbara Ann Edwards Harrington, out of income or corpus, periodically but in no event less frequently than annually, such sums as it may in its sole discretion determine to be proper for the needs, comfort, care and welfare of my said daughter during her lifetime so far as said income and corpus will permit, and it is my desire that the Trustee in the exercise of its discretion in administering said trust shall be generous in an effort to satisfy all reasonable wishes and desires of my said daughter.

Upon the death of my said daughter, Barbara Ann Edwards Harrington, said Trust "B" shall terminate and the balance therein remaining shall pass and go to the lawful issue of my said daughter then living; provided however, that if such issue shall not at that time have reached the age of twenty-five years, then the share of any such issue shall be held and administered in trust by said Trustee for the use and benefit of each such issue, if any, until such issue shall have attained the age of twenty-five years; and if my said daughter leaves issue surviving her but such issue shall die prior to attaining the age of twenty-five years, then upon the death of such issue prior to attaining said

Last Will and Testament of
Frederick H. Edwards
Page 7.

age, the share of any such issue shall pass and go, per capita, to any surviving issue of my said daughter and if there be no surviving issue then to the parties as provided for in the next succeeding paragraph.

In the event that my said daughter, Barbara Ann Edwards Harrington, shall not leave issue surviving her, then the balance remaining in said trust shall pass and go, per capita, to any issue of my son Isaac Hugh Edwards that may be living at the time of the death of my aforesaid daughter; provided, however, that if such issue shall not at that time have reached the age of twenty-five years, then the share of any such issue shall be held and administered in trust by said Trustee for the use and benefit of each such issue, if any, until such issue shall have attained the age of twenty-five years; and if any such issue shall die prior to attaining the age of twenty-five years, then upon the death of such issue prior to attaining said age, the share of any such issue shall pass and go, per capita, to any surviving issue of my said son, and if there be no surviving issue of my said son then to the parties lawfully entitled thereto.

CLAUSE IX

All of the trusts herein above created are private trusts, and the trustee shall not be required to obtain the order or approval of any Court for the exercise of any power or discretion herein given. The trustee shall not be required to enter into any bond as trustee, nor shall it be required to return to any Court any periodic formal accounting of its administration of any of said trusts, but said trustee shall render annual accounts to the various beneficiaries of said trusts. No person paying money or delivering property to the trustee shall be required to see to its application. The trustee in all of the trusts

Last Will and Testament of
Frederick H. Edwards
Page 8.

herein created may resign at any time by giving written notice to the beneficiaries entitled to participate in the trust at the time of said resignation, specifying in said notice the effective date of such resignation. Should the trustee herein named resign, fail, decline, or refuse to act, then a banking corporation as successor trustee may be appointed by a Court of competent jurisdiction, and the successor trustee shall have the same title, powers, and discretion herein given the original trustee.

In addition to all inherent and statutory powers and to the powers, privileges, titles, and obligations heretofore vested in the trustee for the trusts herein created, said trustee shall be vested with the following powers, privileges, titles, and obligations, to-wit:

1. To continue in operation any business or businesses in which I may be engaged at the time of my death, without court approval and without limitation of any kind whatsoever.
2. To lease for such periods of time or to rent at such rental and for such consideration and upon such conditions as the trustee may see fit, any real and/or personal property or any minerals belonging to said trust estate;
3. To employ auditors, attorneys, tax men, real estate agents, security brokers, and any other person it may find advisable to use for the proper administration of the trust, and any reasonable compensation incurred for such services shall be included in and paid as expenses hereunder;
4. In the event such circumstances arise and the trustee feels that a reasonable, prudent businessman would borrow money; then the trustee is hereby authorized and empowered to borrow such sums as may be necessary, and to pledge, mortgage, or create a lien against any of the assets of the trust to secure such loan or loans;

Last Will and Testament of
Frederick H. Edwards
Page 9.

5. To pay, settle or compromise all claims and obligations held by or asserted against said trust, all in such manner and upon such terms as it may deem advisable;

6. To invest and reinvest the trust estate in any property or undivided interest therein, wherever located, including bonds, notes (secured or unsecured), stocks of corporations, real estate or any interest therein, and interests in trusts, including common trust funds, without being limited by any statute or rule of law concerning investments by Trustees;

7. To sell any trust property for cash or on credit, at public or private sale; to exchange any trust property for other property; to grant options to purchase or acquire any trust property; and to determine the prices and terms of sales, exchanges and options;

8. To keep any property in the name of a nominee with or without disclosure of any fiduciary relationship;

9. To determine the manner of ascertainment of income and principal, and the apportionment between income and principal of all receipts and disbursements;

10. To receive additional property from any source and add it and commingle it with the trust estate;

11. To enter into any transaction authorized by this instrument with trustees or legal representatives of any other trust or estate in which any beneficiary hereunder has any beneficial interest, even though any such trustee or legal representative is also trustee hereunder;

12. To make any distribution or division of the trust property in cash or in kind, or both; to allot different kinds or disproportionate shares of property or undivided interests in property among the beneficiaries or portions, and to determine the value of any such property; and to continue to exercise any

Last Will and Testament of
Frederick H. Edwards
Page 10.

powers and discretion herein given for a reasonable period after the termination of the trust, but only for so long as no rule or law relating to perpetuities would be violated;

13. To exercise any or all conversion, subscription, voting and other rights, privileges, elections, and options, pertaining to any such property, and to grant proxies, discretionary or otherwise, in respect thereof; and to receive and retain any property that may be acquired by it as the result of the exercise of any such rights, privileges, elections or options;

14. To extend the time of payment of any obligation, including accrued or accruing interest, held by it hereunder;

15. To make partition division or distribution of property in kind and, for any such purpose, to determine the value of any such property;

16. To execute oil, gas and mineral leases, royalty and mineral deeds, or other contracts and agreements pertaining to minerals and royalties, covering or pertaining to any trust property, on such terms and conditions as it may deem advisable;

17. To perform any and all such other acts, and to take any and all such other proceedings and to exercise all such other rights and privileges in respect to any property, as if it were the absolute owner thereof, and, in connection therewith, to enter into any and all agreements binding any trust hereunder.

CLAUSE X

The Trustee of any trust herein created shall be entitled to reasonable compensation for services rendered in administering and distributing the trust property, and to reimbursement for expenses.

CLAUSE XI

No rights of any beneficiary of any trust hereunder shall

Last Will and Testament of
 Frederick H. Edwards
 Page 11.

be subject to assignment or to anticipation, or liable for any indebtedness or obligation of any beneficiary, or subject to attachment or any other order, decree or process of court on account of, or for the purpose of collecting any such indebtedness or obligation and the Trustee shall not be required to make any disbursement to any assignee or creditor of any beneficiary otherwise than into the hands of the beneficiary in person. This provision shall not limit the exercise of any power of appointment.

CLAUSE XII

In the event that my wife and I should die under circumstances whereby it would be difficult or impractical to determine who survived the other, then for the purpose of construing this Will my wife shall be deemed to have survived me.

CLAUSE XIII

I name, constitute, and appoint my wife, Lottie M. Edwards, and my son, Isaac Hugh Edwards, as co-executrix and co-executor, respectively, under this will and each of them shall be relieved of making bond or accounting to any court as such; but should either decline, fail, refuse or be unable to act in said capacity, then it is my desire that the other act in said capacity.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this the 3rd day of March, 1978.

Frederick H. Edwards
 Frederick H. Edwards

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

Imogene E. Levy
P. H. Samuel



STATE OF MISSISSIPPI, COUNTY OF MADISON.

I certify that the within instrument was filed for record in my office this 26 day of August, 1996, at 8:45 o'clock A. M., and was duly recorded on the 26th day of August, 1996, Book No 29, Page 234

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Suppi D.C

AUG 26 1996

AT 8:45 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp, D.C.

C O D I C I L

I, FREDERICK H. EDWARDS, an adult resident citizen of Canton, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish, and declare this instrument of writing to be a codicil to the Last Will and Testament heretofore made by me on the 3rd day of March, 1978:

-1-

I do hereby revoke CLAUSE III of my aforesaid Last Will and Testament and hereby substitute in lieu thereof the following as CLAUSE III thereof:

CLAUSE III

(a) I give and bequeath all of my right, title and interest in and to all household furniture, carpets, rugs, pictures, ornaments, and accessories which may be situated in my dwelling house unto my wife, Lottie M. Edwards, for and during the term of her natural life, with the remainder interest therein unto my daughter, Barbara Ann Edwards Harrington; and

(b) I give and devise my present dwelling house and homestead property, being a house and lot located at 623 South Cedar Street, Canton, Mississippi, and which property may be particularly described as:

A lot or parcel of land lying and being situated in the NE 1/4 of Section 30, Township 9 North, Range 3 East, in Canton, Madison County, Mississippi, and more particularly described as follows:

Commencing at the intersection of the south line of Dinkins Street with the east line of Cedar Street and run south along the east line of Cedar Street for 271.46 feet to a concrete monument found at the NW corner and point of beginning of the property herein described: thence turn left an angle of 90°01' and run 241 feet to a point; thence turn right an angle of 92°19' and run along the extension of and an existing fence for 223.85 feet to a point; thence turn right an angle of 98°00' and run 234.25 feet to a point on the east line of Cedar Street; thence turn right an angle of 82°00' and run along the east line of Cedar Street for 191 feet to the point of beginning;

Codicil to Last Will and Testament of
Frederick H. Edwards
Page 2.

unto my wife, Lottie M. Edwards, for and during the term of her natural life, with the remainder interest therein to pass and go to the Trustee of the trusts as created by the residuary clause of my said will (being Clause VIII), subject, however, to the right and privilege of my daughter, Barbara Ann Edwards Harrington, to purchase said real estate for the sum of Seventy Thousand Dollars (\$70,000.00), payable in cash or on such terms as may be mutually agreed upon by my said daughter and the Trustee of said trust, provided that my said daughter exercises her right to purchase said property hereunder within twelve months of my death or the termination of said life estate, whichever is later.

-2-

I do hereby revoke CLAUSE IV of my aforesaid Last Will and Testament and hereby substitute in lieu thereof the following as CLAUSE IV thereof:

CLAUSE IV

"In the event that my son Isaac Hugh Edwards is indebted to me at the time of my death under and by virtue of a promissory note dated February 11, 1980, in the original principal sum of \$60,000.00 with interest and incidents, secured by deed of trust of even date therewith, for any sum whatsoever, then in such event I forgive the said Isaac Hugh Edwards of any obligation for the payment of any and all indebtednesses which may be due me by him under and by virtue of the aforesaid promissory note and the deed of trust securing the same, and I direct that he be relieved and discharged of any obligation or liability for the payment thereof."

Codicil to Last Will and Testament of
Frederick H. Edwards
Page 3.

-3-

I do hereby make an additional specific bequest as follows, to-wit:

"I give and bequeath unto my daughter, Barbara Ann Edwards Harrington, the sum of Sixty Thousand Dollars (\$60,000.00) cash."

-4-

Except as changed above, I hereby republish, reaffirm and readopt my aforesaid Last Will and Testament of March 3rd, 1978,

IN WITNESS WHEREOF, I have hereunto subscribed my name this 12th day of February, 1980.

Frederick H. Edwards
Frederick H. Edwards

This instrument was, on the date shown above, signed, published and declared by FREDERICK H. EDWARDS to be a Codicil to his Last Will and Testament of the 3rd day of March, 1978, in our presence, and we, at his request, have subscribed our names hereto as witnesses in his presence and in the presence of each other.

R. H. Parvell
Donna E. Levy
Witnesses



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 26 day of August, 1996, at 8:45 o'clock M., and was duly recorded on the 12th day of August, 1996, Book No. 29, Page 245.

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

AUG 26 1996

AT 8:45 O'CLOCK A. M
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Supp, D.C.*

C O D I C I L

I, FREDERICK H. EDWARDS, an adult resident citizen of Canton, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish, and declare this instrument of writing to be a codicil to the Last Will and Testament heretofore made by me on the 3rd day of March, 1978:

-1-

I hereby revoke the first paragraph of Clause VIII of my aforesaid Last Will and Testament which reads:

"I give, bequeath, and devise all the balance, remainder, and residue of my property of every nature and kind and wheresoever situated, after payment of all taxes and all lawful debts and costs of administration of my estate, unto The Mississippi Bank at Canton, Mississippi, as Trustee, in trust, and which trust is created for the use and benefit of the beneficiaries hereinafter designated and for the following purposes:"

and do hereby substitute in Lieuthereof the following:

"I give, bequeath, and devise all the balance, remainder, and residue of my property of every nature and kind and wheresoever situated, after payment of all taxes and all lawful debts and costs of administration of my estate, unto the Canton Exchange Bank of Canton, Mississippi, as Trustee, in trust, and which trust is created for the use and benefit of the beneficiaries hereinafter designated and for the following purposes:"

Except as changed above, I hereby republish, reaffirm and readopt my aforesaid Last Will and Testament of March 3rd, 1978,

Codicil to Last Will and Testament of
Frederick H. Edwards
Page 2.

and the Codicil thereto dated February 12, 1980.

IN WITNESS WHEREOF, I have hereunto subscribed my name
this 14th day of April, 1980.

Frederick H. Edwards
Frederick H. Edwards

This instrument was, on the date shown above, signed,
published and declared by FREDERICK H. EDWARDS to be a Codicil
to his Last Will and Testament of the 3rd day of March, 1978,
in our presence, and we, at his request, have subscribed our
names hereto as witnesses in his presence and in the presence of
each other.

R. H. Powell Jr.
Imogene E. Levy

Witnesses



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 26 day
of August, 1996, at 8:45 o'clock A. M., and was duly recorded
on the 26th day of August, 1996, Book No. 29, Page 248.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

FILED

BOOK 29 PAGE 250

AUG 26 1996

AT 8:45 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

C O D I C I L

By: *Karen Supp* DC

I, FREDERICK H. EDWARDS, an adult resident citizen of Canton, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish, and declare this instrument of writing to be a codicil to the Last Will and Testament heretofore made by me on the 3rd day of March, 1978:

-1-

I do hereby revoke the specific bequest to my daughter, Barbara Ann Edwards Harrington, under paragraph 3 of a Codicil dated February 12, 1980, to my aforesaid Last Will and Testament of March 3rd, 1978, which specific bequest reads as follows, to-wit:

"I give and bequeath unto my daughter, Barbara Ann Edwards Harrington, the sum of Sixty Thousand Dollars (\$60,000.00) cash."

-2-

In the event that my son Isaac Hugh Edwards and my daughter Barbara Ann Edwards Harrington, or either of them, are indebted to me at the time of my death under and by virtue of promissory notes, deeds of trust, or otherwise for any sums whatsoever, then in such event I forgive either and/or both of my aforesaid children of any obligation for the payment of any and all indebtednesses which may be due me by them or either of them, and I direct that they be severally relieved and discharged of any obligation or liability for the payment thereof.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 19th day of January, 1982.

Frederick H. Edwards
Frederick H. Edwards

This instrument was, on the date shown above, signed, published and declared by FREDERICK H. EDWARDS to be a codicil to his Last Will and Testament of the 3rd day of March, 1978, in our presence, and we, at his request, have subscribed our names hereto as witnesses in his presence and in the presence of each other.

Witt Powell *Gregory E. Levy*
Witnesses



STATE OF MISSISSIPPI, COUNTY OF MADISON.

I certify that the within instrument was filed for record in my office this 26 day of August, 1996, at 8:45 o'clock A.M., and was duly recorded on the 26th day of August, 1996, Book No 29, Page 250.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Supp* DC

FILED

BOOK 29 PAGE 251

AUG 26 1996

CODICIL NO. 4

AT 8:45 O'CLOCK A. M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Sipp, D.C.

I, Fredrick H. Edwards, an adult resident citizen of Canton, Madison County, Mississippi, being of sound and disposing memory, do hereby make, publish and declare this instrument to be Codicil No. 4 to the Last Will and Testament made by me and dated the 3rd day of March, 1978.

1.

I do hereby revoke Clause II, Clause III, Clause IV, Clause V, Clause VI, Clause VII, Clause XII, and Clause XIII of my Last Will and Testament dated the 3rd day of March, 1978, and I revoke Codicils dated: February 12, 1980, April 14, 1980 and January 19, 1982. It is my intention to revoke all provisions referenced above of my Last Will and Testament and all Codicils made heretofore.

2.

I do hereby make the following provisions:

Clause II

I hereby name, constitute and appoint my son, Isaac Hugh Edwards, as Executor of this my Last Will and Testament. I direct that no bond be required of the Executor, and I further waive the necessity of having a formal appraisal made of my estate, and I further waive the necessity of an accounting.

Clause III

I give, devise and bequeath unto my son, Isaac Hugh Edwards, and my grandson, Henry Harrington, as Co-Trustees (hereinafter "Trustee"), in trust for my granddaughter, Susan E. Harrington, the sum of One Hundred Thousand Dollars (\$100,000.00) to be used for the care and maintenance of Susan E. Harrington. Said Trust shall operate according to the following terms and conditions, to wit:

a) The primary purpose of this trust is to provide for the care, maintenance and support of my grandchild, Susan E. Harrington, and for this purpose, the Trustee shall have those

powers, discretions and authorities as set forth in the Mississippi Uniform Trustees Powers Act, being Section 91-9-101, et seq., of the Mississippi Code of 1972 Annotated, as amended.

b) During the entire period of the Trust provided for herein, the Trustee, for and on behalf of the trust, shall have the title to, right of possession, management and control of the trust assets with full power to purchase, sell, convey, transfer, exchange, lease, mortgage, invest and reinvest, any kind of trust property, whether real, personal or mixed, and said Trustee is expressly authorized to execute and deliver any and all necessary and proper instruments, documents, deeds, advances and transfers. No purchaser or any other party dealing with the Trustee in relation to the trust shall be under any duty or obligation to see to the proper application by the Trustee of the funds arising therefrom.

c) The Trustee may use so much of the income (and if necessary, the corpus) of the trust as Trustee may deem necessary in order to insure that my grandchild is properly maintained and cared for.

d) It is my intention that said trust be set up prior to any final adjudication of my estate and I direct the Executor to establish the same.

e) Upon the death of Susan E. Harrington this trust shall terminate, and all trust assets shall be conveyed to Trustmark National Bank, Canton, Mississippi, Trustee, to be included in Trust "B" as described in Clause VIII of my Last Will and Testament, and as set forth hereinafter.

Clause IV.

I give, devise and bequeath unto Barbara Ann E. Harrington the sum of One Hundred Thousand Dollars (\$100,000.00) with specific directions and instructions that in the event there is any indebtedness against her residence on Country Club Road in Canton, Mississippi, that said monies shall be applied to the

indebtedness or indebtednesses: Any portion remaining after payment in full of the debt(s) may be retained by Barbara Ann E. Harrington.

3.

I hereby amend the introductory paragraph and paragraph -1- under Clause VIII of my Last Will and Testament to read as follows:

I give, devise and bequeath all the balance, remainder, and residue of my property of every nature and kind and wheresoever situated, after payment of all taxes and all lawful debts and costs of administration of my estate, unto Trustmark National Bank, Canton, Mississippi, as Trustee, in trust, and which trust is created for the use and benefit of the beneficiaries hereinafter designated and for the following purposes:

-1-

The Trustee shall divide the trust property into two different parts, and each part shall be a separate trust, designated as Trust "A" and Trust "B", and which trusts are to be administered as herein provided. In dividing the trust property into parts or shares the Trustee is directed, authorized and empowered to allocate fifty percent (50%) of my gross estate to Trust "A", which is for my son, Isaac Hugh Edwards, and the remainder to Trust "B", which is for my daughter, Barbara Ann E. Harrington. The Trustee shall in its sole discretion make division or distribution in kind and/or money. It being my intention to divide my estate equally between my children, Isaac Hugh Edwards and Barbara Ann E. Harrington with the entire fifty percent (50%) interest of my son to be included in Trust "A", and with the fifty percent (50%) interest of my daughter to be allocated as provided in Clauses III and IV above and with the balance to be included in Trust "B". The

judgment of the Trustee concerning the division or distribution of the property to the respective trusts, and as to the value of the property for such purposes shall be binding and conclusive on all parties interested therein.

4.

All other provisions of my Last Will and Testament pertaining to said Trusts shall remain unchanged.

IN WITNESS HEREOF, I, Fredrick H. Edwards have hereunto set my signature on, and I publish and declare this to be Codicil No. 4 to my Last Will and Testament dated February 12, 1978, and I do so on this the 14th day of April, 1988, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Frederick H. Edwards
Fredrick H. Edwards

WITNESSES:

W. Gary Smith
Margaret A. White

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to Codicil No. 4 to the Last Will and Testament of Fredrick H. Edwards, do hereby certify that said instrument was signed in the presence of each of us, and that said Fredrick H. Edwards, declared the same to be Codicil No. 4 to his Last Will and Testament in the presence of each of us, and that we signed as subscribing witnesses to the said Codicil at the request of Fredrick H. Edwards, in his presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 14th day of April, 1988.

W. Gary Smith
Margaret A. White
WITNESSES

B3041312



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 26 day of August, 1996, at 8:45 o'clock A.M., and was duly recorded on the 26th day of August, 1996, Book No. 29, Page 251.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trapp D.C

AUG 26 1996

CODICIL NO. 5

AT 8:45 O'CLOCK A.M. BY STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp, DC

I, Fredrick H. Edwards, an adult resident citizen of Canton, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this instrument to be Codicil No. 5 to the Last Will and Testament made by me and dated the 3rd day of March, 1978.

1.

I do hereby revoke Clause III of paragraph 2. of Codicil No. 4 to the above referenced Last Will and Testament, said Codicil No. 4 being dated April 14, 1988. It is my intention to revoke said Clause III of paragraph 2. of Codicil No. 4 in toto.

IN WITNESS WHEREOF, I, Fredrick H. Edwards, have hereunto set my signature on, and I publish and declare this to be Codicil No. 5 to my Last Will and Testament dated February 12, 1978, and I do so on this the 9th day of February, 1990, in the presence of two (2) witnesses who have each signed as witnesses at my request, and in my presence and in the presence of each other.

Fredrick H. Edwards
Fredrick H. Edwards

WITNESSES:

[Signature]
[Signature]

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of Fredrick H. Edwards, do hereby certify that said instrument was signed in the presence of each of us, and that said Fredrick H. Edwards, declared the same to be his Last Will and Testament in the presence

to the said Will at the request of Fredrick H, Edwards,
in his presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 9th day of
FEBRUARY, 1990.

[Signature]

[Signature]
WITNESSES

B3020910

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 26 day
of August, 1996, at 8:45 o'clock A. M., and was duly recorded
on the 26th day of August, 1996, Book No. 29, Page 255.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
AUG 26 1996
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

IN THE MATTER OF THE ESTATE
OF FREDERICK H. EDWARDS, DECEASED

CIVIL ACTION, FILE NO. 96,552

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

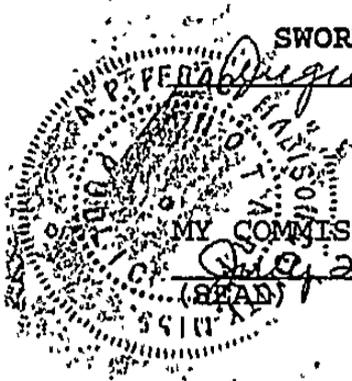
COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, IMOGENE E. LEVY, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Frederick H. Edwards, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Frederick H. Edwards, signed, published and declared said instrument as his Last Will and Testament on the 3rd day of March, 1978, the day and date of said instrument, in the presence of this affiant and R. H. POWELL, JR., 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, IMOGENE E. LEVY, the Affiant and R. H. POWELL, JR., 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.

Imogene E. Levy
Imogene E. Levy

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 14 day of August, 1996.



[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Aug 27, 1997
(SEAL)



EDWARDS\LEVY\AFFI.104

-2-

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 26 day of August, 1996 at 8:45 o'clock A. M., and was duly recorded on the 26th day of August, 1996, Book No. 29, Page 257.



STEVE DUNCAN, CHANCERY CLERK

BY [Signature] D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF FREDERICK H. EDWARDS, DECEASED

| |
|--------------------------------|
| FILED |
| THIS DATE |
| AUG 26 1996 |
| STEVE DUNCAN CHANCERY CLERK |
| BY <i>Karen Supp</i> |

CIVIL ACTION, FILE NO. 96,552

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, IMOGENE E. LEVY, one of the subscribing witnesses to a certain instrument in writing purporting to be a Codicil dated February 12, 1980, to the Last Will and Testament of Frederick H. Edwards, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Frederick H. Edwards, signed, published and declared said instrument as a Codicil to his Last Will and Testament on February 12, 1980, the day and date of said instrument, in the presence of this affiant and R. H. POWELL, JR., 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, IMOGENE E. LEVY, the Affiant and R. H. POWELL, JR., 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.

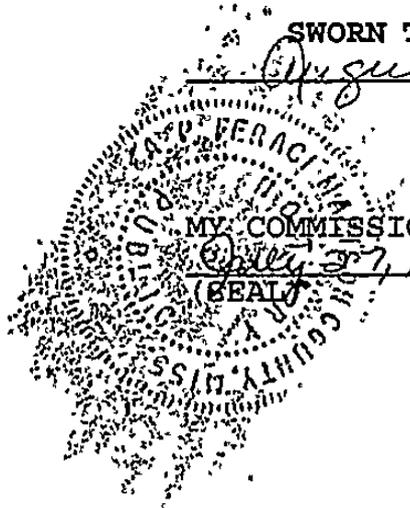
Imogene E. Levy
Imogene E. Levy

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 14 day of August, 1996.

A. Feraci
NOTARY PUBLIC

MY COMMISSION EXPIRES:

July 27, 1997



EDWARDSLEVY3187.104

-2-

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 26 day of August, 1996, at 8:45 o'clock A. M., and was duly recorded on the 26th day of August, 1996, Book No. 29, Page 259.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF FREDERICK H. EDWARDS, DECEASED

| |
|--------------------------------|
| FILED |
| THIS DATE |
| AUG 26 1996 |
| STEVE DUNCAN CHANCERY CLERK |
| BY <i>Allen Supp</i> |

CIVIL ACTION, FILE NO. 96,552

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

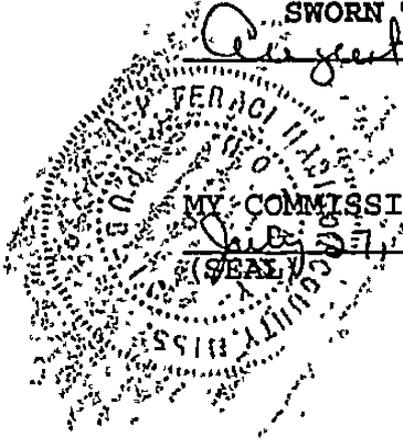
THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, IMOGENE E. LEVY, one of the subscribing witnesses to a certain instrument in writing purporting to be a Codicil dated April 14, 1980, to the Last Will and Testament of Frederick H. Edwards, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Frederick H. Edwards, signed, published and declared said instrument as a Codicil to his Last Will and Testament on April 14, 1980, the day and date of said instrument, in the presence of this affiant and R. H. POWELL, JR., 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, IMOGENE E. LEVY, the Affiant and R. H. POWELL, JR., 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.

Imogene E. Levy
Imogene E. Levy

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 14th day of August, 1996.

[Signature]
NOTARY PUBLIC



MY COMMISSION EXPIRES: July 31, 1997

EDWARDSLEVY41480 104

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 26 day of August, 1996, at 8:45 o'clock A. M., and was duly recorded on the 26th day of August, 1996, Book No. 29, Page 261.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fyppis D.C.

IN THE CHANCERY COURT OF MADISON COUNTY,

| |
|--|
| <p>FILED MISSISSIPPI</p> <p>AUG 26 1996</p> <p>STEVE DUNCAN CHANCERY CLERK</p> <p>BY <i>[Signature]</i></p> |
|--|

IN THE MATTER OF THE ESTATE
OF FREDERICK H. EDWARDS, DECEASED

CIVIL ACTION, FILE NO. 94,552

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

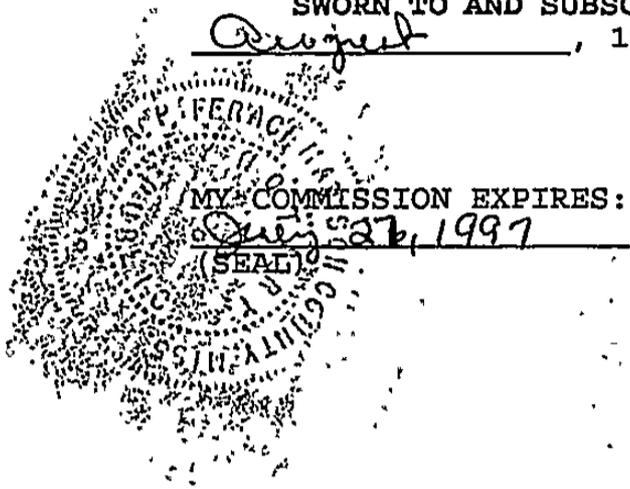
THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, IMOGENE E. LEVY, one of the subscribing witnesses to a certain instrument in writing purporting to be a Codicil dated January 19, 1982, to the Last Will and Testament of Frederick H. Edwards, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Frederick H. Edwards, signed, published and declared said instrument as a Codicil to his Last Will and Testament on January 19, 1982, the day and date of said instrument, in the presence of this affiant and R. H. POWELL, JR., 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, IMOGENE E. LEVY, the Affiant and R. H. POWELL, JR., 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.

Imogene E. Levy
Imogene E. Levy

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 10th day of August, 1996.

A. Horan
NOTARY PUBLIC



EDWARDSLEV11982.104

-2-



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 26 day of August, 1996 at 8:45 o'clock A. M., and was duly recorded on the 26th day of August, 1996, Book No. 29, Page 263.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

| |
|--------------------------------|
| FILED |
| THIS DATE |
| AUG 26 1996 |
| STEVE DUNCAN CHANCERY CLERK |
| BY <i>[Signature]</i> |

IN THE MATTER OF THE ESTATE
OF FREDERICK H. EDWARDS, DECEASED

CIVIL ACTION, FILE NO. 96,552

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, W. LARRY SMITH-VANIZ, one of the subscribing witnesses to a certain instrument in writing purporting to be a Codicil dated February 9, 1990, to the Last Will and Testament of Frederick H. Edwards, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Frederick H. Edwards, signed, published and declared said instrument as a Codicil to his Last Will and Testament on February 9, 1990, the day and date of said instruments, in the presence of this affiant and DEWEY HEMBREE, 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, W. LARRY SMITH-VANIZ, the Affiant and DEWEY HEMBREE, 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.

W. Larry Smith-Vanz
W. Larry Smith-Vanz

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 14th day of August, 1996.

J. K. Kruai
NOTARY PUBLIC

MY COMMISSION EXPIRES: July 27, 1997



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 26 day of August, 1996, at 8:45 o'clock A. M., and was duly recorded on the 26th day of August, 1996, Book No. 29, Page 265.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
AUG 26 1996
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

IN THE MATTER OF THE ESTATE
OF FREDERICK H. EDWARDS, DECEASED

CIVIL ACTION, FILE NO. 96,552

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, W. LARRY SMITH-VANIZ, one of the subscribing witnesses to a certain instrument in writing purporting to be a Codicil dated April 14, 1988, to the Last Will and Testament of Frederick H. Edwards, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Frederick H. Edwards, signed, published and declared said instrument as a Codicil to his Last Will and Testament on April 14, 1988, the day and date of said instrument, in the presence of this affiant and MARGARET WEHR, 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, W. LARRY SMITH-VANIZ, the Affiant and MARGARET WEHR, 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.

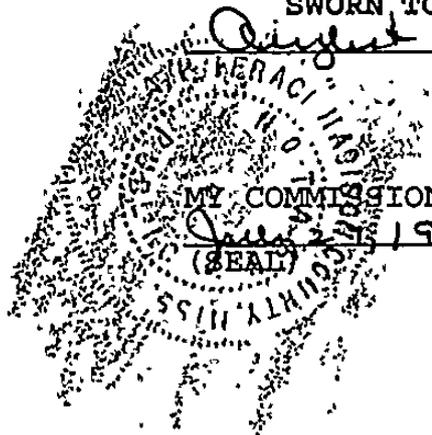
W. Larry Smith Vaniz
W. Larry Smith Vaniz

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 14th day of August, 1996.

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:

July 23 1997
(SEAL)



ESTATEDWARDSILSVWEHRA.104

-2-

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 26 day of August, 1996, at 8:45 o'clock A. M., and was duly recorded on the 26th day of August, 1996, Book No. 29, Page 267.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

FILED
THIS DATE
SEP 09 1996
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

LAST WILL AND TESTAMENT
OF
MATTIE KATE SHARMAN

#96-534

I, Mattie Kate Sharman, an adult resident citizen of Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking any and all wills, codicils and testamentary writings heretofore executed by me.

ARTICLE I

I direct that my Executor shall pay all of the expense of my funeral as soon as reasonably practical following my death; and I do hereby expressly give and grant to my Executor the power, in his discretion, to waive the necessity of such funeral expense being first probated and allowed against my estate.

ARTICLE II

I give, devise and bequeath all of my property which I may own at the time of my death, real, personal and mixed, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this will, unto the following individuals:

- A. One-half (1/2) to my son, William Robert Sharman, II;
- B. One-twelfth (1/12) to my daughter-in-law, Bruna Sharman;
- C. One-twelfth (1/12) to my grandson, George Thomas Sharman, III;
- D. One-twelfth (1/12) to my granddaughter, Kathy Sharman Robinson;
- E. One-twelfth (1/12) to my granddaughter, Teresa Sharman Tatum;

Mattie Kate Sharman
MATTIE KATE SHARMAN
(For Identification)
[Signature]

F. One-twelfth (1/12) to my grandson, Steven Sharman;

G. One-twelfth (1/12) to my grandson, Kenneth Sharman.

ARTICLE III

In the event that any of the above-named individuals should predecease me, then it is my desire that said decedent's share shall go to his or her heirs at law, per stirpes.

ARTICLE IV

I name and appoint as Executor of my estate my son, William Robert Sharman, II, and direct that he shall be allowed to serve as such without bond or other security being required of him. I expressly give and grant to my Executor during the period of the administration of my estate full and plenary power to sell, exchange, mortgage, pledge, lease or otherwise dispose of or grant options with respect to any property constituting an asset of my estate, whether real, personal or mixed, upon such terms and conditions as my Executor shall deem to be advisable without the necessity of my Executor first obtaining the order or approval of any court authorizing him so to do, subject only to unconditional requirements of law. Should my son predecease me or should he fail, decline, refuse or be unable to serve as Executor, then I direct that my grandson, William Robert Sharman, III, shall serve as Executor of my estate and, as such, shall have all of the rights, powers and discretions hereinabove given to my son, William Robert Sharman, II, as Executor. I hereby direct that my estate shall be administered and settled without the supervision or intervention of any court except to the extent unconditionally required by law, and I direct that my Executor shall settle my estate in such manner as my Executor shall deem to be best and most convenient.

Mattie Kate Sharman
MATTIE KATE SHARMAN
(For Identification)

WRS

IN TESTIMONY WHEREOF, witness my signature, this the 1st day of February, 1993.

Mattie Kate Sharman
MATTIE KATE SHARMAN

WITNESSES:

Margie Whitney Stegall
J. Carl Stegall Jr.

We, the undersigned witnesses to the Last Will and Testament of Mattie Kate Sharman hereby certify that at her special instance and request and in her presence and in the presence of each other, we did witness her sign, execute, declare and publish the above and foregoing instrument in writing as and for her own Last Will and Testament, she being then of sound and disposing mind and memory and above the age of twenty-one (21) years; and that likewise at her special instance and request and in her presence and in the presence of each other we did subscribe thereto our names as subscribing witnesses.

IN TESTIMONY WHEREOF, witness our signatures, this the 1st day of February, 1993.

Margie Whitney Stegall
J. Carl Stegall



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of September, 1996, at — o'clock — M., and was duly recorded on the 9th day of September, 1996, Book No. 29, Page 269.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supja D.C.

IN THE CHANCERY COURT OF ~~HINDS~~ MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
MATTIE KATE SHARMAN

FILED
THIS DATE
SEP 09 1996
STEVE DUNCAN
CHANCERY CLERK
BY *Karen Supp*

NO. 96-534

AFFIDAVIT OF A SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the county and state aforesaid, the within named J. EARL STEGALL, JR., who, being first duly sworn by me, did depose and say:

1. That affiant, J. Earl Stegall, Jr., resides at 1270 Woodfield Drive, Jackson, Hinds County, Mississippi 39211.

2. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Mattie Kate Sharman, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 15th day of February, 1993.

3. That on the 15th day of February, 1993, the said Mattie Kate Sharman signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Maxine Whitney Stegall, the other subscribing witness to the instrument.

4. That Mattie Kate Sharman was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

5. That this affiant, together with Maxine Whitney Stegall, 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 Mattie Kate Sharman, and in the presence of each other.

J. Earl Stegall, Jr.
J. EARL STEGALL, JR.

SWORN TO AND SUBSCRIBED before me, this the 15th day of February, 1993.

Maxine Whitney Stegall
NOTARY PUBLIC



My commission expires:
My Commission Expires Feb 9, 1993

EXHIBIT "B"



STATE OF MISSISSIPPI, COUNTY OF MADISON.

I certify that the within instrument was filed for record in my office this 9th day of September, 1996 at — o'clock — M., and was duly recorded on the 9th day of September, 1996, Book No 29, Page 272.

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

IN THE CHANCERY COURT OF ~~MADISON~~ COUNTY

STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
MATTIE KATE SHARMAN

FILED
THIS DATE
SEP 09 1996
STEVE DUNCAN
CHANCERY CLERK
BY *Karen Supp*

NO. 96-534

AFFIDAVIT OF A SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the county and state aforesaid, the within named MAXINE WHITNEY STEGALL, who, being first duly sworn by me, did depose and say:

1. That affiant, Maxine Whitney Stegall, resides at 1270 Woodfield Drive, Jackson, Hinds County, Mississippi 39211.

2. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Mattie Kate Sharman, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 1st day of February, 1993.

3. That on the 1st day of February, 1993, the said Mattie Kate Sharman signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of J. Earl Stegall, Jr., the other subscribing witness to the instrument.

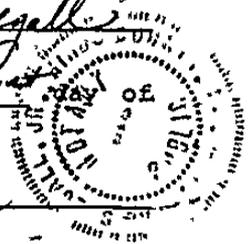
4. That Mattie Kate Sharman was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

5. That this affiant, together with J. Earl Stegall, Jr., 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 Mattie Kate Sharman, and in the presence of each other.

Maxine Whitney Stegall
MAXINE WHITNEY STEGALL

SWORN TO AND SUBSCRIBED before me, this the 1st day of February, 1993.

J. Earl Stegall, Jr.
NOTARY PUBLIC



My commission expires:

My Commission Expires April 26, 1995

EXHIBIT "C"



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of September, 1996, at o'clock M, and was duly recorded on the 4th day of September, 1996, Book No. 29, Page 273.

STEVE DUNCAN, CHANCERY CLERK

BY *Karen Supp* D.C.

①

March 1, 1995

BOOK 29 PAGE 274

Last Will & Testament of Jean M. Smith
State of Mississippi (Elinor Eugenia)
County of Madison #96580

I, Jean M. Smith of Canton, Ms. Madison County, being more than twenty-one years of age & of sound mind & memory & being mindful of the uncertainty of life & the certainty of death, do hereby make public & declare this my last will & testament hereby revoking any & all other wills & Codicils heretofore at any time made by me.

I

I hereby desire & direct that my Executor, Robert Edward Smith, hereinafter named shall as soon after my death as is practicable pay all of my funeral expenses & any bills I might owe.

II

It is my wish that my youngest son Mike have the dining room suite & my daughter Linda have first choice of any other furniture or household belongings. The other children can divide the rest, sell or give away what they don't want. If none of the children want to keep the house & make the payments, it is to be sold & any money gained be divided. I want Linda to have my car to keep or do as she sees fit.

It is my prayerful wish for Shirley to be well taken care of with each one of you helping with her & not leave it all up to Linda. Any money she might have is to be used for her well being. The metal building belongs to Mike. He bought it.

MADISON COUNTY, MS

FILED

SEP 09 1996

AT 2:00 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
BY: STACY HILL, S E

I hereby nominate and appoint Robert Edward, my oldest son, as Executor of my last will and testament and direct that he not be required to give any bond for the performance of his duties existing hereunder, nor shall he be required to make any inventory or any appraisement of my estate. I shall only be required to make such reports to the court as are necessary to comply with the laws.

In the event Robert prececes me in death, I wish these duties to be taken over by Mike, my youngest son.

In witness whereof, I have hereunto set my hand, this 1st day of March, 1995

Jean M. Smith

Born as Elinor Eugenia Morgan

3-1-95

Kate Mc Craw - 3285 A. Liberty St
3-1-95 Canton Miss

Emma Cook 709 East Academy St
Canton Miss



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of September, 1996, at 2:00 o'clock P.M., and was duly recorded on the 9th day of September, 1996, Book No. 29, Page 274.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

FILED

BOOK **29** PAGE **276**

SEP 09 1996

#96-580
FILED
THIS DATE
SEP 09 1996
STEVE DUNCAN
CHANCERY CLERK
BY *Karen Supp*

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

PROOF OF WILL

By: *Stacey Hall, D.C.*

COMES NOW KATE MCCRAW, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of JEAN M. SMITH, 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 JEAN M. SMITH, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 1st day of March, 1996, the day of the date of said instrument, in the presence of this deponent and ERMA COOK, the other subscribing witness, and that said testatrix was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and ERMA COOK, 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.

Kate M C Crow
KATE MCCRAW

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 5th day of September, 1996.

Phyllis G. 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 September, 1996, at _____ o'clock — M., and was duly recorded on the 9th day of September, 1996, Book No. 29, Page 276.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Supp* D.C.



FILED

FILED
 THIS DATE
 SEP 09 1996
 STEVE DUNCAN
 CHANCERY CLERK
 BY *Karen Supp*

SEP 09 1996

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

PROOF OF WILL

By Stacey Hill, Jr.

COMES NOW ERMA COOK, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of JEAN M. SMITH, 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 JEAN M. SMITH, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 1st day of March, 1996, the day of the date of said instrument, in the presence of this deponent and KATE MCCRAW, the other subscribing witness, and that said testatrix was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and KATE MCCRAW, 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.

Erma Cook

 ERMA COOK

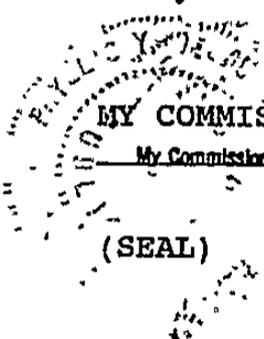
STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 5th day of September, 1996.

Phyllis V. DeLaughter

 NOTARY PUBLIC

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



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of September, 1996, at _____ o'clock — M., and was duly recorded on the 9th day of September, 1996, Book No. 29, Page 277.



STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Supp* D.C.

SEP 09 1996

AT 2:05 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK
By: *Stacey H. [unclear]*

Last Will and Testament

OF

G. B. HERRING, JR.

#96-582

STATE OF MISSISSIPPI

COUNTY OF MADISON

I, G. B. HERRING, JR., a resident citizen of Madison County, Mississippi, being of sound and disposing mind, memory and understanding, and being over the age of twenty-one 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 have any power of appointment, I do hereby give, devise and bequeath to my beloved wife, MARY GAY HERRING, and same shall be hers absolutely.

ITEM III

In the event that our deaths should occur simultaneously, or approximately so, or in the same common accident or calamity, or under circumstances causing doubt as to which of us survived the other, or should my wife, MARY GAY HERRING, predecease me or die within thirty (30) days of my death, then and in those events only,

G. B. Herring, Jr.
G. B. HERRING, JR.

ALS
BCW

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 my beloved children, namely: GEORGE BRYAN HERRING, III, WILLIAM RODNEY HERRING, MARIJEAN H. HOWELL and KATHERINE LOUISE HERRING, share and share alike, per stirpes.

ITEM IV

I hereby nominate, appoint and constitute MARY GAY HERRING as Executrix of this my Last Will and Testament, and in the event that she shall predecease me, or be unable or unwilling to serve as Executrix, then and in that event, I appoint my brother, JAMES H. HERRING, to serve as Executor of this my Last Will and Testament and hereby grant unto him the same powers and authority as set forth for my Executrix. My Executrix shall have full and plenary power and authority to do and perform any act deemed by her to be for the best interest of my estate, without any 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 reinvest 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 she may deem necessary and for the best interest of my estate and to pay unto herself a just and reasonable compensation as Executrix.

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

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament on this the 5th day of September 1980.


G. B. HERRING, JR.

AK's
BCW

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, each of the subscribing witnesses to the Last Will and Testament of G. B. Herring, Jr., do hereby certify that the said instrument was signed by the said G. B. Herring, Jr., in our presence and in the presence of each of us, and that the said G. B.

Herring, Jr. declared the same to be his Last Will and Testament in the presence of each of us, and that we each signed as subscribing witnesses to said Will at the request of G. B. Herring, Jr., in his presence and in the presence of each other.

Aquita L. Scott
ADDRESS: Ridgeland
Mississippi

Barbara C. Wallace
ADDRESS: 544 Kathy Cir
Clinton, MS

G. B. Herring Jr.
G. B. HERRING JR.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of September, 1996, at 2:05 o'clock P. M., and was duly recorded on the 9th day of September, 1996, Book No. 29, Page 278.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Suppi D.C.

SEP 09 1996

PROOF OF WILL

AT 2:05 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
By Steve Duncan P.C.

COMES NOW BARBARA C. WALLACE, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of G. B. HERRING, JR., 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 G. B. HERRING, JR. the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 5th day of September, 1980, the day of the date of said instrument, in the presence of this deponent and AQUITA L. SCOTT HUTZEL, ONE AND THE SAME AS AQUITA L. SCOTT, 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 AQUITA L. SCOTT HUTZEL, ONE AND THE SAME AS AQUITA L. SCOTT, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testator and in the presence of said testator and in the presence of each other, on the day of the date of said instrument.

Barbara C. Wallace
BARBARA C. WALLACE

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 5th day of September, 1996.

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:

March 10, 1987

(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9 day of September, 1996, at 2:05 o'clock P. M., and was duly recorded on the 9th day of September, 1996, Book No. 29, Page 281.

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



FILED

SEP 09 1996

BOOK 29 PAGE 282

#96-582

PROOF OF WILL

AT 2:05 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK
By: *Stacey Hall, DC*

COMES NOW AQUITA L. SCOTT HUTZEL, ONE AND THE SAME AS AQUITA L. SCOTT, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of G. B. HERRING, JR., 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 G. B. HERRING, JR. the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 5th day of September, 1980, the day of the date of said instrument, in the presence of this deponent and BARBARA C. WALLACE, 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 BARBARA C. WALLACE, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testator and in the presence of said testator and in the presence of each other, on the day of the date of said instrument.

Aquita L. Scott Hutzel

AQUITA L. SCOTT HUTZEL, ONE AND THE SAME AS AQUITA L. SCOTT

STATE OF MISSISSIPPI
COUNTY OF MADISON.

SWORN TO AND SUBSCRIBED BEFORE ME on this the 5th day of September, 1996.

Robin Lowery
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Notary Public State of Mississippi At Large
Commission Expires: July 27, 2000
BONDED THRU HEIDEN-MARCHETTI, INC.

Last Will and Testament

MADISON COUNTY, MS

FILED

OF

SEP 17 1996

ELIZABETH D. CAUTHEN

AT 2:55 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Fupp, Jr

#96591

I, Elizabeth D. Cauthen, an adult resident citizen of Canton, Madison County, Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me.

I.

I declare that I am the widow of Nelson Cauthen and that I am the mother of Nelson Rauch Cauthen, Charles Alexander Cauthen, Frances Elizabeth Cauthen and Mary Ann Cauthen.

II.

I hereby direct, to the extent that I can, that upon my death all of the assets in the marital trust created under the Last Will and Testament of my late husband, Nelson Cauthen, Trustmark National Bank, Trustee, shall be disposed of as a part of my residuary estate hereunder.

III.

I hereby give and bequeath \$7,500.00 in cash to my brother, Jack Ditto of Greenwood, Mississippi. I hereby give and bequeath \$7,500.00 unto my sister, Virginia Rountree of Augusta, Georgia. I hereby give and bequeath \$2,500.00 unto Ethel Mary Collins of Canton, Mississippi, who has been a loyal helper to me for years, as was her mother. I hereby give and bequeath \$2,500.00 unto my niece, Mrs. Lynn Conner of Long View, Texas.

IV.

I hereby give, devise and bequeath all of the rest, residue and remainder of my property, real, personal and mixed, whatever

kind and wherever located, unto Nelson Rauch Cauthen, Charles Alexander Cauthen and Frances Elizabeth Cauthen, in shares of substantially equal value, per stirpes. Although I have four children, provision is only being made for three of them in this item and Mary Ann's share is being given to them, since I know after my death, they will assume and discharge their moral obligation to care for their sister, Mary Ann, after I no longer can.

V.

Should distribution of any part of my estate ever become payable to anyone under the age of 21 years, said distribution amount shall not be paid to such minor, but shall instead, be paid to the trustee herein named to be held by it in trust until said minor attains the age of 21 at which time said trust shall terminate and the principal and all accumulated interest shall be paid over free of trust to said minor. During the period of such trust, my trustee, in its sole discretion, shall distribute income and/or principal for the reasonable support and needs of such minor taking into account all other income or assets available to such minor for such purposes. Any income not distributed shall be accumulated and added to the principal. Any trust(s) created under this item of my Last Will and Testament shall be known as the Elizabeth D. Cauthen Trust for a minor.

VI.

The Trustee shall have full authority to take all action necessary to properly administer any trusts created hereunder, and in addition to the customary and implied powers, the Trustee shall have the powers granted to Trustees under the Uniform Trustees Powers Law of Mississippi. It is my intention that my Trustee shall have all the powers, authority and discretion to deal with the trust property as I would have were I living.

VII.

I name, nominate, constitute and appoint Trustmark National Bank, Canton, Mississippi, to be the Executor and Trustee hereunder. My Executor and Trustee shall serve without the

necessity of making bond, rendering any inventory, appraisal or accountings to any court; however, at least annual accountings shall be rendered to the income beneficiaries, or to their legal or natural guardian, of both my estate and any trust created hereunder. I direct that the Executor in the administration of my estate shall have all the powers granted to the Trustee with respect to the trust property, including specifically the right to sell my real, personal and intangible property at public or private sale without prior court order. All references herein to the Executor or Trustee shall include any successor executor or trustee should a successor ever serve.

WITNESS MY SIGNATURE, this the 21st day of February, 1992, in the presence of those witnesses whom I have expressly requested to witness my signing.

Elizabeth D. Cauthen
Elizabeth D. Cauthen

Zella D. Gentry
Witness

Wesley G. Burns
Witness.

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of Elizabeth D. Cauthen, do hereby certify that said instrument was signed in the presence of each of us, and that said Elizabeth D. Cauthen, 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 the said Will at the request of Elizabeth D. Cauthen, in her presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 21 day of February, 1992.

Zella D. Buntyn
Susie E. Burns
Witnesses

C1101702

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

JN THE MATTER OF THE ESTATE OF
ELIZABETH D. CAUTHEN, DECEASED

NELSON BAUCH CAUTHEN

PETITIONER

MADISON COUNTY, MS

FILED

SEP 17 1996

CIVIL ACTION FILE NO. 96-591

AT 2:55 O'CLOCK P. M
STEVE DUNCAN, CHANCERY CLERK

AFFIDAVIT OF SUBSCRIBING WITNESS

By: *Karen Hipp, DC*
STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, ZELLA D. BUNTYN, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Elizabeth D. Cauthen, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Elizabeth D. Cauthen signed, published and declared said instrument as her Last Will and Testament on the 21st day of February, 1992, the day and date of said instrument, in the presence of this affiant and Susie T. Burns, 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, Zella D. Buntyn, the Affiant, and Susie T. Burns 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.

Zella D. Buntyn
Zella D. Buntyn

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 13th day of September, 1996.

Pamela S. Tucker
NOTARY PUBLIC
PAMELA S. TUCKER
NOTARY PUBLIC
LEAKE COUNTY, MISS.

MY COMMISSION EXPIRES:
My Commission Expires December 14, 1996

(SEAL)

rbop1affsub.101
8607-1/40,170

LAST WILL AND TESTAMENT

FILED

OF

SEP 18 1996

MARY EVA DAVIS

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

#96-590

By: Karen Jupp, Sec

I, Mary Eva Davis, being over the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all former wills and codicils made by me at any time heretofore.

I

I hereby appoint Wade Allen as Executor of this my Last Will and Testament, and it is my desire that my Executor shall have full and complete power and authority to do and to perform any act deemed by him to be in the best interest of my estate. I hereby direct that no bond be required of the Executor and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting.

II

I hereby give, devise and bequeath unto the persons named in this item the articles opposite their names, to wit:

Dot Teutsch, all of my pictures and big Bible;

Estelle Pressley, my sister-in-law, the buffet in my back bedroom.

III

I further give, devise and bequeath my house and lot at 341 Miller Street, Canton, Mississippi to Wade Allen.

IV

The remainder of my estate I give, devise and bequeath as follows, to wit: Julia Loggins, Dot Teutsch, Jackie Allen, Adolph Allen, Wade Allen and Jasper Allen, share and share alike.

IN WITNESS WHEREOF, I, Mary Eva Davis, have hereunto set my signature on, and published and declared this to be my Last Will and Testament on this the 15th day of June, 1994, in the presence of two witnesses who have each signed as

witnesses at my request, in my presence and in the presence of each other.

Mary Eva Davis
MARY EVA DAVIS

WITNESSES:

Waueline Hynes
Lettie Stroud

ATTESTATION CLAUSE

We, each of the subscribing witnesses to the Last Will and Testament of MARY EVA DAVIS, do hereby certify that said instrument was signed in the presence of each of us, and that said MARY EVA DAVIS 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 the said Will at the request of MARY EVA DAVIS, in her presence and in the presence of each other.

WITNESS OUR SIGNATURES, on this the 15th day of June, 1994.

Waueline Hynes
Lettie Stroud
WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18 day of Sept., 1996, at 11:30 o'clock A. M., and was duly recorded on the 18th day of Sept., 1996, Book No. 29, Page 287.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fugate D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
MARY EVA DAVIS, DECEASED

CIVIL ACTION
FILE NO. 96-590

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

| |
|--------------------------------|
| FILED |
| THIS DATE |
| SEP 18 1996 |
| STEVE DUNCAN CHANCERY CLERK |
| BY <i>[Signature]</i> |

This date personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named **WAUDINE HYNES**, 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 **MARY EVA DAVIS** whose signature is affix to the Last Will and Testament dated June 9, 1994.

(2). That on the 9th day of June, 1994, the said **MARY EVA DAVIS** 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 **LOTTIS STRAUD**, the other subscribing witness to the instrument.

(3). That **MARY EVA DAVIS** was then and there of sound and disposing mind and memory and well above the age of eighteen (18) years.

(4). That this affiant, together with LOTTIS STRAUD, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request, and in the presence of MARY EVA DAVIS, and in the presence of each other.

Waudine Hynes
WAUDINE HYNES

SWORN TO AND SUBSCRIBED before me, this the 29th day of

August, 1996.

[Signature]
NOTARY PUBLIC

(SEAL)

My commission expires:

5-14-2000

C:\WP51\ESTATE\M-DAVIS4



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18 day of Sept., 1996, at 11:30 o'clock A. M., and was duly recorded on the 18th day of Sept, 1996, Book No. 29, Page 291.

STEVE DUNCAN, CHANCERY CLERK

BY Karen Supp D.C.

Last Will and Testament
OF
By: *Karen Huppert*

HOLLIS E. HASKINS

#96-614

I, HOLLIS E. HASKINS, being over the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all former wills and codicils made by me at any time heretofore.

I.

I hereby appoint JAMES E. HASKINS, as Executor of this my Last Will and Testament, and it is my desire that my Executor shall have full and complete power and authority to do and to perform any act deemed by him to be in the best interest of my estate. I hereby direct that no bond be required of the Executor and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting.

II.

I hereby give, devise and bequeath unto First United Methodist Church, Canton, Mississippi, the sum of \$1,000.00.

III.

I hereby give, devise and bequeath unto Bailey Methodist Church, Bailey, North Carolina, the sum of \$1,000.00.

IV.

I hereby give, devise and bequeath all of the rest, residue and remainder of my estate, real, personal and mixed wheresoever situated and howsoever described unto such of my brothers and sisters who survive me, namely, QUINTON F. HASKINS, Raleigh, North Carolina; MRS. JESSIE H. BISSETTE, Raleigh, North Carolina, and JAMES E. HASKINS, South Hill, Virginia, in equal shares to share and share alike.

IN WITNESS WHEREOF, I, HOLLIS E. HASKINS, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 6th of March, 1996, in the

A.H.

presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Hollis E. Haskins
HOLLIS E. HASKINS

WITNESSES:

Mona McGray
Ava Paula Feraci

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of HOLLIS E. HASKINS, do hereby certify that said instrument was signed in the presence of each of us, and that said HOLLIS E. HASKINS, declared the same to be his Last Will and Testament in the presence of each of us, and that we signed as subscribing witnesses to the said Will at the request of HOLLIS E. HASKINS, in his presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 6th day of MARCH, 1996.

Mona McGray
Ava Paula Feraci
WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 24 day of September, 1996, at 3:50 o'clock P. M., and was duly recorded on the 24th day of September, 1996, Book No. 29, Page 293.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

FILED

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI SEP 24 1996

AT 3:50 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

IN THE MATTER OF THE ESTATE OF
HOLLIS E. HASKINS, DECEASED

By: *Karen Jupp DC*

CIVIL ACTION FILE NO. 96-614

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

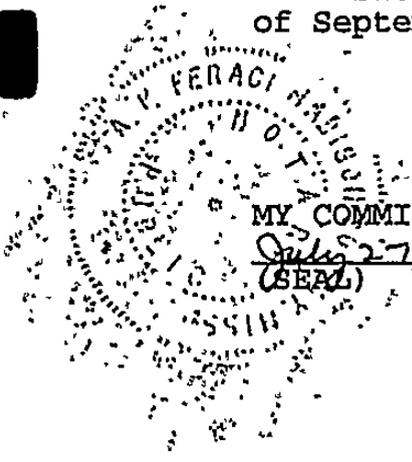
THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Don A. McGraw, Jr., one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Hollis E. Haskins, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Hollis E. Haskins signed, published and declared said instrument as his Last Will and Testament on the 6th day of March, 1996, the day and date of said instrument, in the presence of this affiant and Ava Paula Feraci, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, Don A. McGraw, Jr., the Affiant and Ava Paula Feraci, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request

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

[Signature]
Don A. McGraw, Jr.

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 24th day of September, 1996.

[Signature]
NOTARY PUBLIC



MY COMMISSION EXPIRES:
July 27, 1997
(SEAL)

DAMP\WILL\MCGRAW.AFF
8430-1/39075

-2-



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 24 day of September, 1996, at 3:50 o'clock P. M., and was duly recorded on the 24th day of September, 1996, Book No. 29, Page 375.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

OCT 07 1996

LAST WILL AND TESTAMENT
OF
SIDNEY JACOB DAVID

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

By: Karen Trapp, D.C.

I, SIDNEY JACOB DAVID, 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 CATHERINE LEE DAVID, and she is herein referred to as "my wife." I have three (3) adult children now living, as follows:

- MARY ELIZABETH DAVID SUDDUTH;
- JEANINE DAVID VIVIER; and
- JAMELIA DAVID HOGGATT.

The word "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 CATHERINE LEE DAVID as Executor of my estate under this Will. In the event my Executor is or becomes unable or unwilling to serve, I appoint MARY ELIZABETH DAVID SUDDUTH to serve as successor Executor.

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

FOR IDENTIFICATION:

Sidney Jacob David

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.

ITEM V.

To my wife, CATHERINE LEE DAVID, if she survives me, I devise and bequeath the following:

A. My interest in our family residence, subject to any indebtedness thereon.

FOR IDENTIFICATION:

Jedrey Jack Boyd

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

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

If I am not survived by my wife, I devise and bequeath my interest in the family residence and the assets described in Paragraphs B and C 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 TRUSTMARK NATIONAL BANK, Jackson, Mississippi, as Trustee of the "Sidney Jacob David Irrevocable Trust," dated the 27th day of February, 1986, 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 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

FOR IDENTIFICATION:

Sidney Jacob David

or other property to be placed in that trust, and the property so selected shall be valued at the value thereof as of the date or dates of distribution to the trust.

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.

ITEM VII.

If my wife, CATHERINE LEE DAVID, 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, outright, to my children, in equal shares. If a child of mine is not living at my death, I give, devise and bequeath the share my deceased child would have received if living to the separate trust created for the descendants of that child by Paragraph B of Article II of the "Catherine Lee David Irrevocable Trust," created by my wife by Irrevocable Trust Agreement and dated the

FOR IDENTIFICATION:

Edward Paul David

27th day of February, 1986, to be held, administered and distributed as provided therein.

ITEM IX.

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 X.

Any recipient of property 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. 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 my Executor.

If my wife disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed outright to my children in equal shares. In the event a child of mine is not then living, I give, devise and bequeath his or her share of the disclaimed property to the "Sidney Jacob David Irrevocable Trust," dated the 27th day of February, 1986, to be held, administered and distributed as provided therein.

In the event a child of mine disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to the separate trust created for the descendants of that child by

FOR IDENTIFICATION:

Sidney Jacob David

Paragraph B of Article II of the "Catherine Lee David Irrevocable Trust," created by my wife by Irrevocable Trust Agreement and dated the 27th day of February, 1986, to be held, administered and distributed as provided therein.

ITEM XI.

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 obtaining 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

FOR IDENTIFICATION:



election or other 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. 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 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.

FOR IDENTIFICATION:

Lucy Jacobson

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 26 day of January, 1995.

Sidney Jacob David
Sidney Jacob David

This instrument was, on the day and year shown above, signed, published and declared by SIDNEY JACOB DAVID 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.

James K. Possett, Jr. Madison, Mississippi
Address
Lou L. Mubra Madison, Mississippi
Address



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7 day of October, 1996 at 2:00 o'clock P. M., and was duly recorded on the 7th day of October, 1996, Book No. 29, Page 297.

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