

GEORGIA PROBATE COURT
STANDARD FORM NO. 100
GEORGIA, MUSCOGEE COUNTY
PROBATE COURT
FILED IN OFFICE OF
PROBATE COURT
JUL 11 1996
MAY
CLERK
PROBATE COURT

PETITION TO PROBATE WILL IN SOLEMN FORM

GEORGIA, MUSCOGEE COUNTY

To the Honorable Judge of the Probate Court:

The petition of BRIGGS HOWARD JONES, whose mailing address is 3930 Mount Vernon Drive, Bloomfield Hills, MI 48301-3226, respectfully shows to the Court:

1.

On MAY 29, 1996, HARRIET DAY PITCHFORD
First Middle Last

whose place of domicile was 115 Matheson Road, Columbus Muscogee GA
Street City County State

and whose legal residence was 115 Matheson Road, Columbus Muscogee GA
Street City County State

departed this life owning property in Georgia.

2.

While alive, decedent duly made and published a Last Will and Testament dated December 15, 1989, which is herewith offered for probate in Solemn Form. Your petitioner is named as the Executor.

3.

Listed below are all of the deceased's heirs at law, with the age, address and relationship to deceased set opposite the name of each:

Name	Age	Address	Relationship
<u>Erin Cecile Jones</u>	<u>60</u>	<u>Rosewood Manor 3030 Walnut Grove Rd Memphis, TN 38111</u>	<u>niece</u>
<u>Lidie Magruder Jones Peery</u>	<u>66</u>	<u>139 Shore Rush Drive St. Simons Island, GA 31522</u>	<u>niece</u>
<u>Briggs Howard Jones</u>	<u>68</u>	<u>3930 Mount Vernon Drive Bloomfield Hills, MI 48301-3226</u>	<u>nephew</u>
<u>John Timberlake Pitchford, Jr.</u>	<u>48</u>	<u>213 Maple Street Clarksdale, MS 38614</u>	<u>nephew</u>

Additional Data: Where full particulars are lacking, state here the reasons for any such omission Also, state here all pertinent facts which may govern the method of giving notice to any party and which may determine whether or not a guardian ad litem should be appointed for any party. If any heirs listed above are cousins, grandchildren, nephews or nieces of the deceased, please indicate the deceased ancestor through whom they are related to the deceased. If any executor nominated in the will has an equal or higher priority to the propounder, but will not qualify, indicate the name and reasons.

Harriet Day Pitchford, deceased, had four brothers and two sisters, all whom predeceased her.

Her oldest sister was Mary Howard Pitchford Jones whose children are:

- Briggs Howard Jones
- Lidie Magruder Jones Peery
- Erin Cecile Jones

One of her brothers, John Timberlake Pitchford, had a son, John Timberlake Pitchford, Jr.

Harriet Day Pitchford's other brothers and sister were not married and/or had no children in the case of two whom 5. were married.

To the knowledge of the petitioner, no other proceedings with respect to this estate are pending, or have been completed, in any other probate court in this state.

WHEREFORE, petitioner(s) pray(s) leave to prove said Will in solemn form, that due and legal notice be given as the law requires, that said Will be admitted to record on proper proof, that Letters Testamentary issue, and that this Court order such other relief as may be proper under the circumstances.

N/A

Signature of Attorney (or petitioner if pro se)
 Address:
 Telephone Number:

N/A

Signature of Attorney (or petitioner if pro se)
 Address:
 Telephone Number:

GEORGIA, MUSCOGEE COUNTY

Personally appeared before me the undersigned petitioner(s) who on oath state(s) that the facts set forth in the foregoing application are true.

Briggs H. Jones
Petitioner

Residence Address: 3230 Mount Vernon Drive
 Bloomfield Hills, MI 48301
 Telephone Number: (810) 646 1994

 Petitioner
 Residence Address:
 Telephone Number:

Sworn to and subscribed before me, this 11 day of July, 1996

Jane M. Jones
 dep Clerk of Probate Court or Notary Public

ACKNOWLEDGMENT OF SERVICE AND ASSENT TO PROBATE INSTANTER

GEORGIA, MUSCOGEE COUNTY

IN RE: PETITION OF BRIGGS HOWARD JONES TO PROBATE THE WILL OF HARRIET DAY PITCHFORD, DECEASED, IN SOLEMN FORM

We, the undersigned, being over 18 years of age, laboring under no legal disability and being heirs at law of the above-named deceased, hereby acknowledge service of the petition to probate said will in solemn form and notice, waive copies of same, waive issuance of citation and all further service and notice, and hereby assent to the probate of said will in solemn form without further delay.

ATTESTATION(S)

SIGNATURE(S) OF HEIRS

Sworn to and subscribed before me this 19th day of June, 1996.

Briggs Howard Jones BRIGGS, HOWARD JONES

Notary Public, Glynn County, Georgia My Commission Expires 06/27/1998

Notary Public, Muscogee County, GA My Comm. Expires Dec. 27, 1988

Sworn to and subscribed before me this 12th day of June, 1996.

Lidie Magruder Jones Peery LIDIE MAGRUDER JONES PEERY

Notary Public, Glynn County, Georgia My Commission Expires 06/27/1998

Sworn to and subscribed before me this 17 day of June, 1996.

Erin Cecile Jones ERIN CECILE JONES

Notary Public, Glynn County, Georgia My Commission Expires November 15, 1998

Sworn to and subscribed before me this ___ day of ___, 19__.

NOTARY/CLERK OF PROBATE COURT

Sworn to and subscribed before me this ___ day of ___, 19__.

NOTARY/CLERK OF PROBATE COURT

Sworn to and subscribed before me this ___ day of ___, 19__.

NOTARY/CLERK OF PROBATE COURT

Sworn to and subscribed before me this ___ day of ___, 19__.

NOTARY/CLERK OF PROBATE COURT

Pages 3, 4 and 5 not applicable

ACKNOWLEDGMENT OF SERVICE AND ASSENT TO PROBATE INSTANTER

GEORGIA, MUSCOGEE COUNTY

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ATTESTATION(S)

SIGNATURE(S) OF HEIRS

Sworn to and subscribed before me this 11 day of June, 1996

John Timberlake Pitchford Jr JOHN TIMBERLAKE PITCHFORD, JR

NOTARY/CLERK OF PROBATE COURT

Sworn to and subscribed before me this ___ day of ___, 19__

NOTARY/CLERK OF PROBATE COURT

Sworn to and subscribed before me this ___ day of ___, 19__

NOTARY/CLERK OF PROBATE COURT

Sworn to and subscribed before me this ___ day of ___, 19__

NOTARY/CLERK OF PROBATE COURT

Sworn to and subscribed before me this ___ day of ___, 19__

NOTARY/CLERK OF PROBATE COURT

Sworn to and subscribed before me this ___ day of ___, 19__

NOTARY/CLERK OF PROBATE COURT

Sworn to and subscribed before me this 11 day of June, 1996

Eddie P. Anderson

NOTARY/CLERK OF PROBATE COURT

LAST WILL AND TESTAMENT

OF

HARRIET DAY PITCHFORD

STATE OF GEORGIA

COUNTY OF MUSCOGEE

I, HARRIET DAY PITCHFORD, of said State and County, do hereby make, publish and declare this, my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

ITEM 1

(APPOINTMENT OF EXECUTOR AND ALTERNATE EXECUTOR)

I hereby nominate, constitute and appoint BRIGGS HOWARD JONES, as executor of my will and estate provided he survives me by thirty (30) days. If he does not survive me by thirty (30) days; or refuses or fails to qualify for the office of executor; or having qualified, resigns, refuses, or otherwise fails or ceases to serve in that capacity; I nominate, constitute and appoint ROBERT BRIGGS PEERY, as alternate executor of my will and estate.

ITEM 2

(EXEMPTIONS, IMMUNITIES, POWERS, AND PRIVILEGES OF EXECUTOR AND ANY SUCCESSORS IN OFFICE)

I direct that my executor shall serve without bond or surety or security and I relieve him from making and filing any inventory and appraisement and from making and filing any annual or other returns or reports to any court. I confer upon my executor such of the powers specified in Section 53-15-3 (1) through (31) Official Code of Georgia Annotated, as amended through the date of the execution of this will, the said Section 53-15-3 (1) through (31) being incorporated herein by reference, as he, in his absolute discretion, shall deem necessary to administer my estate as it shall be comprised at the time of

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HDP

my death and to carry out the provisions of my will. I confer upon all successor executors and successor executrixes the exact exemptions, immunities, powers and privileges conferred upon my executor herein and I direct that no successor executor or successor executrix shall be required to inquire into or audit the acts and doings of any predecessor in office or to make any claim against such predecessor in office or against his or her estate.

ITEM 3

(FUNERAL AND BURIAL)

I wish my body buried in a Christainlike manner, with a suitable marker erected at my grave, that my funeral and burial be accomplished without unnecessary expenses or extravagancies, and that the cost of my funeral and burial be borne by my estate. I leave all other details of my funeral and burial to my executor.

ITEM 4

(PAYMENT OF MY DEBTS AND EXPENSES)

If any of my real or personal property to be distributed to any beneficiary under the provisions of this will is encumbered by an indebtedness, lien, or other encumbrance, it shall be distributed to the beneficiary or beneficiaries subject to such indebtedness, lien or other encumbrance. I direct that all other debts that I am legally obligated to pay shall be paid out of my estate by my executor as soon after my death as may be practicable.

ITEM 5

(DISPOSITION OF MY RESIDUARY ESTATE)

I give, devise and bequeath all of the rest, residue and remainder of my property, of every kind and description and wherever located, including any void or lapsed bequest, devise, or legacy, absolutely and forever, in fee simple, as follows:

- a. To ERIN CECILE JONES, provided she survives me by thirty (30)

days.

b. If ERIN CECILE JONES does not survive me by thirty (30) days, in equal shares to ROBERT BRIGGS PEERY, LISA PEERY HUMPHRIES, HOWARD LENHARDT JONES, CATHERINE CECILE JONES, and JOHN TIMBERLAKE PITCHFORD, provided they survive me by thirty (30) days; or in equal shares to the survivors of them who survive me by thirty (30) days; or all to the survivor of them who survives me by thirty (30) days.

c. If none of the above-named beneficiaries survive me by thirty (30) days, to my heirs at law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal to this my will, this 15th day of DECEMBER, 1989.

Harriet Day Pitchford (SEAL)
HARRIET DAY PITCHFORD

Signed, sealed, published and declared by HARRIET DAY PITCHFORD, while of sound mind, as and for her Last Will and Testament, in our presence; and we, at her request and in her presence, and in the presence of each other, have hereunto subscribed our names as witnesses the day and year above set out.

Nelore C. Shortney (SEAL) 3755 Caspian Drive
Columbus, Georgia 31906

Jack A. King (SEAL) 3110 Hooper Avenue
Columbus, Georgia 31907

AFFIDAVIT

STATE OF GEORGIA

COUNTY OF MUSCOGEE

Before me, the undersigned authority, on this day personally appeared Harriet Day Pitchford, Delores E. Shortnacy, and Jack A. King, known to me to be the testatrix and the witnesses respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and, all of said persons being by me duly sworn, Harriett Day Pitchford, testatrix, declared to me and to the said witnesses in my presence that said instrument is her Last Will and Testament and that she had willingly made and executed it as her free act and deed for the purposes therein expressed. The witnesses, each on his oath, stated to me in the presence and hearing of the testatrix that the testatrix had declared to them that the instrument is her Last Will and Testament and that she executed same as such and wanted each of them to sign it as a witness; and upon his oath each witness stated further that he did sign the same as witness in the presence of the testatrix and at her request; that she was at that time 14 years of age or over and was of sound mind; and that each of said witnesses was then at least 14 years of age.

Harriet Day Pitchford
Harriet Day Pitchford

Delores E. Shortnacy
Witness

Jack A. King
Witness

Sworn to and subscribed before me by Harriet Day Pitchford, testatrix

and sworn to and subscribed before me by Delores E. Shortnacy
and Jack A. King, witnesses, this 15th day
of DECEMBER, 1989.

Howard S. Shepherd
Notary Public,

MY COMMISSION EXPIRES 12.4.93

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vesting in possession of any share or part of share of the estate or trust.

(26) TO ESTABLISH AND MAINTAIN RESERVES To set up proper and reasonable reserves for taxes, assessments, insurance premiums, depreciation, obsolescence, amortization, depletion of mineral or timber properties, repairs, improvements, and general maintenance of buildings or other property out of rents, profits, or other income received;

(27) TO DISTRIBUTE IN CASH OR KIND To make distribution of capital assets of the estate or trust in kind or in cash, or partially in kind and partially in cash, in divided or undivided interests, as the fiduciary finds to be most practicable and for the best interests of the distributees (and the fiduciary may distribute types of assets differently among the distributees), and to determine the value of capital assets for the purpose of making distribution thereof if and when there are more than one distributee thereof, which determination shall be binding upon the distributees unless clearly capricious, erroneous, and inequitable.

(28) TO PAY TO OR FOR MINORS OR INCOMPETENTS To make payments in money, or in property in lieu of money, to or for a minor or incompetent in any one or more of the following ways:

(A) Directly to the minor or incompetent;

(B) Directly in payment for the support, maintenance, education, and medical, surgical, hospital, or other institutional care of the minor or incompetent;

(C) To the legal or natural guardian of the minor or incompetent;

(1) To any other person, whether or not appointed guardian of the person by any court, who shall, in fact, have the care and custody of the person of the minor or incompetent.

The fiduciary shall not be under any duty to see to the application of the payments so made if the fiduciary exercised due care in the selection of the person, including the minor or incompetent, to whom the payments were made; and the receipt of the person shall be full acquittance to the fiduciary;

(29) TO APPROPRIATE AND ALLOCATE RECEIPTS AND EXPENSES To determine:

(A) What is principal and what is income of any estate or trust and to allocate the appropriation receipts and expenses, as between principal and income, in the exercise of the fiduciary's discretion and, by way of illustration, and not limitation of the fiduciary's discretion, to

charge premiums on securities purchased at a premium against principal or income or partly against each;

(B) Whether to apply stock dividends and other noncash dividends to income or principal or to apportion them as the fiduciary shall deem advisable; and

(C) What expenses, costs, and taxes (other than estate, inheritance, and succession taxes and other governmental charges) shall be charged against principal or income or apportioned between principal and income and in what proportions;

(30) TO MAKE CONTRACTS AND EXECUTE INSTRUMENTS To make contracts and to execute instruments, under seal or otherwise, as may be necessary in the exercise of the powers granted in this Code section; and

(31) TO SERVE WITHOUT INVENTORY, APPRAISEMENT, RETURNS, BOND, TO SERVE WITHOUT MAKING AND FILING INVENTORY AND APPRAISEMENT, WITHOUT FILING ANY ANNUAL OR OTHER RETURNS OR REPORTS TO ANY COURT, AND WITHOUT GIVING BOND; but the fiduciary shall furnish to the income beneficiaries, at least annually, a statement of receipts and disbursements. (Ga. L. 1973, p. 846, § 4; Ga. L. 1976, p. 1586, § 2; Ga. L. 1982, p. 3, § 53; Ga. L. 1984, p. 22, § 53.)

The 1984 amendment, effective February 3, 1984, deleted the subsection (a) description and Confidential Information Under Ignition at the beginning of the Code section. (1984).

OPINIONS OF THE ATTORNEY GENERAL

Power to vote shares may be granted to trustee actively in trust instrument. 1981 Op. Atty. Gen. No. 81-92

CHAPTER 16

FOREIGN CORPORATION FIDUCIARIES

Sec. 53-16-5. Service of process on Secretary of State; forwarding to foreign corporation; record of service.

53-15-3. Powers which may be incorporated by reference.

The following powers may be incorporated by reference, as provided by this chapter.

(1) To retain original property. To retain for such time as the fiduciary shall deem advisable any property, real or personal, which the fiduciary may receive even though the retention of the property by reason of its character, amount, proportion to the total estate, or otherwise would not be appropriate for the fiduciary apart from this paragraph.

(2) To sell, and exchange property. To sell, exchange, give options upon, partition, or otherwise dispose of any property or interest therein which the fiduciary may hold from time to time, with or without order of court, at public or private sale or otherwise, upon such terms and conditions, including credit, and for such consideration as the fiduciary shall deem advisable, and to transfer and convey the property or interest therein which is at the disposal of the fiduciary, in fee simple absolute or otherwise, free of all trust; the party dealing with the fiduciary shall not be under a duty to follow the proceeds or other consideration received by the fiduciary from the sale or exchange.

(3) To invest and reinvest. To invest and reinvest, as the fiduciary shall deem advisable, in stocks (common or preferred), bonds, debentures, notes, mortgages, or other securities, in or outside the United States, in insurance contracts on the life of any beneficiary or of any person in whom a beneficiary has an insurable interest or in annuity contracts for any beneficiary; in any real or personal property; in investment trusts; in participations in common trust funds; and generally, in such property as the fiduciary shall deem advisable even though the investment is not of the character approved by applicable law but for this paragraph.

(4) To invest without diversification. To make investments which cause a greater proportion of the total property held by the fiduciary to be invested in investments of one type or of one company than would be considered appropriate for the fiduciary apart from this paragraph.

(5) To continue business. To the extent and upon such terms and conditions and for such periods of time as the fiduciary shall deem necessary or advisable, to continue or participate in the operation of any business or other enterprise, whatever its form or organization, including, but not limited to, the power:

(A) To effect incorporation, dissolution, or other change in the form of the organization of the business or enterprise;

(B) To dispose of any interest therein or acquire the interest of others therein;

(C) To contribute or invest additional capital thereto or to lend money thereto in any such case upon such terms and conditions as the fiduciary shall approve from time to time; and

(D) To determine whether the liabilities incurred in the conduct of the business are to be chargeable solely to the part of the estate or trust set aside for use in the business or to the estate or trust as a whole.

In all cases in which the fiduciary is required to file accounts in any court or in any other public office, it shall not be necessary to itemize receipts, disbursements, and distributions of property, but it shall be sufficient for the fiduciary to show in the account a single figure or consolidation of figures, and the fiduciary shall be permitted to account for money and property received from the business and any payments made to the business in lump sum without itemization;

(6) To form corporation or other entity. To form a corporation or other entity and to transfer, assign, and convey to the corporation or entity all or any part of the estate or of any trust property in exchange for the stock, securities, or obligations of any such corporation or entity, and to continue to hold the stock and securities and obligations;

(7) To operate farm. To continue any farming operation received by the fiduciary pursuant to the will or other instrument and to do any and all things deemed advisable by the fiduciary in the management and maintenance of the farm and the production and marketing of crops and dairy, poultry, livestock, orchard, and forest products, including, but not limited to, the following powers:

(A) To operate the farm with hired labor, tenants, or sharecroppers;

(B) To lease or rent the farm for cash or for a share of the crops;

(C) To purchase or otherwise acquire farm machinery, equipment, and livestock;

(D) To construct, repair, and improve farm buildings of all kinds needed, in the fiduciary's judgment, for the operation of the farm;

(E) To make or obtain loans or advances at the prevailing rate or rates of interest for farm purposes, such as for production, harvesting, or marketing; or for the construction, repair, or improvement of farm buildings; or for the purchase of farm machinery, equipment, or livestock.

(F) To employ approved soil conservation practices, in order to conserve, improve, and maintain the fertility and productivity of the soil;

(G) To protect, manage, and improve the timber and forest on the farm and to sell the timber and forest products when it is to the best interest of the estate;

(H) To ditch, dam, and drain damp or wet fields and areas of the farm when and where needed;

(I) To engage in the production of livestock, poultry, or dairy products and to construct such fences and buildings and to plant pastures and crops as may be necessary to carry on such operations;

(J) To market the products of the farm; and

(K) In general, to employ good husbandry in the farming operation;

(8) TO MANAGE REAL PROPERTY.

(A) To improve, manage, protect, and subdivide any real property;

(B) To dedicate or withdraw from dedication, parks, streets, highways, or alleys;

(C) To terminate any subdivision or part thereof;

(D) To borrow money for the purposes authorized by this paragraph for the periods of time and upon the terms and conditions as to rates, maturities, and renewals as the fiduciary shall deem advisable and to mortgage or otherwise encumber the property or part thereof, whether in possession or reversion;

(E) To lease the property or part thereof, the lease to commence at the present or in the future, upon the terms and conditions, including options to renew or purchase, and for the period or periods of time as the fiduciary deems advisable even though the period or periods may extend beyond the duration of the trust or of the administration of the estate involved;

(F) To make gravel, sand, oil, gas, and other mineral leases, contracts, licenses, conveyances, or grants of every nature and kind which are lawful in the jurisdiction in which the property lies;

(G) To manage and improve timber and forests on the property, to sell the timber and forest products, and to make grants, leases, and contracts, in respect thereto;

(H) To make, renew, or extend leases;

(I) To employ agents to rent and collect rents;

(J) To create easements and to release, convey, or assign any right, title, or interest with respect to any easement on the property or part thereof;

(K) To erect, repair, or renovate any building or other improvement on the property and to remove or demolish any building or other improvement in whole or in part; and

(L) To deal with the property and every part thereof in all other ways and for such other purposes or considerations as it would be lawful for any person owning the same to deal with the property either in the same or in different ways from those specified elsewhere in this paragraph;

(9) TO PAY TAXES AND EXPENSES To pay taxes, assessments, compensation of the fiduciary, and other expenses incurred in the collection, care, administration, and protection of the trust or estate;

(10) TO RECEIVE ADDITIONAL PROPERTY. To receive additional property from any source and to administer the additional property as a portion of the appropriate trust or estate under the management of the fiduciary, provided that the fiduciary shall not be required to receive the property without the fiduciary's consent;

(11) TO DEAL WITH OTHER TRUSTS. In dealing with one or more fiduciaries:

(A) To sell real or personal property to or to exchange such property with the trustee of any trust which the decedent or the settlor or his spouse or any child of his shall have created for such estates and upon such terms and conditions as to sale price, terms of payment, and security as shall seem advisable to the fiduciary; and the fiduciary shall be under no duty to follow the proceeds of any such sale; and

(B) To borrow money for such periods of time and upon such terms and conditions as to rates, maturities, renewals, and securities as the fiduciary shall deem advisable from any trust created by the decedent, his spouse, or any child of his, for the purpose of paying debts of the decedent, taxes, the costs of the administration of the estate, and like charges against the estate or any part thereof or of discharging any other liabilities of the trust or estate and to mortgage, pledge, or otherwise encumber such portion of the estate or any trust as may be required to secure the loan or loans and to renew the loans;

(12) TO BORROW MONEY. To borrow money for such periods of time and upon such terms and conditions as to rates, maturities, renewals,

and security as the fiduciary shall deem advisable, including the power of a corporate fiduciary to borrow from its own banking department, for the purpose of paying debts, taxes, or other charges against the estate or any trust or any part thereof, and to mortgage, pledge, or otherwise encumber such portion of the estate or any trust as may be required to secure the loan or loans; and to renew existing loans either as maker or endorser;

(13) To MAKE ADVANCES. To make loans or advances for the benefit or the protection of the trust or estate;

(14) To VOTE SHARES. To vote shares of stock owned by the estate or any trust at stockholders' meetings, in person or by special, limited, or general proxy, with or without power of substitution;

(15) To REGISTER IN NAME OF NOMINEE. To hold a security in the name of a nominee or in other form without disclosure of the fiduciary relationship, so that title to the security may pass by delivery; but the fiduciary shall be liable for any act of the nominee in connection with the stock so held;

(16) To EXERCISE OPTIONS, RIGHTS, AND PRIVILEGES. To exercise all options, rights, and privileges to convert stocks, bonds, debentures, notes, mortgages, or other property into other stocks, bonds, debentures, notes, mortgages, or other property; to subscribe for other or additional stocks, bonds, debentures, notes, mortgages, or other property; and to hold the stocks, bonds, debentures, notes, mortgages, or other property so acquired as investments of the estate or trust so long as the fiduciary shall deem advisable;

(17) To PARTICIPATE IN REORGANIZATIONS. To unite with other owners of property similar to any which may be held at any time in the decedent's estate or in any trusts, in carrying out any plan for the consolidation or merger, dissolution or liquidation, foreclosure, lease, or sale of the property or the incorporation or reincorporation, reorganization or readjustment of the capital or financial structure of any corporation, company, or association, the securities of which may form any portion of an estate or trust; to become and serve as a member of a stockholders' or bondholders' protective committee; to deposit securities in accordance with any plan agreed upon; to pay any assessments, expenses, or sums of money that may be required for the protection or maintenance of the interest of the distributees of an estate or the beneficiaries of any trust with reference to any such plan, and to receive as investments of an estate or any trust any securities issued as a result of the execution of such plan;

(18) To REDUCE INTEREST RATES. To reduce the interest rate from time to time on any obligation, whether secured or unsecured, constituting a part of an estate or trust;

(19) To RENEW AND EXTEND OBLIGATIONS. To continue any obligation, whether secured or unsecured, upon and after maturity, with or without renewal or extension, upon such terms as the fiduciary shall deem advisable, without regard to the value of the security, if any, at the time of the continuance;

(20) To FORECLOSE AND BID IN. To foreclose, as an incident to the collection of any bond, note, or other obligation, any mortgage, deed of trust, or other lien securing the bond, note, or other obligation and to bid in the property at the foreclosure sale or to acquire the property by deed from the mortgagor or obligor without foreclosure; and to retain the property so bid in or taken over without foreclosure;

(21) To INSURE. To carry such insurance coverage, including public liability, for such hazards and in such amounts, either in stock companies or in mutual companies, as the fiduciary shall deem advisable;

(22) To COLLECT. To collect, receive, and receipt for rents, issues, profits, and income of an estate or trust;

(23) To LITIGATE, COMPROMISE, OR ABANDON. To compromise, adjust, arbitrate, bring or defend actions on, abandon, or otherwise deal with and settle claims in favor of or against the estate or trust as the fiduciary shall deem advisable; the fiduciary's decision shall be conclusive between the fiduciary and the beneficiaries of the estate or trust and the person against or for whom the claim is asserted, in the absence of fraud by such persons, and, in the absence of fraud, bad faith, or gross negligence of the fiduciary, shall be conclusive between the fiduciary and the beneficiaries of the estate or trust;

(24) TO EMPLOY AND COMPENSATE AGENTS, ETC. To employ and compensate, out of income or principal or both and in such proportion as the fiduciary shall deem advisable, persons deemed by the fiduciary to be needed to advise or assist in the proper settlement of the estate or the administration of any trust, including, but not limited to, agents, accountants, brokers, attorneys at law, attorneys in fact, investment brokers, rental agents, realtors, appraisers, and tax specialists; and to do so without liability for any neglect, omission, misconduct, or delinquency of the agent or representative, provided he was selected and retained with due care on the part of the fiduciary;

(25) TO ACQUIRE AND HOLD PROPERTY OF TWO OR MORE TRUSTS UNDIVIDED. To acquire, receive, hold, and retain undivided the principal of several trusts created by a single instrument until division shall become necessary in order to make distributions; to hold, manage, invest, reinvest, and account for the several shares or parts of shares by appropriate entries in the fiduciary's books of account and to allocate to each share or part of share its proportionate part of all receipts and expenses; provided, however, that this paragraph shall not defeat the

LETTERS TESTAMENTARY

GEORGIA, MUSCOGEE COUNTY

To BRIGGS HOWARD JONES, Greeting:

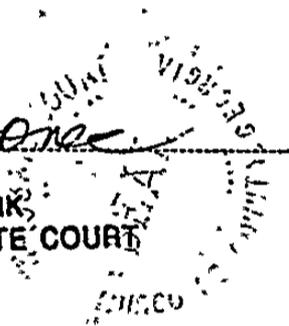
The Will of HARRIET DAY PITCHFORD late of said County, deceased, having in Solemn Form been duly proved and admitted to record at July Term, 1996, of Court of Probate for said County, in which you are the person named to carry out its provisions, and you BRIGGS HOWARD JONES having taken and subscribed to the oath required by law as the Executor/Executrix thereof; this is to authorize you, and you are hereby authorized and required to perform all the duties imposed upon you by said Will and the Laws of said State.

Given under my hand and seal of office,

July 11 1996

Mary P. Jones

MARY P. JONES, CHIEF CLERK,
MUSCOGEE COUNTY PROBATE COURT
O.C.G.A. 15-9-36(c)(1)



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STATE OF GEORGIA }
PROBATE COURT } SS.
COUNTY OF MUSCOGEE }

I, MARY P. JONES, Clerk of Probate Court of said County, do hereby certify that I have compared the foregoing copy of
Entire proceedings probating in Solemn Form the Last Will and Testament of
Harriet Day Pitchford, deceased; including copy of said Last Will and Testament.

with the original record and files thereof, now remaining in this office; and the same is a correct transcript therefrom, and of the whole of such original record and file; and that said Court is Court of Record:

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the Probate Court this the 29th day of October 19 96

Mary P. Jones
Clerk of Probate Court
Muscogee County, Georgia



STATE OF GEORGIA, }
PROBATE COURT } SS.
COUNTY OF MUSCOGEE }

I, BARSCHALL ANDREWS, Probate Judge of said County, and presiding Magistrate of the Probate Court thereof, do hereby certify that the above attestation, subscribed by MARY P. JONES as clerk of said Court, is sufficient and in due form of law, and that her signature thereto is genuine, and that full faith and credit are due to all of her official acts.

WITNESS my hand and official signature, this 29th day of October 19 96

Barschall Andrews
Probate Judge, Muscogee County, Georgia

STATE OF GEORGIA, }
PROBATE COURT } SS.
COUNTY OF MUSCOGEE }

I, MARY P. JONES, Clerk of the Probate Court of the County of Muscogee, do hereby certify that BARSCHALL ANDREWS whose name is subscribed to the preceding Certificate, is the presiding Judge of the Probate Court of the County of Muscogee; duly elected; sworn and qualified, and that the signature of said Judge to said Certificate is genuine.

WITNESS my hand and official signature, this 29th day of October 19 96

Mary P. Jones
Clerk of the Probate Court
Muscogee County, Georgia

FILED

DEC 20 1996

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

By: *Karen Fupp, Jr.*

#96-817

LAST WILL AND TESTAMENT

OF

EDWINA FORD WILSON

I, EDWINA FORD WILSON (also known as EDWINA FORD BARKER WILSON), a resident citizen of Madison County, Mississippi, being of sound mind and disposing memory, do make, publish and declare this instrument as and for my Last Will and Testament, hereby revoking any and all other Wills and Codicils heretofore made by me.

ARTICLE 1

I direct that all of my just debts, including the expenses of my last illness and funeral, and any inheritance or estate taxes, be first paid out of my estate by my Executor, hereinafter named, as an expense of administration and no portion of any taxes so paid shall be apportioned to or collected from any legatee or devisee under my Will.

ARTICLE 2

I direct my Executor to distribute certain of my jewelry, clothing and other personal effects according to a memorandum written entirely in my handwriting and signed by me. Any jewelry, clothing and other personal effects not disposed of in such memorandum shall pass as part of my residuary estate. If for any reason the memorandum is not found and properly identified by my Executor within thirty (30) days after the probate of my Will, then all my jewelry and personal effects shall become a part of my

Page 1 of My Will *Edwina Ford Wilson*
EDWINA FORD WILSON

residuary estate hereinafter disposed of. I give any automobile which I may own at the time of my death and all my household furniture and furnishings to my husband, R. BAXTER WILSON, if he survives me.

ARTICLE 3

I make the following specific bequests:

1. I give Fifteen Thousand Dollars (\$15,000.00) to my husband, R. BAXTER WILSON, if he survives me.
2. I give Seventy Five Thousand Dollars (\$75,000.00) to my sister, MAHALA FORD DONALD, if she survives me.
3. In memory of my first husband, NORMAN E. BARKER, and his brother, LEWIS A. BARKER, I hereby give Two Thousand Dollars (\$2,000.00) to their stepmother, MRS. RUTH BARKER, presently of Macon, Georgia, if she survives me. If she should predecease me, then this amount is to go to her son, CHARLES BARKER, presently of Macon, Georgia, if he survives me.
4. I give to my nephew, JESSE EDWIN MAXWELL, presently of Lexington, Mississippi, if he survives me, certificates of deposit aggregating Fifty Thousand Dollars (\$50,000.00). If I do not own such certificates of deposit at the time of my death, my Executor is instructed to purchase an amount of certificates of deposit which, when added to any such certificates of deposit I own at the date of my death, will aggregate Fifty Thousand

Page 2 of My Will

Edwina Ford Wilson
EDWINA FORD WILSON

Dollars (\$50,000.00) in face amount, and I instruct my executor to deliver such certificates of deposit to my nephew, JESSE EDWIN MAXWELL.

5. I give Fifty Thousand Dollars (\$50,000.00) to my stepson, RICHARD B. WILSON, JR., if he survives me.
6. I give Fifty Thousand Dollars (\$50,000.00) to my stepdaughter, MIRIAM WILSON WEEMS, if she survives me.
7. I give Twenty Five Hundred Dollars (\$2,500.00) to my step-grandson, SAM D. KNOWLTON, III, if he survives me.
8. I give Twenty Five Hundred Dollars (\$2,500.00) to my step-grandson, RICHARD BAXTER WILSON KNOWLTON, if he survives me.
9. I give Ten Thousand Dollars (\$10,000.00) to my sister-in-law NORMASTEL FORD SMITH, if she survives me.
10. I give Ten Thousand Dollars (\$10,000.00) to my niece CAROLYN ANN FORD STEVENS, if she survives me.
11. I give Ten Thousand Dollars (\$10,000.00) to my niece NORMASTEL FORD MOSBY, if she survives me.
12. I give Ten Thousand Dollars (\$10,000.00) to CLYDE V. MAXWELL, if he survives me, who has assumed the responsibility of serving as conservator and guardian of my nephew JESSE EDWIN MAXWELL.
13. I give Ten Thousand Dollars (\$10,000.00) to BELHAVEN COLLEGE in memory of my sister, ANNIE FORD BARBER.

14. I give Fifteen Thousand Dollars (\$15,000.00) to FRENCH CAMP ACADEMY in memory of my parents, EDWIN WILLIAM FORD and ANNIE GRAHAM MECKLIN FORD.
15. I give One Thousand Dollars (\$1,000.00) to LILLIAN WHITE, if she survives me and is still in my employ at the time of my death.
16. I reserve the right to make changes to the foregoing specific bequests or to make additional specific bequests by holographic codicil to this Will.

ARTICLE 4

I give the rest and residue of my property, real, personal and mixed, and wheresoever situated, to FIRST PRESBYTERIAN CHURCH of Jackson, Mississippi.

ARTICLE 5

I hereby nominate and appoint my stepson, RICHARD B. WILSON, JR., to be Executor of this my Will. In the event he should predecease me, or for any reason fail to qualify and act as Executor, I hereby nominate and appoint DEPOSIT GUARANTY NATIONAL BANK of Jackson, Mississippi, as successor Executor. No person serving as Executor shall ever be required to post a bond or file an appraisal, inventory or accounting with any court.

ARTICLE 6

I hereby grant to my Executor, including any substitute or successor personal representative, the powers enumerated in the MISSISSIPPI UNIFORM TRUSTEE'S POWERS LAW. Such powers may be exercised independently and without the prior or subsequent

Page 4 of My Will

Edwina Ford Wilson
EDWINA FORD WILSON

approval of any Court or judicial authority, and no person dealing with the Executor shall be required to inquire into the propriety or any of his or its actions.

IN WITNESS WHEREOF, I have hereunto affixed my signature to this and the other four (4) pages hereof, this September 11, 1991.

Edwina Ford Wilson
EDWINA FORD WILSON

WITNESSES:

Alpena Givens
Ms L M Adams

ATTESTATION CLAUSE

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

Alpena Givens
Ms L M Adams

Page 5 of My Will Edwina Ford Wilson
EDWINA FORD WILSON



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of December, 1996, at 9:00 o'clock A. M., and was duly recorded on the 20th day of December, 1996, Book No. 29, Page 407.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trapp D.C.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, A. SPENCER GILBERT III and MRS. L. M. ADAMS, who each being by me first duly sworn, separately states on oath:

EDWINA FORD WILSON exhibited the attached document entitled Last Will and Testament of Edwina Ford Wilson dated September 11, 1991, to me as her Last Will and Testament; she signed it on such date in my presence and in the presence of each witness whose name appears thereon; she declared it to be her Last Will and Testament; at her request, and in her presence and in the presence of each other, I and each other witness signed the same as witnesses; and

The signature of EDWINA FORD WILSON thereto is her genuine signature and my signature and the signature of the other witness are genuine signatures; and

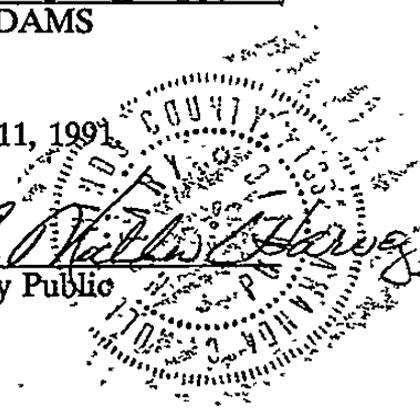
On September 11, 1991, EDWINA FORD WILSON was of sound and disposing mind and memory, was over the age of twenty-one years and was not acting under constraint of any kind.

A. Spencer Gilbert III
A. SPENCER GILBERT III

Mrs L M Adams
MRS. L. M. ADAMS

SWORN TO AND SUBSCRIBED before me, this September 11, 1991

Aranda C. [Signature]
Notary Public



My commission expires:

4-14-92

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of December, 1996, at 9:00 o'clock A. M., and was duly recorded on the 20th day of December, 1996, Book No. 29, Page 412



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C

CODICIL NUMBER ONE
TO THE
LAST WILL AND TESTAMENT
OF
EDWINA FORD WILSON

FILED
THIS DATE
DEC 20 1996
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

I, EDWINA FORD WILSON (also known as EDWINA FORD BARKER WILSON), a resident citizen of Madison County, Mississippi, being of sound mind and disposing memory, do make, publish and declare this Codicil Number One to my Last Will and Testament dated September 11, 1991, and I hereby republish my said Last Will and Testament as changed by this Codicil Number One.

ARTICLE 1

I amend Article 3 of my Last Will and Testament by deleting therefrom Section 2 which states:

I give Seventy Five Thousand Dollars (\$75,000.00) to my sister, MAHALA FORD DONALD, if she survives me.

ARTICLE 2

I amend Article 3 of my Last Will and testament by adding thereto the following Section 17:

I give Ten Thousand Dollars (\$10,000.00) to my sister-in-law ELIZABETH WILSON (Mrs. David B. Wilson), if she survives me.

Page 1 of Codicil Number One to my Will *Edwina Ford Wilson*
EDWINA FORD WILSON

ARTICLE 3

I amend Article 4 of my Last Will and Testament by substituting therefor the following language:

ARTICLE 4

I give the rest and residue of my property, real, personal and mixed, and wheresoever situated, to my sister, MAHALA FORD DONALD, if she survives me; if she does not survive me, I give my residuary estate to FIRST PRESBYTERIAN CHURCH of Jackson, Mississippi.

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

IN WITNESS WHEREOF, I have hereunto affixed my signature to this and the other two pages (including the Attestation Clause) hereof, this April 17, 1992.

Edwina Ford Wilson
EDWINA FORD WILSON

WITNESSES:

Nansye M. Park
Nancy L. Fraiberry

Page 2 of Codicil Number One to my Will

Edwina Ford Wilson
EDWINA FORD WILSON

ATTESTATION CLAUSE

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

Nancy M. Park
Nancy L. Granberry

Page 3 of Codicil Number One to my Will Edwin Ford Wilson
EDWINA FORD WILSON

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of December, 1996, at 9:00 o'clock A. M., and was duly recorded on the 20th day of December, 1996, Book No. 29, Page 413.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fupp D.C.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Nancy M. Park and Nancy L. Granberry who each being by me first duly sworn, separately states on oath:

EDWINA FORD WILSON exhibited the attached document, dated April 17, 1992, entitled Codicil Number One to the Last Will and Testament of Edwina Ford Wilson to me as Codicil Number one to her Last Will and Testament; she signed it on such date in my presence and in the presence of each witness whose name appears thereon; she declared it to be Codicil Number One to her Last Will and Testament; at her request, and in her presence and in the presence of each other, I and each other witness signed the same as witnesses; and

The signature of EDWINA FORD WILSON thereto is her genuine signature and my signature and the signature of the other witness are genuine signatures; and

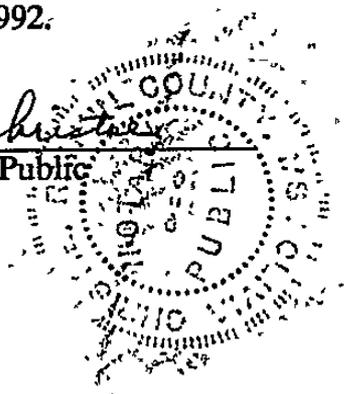
On April 17, 1992, EDWINA FORD WILSON was of sound and disposing mind and memory, was over the age of twenty-one years and was not acting under constraint of any kind.

Nancy M. Park

Nancy L. Granberry

SWORN TO AND SUBSCRIBED before me, this April 17, 1992.

Olivia Christy
Notary Public



My commission expires:

My Commission Expires Oct 22, 1994

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of December, 1996, at 9:00 o'clock A. M., and was duly recorded on the 20th day of December, 1996, Book No. 29, Page 416.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp DC

CODICIL NUMBER TWO
TO THE
LAST WILL AND TESTAMENT
OF
EDWINA FORD WILSON

FILED
THIS DATE
DEC 20 1996
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

I, EDWINA FORD WILSON (also known as EDWINA FORD BARKER WILSON), a resident citizen of Madison County, Mississippi, being of sound mind and disposing memory, do make, publish and declare this Codicil Number Two to my Last Will and Testament dated September 11, 1991, and I hereby republish my said Last Will and Testament as changed by this Codicil Number Two.

ARTICLE 1

I amend Article 3 of my Last Will and testament by deleting from it Section 14 which states:

14. *I give Fifteen Thousand Dollars (\$15,000.00) to FRENCH CAMP ACADEMY in memory of my parents, EDWIN WIL- LIAM FORD and ANNIE GRAHAM MECKLIN FORD.*

ARTICLE 2

I amend Article 4 of my Last Will and Testament by substituting therefor the following language:

ARTICLE 4

1. *If my sister, MAHALA FORD DONALD survives me for thirty days, I give all the rest and residue of my estate IN TRUST*

Page 1 of Codicil Number Two to my Will *Edwina Ford Wilson*
EDWINA FORD WILSON

NEVERTHELESS, to DANIEL DONALD of Goodman, Mississippi, as Trustee for the benefit of MAHALA FORD DONALD, during her lifetime, and for the benefit of the ultimate distributees, i.e. First Presbyterian Church of Jackson, Mississippi, Belhaven College of Jackson, Mississippi, French Camp Academy of French Camp, Mississippi and Daniel Donald.

2. The Trustee shall hold the property comprising the trust estate and shall invest, reinvest and manage the trust for the use and benefit of my Sister. The Trustee shall pay all of the net income of the trust to my Sister or for her benefit to provide for her support, maintenance, medical care and welfare during her lifetime. Any undistributed income remaining in the Trust at her death shall be regarded as part of the Principal. In addition, the Trustee may pay any part or all of the principal of the trust to or for the benefit of my Sister to provide for her comfortable support, maintenance, medical care and welfare during her lifetime.
3. Upon the death of my sister, MAHALA FORD DONALD, the trust created hereby shall terminate and the Trustee shall pay to himself the sum of \$10,000, less any amounts previously paid him as trustee's fees, and the remaining principal and undistributed income of the trust shall be distributed in equal shares to
 - (i) First Presbyterian Church of Jackson, Mississippi,
 - (ii) Belhaven College of Jackson, Mississippi, where I and my four sisters received all or part of our higher education, and

Page 2 of Codicil Number Two to my Will

Edwina Ford Wilson
EDWINA FORD WILSON

(iii) *French Camp Academy of French Camp, Mississippi, in memory of my parents, EDWIN WILLIAM FORD and ANNIE GRAHAM MECKLIN FORD.*

4. *The trusts specified herein are intended to be within the definition of a "trust" as set forth in the Uniform Trustees' Powers Act (Section (91-9-101, et seq., Mississippi Code of 1972), and the Trustee shall have all of the powers afforded to trustees in and by the terms and provisions thereof, as now or hereafter amended, reference to which statute is hereby made for all purposes.*
5. *None of the beneficiaries hereunder shall have any power to charge by way of anticipation any interest given to such beneficiary; and any amounts payable to a beneficiary shall be free and clear of any debt, contract, alienation or anticipation of or by that beneficiary, and of all liabilities, levies, attachments, and proceedings of whatsoever kind, at law and equity, and in the case of a married beneficiary, free from control of the spouse of such beneficiary.*
6. *During the continuance of this trust under this Will, the Trustee shall render not less frequently than annually statements of account to the current beneficiary and the remaindermen. If any person entitled to statements hereunder is legally incapacitated, such statements are to be rendered to the guardian of or the individual with whom such person resides. The statement shall show all receipts and disbursements and a list of all assets held as of the closing dates of the accounting.*
7. *It shall not be necessary that the Trustee furnish accounting other than provided for above either during the continuance of*

Page 3 of Codicil Number Two to my Will

Edwin Ford Wilson
EDWINA FORD WILSON

the trusts or upon the termination of the same, and I expressly waive any requirements of law or otherwise that accounting be filed with any court or other public tribunal except upon the written request of any individual having an interest in the trusts or by the voluntary action of the Trustee.

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

IN WITNESS WHEREOF, I have hereunto affixed my signature to this and the other two pages (including the Attestation Clause) hereof, this April 17, 1993.

Edwina Ford Wilson
EDWINA FORD WILSON

WITNESSES:

A. Spina Jicente
Nancy Heard

ATTESTATION CLAUSE

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

A. Spina Jicente
Nancy Heard

Page 4 of Codicil Number Two to my Will Edwina Ford Wilson
EDWINA FORD WILSON *Wils.*



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of December, 1996, at 9:00 o'clock A. M., and was duly recorded on the 20th day of December, 1996, Book No. 29, Page 417.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, A. Spencer Gilbert III, who being by me first duly sworn, states on oath:

EDWINA FORD WILSON exhibited the attached document, dated April 17, 1993, entitled Codicil Number Two to the Last Will and Testament of Edwina Ford Wilson to me as Codicil Number One to her Last Will and Testament; she signed it on such date in my presence and in the presence of each witness whose name appears thereon; she declared it to be Codicil Number Two to her Last Will and Testament; at her request, and in her presence and in the presence of each other, I and each other witness signed the same as witnesses; and

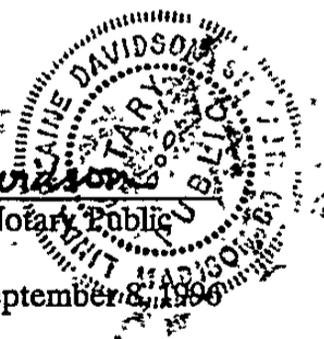
The signature of EDWINA FORD WILSON thereto is her genuine signature and my signature and the signature of the other witness are genuine signatures; and

On said date EDWINA FORD WILSON was of sound and disposing mind and memory, was over the age of twenty-one years and was not acting under constraint of any kind.

A. Spencer Gilbert III
A. Spencer Gilbert III

SWORN TO AND SUBSCRIBED before me, this April 20, 1993.

Linda Elaine Davidson
Linda Elaine Davidson, Notary Public
My commission expires September 8, 1996



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of December, 1996, at 9:00 o'clock A. M., and was duly recorded on the 20th day of December, 1996, Book No. 29, Page 421.



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

CODICIL NUMBER THREE
TO THE
LAST WILL AND TESTAMENT
OF
EDWINA FORD WILSON

FILED
THIS DATE
DEC 20 1996
STEVE DUNCAN
CHANCERY CLERK
BY *Karen Hipp*

I, EDWINA FORD WILSON (also known as EDWINA FORD BARKER WILSON), a resident citizen of Madison County, Mississippi, being of sound mind and disposing memory, do make, publish and declare this Codicil Number Three to my Last Will and Testament dated September 11, 1991, and I hereby republish my said Last Will and Testament as heretofore modified and as herein further changed by this Codicil Number Three.

ARTICLE 1

I amend Article 3 of my Last Will and Testament, as heretofore amended, by substituting therefor in its entirety the following language:

ARTICLE 3

I make the following specific bequests:

1. *I give Fifteen Thousand Dollars (\$15,000.00) to my husband, R. BAXTER WILSON, if he survives me*
2. *In memory of my first husband, NORMAN E BARKER, and his brother, LEWIS A. BARKER, I hereby give Two Thousand Dollars (\$2,000.00) to their stepmother, MRS. RUTH BARKER, presently of Macon, Georgia, if she survives me. If she should predecease me, then this amount is to go to her son, CHARLES BARKER, presently of Macon, Georgia, if he survives me.*

Page 1 of Codicil Three to My Will *Edwina Ford Wilson*
EDWINA FORD WILSON

3. I give One Hundred Thousand Dollars (\$100,000.00) to my stepson, RICHARD B. WILSON, JR., if he survives me
4. I give One Hundred Thousand Dollars (\$100,000.00) to my stepdaughter, MIRIAM WILSON WEEMS, if she survives me.
5. I give Ten Thousand Dollars (\$10,000 00) to my step-grandson, SAM D. KNOWLTON III, if he survives me
6. I give Ten Thousand Dollars (\$10,000.00) to my step-grandson, RICHARD BAXTER WILSON KNOWLTON, if he survives me.
7. I give Ten Thousand Dollars (\$10,000.00) to my sister-in-law NORMASTEL FORD SMITH, if she survives me.
8. I give Ten Thousand Dollars (\$10,000 00) to my niece CAROLYN ANN FORD STEVENS, if she survives me
9. I give Ten Thousand Dollars (\$10,000 00) to my niece NORMASTEL FORD MOSBY, if she survives me.
10. I give Ten Thousand Dollars (\$10,000.00) to my nephew HAROLD ROBERT BARBER, JR., if he survives me
11. I give Ten Thousand Dollars (\$10,000.00) to my nephew EDWIN FORD BARBER, if he survives me.
12. I give Ten Thousand Dollars (\$10,000.00) to my niece HELEN BARBER BOONE, if she survives me
13. I give Ten Thousand Dollars (\$10,000.00) to my friend HELEN PAUL of Tampa, Florida, if she survives me
14. I give Ten Thousand Dollars (\$10,000.00) to my sister-in-law ELIZABETH WILSON (Mrs David B. Wilson), if she survives me
15. I give Ten Thousand Dollars (\$10,000.00) to DANIEL DONALD, if he survives me, in lieu of any fees he may be entitled to as Trustee under any trust created by my Will

16. *I give One Thousand Dollars (\$1,000.00) to BETTY BEASLEY, if she survives me*
17. *I give Five Hundred Dollars (\$500.00) to SEPOLIA AUSTIN if she survives me and is still in my employ at the time of my death.*
18. *I give Five Hundred Dollars (\$500 00) to EULA DAMPEER if she survives me and is still in my employ at the time of my death.*
19. *I reserve the right to make changes to the foregoing specific bequests or to make additional specific bequests by holographic codicil to this Will.*

ARTICLE 2

I amend Article 4 of my Last Will and Testament, as heretofore amended, by substituting therefor in its entirety the following language:

ARTICLE 4

- 1 *If my sister, MAHALA FORD DONALD survives me for thirty days, I give all the rest and residue of my estate IN TRUST NEVERTHELESS, to DANIEL DONALD of Goodman, Mississippi, as Trustee for the benefit of MAHALA FORD DONALD, during her lifetime, and for the benefit of the ultimate distributees, i.e. First Presbyterian Church of Jackson, Mississippi, Belhaven College of Jackson, Mississippi, and French Camp Academy of French Camp, Mississippi. If my sister, MAHALA FORD DONALD, does not survive me for thirty days, I give all the rest and residue of my estate, in equal shares, to First Presbyterian Church of Jackson, Mississippi, Belhaven College of Jackson, Mississippi, and French Camp Academy of French Camp, Mississippi, in memory of my parents as provided in paragraph 3 hereunder.*
- 2 *The Trustee shall hold the property comprising the trust estate and shall invest, reinvest and manage the trust for the sole use and benefit of my Sister during her lifetime The Trustee shall pay all of the net income of the trust to my Sister or for her benefit to provide for her support, maintenance, medical care and welfare*

Page 3 of Codicil Three to My Will Edwina Ford Wilson
EDWINA FORD WILSON

during her lifetime. Any undistributed income remaining in the Trust at her death shall be regarded as part of the Principal. In addition, the Trustee may pay any part or all of the principal of the trust to or for the benefit of my Sister to provide for her comfortable support, maintenance, medical care and welfare during her lifetime.

3 Upon the death of my sister, MAHALA FORD DONALD, the trust created hereby shall terminate and the remaining principal and undistributed income of the trust shall be distributed in equal shares to

(1) First Presbyterian Church of Jackson, Mississippi,

(2) Belhaven College of Jackson, Mississippi (where I and my four sisters received all or part of our higher education), in memory of my parents, EDWIN WILLIAM FORD and ANNIE GRAHAM MECKLIN FORD, and

(3) French Camp Academy of French Camp, Mississippi, in memory of my parents, EDWIN WILLIAM FORD and ANNIE GRAHAM MECKLIN FORD.

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

5 None of the beneficiaries hereunder shall have any power to charge by way of anticipation any interest given to such beneficiary; and any amounts payable to a beneficiary shall be free and clear of any debt, contract, alienation or anticipation of or by that beneficiary, and of all liabilities, levies, attachments, and proceedings of whatsoever kind, at law and equity.

Page 4 of Codicil Three to My Will Edwina Ford Wilson
EDWINA FORD WILSON

6 *During the continuance of this trust under this Will, the Trustee shall render not less frequently than annually statements of account to the current beneficiary and the remaindermen. If any person entitled to statements hereunder is legally incapacitated, such statements are to be rendered to the guardian of or the individual with whom such person resides. The statement shall show all receipts and disbursements and a list of all assets held as of the closing dates of the accounting.*

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

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

IN WITNESS WHEREOF, I have hereunto affixed my signature to this and the other five pages (including the Attestation Clause) hereof this February 24, 1994.

Edwina Ford Wilson
EDWINA FORD WILSON

WITNESSES:

Joanne A. Samson
Richard D. Hambl

Page 5 of Codicil Three to My Will Edwina Ford Wilson
EDWINA FORD WILSON

ATTESTATION CLAUSE

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

Joanne A Samson
Richard D Hamblin

Page 6 of Codicil Three to My Will Edwina Ford Wilson
EDWINA FORD WILSON

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of December, 1996, at 9:00 o'clock A. M., and was duly recorded on the 20th day of December, 1996, Book No. 29, Page 422.



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

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF ~~Hinds~~ ^{Madison}

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Joanne S. Samson and Richard D. Gamblin who each being by me first duly sworn, separately states on oath:

EDWINA FORD WILSON exhibited the attached document, dated February 24, 1994, entitled **Codicil Number Three to the Last Will and Testament of Edwina Ford Wilson** to me as Codicil Number Three to her Last Will and Testament; she signed it on such date in my presence and in the presence of each witness whose name appears thereon; she declared it to be Codicil Number Three to her Last Will and Testament; at her request, and in her presence and in the presence of each other, I and each other witness signed the same as witnesses; and

The signature of EDWINA FORD WILSON thereto is her genuine signature and my signature and the signature of the other witness are genuine signatures; and

On said date EDWINA FORD WILSON was of sound and disposing mind and memory, was over the age of twenty-one years and was not acting under constraint of any kind.

Joanne S. Samson
4330 N. Honeysuckle Lane
Jackson, MS 39211
Richard D. Gamblin
1628 Wilhurst
Jackson, MS 39211

SWORN TO AND SUBSCRIBED before me, this February 24, 1994.

Debra J. Clanton
Notary Public.

My commission expires:

My Commission Expires Jan. 20, 1998



STATE OF MISSISSIPPI; COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20 day of December, 1996 at 9:00 o'clock A M., and was duly recorded on the 20th day of December, 1996, Book No. 27, Page 428.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

FILED
THIS DATE
DEC 20 1996
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

CODICIL NUMBER FOUR
TO THE
LAST WILL AND TESTAMENT
OF
EDWINA FORD WILSON

I, EDWINA FORD WILSON (also known as EDWINA FORD BARKER WILSON), a resident citizen of Madison County, Mississippi, being of sound mind and disposing memory, do make, publish and declare this Codicil Number Four to my Last Will and Testament dated September 11, 1991, and I hereby republish my said Last Will and Testament as heretofore modified by Codicils Number One, Two and Three, and as herein further changed by this Codicil Number Four.

ARTICLE 1

I amend Article 3 of my Last Will and Testament, as heretofore amended, as follows:

1. Section 2 of Article 3 is hereby deleted. Section 2 of Article 3 presently reads as follows.
2. *In memory of my first husband, NORMAN E. BARKER, and his brother, LEWIS A. BARKER, I hereby give Two Thousand Dollars (\$2,000.00) to their stepmother, MRS. RUTH BARKER, presently of Macon, Georgia, if she survives me. If she should predecease me, then this amount is to go to her son, CHARLES BARKER, presently of Macon, Georgia, if he survives me.*
2. Section 3 of Article 3 is hereby amended by substituting the following:
 3. *I give One Hundred Twenty-Five Thousand Dollars (\$125,000.00) to my stepson, RICHARD B. WILSON, JR., if he survives me.*

Page 1 of Codicil Four to My Will *Edwina F. Wilson*
EDWINA FORD WILSON

3. Section 4 of Article 3 is hereby amended by substituting the following:

4. *I give One Hundred Twenty-Five Thousand Dollars (\$125,000.00) to my stepdaughter, MIRIAM WILSON WEEMS, if she survives me.*

4. Section 17 of Article 3 is hereby amended by substituting the following:

17. *I give One Thousand Dollars (\$1,000.00) to LILLIAN WHITE if she survives me and is still in my employ at the time of my death.*

5. Section 18 of Article 3 is hereby amended by substituting the following:

18. *I give One Thousand Dollars (\$1,000.00) to EULA DAMPEER if she survives me and is still in my employ at the time of my death.*

6. Section 19 of Article 3 is hereby amended by renumbering it Section 21.

7. Article 3 is hereby amended by adding thereto the following new Section 19:

19. *I give Five Hundred Dollars (\$500.00) to PAULINE ROGERS if she survives me and is still in my employ at the time of my death.*

8. Article 3 is hereby amended by adding thereto the following new Section 20.

20. *I give Two Thousand Dollars (\$2,000.00) to BETH WILLIAMS if she survives me and has continued to be the Home Health Nurse coming to visit me and my husband at the time of my death.*

ARTICLE 2

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

IN WITNESS WHEREOF, I have hereunto affixed my signature to this and the other two pages (including the Attestation Clause) hereof this March 19, 1996.

Edwina F. Wilson
EDWINA FORD WILSON

WITNESSES:

Joanne A. Jamison
Richard D. Hambl

Page 2 of Codicil Four to My Will *Edwina F. Wilson*
EDWINA FORD WILSON

ATTESTATION CLAUSE

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

Joanne A. Garrison
4330 N. Honeysuckle Lane
Street Address
Jackson, Mississippi 39211
City, State and Zip

Richard D. Hamblin
1628 WILHURST STREET
Street Address
JACKSON MS 39211
City, State and Zip

Page 3 of Codicil Four to My Will Edwina F. Wilson
EDWINA FORD WILSON



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 20th day of December, 1996, at 9:00 o'clock A. M., and was duly recorded on the 20th day of December, 1996, Book No. 29, Page 429.

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

FILED
THIS DATE
DEC 20 1996
STEVE DUNCAN
CHANCERY CLERK
Karen Supp

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, JOANNE S. SAMSON, of 4330 N. HONEYSUCKLE LANE JACKSON, Mississippi 39211, and RICHARD D. GAMBLIN, of 1628 WILHURST STREET JACKSON, Mississippi 39211, who each being by me first duly sworn, separately states on oath:

EDWINA FORD WILSON exhibited the attached document, dated March 19, 1996, entitled **Codicil Number Four to the Last Will and Testament of Edwina Ford Wilson** to me as Codicil Number Four to her Last Will and Testament; she signed it on such date in my presence and in the presence of each witness whose name appears thereon; she declared it to be Codicil Number Four to her Last Will and Testament, at her request, and in her presence and in the presence of each other, I and each other witness signed the same as witnesses, and

The signature of EDWINA FORD WILSON thereto is her genuine signature and my signature and the signature of the other witness are genuine signatures; and

On said date EDWINA FORD WILSON was of sound and disposing mind and memory, was over the age of twenty-one years and was not acting under constraint of any kind.

Joanne A. Samson
Richard D. Gambelin

SWORN TO AND SUBSCRIBED before me, this March 19, 1996.

Debra C. Hinton
Notary Public

My commission expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 21, 2000



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of December, 1996, at 9:00 o'clock A. M., and was duly recorded on the 20th day of December, 1996, Book No 29, Page 432.



STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Supp* D.C.

FILED
THIS DATE
DEC 20 1996
STEVE DUNCAN
CHANCERY CLERK
Karen Supple

LAST WILL AND TESTAMENT
OF
MILDRED G. CREEKMORE

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

ITEM I.

My husband's name is WADE H. CREEKMORE, SR., and he is sometimes referred to herein as "my Spouse." I have two (2) children now living and they are:

WADE H. CREEKMORE, JR., born January 28, 1934; and

JAMES H. CREEKMORE, SR., born May 26, 1937.

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

ITEM II.

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

ITEM III.

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

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

ITEM IV.

To the individuals listed below, I bequeath the following:

A. To my daughter-in-law, BETSY S. CREEKMORE, if she shall survive me, the sum of Twenty Thousand Dollars (\$20,000).

B. To my daughter-in-law, MEREDITH W. CREEKMORE, if she shall survive me, the sum of Twenty Thousand Dollars (\$20,000).

C. To my grandchild, ASHLEY C. MEENA, if she shall survive me, the sum of Five Thousand Dollars (\$5,000).

D. To my grandchild, ELIZABETH C. BYRD, if she shall survive me, the sum of Five Thousand Dollars (\$5,000).

E. To my grandchild, HELEN SIDNEY CREEKMORE, if she shall survive me, the sum of Five Thousand Dollars (\$5,000).

F. To my grandchild, DOLLY CREEKMORE GOINGS, if she shall survive me, the sum of Five Thousand Dollars (\$5,000).

G. To my grandchild, JAMES H. CREEKMORE, JR., if he shall survive me, the sum of Five Thousand Dollars (\$5,000).

H. To my sister, JAMIE HARTSELL, if she shall survive me, the sum of Fifty Thousand Dollars (\$50,000).

I. To my niece, MRS. STANLEY McNULTY, of Pine Bluff, Arkansas, if she shall survive me, the sum of Twenty-five Thousand Dollars (\$25,000).

J. To my niece, MARY CATHERINE GOULD, of Long Island, New York, if she shall survive me, the sum of Twenty Thousand Dollars (\$20,000).

K. To my nephew, JAY GALBRAITH GOULD, of Long Island, New York, if he shall survive me, the sum of Five Thousand Dollars (\$5,000).

ITEM V.

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

ITEM VI.

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

ITEM VII.

I give and bequeath all my household furniture, furnishings, ornamental decorations, silverware, china, pictures, linen, glassware and the like located in my home to my Spouse. If my Spouse does not survive me, I bequeath these items to my Children, in equal shares, per stirpes. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the assets bequeathed under this Item. In such event, the provisions of that memorandum shall be given the same legal effect as if included in this Will and the assets described therein shall be distributed to the named beneficiaries.

ITEM VIII.

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

Will and the property passing outside my Will which do not qualify for the marital or charitable deduction, and after taking account of charges to principal that are not allowed as deductions in computing my federal estate tax. The value as finally fixed in the federal estate tax proceeding relating to my estate shall be used for purposes of such valuations and determinations. It is my intention to convey by this bequest the maximum portion of my estate which, at the time of my death, is exempt from the federal transfer tax because of the application of the unified credit and the credit for state death taxes. However, notwithstanding any provision herein to the contrary, in determining this pecuniary amount, the credit for state death taxes shall be considered only to the extent state death taxes are not thereby incurred or increased. I recognize that no sum may be disposed of by this Item and that the funds so disposed of may be affected by the actions of my Executor in exercising certain tax elections. Any property included in my estate at the time of my death and assigned or conveyed in kind to satisfy this bequest shall be valued for that purpose at the value thereof as of the date or dates of distribution.

ITEM IX.

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

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

1. First, determine the total number of shares of the Potosi Company stock aggregately owned at the time of my death by WADE H. CREEKMORE, JR.; BETSY S. CREEKMORE; ASHLEY C. MEENA; VICTOR H. MEENA, JR.; ELIZABETH C. BYRD; DOUG BYRD;

HELEN SIDNEY CREEKMORE; and the spouse and descendants of each of them. This group of persons shall be known as the "WADE H. CREEKMORE, JR. FAMILY UNIT."

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

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

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

ITEM X.

Notwithstanding the previous provisions of my Will which provide for distribution of my estate, in the event my Spouse does not survive me for at least one hundred seventy-nine (179) days, I direct that my entire estate, other than the specific bequests in

Item IV, be divided into two separate shares. One share shall be distributed to my Spouse and shall be equal to the smallest amount that will cause the estate of my Spouse and my estate to be taxed in the same marginal federal estate tax bracket. The other share shall consist of the balance of my estate and shall be distributed as provided in Item VIII.

ITEM XI.

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

ITEM XII.

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

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

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

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

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

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

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

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

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

I. I authorize my Executor to allocate my generation-skipping transfer tax exemption to and among dispositions of property with respect to which I am the transferor, whether contained in this Will or otherwise, in such manner as my Executor, in my Executor's sole discretion, deems best calculated to secure the most effective utilization of such exemption, based on circumstances and events either known or reasonably foreseeable as of the expiration of the time within which such allocation is required to be made. While equality of treatment among different

beneficiaries should be an important consideration in allocating such exemption, it should not be the sole or even the primary consideration. Any allocation so made by my Executor shall be binding on all persons interested in dispositions with respect to which I am the transferor, and my Executor shall have no liability if, as the result of or in light of subsequent events, the benefits of the exemption fall inequitably, or a different allocation would have protected a higher value of assets from generation-skipping transfer tax.

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 5th day of August, 1994.

Mildred G. Creekmore
MILDRED G. CREEKMORE
TESTATRIX

This instrument was, on the day and year shown above, signed, published and declared by MILDRED G. CREEKMORE 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.

James A. Stone
Witness

of 1237 Dardanelle Dr. Jackson MS
Address

Suzanne A. Hays
Witness

of 5138 Pine Lane Dr. Jackson, MS
Address

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid; each of the undersigned Affiants, who being by me first duly sworn to law, says on oath:

(1) The within Will was subscribed in our presence by MILDRED G. CREEKMORE, the within named Testatrix, on the 5th day of August, 1994.

(2) That the Testatrix was then and there of sound and disposing mind and memory, and above the age of eighteen (18) years.

(3) That each of the undersigned subscribed and attested the within Will as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the Testatrix, and in the presence of each other.

Signature: Janie A. Stone
Name: Janie A. Stone
Address: 1237 Dardanelle Dr.
Jackson, MS 39204
Telephone No.: 601-372-1796

Signature: Susanna A. Hays
Name: Susanna A. Hays
Address: 6438 Pine Lane Dr.
Jackson, MS 39211
Telephone No.: 601-957-7643

Subscribed and sworn to before me by the above-named Affiants on this 5th day of August, 1994.

Carol A. English
NOTARY

My Commission Expires:
My Commission Expires Nov. 8, 1997



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20 day of December, 1996, at 1:50 o'clock P.M., and was duly recorded on the December 20, 1996, Book No. 29, Page 433.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

CODICIL

TO

LAST WILL AND TESTAMENT OF
MILDRED G. CREEKMORE

FILED
THIS DATE
DEC 20 1996
STEVE DUNCAN
CHANCERY CLERK
Steve Duncan

I, MILDRED G. CREEKMORE, an adult resident citizen of the City of Madison, Madison County, Mississippi, being of sound and disposing mind and memory do hereby make, publish and declare this instrument of writing to be a Codicil to the Last Will and Testament made by me on August 5, 1994.

I.

I hereby amend Item IV, Paragraph H. of my said Last Will and Testament to read as follows:

To my sister, JAMIE HARTSELL, if she shall survive me, the sum of Two Hundred Thousand Dollars (\$200,000.00). If she does not survive me, the same sum of Two Hundred Thousand Dollars to her daughter, Mrs. Stanley McNulty, if she shall survive me. If Mrs. Stanley McNulty does not survive me, the same sum of Two Hundred Thousand Dollars to her husband, Stanley McNulty, if he shall survive me.

Except as changed by the above provision, I republish, reaffirm and readopt my said Last Will and Testament of August 5, 1994.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this a Codicil to my Last Will and Testament on this the 30 day of March, 1995.

Mildred G. Creekmore

MILDRED G. CREEKMORE
TESTATRIX

This instrument was, on the date shown above, signed, published and declared by MILDRED G. CREEKMORE to be a Codicil to her Last Will and Testament of MILDRED G. CREEKMORE, in our presence, and we, at her request, have subscribed our names hereto as witnesses in her presence and in the presence of each other.

Janet H. Mann of 1150 Lyncrest Ave Jackson
Witness Address

Helen M. Simmons of 103 Meadowview Ridge Brandon, MS
Witness Address

m g c

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, each of the undersigned Affiants, who being by me first duly sworn to law, says on oath:

(1) The within Codicil was subscribed in our presence by Mildred G. Creekmore, the within named Testatrix, on the 30 day of March, 1995.

(2) That the Testatrix was then and there of sound and disposing mind and memory, and above the age of eighteen (18) years.

(3) That each of the undersigned subscribed and attested the within Codicil as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the Testatrix, and in the presence of each other.

Signature: Janet H Mann
Name: Janet H Mann
Address: 1150 Lyncrest Ave
Jackson, MS 39202
Telephone No.: 601 969-7033

Signature: Helen M Simmons
Name: Helen M Simmons
Address: 103 Meadowview Ridge
Brandon, MS 39042
Telephone No.: 601 992-2165

Subscribed and sworn to before me by the above named Affiants on this the 30 day of March, 1995.

James A. Stone
NOTARY

My Commission Expires:
My Commission Expires Nov. 6, 1997

m s c



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20 day of December, 1996, at 1:50 o'clock P.M., and was duly recorded on the December 20, 1996, Book No. 29, Page 443.

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

STATE OF MISSISSIPPI
COUNTY OF MADISON

MADISON COUNTY, MS
FILED
DEC 27 1996

LAST WILL AND TESTAMENT OF AT 12:20 O'CLOCK P M
TED WILLS STEVE DUNCAN, CHANCERY CLERK
M. Tucker

I, TED WILLS, a resident citizen of Ridgeland, Madison County, Mississippi, being over the age of eighteen and of sound and disposing mind and memory, declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ARTICLE I

I direct that all of my debts, and all expenses of my last illness and funeral and burial expenses and the cost of administration of my estate be paid as soon as practicable after my death out of the principal of my residuary estate.

ARTICLE II

I hereby give, devise and bequeath my estate and all of my property, which I may die seized and possessed, and to which I may become entitled at the time of my death, of whatsoever kind and nature, and wheresoever it may be situated, be it real, personal or mixed, absolutely, unto my son TED DIABIASE and should he not survive me, to his heirs at law.

ARTICLE III

I hereby appoint my son TED DIBIASE, Executor of this my Last Will and Testament; said Executor shall serve without bond, appraisal, inventory or accounting to any Court. I direct that my Executrix shall have all power granted to Trustees under the Uniform Trustees Powers Act and any other power granted by statute or common law of the State of Mississippi, including the power to sell real or personal property at public or private sale without orders of any Court.

IN WITNESS WHEREOF, I have signed, published and declared this instrument as my Last Will and Testament. Signed at Ridgeland, Mississippi, on this the 22nd day of July, 1996

Ted Wills
TED WILLS

WITNESS:

We do hereby certify that TED WILLS, made declared and published the foregoing instrument to be his Last Will and Testament in our presence, and that he signed and subscribed the same as his Last Will and Testament in our presence, especially and expressly requesting us to be the subscribing witnesses, and that we each hereinbelow sign and subscribe our names to his Last Will and Testament in his presence and in the presence of each other, believing TED WILLS to be of sound mind and memory.

Diane woods

Diane Woods

WITNESS:

% DGNB - Clinton

ADDRESS:

Marie P. Thornton

Marie Thornton

WITNESS:

% DGNB - Clinton

ADDRESS:



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 27 day of December, 1996, at 12:20 o'clock P.M., and was duly recorded on the December 20, 1996, Book No. II, Page 445.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

STATE OF MISSISSIPPI

COUNTY OF MADISON

AFFIDAVIT OF WITNESSES TO PROVE WILL

Diane Woods and Marie Thornton,
after being first duly sworn according to law, deposes and says:

1. That they are adult citizens of U.S.A.
2. That they witnessed the execution of the Last Will and Testament of TED WILLS, dated 7-22-96, to which this Affidavit is being made at the request of the Testator.
3. That their signatures are affixed to the said Last Will and Testament. That they signed or affixed the same at the instance and request of the Testator, and in his presence and in the presence of each other, at the place and on the date recited in said Last Will and Testament.
4. That the Testator signed said paper writing as and for his Last Will and Testament, in their sight and presence.
5. That at the time they witnessed said Last Will and Testament, the Testator, was, in their opinion of sound mind.

Diane Woods
WITNESS:

Marie D. Thornton
WITNESS:

SWORN TO AND SUBSCRIBED BEFORE ME ON THIS the 22nd
day of July, 1996..

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Notary Public State of Mississippi At Large
My Commission Expires: July 29, 1997



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 27 day of December, 1996, at 12:20 o'clock P. M., and was duly recorded on the December 27, 1996, Book No. II, Page 447.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

FILED
THIS DATE
JAN 03 1997
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

#97-003

LAST WILL AND TESTAMENT
OF
BETTY L. LYON

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

ARTICLE I.

I have two (2) children now living and they are:

DONNA KAY BROWN, born July 9, 1958; and

DANNY ROBERT BROWN, born March 28, 1961.

They are herein referred to as "my children". In the event I give birth to or adopt a child or children subsequent to the date of execution of this Will, I direct that each child and his or her descendants shall share my estate to the same extent as provided for my children herein named.

ARTICLE II.

I direct that all of my debts and obligations which may be probated and allowed against my estate shall be paid as soon as practicable after my death.

ARTICLE III.

I direct that all estate, inheritance, or other succession taxes incurred by reason of my death, shall be paid by my Executor as soon as practicable after my death.

ARTICLE IV.

I give, devise and bequeath all the rest and residue of the property comprising my estate, of whatsoever kind or character and wheresoever situated, to my children who survive me, and the living

[Signature]

issue, if any, of any child who shall predecease me, in equal shares, per stirpes.

ARTICLE V.

I hereby grant to my Executor the continuing, absolute discretionary power to deal with any property, real or personal, held in my estate, as freely as I might in handling my own affairs. Such powers may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with the Executor shall be required to inquire into the propriety of any of his actions. I expressly confer upon my Executor the specific powers set forth in Mississippi Code Annotated, Section 91-9-101 through Section 91-9-109 (1972), as now enacted or hereafter amended.

ARTICLE VI.

And now, having disposed of my entire estate, I hereby nominate and appoint my attorney and nephew, ROBERT T. HIGGINBOTHAM, JR., as Executor of my estate under this, my Last Will and Testament. In the event ROBERT T. HIGGINBOTHAM, JR. shall predecease me or shall be or become unable or unwilling to serve as Executor, I nominate and appoint my daughter, DONNA KAY BROWN, of Tupelo, Lee County, Mississippi, to serve as Successor Executrix. I direct that neither my Executor nor any Successor Executor or Executrix shall be required to make any bond as Executor; neither shall they be required to make a formal appraisal of my estate or provide an inventory or an accounting to be filed with any court.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 20 day of July, 1994.

Betty L. Lyon
BETTY L. LYON, Testatrix

The foregoing instrument, consisting of this and one (1) preceding page, was signed, published and declared by BETTY L. LYON

to be her Last Will and Testament, in our presence; and we, at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses, this the 20th day of July, 1994.

WITNESSES:

ADDRESSES

Felicia S Wilson
Sharon Z Ryan

1824 Marshall Place
Jackson MS 39213
2113 Pinehaven Dr
Brandon, MS 39042

STATE OF MISSISSIPPI

COUNTY OF Hinds

We Felicia S Wilson and Sharon Z Ryan, the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that if Betty L. Lyon, the Testatrix, on the above date, signed, published, and declared this instrument to be her Last Will and Testament, and that she signed it willingly in the presence of each of us, and at the same time we, at her request, in her presence, and in the presence of each other, signed this Will as witnesses to the Testatrix' signing, and that the Testatrix is above the age of eighteen (18) of sound mind, and under no constrain or undue influence.

SIGNATURES:

NAME, ADDRESS, TELEPHONE NUMBER

Felicia S Wilson
Sharon Z Ryan

1824 Marshall Place
Jackson MS 39213
(601) 981-6621
2113 Pinehaven Dr
Brandon, MS 39042
601/992-5828

SUBSCRIBED AND SWORN TO BEFORE ME by Felicia S Wilson and

Sharon Z Ryan on this 20th day of July, 1994.

Donna Monahan
NOTARY PUBLIC

My Commission Expires:

My Commission expires June 17, 1995



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-3-



STATE OF MISSISSIPPI, COUNTY OF MADISON.

I certify that the within instrument was filed for record in my office this 3 day of January, 1997, at 10:00 o'clock A M, and was duly recorded on the January 3, 1997, Book No 29, Page 448

STEVE DUNCAN, CHANCERY CLERK BY Stacey Hill DC

MADISON COUNTY, MS
FILED

LAST WILL AND TESTAMENT
OF
CHARLES P. McMULLAN

JAN 03 1997
AT 10:00 O'CLOCK A. M.
STEVE DUNCAN, CHANCERY CLERK
By: *Karen Jupp, DC*

KNOW ALL MEN BY THESE PRESENTS, that I, Charles P. McMullan, of Jackson, Hinds County, Mississippi, do hereby make, publish and declare this to be my last will and testament, hereby revoking any and all other wills and testaments made by me, WITNESSETH:

-I-

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

-II-

I hereby nominate, designate, constitute and appoint my beloved wife, Lois R. McMullan, Executrix of this Will, and I hereby relieve her of the necessity of making bond or any other security as such Executrix.

-III-

I hereby give and bequeath unto my beloved wife, Lois R. McMullan, my entire estate, real, personal and mixed in which I may be seized at the time of my death.

-IV-

I direct that after this Will is probated my Executrix be not required to make any reports, inventory or accounting to any Court except when specifically ordered and directed to do so by a Court of competent jurisdiction.

Made, published and declared in the City of Jackson, Hinds County, Mississippi, on this the 11th day of Sept, 1964, in the presence of the witnesses whose names are subscribed hereto.

Charles P. McMullan
Charles P. McMullan

Patricia Coley

Steve Duncan



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 3 day of January, 1996, at 10:00 o'clock A. M., and was duly recorded on the 3rd day of January, 1996, Book No. 29, Page 451.
STEVE DUNCAN, CHANCERY CLERK BY *Karen Jupp* D.C.

MADISON COUNTY, MS

FILED

JAN 03 1997

AT 10:00 O'CLOCK A. M
STEVE DUNCAN, CHANCERY CLERK

By: Karen Fupp, P.C.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

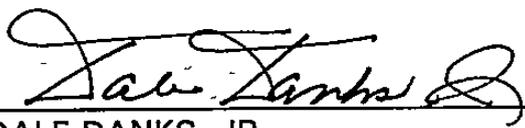
THIS DATE PERSONALLY APPEARED before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named DALE DANKS, JR., who being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Charles P. McMullan, deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 11th day of September, 1964.

(2) That on the 11th day of September, 1964, the said Charles P. McMullan, signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Patricia Coley, the other subscribing witness to said instrument.

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

(4) That this affiant, together with Patricia Coley, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Charles P. McMullan, and in the presence of each other.

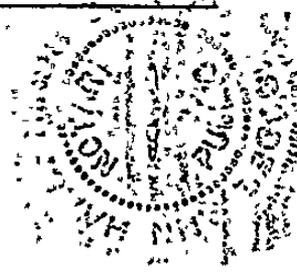


DALE DANKS, JR.

SWORN TO AND SUBSCRIBED before me, this the 8th day of November
1996.

[Signature]
Notary Public

My Commission Expires: 9/9/99



Prepared by:

ERNEST W. STEWART
STEWART & RATCLIFF
105 Executive Dr., Suite B
P. O. Box 2654
Madison, MS 39130-2654
(601) 853-2121
MS BAR No. 7896

c affidavit wit

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 3 day
of January, 1996, at 10:00 o'clock A.M., and was duly recorded
on the 3rd day of January, 1996, Book No. 29, Page 452.



STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

MADISON COUNTY, MS
FILED

JAN 06 1997

AT 10:15 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill, Dr

LAST WILL AND TESTAMENT

OF

MRS. VIVIAN CONE HARPER

I, MRS. VIVIAN CONE HARPER, an adult resident citizen of Madison County, Mississippi, City of Madison, State of Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament and I do hereby revoke any and all Wills and/or Codicils heretofore made by me.

ITEM I

I hereby appoint, nominate and constitute Mrs. Marthajo Bacon, now residing in Hinds County, Raymond, Mississippi, to be the Executrix of this my Last Will and Testament and I waive all bond, inventory, appraisal and accounting insofar as I am legally entitled to waive same. I hereby give and grant unto my said Executrix full and complete right, power and discretion to sell and dispose of any assets in my Estate and convert same to cash, in her sole discretion, and without any bond, appraisal or accounting therefor to any Court or any part whatsoever in any form. If my said friend, Mrs. Marthajo Bacon, be unable to serve as Executrix of this my Will, then I appoint her son, John Bacon, as Executor, with all the same rights, powers and privileges set out herein for my Executrix.

ITEM II

I hereby direct my Executrix or Executor to pay my funeral expenses and 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 Executrix or Executor to pay out of my residuary estate all Federal and State estate, inheritance,

VCH

succession, transfer, or other death taxes which are assessed against my estate or against any beneficiary, including estate and inheritance taxes assessed on account of life insurance proceeds or any other property which shall be included in my gross estate for probate purposes.

ITEM III

I give and bequeath to my friend, Mrs. Marthajo Bacon, if she shall survive me, all of my personal and household effects such as jewelry, clothing, furniture, linens, silver, china, books, my automobile, all pictures and all other personal effects which I own at the time of my death. I have every confidence that Mrs. Bacon will dispose of same as we have discussed and no inventory, accounting, bond or appraisal shall ever be required with regard to same. If the said Mrs. Marthajo Bacon should not survive me, then my Executor shall dispose of said items of personal property in accordance with any memorandum available to them as to my wishes concerning same and in any event all bond, inventory, appraisal and accounting in connection with same are hereby expressly waived.

ITEM IV

I give, devise and bequeath the tract of land comprising Ten (10) acres, more or less, which I own at the intersection of Mississippi Highway #18 and Wells Road to my friend Marthajo Bacon, if same is owned by me at the time of my death, and if said Mrs. Marthajo Bacon survives me; and otherwise shall lapse.

ITEM V

I give and bequeath the sum of One Thousand Five Hundred Dollars (\$1,500.00) to my nephew, Steven Scott Cone; I give and bequeath the sum of One Thousand Five Hundred Dollars (\$1,500.00)

SCC

to my nephew, James Bryan Cone; and I give and bequeath the sum of One Thousand Five Hundred Dollars (\$1,500.00) to my niece Susan Lynn Cone. If any of said three persons be not living at my death, then the bequest to such deceased person shall go to his or her issue per stirpes, if any, otherwise it shall lapse.

ITEM VI

I give and bequeath the sum of Five Hundred Dollars (\$500.00) to the Beta Chapter of Delta Kappa Gamma, a professional sorority of Jackson, Mississippi, of which I am, or have been, a member, to be placed by said sorority in its scholarship fund. My Executrix or Executor may simply pay said account to said sorority and thereby be discharged.

ITEM VII

I request and direct my Executrix or Executor to place a double marker on John Nolan Harper's and my graves like that placed on my Mother and Dad's graves in Lakewood Cemetery at Jackson, Mississippi.

ITEM VIII

I direct that all the rest, residue and remainder of my estate, including all real estate which I own, if any, and all securities, shall be sold by my Executrix or Executor at public or private sale, without any court order, appraisal or accounting of any kind, and the entire residue of my estate shall be distributed and delivered as specified hereinbelow, and I give, devise and bequeath same as follows, to-wit:

A. Ten Per cent (10%) to my godchild, John Huggins Reynolds.

B. Forty per cent (40%) to John Bacon, who is the son of Mrs. Marthajo Bacon.

J E H

C. Fifty per cent (50%) to my long-time friend, Mrs. Marthajo Bacon.

If any of the above parties named in this Item VIII predeceases me, the share of such predeceased party shall lapse and shall be re-allocated and go to those other parties named in this Item who survive me, in the proportions set out above.

WITNESS MY SIGNATURE to this my Last Will and Testament on this the 22nd day of June, 1996.

Vivian Cone Harper
MRS. VIVIAN CONE HARPER

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

Charles A. Carter
[Signature]
WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6 day of January, 1997, at 10:15 o'clock A M., and was duly recorded on the January 6, 1997, Book No. 29, Page 454.

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

FILED

JAN 06 1997

AT 10:15 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill, D.C.IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF MRS. VIVIAN CONE HARPER

NO. 97-006AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named C. BRADLEY CARTER, 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 MRS. VIVIAN CONE HARPER, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament.

(2) That on the 22nd day of June, 1996, the said MRS. VIVIAN CONE HARPER, signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of CHARLES A. CARTER, the other subscribing witness to said instrument.

(3) That the said MRS. VIVIAN CONE HARPER was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

1.

(4) That this affiant, together with CHARLES A. CARTER, 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 MRS. VIVIAN CONE HARPER, and in the presence of each other.

[Handwritten Signature]

C. BRADLEY CARTER

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

[Handwritten Signature]

Notary Public
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES SEPT. 24, 1993

My Commission Expires: _____



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6 day of January, 1997, at 10:15 o'clock A.M., and was duly recorded on the January 6, 1997, Book No. II, Page 458.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

BOOK 29 PAGE 460

MADISON COUNTY, MS

FILED

JAN 06 1997

AT 10:15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hall D.C.

IN THE CHANCERY COURT OF
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF MRS. VIVIAN CONE HARPER

NO. 97-006

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named CHARLES A. CARTER, 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 MRS. VIVIAN CONE HARPER, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament.

(2) That on the 22nd day of June, 1996, the said MRS. VIVIAN CONE HARPER, signed, published and declared said instrument of writing as her Last Will and Testament, in the

presence of this affiant and in the presence of C. BRADLEY CARTER, the other subscribing witness to said instrument.

(3) That the said MRS. VIVIAN CONE HARPER was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with C. BRADLEY CARTER, 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 MRS. VIVIAN CONE HARPER, and in the presence of each other.

Charles A. Carter
CHARLES A. CARTER

SWORN TO AND SUBSCRIBED BEFORE ME, this the _____ day of January, 1997.

Belle Coleman
Notary Public

My Commission Expires: _____

Notary Public State of Mississippi At Large
My Commission Expires: October 31, 1998
BONDED THROUGH MISSISSIPPI STATE BAR



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6 day of January, 1997, at 10:15 o'clock A.M., and was duly recorded on the January 6, 1997, Book No. 29, Page 460.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

JAN 08 1997

BOOK 29 PAGE 462

AT 3:50 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
BY: Stacey Hill, D.C.

Last Will and Testament

I, Dorothy Lee Boutwell, feme sole, a resident of Madison County, Mississippi, above the age of twenty-one years, and of sound, disposing mind and memory, do hereby make, publish, and declare this, my last will and testament, hereby specifically revoking any and all other instruments of like nature, and codicils thereto, heretofore made or purporting to have been made by me.

All property which I may own at the time of my death, however evidenced and wherever situated, I devise and bequeath to my brother, Floyd C. Golden.

I appoint my brother, Floyd C. Golden, Executor of this instrument and expressly relieve him of giving any bond as such.

In testimony whereof, witness my signature this, May 24, 1962, in the presence of the witnesses subscribing hereunto, who have signed as such at my special instance and request, in my presence, and in the presence of each other.

Dorothy Lee Boutwell
Dorothy Lee Boutwell

WITNESSES:

Hermon Dean

James Lee Barron

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 8 day of January, 1997, at 3:50 o'clock P M, and was duly recorded on the January 8, 1997, Book No. 29, Page 462.



STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey Hill* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF DOROTHY LEE BOUTWELL, DECEASED

CIVIL ACTION FILE NO. 97-013

MADISON COUNTY, MS

AFFIDAVIT

FILED

JAN 08 1997

STATE OF MISSISSIPPI

COUNTY OF MADISON

AT 3:50 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill, D.C.

THIS DAY personally appeared before me, the undersigned authority in and for the jurisdiction above mentioned, Don A. McGraw, Jr., who after being duly sworn, makes oath that he has inspected that certain instrument in writing purporting to be the Last Will and Testament of Dorothy Lee Boutwell, Deceased, dated May 24, 1962; and, that he is personally familiar with the handwriting and signature of Herman Dean, and that based upon his personal knowledge of said handwriting and signature, he attests that the handwriting and signature of Herman Dean is genuine as it appears on the document purporting to be the Last Will and Testament of Dorothy Lee Boutwell, dated May 24, 1962, a copy of which is attached to this Affidavit as Exhibit "A".

[Signature]
DON A. McGRAW, JR.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 8th day of January, 1997.

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:

1-21-99
(SEAL)

I:\FIRM\GDHP\ESTATE\BANKS\AFFDON 103

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 8 day of January, 1997, at 3:50 o'clock P M., and was duly recorded on the January 8, 1997, Book No. 29, Page 463.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.



Last Will and Testament FILED

MADISON COUNTY, MS

OF

JAN 13 1997

#97-025

INEZ MILLER WALLACE

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

I, INEZ MILLER WALLACE, an adult resident of Madison County, Mississippi, being of sound and disposing mind and memory and over the age of twenty-one (21) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me.

ARTICLE I.

I declare that I am the wife of HARRIS FAIRCLOTH WALLACE, SR., to whom all references herein to "my husband" relate. I am the mother of HARRIS FAIRCLOTH WALLACE, JR., to whom all references herein to "my son" relate, and MARY JUANITA WALLACE RIDGWAY, to whom all references herein to "my daughter" relate, both of whom all references herein to "my children" relate.

ARTICLE II.

I direct that all of my debts properly probated, allowed and registered against my estate; taxes; all expenses of my last illness; all funeral and burial expenses; and the cost of administration of my estate, be paid as soon as practicable after my death out of my residuary estate passing under this will.

ARTICLE III.

I give, devise and bequeath unto my beloved husband, for and during the period of his widowhood, all my right, title and interest in and to the lot and dwelling house thereon situated which constitutes our present homestead at 127 East North, Canton, Mississippi, with the remainder interest therein, upon the death or remarriage of my said husband, whichever first occurs, passing to my children, in equal shares, or if any child

I. M. W.

be deceased, his or her share, passing to his or her issue or in default of living issue of a deceased child to my surviving child, or if deceased, to his or her issue in equal shares.

I give, devise and bequeath unto my daughter any and all household furniture, carpets, rugs, and other items of household furnishings, ornaments, and accessories situated in said homestead property, with the right to choose and remove any items she so desires prior to the close of the administration on my estate.

ARTICLE IV.

I give and bequeath the following described property to the following named persons:

A. To my son, all my books located in my residence and the sum of One Thousand Dollars (\$1,000.00) in cash.

B. To my daughter, the large ship which I made and which is presently located in my residence, all of my pictures, silverware, chinaware, jewelry, and photographs, and the sum of One Thousand Dollars (\$1,000.00) in cash.

C. To my daughter-in-law, PATRICIA GILCHRIST WALLACE, the sum of One Thousand Dollars (\$1,000.00) in cash.

D. To my son-in-law, WILLIAM BRYANT RIDGWAY, the sum of One Thousand Dollars (\$1,000.00) in cash.

E. To my son-in-law, WILLIAM BRYANT RIDGWAY, in loving memory of my granddaughter, Patricia Ann Ridgway, who died during the year 1980, the sum of One Thousand Dollars (\$1,000.00) in cash. It is my wish that this bequest be used for and towards a memorial of his choice and in memory of my said granddaughter.

F. To my grandchildren, namely, HARRIS FAIRCLOTH WALLACE, III, WILLIAM BRYANT RIDGWAY, JR., MURVYNE GILCHRIST WALLACE, ANITA RUTH RIDGWAY WEST, DOUGLAS WALLACE RIDGWAY, and JAMES LEWIS RIDGWAY, and any afterborn grandchildren of mine, living at my death, the sum of One Thousand Dollars (\$1,000.00) cash each.

G. To my great grandchildren, namely, HARRIS FAIRCLOTH

J. M. W

WALLACE, IV, WILLIAM BRYANT RIDGWAY, III, AMANDA WALLACE, and SHANNON GRACE WEST, and any afterborn great grandchildren of mine, living at my death, the sum of Five Hundred Dollars (\$500.00) cash each.

Should any of the legatees named in this Article of my will predecease me, the bequest and devise to that person or persons shall lapse and pass as a part of my residuary estate hereunder.

ARTICLE V.

I give, devise and bequeath unto my daughter, for the loving care and affection she extended to me after my accident and during my extended convalescence, Seventy-five Percent (75%) of the remainder of all of the corporate stock, cash and bank certificates owned by me at the date of my death, not otherwise disposed of by other Articles of this will.

I give, devise and bequeath unto my son, the remaining Twenty-five Percent (25%) of the remainder of all of the corporate stock, cash and bank certificates owned by me at the date of my death, not otherwise disposed of by other Articles of this will.

These bequests should not be viewed and it is not my intention that these bequests be viewed as favoritism of any kind by me of my daughter over my son. My love has always been and always will be equal of my beloved daughter and son and the difference in these bequests is merely a recognition of the labor, time, effort and love expended by my daughter following my accident which was a particularly difficult period of my life.

ARTICLE VI.

I give, devise and bequeath all of the residue and remainder of my property and estate of every nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this will, all lapsed legacies and devises or other gifts made by this will which fail for any

J. M. W.

reason, hereinafter referred to as my residuary estate, unto my children in equal shares; or if any child be deceased, to his or her issue, per stirpes; or if such deceased child dies without issue, to my surviving child; or if deceased, to his or her living issue.

ARTICLE VII.

In determining the meaning of the words "descendants", "issue" and "children" for the purposes of this will and the trust created herein, adopted children of any person, including myself, shall be treated as though they were natural born children of that person.

ARTICLE VIII.

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

J. M. W.

ARTICLE IX.

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

A. To have all of the specific powers set forth in Mississippi Code Annotated Sections 91-9-101 through 91-9-109 (1972) as now enacted or hereafter amended, save as herein modified.

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

C. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor may presume any securities owned by me at the time of my death to be of investment merit and worthy of retention by my Executor. Such presumption shall not impair the power of sale or exchange or any other powers or discretion given the Executor, but if said securities or any of them are retained by my Executor for the duration of the administration of the estate proceedings or any shorter period of time, my Executor shall not be responsible or liable for any loss or decrease in the value of said

J. M. W.

securities or any of them by reason of such retention. My Executor may also presume that the management of the companies whose securities are held in the estate from time to time should be supported. Such presumption shall not impair the power of voting such securities or any other powers or discretion given my Executor, but if said securities or any of them are voted by my Executor in favor of the management of the respective companies issuing them or in favor of any proposals supported by such management, my Executor shall not be responsible or liable for any act of such management or for the loss or decrease in value of said securities or any of them, or of the estate, by reason of such voting.

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

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

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

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

J. M. E.

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

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

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

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

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

M. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as he may deem advisable (with or without privilege of purchase), including but not limited to oil, gas and mineral leases, and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate administration. With regard to mineral rights, to execute contracts, letter agreements, farm-out agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed in relation thereto. To insure against fire

J. M. W.

or other risk. To make repairs, replacements and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use and to grant easements as he may deem proper; all without court order.

N. Whenever required or permitted to divide and distribute my estate, to make such distribution (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, or any such property, and to do so without regard to the income tax basis of specific property allocated to any beneficiary. In making distributions, I request (but do not direct) that my Executor do so in a manner which will result in the property to be sold to satisfy obligations of my estate having an aggregate income tax basis as close as possible to its aggregate fair market value and, to the extent consistent with this primary objective, do so in a manner which will result in maximizing the increase in basis for federal and state estate and succession taxes attributable to appreciation. I also authorize my Executor, in his absolute discretion, to make in kind and non-prorata distributions under this will if practicable.

O. To employ accountants, attorneys and such agents as he may deem advisable; to pay reasonable compensation for their services and to charge same to (or apportion same between) income and principal as he may deem proper.

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

Q. If any individual among the legatees named or provided for under the foregoing provisions of this will (or under the provisions of any codicil to it hereafter executed by me) shall be a minor at the time of my death, then, and in that event, and notwithstanding any statute or rule of law to the contrary, I

J. M. W.

authorize my Executor to pay or deliver the legacy to which each such minor shall be entitled to the parent or to the legal guardian of such minor or to the person with whom such minor shall then reside, and the receipt of such parent or guardian or person with whom such minor shall then reside shall constitute a full acquittance of my Executor with respect to the legacy so paid or delivered.

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

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

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

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

V. In his sole discretion, if he deems practicable, to disclaim, in whole or in part, on my behalf any interest bequeathed or devised to me or otherwise inherited by my estate.

W. The power, exercisable in his sole discretion, to make any election permitted under the applicable federal income and estate and gift tax laws (including but not limited to converting any corporation to an S-Corporation) and to make such accompanying adjustment between income and principal as he may deem proper. This power also includes, but is not limited to, the power to make the election to recognize gain or loss on the

J. M. W.

distribution of property in kind, as now permitted under Section 643(d)(3) of the Internal Revenue Code of 1986, or as permitted in any later codification.

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

ARTICLE X.

I appoint my grandson, WILLIAM BRYANT RIDGWAY, JR., as Executor of my estate; or if he predeceases me, fails to qualify or otherwise ceases to act, I appoint my daughter, MARY JUANITA WALLACE RIDGWAY, as Successor Executrix. I direct that any and all of the above-named persons serve in said capacities without the necessity of making bond, inventory, accounting or appraisal to any court, to the extent that same may be properly waived under the law.

ARTICLE XI.

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

D. M. W.

ARTICLE XII.

I hereby authorize and empower my husband and my herein-named children or their issue and all other beneficiaries, devisees and legatees of my estate, or if any of said beneficiaries of my estate are deceased, I authorize and empower their executor(s) or executrix(es), to disclaim all or any portion of my estate herein provided for them. To be effective, such disclaimer shall be in writing and shall be delivered to my Executor within the period designated by the Internal Revenue Code effective at the date of my death. Any portion of my estate so disclaimed shall pass as a part of my estate and be distributed in accordance with the provisions of Article VI, as if said person or persons disclaiming had predeceased me.

I, INEZ MILLER WALLACE, have signed this Will which consists of twelve (12) pages, this the 6th day of February, 1987, in the presence of Frank S. Street, Barbara B. Hutchison, and Susanne Shelton, who attested it at my request.

Inez Miller Wallace
INEZ MILLER WALLACE, TESTATRIX

J. M. W.

The above and foregoing Will of INEZ MILLER WALLACE was declared by her in our presence to be her Will and was signed by Inez Miller Wallace in our presence and at her request and in her presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the Will of Inez Miller Wallace on this the 6th day of February, 1987.

Cheryl Sheer of P. O. Box 104
Canton, Mississippi

Swanne Sheer of P. O. Box 104
Canton, Mississippi 39046

Bertina B. Hutchins of P. O. Box 104
Canton, Mississippi 39046

I.M.W.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13 day of January, 1997, at 8:40 o'clock A.M., and was duly recorded on the January 13, 1997, Book No. 29, Page 464.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

Last Will and Testament

OF

INEZ MILLER WALLACE

I, INEZ MILLER WALLACE, an adult resident of Madison County, Mississippi, being of sound and disposing mind and memory and over the age of twenty-one (21) years, do hereby make, publish and declare this to be my First Codicil to the Last Will and Testament heretofore made by me on February 6, 1987, and I do hereby revoke any and all Codicils heretofore made by me to my said Last Will and Testament.

I.

I do hereby revoke ARTICLE IV. of my said Last Will and Testament and do hereby substitute in lieu thereof the following as ARTICLE IV.:

"ARTICLE IV.

I hereby give and bequeath the following legacies to the following persons:

A. To my husband, if he survives me, the sum of Seventy-five Thousand and No/100 Dollars (\$75,000.00).

B. To my son, all my books located in my residence and the sum of One Thousand Dollars (\$1,000.00) in cash.

C. To my daughter, the large ship which I made and which is presently located in my residence, all of my pictures, silverware, chinaware, jewelry, and photographs, and the sum of One Thousand Dollars (\$1,000.00) in cash.

D. To my daughter-in-law, PATRICIA GILCHRIST WALLACE, the sum of One Thousand Dollars (\$1,000.00) in

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cash.

E. To my son-in-law, WILLIAM BRYANT RIDGWAY, the sum of One Thousand Dollars (\$1,000.00) in cash.

F. To my son-in-law, WILLIAM BRYANT RIDGWAY, in loving memory of my granddaughter, Patricia Ann Ridgway, who died during the year 1980, the sum of One Thousand Dollars (\$1,000.00) in cash. It is my wish that this bequest be used for and towards a memorial of his choice and in memory of my said granddaughter.

G. To my grandchildren, namely, HARRIS FAIRCLOTH WALLACE, III, WILLIAM BRYANT RIDGWAY, JR., MURVYNE GILCHRIST WALLACE, ANITA RUTH RIDGWAY WEST, DOUGLAS WALLACE RIDGWAY, and JAMES LEWIS RIDGWAY, and any afterborn grandchildren of mine, living at my death, the sum of One Thousand Dollars (\$1,000.00) cash each.

H. To my great grandchildren, namely, HARRIS FAIRCLOTH WALLACE, IV, WILLIAM BRYANT RIDGWAY, III, AMANDA WALLACE, and SHANNON GRACE WEST, and any afterborn great grandchildren of mine, living at my death, the sum of Five Hundred Dollars (\$500.00) cash each.

Should any of the legatees named in this Article of my will predecease me, the bequest and devise to that person or persons shall lapse and pass as a part of my residuary estate hereunder."

II.

I do hereby revoke ARTICLE V. of my said Last Will and Testament and do hereby substitute in lieu thereof the following as ARTICLE V.:

"ARTICLE V.

I give, devise and bequeath unto my daughter, MARY JUANITA WALLACE RIDGWAY, Fifty Percent (50%) of the

J.M.W

remainder of all of the corporate stock, cash and bank certificates owned by me at the date of my death, not otherwise disposed of by other Articles of this will.

I give, devise and bequeath unto my son, HARRIS FAIRCLOTH WALLACE, JR., Fifty Percent (50%) of the remainder of all of the corporate stock, cash and bank certificates owned by me at the date of my death, not otherwise disposed of by other Articles of this will."

III.

I do hereby revoke ARTICLE X. of my said Last Will and Testament and do hereby substitute in lieu thereof the following as ARTICLE X.:

"ARTICLE X.

I appoint my children, MARY JUANITA WALLACE RIDGWAY and HARRIS FAIRCLOTH WALLACE, JR., as Co-Executors of my estate. In the event HARRIS FAIRCLOTH WALLACE, JR. predeceases me, fails to qualify or otherwise ceases to act, I appoint MURVYNE GILCHRIST WALLACE as Successor Co-Executor. In the event MARY JUANITA WALLACE RIDGWAY predeceases me, fails to qualify or otherwise ceases to act, I appoint WILLIAM BRYANT RIDGWAY, JR. as Successor Co-Executor. It is my intent to have Co-Executors of my estate with one Co-Executor being a member of the Ridgway family and the other Co-Executor being a member of the Wallace family. I direct that any and all of the above-named persons serve in said capacities without the necessity of making bond, inventory, accounting or appraisement to any court, to the extent that same may be properly waived under the law."

IV.

Except as changed above, in all other respects, I ratify,

V. D. W.

confirm and republish all of the provisions of my Last Will and Testament of February 6, 1987.

I, INEZ MILLER WALLACE, have executed this my First Codicil to my Last Will and Testament of February 6, 1987, which First Codicil consists of four (4) pages, this the 11th day of May, 1987, in the presence of Frank S. Street, Susanne Shelton, and Betty W. Woods, who attested it at my request.

Inez Miller Wallace
INEZ MILLER WALLACE

This instrument was, on the date shown above, signed, published and declared by INEZ MILLER WALLACE, to be a Codicil to her Last Will and Testament of February 6, 1987, in our presence, and we, at her request, have subscribed our names hereto as witnesses in her presence and in the presence of each other.

Frank S. Street of P. O. Box 104
Canton, MS 39046

Susanne Shelton of P. O. Box 104
Canton, MS 39046

Betty W. Woods of P. O. Box 104
Canton, MS 39046

I, M. W.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13 day of January, 1997 at 8:40 o'clock A.M., and was duly recorded on the January 13, 1997, Book No. 29, Page 476.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF INEZ MILLER WALLACE
DECEASED

CIVIL ACTION, FILE NO. 97-025

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

FILED
THIS DATE
JAN 13 1997
STEVE DUNCAN CHANCERY CLERK
BY <i>[Signature]</i>

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Betty Woods, 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 dated May 11, 1987 purporting to be a First Codicil to the Last Will and Testament of Inez Miller Wallace, Deceased, who was personally known to the affiant, and whose signature is affixed to such instrument;

(2) That on May 11, 1987, Inez Miller Wallace signed, published and declared the instrument of writing as a First Codicil to her Last Will and Testament, in the presence of this affiant and in the presence of Frank Street and Suzanne Shelton the other subscribing witnesses to the instrument.

(3) That Inez Miller Wallace was then of sound and disposing mind and memory, was above the age of eighteen (18) years, and did not appear to be acting under duress or undue influence.

(4) That this affiant, together with Frank Street and Suzanne Shelton, subscribed and attested the instrument as witnesses to the signature and publication thereof, at the special instance, request, and in the presence of Inez Miller Wallace and in the presence of each other.

Betty Woods
BETTY WOODS

SWORN TO AND SUBSCRIBED BEFORE ME, this 26 day of Nov, 1996.

Katherine Grantham
NOTARY PUBLIC

My Commission Expires At Large
Notary Public State of Mississippi
My Commission Expires April 3, 1998
BONDED THRU HEIDEN-MARCHETTI, INC.

T. CALVIN WELLS (MBN 7103)
A. M. EDWARDS, III (MBN 5478)
WELLS, MOORE, SIMMONS, & NEELD, PLLC
1300 Deposit Guaranty Plaza
P. O. Box 1970
Jackson, Mississippi 39215
(601) 354-5400

31HAMB-ESTIWALLACEAFFI-SUB COD



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13 day of January, 1997, at 8:40 o'clock A.M., and was duly recorded on the January 13, 1997, Book No. 29, Page 480.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF INEZ MILLER WALLACE
DECEASED

CIVIL ACTION, FILE NO. 97-025

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

FILED
THIS DATE
JAN 13 1997
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Barbara B. Hutchison Power, being one and the same person as Barbara B. Hutchison, 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 dated February 6, 1987 purporting to be the Last Will and Testament of Inez Miller Wallace, Deceased, who was personally known to the affiant, and whose signature is affixed to such instrument;

(2) That on February 6, 1987, Inez Miller Wallace 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 Frank Street and Suzanne Shelton the other subscribing witnesses to the instrument.

(3) That Inez Miller Wallace was then of sound and disposing mind and memory, was above the age of eighteen (18) years, and did not appear to be acting under duress or undue influence.

(4) That this affiant, together with Frank Street and Suzanne Shelton, subscribed and attested the instrument as witnesses to the signature and publication thereof, at the special instance, request, and in the presence of Inez Miller Wallace and in the presence of each other.

Barbara B. Hutchison Power
BARBARA B. HUTCHISON POWER

SWORN TO AND SUBSCRIBED BEFORE ME, this 26th day of November, 1996

Katherine Grantham
NOTARY PUBLIC

My Commission Expires:
Notary Public State of Mississippi At Large
My Commission Expires: April 3, 1998
BONDED THRU HEIDEN MARCHETTI, INC.

T. CALVIN WELLS (MBN 7103)
A. M. EDWARDS, III (MBN 5478)
WELLS, MOORE, SIMMONS, & NEELD, PLLC
1300 Deposit Guaranty Plaza
P. O. Box 1970
Jackson, Mississippi 39215
(601) 354-5400

31HAME-ESTIWALLACEIAFFI-SUB WIT

-2-



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13 day of January, 1997, at 8:40 o'clock A.M., and was duly recorded on the January 13, 1997, Book No. 29, Page 482.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

FILED

LAST WILL AND TESTAMENT

JAN 13 1997

OF

AT 9:15 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

HATTIE LEE NICHOLS

By: *Stacey Hill, Jr.*

I, HATTIE LEE NICHOLS, of 300 Boyd Street, Canton, Madison County, Mississippi, being of sound and disposing mind and memory, realizing the uncertainty of life and the certainty of death, do hereby make, publish and declare this to be my Last Will and Testament and revoke any and all other Wills or Codicils heretofore made by me.

I.

I hereby appoint, nominate, and constitute my granddaughter, Yvette M. Johnson, of 854 Webster Street, Cedar Hill, Texas 75104, as Executrix of this my Last Will and Testament and my estate. I direct that my Executrix shall not be required to enter into any bond as such Executrix, and I direct that no bond, appraisal, inventory or accounting be required insofar as the same can be legally waived.

II.

I give, devise and bequeath all of my property, real, personal or mixed of whatsoever kind or character and wheresoever situated, to my children, Dorothy L. Love of 142 Dampier Road, Canton, Mississippi and Maggie L. Johnson of 813 West North Street, Canton, Mississippi, in equal shares, to share and share alike.

IN WITNESS WHEREOF, I do hereby sign, publish and declare this as my Last Will and Testament in the presence of the persons witnessing it at my request, on this 19 day of February, 1992.

Hattie Lee Nichols
HATTIE LEE NICHOLS

Page 1 of my Will: *Hattie Lee Nichols*

Witness: *Fern W. Anderson*

Witness: *Levone C. Quok*

ATTESTATION

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

This, the 19th day of February, 1992.

Fern W. Anderson

WITNESS

604 Heather Ln

ADDRESS

Jackson, MS 39204

Sharon C. Cusby

WITNESS

P.O. Box 81

ADDRESS

Sharon, MS 39163

Page 2 of my Will: Hattie Lee Nichols



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13 day of January, 1997, at 9:15 o'clock A.M., and was duly recorded on the January 13, 1997, Book No. 29, Page 484.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF
THE ESTATE OF HATTIE LEE NICHOLS, DECEASED

NO. 96-834

AFFIDAVIT OF SUBSCRIBING WITNESS

MADISON COUNTY, MS

FILED

JAN 13 1997

STATE OF MISSISSIPPI

COUNTY OF Madison

AT 9:15 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: *[Signature]*

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named FERN W. ANDERSON, and who being by me first duly sworn according to the law, says on oath:

(1) That the affiant is the subscribing witness to an instrument of writing purporting to be the Last Will and Testament of HATTIE LEE NICHOLS, Deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 19th day of February, 1992.

(2) That on the 19th day of February, 1992, the said HATTIE LEE NICHOLS, 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 Levonne C. Ousley, the other subscribing witness to the instrument.

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

(4) That the affiant subscribed and attested said instrument as witness to the signature and publication thereof, at the special instance and request, and in the presence of said HATTIE

LEE NICHOLS and in the presence of Levonne C. Ousley, the other subscribing witness to the instrument.

Fern W. Anderson
FERN W. ANDERSON

SWORN TO AND SUBSCRIBED BEFORE ME, this 17th day of October, 1996.

Hertistine C. Latimer
HERTISTINE C. LATIMER
NOTARY PUBLIC
MADISON COUNTY, MISSISSIPPI

My Commission Expires:
NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES April 28, 1997
COMBEE THRU HEIDEN MARCHETTI, INC.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13 day of January, 1997, at 9:15 o'clock A.M., and was duly recorded on the January 13, 1997, Book No. 29, Page 486.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF
THE ESTATE OF HATTIE LEE NICHOLS, DECEASED

NO. 96-824

AFFIDAVIT OF SUBSCRIBING WITNESS

MADISON COUNTY, MS
FILED

JAN 13 1997

AT 9:15 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: Stacy Hill, p.c.

STATE OF MISSISSIPPI
COUNTY OF Madison

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named LEVONNE C. OUSLEY, and who being by me first duly sworn according to the law, says on oath:

(1) That the affiant is the subscribing witness to an instrument of writing purporting to be the Last Will and Testament of HATTIE LEE NICHOLS, Deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 19th day of February, 1992.

(2) That on the 19th day of February, 1992, the said HATTIE LEE NICHOLS, 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 Fern W. Anderson, the other subscribing witness to the instrument.

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

(4) That the affiant subscribed and attested said instrument as witness to the signature and publication thereof, at the special instance and request, and in the presence of said HATTIE

LEE NICHOLS and in the presence of Fern W. Anderson, the other subscribing witness to the instrument.

Levonne C. Ousley
LEVONNE C. OUSLEY

SWORN TO AND SUBSCRIBED BEFORE ME, this 15th day of October,

1996.

Hertistine C. Latimer
NOTARY PUBLIC
MADISON COUNTY, MISSISSIPPI

My Commission Expires:
NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES April 28, 1997
BONDED THRU HEIDEN-MARCHETTI, INC.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13 day of January, 1997, at 9:15 o'clock A.M., and was duly recorded on the January 13, 1997, Book No. 29, Page 488.

STEVE DUNCAN, CHANCERY CLERK

BY: Jacques Hill D.C.

JAN 14 1997

Last Will and Testament

 AT 8:30 O'CLOCK A. M.
 STEVE DUNCAN, CHANCERY CLERK

 By: *Karen Supp, D.C.*

OF

JEAN H. PAYNE

I, JEAN H. PAYNE, an adult resident citizen of Madison County, Mississippi, being above the age of twenty-one years and of sound and disposing mind and memory, do hereby make, publish and declare this instrument as my Last Will and Testament, hereby expressly revoking all other wills and codicils thereto heretofore made by me.

FIRST: I hereby name, constitute and appoint my daughter, Janice Payne Stegall, as Executrix of my Last Will and Testament, and direct that she be allowed to act without the necessity of posting bond to insure the faithful performance of her duties as such executrix, and further waive a formal appraisal of my estate. In the event Janice has predeceased me, or is unwilling or unable to act for any reason whatsoever, I hereby name, constitute and appoint my daughter, Marsha as an alternate Executrix, and direct that she be allowed to act under the same terms and conditions imposed upon my daughter, Janice.

SECOND: I hereby direct my executrix to pay all my just debts which may be probated, registered and allowed against my estate, including expenses of my last illness and burial as soon after my death as may conveniently be done.

THIRD: I hereby give, devise and bequeath all my property, whether the same is real, personal or mixed, and wheresoever the same may be situated to my two daughters, Janice Payne Stegall and Marsha Passons, share and share alike, or to their issue, per stirpes.

In the event my daughter, Marsha, has predeceased me, then I hereby give, devise and bequeath her share of all my property to my daughter, Janice, in trust nevertheless, for the use and benefit of Marsha's children, said trust to continue until the youngest child reaches the age of twenty-one years. During such time as the children are minors, I hereby direct that if any property is sold, that all proceeds from the sale of such property be placed in trust until such time as the youngest child reaches the age of twenty-one years, and upon the occurrence of that event, all proceeds to be divided equally among Marsha's children.

FOURTH: In the event my daughter, Janice, has predeceased me, I hereby give, devise and bequeath one-half of my property, whether the same is real, personal or mixed to her husband, Michael A. Stegall. This provision shall not be effective in the event that

Janice and Michael were not married at the time of my death.

FIFTH: This document shall be construed and interpreted according to the laws of the State of Mississippi, where this will is executed, and its validity and validity of any profision contained herein shall be determined by and in accordance with the laws of such state.

IN WITNESS WHEREOF, I do hereby sign, seal, publish and declare this instrument to be my Last Will and Testament in the presence of the persons witnessing it at my request, this the 22nd day of June, 1982.

Jean H. Payne
JEAN H. PAYNE

Angela K. Bates residing at Rt. 3, Yazoo City, MS

Ronald M. Kirk residing at Flora, MS 39071

CERTIFICATE

WE, Angela K. Bates and Ronald M. Kirk hereby certify that we witnessed the signature of Jean H. Payne to her Last Will and Testament, which she declared to be her Last Will and Testament, and we, at her request, subscribed our names thereto as witnesses of this fact and at that time she was over the age of twenty-one years, and was of sound and disposing mind, memory and understanding.

All done on ths the 22nd day of June, 1982.

Angela K. Bates residing at Rt. 3, Yazoo City, MS

Ronald M. Kirk residing at Flora, MS 39071

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14 day of January, 1997, at 8:30 o'clock A. M., and was duly recorded on the 14th day of January, 1997, Book No. 29, Page 490.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Ronald M. Kirk, who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Jean H. Payne, and that the said Jean H. Payne, published and declared said instrument to be her Last Will and Testament on the 22nd day of June, 1982, in the presence of this affiant and Angela K. Bates, the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of twenty-one (21) years; that this affiant and Angela K. Bates subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testatrix, and in the presence of each other.

Ronald M Kirk
RONALD M. KIRK

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 17th day of December, 1996.

Susan Co. Phillips
NOTARY PUBLIC

My commission expires:
6/4/98



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14 day of January, 1997, at 8:30 o'clock A.M., and was duly recorded on the 14th day of January, 1997, Book No. 29, Page 492.

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

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Angela K. Bates, who by me being first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Jean H. Payne, and that the said Jean H. Payne, published and declared said instrument to be her Last Will and Testament on the 22nd day of June, 1982, in the presence of this affiant and Ronald M. Kirk, the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of twenty-one (21) years; that this affiant and Ronald M. Kirk subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testatrix, and in the presence of each other.

Angela K. Bates
ANGELA K. BATES

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

December, 1996.

Ronald M Kirk
NOTARY PUBLIC

My commission expires:

11/20/99

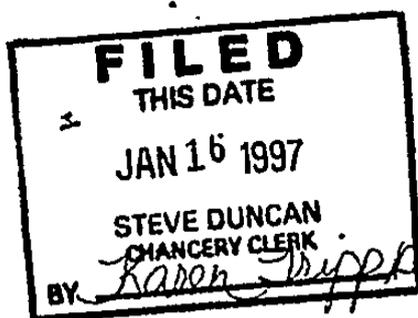


STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14 day of January, 1997, at 8:30 o'clock A M., and was duly recorded on the 14th day of January, 1997, Book No. 29, Page 492.

STEVE DUNCAN, CHANCERY CLERK

BY Karen Supp D.C.

LAST WILL AND TESTAMENT

I, Louise Harthcock Abernathy, being over the age of 21 years and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all former wills by me heretofore made.

Item I. I hereby give and devise to my children, Mac W. Abernathy, Merilyn Martin and Swayze Clark, in the proportions hereinafter set out, my residence on Kearney Park Road in which I now live and which constitutes my home and the approximately 2 1/2 acres of land upon which my residence is located: to Mac W. Abernathy an undivided one-half interest, to Merilyn Martin an undivided one-fourth interest, and to Swayze Clark an undivided one-fourth interest. I do hereby provide, however, that my daughter, Merilyn Martin, shall have the option to purchase the interest in said property devised to Mac W. Abernathy for the sum of \$15,000.00 and she shall have the option to purchase the interest devised to Swayze Clark for the sum of \$7,500.00, said options to be exercised within six months following the date on which this will is admitted to probate.

Item II. I do hereby give, devise and bequeath to Mac W. Abernathy, Merilyn Martin and Swayze Clark all the rest and residue of my property, share and share alike.

Item III. I hereby nominate and appoint my son, Mac W. Abernathy, as Executor of this my Last Will and Testament and hereby order and direct that he be not required to make bond as Executor, nor shall he be required to make any inventory or appraisal of my estate, nor shall he be required to report or account to any court as Executor.

IN WITNESS WHEREOF, I have hereunto set my hand, this the

22nd day of December, 1987.

WITNESSES:

Danna S. Harper

[Signature]

Louise Harthcock Abernathy
Louise Harthcock Abernathy

ATTESTATION

The foregoing instrument was on this 2nd day of December, 1987, subscribed at the end thereof by Louise Harthcock Abernathy, the above named testatrix, and by her signed, published and declared to be her Last Will and Testament in the presence of us and each of us, who thereupon, at her request, in her presence, and in the presence of each of us and each other, have hereunto subscribed our names as attesting witnesses thereto, and we further certify that at the time of the execution of said instrument that the testatrix, the said Louise Harthcock Abernathy, was of sound and disposing mind and over the age of 21 years.

Donna S. Harper
[Signature]



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day of January, 1997, at 12:35 o'clock P.M., and was duly recorded on the January 16, 1997, Book No. 29, Page 494.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

MADISON COUNTY, MS

FILED

JAN 16 1997

AT 12:35 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Supp, Jr.*

IN THE MATTER OF THE ESTATE OF
LOUISE HARTHCOCK ABERNATHY,
DECEASED

CIVIL ACTION NO. 97-033

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF YAZOO

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

1. This Affiant is one of the Subscribing Witnesses to an attached instrument of writing purporting to be the Last Will and Testament of LOUISE HARTHCOCK ABERNATHY, deceased, who was personally known to the Affiant, and whose signature is affixed to the Last Will and Testament dated the 22nd day of December, 1987

2. That on the 22nd day of December, 1987, LOUISE HARTHCOCK ABERNATHY signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the undersigned Affiant, and also in the presence of JOHN S. HOLMES, the other Subscribing Witness to the instrument

3. LOUISE HARTHCOCK ABERNATHY was then and there of sound and disposing mind and memory and well above the age of twenty-one years.

4 That this Affiant and JOHN S HOLMES subscribed and attested said instrument, as witnesses to the signature and publication thereof, and at the special instance and request of, and in the presence of the said LOUISE HARTHCOCK ABERNATHY, and in the presence of each other.

5 And further, your Affiant says naught.

Donna S. Harper
DONNA S. HARPER

SWORN TO AND SUBSCRIBED BEFORE ME on this the 10th day of Jan, 1997.

Ronald M. Kutz
NOTARY PUBLIC

MY COMMISSION EXPIRES

7/20/99



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day of January, 1997, at 12:35 o'clock P.M., and was duly recorded on the January 16, 1997, Book No. 29, Page 496.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

FILED

JAN 17 1997

BOOK 29 PAGE 498

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

By: Karen Supp, D. C.

LAST WILL AND TESTAMENT OF ESSIE RAY WALLACE

#97-024

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

ARTICLE I.

I give, devise and bequeath all of my property, real and personal, of whatsoever kind and wheresoever situated, to my children, Mrs. Nell Gober, Mrs. Alyne Gamra, Mrs. Rogena Moore, Luther E. Wallace, John M. Wallace, and William A. Wallace, share and share alike, but if any of my children should predecease me, then to the issue of such deceased child or children; per stirpes.

ARTICLE II.

I nominate and appoint Mrs. Nell Gober, Flora, Mississippi, as Executrix of my Will and estate, and I direct that it shall not be required to enter into any bond as such Executrix, and I hereby waive the necessity of having a formal appraisement made of my estate.

ARTICLE III.

In the event that Mrs. Nell Gober should be unable to serve as Executrix of my Will and estate, or should be disqualified as such, then I nominate and appoint John M. Wallace, Jackson, Mississippi, to be Executor of my Will and estate, and I direct that it shall not be required to enter into any bond as such Executor, and I hereby waive the necessity of having a formal appraisement made of my estate.

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

29th day of October, 1971.

Essie Ray Wallace
ESSIE RAY WALLACE

BOOK 29 PAGE 499

THIS INSTRUMENT was, on the date shown above, signed, published and declared by ESSIE RAY WALLACE to be her Last Will and Testament in our presence, and we, at her request, have subscribed our names hereto as witnesses in her presence and in the presence of each other.

James H. Sumner
Gene R. Sumner

PAGE 2

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17 day of January, 1997, at 10:15 o'clock A.M., and was duly recorded on the January 17, 1997, Book No. 29, Page 498.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.