

MADISON COUNTY, MS

BOOK 30 PAGE 01

DRAFT  
3/5/92

**FILED**

LAST WILL AND TESTAMENT

99510

JUL 14 1997

AT 9 O'CLOCK 4 M  
STEVE DUNCAN, CHANCERY CLERK

OF

*mfuck*

JOHN TITCOMB

I, John Titcomb, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, over the age of eighteen (18) years, and not acting under duress or undue influence, 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.

I appoint Gloria M. Titcomb as Executor of my estate under this Will. I direct my Executor to pay all of my just debts and obligations which may be properly probated, registered and allowed against my estate; all taxes properly payable by my estate; and the cost of administration of my estate as soon as practical after my death. Except as otherwise provided herein, all such payments shall be paid out of my residuary estate.

ITEM II.

My wife is Gloria M. Titcomb and is sometimes referred to herein as "my wife". I have three (3) children now living and they are:

- Robert R. Titcomb, born Aug 25, 1953;
- Lisa Louise Titcomb, born OCT 12 and
- Vickie Lynn Titcomb, born MAR 9, 1955.

ITEM III.

I devise and bequeath to my wife, Gloria, if she survives me, any interest I may own in our residence which is occupied by us as a family home, including any land adjacent thereto and used as a part of our homestead, all subject to any indebtedness that may be secured by such residence. If my wife does not survive me, I devise and bequeath my interest in our home to the "John Titcomb Family Trust" created by the provisions of Item VII. of this Will,

to be held, administered and distributed according to the terms of that trust.

ITEM IV.

A. I give and bequeath to my wife, Gloria, if she survives me, all of my tangible personal property (except cash or securities on hand or on deposit and the tangible personal property used in connection with any business in which I am engaged or own), including my automobiles, clothing, books, jewelry, sporting equipment and other similar personal effects.

B. I give and bequeath to my wife, Gloria, if she survives me, all household furniture, furnishings, ornamental decorations, silverware, china, pictures, linens, glassware and the like located in our home.

C. If my wife does not survive me, I give and bequeath to my children, in equal shares, all my tangible personal property described in this Item. If any child does not survive me, such child's share of this property shall be distributed to his or her surviving children, or if none to my other children. The share of such property for any child who is a minor shall be held by the guardian of such minor child until the child reaches the age of twenty one (21) years.

D. I give and bequeath to those persons who shall become the owners of the property bequeathed by this Item all policies of insurance, including any outstanding claim, insuring such property.

ITEM V.

A. After the payment of any debts, obligations and expenses of my estate other than estate taxes, I devise and bequeath to the "John Titcomb Family Trust" created by Item VII. of this Will, to be held, administered and distributed according to the terms of that trust, the largest amount, if any, which can pass free of federal estate tax by reason of the unified transfer tax credit and the state death tax credit allowable to my estate, reduced by the

value for federal estate tax purposes of all other property includible in my federal gross estate, including taxable transfers since 1976, which passes under other provisions or outside of this Will and which does not qualify for the estate tax marital deduction under the law in effect at the date of my death.

B. As used herein, the term "taxable transfers" shall mean transfers made by me that are subject to the transfer tax provided for in Section 2001 of the Internal Revenue Code of 1986, as amended. In computing the amount of this bequest, the term "value" shall mean the value as finally determined for federal estate tax purposes.

C. The amount determined above shall be increased by an amount which will allow my estate to receive the maximum benefit from the Credit for State Death Taxes provided by Section 2011 of the Internal Revenue Code of 1986, as amended. However, this increase shall not cause the total of this bequest to exceed the maximum amount on which there would be no federal estate tax due on my estate.

D. It is my intention to convey by this bequest the maximum portion of my estate which, under the transfer tax law in effect at the time of my death, may pass to beneficiaries other than my wife, but which because of the application of the credits available to my estate will result in no federal estate tax being owed by my estate.

#### ITEM VI.

A. I give, devise and bequeath to my wife, Gloria, if she survives me, all the rest and residue of the assets of my estate of every nature and kind wheresoever situated, including property acquired after the execution of this Will and all lapsed legacies and devises. None of the assets hereby conveyed to my wife shall be used for the payment of any estate or inheritance taxes that become payable upon or by reason of my death.

B. My wife shall have the right to disclaim all or any part of her interest in any property which I have devised or bequeathed to her, whether outright or in trust. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be delivered to the Executor of my estate 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. The Executor may file such disclaimer in the Court in which my estate is being probated. If my wife disclaims in whole or in part, the property in which she disclaims her interest shall be distributed according to the provisions of Item VII. of this Will.

C. If my wife does not survive me, I devise and bequeath the residue of my estate to the "John Titcomb Family Trust" created by Item VII. of this Will to be held, administered and distributed according to the terms of that trust.

#### ITEM VII.

From the assets conveyed by Item V. hereof, my Executor shall first pay any and all estate and inheritance taxes payable by my estate, regardless of whether such taxes are attributable to property included in my probate estate or to property passing outside of my probate estate either by operation of law, by contract or otherwise. The remainder of those assets shall be held by Robert Titcomb, as Trustee, under the terms hereafter set forth, for the benefit of my wife, my children, and my other descendants. The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

A. The Trustee may distribute to or for the benefit of my wife, my children, and my other descendants (but not necessarily in equal shares) as much of the net income as the Trustee deems advisable for the education, support, maintenance and health of any of the beneficiaries; for the maintenance of the beneficiaries'

accustomed standard of living; or for any medical, hospital or other institutional care of any of the beneficiaries. These distributions shall be made in such proportions, amounts, and intervals as the Trustee determines. Any income not distributed shall be added to principal and shall be distributed according to the provisions of Item VII. of this Will.

B. In addition to the income distributions, the Trustee may distribute to or for the benefit of my wife, my children, and my other descendants (but not necessarily in equal shares) as much principal as the Trustee deems advisable for the education, support, maintenance and health of any of the beneficiaries; for the maintenance of the beneficiaries' accustomed standard of living; or for any medical, hospital or other institutional care of any of the beneficiaries. These distributions shall be made in such proportions, amounts and intervals as the Trustee determines. In considering principal distributions, the Trustee shall consider the needs of each of the beneficiaries and the funds available to each of them from other sources.

C. In exercising discretion as to the beneficiaries to whom distributions of income and principal are to be made, the Trustee (1) shall consider my wife as the primary beneficiary of this trust and shall consider her needs above those of the other beneficiaries; and (2) shall provide more for those beneficiaries having greater needs. Before making distributions of income or principal to my children or other descendants, the Trustee shall counsel with my wife to determine the needs of the beneficiaries; however, the decision of the Trustee shall be final.

D. I desire for my children and other descendants to be treated impartially and without favoritism; nevertheless, realizing that the needs of the beneficiaries may vary, I specifically direct that the Trustee need not treat the beneficiaries equally in making expenditures of income and principal to or for their benefit. The

Trustee shall be impartially guided by the needs of each of my beneficiaries as those needs are presented. I give this broad discretion to the Trustee to act at all times in the best interest of all of my beneficiaries as the Trustee may deem advisable.

E. After the death of my wife and the completion of the administration of her estate, the Trustee shall divide the assets of this trust into equal and separate shares, one share for each of my then living children, and one share for each child of mine who is then deceased but who is survived by children. The Trustee shall distribute to each of my living children the shares created for such child. Each share created for the children of a deceased child of mine shall continue to be held as a separate trust for such children.

F. The net income and/or principal of each separate trust created in Paragraph E. may be distributed to or for the benefit of the beneficiaries of each separate trust in such proportions and at such intervals as the Trustee determines advisable for the education, support, maintenance, health and medical needs of such beneficiaries as set forth in Paragraphs A. and B. above.

G. The assets of any trust created for the children of a deceased child of mine shall be distributed to such children, per stirpes, when youngest of such children attains the age of twenty one (21) years. However, if any child dies prior to receiving his or her share of the trust, such share shall be distributed to such child's descendants, per stirpes. If all such children die prior to final distribution of the trust, with none survived by descendants, the assets of the trust shall be distributed to my other children or the trusts created for the descendants of my other children to be administered and distributed according to the provisions of any such trust or distributed outright to any descendant who has received a distribution from his or her trust.

H. Notwithstanding any other provisions herein to the contrary, if in the sole and complete judgment of the Trustee, a beneficiary (at any time such beneficiary would otherwise be entitled to receive a distribution of principal from the trust estate) shall not have manifested the ability which would qualify such beneficiary prudently to use and conserve the principal of the trust estate provided to be distributed to such beneficiary, the Trustee is fully authorized and directed to withhold and defer the delivery and conveyance of any part or all of such principal distribution until the Trustee shall deem such beneficiary to be qualified to prudently use and conserve such assets. Any principal so retained shall continue to be administered as an integral part of the beneficiary's trust estate and may thereafter, in the discretion of the Trustee, be paid over and delivered to such beneficiary in whole or in part and from time to time as and when the Trustee has determined such beneficiary is qualified to prudently use and conserve the assets so distributed.

I. None of the principal or income of this trust shall be liable for the debts or obligations of any beneficiary or be subject to seizure by creditors of any beneficiary. No beneficiary shall have any power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of his or her interest in the trust funds or the income produced from the funds.

J. If all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, upon the death of the survivor of them, the assets shall be distributed outright and free of any trust to my heirs at law, determined at the date of such distribution in accordance with the intestacy laws then in effect in the State of Mississippi.

K. Upon distribution of all of the assets of this trust to the beneficiaries this trust shall terminate.

L. The trust created in this Item shall be designated and known as the "John Titcomb Family Trust". After the trust is divided into separate shares, each such continuing trust shall be designated and known by the name of the beneficiary or beneficiaries thereof.

ITEM VIII.

A. Unless otherwise provided herein, the terms "trust" and "trusts" may be used interchangeably and shall mean all trusts created by this Will. Any trust created by this Will is a private trust.

B. The income of any trust created by this Will shall accrue from the date of my death. During the administration of my estate and until the trust is established and activated, I authorize the Trustee to request of the Executor, in which case the Executor shall comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the trust. These payments shall be an amount which in the joint judgment of the Trustee and the Executor equals the trust income which the beneficiaries would have received had the trust been established and activated. The Executor may withhold distributions if it appears any such payment would leave the Executor unable to pay the debts, claims and administrative expenses of my estate.

C. The Trustee shall not be required to make physical division of the properties of any trust created herein, except where necessary, but may keep the trusts in one (or more) consolidated fund. The Trustee shall maintain books of account containing accurate records of separate principal, income and expense of each trust.

D. In making distributions to beneficiaries from a trust created under this Will, and especially where a beneficiary is a minor or incapable of transacting business due to incapacity or illness, the Trustee may make distributions either (a) directly to

the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, upon agreement of such person to expend such income or principal solely for the benefit of the beneficiary, or (d) by applying the payments for the benefit of the beneficiary by paying expenses directly. In any event, the Trustee shall require such reports and take such steps as the Trustee deems necessary to assure and enforce the application of such payments for the exclusive benefit of the beneficiary. The Trustee shall have the power and authority to determine if a beneficiary is incapacitated and such determination shall be final and conclusive.

E. If at any time in following the directions of this Will the Trustee is required to distribute outright to a beneficiary who is a minor or who is under any other legal disability, all or any part of the principal of a trust created herein, the Trustee is directed to continue to hold and manage the share of the beneficiary in trust for the beneficiary's benefit until the beneficiary attains age twenty-one (21) or until such other legal disability is removed. Until distribution is made, the Trustee is directed to expend such part of the income and/or principal of the share belonging to that beneficiary as the Trustee deems necessary to provide for the proper education, support, maintenance, health and medical care of the beneficiary.

F. At the end of each taxable year of the trust, the Trustee shall determine the taxable income of the trust. At any time prior to the expiration of sixty-five (65) days following the end of each taxable year of the trust, the Trustee may distribute to the income beneficiaries all or any portion of the taxable income so determined, if such action is desirable in light of the overall tax situation of the trust and the beneficiaries and the standards for distributions set forth herein.

G. If any trust created in this Will is to receive or to become a shareholder of stock in an S Corporation and such trust would not qualify as a shareholder, the Trustee may divide such trust to create one or more other trusts to own such stock. In doing so, the Trustee shall establish the terms of such trust so as to qualify such trust as a shareholder of stock of an S Corporation. Thereafter, the Trustee shall administer such trust separately from the other trusts created hereunder and shall have only those powers permitted for a trust to qualify as a shareholder of stock in an S Corporation.

H. The interest of every beneficiary of any trust created herein shall vest within the period prescribed by the Rule against Perpetuities. Upon vesting, any trust property held by the Trustee shall be distributed to the current income beneficiary or beneficiaries of the trust property (or to his or her legal guardian or other personal representative) as though such income beneficiary had reached the age at which final distribution was required.

I. The Executor or the Trustee shall renounce and disclaim any power which would cause any trust created hereunder or which would cause any beneficiary thereof to suffer any adverse tax consequence.

J. The Executor or the Trustee may merge and consolidate the assets of any trust created hereunder with any other trust if the Trustee herein named is serving as Trustee and if the beneficiaries are the same and the terms of that other trust are substantially similar to the terms of this trust. The Trustee shall administer the two trusts as one if such consolidation would result in more effective and efficient management of the two trusts.

K. The Trustee may terminate any trust if the Trustee determines the assets of the trust are of such small value that the continued existence and operation of the trust is not in the best

interest of the beneficiaries and if the income and the remainder beneficiaries are the same and have the same interest in the trust, or if the beneficiaries or interests are different, only if the beneficiaries agree to a manner of termination and distribution of trust assets. No beneficiary shall have any right to require the Trustee to exercise this power.

L. Notwithstanding the distribution of all of the assets of a trust created herein, the Trustee may keep in existence any trust if the Trustee deems such action necessary or desirable for the trust to receive additional property at a later date.

ITEM IX.

A. No Trustee shall be required to enter into any bond as Trustee, to obtain the approval of any Court for the exercise of the powers and discretions granted herein, or to file with any Court any periodic or formal accounting of the administration of any trust. The Trustee shall render annual accounts to each of the beneficiaries of any trust. No persons paying money or delivering property to the Trustee shall be required to see to its application. The receipt of the Trustee shall be a complete acquittance and discharge therefor.

B. The Trustee may resign at any time by giving each beneficiary of the trust written notice specifying the desired effective date of such resignation, which date shall be at least thirty (30) days after the date of the notice. The notice may be sent by personal delivery or by registered mail.

C. If the Trustee resigns or becomes unable to serve, regardless of the cause, Vicky Lynn Titcomb shall serve as Trustee. If she resigns or is unable to serve, a successor Trustee shall be appointed by the Chancery Court of the County in which this Will was probated, upon petition brought by or on behalf of the beneficiaries of the trust.

D. The resignation of any Trustee shall become effective upon the qualification of the successor Trustee and submission of a full accounting by the resigning Trustee; however, the successor Trustee and the beneficiaries may agree to waive a final accounting by the Trustee being replaced. The successor Trustee shall execute an appropriate instrument evidencing the appointment as successor Trustee. Any successor Trustee shall be vested with all the rights, powers, duties and discretions herein conferred upon the original Trustee being replaced.

E. Any individual serving as Trustee may appoint a federally insured bank or financial institution to serve as a Co-Trustee or Custodian and may designate the duties which such institution shall perform. Such appointment shall be in writing and shall be approved by a majority of the beneficiaries. The Trustee may retain such investment advisers or other professionals as necessary for the proper management of the Trust. The individual Trustee shall also have the power to remove the institution or change the duties assigned to the institution.

F. Any bank serving as Trustee or Custodian shall receive reasonable compensation based on the services it is required to perform. Such compensation shall be approved by the individual Trustee, if one is serving, and if not, by the adult beneficiaries of the trust. Any individual serving as Trustee shall receive reasonable compensation based upon the then current hourly rates being charged in Jackson, Mississippi, for services comparable to those being rendered by the individual Trustee. Compensation and expenses shall be paid regularly and shall be shown on the Trustee's annual account.

G. Any notice required to be given to or any approval required to be received from a beneficiary who is a minor or who is under a legal disability shall be effective if such notice is given to or such approval is received from the legal guardian, if any, of

the beneficiary, or if no legal guardian has been appointed, the parent who has custody of the beneficiary.

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

ITEM X.

Except as limited or restricted by other provisions of this Will, I hereby grant to the Executor and the Trustee named herein the continuing, absolute, discretion and power to deal with any property, real or personal, held in trust or in the administration of my estate as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority. No person dealing with the Executor or Trustee shall be required to inquire into the propriety of actions either may take.

A. The Executor and the Trustee shall have all of the specific powers, duties and liabilities set forth in Section 91-9-101, et seq. of the Mississippi Code of 1972, as now enacted or hereafter amended, except as herein modified.

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

C. The Executor and the Trustee shall treat all dividends payable in stock of the issuing corporation, all dividends in liquidation, and all "rights" to subscribe to securities of the

issuing corporation as principal, unless inconsistent with other provisions of this instrument. Any premiums and discounts on securities purchased at more or less than par shall be charged or credited as principal. 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) shall be treated as income.

D. The Executor or the Trustee may borrow money upon such terms and conditions as either may determine; may execute notes, security instruments or other documents necessary to secure such loans; and except for property which is specifically devised or bequeathed, may mortgage and pledge estate or trust assets as security for the repayment thereof. Any loan which the Executor or the Trustee has not repaid at the time of the termination of my estate or the trust shall be treated as a liability thereof. The assets of my estate or the trust shall be distributed to the beneficiaries subject to such liability. The Executor or the Trustee may loan money to any beneficiary of the estate or trust upon such terms as either may determine advisable. Any loan which has not been repaid at the time of the termination of the administration of my estate or the trust shall be treated as an asset thereof and shall be distributed to the beneficiaries as such.

E. The Executor or the Trustee may lease any real estate for such term or terms and upon such conditions and rentals in such manner as either may deem advisable (with or without privilege of purchase), including but not limited to oil, gas and mineral leases. Any lease so made shall be valid and binding for the full term thereof even though it shall extend beyond the administration of my estate or the term of any trust created hereunder. With regard to mineral rights, the Executor or the Trustee shall have the authority 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.

F. The Executor or the Trustee shall have the authority to make any distribution (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, or any such property, and may 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 the Executor or the Trustee 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 the Executor or the Trustee to make in kind and non-prorata distributions under this will and trust if practicable. Any asset distributed in kind shall be valued at its date of distribution value. Such decision of the Executor or Trustee shall be conclusive if made in good faith.

G. Except as otherwise provided herein, the Executor or the Trustee may accumulate or distribute income under the terms hereof free from attack or question by any person. I intend for the Executor and the Trustee to make such decisions on the basis of the facts as they exist at the time any such decision is to be made.

H. The Executor or the Trustee may elect or not elect to treat all or any portion of any estimated tax paid by any trust created hereunder as a payment by one or more beneficiaries of the trust. The election may be made either pro-rata among the beneficiaries of each trust or otherwise in the discretion of the Executor or the Trustee, whose decision shall be binding and conclusive upon all concerned.

I. The Trustee may receive property by gift or by will or otherwise from any person as additions to any trust created herein and may hold and administer such property under the provisions hereof.

J. The Executor or the Trustee may 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 may make such accompanying adjustment between income and principal as is proper. This power also includes, but is not limited to, the power to make the election to recognize gain or loss on the distribution of property in kind, as now permitted under Section 643(d)(3) of the Internal Revenue Code of 1986, as amended.

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

ITEM XI.

If the provisions of Chapter 13 of the Internal Revenue Code of 1986 (and any successor provisions), regarding the taxation of generation skipping transfers become applicable to property passing under any trust created herein and the so called generation

skipping transfer exemption becomes available to exempt certain property from the application of such tax, the following provisions shall be applicable:

A. The Trustee shall, in such manner (otherwise consistent with the provisions hereof) as may be directed by the Executor or (with respect only to property of which my wife is considered the transferor under Chapter 13.) the Executor of my wife's Will, (1) divide any fund established or directed to be established hereunder into two separate shares, to be known as the "Exempt Share" and the "Nonexempt Share", and (2) allocate property between such shares. If the Executor of my Will or the Executor of my wife's Will allocates any part or all of the generation skipping transfer exemption so that it covers an entire fund established or directed to be established under this instrument, such entire fund shall be deemed to be an "Exempt Share", and if such Executor allocates no part of the generation skipping transfer exemption to such a fund, such entire fund shall be deemed to be a "Nonexempt Share."

B. Subject to the provisions of Paragraph A., above, whenever pursuant to any provision hereof the Trustee shall transfer property from one fund to another (including a new fund created to receive property from a previously existing fund), the Trustee shall allocate property from the Exempt Share of the first fund only to the Exempt Share of the other fund, and from the Nonexempt Share of the first fund only to the Nonexempt Share of the other fund.

C. Subject to the provisions of Paragraphs A. and B., above, the Trustee may divide any fund established or directed to be established hereunder into an Exempt Share and a Nonexempt Share (including power to designate an entire fund as an Exempt Share or a Nonexempt Share), and allocate property among such share.

D. For all purposes of this instrument, whenever any fund is divided into an Exempt Share and a Nonexempt Share, such shares

shall be treated as separate trusts, to be held, administered and accounted for separately.

E. Without creating any enforceable rights or duties, I request that, if any Exempt Share or Nonexempt Share is created out of any property held in trust under this instrument, in determining whether to make a particular distribution and in determining from which Share such distribution should be made, the Trustee shall take into account the effect of such distribution under the tax on generation skipping transfers and act so as to mitigate the impact of such tax on the trust property to the extent such action is otherwise consistent with the best interests of the beneficiaries. Without limitation, the Trustee may (a) make distributions to "skip persons" (as defined in Chapter 13) only from the Exempt Share and to "non skip persons" (as so defined) only from the Nonexempt Share, and (b) notwithstanding clause (a) above, make any distribution described in Section 2611(b)(1) of the Internal Revenue Code of 1986 (relating to payment of medical or educational expenses) from the Nonexempt Share.

F. The Trustee shall be exonerated from all liability from any action taken in good faith under this Item.

ITEM XII.

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

ITEM XIII.

A. If my wife, Gloria, is or becomes unable or unwilling to serve as Executor, I appoint Robert Titcomb to serve as successor Executor. If Le is or becomes unable or

unwilling to serve, I appoint VICKY LYNN TITCOMB to serve as successor Executor. All rights, powers, duties and discretions granted to or imposed upon the Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor", "Executrix", and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

B. I direct that neither the 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 the 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. The 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 may sell or lease any of my property in such manner and on such terms as the Executor may deem advisable.

D. The Executor shall have the power to exercise all powers conferred by law upon executors and all powers granted herein without prior authority from any Court; however, the Executor may seek Court authority if doing so is in the best interest of the Executor, my estate or my beneficiaries.

E. The Executor may pay or deliver part or all of the property bequeathed or devised herein as soon as it is convenient to do so without jeopardizing the ability of my estate to satisfy its taxes and obligations. In any event, the date or dates of distribution shall be determined in the discretion of the Executor.

F. The Executor may disclaim in whole or in part, on my behalf, any interest bequeathed or devised to me or otherwise inherited by my estate and may exercise and make any and all tax

elections of all kinds and execute and file any and all necessary tax returns and forms.

G. The Executor may petition the proper Court and may take all necessary action to effect an ancillary administration covering any property I may own in another jurisdiction. No bond or other security shall be required of the Executor, nor shall the Executor be required to file an inventory or accounting with any Court in any foreign jurisdiction. If the laws of any other jurisdiction in which I may own property require that a resident of that jurisdiction serve as Executor or Administrator in any ancillary proceeding by my estate, the 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.

H. The Executor may elect to claim expenses and losses as deductions on the particular tax return or returns (either income or estate) as the Executor shall deem advisable, irrespective of whether such expenses and losses may be payable from or attributable to income or principal. The 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 such election. I exonerate the Executor from all liability for any such election and direct that no beneficiary shall have any claim against the Executor or my estate by reason of the exercise of the Executor's judgment in this respect.

I. The Executor shall have the discretion and authority to make the special use valuation election allowable under Section 2032A of the Internal Revenue Code, or any corresponding provision of future law relating thereto. The Executor shall not incur any liability to any party for determining whether or not to exercise the discretion to elect or not to elect special use valuation.

J. The Executor shall have the power to elect to defer the payment of federal estate taxes as provided in Section 6166 of the Internal Revenue Code, or any corresponding provision of future law relating thereto. The Executor shall not incur any liability to any party for determining whether or not to exercise the discretion to elect or not to elect to defer the payment of taxes.

IN WITNESS WHEREOF, I have signed and declared this instrument to be my Last Will and Testament on this the 2 day of April, 1992.

[Signature]  
JOHN TITCOMB

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

WITNESSES:

[Signature] of 417 Sundial  
Madison, MS 39110  
[Signature] of 417 Sundial  
Madison, MS 39110



STATE OF MISSISSIPPI, COUNTY OF MADISON:  
I certify that the within instrument was filed for record in my office this 14th day of July, 1997, at        o'clock        M, and was duly recorded on the 18th day of July, 1997, Book No. 30, Page 01.  
STEVE DUNCAN, CHANCERY CLERK BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF JOHN TITCOMB  
DECEASED

CIVIL ACTION, FILE NO. 99510

MADISON COUNTY, MS

AFFIDAVIT OF SUBSCRIBING WITNESSES

**FILED**

JUL 14 1997

STATE OF MISSISSIPPI

COUNTY OF Hinds

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

*M. Rucker*

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Sylvia B. Milner and A. Jarome Milner, who being by me first duly sworn according to law, say on oath:

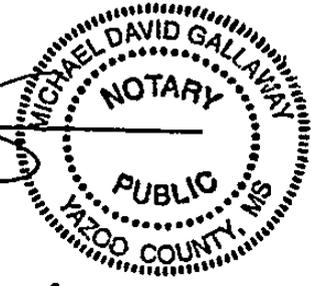
- (1) That the affiants are the subscribing witnesses to an instrument of writing dated April 2, 1992 purporting to be the Last Will and Testament of John Titcomb, Deceased, who was personally known to the affiants, and whose signature is affixed to such instrument;
- (2) That on April 2, 1992, John Titcomb signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of the affiants.
- (3) That John Titcomb 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 the affiants subscribed and attested the instrument as witnesses to the

signature and publication thereof, at the special instance, request, and in the presence of John Titcomb, and in the presence of each other.

*Sylvia B. Milner*  
SYLVIA B. MILNER

SWORN TO AND SUBSCRIBED BEFORE ME, this 7 day of July, 1997.

*Michael David Gallaway*  
NOTARY PUBLIC

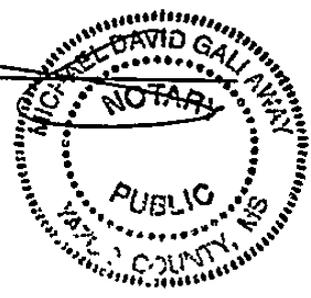


My Commission Expires:  
Notary Public State of Mississippi At Large  
My Commission Expires March 24, 2001  
BONDED THRU HEIDEN-MARCHETTI, INC.

*A. Jarome Milner*  
A. JAROME MILNER

SWORN TO AND SUBSCRIBED BEFORE ME, this 7 day of July, 1997.

*Michael David Gallaway*  
NOTARY PUBLIC



My Commission Expires:  
Notary Public State of Mississippi At Large  
My Commission Expires March 24, 2001  
BONDED THRU HEIDEN-MARCHETTI, INC.

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



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14th day of July, 1997, at 9:00 o'clock A. M., and was duly recorded on the 18th day of July, 1997, Book No. 30, Page 22.

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

MADISON COUNTY, MS

FILED

JUL 25 1997

AT 9:20 O'CLOCK A. M.  
STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp, P.C.

## LAST WILL AND TESTAMENT

OF

ARTHUR GRANT GEARHEARD, III

I, Arthur Grant Gearheard, III, a resident citizen of the City of Jackson, Hinds County, Mississippi, being over the age of twenty-one years, and of sound and disposing mind and memory, do hereby make, publish, and declare this instrument of writing to be my Last Will and Testament, hereby revoking any and all Last Will and Testaments and codicils thereto which may have been heretofore made by me.

## ITEM I.

I direct that all of my just debts, including the expenses of my last illness and my funeral expenses, be paid as soon as practical after my death. I will and direct that the administration of my Estate be closed as soon as is reasonably possible after my death.

## ITEM II.

I hereby give and devise and bequeath unto my beloved son, Shaughnessy Scott Rhodes Gearheard, all property of which I may die seized, wheresoever located and of whatsoever nature, whether the same be real, personal or mixed. I specifically make no provisions for, Deborah Gearheard Perrett, my ex-wife, or Arthur Grant Gearheard, IV, my son.

## ITEM III.

It is my desire that Trustmark be the executor of my Estate, that it be required to make a bond which must be approved by the court of the First Judicial District of Hinds County, and by my son, Shaughnessy Scott Rhodes Gearheard, and that it make an accounting to the court. In the event it is unable to serve as executor, then I ask the court to appoint an administrator as the court deems proper.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 17<sup>th</sup> day of November, 1989.

*Arthur Grant Gearheard*  
ARTHUR GRANT GEARHEARD, III

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

[Signature] Residing at 5440 Executive Plaza, Suite C, Jackson, MS 39206

Betty Jo Hughes Residing at 109 Purlis Circle, Brandon, Ms. 39044



STATE OF MISSISSIPPI, COUNTY OF MADISON:  
I certify that the within instrument was filed for record in my office this 25 day of July, 1997, at 9:20 o'clock A.M., and was duly recorded on the JUL 25 1997, Book No. 30, Page 24.  
STEVE DUNCAN, CHANCERY CLERK BY: Stanley Hill D.C.

# Last Will and Testament

OF

ALISE MOFFATT GREEN

I, ALISE MOFFATT GREEN, a resident of Madison County, Mississippi, being over the age of twenty-one and of sound and disposing mind and memory do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking any and all wills or codicils heretofore made by me, as follows, to-wit:

I.

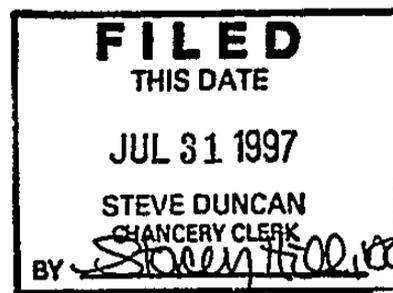
I direct all of my just debts and funeral expenses properly probated be paid as soon as possible from the proceeds of my estate.

II.

I hereby name and appoint Hugh L. Green, Executor, of this my Last Will and Testament, and direct that he serve as such without bond and without the requirement of an appraisalment of my estate and reporting to any court.

III.

I hereby give, devise and bequeath unto my son, Hugh L. Green, all of my property, real, personal, or mixed, of whatsoever kind and nature and wheresoever situated.



IN WITNESS WHEREOF, I, ALISE MOFFATT GREEN, have hereunto set my signature and published and declared this to be my Last Will and Testament on this the 14th day of March, 1972, in the presence of two witnesses, who have each signed as witnesses at my request, in my presence and in the presence of each other.

Alise Moffatt Green  
ALISE MOFFATT GREEN

WITNESSES:

Lucian S. Slick  
Larry Smith-Hanks

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 14th day of March, 1972.

Lucian S. Slick  
Larry Smith-Hanks

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 31st day of July, 1997, at \_\_\_\_\_ o'clock — M., and was duly recorded on the 4th day of August, 1997, Book No. 30, Page 26.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

LAST WILL AND TESTAMENT

OF

JOHN A. BLANCHARD

MADISON COUNTY, MS

FILED

JUL 31 1997

AT 12:20 O'CLOCK P.M.  
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Supp, C*

I, JOHN A. BLANCHARD, of Madison, Mississippi, hereby make this my Last Will and Testament and revoke all other wills and codicils heretofore made by me.

ITEM I. Payment of Charges Against Estate.

My Executor shall follow the directions contained in the Will Item titled "Payment of Debts, Expenses and Taxes" in making the payment of all debts, expenses and taxes chargeable against my estate.

ITEM II. Personal and Household Goods.

(A) I bequeath such of my personal effects and belongings, furniture and household furnishings and goods, and automobile(s) as shall be deemed appropriate for distribution by my Executor, to my children in as nearly equal shares as possible, as my Executor shall determine, in my Executor's sole discretion.

(B) If any child shall not survive me, that child's share shall be distributed to that child's issue, per stirpes.

(C) Any of such personal property not distributed under the preceding provisions shall be sold by my Executor, and the net proceeds therefrom shall be added to the residue of my estate.

ITEM III. Residue of Estate.

(A) I devise and bequeath all the rest, residue and remainder of my estate, of whatsoever nature and kind and where-soever situate, to ROBERT T. BLANCHARD, of Hamilton County, Ohio, and his successors, as Trustee under a Trust Agreement with me dated , 1995, as amended. The receipt of said Trustee for the residue of my estate shall be a full and complete discharge of the Executor of my estate; and thereafter neither the residue of my estate, nor the trust estate, nor the Trustee thereof; shall be subject to the jurisdiction of the court in which my estate is administered.

(B) I hereby expressly declare that I decline to exercise any power(s) of appointment conferred upon me.

*[Handwritten mark]*

ITEM IV. Appointment of Executor.

I appoint my son, ROBERT T. BLANCHARD, as Executor of this Will, without bond. Upon his death, declination, resignation or other inability to so serve, I appoint my son, JOHN A. BLANCHARD III, as Executor hereunder, also without bond.

ITEM V. Powers of the Executor.

I hereby grant to my Executor full power and authority, exercisable in my Executor's sole discretion, and without proceedings in any court, to do any and all things in respect of my property or estate as fully as I could do if still living including, but without limiting the generality of the foregoing, the following powers:

(A) to compound, compromise, settle or adjust any and all claims and demands in favor of or against my estate;

(B) to invest and reinvest any funds of my estate in any securities, including any mutual fund, to change investments and to purchase or otherwise acquire any kind of property, all without being restricted to any kind of investment prescribed by statute or rule of court;

(C) to sell, contract to sell, lease, with or without privilege of purchase, or otherwise dispose of, not only for the purpose of paying debts but also for any purpose, the whole or any part of the property of my estate, including real estate which I may own at my death and which is not specifically devised or otherwise specifically disposed of, at public or private sale, at such prices and on such terms as may be deemed advisable;

(D) to borrow money for any purpose (including from my Executor) and to give security in respect of such borrowing;

(E) to execute and deliver such deeds, leases, bills of sale or other such instruments which may be deemed necessary or appropriate to carry out the powers herein granted;

(F) to vote all securities held in my estate and to execute proxies for the voting thereof;

(G) to make distributions in cash or in kind without court approval;

(H) to employ, as an expense of my estate, such brokers, agents, appraisers, accountants, attorneys, investment advisors or counselors and custodians as may be deemed necessary in administering the estate;

(I) to elect to claim as either income or estate tax deductions, all or any portion of the expenses of administration of my estate, expenses for my medical care which are paid out of my estate during the first year after the date of my death, and other payments which may be claimed as either income or estate tax deductions; and also to elect the alternative valuation dates for the items included in my gross estate for estate tax purposes; and I direct my Executor to do so in such a manner as my Executor shall determine to be most likely to bring about the least aggregate income and estate taxes imposed upon my estate and/or the income therefrom and/or the income received from my estate during its administration by the beneficiaries thereof. I direct my Executor not to make any adjustments between income and principal or in the amount of any bequest passing to any beneficiary of my estate as a result of any such election. All of the foregoing may be done without court order or other legal formality, and my Executor shall not be liable to any person whomsoever by reason of carrying out these provisions;

(J) to elect to allocate the federal GST Exemption from the federal generation-skipping transfer tax imposed by chapter 13 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law (hereinafter referred to as "Code"), allowable under Code section 2631(a) (and any other exemption granted under any applicable federal or state law pertaining to any similar tax) to any specific property or trust with respect to which I shall be treated as the transferor for purposes of that tax (whether or not such property is included in my probate estate), including to any property transferred by me during my lifetime for which no such allocation has been made, and to any one or more trusts, including those created under the Trust Agreement described above in the Item titled "Residue of Estate"; and to exclude any property or trust from such allocation, all as determined in the sole discretion of my Executor; and my Executor shall not be liable to any person for making any such allocation election;

(K) to execute and deliver on my behalf any and all instruments of release, waiver, renunciation or disclaimer, as the same shall pertain to any claim or any property interest whatsoever which I own or to which I may be entitled at the time of my death or thereafter, being specifically authorized and empowered to satisfy on my behalf, and on behalf of my estate, all of the requirements of section 2518 of the Code, as well as any other similar and applicable statute, regulation or ordinance of any other jurisdiction;

(L) to make any and all elections that may be available to my estate, including specifically that election relating to federal estate taxes, as presently described in section 2652(a)(3) of the Code. I hereby authorize my Executor to exer-

cise, or to forego, any such election without court order or other legal formality, and my Executor shall not be liable to any person by reason of carrying out these provisions.

ITEM VI. Payment of Debts, Expenses and Taxes.

(A) I direct my Executor to pay from the residue of my estate, or if my Executor shall determine it to be appropriate, from funds available to my Executor from other sources (including but not limited to any revocable trust established by me), enforceable debts (including all expenses for my medical care), funeral expenses, and costs of the administration of my estate. However, if any such enforceable debt shall be secured by a lien or encumbrance on real or personal property (whether or not such property is owned by me), my Executor may elect, in my Executor's sole and continuing discretion, to pay any part or all of any such debt, or may elect to continue to hold and to eventually distribute such property subject to such lien or encumbrance.

(B) After making the payments required or permitted in Section (A), I direct my Executor to pay from the residue of my estate, or if my Executor shall determine it to be appropriate, from funds available to my Executor from other sources (including but not limited to any revocable trust established by me), all inheritance, succession or estate taxes (including all supplemental death taxes) that may be levied by reason of my death upon the inheritance of, succession to or transfer of all property which may be included in my estate, or in the list of property used in the tax computation under the terms of any such tax law (other than any of the taxes described in Section (C) below), together with all interest on any such taxes. I direct my Executor to request distribution to my estate from any irrevocable trust created at any time by me, and from any trust created by anyone other than me, in an amount equal to the increase in such death taxes caused by the inclusion of all or any part of the assets of such irrevocable trust(s) in my taxable estate. Except as required under the immediately preceding sentence and by Sections (C) and (D) below, I further direct that no tax or interest thereon paid by my Executor shall be charged by my Executor against the share of the principal or income of any surviving joint tenant, donee, legatee, devisee, insurance beneficiary, or trust beneficiary, as long as the residue of my estate or, if my residue shall be insufficient, the other funds available to my Executor, are sufficient to pay the same.

(C) Notwithstanding the foregoing, my Executor shall not pay from my estate or from any other funds available to my Executor any of the following taxes:

(1) any generation-skipping transfer tax imposed by chapter 13 of the Code on any property of which I shall be treated as the transferor, except those taxes levied under section 2603(a)(3) of the Code on any direct skip from me, or under section 2603(a)(2) of the Code on any direct skip from a trust, which direct skip taxes my Executor is specifically directed to pay from the residue of my estate, if sufficient; but if not, from the direct skip property itself. If such taxes are to be paid from the direct skip property, the amount of any direct skip transfer to any beneficiary shall be reduced to that amount which, when added to the amount of all generation-skipping transfer taxes generated by that distribution, shall not exceed the gross amount of property available for distribution. The amount, as so reduced, shall be distributed to that beneficiary. It is my desire that all other generation-skipping transfer taxes be paid by the parties described in Code sections 2603(a)(1) and 2603(a)(2); or

(2) any estate or inheritance tax attributable to any property in which I held a life interest and which is included in my estate under section 2044 of the Code. The taxes enumerated in the preceding sentence shall be paid from the property to which the tax is attributable or by the beneficiary or beneficiaries succeeding to such property, on a pro rata basis if there shall be more than one beneficiary; or

(3) any estate or inheritance tax attributable to any property over which I held any power of appointment and which is otherwise included in my estate under section 2041 of the Code, together with any property includible in my estate under sections 2035-2038 of the Code. Unless otherwise provided by me in the document by which that power is exercised by me, or in any other enforceable document, I direct my Executor to request distribution to my estate of that amount equal to the increase in such death taxes caused by the inclusion of such property in my estate for such tax purposes. My Executor shall seek such funds from the property to which the tax is attributable or from the beneficiary or beneficiaries succeeding to such property, on a pro rata basis if there shall be more than one source.

(D) It is my intention that payment of or provision for the items described in Sections (A) and (B) shall be made from the residue of my estate to the extent the residue is sufficient to pay such amounts. In the event the residue of my estate is not sufficient to make all such payments, I direct that such residue first be used for the payment of enforceable debts and administration expenses; and only thereafter for the payment of taxes. If the residue of my estate is not sufficient to make all such payments, I further direct my Executor to seek contribution from assets which are not a part of my probate estate but which may be available for such payments before resort is made to any

EB

asset which I have specifically devised or bequeathed in this Will or in any subsequent Codicil hereto.

(E) If any supplemental tax payable under Code section 4980A on any "excess retirement accumulation" shall be paid by my Executor from my estate, my Executor shall seek reimbursement for those taxes that are paid from my estate either from the recipient(s) of the proceeds, or out of the proceeds of the excess retirement accumulation that generates any such tax.

ITEM VII. Ancillary Administration.

(A) If at the date of my death I own or have an interest in property located outside of the state of my domicile, and if ancillary administration is required or elected for that state, I authorize my domiciliary Executor to appoint the ancillary Executor or Administrator for such property, who or which shall serve without bond.

(B) I give to my domiciliary Executor hereinabove nominated the following additional powers, rights and privileges, to be exercised in my Executor's discretion, with reference to such property: to cause such ancillary administration to be begun, carried on and completed; to determine what assets, if any, are to be sold by the ancillary fiduciary; to pay directly or to advance funds from my domiciliary estate to the ancillary fiduciary for the payment of all claims, taxes, costs and administration expenses, including compensation of the ancillary fiduciary and attorneys' fees incurred by reason of the ownership of such property and by such ancillary administration, I authorize and direct the ancillary fiduciary to distribute, transfer and deliver the residue of such property to my domiciliary Executor herein, to be distributed under the terms of this Will; it being my intention that my entire estate shall be administered as a unit and that my domiciliary Executor shall supervise and control, as far as permissible by local law, any ancillary administration proceedings deemed necessary in the settlement of my estate.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, on Jan. 28, 1995.

  
\_\_\_\_\_  
JOHN A. BLANCHARD

We, the undersigned subscribing witnesses to the above and foregoing instrument, hereby certify that JOHN A. BLANCHARD signed, published and declared said instrument as his Last Will and Testament in our presence on the day and date thereof; that at the same time and at his instance and request, in his presence and in the presence of each other, we subscribed our names thereto as witnesses; and that the said JOHN A. BLANCHARD was then of sound mind, memory and understanding.

WITNESS our signatures on this, the 28<sup>th</sup> day of January, 1995.

Fannie E. Taylor  
Witness

Address 200 Dominican Dr # 3311  
Madison, Ms 39110

George J. Taylor III  
Witness

Address 700 Dominican Dr. Apt. 3311  
Madison, Ms. 39110



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 31<sup>st</sup> day of July, 1997, at 12:20 o'clock P. M., and was duly recorded on the 4<sup>th</sup> day of August, 1997 Book No. 30, Page 28.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

BOOK 30 PAGE 35

MADISON COUNTY, MS

FILED

JUL 31 1997

AT 12:20 O'CLOCK P. M.  
STEVE DUNCAN, CHANCERY CLERK

IN THE CHANCERY COURT OF  
OF MADISON COUNTY, MISSISSIPPI

By: *Stoney Hill, Jr.*

ESTATE OF JOHN A. BLANCHARD, DECEASED

NO. 97-568

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 George J. Taylor, III, who being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of JOHN A. BLANCHARD, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament.

(2) That on the 28th day of January, 1995, the said JOHN A. BLANCHARD 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 Fannie C. Taylor, the other subscribing witnesses to said instrument.

(3) That the said JOHN A. BLANCHARD 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 Fannie C. Taylor, 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 JOHN A. BLANCHARD, and in the presence of each other.

*George J. Taylor III*  
GEORGE J. TAYLOR III

SWORN TO AND SUBSCRIBED BEFORE ME, this the 31 day of July, 1997.

*Nelle Coleman*  
Notary Public

My Commission Expires:

Notary Public State of Mississippi At Large  
My Commission Expires: October 21, 2000  
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 31<sup>st</sup> day of July, 1997, at 12:30 o'clock P.M., and was duly recorded on the 4<sup>th</sup> day of August, 1997, Book/No. 30, Page 35.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Supp* D.C.



BOOK 30 PAGE 37

MADISON COUNTY, MS

FILED

JUL 31 1997

AT 12:20 O'CLOCK P M  
STEVE DUNCAN, CHANCERY CLERK

By: *Stacy [Signature]*

IN THE CHANCERY COURT OF  
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF JOHN A. BLANCHARD, DECEASED

NO. 97-568

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 FANNIE C. TAYLOR, 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 JOHN A. BLANCHARD, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament.

(2) That on the 28th day of January, 1995, the said JOHN A. BLANCHARD 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 George J. Taylor, III, the other subscribing witnesses to said instrument.

(3) That the said JOHN A. BLANCHARD 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 George J. Taylor, III, 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 JOHN A. BLANCHARD, and in the presence of each other.

*Fannie C. Taylor*  
FANNIE C. TAYLOR

SWORN TO AND SUBSCRIBED BEFORE ME, this the 31 day of July, 1997.

*Nelle Coleman*  
Notary Public

My Commission Expires:

Notary Public State of Mississippi At Large  
My Commission Expires: October 21, 2000  
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 31<sup>st</sup> day of July, 1997, at 12:20 o'clock P.M., and was duly recorded on the 4<sup>th</sup> day of August, 1997, Book No. 30, Page 37.



STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Suppi* D.C.

FILED  
THIS DATE  
JUL 31 1997  
STEVE DUNCAN  
CHANCERY CLERK  
BY: *Shirley R. Co. PC*

LAST WILL AND TESTAMENT  
OF  
ROSE T. THOMPSON

I, ROSE T. THOMPSON, an adult resident citizen of Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all other Wills and codicils heretofore made by me.

After all expenses have been paid, I give, devise and bequeath all of my property, both personal and real, including all money, bank accounts, bonds, stocks, etc., to my children, NANCY JEAN EDMONDS, DAVID THOMPSON and RAY THOMPSON, per stirpes, to be divided equally, share and share alike.

I appoint as Executrix of this Will, my daughter, NANCY JEAN EDMONDS, and if she should fail or cease to serve as such, I name my son, RAY THOMPSON, as alternate executor, and direct that they not be required to give bond as such executrix or alternate executor or to make any accounting or inventory to any persons or court.

IN WITNESS WHEREOF, I have signed, published and declared this instrument as my Last Will and Testament, on this the 1st day of March, 1985.

*Rose T. Thompson*  
ROSE T. THOMPSON

WITNESS: *John G. Gouley, III*

WITNESS: *Nancy J. Kimball*



STATE OF MISSISSIPPI, COUNTY OF MADISON:  
I certify that the within instrument was filed for record in my office this 31st day of July, 1997, at        o'clock        M, and was duly recorded on the 4th day of August, 1997, Book No. 30, Page 39.  
STEVE DUNCAN, CHANCERY CLERK BY: *Karen Fupp* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF ROSE T. THOMPSON,  
DECEASED

<p><b>FILED</b> THIS DATE</p> <p>JUL 31 1997</p> <p>STEVE DUNCAN CHANCERY CLERK</p> <p>BY <i>Steve Duncan</i></p>	<p>CAUSE NO. _____</p>
---	------------------------

AFFIDAVIT  
OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF HINDS

THIS DAY personally appeared before me, the undersigned authority at law, in and for the jurisdiction aforesaid, the within named John G. Gourlay, Jr., who being by me first duly sworn according to law, states on oath:

1. Affiant is one of the subscribing witnesses to an instrument of writing, purporting to be the Last Will and Testament of Rose T. Thompson, Deceased, who was personally known to the Affiant, and whose signature is affixed to the said Last Will and Testament, which Last Will and Testament was dated the 1st day of March, 1985.
2. On the 1st day of March, 1985, the said Rose T. Thompson signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of Nancy L. Kimball, the other subscribing witness to said instrument.
3. The said Rose T. Thompson was then and there of sound and disposing mind and memory and well above the age of twenty-one years.
4. The Affiant, together with Nancy L. Kimball, subscribed and attested said instrument as witness to the signature and publication thereof, at the special instance and request and in the presence of Rose T. Thompson and in the presence of each other.

*John G. Gourlay, Jr.*  
 \_\_\_\_\_  
 John G. Gourlay, Jr.

SWORN TO AND SUBSCRIBED BEFORE ME this the 2<sup>nd</sup> day of June, 1995.

*Shirley M. Smith*  
 \_\_\_\_\_  
 NOTARY PUBLIC

My commission Expires:  
 MISSISSIPPI STATEWIDE NOTARY PUBLIC  
 MY COMMISSION EXPIRES MARCH 18, 2000  
 BONDED THRU STEGALL NOTARY SERVICE

SOLICITOR:  
Thomas I. Starling, MSB# 7793  
2660 Ridgewood Road, Suite 600  
Jackson, Mississippi 39216  
601/362-3838

3.17.02.01.01

STATE OF MISSISSIPPI, COUNTY OF MADISON.

I certify that the within instrument was filed for record in my office this 31<sup>st</sup> day  
of July, 19 97 at \_\_\_\_\_ o'clock \_\_\_\_\_ M., and was duly recorded  
on the 4<sup>th</sup> day of August, 1997 Book No. 30, Page 90.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Suppi D.C.

MADISON COUNTY, MS  
**FILED**

LAST WILL AND TESTAMENT  
OF  
CLARA M. RAY

AUG 04 1997  
AT 11:45 O'CLOCK A.M.  
STEVE DUNCAN, CHANCERY CLERK  
*By: Clara M. Ray*  
#97-504

I, CLARA M. RAY, of Madison County, Mississippi, being of the age of eighteen years and over and of sound and disposing mind and memory, do make, declare and publish this to be my Last Will and Testament, revoking all previous wills and codicils heretofore made by me.

I.

I name, constitute and appoint Polly Ray Pierce, my daughter, as Executrix of this, my Last Will and Testament, and direct that she be not required to give bond or make any formal appraisal, inventory or accounting to any Court other than the probate of this, my Last Will and Testament. Should my said daughter predecease me or refuse or be unable to serve as Executrix hereunder, I name, constitute and appoint Marshall Neal Ray, Jr., my son, as Executor, also without bond, and also waiving appraisal, inventory and accounting.

II.

I direct that all of my just legal debts, expenses of my last illness and funeral expenses be paid as promptly after my death as practical. I further direct that all of the costs of administration of my estate shall be paid from the residue of my estate and not from any specific bequests.

III.

I will, devise and bequeath unto Marshall Neal Ray, Jr., my son, the lot and store building situated east of U. S. Highway No. 51 North of Canton in Section 21, Township 11 North, Range 3 East, Madison County, Mississippi.

IV.

I will, devise and bequeath the old home place situated in Section 25, Township 10 North, Range 5 East, Madison County,

*CMR*

Last Will and Testament of Clara M. Ray - Page 2.

Mississippi, containing 40 acres, more or less, unto my children, <sup>M.N.R.</sup> Marshall Neal Ray, Jr., <sup>P.P.</sup> Polly Ray Pierce, <sup>P.R.B.</sup> Parnell Ray Boomer, <sup>AD.R.</sup> Alvin Don Ray and <sup>S.M.R.</sup> Sidney Michael Ray, in equal shares, share and share alike.

V.

I will, devise and bequeath all real estate owned by me <sup>60 acres</sup> in Leake County, Mississippi unto <sup>P.P.</sup> Polly Ray Pierce, Parnell Ray Boomer and Alvin Don Ray in equal shares, share and share alike. In the event the said Alvin Don Ray does not survive me, then I will, devise and bequeath his interest unto Marshall Neal Ray, III.

VI.

I will, devise and bequeath all of the rest, residue and remainder of my estate, real, personal or mixed, wheresoever located or situated, unto my children, Marshall Neal Ray, Jr., Polly Ray Pierce, Parnell Ray Boomer, Alvin Don Ray and Sidney Michael Ray, in equal shares, share and share alike.

VII.

In the event that either of my aforesaid devisees should determine to sell or dispose of all or any part of the real estate devised herein to them, it is my desire and my request that such real estate shall not be sold by either devisee to a third party without first offering it to the other devisees on the same terms and conditions of any bona fide offer of sale to such third party. This request shall not extend beyond the death of the survivor of my said devisees. It is not my intention, by this provision, to place any restriction or limit of any nature whatsoever upon the ownership of any real estate by any of my devisees named herein; it simply being my preference that such real estate remain in the family, and I take this means of advising my devisees of my wishes in this matter.

Clara M. Ray

Last Will and Testament of Clara M. Ray - Page 3.

IN WITNESS WHEREOF, I have executed this Last Will and Testament on this the 29<sup>th</sup> day of JULY, 1991, in the presence of the undersigned attesting and credible witnesses who, at my request and in my presence, and in the presence of each other, have witnessed my signature hereto.

Clara M. Ray  
Clara M. Ray

Signed, published and declared by the Testatrix, CLARA M. RAY, on the date shown hereinabove, as and for her Last Will and Testament in the presence of us, who, at her request and in her presence and in the presence of each other, subscribe our names hereto as attesting witnesses.

Doe R. Fancher, Sr.  
Elsie R. Fancher

WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4<sup>th</sup> day of August, 1991, at 11:45 o'clock A. M., and was duly recorded on the 13<sup>th</sup> day of August, 1991, Book No. 30, Page 42.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fuppi D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE  
LAST WILL AND TESTAMENT OF  
CLARA M. RAY, DECEASED

<b>FILED</b>
THIS DATE
AUG 04 1997
STEVE DUNCAN CHANCERY CLERK
BY <i>[Signature]</i>

CIVIL ACTION, FILE NO: 97-564

PROOF OF WILL

STATE OF MISSISSIPPI  
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned Notary Public in and for the jurisdiction aforesaid, Elsie R. Fancher, one of the two subscribing witnesses to the foregoing and annexed instrument of writing purporting to be the Last Will and Testament of Clara M. Ray, deceased, late of Madison County, Mississippi, who, having been by me first duly sworn, stated upon her oath that the said Clara M. Ray signed, published and declared said instrument to be her Last Will and Testament on the 29th day of July, 1991, being the date of said instrument, in the presence of the deponent and Joe R. Fancher, Jr., the two subscribing witnesses thereto; that the said testatrix was then and there of sound and disposing mind and memory and was more than twenty-one years of age; that the deponent Joe R. Fancher, Jr. subscribed and attested said instrument, as witnesses to the signature and publication thereof, at the special instance of and in the presence of the testatrix and in the presence of each other, on the day and year of the date thereof; and that the deponent is now and was at the time of said attestation a competent witness under the laws of the State of

Mississippi.

WITNESS MY SIGNATURE this the 28 day of July, 1997.

Elsie R. Fancher  
ELSIE R. FANCHER

SWORN TO and subscribed before me, this the 28<sup>th</sup> day of July, 1997.

Shelva Helms  
NOTARY PUBLIC

My Commission Expires:

August 7, 2001  
may prove of will  
021/072198



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4<sup>th</sup> day of August, 1997, at \_\_\_\_\_ o'clock \_\_\_\_\_ M., and was duly recorded on the 13<sup>th</sup> day of August, 1997, Book No. 30, Page 45.

STEVE DUNCAN, CHANCERY CLERK

BY: Anna Suppi D.C.

AUG 04 1997

#97-563

LAST WILL AND TESTAMENT  
OF  
MILDRED GOSS LEE

AT 11:45 O'CLOCK A.M.  
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Supper*

I, MILDRED GOSS LEE, an adult resident and citizen of Madison County, Mississippi, and being of sound and disposing mind and memory, do hereby make, publish and declare this instrument to be my Last Will and Testament, hereby revoking any and all other wills and codicils thereto which may have been heretofore made by me;

W I T N E S S E T H:

ITEM ONE: I do hereby give and bequeath unto my son, CHARLES HENRY LEE, JR., all of the contents, including all household goods, furniture, furnishings, accessories and other amenities, that are situated in my present residence located at 349 Bob White Drive, Canton, Mississippi, or in any other residence in which I reside at the time of my death. I have advised my said son as to the manner in which I wish for him to ultimately distribute these various household goods and furnishings among my family members and friends, and I trust him implicitly to carry out my wishes in this regard.

Should my son, Charles Henry Lee, Jr., predecease me, then in that event I do hereby give and bequeath unto my daughter-in-law, DIANE FERGUSON LEE, all of the contents, including all household goods, furniture, furnishings, accessories and other amenities, that are situated in my present residence located at 349 Bob White Drive, Canton, Mississippi, or in any other residence in which I reside at the time of my death. I have advised my said daughter-in-law as to the manner in which I wish for her to ultimately distribute these various household goods and furnishings among my family members and friends, and I trust her implicitly to carry out my wishes in this regard.

ITEM TWO: I do hereby give and bequeath the cash sum of \$2,000.00 to my grandson, CHARLES HENRY LEE, III, and the cash sum of \$2,000.00 to my granddaughter, LESLIE LEE OHLEMEIER.

ITEM THREE: I do hereby give and devise all of my severed mineral estate, being all of my right, title and interest in and to

*m.h.p.*

any oil, gas and other minerals, lying in, on, and under any lands in which I have no title to the surface estate, as follows: to my son CHARLES HENRY LEE, JR., an undivided one-half interest; unto my grandson, CHARLES HENRY LEE, III, an undivided one-fourth interest; and unto my granddaughter, LESLIE LEE OHLEMEIER, an undivided one-fourth interest.

ITEM FOUR: I do hereby direct that my executor or executrix, as the case may be, shall promptly sell, transfer and convey, without the requirement of any prior approval or authorization by any court, my residence that is located at 349 Bob White Drive, Canton, Mississippi, or any other residence that I may own at the time of my death, for such price and upon such terms and conditions as may be determined by my said executor or executrix to be in the best interest of my estate, and to distribute the proceeds of any such sale as a part of the residuary of my estate.

ITEM FIVE: I do hereby give, devise and bequeath all of the rest, residue, and remainder of my estate, of every nature and description and wheresoever located, unto my son, CHARLES HENRY LEE, JR.

Should my son, Charles Henry Lee, Jr. predecease me, then in that event I do hereby give, devise and bequeath all of the rest, residue, and remainder of my estate, of every nature and description and wheresoever located, unto my daughter-in-law DIANE FERGUSON LEE, my grandson, CHARLES HENRY LEE, III, and my granddaughter, LESLIE LEE OHLEMEIER, in equal shares, to share and share alike.

ITEM SIX: I do hereby name, constitute and appoint my son, CHARLES HENRY LEE, JR., to be and serve as the executor of my estate, without bond, and, to the fullest extent allowed by law, I do hereby waive and release my said executor from the requirement of having to make and file any inventory, accounting, or appraisal in connection with the administration of my estate.

Should my son, Charles Henry Lee, Jr., fail, refuse or be unable for any reason to qualify and serve as the executor of my estate, then in that event I do hereby name, constitute and appoint

my daughter-in-law, DIANE FERGUSON LEE, to be and serve as the executrix of my estate, without bond, and, to the fullest extent allowed by law, I do hereby waive and release my said executrix from the requirement of having to make and file any inventory, accounting, or appraisal in connection with the administration of my estate.

I do hereby vest my said executor and executrix, or either of them, with full power and authority to sell, transfer and convey without the requirement of any prior approval or authorization by any court, any property, real or personal, which I may own at the time of my death at such time and price and upon such terms and conditions as they or either of them may determine to be in the best interest of my estate and to do every other act and thing necessary or appropriate for the complete administration of my estate. Without in any way limiting the generality of the foregoing provision, I hereby grant unto my executor and executrix, or either of them, all the powers set forth in Mississippi Code Annotated, §91-9-105(3) as now enacted or hereinafter amended, and these powers are hereby fully incorporated by reference.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument to be my Will, on this the 26 day of January, 1996, at Canton, Mississippi.

Mrs. Mildred G. Lee  
MILDRED GOSS LEE

The foregoing instrument, consisting of this and 2 preceding typed written pages, was signed, sealed, published and declared by Mildred Goss Lee, the Testatrix, 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 subscribed our names as witnesses hereto, on this the 24 day of January, 1996, at Canton, Mississippi.

J. M. Ritchey  
J. M. RITCHEY, WITNESS  
Te Helms  
TE HELMS, WITNESS

Iss. Will 010/012496

3



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of August, 1997, at 11:45 o'clock A.M., and was duly recorded on the 13th day of August, 1997 Book No 30, Page 47

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

**FILED**  
THIS DATE  
AUG 04 1997  
STEVE DUNCAN  
CHANCERY CLERK  
*Steve Duncan*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE  
LAST WILL AND TESTAMENT OF  
MILDRED GOSS LEE, DECEASED

CIVIL ACTION, FILE NO: 97-563

PROOF OF WILL

STATE OF MISSISSIPPI  
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned notary public in and for the jurisdiction aforesaid, J. M. Ritchey, one of the two subscribing witnesses to the foregoing and annexed instrument of writing purporting to be the last will and testament of Mildred Goss Lee, deceased, late of Madison County, Mississippi, who, having been by me first duly sworn, stated that the said Mildred Goss Lee, the testator, signed, published and declared said instrument of writing to be her last will and testament on the 26th day of January, 1996, in the presence of the deponent, J. M. Ritchey, and in the presence of Te Helms, the other subscribing witness to said instrument of writing, that the said testator was then and there of sound and disposing mind and memory and was more than twenty-one years of age; that the deponent and Te Helms subscribed and attested said instrument of writing, as witnesses to the testator's signature and publication thereof, at the special instance and request of and in the presence of the testator, on the day and year of the date thereof; and that the deponent is now and was at the time of said attestation a competent witness under the laws of the State of Mississippi.

WITNESS MY SIGNATURE this the 17 day of July, 1997.

J. M. Ritchey  
J. M. RITCHEY

SWORN TO and subscribed before me, this the 17 day of July, 1997.

Helena Adams  
NOTARY PUBLIC

My Commission Expires:

June 7, 2001  
Use proof of will  
023/071797

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 4th day of August, 1997, at \_\_\_\_\_ o'clock \_\_\_\_\_ M., and was duly recorded on the 13th day of August, 1997, Book No. 30, Page 50.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

MADISON COUNTY, MS

FILED

LAST WILL AND TESTAMENT

OF

WILLIAM L. McDONALD

AUG 05 1997

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

By: *Karen Supp, D.C.*

I, WILLIAM L. McDONALD, of Canton, Madison County, Mississippi, being of the age of eighteen (18) years and over and of sound and disposing mind and memory, do make, declare and publish this to be my Last Will and Testament, revoking all previous wills and codicils heretofore made by me.

I.

I name, constitute and appoint Evelyn D. McDonald, my wife, as Executrix of this my Last Will and Testament and direct that she be not required to give bond or make any formal accounting to any Court other than the probate of this my Last Will and Testament. Should my said wife, Evelyn D. McDonald, predecease me or refuse or be unable to serve as Executrix hereunder, I name, constitute and appoint my daughter, Lisa E. McDonald White, as Executrix, also without bond.

II.

I direct that all of my just legal debts, expenses of my last illness and funeral expenses be paid as promptly after my death as practical.

III.

I will, devise and bequeath unto my wife, Evelyn D. McDonald, all of my estate of whatsoever nature and wheresoever located or situated.

IV.

Should my said wife predecease me, I will, devise and bequeath all of my said estate as follows, to-wit:

- (a) Unto Lisa E. McDonald White, my daughter, all pictures contained in my home, all silver and all crystal owned by me;
- (b) Unto Alan David McDonald, my son, the old safe in the storage room of my home; and
- (c) Unto Alan David McDonald, Lisa E. McDonald White and

Last Will and Testament of William L. McDonald - Page 2

William Terry McDonald, my children, all of the rest, residue and remainder of my estate, in equal shares, share and share alike.

IN WITNESS WHEREOF I have executed this Last Will and Testament on this the 11 day of April, 1994, in the presence of the undersigned attesting and credible witnesses, who, at my request and in my presence, and in the presence of each other, have witnessed my signature hereto.

William L. McDonald  
William L. McDonald

Signed, published and declared by the Testator, William L. McDonald, on the date shown hereinabove, as and for his Last Will and Testament in the presence of us, who, at his request and in his presence and in the presence of each other, subscribe our names hereto as attesting witnesses.

Robert J. Dowdle

Mary J. Hannah

WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 5<sup>th</sup> day of August, 1997, at 9:45 o'clock A. M., and was duly recorded on the 13<sup>th</sup> day of August, 1997, Book No. 30, Page 52.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

FILED

AUG 05 1997

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI  
AT 9:45 O'CLOCK A. M  
STEVE DUNCAN, CHANCERY CLERK

IN THE MATTER OF THE ESTATE OF  
WILLIAM L. MCDONALD, DECEASED

By: *Karin Supp, DC*

CIVIL ACTION FILE NO. 97-578

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Robert J. Dowdle, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of William L. McDonald, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said he signed, published and declared said instrument as his Last Will and Testament on the 11th day of April, 1994, the day and date of said instrument, in the presence of this affiant and Mary J. Hannah, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, Robert J. Dowdle, the Affiant and Mary J. Hannah, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

*Robert J. Dowdle*  
ROBERT J. DOWDLE

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 22nd day of July, 1997.

Aveda Rocha  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
1-21-99

(SEAL)

L\FIRMSSGPIESTATE\MCDONALD\WILLIAMAFFSUBWI 103  
2461-2/41413



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 5th day of August, 1997, at 9:45 o'clock A. M., and was duly recorded on the 13th day of August, 1997, Book No. 30, Page 54.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Suppi D.C.

#97-577

LAST WILL AND TESTAMENT

OF

EVELYN D. McDONALD

MADISON COUNTY, MS  
**FILED**

AUG 05 1997

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

By: *Karen Jupp, PC*

I, EVELYN D. McDONALD, of Canton, Madison County, Mississippi, being of the age of eighteen (18) years and over and of sound and disposing mind and memory, do make, declare and publish this to be my Last Will and Testament, revoking all previous wills and codicils heretofore made by me.

I.

I name, constitute and appoint William L. McDonald, my husband, as Executor of this my Last Will and Testament and direct that he not be required to give bond or make any formal accounting to any Court other than the probate of this my Last Will and Testament. Should my husband, William L. McDonald, predecease me or refuse or be unable to serve as Executor hereunder, I name, constitute and appoint my daughter, Lisa E. McDonald White, as Executrix, also without bond.

II.

I direct that all of my just legal debts, expenses of my last illness and funeral expenses be paid as promptly after my death as practical.

III.

I will, devise and bequeath unto my daughter, Lisa E. McDonald White, my wedding band set and the small rolling pin (my Class Day gift of 1942).

IV.

All of the rest, residue and remainder of my estate of whatsoever nature and wheresoever located or situated, I will, devise and bequeath unto my husband, William L. McDonald.

V.

Should my said husband predecease me, I will, devise and bequeath all of the rest, residue and remainder of my said estate as follows, to-wit:

(a) Unto Lisa E. McDonald White, my daughter, all pictures

Last Will and Testament of Evelyn D. McDonald - Page 2

contained in my home, all silver and all crystal owned by me;

(b) Unto Alan David McDonald, my son, the old safe in the storage room of my home; and

(c) Unto Alan David McDonald, Lisa E. McDonald White and William Terry McDonald, my children, all of the rest, residue and remainder of my estate, in equal shares, share and share alike.

IN WITNESS WHEREOF I have executed this Last Will and Testament on this the 11 day of April, 1994, in the presence of the undersigned attesting and credible witnesses, who, at my request and in my presence, and in the presence of each other, have witnessed my signature hereto.

Evelyn D. McDonald  
Evelyn D. McDonald

Signed, published and declared by the Testatrix, Evelyn D. McDonald, on the date shown hereinabove, as and for her Last Will and Testament in the presence of us, who, at her request and in her presence and in the presence of each other, subscribe our names hereto as attesting witnesses.

Bert J. Bowler

Dorothy Hannah

WITNESSES

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 5th day of August, 1997, at 9:45 o'clock A.M., and was duly recorded on the 13th day of August, 1997, Book No. 30, Page 56.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
EVELYN D. MCDONALD, DECEASED

CIVIL ACTION FILE NO. 97-577

**FILED**  
THIS DATE  
AUG 05 1997  
STEVE DUNCAN  
CHANCERY CLERK  
STATE OF MISSISSIPPI

AFFIDAVIT OF SUBSCRIBING WITNESS

BY Robert J. Dowdle  
COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Robert J. Dowdle, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Evelyn D. McDonald, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said she signed, published and declared said instrument as her Last Will and Testament on the 11th day of April, 1994, the day and date of said instrument, in the presence of this affiant and Mary J. Hannah, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, Robert J. Dowdle, the Affiant and Mary J. Hannah, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

Robert J. Dowdle  
ROBERT J. DOWDLE

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 22nd day of July, 1997.

Ameda Rocha  
NOTARY PUBLIC

MY COMMISSION EXPIRES: 21-99

(SEAL)

2461-2/4/1415  
HAFIRMSSGPAESTATHMCDONALDIEVELYNAFFSUBWI.103

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 5th day of August, 1997, at \_\_\_\_\_ o'clock \_\_\_\_\_ M., and was duly recorded on the 13th day of August, 1997, Book No. 30, Page 58.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

DEPOSITED

AUG 20 1992

CLERK

LAST WILL AND TESTAMENT

OF

EVELYN H. ANDREWS

#97-512

92-4280-02

I, EVELYN H. ANDREWS, a resident of the City of Coral Gables, County of Dade, State of Florida, do hereby make, publish and declare this instrument to be my Last Will and Testament, hereby revoking my and all Wills and Codicils to Wills I may have formerly made

ARTICLE I

I make the following provisions relating to the payment by my Personal Representative of my debts, other expenses of administration, and taxes.

Section 1. My Personal Representative shall pay all funeral expenses, costs of administration including ancillary, costs of safeguarding and delivering bequests, and other proper charges against my estate. I authorize my Personal Representative to pay any and all of the debts which are deemed to be just and reasonable in the sole discretion of such Personal Representative, without the necessity of a formal claim being filed in the Court by the creditor, provided, however, my Personal Representative shall file a sworn statement of such claims paid with the Court having jurisdiction of my estate within the time prescribed by law.

Section 2. My Personal Representative shall pay all funeral expenses, costs of administration including ancillary, costs of safeguarding and delivering devises, and other proper charges against my estate. My Personal Representative shall pay from the residue of my estate all estate and inheritance taxes assessed by reason of my death, except that the amount, if any, by which the estate and inheritance taxes shall be increased as a result of the inclusion of property over which I may have power of appointment, including but not limited to Revocable Trust created during my lifetime, shall be paid by the person holding or receiving that property. Interest and penalties concerning any tax shall be paid and charged in the same manner.

CLERK OF CIRCUIT & COUNTY COURTS  
SEP 22 AM 8:40  
RECORDED

RECORDED  
SEP 23 1992  
Clerk of Circuit & County Courts

OFF. REC. BK.  
15640PG3982

FILED  
THIS DATE  
AUG 06 1997  
EDMONSON S COURIC, JR  
LAWYER 95 MERRICK WAY, CORAL GABLES, FLORIDA 33134 (305) 448 1829  
STEVE DUNCAN  
CHANCERY CLERK  
BY *Karen Supp*

SONYA MITCHELL  
*10.7*

as the tax. I waive for my estate all rights of reimbursement for any payments made pursuant to this Article. If, however, the cash and readily marketable assets in my estate are insufficient to make the foregoing payments in full, my Personal Representative shall certify the amount of the insufficiency to the then acting Trustee under the Agreement hereafter mentioned for payment. My Personal Representative's selection of assets to be sold to make the foregoing payments or to satisfy any pecuniary devises, and the tax effects thereof, shall not be subject to question by any beneficiary.

ARTICLE II

I make the following gifts of the tangible personal property which I may own at the time of my death.

Section 1. I have prepared a written and signed statement in relation to the execution of this my Last Will and Testament which disposes of my tangible personal property which I may own at the time of my death. I intend that the written statement, as it may read at the time of my death, be a legally binding disposition of the tangible personal property described in such written statement. In the event that my Personal Representative is unable to locate such written, signed statement within thirty (30) days after the probate of my Will, it shall be conclusively presumed that such written and signed statement does not exist, irrespective of whether such written, signed statement is later found.

Section 2. I give all the rest (or all if no separate writing as provided for in Section 1. above is found at the time of my death) of the tangible personal property, including any unexpired policies of casualty insurance thereon, owned by me at the time of my death, to my sister, ADEZEAUX HOWELL HESSLER; provided, however, that my said sister shall act only as a fiduciary of such items of tangible personal property that she shall feel in her sole discretion appropriate to give to and among the beneficiaries as set out in the EVELYN H. ANDREWS REVOCABLE TRUST U/A, dtd. October 10, 1973, as then amended. All tangible personal property not so distributed to and

*E.H.L.*

among such beneficiaries shall become the sole and absolute property of my said sister. And in the event my sister shall not survive me, then in that event, my sister-in-law, MARY M. HOWELL, shall be substituted to act in the place and stead of my said sister, with the identical conditions to the gift.

ARTICLE III

I give, devise and bequeath all the rest, residue and remainder of my property and estate wheresoever situate and by whatsoever title held, including lapsed legacies, to the Trustee of the EVELYN H. ANDREWS REVOCABLE TRUST under Agreement, dated October 10, 1973, by and between myself as Grantor and SECURITY TRUST COMPANY, as Trustee, as now amended by First Amendment dated November 16, 1973, Second Amendment dated October 12, 1977, Third Amendment dated August 9, 1979, and Fourth Amendment dated the 22nd day of June, *E.H.* 1981, and as further amended at the time of my death. And if such trust established pursuant to the referenced Trust Agreement as then amended shall not be in existence at the time of my death, or shall be held by a court of competent jurisdiction to be of no force or effect or void, in whole or in part, then in that event I incorporate the terms and conditions of such Trust Agreement as specifically referred to herein, as amended, as of the time of its termination by court order or otherwise, by reference into this my Last Will and Testament and direct that my residual estate be distributed or held and administered in trust, all as set out and specified by the terms of such Trust Agreement herein incorporated. *E.H.A.*

ARTICLE IV

I give my Personal Representative all statutory powers granted to Personal Representatives pursuant to Chapter 733.612 and any other pertinent chapters of the Florida Statutes, as they now exist and as they may be hereafter amended; and in addition thereto, and in no way in limitation thereof, without authorization of any court, to invest in bonds, stocks, notes and other income-producing property, to hold any several trusts or shares as one fund, to lease, borrow with or without security from any lender including any Personal Representative individually, sell or exchange all or any part of my estate, real or personal, for such prices and upon such terms as my Personal Representative deems proper; to compromise, contest, prosecute or abandon claims in favor of or against my estate; to make division or distribution of my estate in undivided interests or wholly or partly in kind, to deal with the fiduciary of any trust or estate in which any beneficiary under this Will had an interest, though my Personal Representative is such fiduciary; to hold securities in the name of a nominee, and to execute and deliver necessary instruments, give full receipt and discharges, and to do all other acts necessary and proper to the administration of my estate.

ARTICLE V

I make the following appointment of Personal Representative and provisions pertaining to the service of such Personal Representative.

A. I appoint SECURITY TRUST COMPANY, as Personal Representative of this my Last Will and Testament.

B. I direct that no named Personal Representative shall be required to furnish bond or other security in any jurisdiction for the faithful performance of the duties of Personal Representative, the same being specifically waived.

*S. H. A.*  
 [Faint, illegible text and signature]

C. In the event SECURITY TRUST COMPANY is unable or is of the opinion it would not be advisable to act as Personal Representative to any property which shall be subject to administration in any State other than Florida, or shall cease to serve subsequent to appointment, then I appoint as Personal Representative as to that property, such qualified person or corporation as a Vice President of SECURITY TRUST COMPANY shall designate in writing. The powers granted to my domiciliary Personal Representative shall be granted to such person and/or corporation as designated as Ancillary Personal Representative as provided herein; but the exercise of such power shall be only upon the direction and at the sole discretion of my domiciliary Personal Representative.

IN WITNESS WHEREOF, I, EVELYN H. ANDREWS, have hereunto set my hand and seal to this my Last Will and Testament at Dade County, Florida, this 22nd day of June, 1981.

Evelyn H. Andrews  
EVELYN H. ANDREWS

SIGNED, SEALED, PUBLISHED AND DECLARED by EVELYN H. ANDREWS, the above-named Testatrix, 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 this 22nd day of June, 1981.

[Signature] of 95 Merrick Way  
Coral Gables, Fla 33134  
[Signature] of 5045 SW 113 St.  
Miami, Fla. 33165  
[Signature] of 9875 SW 51 Ave  
Miami, FL 33165

OFF REC BK.  
15640PC3986

EDMONSON & COURIC, JR LAWYER 95 MERRICK WAY CORAL GABLES, FLORIDA 33134 (305) 448 1829



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6th day of August, 1991, at        o'clock        M., and was duly recorded on the 13th day of August, 1991, Book No. 30, Page 60.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Suppi D.C.

DEPOSITED  
AUG 20 1992  
CLERK

FILED  
THIS DATE  
AUG 06 1997  
STEVE DUNCAN  
CHANCERY CLERK  
BY *Sally R. [Signature]*

FIRST CODICIL  
TO  
LAST WILL AND TESTAMENT  
OF  
EVELYN H. ANDREWS

92-4280

02

I, EVELYN H. ANDREWS, a resident of the City of Coral Gables, County of Dade, State of Florida, do hereby make, publish and declare this instrument to be the First Codicil to my Last Will and Testament, executed by me on the 22nd day of June, 1987, at Dade County, Florida, before Edmonson S. Couric, Jr., Nilda De F and June R. Sinkes, as Witnesses, and I now confirm and republish all of the terms and conditions of my said Last Will and Testament, except those that are in conflict with this First Codicil, if any.

CLERK OF CIRCUIT & COUNTY COURTS  
FILED FOR RECORD  
SEP 22 AM 8:43

I

I hereby strike and delete "ARTICLE II" of my Last Will and Testament in its entirety, and substitute in the place and stead of said deleted Article II, the following:

"ARTICLE II

I make the following gifts of the tangible personal property which I may own at the time of my death.

Section 1. I have prepared a written and signed statement in relation to the execution of this my Last Will and Testament which disposes of my tangible personal property which I may own at the time of my death. I intend that the written statement, as it may read at the time of my death, be a legally binding disposition of the tangible personal property described in such written statement. In the event that my Personal Representative is unable to locate such written, signed statement within thirty (30) days after the probate of my Will, it shall be conclusively presumed that such written and signed statement does not exist, irrespective of whether such a written, signed statement is later found.

Section 2. I give and devise my two (2) brass-like, antique candelabras with crystal prisms hanging therefrom to MARY LINDSAY

SONYA MITCHELL

*[Signature]*

RECORDED  
SEP 23 1992  
Clerk of Circuit & County Courts

OFF REC BK

786690  
OPG3987

DICKINSON, the daughter of my late husband's deceased brother, ARMISTEAD ANDREWS, if she shall survive me, outright and absolutely.

Section 3. I give all the rest (or all if no separate writing as provided for in Section 1. hereinabove this Article is found at the time of my death) of the tangible personal property, including any unexpired policies of casualty insurance thereon, owned by me at the time of my death, to my sister, ADEZEAUX HOWELL HESSLER; provided, however, that my said sister shall act only as a fiduciary of such items of tangible personal property that she shall feel in her sole discretion appropriate to give to and among the beneficiaries as set out in the EVELYN H. ANDREWS REVOCABLE TRUST U/A, dated October 10, 1973, as then amended. All tangible personal property not so distributed to and among such beneficiaries shall become the sole and absolute property of my said sister. And in the event my sister shall not survive me, then in that event, my sister-in-law, MARY M. HOWELL, shall be substituted to act in the place and stead of my said sister, with the identical conditions to the gift."

Change of

IN WITNESS WHEREOF, I, EVELYN H. ANDREWS, have hereunto set my hand and seal to this First Codicil to my Last Will and Testament, at Dade County, Florida, this 29 day of April 1982.

Evelyn H. Andrews  
EVELYN H. ANDREWS

The foregoing instrument was, on the date thereof, signed, published and declared by EVELYN H. ANDREWS to be the First Codicil to her Last Will and Testament dated June 22, 1981, in our presence and in the presence of each of us, and we, at the same time, at her request, in her presence, and in the presence of each other, have hereunto signed our names and addresses as attesting Witnesses this 29th day of April, 1982.

[Signature] of 95 Merrick Way  
Coral Gables, FL 33134

Jose R. Senter of 9875 SW 51 St  
Miami, FL 331

Deborah S. Kroach of 810.3 Camino Real  
Miami, FL 33143

15640PG3988

OFF. REC. BK.

SECOND CODICIL

TO  
LAST WILL AND TESTAMENT  
OF

92-4280

EVELYN H. ANDREWS

DEPOSITED

AUG 20 1992

CLERK

02  
1992 SEP 22 AM 8 53  
CLERK OF CIRCUIT & COUNTY COURTS  
CORAL GABLES, FLORIDA

I, EVELYN H. ANDREWS, a resident of the City of Coral Gables, County of Dade, State of Florida, do hereby make, publish and declare this instrument to be the Second Codicil to my Last Will and Testament, executed by me on the 22nd day of June, 1981 at Dade County, Florida, before Edmonson S. Couric, Jr., Nilda De la Fe and June R. Sinkes, as Witnesses, and with First Codicil thereto dated April 29, 1982, at Dade County, Florida, before Edmonson S. Couric, Jr., June R. Sinkes and Deborah S. Frosch, as Witnesses, and I now confirm and republish all of the terms and conditions of my said Last Will and Testament, except those that are in conflict with this Second Codicil, if any.

I

I hereby strike and delete Section 2. and Section 3. of "ARTICLE II" of my Last Will and Testament, and as amended by First Codicil thereto, and substitute the following language in the place and stead of said deleted Sections:

"ARTICLE II

"Section 2. I give and devise all of my household furniture and furnishings, including but not limited to silver, brass, crystal, china and linens, to my sister-in-law, MARY M. HOWELL. And I give and grant to my said sister-in-law the <sup>authority</sup> to give such items as she feels appropriate, in the capacity of a fiduciary, to and among the beneficiaries as set out in the EVELYN H. ANDREWS REVOCABLE TRUST U/A, Restated as of the 30th day of October, 1984. *E.H.A.*

"Section 3. I give all the rest (or all if no separate writing as provided for in Section 1. hereinabove this Article is found at the time of my death, and excepting the bequest made in Section 2.

RECORDED  
SEP 23 1992  
Clerk of Circuit & County Courts

SONYA MITCHELL

*E.H.A.*

OFF. REC. BK.  
Pg 3989

above) of the tangible personal property owned by me at the time of my death, to the four (4) children of my niece, MARY CATHERINE MCKELLAR, who is the daughter of my brother, GEORGE THOMAS HOWELL, namely, JAMES THOMAS MCKELLAR, CHARLES TIMOTHY MCKELLAR, LINDA MCKELLAR LIPTON and CATHERINE MCKELLAR PRIMM, or to the survivor or survivors of them, in approximately equal shares to be determined by their agreement, outright and absolutely."

IN WITNESS WHEREOF, I, EVELYN H. ANDREWS, have hereunto set my hand and seal to this Second Codicil to my Last Will and Testament at Dade County, Florida, this 30th day of October, 1984.

*Evelyn H. Andrews*  
EVELYN H. ANDREWS

The foregoing instrument was, on the date thereof, signed, published and declared by EVELYN H. ANDREWS to be the Second Codicil to her Last Will and Testament dated June 22, 1981, with First Codicil thereto dated April 29, 1982, in our presence, and in the presence of each of us, and we, at the same time, at her request, in her presence, and in the presence of each other, have hereunto signed our names and addresses as attesting Witnesses this 30th day of October, 1984.

*Edmund O. ...* of 95 ...  
Carol Gables, FL 3313

*Lewis C. Jolley* of 5125 ...  
Miami, Florida

*Carol A. Longobardi* of 7831 SW 142 Ave  
Miami, FL 33185

OFF. REG. BK.  
15640PG3990



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of August, 1997, at ... o'clock ... M, and was duly recorded on the 13th day of August, 1997, Book No. 30, Page 65.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Hipp* D.C.

THIRD CODICIL

TO

LAST WILL AND TESTAMENT

OF

EVELYN H. ANDREWS

**FILED**  
THIS DATE  
AUG 06 1997  
STEVE DUNCAN  
CHANCERY CLERK  
BY *[Signature]*  
DEPOSITED  
AUG 20 1992  
CLERK

92-4280  
FILED FOR RECORD  
SEP 22 AM 8  
CLERK OF CIRCUIT & COUNTY COURTS  
DADE COUNTY, FLORIDA

I, EVELYN H. ANDREWS, a resident of the City of Coral Gables, County of Dade, State of Florida, do hereby make, publish and declare this to be the Third Codicil to my Last Will and Testament executed by me on the 22nd day of June, 1981, at Dade County, Florida, before Edmonson S. Couric, Jr., Nilda De la Fe and June R. Sinkes, as witnesses, with First Codicil thereto dated April 29, 1982, at Dade County, Florida, before Edmonson S. Couric, Jr., June R. Sinkes and Deborah S. Frosch, as witnesses, and with Second Codicil thereto dated October 30, 1984, at Dade County, Florida, before Edmonson S. Couric, Jr., Linda C. Gallogly and Carol A. Longobardi, as witnesses, and I now confirm and republish all of the terms of my Last Will and Testament, except those that are in conflict with this Third Codicil, if any.

I

I hereby strike and delete "Section 3." of "ARTICLE II" of my Last Will and Testament, and as amended by First and Second Codicil thereto, in its entirety, and substitute the following language in the place and stead of said deleted Section:

"ARTICLE II

"Section 3. I give all the rest (or all if no separate writing as provided for in Section 1. hereinabove this Article is found at the time of my death, and excepting the bequest made in Section 2. above) of the tangible personal property owned by me at the time of my death to the four (4) children of my niece, MARY CATHERINE MCKELLAR, who is the daughter of my brother, GEORGE THOMAS HOWELL, namely, JAMES THOMAS MCKELLAR, CHARLES TIMOTHY MCKELLAR, LINDA MCKELLAR UPTON and CATHERINE MCKELLAR SHAW, or to the survivor or survivors of them, in approximately equal shares to be determined by their agreement, outright and absolutely."

**RECORDED**  
SEP 23 1992  
Clerk of Circuit & County Courts

*E.H. 1*

SONYA MITCHELL

15610Pg3991

## II

I hereby strike and delete "ARTICLE V" of my Last Will and Testament in its entirety, and substitute the following language in its place and stead:

"ARTICLE V

"A. I appoint NORTHERN TRUST BANK OF FLORIDA, N.A., as Personal Representative of this my Last Will and Testament."

"B. I direct that no named Personal Representative shall be required to furnish bond or other security in any jurisdiction for the faithful performance of the duties of Personal Representative, the same being specifically waived.

"C. In the event the corporate fiduciary is unable or is of the opinion it would not be advisable to act as Personal Representative to any property which shall be subject to administration in any State other than Florida, or shall cease to serve subsequent to appointment, then I appoint as Personal Representative as to that property such qualified person or corporation as a Vice President of my corporate fiduciary shall designate in writing. The powers granted to my domiciliary Personal Representative shall be granted to such person and/or corporation as designated as Ancillary Personal Representative as provided herein; but the exercise of such power shall be only upon the direction and at the sole discretion of my domiciliary Personal Representative."

IN WITNESS WHEREOF, I, EVELYN H. ANDREWS, have hereunto set my hand and seal to this Third Codicil to my Last Will and Testament, at Dade County, Florida, this 15th day of September 1986.

Evelyn H. Andrews  
EVELYN H. ANDREWS

The foregoing instrument was signed, published and declared by EVELYN H. ANDREWS, to be the Third Codicil to her Last Will and Testament dated June 22, 1981, in our presence and in the presence of each of us, and we, at the same time, at her request, and in her

presence, and in the presence of each other, have hereunto signed our names as attesting witnesses, this 15<sup>th</sup> day of September, 1986.

[Signature] of 2840 S.W. 3rd Ave  
Miami, FL 33129

[Signature] of 4230 SW 67 Ave  
Miami, FL 33155

Paul G. Longobardi of 7831 SW 142 Ave  
Miami, Fl. 33183



OFF REC BK.

40Pg3993

NOTARY CERTIFICATE

STATE OF FLORIDA )  
COUNTY OF DADE ) SS.:

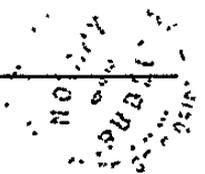
WE, EVELYN H. ANDREWS, the Testatrix, and Edmonson S. Couric, Jr. and Ruth W. Hoeltke, the witnesses, whose names are signed to the foregoing instrument, being first duly sworn, do hereby declare to the undersigned officer that the Testatrix signed the instrument as a Third Codicil to her Last Will and Testament, and that she signed the same voluntarily, and that each of the witnesses in the presence of the Testatrix, at her request, and in the presence of each other, signed said Third Codicil to her Last Will and Testament as a witness and that to the best of the knowledge of each witness, the Testatrix, was at that time eighteen (18) or more years of age, of sound mind and under no constraint or undue influence.

Evelyn H. Andrews  
EVELYN H. ANDREWS Testatrix  
Edmonson S. Couric, Jr.  
Witness  
Ruth W. Hoeltke  
Witness

SUBSCRIBED AND ACKNOWLEDGED before me by EVELYN H. ANDREWS the Testatrix, and SUBSCRIBED AND SWORN to before me by Edmonson S. Couric, Jr. and Ruth W. Hoeltke the witnesses, on this 15th day of September 1986.

Carol A. Longobardi  
NOTARY PUBLIC

OFF. REC. BK. 15640PG3994  
My Commission Expires:  
Notary Public State of Florida at Large  
My Commission Expires June 21, 1987



STATE OF MISSISSIPPI, COUNTY OF MADISON:  
I certify that the within instrument was filed for record in my office this 15th day of August, 1986, at        o'clock        M. and was duly recorded on the 15th day of August, 1986, Book No. 80 Page 69.  
STEVE DUNCAN, CHANCERY CLERK BY: Steve Suppi D.C.

FOURTH CODICIL

TO

LAST WILL AND TESTAMENT

OF

EVELYN H. ANDREWS

92-4280  
(02)

**FILED**  
THIS DATE  
**AUG 06 1997**  
STEVE DUNCAN  
CHANCERY CLERK

FILED FOR RECORDS  
92 DEC 10 AM 10:35

EVELYN H. ANDREWS, a resident of the City of Coral Gables, County of Dade, State of Florida, do hereby make, publish and declare this to be the Fourth Codicil to my Last Will and Testament executed by me on the 22nd day of June, 1981, at Dade County, Florida, before Edmonson S. Couric, Jr., Nilda De la Fe and June R. Sinkes, as witnesses, with First Codicil thereto dated April 29, 1982, at Dade County, Florida, before Edmonson S. Couric, Jr., June R. Sinkes and Deborah S. Frosch, as witnesses; with Second Codicil thereto dated October 30, 1984, at Dade County, Florida, before Edmonson S. Couric, Jr., Linda C. Gallogly and Carol A. Longobardi, as witnesses; and with Third Codicil thereto dated September 15, 1986, at Dade County, Florida, before Edmonson S. Couric, Jr., Ruth W. Hoeltke and Carol A. Longobardi, as witnesses, and I now confirm and republish all of the terms of my Last Will and Testament, except those that are in conflict with this Fourth Codicil, if any.

I

I hereby strike and delete "Section 2." of "ARTICLE II" of my Last Will and Testament, and as amended by First and Second Codicil thereto, in its entirety, and substitute the following language in the place and stead of said deleted Section:

"ARTICLE II

"Section 2. I give and devise all of my household furniture and furnishings, including but not limited to silver, brass, crystal, china and linens, to my niece, MARY CATHERINE MCKELLAR, who is the daughter of my brother, GEORGE THOMAS HOWELL. And I give and grant to my said niece the authority to give such items as she feels appropriate, in the capacity of a fiduciary, to and among the beneficiaries as set out in the EVELYN H. ANDREWS REVOCABLE TRUST U/A, Restated as of the 30th day of October, 1984."

RECORDED  
DEC 14 1992  
Clerk of Circuit  
& County Courts

*E.H.A.*

5723 Pg 4777

IN WITNESS WHEREOF, I, EVELYN H. ANDREWS, have hereunto set my hand and seal to this Fourth Codicil to my Last Will and Testament, at Dade County, Florida, this 5th day of June, 1989.

Evelyn H. Andrews  
EVELYN H. ANDREWS

The foregoing instrument was signed, published and declared by EVELYN H. ANDREWS, to be the Fourth Codicil to her Last Will and Testament dated June 22, 1981, in our presence and in the presence of each of us, and we, at the same time, at her request, and in her presence, and in the presence of each other, have hereunto signed our names as attesting witnesses, this 5th day of June, 1989.

Edmonson S. Coliric, Jr. of 2840 S. W. 3rd Ave  
Miami, FL 33127

Carol A. Longobardi of 813 NW 84 Lane  
Coal Camp, FL 33077

Althea A. Tombley of 725 NW 121 St  
N Miami FL 33161



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of August, 1989, at        o'clock        M., and was duly recorded on the 13th day of August, 1989, Book No. 30, Page 73.

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

723Pg4778

NOTARY CERTIFICATE

STATE OF FLORIDA )
COUNTY OF DADE ) SS.:

WE, EVELYN H. ANDREWS, the Testatrix, and Edmonson S. Couric, Jr., and Carol A. Longobardi, the witnesses, whose names are signed to the foregoing instrument, being first duly sworn, do hereby declare to the undersigned officer that the Testatrix signed the instrument as a Fourth Codicil to her Last Will and Testament, and that she signed the same voluntarily, and that each of the witnesses in the presence of the Testatrix, at her request, and in the presence of each other, signed said Fourth Codicil to her Last Will and Testament as a witness and that to the best of the knowledge of each witness, the Testatrix, was at that time eighteen (18) or more years of age, of sound mind and under no constraint or undue influence.

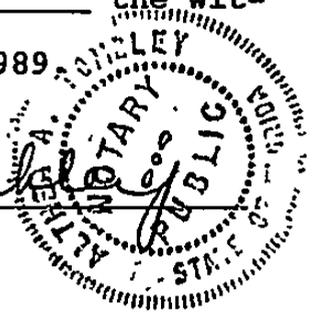
Evelyn H. Andrews
EVELYN H. ANDREWS Testatrix

[Signature]
Witness

Carol A. Longobardi
Witness

SUBSCRIBED AND ACKNOWLEDGED before me by EVELYN H. ANDREWS, the Testatrix, and SUBSCRIBED AND SWORN to before me by Edmonson S. Couric, Jr., and Carol A. Longobardi, the witnesses, on this 6th day of June 1989

Althea A. Tomblay
NOTARY PUBLIC



OFF REC BR 15723 P64779
Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: OCT. 5, 1991.
WONDER THRU NOTARY PUBLIC UNDERWRITERS.

112.72  
31069

IN THE CIRCUIT COURT FOR DADE COUNTY, FLORIDA

IN RE: ESTATE OF  
EVELYN H. ANDREWS

PROBATE DIVISION

File Number 92-4280

Division 02

RECORDED  
FILED  
1992 SEP 22 AM 8 43  
CLERK, CIRCUIT & COUNTY CTS.  
DADE COUNTY, FLORIDA

PETITION FOR ADMINISTRATION  
(testate Florida resident - single petitioner)

The undersigned petitioner alleges:

1. Petitioner has an interest in the above estate as designated Personal Representative in the Last Will of the Decedent. Petitioner's name and address is NORTHERN TRUST BANK OF FLORIDA, N.A., 700 Brickell Ave, Miami, Florida, and the name and office address of petitioner's attorney are set forth at the end of this petition.

2. Decedent, EVELYN H. ANDREWS, whose last known address was 720 East Ridge Village Drive, Miami, Florida, and, if known, whose age was 86 and whose social security number is 410-74-2489 died on August 19, 1992, at Deering Hospital, Miami, Florida, and at the time of death decedent was domiciled in Dade County, Florida.

3. So far as is known, the names of the beneficiaries of this estate and of the decedent's surviving spouse, if any, their addresses and relationship to decedent, and the ages of any who are minors, are:

NAME	ADDRESS	RELATIONSHIP	AGE (Birth Date if Minor)
------	---------	--------------	---------------------------------

RECORDED  
SEP 23 1992  
Clerk of Circuit  
& County Courts

SEE ATTACHED LIST

SONYA MITCHELL

15640Pg3976

OFF. REC. BK.

4. Venue of this proceeding is in this county because the Decedent was domiciled in Dade County, Florida.

5. NORTHERN TRUST BANK OF FLORIDA, N.A., whose address is 700 Brickell Avenue, Miami, Florida 33131, and who is qualified under the laws of the State of Florida to serve as personal representative of the decedent's estate is entitled to preference in appointment as personal representatives because it is designated as Personal Representative by the Decedent in the Decedent's Last Will.

6. The nature and approximate value of the assets in this estate are tangible and intangible personal property approximately \$100,000.

7. This estate will be required to file a federal estate tax return.

8. The original of the decedent's Last Will, dated June 22, 1981, the First Codicil dated April 29, 1982, the Second Codicil dated October 30, 1984 and the Third Codicil dated September 15, 1986 are in the possession of the court ~~or accompany this petition.~~

9. Petitioner is unaware of any unrevoked will or codicil of decedent other than as set forth in paragraph 8.

Petitioner requests that the decedent's will be admitted to probate and that NORTHERN TRUST BANK OF FLORIDA, N.A. be appointed personal representative of the estate of the decedent.

Under penalties of perjury, I declare that I have read the foregoing, and the facts alleged are true, to the best of my knowledge and belief.

Executed this 16<sup>th</sup> day of September, 1992.

NORTHERN TRUST BANK OF  
FLORIDA, N.A.

*Barry A. Nelson*  
BARRY A. NELSON, ESQ.  
Attorney for Petitioner

By: *Nancy P. Halula*  
Petitioner  
Nancy Pond Halula, Trust Officer

Florida Bar No. 320161

19495 Biscayne Boulevard,

Suite 606

North Miami Beach, FL 33180  
(address)

Telephone: (305) 937-7474

Form No. P-3.0100  
1990

OFF. REC. BK.  
15640PG3978

ESTATE OF EVELYN H. ANDREWS  
 Attachment to Petition for Administration  
 Paragraph 3, List of Beneficiaries

<u>Name &amp; Address</u>	<u>Relationship</u>	<u>Age</u>
Mary M. Howell 2805 Heritage Drive Jasper, Alabama 35501	sister-in-law	adult
Mary Catherine McKellar 1104 Forrest Road Jasper, Alabama 35501	niece	adult
James Thomas McKellar 527 Springs Avenue Birmingham, Alabama 35242	great nephew	adult
Charles Timothy McKellar 2540 Elizabeth Drive Helena, Alabama 35080	great nephew	adult
Linda McKellar Lewis (f/k/a Linda McKellar Upton) 1102 Forest Road Jasper, Alabama 35501	great niece	adult
Catherine McKellar Shaw (f/k/a Catherine McKellar Primm) 1203 Fifth Street Jasper, Alabama 35501	great niece	adult
Mary Jane Howell Hargraves 841 Navajo Trail Alabaster, Alabama 35007	niece	adult

*added  
2-25-07*

*deleted  
2-25-07*

OFF REC BK.  
15640PG3979

IN THE CIRCUIT COURT FOR DADE COUNTY, FLORIDA

IN RE: ESTATE OF  
EVELYN H. ANDREWS,  
Deceased.

PROBATE DIVISION

File Number

Division 02

FILED FOR RECORD  
1992 SEP 22 AM 9:36  
CLERK OF CIRCUIT & COUNTY COURTS  
DADE COUNTY, FLORIDA

ORDER ADMITTING WILL AND CODICILS TO PROBATE  
AND APPOINTING PERSONAL REPRESENTATIVE  
(corporate PR)

The instrument presented to this Court as the Last Will of EVELYN H. ANDREWS, deceased, dated June 22, 1981, executed at Dade County, Florida, before Edmonson S. Couric, Jr., Nilda De La Fe and June R. Sinkes as subscribing and attesting witnesses, having been confirmed and republished by the decedent pursuant to the First Codicil to Last Will and Testament of Evelyn H. Andrews dated April 29, 1982, executed at Dade County, Florida, before Edmonson S. Couric, Jr., June R. Sinkes and Deborah S. Frosch as subscribing and attesting witnesses; said Will and First Codicil thereto having been further confirmed and republished by the decedent pursuant to the Second Codicil to Last Will and Testament of Evelyn H. Andrews dated October 30, 1984, executed at Dade County, Florida, before Edmonson S. Couric, Jr., Linda C. Gallogly and Carol A. Longobardi, as subscribing and attesting witnesses; and said Will, First Codicil and Second Codicil having been further confirmed and republished by the decedent pursuant to the Third Codicil to Last Will and Testament of Evelyn H. Andrews dated September 15, 1986, which Third Codicil having been executed in conformity with the law

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RECORDED  
SEP 23 1992  
SONYA MITCHELE  
Clerk of Circuit  
& County Courts

and made self-proved at the time of its execution by the acknowledgement of the decedent and the affidavits of the witnesses, each made before an officer authorized to administer oaths and evidenced by the officer's certificate attached to or following the Codicil in the form required by law, and no objection having been made to its probate, and the Court finding that the decedent died on August 19, 1992, it is

ADJUDGED that the Will bearing date June 22, 1981, and witnessed by Edmonson S. Couric, Jr., Nilda De La Fe and June R. Sinkes; the First Codicil to Last Will and Testament of Evelyn H. Andrews bearing the date April 29, 1982 and witnessed by Edmonson S. Couric, Jr., June R. Sinkes and Deborah S. Frosch; the Second Codicil bearing the date October 30, 1984 and witnessed by Edmonson S. Couric, Jr., Linda C. Gallogly and Carol A. Longobardi; and the Third Codicil bearing the date September 15, 1986 and witnessed by Edmonson S. Couric, Jr. and Ruth W. Hoeltke as subscribing and attesting witnesses, are admitted to probate according to law as and for the Last Will of the decedent and the First, Second and Third Codicils thereto, and it is further

ADJUDGED that NORTHERN TRUST BANK OF FLORIDA, N.A. is appointed personal representative of the estate of the decedent, and that upon taking the prescribed oath, letters of administration shall be issued.

ORDERED this 29<sup>th</sup> day of September, 1992.

*See amended  
ord. adm will  
9/24/92*

**THIS ESTATE MUST BE  
CLOSED WITHIN 24 MONTHS.**

*[Signature]*  
\_\_\_\_\_  
CIRCUIT JUDGE  
2 FREDERICK N. BARAD  
SENIOR JUDGE  
ACTING IN THE ABSENCE OF  
JUDGE M. J. L. TORCH

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1002

IN THE CIRCUIT COURT FOR DADE COUNTY, FLORIDA

IN RE: ESTATE OF  
EVELYN H. ANDREWS

1992 SEP 24 AM 9:15

PROBATE DIVISION

File Number: 92-4280

Deceased  
CLERK, CIRCUIT & COUNTY COURTS  
DADE COUNTY, FLORIDA

Division: (02)

RECORDED  
SEP 25 1992  
Clerk of Circuit & County Courts

AMENDED  
PETITION FOR ADMINISTRATION  
(testate Florida resident - single petitioner)

The undersigned, as counsel for petitioner, alleges:

1. Petitioner has an interest in the above estate as designated Personal Representative in the Last Will of the Decedent. Petitioner's name and address is NORTHERN TRUST BANK OF FLORIDA, N.A., 700 Brickell Ave, Miami, Florida, and the name and office address of petitioner's attorney are set forth at the end of this petition.

2. Decedent, EVELYN H. ANDREWS, whose last known address was 720 East Ridge Village Drive, Miami, Florida, and, if known, whose age was 86 and whose social security number is 410-74-2489 died on August 18, 1992, at Deering Hospital, Miami, Florida, and at the time of death decedent was domiciled in Dade County, Florida. This Amended Petition is being filed to correct a scrivener's error contained in the Petition for Administration, to wit: the date of death was erroneously stated as being August 19, 1992 when, in fact, the date of death is August 18, 1992.

3. So far as is known, the names of the beneficiaries of this estate and of the decedent's surviving spouse, if any, their addresses and relationship to decedent, and the ages of any who are minors, are:

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NAME	ADDRESS	RELATIONSHIP	AGE (Birth Date if Minor)
SEE ATTACHED LIST			

4. Venue of this proceeding is in this county because the Decedent was domiciled in Dade County, Florida.

5. NORTHERN TRUST BANK OF FLORIDA, N.A., whose address is 700 Brickell Avenue, Miami, Florida 33131, and who is qualified under the laws of the State of Florida to serve as personal representative of the decedent's estate is entitled to preference in appointment as personal representatives because it is designated as Personal Representative by the Decedent in the Decedent's Last Will.

6. The nature and approximate value of the assets in this estate are tangible and intangible personal property approximately \$100,000.

7. This estate will be required to file a federal estate tax return.

8. The original of the decedent's Last Will, dated June 22, 1981, the First Codicil dated April 29, 1982, the Second Codicil dated October 30, 1984 and the Third Codicil dated September 15, 1986 are in the possession of the court ~~or accompany this~~ petition.

9. Petitioner is unaware of any unrevoked will or codicil of decedent other than as set forth in paragraph 8.

VS 

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Petitioner requests that the decedent's will be admitted to probate and that NORTHERN TRUST BANK OF FLORIDA, N.A. be appointed personal representative of the estate of the decedent.

Under penalties of perjury, I declare that I have read the foregoing, and the facts alleged are true, to the best of my knowledge and belief.

Executed this 23 day of September, 1992.

NORTHERN TRUST BANK OF  
FLORIDA, N.A., Petitioner

Barry A. Nelson  
BARRY A. NELSON, ESQ.  
Attorney for Petitioner

By: Barry A. Nelson  
BARRY A. NELSON, ESQ.  
As Attorney

Florida Bar No. 320161  
19495 Biscayne Boulevard,  
Suite 606  
North Miami Beach, FL 33180  
(address)  
Telephone: (305) 937-7474

Form No. P-3.0100  
1990

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15640Pg4712

VS

ESTATE OF EVELYN H. ANDREWS  
Attachment to Petition for Administration  
Paragraph 3, List of Beneficiaries

<u>Name &amp; Address</u>	<u>Relationship</u>	<u>Age</u>
Mary M. Howell 2805 Heritage Drive Jasper, Alabama 35501	sister-in-law	adult
Mary Catherine McKellar 1104 Forrest Road Jasper, Alabama 35501	niece	adult
James Thomas McKellar 527 Springs Avenue Birmingham, Alabama 35242	great nephew	adult
Charles Timothy McKellar 2540 Elizabeth Drive Helena, Alabama 35080	great nephew	adult
Linda McKellar Lewis (f/k/a Linda McKellar Upton) 1102 Forest Road Jasper, Alabama 35501	great niece	adult
Catherine McKellar Shaw (f/k/a Catherine McKellar Primm) 1203 Fifth Street Jasper, Alabama 35501	great niece	adult
Mary Jane Howell Hargraves 841 Navajo Trail Alabaster, Alabama 35007	niece	adult

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15640Pg4713

IN THE CIRCUIT COURT FOR DADE COUNTY, FLORIDA  
FILED FOR RECORD

IN RE: ESTATE OF 1992 SEP 24 AM 9 14 PROBATE DIVISION  
EVELYN H. ANDREWS, CLERK, CIRCUIT & COUNTY CTS. File Number 92-4280  
DADE COUNTY, FLORIDA  
Deceased. Division (02)

RECORDED  
SEP 25 1992  
Clerk of Circuit  
& County Courts

AMENDED  
ORDER ADMITTING WILL AND CODICILS TO PROBATE  
AND APPOINTING PERSONAL REPRESENTATIVE  
(corporate PR)

The instrument presented to this Court as the Last Will of  
EVELYN H. ANDREWS, deceased, dated June 22, 1981, executed at Dade  
County, Florida, before Edmonson S. Couric, Jr., Nilda De La Fe and  
June R. Sinkes as subscribing and attesting witnesses, having been  
confirmed and republished by the decedent pursuant to the First  
Codicil to Last Will and Testament of Evelyn H. Andrews dated April  
29, 1982, executed at Dade County, Florida, before Edmonson S.  
Couric, Jr., June R. Sinkes and Deborah S. Frosch as subscribing  
and attesting witnesses; said Will and First Codicil thereto having  
been further confirmed and republished by the decedent pursuant to  
the Second Codicil to Last Will and Testament of Evelyn H. Andrews  
dated October 30, 1984, executed at Dade County, Florida, before  
Edmonson S. Couric, Jr., Linda C. Gallogly and Carol A. Longobardi,  
as subscribing and attesting witnesses; and said Will, First  
Codicil and Second Codicil having been further confirmed and  
republished by the decedent pursuant to the Third Codicil to Last  
Will and Testament of Evelyn H. Andrews dated September 15, 1986,  
which Third Codicil having been executed in conformity with the law

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VS.

and made self-proved at the time of its execution by the acknowledgement of the decedent and the affidavits of the witnesses, each made before an officer authorized to administer oaths and evidenced by the officer's certificate attached to or following the Codicil in the form required by law, and no objection having been made to its probate, and the Court finding that the decedent died on August 18, 1992, it is

ADJUDGED that the Will bearing date June 22, 1981, and witnessed by Edmonson S. Couric, Jr., Nilda De La Fe and June R. Sinkes; the First Codicil to Last Will and Testament of Evelyn H. Andrews bearing the date April 29, 1982 and witnessed by Edmonson S. Couric, Jr., June R. Sinkes and Deborah S. Frosch; the Second Codicil bearing the date October 30, 1984 and witnessed by Edmonson S. Couric, Jr., Linda C. Gallogly and Carol A. Longobardi; and the Third Codicil bearing the date September 15, 1986 and witnessed by Edmonson S. Couric, Jr. and Ruth W. Hoeltke as subscribing and attesting witnesses, are admitted to probate according to law as and for the Last Will of the decedent and the First, Second and Third Codicils thereto, and it is further

ADJUDGED that NORTHERN TRUST BANK OF FLORIDA, N.A. is appointed personal representative of the estate of the decedent, and that upon taking the prescribed oath, letters of administration shall be issued.

ORDERED this 24<sup>th</sup> day of September, 1992.

FREDERICK N. BARAD  
CIRCUIT JUDGE SENIOR JUDGE

2

ACTING IN THE ABSENCE OF  
JUDGE ROSE J. L. TILBORN

VS

**THIS ESTATE MUST BE  
CLOSED WITHIN 24 MONTHS.**

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IN THE CIRCUIT COURT FOR DADE COUNTY, FLORIDA.

IN RE: ESTATE OF

PROBATE DIVISION

EVELYN H. ANDREWS,

CASE NO.: 92-4280 (02)

Deceased.

FILED FOR RECORD

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PETITION TO ADMIT FOURTH CODICIL TO LAST WILL AND TESTAMENT OF EVELYN H. ANDREWS TO PROBATE

Petitioner, NORTHERN TRUST BANK OF FLORIDA, N.A., alleges:

1. Petitioner is the duly appointed and acting Personal Representative of the Estate of EVELYN H. ANDREWS, deceased. Letters of Administration were issued to petitioner on September 24, 1992.

2. The Petitioner has previously filed with this Court the original of the decedent's Last Will, dated June 22, 1981, the First Codicil dated April 29, 1982, the Second Codicil dated October 30, 1984, and the Third Codicil dated September 15, 1986, all of which were admitted to probate pursuant to this Court's Order dated September 24, 1992.

3. Since the date of filing the aforementioned Will and Codicils thereto, Petitioner has received the original of the decedent's Fourth Codicil dated June 5, 1989 and presents same to the Court contemporaneously with this Petition for filing.

4. Petitioner represents that it is unaware of any other unrevoked will or codicils of the decedent other than as set forth in paragraphs 2 and 3 of the Petition.

WHEREFORE, Petitioner requests this Honorable Court enter an order admitting the Fourth Codicil dated June 5, 1989 to probate.

Under penalties of perjury, I declare that I have read the foregoing, and the facts alleged are true, to the best of my knowledge and belief.

RECORDED  
DEC 14 1992  
CLERK OF CIRCUIT  
& COUNTY COURTS

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15723PG4773

Case No.: 92-4280 (02)

Executed this 2<sup>nd</sup> day of December, 1992.

NORTHERN TRUST BANK OF FLORIDA,  
N.A.

Nancy P. Halula  
By: NANCY P. HALULA, Trust  
Officer

Barry A. Nelson

BARRY A. NELSON, ESQ.  
BUCHANAN INGERSOLL, P.C.  
Attorneys for Petitioner  
19495 Biscayne Blvd., #606  
North Miami Beach, FL 33180  
Telephone: (305) 933-5600  
Florida Bar No.: 320161

CERTIFICATE OF SERVICE

WE HEREBY CERTIFY that a true and correct copy of the foregoing Petition has been furnished by mail on this 5<sup>th</sup> day of December, 1992, upon all interested parties pursuant to the attached Service List.

Barry A. Nelson

BARRY A. NELSON, ESQ.

c:\wp51\probate\clients\andrews\pet.adm

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15723PG4774



Case No. 92-4280 (02)

SERVICE LIST

Mary M. Howell  
2805 Heritage Drive  
Jasper, Alabama 35501

Mary Catherine McKellar  
1104 Forrest Road  
Jasper, Alabama 35501

James Thomas McKellar  
527 Springs Avenue  
Birmingham, Alabama 35242

Charles Timothy McKellar  
2540 Elizabeth Drive  
Helena, Alabama 35080

Linda McKellar Lewis  
1102 Forest Road  
Jasper, Alabama 35501

Catherine McKellar Shaw  
1203 Fifth Street  
Jasper, Alabama 35501

Mary Jane Howell Hargraves  
841 Navajo Trail  
Alabaster, Alabama 35007

OFF. REC. BK.

15723PG4775

IN THE CIRCUIT COURT OF THE ELEVENTH JUDICIAL CIRCUIT IN AND FOR DADE COUNTY, FLORIDA  
 IN THE COUNTY COURT IN AND FOR DADE COUNTY, FLORIDA.

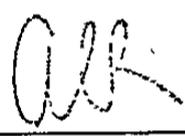
DIVISION <input type="checkbox"/> CIVIL <input type="checkbox"/> CRIMINAL <input type="checkbox"/> TRAFFIC <input type="checkbox"/> OTHER	EXEMPLIFICATION	CASE NUMBER 92-4280-CP-02
---	-----------------	------------------------------

EXEMPLIFICATION OF: Order Admitting Fourth Codicil To Probate of Evelyn H. Andrews.	CLOCK IN
--	----------

I, the undersigned, Judge of the  Circuit Court  County Court in and for Dade County, Florida do hereby certify that said Court is a Court of record, and having a Clerk and Seal, that HARVEY RUVIN, who signed the foregoing attestation is the duly qualified Clerk of the Circuit and County Court of the County of Dade and the State of Florida, and was at the time of signing said attestation, that his said signature thereto is entitled to full faith and credit,

And I FURTHER CERTIFY that said attestation is sufficient and in due form of law

Witness my hand and Official Signature this 14th day of JULY, 1997



JUDGE  
ARTHUR ROTHENBERG  
Circuit Judge

I, HARVEY RUVIN, Clerk of the Circuit and County Court in and for Dade County, and the State of Florida Do Hereby Certify that the Honorable ARTHUR ROTHENBERG, whose name is subscribed to the preceding Certificate is Judge of the  Circuit Court  County Court in and for Dade County, Florida, and that the signature of said Judge to the foregoing Certificate is genuine, and that said Certificate is sufficient and in due form of law

In Witness Whereof, I have set my hand and affixed the seal of said Court this 14th day of JULY, 1997

(Court Seal)

**HARVEY RUVIN**

Clerk of the Circuit and County Court,  
Dade County, Florida

BY: J. J. Nelson D.C.  
**J. J. NELSON**

IN THE CIRCUIT COURT FOR DADE COUNTY, FLORIDA.

IN RE: ESTATE OF

PROBATE DIVISION

EVELYN H. ANDREWS,

File Number 92-4280 (02)

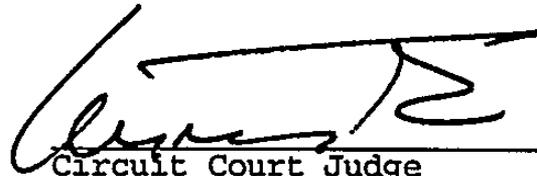
Deceased.

ORDER ADMITTING FOURTH CODICIL TO PROBATE

The instrument presented to this Court as the Fourth Codicil to the Will of EVELYN H. ANDREWS, deceased, having been executed in conformity with law, and made self-proved at the time of its execution by the acknowledgement of the decedent and the affidavits of the witnesses, each made before an officer authorized to administer oaths and evidence by the officer's certificate attached to or following the codicil in the form required by law, and no objection having been made to its probate, and the Court finding that the decedent died on August 18, 1992, it is

ADJUDGED that the codicil bearing date June 6, 1989, and attested by Edmonson S. Couric, Jr. and Carol A. Longobardi, as subscribing and attesting witnesses, is admitted to probate according to law as and for the Fourth Codicil to the Will of the decedent.

ORDERED this 10<sup>5</sup> day of December, 1992.

  
Circuit Court Judge

MOIE J. L. TENDRICH

RECORDED  
DEC 14 1992  
Clerk of Circuit  
& County Courts

FILED  
DEC 19 1992

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IK

IN THE CIRCUIT COURT OF THE ELEVENTH JUDICIAL CIRCUIT  
IN AND FOR DACE COUNTY, FLORIDA

PROBATE  
DIVISION

CERTIFICATE

CASE NUMBER  
92-4280-CP-02

I, the undersigned, Deputy Clerk of the Circuit Court of the Eleventh Judicial Circuit in and for the County of Dade and State of Florida, do hereby certify that the above and foregoing is a true and correct copy of the ORDER ADMITTING FOURTH CODICIL TO PROBATE of EVELYN H. ANDREWS Deceased, late of the County of Dade State of Florida, In Re: Said Estate

s the same appears on file and record in this court.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official of said Court at Miami, Florida

HARVEY RUVIN  
CLERK OF COURTS

BY:

*Cheryl Toussaint*  
CHERYL TOUSSAINT 5792

DEPUTY CLERK

DATE  
JULY 14, 1997

<input checked="" type="checkbox"/> IN THE CIRCUIT COURT OF THE ELEVENTH JUDICIAL CIRCUIT IN AND FOR DADE COUNTY, FLORIDA. <input type="checkbox"/> IN THE COUNTY COURT IN AND FOR DADE COUNTY, FLORIDA.		
DIVISION <input type="checkbox"/> CIVIL <input type="checkbox"/> CRIMINAL <input type="checkbox"/> TRAFFIC <input checked="" type="checkbox"/> OTHER	EXEMPLIFICATION	CASE NUMBER 92- 4280-CP 02
EXEMPLIFICATION OF: Various Pleadings of Evelyn H. Andrews.		CLOCK IN

I, the undersigned, Judge of the  Circuit Court  County Court in and for Dade County, Florida do hereby certify that said Court is a Court of record, and having a Clerk and Seal; that HARVEY RUVIN, who signed the foregoing attestation is the duly qualified Clerk of the Circuit and County Court of the County of Dade and the State of Florida, and was at the time of signing said attestation, that his said signature thereto is entitled to full faith and credit,

And I FURTHER CERTIFY that said attestation is sufficient and in due form of law.

Witness my hand and Official Signature this 27<sup>th</sup> day of JUNE, 19 97.

*AW*

\_\_\_\_\_  
 JUDGE

I, HARVEY RUVIN, Clerk of the Circuit and County Court in and for Dade County, and the State of Florida Do Hereby Certify that the Honorable Arthur L. Rothenberg, whose name is subscribed to the preceding Certificate is Judge of the  Circuit Court  County Court in and for Dade County, Florida, and that the signature of said Judge to the foregoing Certificate is genuine, and that said Certificate is sufficient and in due form of law

In Witness Whereof, I have set my hand and affixed the seal of said Court this 27<sup>th</sup> day of JUNE, 1997.

(Court Seal)



**HARVEY RUVIN**

Clerk of the Circuit and County Court,  
 Dade County, Florida

BY: *J. J. Nelson* D.C.  
**J. J. NELSON**

102102023  
Andrews  
#7

This is to certify that the foregoing is a true and correct copy of the original document held in our files.  
NORTHERN TRUST BANK OF FLORIDA, INC.

*Nancy P. Halula*

Vice President  
~~Trust Officer~~

RESTATED REVOCABLE TRUST

OF

EVELYN H. ANDREWS

THIS RESTATED REVOCABLE TRUST OF EVELYN H. ANDREWS is made this 30th day of October, 1984, between EVELYN H. ANDREWS of Coral Gables, Florida, as Grantor, and NORTHERN TRUST BANK OF FLORIDA N.A. (formerly SECURITY TRUST COMPANY) a Florida banking corporation, of Miami, Florida, as Trustee; being a Restatement of that certain Revocable Trust of Evelyn H. Andrews, made by and between EVELYN H. ANDREWS, as Grantor, and SECURITY TRUST COMPANY, a Florida corporation, as Trustee, dated October 10, 1973, as amended by First Amendment thereto dated November 16, 1973, with Second Amendment thereto dated October 12, 1977, with Third Amendment thereto dated August 9, 1979, with Fourth Amendment thereto dated June 22, 1981, and Fifth Amendment thereto dated July 14, 1981; and as now amended in this Restated Revocable Trust.

FIRST: The Trust shall be designated the "EVELYN H. ANDREWS REVOCABLE TRUST"; and held, administered and disposed of as follows:

Section 1. During the Grantor's lifetime, the Trustee shall pay the income from the trust estate in convenient installments to the Grantor or otherwise as she may from time to time direct in writing, and also such sums from principal as she may request at any time in writing.

Section 2. If at any time or times during the Grantor's lifetime she is under a legally adjudicated disability by reason of physical or mental illness, or if the Trustee receives certification in writing from two (2) medical physicians attesting that the Grantor is incapable of the management of her business affairs by reason of physical or mental disability, the Trustee may use and expend such amounts from the income and principal of the trust estate as the Trustee deems necessary or advisable for the care, support and comfort of the Grantor and any persons dependent upon her, or for any other purpose the Trustee considers to be in the

*E. H. A.*

Grantor's best interest. Any income not distributed shall be accumulated and added to the principal of the trust at the end of each accounting year.

SECOND: Upon the death of the Grantor, EVELYN H. ANDREWS, the trust estate shall be held, administered and disposed of as follows:

Section 1. The Trustee shall first pay from the principal of the trust estate, and such payment shall be to the Personal Representative of the Grantor's estate, or directly to the appropriate taxing authorities as determined by the Trustee in its sole discretion, the amount by which the estate and inheritance taxes assessed by reason of the death of the Grantor shall be increased as a result of the inclusion of the trust estate created by this Agreement in the Grantor's Estate for such tax purposes. The Trustee's selection of assets to be sold, if necessary, to pay such amount of taxes and the tax affect thereof shall not be subject to question by any beneficiary.

Section 2. It is the Grantor's specific direction that if the Trustee is holding Federal Estate Tax bonds, that are redeemable at par in the payment of Federal Estate taxes, any excess of the amount required to satisfy the Federal Estate taxes which the Trustee is required to pay pursuant to Section 1. of this Article hereinabove, the Trustee is directed and required to utilize the excess of such Federal Estate Tax bonds held by it to satisfy all or part of the Federal Estate taxes assessed by inclusion of the estate of the Grantor outside of this Trust in the taxable estate.

Section 3. It is Grantor's direction that upon her death, the following amounts be paid by the Trustee from the assets of the Trust, after payment or provision for payment has been made for any amounts to be paid pursuant to Section 1. of this Article, such devises to be made "IN MEMORY OF MY SON, CHARLES GREEN ANDREWS, JR." as follows:

(A) The sum of TEN THOUSAND (\$10,000.00) DOLLARS to the AMERICAN CANCER SOCIETY.

*set* (B) The sum of FIFTEEN THOUSAND (\$15,000.00) DOLLARS to GRANADA PRESBYTERIAN CHURCH, of Coral Gables, Florida.

Section 4. It is the Grantor's direction, that upon her death, the following specific monetary bequests be made:

(A) To Grantor's brother, GEORGE THOMAS HOWELL, if he shall be surviving, the sum of FIVE THOUSAND (\$5,000.00) DOLLARS.

(B) To Grantor's brother, HERBERT F. HOWELL, if he shall be surviving, the sum of FIVE THOUSAND (\$5,000.00) DOLLARS.

(C) To Grantor's brother, RAY S. HOWELL, if he shall be surviving, the sum of FIVE THOUSAND (\$5,000.00) DOLLARS.

(D) To Grantor's brother, WARREN D. HOWELL, if he shall be surviving, the sum of FIVE THOUSAND (\$5,000.00) DOLLARS.

(1) The gifts and devises made by the Grantor to her brothers hereinabove are in a way of remembrance, and the amounts are not to be considered by them in any way as an indicia of Grantor's love and affection for them.

*out* (E) To the daughter of the Grantor's sister, ADEZEAUX HOWELL HESSLER, namely, JEAN HAGGER SHELDON, the sum of FIFTEEN THOUSAND (\$15,000.00) DOLLARS, if surviving.

(F) To the daughter of the Grantor's sister's daughter; JEAN SHELDON; namely, SUSAN HEGERFELD, the sum of TEN THOUSAND (\$10,000.00) DOLLARS, if surviving.

Section 5. The Trustee shall divide the balance of the trust estate, together with any additions thereto by testamentary devise or otherwise, into separate shares to provide one (1) equal share for each of the following named beneficiaries:

(A) To the daughter of the Grantor's brother, GEORGE THOMAS HOWELL; namely, MARY CATHERINE MCKELLAR;

(B) To each of the four (4) children of the daughter of the Grantor's brother, GEORGE THOMAS HOWELL, MARY CATHERINE

McKELLAR; namely, JAMES THOMAS McKELLAR, CHARLES TIMOTHY McKELLAR, LINDA McKELLAR LIPTON, and CATHERINE McKELLAR PRIMM;

(C) To the son of the Grantor's brother, HERBERT F. HOWELL; namely, WILLIAM WALKER HOWELL (and no other child of said Grantor's brother, HERBERT F. HOWELL);

(D) To the child by blood of the said WILLIAM WALKER HOWELL; namely, WILLIAM WALKER HOWELL, JR.;

(E) To, the daughter of the Grantor's brother, WARREN D. HOWELL; namely, MARY JANE HOWELL HARGRAVES.

The eight (8) separate and equal shares created pursuant to this Paragraph shall be distributed by my Trustee, outright and absolutely; subject only to the withholding provisions hereinafter.

Section 6. Any share of the trust estate which is distributable to a descendant who has not reached majority in the State of his or her residence shall immediately vest in the descendant, but the Trustee shall (a) establish therewith a custodianship for the descendant under a Uniform Gifts to Minors Act, or (b) retain possession of the share as a separate trust until the descendant reaches majority, meanwhile paying to him or her so much or all of the income and principal of the share as the Trustee deems necessary or advisable from time to time for his or her needs, best interests, education and welfare, and adding to principal any income not so paid.

THIRD: The following provisions shall apply to the trust estate and to each trust under this agreement:

Section 1. If income or discretionary amounts of principal become payable to a minor or to a person under legal disability to a person not adjudicated incompetent but who, by reason of illness or mental or physical disability, is in the opinion of the Trustee unable properly to manage his or her affairs, then such income or principal shall be paid in such of the following

ways as the Trustee deems best: (a) to the beneficiary directly; (b) to the legally appointed guardian or conservator of or custodian under a Uniform Gifts to Minors Act for the beneficiary; (c) to some relative or friend for the needs, best interests, education and welfare of the beneficiary; or (d) by the Trustee for the beneficiary's needs, best interests, education and welfare.

Section 2. The interests of beneficiaries in principal or income shall not be subject to the claims of any creditor, any spouse for alimony or support, or others, or to legal process, and may not be voluntarily or involuntarily alienated or encumbered. This provision shall not limit the exercise of any power of appointment.

Section 3. Income received after the last income payment date and undistributed at the termination of any estate or interest shall, together with any accrued income, be paid by the Trustee as income to the persons entitled to the next successive interest in the proportions in which they take that interest.

Section 4. The Trustee may consolidate any separate trust with any other trust with similar provisions for the same beneficiary or beneficiaries created by the Grantor or any member of her family.

Section 5. The Trustee shall hold, manage, care for and protect the trust property and shall have the following powers and discretions in addition to those conferred by Florida Statutes, except to the extent inconsistent herewith, those now or hereafter conferred by law:

(a) To retain any property (including stock of any corporate Trustee hereunder or of a parent or affiliate company) originally constituting the trust or subsequently added thereto, although not of a type, quality or diversification considered proper for trust investments;

(b) To invest and reinvest the trust property in bonds, stocks, mortgages, notes or other property of any kind,

*E. J. A.*

real or personal, suitable for the investment of trust funds;

(c) To cause any securities or other property, real or personal, belonging to the trust to be held or registered in the Trustee's name or in the name of a nominee or in such other form as the Trustee deems best without disclosing the trust relationship;

(d) To vote in person or by general or limited proxy, or refrain from voting, any corporate securities for any purpose; to exercise or sell any subscription or conversion rights; to consent to and join in or oppose any voting trusts, reorganizations, consolidations, mergers, foreclosures, and liquidations and in connection therewith to deposit securities and accept and hold other securities or property received therefor;

(e) To lease trust property for any period of time though commencing in the future or extending beyond the term of the trust;

(f) To borrow money from any lender, including a Trustee hereunder individually, extend or renew any existing indebtedness and mortgage or pledge any property in the trust;

(g) To sell at public or private sale, contract to sell, convey, exchange, transfer and otherwise deal with the trust property and any reinvestments thereof from time to time for such price and upon such terms as the Trustee sees fit;

(h) To employ agents, attorneys and proxies and to delegate to them such powers as the Trustees considers desirable;

(i) To compromise, contest, prosecute or abandon claims in favor of or against the trust;

(j) To divide or distribute the trust property in undivided interests or in kind, or partly in cash and partly in kind, and to sell any property in order to make division or distribution;

(k) To deal with, purchase assets from, or make loans to, the fiduciary of any trust made by the Grantor or any member

of her family or a trust or estate in which any beneficiary under this agreement has an interest, though a Trustee hereunder is such fiduciary, and to retain any property so purchased;

(l) To establish out of income and credit to principal reasonable reserves for depreciation, obsolescence and depletion; and

(m) To perform other acts necessary or appropriate for the proper administration of the trust, execute and deliver necessary instruments and give full receipts and discharges.

Section 6. Notwithstanding the foregoing, while the Grantor is living and under no disability as defined hereinabove:

(a) No sale or investment shall be made without the written approval of the Grantor, unless she fails to indicate her approval or disapproval of any proposed sale or investment within ten (10) days after being requested to do so in writing; and

(b) The Grantor shall have the power to direct the retention or sale of any trust assets and the purchase of property with any principal cash in the trust.

Section 7. The Trustee shall render an account of its receipts and disbursements at least annually to the Grantor if living, otherwise to each adult income beneficiary. The Trustee shall be reimbursed for all reasonable expenses incurred in the management and protection of the trust and shall receive fair compensation for its services.

Section 8. No trust created hereby, or by exercise of a power of appointment hereunder, shall continue for more than twenty-one (21) years after the death of the last to die of the Grantor and the beneficiaries in being at the death of the Grantor. Any property still held in trust at the expiration of that period shall immediately be distributed to the persons then entitled to receive or have the benefit of the income therefrom in the proportions in which they are entitled thereto, or if their interests are indefinite, then in equal shares.

Section 9. Any Trustee may resign at any time by written notice to the Grantor if living, otherwise to each beneficiary then entitled to receive or have the benefit of the income from the trust. In case of the resignation, refusal or inability to act of any Trustee, the Grantor if living, otherwise the beneficiary or a majority in interest of the beneficiaries, then entitled to receive or have the benefit of the income from the trust, may appoint a successor Trustee.

Section 10. Every successor Trustee shall have all the powers given the originally named Trustee. No successor Trustee shall be personally liable for any act or omission of any predecessor. With the approval of the Grantor, if living, otherwise of the beneficiary or a majority in interest of the beneficiaries entitled to receive or have the benefit of the income from the trust, a successor Trustee may accept the account rendered and the property receive as a full and complete discharge to the predecessor Trustee without incurring any liability for so doing.

Section 11. The parent, guardian or conservator of a beneficiary under disability shall receive notice and have authority to act for such beneficiary under this section.

Section 12. No Trustee wherever acting shall be required to give bond or surety or be appointed by or account for the administration of any trust to any Court.

Section 13. In disposing of any trust property subject to a power to appoint by Will, the Trustee may rely upon an instrument admitted to probate in any jurisdiction as the Will of the donee or may assume that he or she died intestate if the Trustee has no notice of a Will within three (3) months after his or her death.

FOURTH: The law of Florida shall govern the validity and interpretation of the provisions of this Agreement.

FIFTH: The Grantor or any other person may transfer, devise

or bequeath additional property to the Trustee to be held under this Agreement and may designate the trust to which the addition shall be made. If the addition is made by Will, the Trustee may accept the statement of the legal representative that the assets delivered to the Trustee constitute all of the property to which the Trustee is entitled, without any duty to inquire into the representative's administration or accounting.

SIXTH: The Grantor may at any time or times during her lifetime by an instrument in writing delivered to the Trustee, amend or revoke this Restated Trust Agreement in whole or in part. The trust property to which any revocation relates shall be conveyed to the Grantor or otherwise as she directs. This power is personal to the Grantor and may not be exercised by her legal representative or others.

IN WITNESS WHEREOF, EVELYN H. ANDREWS and NORTHERN TRUST BANK OF FLORIDA N.A., by its duly authorized officer, have signed and sealed this Restated Trust the day and year first above written.

WITNESSES AS TO GRANTOR:

[Signature]

Evelyn H. Andrews  
EVELYN H. ANDREWS, as Grantor

[Signature]

WITNESSES AS TO TRUSTEE:

[Signature]  
[Signature]

NORTHERN TRUST BANK OF FLORIDA  
as Trustee

By: [Signature]  
Its: TRUST OFFICER

STATE OF FLORIDA )  
 ) SS.:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared EVELYN H. ANDREWS, known to me to be the person described in and who executed the above Agreement, and after being duly sworn states that she executed the same as Grantor.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 30 day of October, 1984, at Dade County, Florida.

My Commission Expires:  
Notary Public, State of Florida at Large  
My Commission Expires June 21, 1987

Paul A. Long, Jr.  
Notary Public, State of Florida

STATE OF FLORIDA )  
 ) SS.:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Baron A. ..., known to me to be the T. of NORTHERN TRUST BANK OF FLORIDA N.A., and known to me to be the person who executed the above Agreement in his capacity, as Trustee.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 14 day of November, 1984, at Dade County, Florida.

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JULY 17 1985  
~~BONDED THRU GENERAL INT. UNDERWRITERS~~

...  
Notary Public, State of Florida

RESTATED REVOCABLE TRUST

OF

EVELYN H. ANDREWS

SCHEDULE "A"

THE SUM OF TEN (\$10.00) DOLLARS.

It is to certify that the foregoing is a true and correct copy of the original document held in our files. NORTHERN TRUST BANK OF FLORIDA, N.A.

*Marcy P. Salule*

FIRST AMENDMENT

Vice President  
Trust Officer

TO

RESTATED REVOCABLE TRUST

OF

EVELYN H. ANDREWS

THIS FIRST AMENDMENT to RESTATED REVOCABLE TRUST AGREEMENT of EVELYN H. ANDREWS, is made this 15<sup>th</sup> day of September, 1986, by and between EVELYN H. ANDREWS of Coral Gables, Florida, and NORTHERN TRUST BANK OF FLORIDA, N.A. (formerly SECURITY TRUST COMPANY) a Florida banking corporation, of Miami, Florida, as Trustee.

That certain Revocable Trust Agreement of Evelyn H. Andrews dated the 10th day of October, 1973, and as amended by First Amendment thereto dated November 16, 1973, with Second Amendment thereto dated October 12, 1977, with Third Amendment thereto dated August 9, 1979, with Fourth Amendment thereto dated June 22, 1981, with Fifth Amendment thereto dated July 14, 1981, all as Restated on October 30, 1984, is hereby amended as follows:

FIRST:

Article "SECOND", "Section 3.", subparagraph "(B)", is hereby stricken and deleted in its entirety, and the following language is substituted in its place and stead:

"SECOND: . . .

"Section 3. . . .

"(B) The sum of FIVE THOUSAND (\$5,000.00) DOLLARS to the daughter of the Grantor's brother, WARREN D. HOWELL, namely, MARY JANE HOWELL HARGRAVES, if surviving."

SECOND:

Article "SECOND", "Section 4.", subparagraph "(E)", is hereby stricken and deleted in its entirety, and the following language is substituted in its place and stead:

"SECOND: . . .

"Section 4. . . .

"(E) To the daughter of the Grantor's sister, ADEZEAUX HOWELL HESSLER, namely, JEAN HENKEL SHELDON, the sum of TWENTY THOUSAND (\$20,000.00) DOLLARS, if surviving."

THIRD:

Article "SECOND", "Section 5.", subparagraph "(B)", is hereby stricken and deleted in its entirety, and the following language is substituted in its place and stead:

"SECOND: ...

"Section 5. . . . .

"(B) To each of the four (4) children of the daughter of the Grantor's brother, GEORGE THOMAS HOWELL, MARY CATHERINE MCKELLAR; namely, JAMES THOMAS MCKELLAR, CHARLES TIMOTHY MCKELLAR, LINDA MCKELLAR UPTON and CATHERINE MCKELLAR SHAW;"

FOURTH:

Article "SECOND", "Section 6.", is hereby stricken and deleted in its entirety, and the following language is substituted in its place and stead:

"SECOND: ...

"Section 6. Any share of the trust estate which is distributable to a descendant who has not reached majority in the State of his or her residence shall immediately vest in the descendant, but the Trustee shall establish therewith a custodianship for the descendant under a Uniform Transfer to Minors Act, and such Trustee shall name the surviving parent of the minor, if any, as Custodian; and if there is no surviving parent, then such party as the Trustee determines to be appropriate in its sole discretion."

IN WITNESS WHEREOF, the parties have executed this First Amendment to the Restated Revocable Trust of Evelyn H. Andrews the date first written above.

WITNESSES AS TO GRANTOR  
EVELYN H. ANDREWS:

Evelyn H. Andrews  
EVELYN H. ANDREWS, as Grantor

[Signature]  
Carol G. Longobardi

NORTHERN TRUST BANK OF FLORIDA,  
N.A., as Trustee

WITNESSES AS TO TRUSTEE,  
NORTHERN TRUST BANK OF  
FLORIDA, N.A.:

Victoria L. Tracy  
Mimi [Signature]

By: [Signature]  
Its: Second Vice President

STATE OF FLORIDA )  
COUNTY OF DADE ) SS.:

On this 15<sup>th</sup> day of September, 1986, before me personally came EVELYN H. ANDREWS, known to me to be the individual described in and who executed the foregoing instrument and she acknowledged that she executed the same.

My Commission Expires:  
Notary Public, State of Florida at Largo  
My Commission Expires June 21, 1987

Carol A. Longobardi  
Notary Public, State of Florida

STATE OF FLORIDA )  
COUNTY OF DADE ) SS.:

BEFORE ME, the undersigned, personally appeared BERNARD M. MUSICK, known to me to be the SECOND VICE PRESIDENT of NORTHERN TRUST BANK OF FLORIDA, N.A., and known to me to be the person who executed the foregoing Agreement in his respective capacity for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22<sup>nd</sup> day of SEPTEMBER, 1986.

My Commission Expires:

[Signature]  
Notary Public, State of Florida  
NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES FEB 25 1987  
BONDED THRU GENERAL INSURANCE UND.

This is to certify that the foregoing is a true and correct copy of the original document held in our files. NORTHERN TRUST BANK OF FLORIDA, N.A.

*Nancy P. Salala*

SECOND AMENDMENT

Vice President  
Trust Officer

TO

RESTATED REVOCABLE TRUST

OF

EVELYN H. ANDREWS

THIS SECOND AMENDMENT to RESTATED REVOCABLE TRUST AGREEMENT of EVELYN H. ANDREWS, is made this 28<sup>th</sup> day of February, 1989, by and between EVELYN H. ANDREWS of Coral Gables, Florida, and NORTHERN TRUST BANK OF FLORIDA, N.A. (formerly SECURITY TRUST COMPANY) a Florida banking corporation, of Miami, Florida, as Trustee.

That certain Revocable Trust Agreement of Evelyn H. Andrews dated the 10th day of October, 1973, and as amended by First Amendment thereto dated November 16, 1973, with Second Amendment thereto dated October 12, 1977, with Third Amendment thereto dated August 9, 1979, with Fourth Amendment thereto dated June 22, 1981, with Fifth Amendment thereto dated July 14, 1981, all as Restated on October 30, 1984, and with First Amendment thereto dated September 15, 1986, is hereby amended as follows:

FIRST:

Article "SECOND", "Section 5.", subparagraphs "(C)" and "(D)" are hereby stricken and deleted in their entirety, and no language is substituted in their place and stead.

IN WITNESS WHEREOF, the parties have executed this Second Amendment to the Restated Revocable Trust of Evelyn H. Andrews the date first written above.

WITNESSES AS TO GRANTOR  
EVELYN H. ANDREWS:

*Evelyn H. Andrews*  
EVELYN H. ANDREWS, as Grantor

*[Signature]*  
*Mary M. Pencler*

WITNESSES AS TO TRUSTEE,  
NORTHERN TRUST BANK OF  
FLORIDA, N.A.:

NORTHERN TRUST BANK OF FLORIDA,  
N.A., as Trustee

*Scott D. Ricks*  
*[Signature]*

By: *[Signature]*  
Its: *[Signature]*

STATE OF FLORIDA )

COUNTY OF DADE ) SS.:

On this 28 day of Feb, 1989, before me personally came EVELYN H. ANDREWS, known to me to be the individual described in and who executed the foregoing instrument and she acknowledged that she executed the same.

Carol A. Longabardi  
Notary Public, State of Florida

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JUNE 21, 1991

STATE OF FLORIDA )

COUNTY OF DADE ) SS.:

BEFORE ME, the undersigned, personally appeared Paul T. Williams, known to me to be the Vice President and Senior Trust of NORTHERN TRUST BANK OF FLORIDA, N.A., and known to me to be the person who executed the foregoing Agreement in his respective capacity for the uses and purposes therein expressed.

14<sup>th</sup> IN WITNESS WHEREOF, I have hereunto set my hand and seal this March day of 1989.

Joey Fraretta  
Notary Public, State of Florida

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. MAY 2, 1992  
BONDED THRU GENERAL INS. UNO.

East Region

Department of the Treasury

BOOK 30 PAGE 111

Date: JUNE 18, 1996

Estate of:  
EVELYN H. ANDREWS  
Decedent's Social Security Number:  
410-74-2489V  
Date of Death:  
AUGUST 18, 1992  
Person to Contact:  
V. HOOD  
Contact Telephone Number:  
(770) 455-2712 or 455-2714  
NOT TOLL FREE

NORTHERN TRUST BANK OF FLORIDA, NA  
700 BRICKELL AVENUE  
MIAMI, FL 33131-2804-005

DEAR SIR/MADAM:

Estate Tax Closing Letter (This is not a bill for tax due)

Our computation of the Federal tax liability for the above estate is shown below. It does not include any interest or late payment penalties that may be charged, but other penalties have been considered in the computation. You should keep a copy of this letter as a permanent record because your attorney may need it to close the probate proceedings for the estate. This letter is evidence that the Federal tax return for the estate has either been accepted as filed, or has been accepted after an adjustment that you agreed to.

This is not a formal closing agreement under section 7121 of the Internal Revenue Code. We will not reopen this case, however, unless Revenue Procedure 85-13, reproduced on the back of this letter, applies.

If you have any questions about this letter, please write or call the person whose name and telephone number are shown at the top of this letter. If you write to us with questions about this letter, please provide your telephone number and the most convenient time for us to call if we need additional information. Please attach this letter to any correspondence to help us identify your case. Keep the copy for your records.

Thank you for your cooperation.

Sincerely yours,  
*Barbara G. Stowell*  
Director, Service Center

Enclosure:  
Copy of this letter

Tentative tax .....		\$1,270,157.68
Less: Aggregate gift taxes payable (for gifts made after 12-31-76) .....	\$	
Unified credit .....	\$	192,800.00
Credit for State death taxes .....	\$	178,572.60
Credit for Federal gift taxes (on gifts prior to 1-1-77) .....	\$	
Credit for foreign death taxes .....	\$	
Credit for tax on prior transfers .....	\$	
Total subtractions .....	\$	371,372.60
Net estate tax .....	\$	898,785.08
Penalties, if any .....	\$	
Generation-skipping transfer taxes .....	\$	81,923.65
Section 4980A increased estate tax .....	\$	
Total transfer taxes .....	\$	980,708.73

Tanta, GA 31101

(over)

Letter 827(SC) (Rev. 5-86)

EXHIBIT "D"



FINAL CERTIFICATE  
FOR INHERITANCE AND ESTATE TAX

L.H. FUCHS  
EXECUTIVE DIRECTOR

BOOK 30 PAGE 112

NO. A92430

To

NORTHERN TRUST BANK OF FLORIDA  
700 BRICKELL AVE  
MIAMI, FL 33131-2881

Re: The Estate of ANDREWS, EVELYN H.  
Social Security No. 410742489  
Date of death: 08/18/92  
Resident of DADE County,  
State of FL  
Date: 07/06/94

THIS IS TO CERTIFY, That in accordance with the provisions of Chapter 198, Florida Statutes, there has been filed with this office a sworn return for Estate Taxes as required by law in the above named Estate and that the amount of tax assessed by the State of Florida against said estate was

ONE HUNDRED SEVENTY EIGHT THOUSAND SIX HUNDRED THIRTY ONE AND 43/1

00 DOLLARS Dollars

The total tax paid amounted to .....	\$	<u>\$***178,631.43</u>
The total interest paid amounted to .....	\$	<u>\$*****.00</u>
The total penalty paid amounted to .....	\$	<u>\$*****.00</u>

No claim for refund of the above tax, or any part thereof, is pending, and no refund has been authorized.

Given in quadruplicate under my hand and the seal of the State of Florida the date first above written.

*L.H. Fuchs*  
Executive Director  
Department of Revenue





MISSISSIPPI  
STATE TAX COMMISSION

Ed Buelow, Jr., Chairman  
and Commissioner of Revenue

Lisa W. Hall, CPA  
Associate Commissioner

Russell E. Hawkins, CPA  
Associate Commissioner

Miscellaneous Tax Division  
Post Office Box 1033  
Jackson, Mississippi 39215

Telephone: 601-923-7175  
Fax: 601-923-7188

October 29, 1996

Northern Trust Bank of Florida N.A.  
Trust Department  
700 Brickell Avenue  
Miami, Florida 33131

Re: Estate of Evelyn H. Andrews

Gentlemen:

We have completed our review of the estate tax return for the above captioned estate. This is your final receipt for the remittance as indicated below.

Tax Paid .....	\$379.24
Interest Paid .....	73.17
Total Paid .....	\$452.41

You may consider this to be the final closing letter for the State of Mississippi.

Sincerely,

**COPY**

Jan Craig, Tax Auditor  
Estate Tax Section  
Miscellaneous Tax Division

JC:sb

c: Mr. Barry A. Nelson, Esq.  
19495 Biscayne Blvd. #606 N  
Miami Beach, FL 33180

EXHIBIT "F"



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17th day of August, 1997, at \_\_\_\_\_ o'clock \_\_\_\_\_ M., and was duly recorded on the 17th day of August, 1997, Book No. 30, Page 60.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.