

FILED
THIS DATE
NOV 14 1997
STEVE DUNCAN
CHANCERY CLERK
BY: *Stacey Hill*

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF COPIAH

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, **H.B. Henley**, a credible and competent subscribing witness to the instrument of writing dated the 31st day of August, 1963, purporting to be the Last Will and Testament of **KATHERINE REA**, who, having been first duly sworn, states on oath that the said **KATHERINE REA** signed, made, published and declared said instrument as her Last Will and Testament on the 31st day of August, 1963, the date of said instrument, in the presence of this affiant and in the presence of Merle S. Furlow, the other subscribing witness to this instrument; that the Testatrix was then of sound and disposing mind and memory, and above the age of twenty-one (21) years; that the Testatrix was acting voluntarily without undue influence, fraud or restraint; that the affiant and Merle S. Furlow subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of **KATHERINE REA**, and in the presence of **KATHERINE REA** and in the presence of each other; that the Testatrix at the time of the attestation was mentally capable of recognizing, and actually conscious of said act and attestation; that the subscribing witnesses were, at the time of said attestation, competent witnesses under the laws of the State of Mississippi.

H.B. Henley

H.B. Henley
141 Caldwell Drive, P.O. Box 509
Hazlehurst, MS 39083-0509

SWORN TO AND SUBSCRIBED before me on this, the 22nd day of October, 1997.

Mary Ann Moore

NOTARY PUBLIC

My Commission Expires:

2-3-2001

RealProof.2



STATE OF MISSISSIPPI, COUNTY OF MADISON:

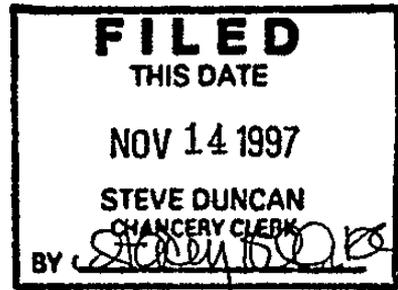
I certify that the within instrument was filed for record in my office this 14 day of NOV, 1997, at _____ o'clock — M., and was duly recorded on the NOV 14 1997, Book No. 30, Page 302

STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey Hill* D.C.

STATE OF MISSISSIPPI
COUNTY OF COPIAH

BOOK 30 PAGE 303



FIRST CODICIL
TO
LAST WILL AND TESTAMENT
OF
KATHERINE REA

WHEREAS, I have heretofore executed my Last Will and Testament in the year 1963, and

WHEREAS, I now desire to make certain changes in said will, I do hereby declare this to be my First Codicil to my Last Will and Testament as follows:

Article I of my Last Will and Testament shall remain without any change.

Article II and III of my Last Will and Testament are hereby deleted and in lieu thereof the following shall be inserted:

"ARTICLE II"

In the event my sister, Elizabeth Rea, should predecease me, then I do hereby give, devise and bequeath my property as follows:

1. I do give, devise and bequeath to my niece, Emagrace Rea Colley and my nephews, Robert Joseph Rea, Jr. and Edwin Hughston Rea II in equal shares the residence and the lot upon which it is situated together with all household furniture and other articles of household use and ornament located in said residence at the time of my death. It is my desire that the articles of personal property disposed of under this paragraph be divided as nearly as possible in accordance with the desires of the beneficiaries and any method of division on which they agree shall be satisfactory. However, in the event that the beneficiaries are unable to agree upon a method of disposition, then my executor hereafter names is authorized to devise a method of disposition and such method shall be binding on all parties.

Katherine Rea

2. I do give, devise and bequeath unto my nephew, Edwin H. Rea II, all my undivided interest in oil, gas and mineral interest in the counties of Copiah, Lincoln and Lawrence, State of Mississippi, or elsewhere.

3. All the rest, residue and remainder of my estate of every nature and wherever situated, I do hereby give, devise and bequeath 1/2 to my niece, Emagrace Rea Colley; 1/4 to my nephew, Robert Joseph Rea, Jr. and 1/4 to my nephew, Edwin Hughston Rea II.

4. In the event my niece, Emagrace Colley should predecease me, any property that would have gone to my niece shall go to her children per-stirpes.

In the event my nephew, Robert Joseph Rea, Jr. should predecease me, any property that would have gone to my nephew shall go to his children per-stirpes.

In the event my nephew, Edwin Hughston Rea II should predecease me, any property that would have gone to my nephew shall go to his children per-stirpes.

For purposes of this will, adopted children shall be treated the same as natural children.

ARTICLE III

1. I hereby nominate, appoint and constitute Trustmark National Bank of Jackson, Mississippi, as Executor of this my last will and testament and direct that it be allowed to serve in such capacity without bond.

2. My Executor shall have full and plenary power and authority to do and perform any act deemed by said executor to be for the best interest of the estate, without any limitation whatsoever, and without bond. Said authority shall include but shall not be limited to, the right to take possession, hold, manage, invest, and reinvest, the same, and to collect the

Katherine Rea

income , dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents and accountants that it may deem necessary and for the best interest of my estate and to pay unto itself a just and reasonable compensation as Executor.

IN WITNESS WHEREOF, I have hereunto set my hand to this my First Codicil to my Last Will and Testament on this the 28th day of February, 1990.

Katherine Rea
KATHERINE REA

H B Heuley
Sandra James
WITNESSES

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

H B Heuley
Sandra James
WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14 day of NOV, 1997, at o'clock M., and was duly recorded on the NOV 14 1997, Book No. 30, Page 303.

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

FILED
THIS DATE
NOV 14 1997
STEVE DUNCAN
CHANCERY CLERK
BY: *[Signature]*

PROOF OF CODICIL TO LAST WILL AND TESTAMENT

STATE OF MISSISSIPPI
COUNTY OF COPIAH

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, **H.B. Henley**, a credible and competent subscribing witness to the foregoing instrument of writing dated the 28th day of February, 1990, purporting to be the First Codicil to the Last Will and Testament of **KATHERINE REA**, who, having been first duly sworn, states on oath that the said **KATHERINE REA** signed, made, published and declared said instrument as the First Codicil to her Last Will and Testament on the 28th day of February, 1990, the date of said instrument, in the presence of this affiant and in the presence of Sandra James, the other subscribing witness to this instrument; that the Testatrix was then of sound and disposing mind and memory, and above the age of twenty-one (21) years; that the Testatrix was acting voluntarily without undue influence, fraud or restraint; that the affiant and Sandra James subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of **KATHERINE REA**, and in the presence of **KATHERINE REA** and in the presence of each other; that the Testatrix at the time of the attestation was mentally capable of recognizing, and actually conscious of said act and attestation; that the subscribing witnesses were, at the time of said attestation, competent witnesses under the laws of the State of Mississippi.

H.B. Henley

H.B. Henley
141 Caldwell Drive, P.O. Box 509
Hazlehurst, MS 39083-0509



SWORN TO AND SUBSCRIBED before me on this, the 22nd day of October, 1997.

Mary Ann Moore

NOTARY PUBLIC

My Commission Expires:
2-3-2001

RealProof 1

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14 day of Nov, 1997, at _____ o'clock — M., and was duly recorded on the NOV 14 1997, Book No. 30, Page 306.



STEVE DUNCAN, CHANCERY CLERK

BY: *[Signature]* D.C.

FILED
THIS DATE
10:45 A.M.
NOV 14 1997
STEVE DUNCAN
CHANCERY CLERK
BY *Steve Duncan*

LAST WILL AND TESTAMENT

OF

HENRY A. ESPEL

I, HENRY A. ESPEL, of Madison County, Mississippi, being over the age of twenty-one years and of sound and disposing mind and memory, do hereby make, declare and publish this my Last Will and Testament, revoking all prior Wills and Codicils heretofore made by me.

ITEM I.

I direct that my executor pay as soon as practicable after my death the expenses of my last illness, my funeral expenses and all of my just debts that are probated against my estate.

ITEM II.

I direct that my body be interred at my family plot in section numbered one (1), lot numbered 332, grave numbered one (1) of the Gate of Heaven Cemetery, Cincinnati, Ohio and I further authorize and direct my executor to make all proper arrangements and expend such sums as shall be reasonably required to effect such.

ITEM III.

I hereby give and bequeath all of my personal possessions located at my residence to include those in the storage locker, with the exception of my automobile, stocks, bonds, certificate of deposits and cash, unto my brother, Eric J. Espel.

ITEM IV.

I hereby give, devise and bequeath all of the remaining property that I may own or have any interest in at the time of my death both real, personal and mixed, of every kind, character and description unto my nieces and nephews as set out hereinafter in equal shares to share and share alike: Paul C. Espel, Jr., Carolyn

FOR IDENTIFICATION:

Henry A. Espel page 1 of 2

Espel Capage, Gary Stigler, Eric Espel, Jr., Robert K. Espel, Patricia Ann Savage, Mark Espel, David Espel, Martin Espel, Stephen R. Espel, Susanne Losekamp, Michael Mills, Norma Grosse, Winifred Tabor.

ITEM V.

I hereby name and appoint my attorney, W. S. Stuckey, Jr., as executor of this my Last Will and Testament, without bond and direct that he be relieved of filing inventory or accounting to any Court and I hereby waive all legal requirements as so far as possible under the law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and declare this to be my Last Will and Testament on this the 26 day of November, 1991.

Henry A. Espel
HENRY A. ESPEL

We, the undersigned subscribing witnesses to the above and foregoing Instrument, do hereby certify that the within named HENRY A. ESPEL, signed, published and declared said Instrument as his Last Will and Testament in our presence and on the date and day thereof; that at the same time and at his instance and request and in his presence and in the presence of each other, we subscribe our names thereto as the witnesses on this the 26th day of November, 1991.

Serena M. Elin

201 Lillian Greenwood, MS 38930
Address

Joseph Statten

344 W. Adams Greenwood, MS 38930
ADDRESS

2

FOR IDENTIFICATION:

Henry A. Espel Page 2 of 2



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 14 day of NOV, 1997, at 10:45 o'clock A.M., and was duly recorded on the NOV 14 1997, Book No. 30, Page 307

STEVE DUNCAN, CHANCERY CLERK

BY Steve Hill D.C.

IN THE CHANCERY COURT OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF HENRY A. ESPEL, DECEASED

BY:

W. S. STUCKEY, JR., EXECUTOR

FILED
THIS DATE
10:45 A.M.
NOV 14 1997
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

No. 097820

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF LEFLORE

Personally appeared before me, the undersigned authority in and for said County in said State, the within named Joyce Staten, who being by me first duly sworn, stated on her oath as follows:

That she is an adult resident citizen of Leflore County, Mississippi and that she was acquainted with Henry A. Espel during his lifetime.

Affiant further states that she has examined an instrument of writing dated November 26, 1991, signed by Henry A. Espel as his Last Will and Testament and witnessed by Affiant and Serena M. Elia and further states that on said date the said Henry A. Espel, in her presence, and in the presence of Serena M. Elia after declaring the said instrument of writing to be his Last Will and Testament, signed the same, and that she in the presence of the said Henry A. Espel and the said Serena M. Elia signed said instrument of writing as a witness thereto, and that the said Serena M. Elia in the

presence of the said Henry A. Espel and in affiant's presence, signed said instrument of writing as a witness thereto.

Affiant further states that on said date the said Henry A. Espel was and adult and of sane mind.

Joyce Staten
JOYCE STATEN

SWORN to and subscribed before me, on this 12th day of November, 1997.

Linda Green
NOTARY PUBLIC

My Commission Expires:

May 22, 2000



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14 day of NOV, 1997, at 10:45 o'clock A M., and was duly recorded on the NOV 14 1997, Book No. 30, Page 309.

STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey Hill* D.C.

BOOK 30 PAGE 311
Last Will and Testament
OF
NELLIE MAE BILBREW

FILED
THIS DATE
3:00 P.M.
NOV 17 1997
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

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

I.

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

II.

I hereby give and bequeath unto my grandchildren, **Christina Lindsey** and **Christopher Lindsey**, share and share alike, that mobile home located on my property next to my residence.

III.

I hereby give, devise and bequeath unto my nephew, **Floyd Blackmon**, all of my remaining property, whether it be real, personal or mixed, wherever situated or howsoever situated or howsoever described.

IN WITNESS WHEREOF, I, **Nellie Mae Bilbrew**, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 8th of January, 1996, in the

N M B
Initials _____

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

Nellie Mae Bilbrew

NELLIE MAE BILBREW

WITNESSES:

Veronica Luckett
Susan F. Russell

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 8th of January, 1996.

Veronica Luckett
Susan F. Russell
WITNESSES

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI
COUNTY OF MADISON

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, Veronica Luckett and Susan F. Russell, respectively, whose names appear as

Initials _____

subscribing witnesses to the foregoing and attached instrument of writing, who after having been duly sworn, say on oath that on the 8th day of January, 1996, Nellie Mae Bilbrew, in their presence, signed her name thereto, and in their presence declared the same to be her Last Will and Testament; that at her request, in their presence, and in the presence of each other, the said affiants subscribed their names thereto as witnesses to its execution and publication; that the said Nellie Mae Bilbrew, on the 8th day of January, 1996, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Veronica Luckett residing at 223 Lottville Road
Canton, MS 39046

Susan F. Russell residing at 1301 McDonald Avenue
Canton, MS 39046

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

Aneda Rocha
NOTARY PUBLIC

MY COMMISSION EXPIRES:

1-21-99

(SEAL)

I FIRM (GDHP) WILLIAMS BILBREW 103
#191/37080

NRB
Initials _____



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 17 day of Nov, 1997, at 3:00 o'clock P.M., and was duly recorded on the NOV 17 1997, Book No 30, Page 311.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Tico D.C.

Last Will and Testament

MADISON COUNTY, MS
FILED

OF

DEC 01 1997

ALBERT A. WITTCHEN

AT 9:10 O'CLOCK A. M.
STEVE DUNCAN, CHANCERY CLERK
By: Stacy [Signature]

I, ALBERT A. WITTCHEN, a resident citizen of the City of Ridgeland, Madison County, Mississippi, being over the age of twenty-one years and of sound and disposing mind, memory and understanding, do hereby make, publish and declare this my Last Will and Testament and I do hereby revoke all prior wills and codicils heretofore made by me.

I.

I hereby direct my Executrix to pay all expenses of my last illness, funeral and administration of my estate and all of my just debts which may be probated, registered and allowed against my estate as soon as may conveniently be done.

II.

I hereby give, devise and bequeath unto my beloved wife, CHRISTINE C. WITTCHEN, all property of which I die seized and possessed, whether same be real, personal or mixed and wheresoever same may be situated or located.

III.

In the event my wife shall not be living at the time of my death, or we die as a result of a common accident or disaster, then I hereby give, devise and bequeath all property of which I die seized and possessed, whether same be real, personal or mixed and wheresoever same may be situated or located, unto my beloved children, DAVID LEE WITTCHEN and LOIS JANE ROGERS, share and share alike, per stirpes and not per capita. If either or both of my children shall predecease me, then their interest in my estate I hereby give, devise and bequeath unto their lineal descendants, per stirpes and not per capita, of said deceased child.

IV.

All the shares of principal and income hereby devised and bequeathed shall be free from anticipation, assignment, pledge or obligation of beneficiaries and shall not be subject to any execution, levy, attachment or other legal process, either voluntary or involuntary.

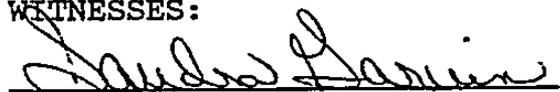
V.

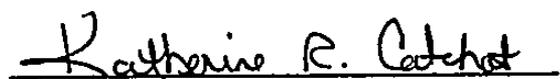
I hereby nominate, constitute and appoint my wife, CHRISTINE C. WITTCHEN, as Executrix of this my Last Will and Testament, to serve without bond but, if CHRISTINE C. WITTCHEN shall predecease me, fail or refuse to qualify, be unable to qualify, or having qualified shall thereafter die, become incapacitated, fail to complete her duties or resign, then I nominate, constitute and appoint, DAVID LEE WITTCHEN and LOIS JANE ROGERS, or the survivor, as Executor and Executrix of this my Last Will and Testament, to serve without bond. I direct that my Executrix, or her named successor herein, not be required to render any periodic formal accounting to any Court and I do hereby waive the necessity of having a formal appraisement made of my estate.

IN WITNESS WHEREOF, I hereby subscribe my name on this, the 17th day of June, 1991.


ALBERT A. WITTCHEN

WITNESSES:





We, the undersigned subscribing witnesses of the above and foregoing instrument, hereby certify that ALBERT A. WITTCHEN 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 the presence of each other, we subscribed our names thereto as witnesses and that the said Testator was then of sound mind, memory and understanding.

WITNESS OUR SIGNATURES on this, the 17th day of June, 1991.

ADDRESSES:

6116 St. Augustine
Madison MS 39110

302 W Santa Clair St.
Jackson, MS 39212

WITNESSES:

Douglas G. Gorman

Katherine R. Catehat



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 1st day of Dec, 1997, at 9:10 o'clock A.M., and was duly recorded on the DEC 1 1997, Book No 30, Page 314

STEVE DUNCAN, CHANCERY CLERK

BY Stacey H. O'Quinn D C

MADISON COUNTY, MS

AFFIDAVIT OF SUBSCRIBING WITNESS

FILED

DEC 01 1997

STATE OF MISSISSIPPI
COUNTY OF MADISON

AT 9:10 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: Stacey Hill

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Sandra Garvin who being by me first duly sworn on oath states that she is one and the same person as the "Sandra Garvin" appearing as a witness for the signature of Albert A. Wittchen to his Last Will and Testament dated June 17, 1991.

Affiant states on oath that said Albert A. Wittchen did execute said Will as the testator's own voluntary act and deed in her presence and at a time when she and the said Albert A. Wittchen were in the presence of the other attesting witness, Katherine R. Catchat. Affiant further states that the said Albert A. Wittchen at the time he executed his will was over the age of eighteen (18) years, was of sound and disposing mind, memory and understanding, and was not, to the best of my knowledge, information, and belief, acting under duress or undue influence from any person.

Sandra Garvin
SANDRA GARVIN

SWORN TO AND SUBSCRIBED BEFORE ME on this the 29th day of October, 1997.

Karen Ann Lee
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1st day of Dec, 1997, at 9:10 o'clock A M., and was duly recorded on the DEC 1 1997, Book No. 30, Page 317.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

BOOK 30 PAGE 318

97-860

WILL
OF

ROBERT RANDAL EMBREY, III

I, the undersigned, presently residing at 274 Timberline in the City of Madison, District (234) of Madison County, State of Mississippi 39110, being over the age of twenty-one (21) years, and of sound and disposing mind and memory, realizing the uncertainty of life and the certainty of death, and not acting under duress, menace, fraud or undue influence of any person who-soever, do hereby make, delcare and public this MY WILL and hereby revoke all prior wills, codicil s and writings of a testamentary nature heretofore made by me and dispose of my property as follows:

ARTICLE I.
SPECIFIC LEGACIES

I devise and bequeath to my wife, Carol B. Embrey,

(1) any and all interest which I may have as of the time of my death in the lot, with dwelling house thereon, that we occupy as a residence, together with all improvements situated thereon, as well as

(2) any automobiles that I may own at the time of my death; and

(3) the lot and trailer located in Carroll County, Mississippi, ^{namely:} Lot 9 of Bigers Subdivision, PB 1 PG 24 Sec/TWP/RNG 15/18/04.

MADISON COUNTY, Ms

FILED

DEC 01 1997

AT 9:30 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
By: [Signature]

BOOK 30 PAGE 319

ARTICLE II.
RESIDUARY ESTATE

I devise and bequeath all my residuary estate, being all other property, real and personal, wherever situated, in which I may have any interest at the time of my death not otherwise effectively disposed of, to my wife Carol B. Embrey, or if she does not survive me, to my children, Mark Randal Embrey and Rachel C. Embrey, in equal shares, but if any of said children predecease me, the share of the deceased child shall pass to the surviving child. If both of said children predecease me, and my wife does not survive, one-half (1/2) of said property shall pass to my mother, Sara M. Embrey, and one half (1/2) to my mother-in-law, Mrs. Virginia S. Buescher.

ARTICLE III.
APPOINTMENT OF FIDUCIARIES

(1) I appoint as Executrix of this Will my wife Carol B. Embrey, or if she fails to qualify or ceases to act, my sister-in-law, Claire B. Henson, either to serve without bond, inventory, appraisal or accounting to any court and to have all of the powers as are granted to trustees under the State of Mississippi Uniform Trustees' Powers Act, including the power to sell real or personal property at public or private sale without court order.

(2) In the event that my wife, Carol B. Embrey, dies after my death without having made provision for the care and custody of any minor child of ours, I appoint my sister-in-law, Claire B. Henson, as Guardian.

I, Robert Randal Embrey, III, have signed this will, which consists of (3) pages, on this the 7th day of July, 1987, in the presence of Leland May and Bill Wall who attested the same at my request.

Robert Randal Embrey, III
Robert Randal Embrey, III
7-7-87

The above and foregoing Will of Robert Randal Embrey, III was declared by him in our presence to be his Will, and was signed by the said Robert Randal Embrey, III in our presence, and at his request and in his presence and in the presence of each other, we the undersigned, witnessed and attested the due execution of the Will of Robert Randal Embrey, III.

WITNESS our signature on this the 7th day of July, 1987.

Leland May Address: 341 Lewis St. Richard Ms. 39.
ATTESTING WITNESS

Bill Wall Address: 120 Hickory Lane
ATTESTING WITNESS Clinton, MS

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1st day of Dec, 1997, at 9:30 o'clock A M., and was duly recorded on the DEC 1 1997, Book No. 30, Page 318.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

Last Will and Testament

OF

ZETTIE B. COURTHEN BOULDIN

FILED
THIS DATE
DEC 01 1997
STEVE DUNCAN
CHANCERY CLERK
BY <i>Stacy</i>

I, ZETTIE B. COURTHEN BOULDIN, an adult resident citizen of Madison County, Mississippi, and of sound and disposing mind and memory, do hereby, make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and codicils thereto, heretofore made by me.

I.

I direct that all my just debts, funeral expenses and expenses in connection with the administration of my estate be paid. And, I further direct that my executors provide a respectable burial for me.

II.

I give, devise and bequeath all of my property, real, personal and mixed and wherever situated, owned by me at the time of my death unto my sisters, Tommie Lee Garner and Callie Mae Bouldin to share and share alike.

III.

I hereby name, constitute and appoint Edmund Bouldin and Clarence Garner as Co-Executors of this Will to service without bond, inventory or appraisal and without being required to account to any Court.

SIGNED, PUBLISHED AND DELCARED by me as my Last Will and

Page 2
Last Will and Testament
Zettie B. Courthen Bouldin

Testament on this the 29th day of September, 1981, in the presence of these witnesses who also signed the same as witnesses hereto, at my request, in my presence, and in the presence of each other, on this day.

Zettie B Courthen Bouldin

ZETTIE B. COURTHEN BOULDIN

This instrument was on the date shown above, signed, published and declared by ZETTIE B. COURTHEN BOULDIN, to be her Last Will and Testament, in our presence; and we, at her request, have subscribed our names hereto, as witnesses, in her presence and in the presence of each other.

Jeresa Garner

WITNESS

Acwisim

WITNESS



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1st day of Dec, 1997, at 10:00 o'clock A.M., and was duly recorded on the DEC 1 1997, Book No. 30, Page 321.

STEVE DUNCAN, CHANCERY CLERK

BY: *Jacely Hill* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

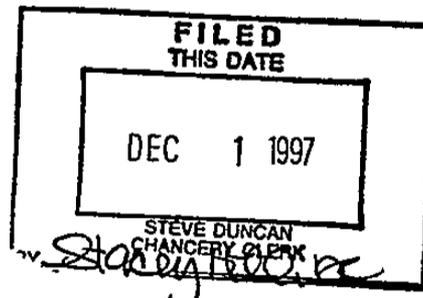
IN THE MATTER OF A CERTAIN INSTRUMENT OF WRITING,
 PURPORTING TO BE THE LAST WILL AND TESTAMENT
OF ZETTIE B. COURTHEN BOULDIN, DECEASED

PROOF OF WILL

STATE OF INDIANA
 COUNTY OF MARION

PERSONALLY appeared before me, the undersigned Notary Public in and for the jurisdiction aforesaid, Teresa Garner, one of the two subscribing witnesses to the foregoing and annexed instrument of writing purporting to be the last will and testament of Zettie B. Courthen Bouldin, deceased, late of Madison County, Mississippi, who, having been by me first duly sworn, stated and deposed upon her oath that the said Zettie B. Courthen Bouldin, the testatrix, signed, published and declared said instrument of writing to be her last will and testament on the 29th day of September, 1981, in the presence of both the deponent and R. C. Williams, that the said testatrix was then and there of sound and disposing mind and memory and was more than eighteen years of age; that the deponent and R. C. Williams subscribed and attested said instrument of writing, as witnesses to the signature and publication thereof by the testatrix, at the special instance and request of and in the presence of the testatrix, 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.

1



WITNESS MY SIGNATURE this the 14th day of November, 1997.



Teresa Garner
Teresa Garner

SWORN TO and subscribed before me, this the 14th day of November, 1997.

Sally Patricia Slinkard
NOTARY PUBLIC

My Commission Expires:

May 16, 2000

SALLY PATRICIA SLINKARD
Notary Public State of Indiana
Marron County
My Commission Exp. May 16, 2000

bouldin.2pow
024/111097

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1st day of Dec, 1997, at 10:00 o'clock AM, and was duly recorded on the DEC 1 1997, Book No. 30, Page 323.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.

LAST WILL AND TESTAMENT OF HERMAN W. MOSBY

I, HERMAN W. MOSBY, an adult resident citizen of Madison County, being of sound and disposing mind and memory and more than twenty-one years of age, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all former wills and codicils heretofore executed by me.

ARTICLE I.

I give, devise and bequeath unto my wife, Mary Sue Mosby, all of my property, both real and personal, of whatsoever kind or character and wheresoever situated.

ARTICLE II.

In the event that my wife, Mary Sue Mosby, predeceases me, then in that event, I give, devise and bequeath all of my property, both real and personal, of whatsoever kind or character and wheresoever situated unto my children, Anne Page Mosby, Herman W. Mosby, Jr. Richard McGill Mosby, Mary Mosby Manning, Elizabeth Mosby Covington and Martha Mosby Kenahan, in equal shares, share and share alike, per stirpes.

ARTICLE III.

I hereby nominate, appoint and constitute my son, Herman W. Mosby, Jr. and Mary Mosby Manning, my daughter, as Co-Executors of my Estate. My Co-Executors shall have full and plenary power and authority to do and perform any act deemed by them to be to the best interest of my estate, without any limitation whatsoever and to serve without bond. Said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interest and profits therefrom, and to employ and to

MADISON COUNTY, MS

FILED

DEC 01 1997

AT 11:15 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By: *[Signature]*

pay any attorneys, agents and accountants that they may deem necessary for the best interest of my estate. In addition, my Co-Executors shall have full authority to sell any real or personal property of my estate either at a public or private sale, in their sole discretion, for cash or upon such other conditions as they may deem appropriate, with said sales to be made without first securing a Court order approving said sales. In addition, my Co-Executors are hereby specifically authorized to carry on and conduct any business in which I may be engaged at the time of my death without the necessity of acquiring Court approval for their actions, and they are also relieved of making any accounting or inventory to any Court.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 16 day of August, 1985.

Herman W. Mosby
Herman W. Mosby

This instrument was on the date shown above, signed, published and declared by HERMAN W. MOSBY 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.

John Christoph
146 N. Liberty St.
Canton, Ms 39046
WITNESS
ADDRESS

Laurie Heath
1513 E. Center
Canton, Ms. 39046
WITNESS
ADDRESS

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1st day of Dec 1997, at 11:15 o'clock A M., and was duly recorded on the DEC 1 1997, Book No. 30, Page 325.



STEVE DUNCAN, CHANCERY CLERK

BY: *Stoney Hill* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
HERMAN W. MOSBY, DECEASED

CIVIL ACTION FILE
NO. 97-861

MADISON COUNTY, MS

PROOF OF WILL

FILED

DEC 01 1997

STATE OF MISSISSIPPI

AT 11:15 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
[Signature]

COUNTY OF Madison

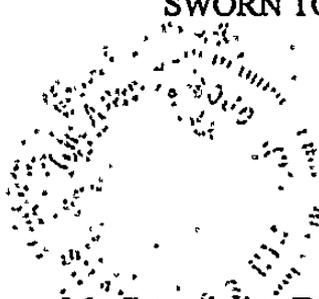
Personally appeared before me, the undersigned authority in and for said county and state, **JOHN CHRISTOPHER**, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of Herman W. Mosby, deceased, and who, being by me first duly sworn, deposed and said that the said Herman W. Mosby signed, published and declared said instrument as his Last Will and Testament on August 16, 1985, the date of said instrument, in the presence of this deponent, and that the said Testator was then of sound and disposing mind and memory, more than twenty-one years of age, and had his usual place of residence in Canton, Madison County, Mississippi; and the said John Christopher subscribed and attested said instrument, as witness to the signature and publication thereof, at the special instance of the said testator, in the presence of the said Herman W. Mosby and in the presence of Louise Heath, the other subscribing witness, on the day and year of the date of said instrument.

And Affiant affirmed under oath that he is in no wise interested in the estate of the Testatrix.

John Christopher
JOHN CHRISTOPHER

SWORN TO AND SUBSCRIBED before me, this the 13th day of November 1997

Barbara G. Spawner
NOTARY PUBLIC



My Commission Expires:
May 15, 1998

c:\wp\jmk\lcp\l3\frsky-christopher-POW



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1st day of Dec, 1997, at 11:15 o'clock A.M., and was duly recorded on the DEC 1, 1997, Book No. 30, Page 327.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey NCO D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
HERMAN W. MOSBY, DECEASED

CIVIL ACTION FILE
NO. 97-861

PROOF OF WILL

MADISON COUNTY, MS

FILED

DEC 01 1997

AT 11:15 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK
[Signature]

STATE OF MISSISSIPPI

COUNTY OF Madison

Personally appeared before me, the undersigned authority in and for said county and state, **LOUISE HEATH**, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of Herman W. Mosby, deceased, and who, being by me first duly sworn, deposed and said that the said Herman W. Mosby signed, published and declared said instrument as his Last Will and Testament on August 16, 1985, the date of said instrument, in the presence of this deponent, and that the said Testator was then of sound and disposing mind and memory, more than twenty-one years of age, and had his usual place of residence in Canton, Madison County, Mississippi; and the said Louise Heath subscribed and attested said instrument, as witness to the signature and publication thereof, at the special instance of the said testator, in the presence of the said Herman W. Mosby and in the presence of John Christopher, the other subscribing witness, on the day and year of the date of said instrument.

FILED
THIS DATE
DEC 1 1997
BY *Steve Duncan*
STEVE DUNCAN
CHANCERY CLERK

BOOK 30 PAGE 331

LAST WILL AND TESTAMENT
OF JOSEPHINE SEALS

#97-852

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

ARTICLE I

I give, devise and bequeath all of my property, both real and personal, of whatsoever kind or character wheresoever situated, unto my husband, Evrest Seals.

ARTICLE II

In the event that my husband predeceases me then I give and devise the real property which I own, consisting of forty (40) acres, more or less, and my residence, and being described as the NW 1/4 of the SW 1/4 of Section 13, Township 9 North, Range 4 East, Madison County, Mississippi, to my children, as follows:

(a) I give and devise unto my daughter, Vivian Nash, eight (8) acres off of the East end of the above described property, however, I specifically direct that this land be surveyed out in such a manner that my residence will not be located upon this tract, even if a survey must be made which is irregular in shape and dimensions.

(b) I give and devise unto my daughter, Mittie Pearl Seals, eight (8) acres, more or less, and my residence and I specifically direct that the survey of this tract be made in such a manner that the residence occupied by me shall be situated on this tract, it being my intention to devise unto Mittie Pearl Seals, eight (8) acres, more or less, plus my residence, in fee simple. In conducting a survey of this

property this tract of property shall be immediately West of the tract devised to Vivian Nash.

(c) I give and devise unto my son, Willie M. Seals, eight (8) acres, more or less, to be surveyed out immediately West of the tract devised to Mittie Pearl Seals.

(d) I give and devise unto my son, Earnest M. Seals, eight (8) acres, more or less, being situated immediately West of the tract devised to Willie M. Seals.

(e) The remainder of my property I give and devise unto my son, Johnny B. Seals, which shall be surveyed immediately West of the tract devised to Earnest M. Seals and shall be on the West end of the above described property.

(f) The rest, residue and remainder of my property, real or personal, I give, devise and bequeath unto my aforesaid children in equal shares, share and share alike.

It is my intention that my children, named hereinabove, shall divide my real property equally, except to the extent that Mittie Pearl Seals shall have my residence located on the tract of property devised to her. I further direct that each of the tracts of property shall be surveyed in such a manner that each tract shall front on the public road with each tract having approximately the same amount of frontage on the road. In addition, if a survey should determine that the above described property contains more or less than forty (40) acres, then I direct that each child's proportionate share shall be increased or decreased accordingly, so that each child shall have the same quantity of real property, and the devise of the property in eight (8) acre tracts is based upon the assumption that the above described property consists of forty (40) acres.

ARTICLE III

I hereby nominate, appoint and constitute my husband, Evrest Seals, as Executor of my Last Will and Testament. My Executor shall have full and plenary power and authority to do and perform any act deemed by him to be to the best interest of my estate, without any limitations whatsoever,

and to serve without bond. Said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interest and profits therefrom, and employ and to pay any attorneys, agents and accountants that he may deem necessary for the best interest of my estate. In addition, my Executor shall have full authority to sell any real or personal property of my estate either at a public or a private sale, at his sole discretion, for cash or upon such other conditions that he may deem appropriate, with said sales to be made without the necessity of my Executor first securing a Court Order approving said sale.

ARTICLE IV

In the event that my husband, Evrest Seals, shall predecease me, become disqualified or otherwise fails to qualify as Executor of my Will and Estate then I nominate and appoint my son, Willie M. Seals, to serve as the Executor of my Last Will and Estate and direct that he shall not be required to enter any bond as such Executor and I direct that he shall have the same authorities and powers as set forth for my Executor in the above and foregoing article.

IN WITNESS WHEREOF, I have hereunto signed, published and declared this to be my Last Will and Testament on this 26 day of November, 1985.

Josephine Seals
Josephine Seals

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

John Christy
Witness
146 N. Liberty St
Address
Canton, Ms 39046
Address

Kathryn Dering
Witness
315 N. Madron
Address
Canton, MS 39046
Address

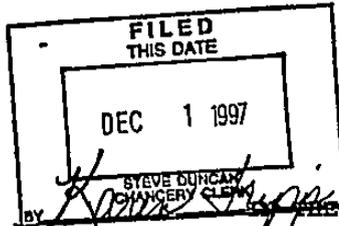


STATE OF MISSISSIPPI, COUNTY OF MADISON.

I certify that the within instrument was filed for record in my office this 1st day of December, 1987, at — o'clock — M, and was duly recorded on the 1st day of December, 1987, Book No. 30, Page 331

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.



BOOK 30 PAGE 334

CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN RE: THE LAST WILL AND
TESTAMENT OF JOSEPHINE SEALS,
DECEASED

CIVIL ACTION FILE NO. 97-852

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the aforesaid jurisdiction, the within named JOHN W. CHRISTOPHER, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of Josephine Seals, who being duly sworn deposed and said that the said Josephine Seals published and declared said instrument as her Last Will and Testament on the 26th day of November, 1985, the day of the date of said instrument, in the presence of this deponent and in the presence of Kathryn Irving and that the Testatrix was of sound and disposing mind and memory, and more than twenty-one (21) years of age and this deponent and Kathryn Irving subscribed and attested said instrument as witnesses to the signature and publication thereof as a special instance of said Testatrix and in the presence of the said Testatrix and in the presence of each other, on the day and year of the date of said instrument.

WITNESS MY SIGNATURE this 24th day of November, 1997.

[Signature]
JOHN W. CHRISTOPHER

SWORN TO AND SUBSCRIBED before me on this 24th day of November, 1997.

Barbara J. Dejeux
NOTARY PUBLIC

(SEAL)
My Commission Expires:
May 15, 1998



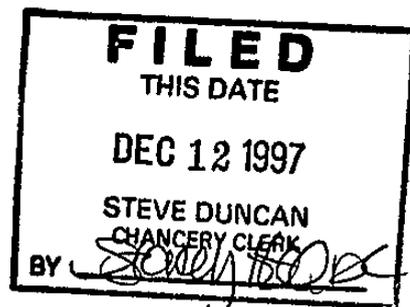
STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 1st day of December, 1997, at — o'clock — M., and was duly recorded on the 1st day of December, 1997, Book No. 30, Page 334.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

LAST WILL AND TESTAMENT
OF
JOHN H. WILSON



I, JOHN H. WILSON, an adult resident of Cameron, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My wife's name is JEAN FRENCH WILSON, and she is herein referred to as "my wife." I have three (3) adult children by a previous marriage now living, as follows: H. BEN WILSON, STEVEN C. WILSON, and GREGORY D. WILSON.

ITEM II.

I appoint my son, H. BEN WILSON, Executor of my estate under this Will.

ITEM III.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled.

FOR IDENTIFICATION:

[Signature]

ITEM IV.

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

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

ITEM V.

To my wife, JEAN FRENCH WILSON, if she survives me, I devise and bequeath an amount equal to the sum of Three Thousand and No/100 Dollars (\$3,000.00) per year for each full year we are married at my death.

If at the time of my death AUTO & TRUCK RENTAL OF MISSISSIPPI, INC. owns a 1986 Cadillac, my Executor shall purchase such automobile from AUTO & TRUCK RENTAL OF MISSISSIPPI, INC. at a price equal to its fair market value and distribute such automobile to my wife.

To my sons, H. BEN WILSON, STEVEN C. WILSON, and GREGORY D. WILSON, if they survive me, I devise and bequeath the following:

A. My trucks and other vehicles, farm equipment, tools and cattle.

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

C. My residence and the twenty (20) acre plot on which it is located.

FOR IDENTIFICATION:

John H. Wilson

I devise and bequeath the assets, residence and property described in Paragraphs A, B and C to my sons in substantially equal shares, to be divided among them as they agree, or in the absence of such agreement, as the Chancery Court administering my estate may determine. If a son predeceases me, then I devise and bequeath the share my deceased son would have taken if living to his children.

ITEM VI.

A. To my son, H. BEN WILSON, if he survives me, I devise and bequeath the following:

1. The real property and buildings located at 109 through 111 East Pearl Street and 117 East Pearl Street, Jackson, Mississippi.

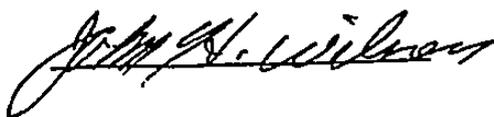
2. Any and all stock of AUTO & TRUCK RENTAL OF MISSISSIPPI, INC. owned by me at my death.

If my son, H. BEN WILSON, does not survive me, I devise and bequeath such property to the children of H. BEN WILSON.

B. To my sons, STEVEN C. WILSON and GREGORY D. WILSON, or to the survivor of them if only one of them survives me, I devise and bequeath the real property and buildings located at 108 East Pascagoula Street, Jackson, Mississippi.

C. The real properties devised in Paragraphs A and B of this ITEM of my Will are geographically connected by a gravel area. A portion of this gravel area is located on each of the above devised properties. I devise and bequeath this common gravel area to H. BEN WILSON, STEVEN C. WILSON and GREGORY D. WILSON, provided however, that in the event that one or more of my sons shall sell his interest in the real property or the buildings located thereon, then I give, devise and bequeath the gravel area located

FOR IDENTIFICATION:



between the two properties to my other sons that continue to be owners of the property herein devised.

ITEM VII.

I devise and bequeath the rest and residue of my estate, real and personal, of whatsoever kind or character and whensoever situated, including any bequest that may lapse or be renounced or disclaimed or that may otherwise be ineffective for any reason as follows:

A. I devise and bequeath outright to my son, H. BEN WILSON, if he survives me, one-third (1/3) of the rest and residue of my estate. If I am not survived by my son, H. BEN WILSON, I devise and bequeath this portion of my residue to the children of H. BEN WILSON.

B. If H. BEN WILSON survives me, I devise and bequeath to H. BEN WILSON, as the Trustee of the "John H. Wilson Irrevocable Trust" created by me on the 10th day of November, 1992, the remaining two-thirds (2/3) of the rest and residue of my estate. If I am not survived by my son, H. BEN WILSON, I devise and bequeath this portion of my residue in equal shares to my sons, STEVE C. WILSON and GREGORY D. WILSON. If STEVE C. WILSON or GREGORY D. WILSON is not then living, I devise and bequeath his share of this bequest to his children.

C. If any of my sons leave no surviving descendants, I devise and bequeath his share under this Item, in equal shares, to my other sons, except that the living children of a deceased son of mine shall take, per stirpes, the share my son would have taken if living.

The assets devised and bequeathed under this ITEM of my Will shall be charged with the payment of any estate, inheritance or other death taxes payable by reason of my death and any other

FOR IDENTIFICATION:

John H. Wilson

expenses of my estate not deducted for federal estate tax purposes. I recognize the possibility that no property may be disposed of by this ITEM of my Will and that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections. As provided in Sections 2206, 2207, 2207A, and 2207B, my Executor shall have the right to recover the appropriate amount of estate taxes from the recipient or recipients of property which is included in my gross estate for federal estate tax purposes and no provision herein shall be construed to waive such right of recovery.

ITEM VIII.

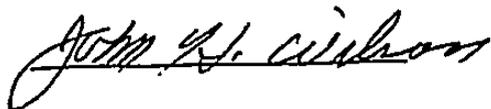
If my wife and I die simultaneously, or under circumstances which make it difficult to determine which died first, I direct that I be deemed to have survived my wife for purposes of this Will. I direct that the provisions of this Will be construed upon that assumption, irrespective of any provisions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

ITEM IX.

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

If a person disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to the person or trust

FOR IDENTIFICATION:



who would have received the property if the person disclaiming had died on the day before the date of my death.

ITEM X.

All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executor nor any successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that my Executor, or any successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law.

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

FOR IDENTIFICATION:

John H. Wilson

period and in the manner required for the disclaimer to qualify under Section 2518.

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 10th day of December, 1992.

John H. Wilson
John H. Wilson

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

James K. Rossell, Jr.

Jackson, Mississippi
Address

Levi L. Miksa

Madison, Mississippi
Address

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
DEC 12 1997
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

ESTATE OF JOHN H. WILSON,
DECEASED

NO. 97-890

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of JOHN H. WILSON, Deceased, who was personally know to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 10th day of December, 1992.

(2) That on the 10th day of December, 1992, the said JOHN H. WILSON, 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 LORI L. MIKSA, the other subscribing witness to said instrument.

(3) That the said JOHN H. WILSON 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 LORI L. MIKSA, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said JOHN H. WILSON, and in the presence of each other.

James K. Dossett, Jr.
James K. Dossett, Jr.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 2nd day of December, 1997.

Sammy E. Crawford
Notary Public

My Commission Expires: MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 13, 2001
BONDED THRU STEGALL NOTARY SERVICE



Leonard C. Martin
Leonard C. Martin
BAKER, DONELSON, BEARMAN & CALDWELL
Post Office Box 24417
Jackson, Mississippi 39225
(601) 351-2400
State Bar # 1897
ATTORNEY

\\ODMA\PCDOCS\UACKSON\1479\1\December 2, 1997\d-1\kjp



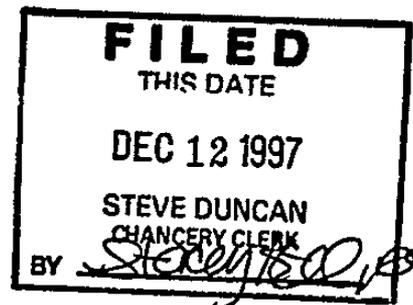
STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12 day of Dec, 1997, at 1:45 o'clock P M., and was duly recorded on the DEC 12 1997, Book No. 30, Page 343

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey K. O'Connell D.C.

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI



ESTATE OF JOHN H. WILSON,
DECEASED

NO. 97-890

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named LORI L. MIKSA, 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 H. WILSON, Deceased, who was personally know to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 10th day of December, 1992.

(2) That on the 10th day of December, 1992, the said JOHN H. WILSON, 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 JAMES K. DOSSETT, JR., the other subscribing witness to said instrument.

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

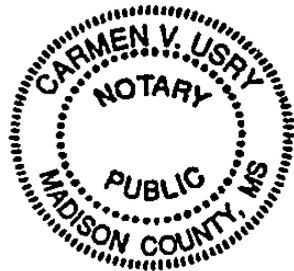
(4) That this affiant, together with JAMES K. DOSSETT, JR., subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said JOHN H. WILSON, and in the presence of each other.

Lori L. Miksa
Lori L. Miksa

SWORN TO AND SUBSCRIBED BEFORE ME, this the 3rd day of December, 1997.

Carmen V. Usry
Notary Public

My Commission Expires: ~~Notary Public State of Mississippi At Large~~
My Commission Expires: January 26, 2001



Leonard C. Martin
Leonard C. Martin
BAKER, DONELSON, BEARMAN & CALDWELL
Post Office Box 24417
Jackson, Mississippi 39225
(601) 351-2400
State Bar # 1897
ATTORNEY

\\ODMA\PCDOCS\JACKSON\414811\December 2, 1997\d-1\lcp



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12 day of Dec, 1997, at 1:45 o'clock P.M., and was duly recorded on the DEC 12 1997, Book No. 30, Page 345.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy R. Q. D.C.

FILED
THIS DATE

DEC 17 1997

STEVE DUNCAN
CLERKBY *[Signature]***Last Will and Testament**

OF

ELAINE M. ELLINGTON

I, ELAINE M. ELLINGTON, an adult resident citizen of Holmes County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this as and for my Last Will and Testament, and I hereby specifically revoke any and all former wills and codicils which I have heretofore made.

ITEM I.

I hereby appoint my son, WILLIAM EDWARD ELLINGTON, Executor of this my Last Will and Testament, and of my estate. If the said William Edward Ellington is unable or is unwilling to serve in such capacity, I then appoint HOLT SMITH, Executor of this my Last Will and Testament, and of my estate. In any event, I direct that no bond, appraisal, inventory or accounting be required of my son, William Edward Ellington as Executor, insofar as the same may be legally waived, and that no bond or appraisal be required of Holt Smith as Executor, insofar as the same may be legally waived.

- (a) I hereby direct that my Executor shall, out of the property and estate coming into his hands, which is subject to the payment of debts, pay all of my just debts, which are properly probated and allowed as claims against my estate, and all expenses of my last illness and funeral.
- (b) I hereby direct that my Executor shall have, with reference to my estate, all of the powers of a Trustee as set forth in Section 91-0-107, Mississippi Code of 1972, and related statutes, as they now exist or as they may be hereafter amended, in addition to the powers herein granted, and in addition to all inherent, implied and sta-

tutory powers of an Executor, and without in any manner limiting or restricting such powers.

ITEM II.

I hereby give, devise and bequeath all of my estate, real, personal and mixed, to my son, William Edward Ellington.

ITEM III:

In the event my son, William Edward Ellington, predeceases me, I hereby give, devise and bequeath all of my estate, real, personal and mixed, to my grandchildren, Windley Hall Ellington, Cleta Elaine Ellington, Edward Clifton Ellington and any other child or children hereafter born to my son, William Edward Ellington, share and share alike, per stirpes.

IN WITNESS WHEREOF, I have executed this my Last Will and Testament on this the 12 day of September, 1983.

Elaine M. Ellington
ELAINE M. ELLINGTON

WITNESSES:

John M. Moore
ADDRESS: 400 SPRING STREET
LEXINGTON MS 39095

Mary Anne Alexander
ADDRESS: 113 1/2 Westwood
Lexington, MS 39095

Ruby Moore
ADDRESS: Route 3, Box 218
Lexington, MS 39095

A T T E S T A T I O N

We, the undersigned subscribing witnesses in and for the foregoing Last Will and Testament of Elaine M. Ellington, do hereby acknowledge and attest that the same was exhibited to us by the said Elaine M. Ellington, as her Last Will and Testament, and that she signed the same in our presence and in the presence of each of us, and that at her request and in the presence of each other, we signed the same as subscribing witnesses thereto.

THIS the 12th day of September, 1983.

Joe M. Moore
Mary Anne Alexander
Ruby Moore

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF ELAINE M. ELLINGTON, DECEASED

CIVIL NO. 97-894

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF HOLMES

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Ruby Moore, who being by me first duly sworn, on oath states that she was one of the attesting witnesses to the execution by Elaine M. Ellington of that certain instrument to which this Affidavit is attached, said instrument being dated the 12th day of September, 1983, consisting of three pages and being entitled "Last Will and Testament of Elaine M. Ellington."

Deponent further says on oath that the 12th day of September, 1983, the said Elaine M. Ellington, signed, published and declared the said instrument to be her Last Will and Testament in the presence of this Deponent, Ruby Moore and Joe Moore and that this Deponent and Ruby Moore and Joe Moore, at the special instance and request of the said Elaine M. Ellington, and in the presence of Elaine M. Ellington and in the presence of each other, subscribed their names thereto as attesting witnesses; that at the time of execution of the said instrument in the manner aforesaid, the said Elaine M. Ellington was of sound and disposing mind and memory and was above the age of twenty-one (21) years.

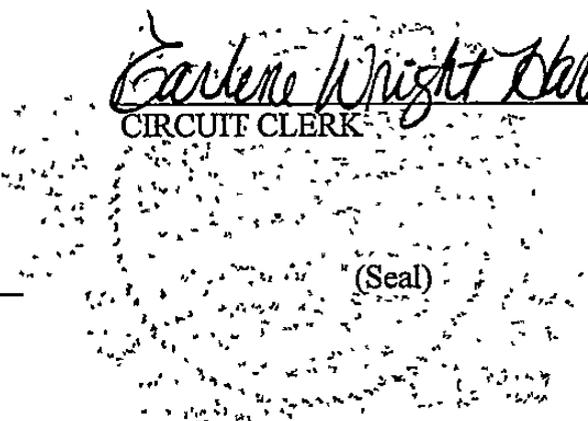
Mary Anne Alexander
MARY ANNE ALEXANDER

SWORN TO AND SUBSCRIBED BEFORE ME, this the 17th day of December, 1997.

Earlene Wright Dobb
CIRCUIT CLERK

My Commission Expires:

MY COMMISSION EXPIRES JAN. 3. 2000



(Seal)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17th day of December, 1997, at _____ o'clock _____ M., and was duly recorded on the 17th day of December, 1997, Book No. 30, Page 350.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fupp D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF ELAINE M. ELLINGTON, DECEASED

CIVIL NO. 97-894

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF HOLMES

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Ruby Moore, who being by me first duly sworn, on oath states that she was one of the attesting witnesses to the execution by Elaine M. Ellington of that certain instrument to which this Affidavit is attached, said instrument being dated the 12th day of September, 1983, consisting of three pages and being entitled "Last Will and Testament of Elaine M. Ellington."

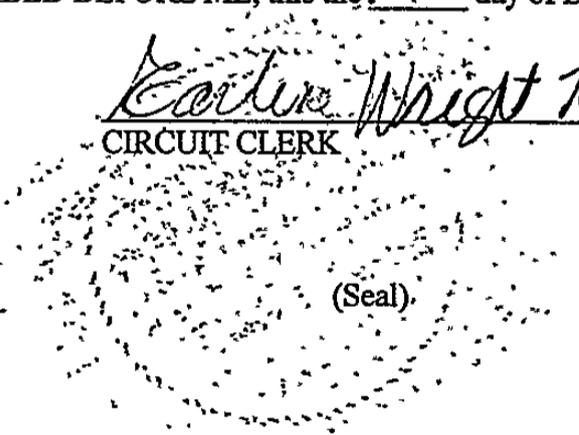
Deponent further says on oath that the 12th day of September, 1983, the said Elaine M. Ellington, signed, published and declared the said instrument to be her Last Will and Testament in the presence of this Deponent, Joe Moore and Mary Anne Alexander and that this Deponent and Joe Moore and Mary Anne Alexander, at the special instance and request of the said Elaine M. Ellington, and in the presence of Elaine M. Ellington and in the presence of each other, subscribed their names thereto as attesting witnesses; that at the time of execution of the said instrument in the manner aforesaid, the said Elaine M. Ellington was of sound and disposing mind and memory and was above the age of twenty-one (21) years.

Ruby Moore
RUBY MOORE

SWORN TO AND SUBSCRIBED BEFORE ME, this the 17th day of December, 1997.

Carlene Wright Hart
CIRCUIT CLERK

My Commission Expires:
MY COMMISSION EXPIRES JAN. 3, 2000



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17th day of December, 1997, at — o'clock — M., and was duly recorded on the 17th day of December, 1997, Book No. 30, Page 351.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

96-744

FILED

DEC 23 1997

Last Will and Testament of

James Nelson Majure

AT 3:30 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK
By: Karen Fipp, PC

I, James Nelson Majure, live at 100 Cherry Cove, Madison, Ms., 39110, and being of sound mind and body do hereby declare this to be my will. I hereby revoke any and all previous wills made by me. (It is my desire in the near future to have a formal will drawn by an attorney, but this is my final will, if and until such is done)

I am married to Elizabeth Stevens Majure and we have one son, Matthew Stevens Majure, age four. I also have a daughter Michelle Majure Turba by another marriage, now married and living in Florida.

First and foremost, my dispersion of assets in my will does not reflect my love for my two children and my wife. I have merely felt I had to choose a fair way to disperse my assets based on the ages of my children and their positions in life. I could not love anyone anymore than I do my children, Matthew and Michelle and also my wife, Elizabeth who has been so wonderful. Since I have provided for Michelle since her infancy all the way through and until she was approximately twenty five years old, I feel I owe the same provisions to my son, Matthew until he is at least that age. Since I paid for much of Michelle's private school, college, summer college vacations, and nursing school and many other gifts such as automobiles and other cash and assets, I must provide as much of the same opportunity as possible at least for Matthew.

Now that Michelle is happily married, educated, and established somewhat financially also with a nice supplement from her loving grandmother, my dear mother, as well as the years of support from me it is my desire as follows:

If I should die before Matthew is twenty-five years old, that the bulk of my estate go to my wife Elizabeth for the purpose of providing Matthew with a high standard of living and a good education. (* Of course if I live until Matthew is grown, educated, and established, approximately twenty five years old, at least comparably to Michelle, then I feel it would be fair for Michelle and Matthew to have a child's part (equally) of my estate when I pass on.)

I do bequeath a life insurance policy I have with Allianz Life Insurance, Dallas, TX , policy no, 002684792 in the amount of \$25,000.00 for natural causes (\$50,000 00 if accidental)(triple if public conveyance) to my daughter Michelle to use as she pleases. It is my wish that Michelle be given any portion up to one half, if she wishes, of my very personal belongings such as rings, watches and private belongings to be amicably divided with Matthew. I also trust and pray that any discussion and involvement between Michelle and Elizabeth be on loving and trusting terms concerning my will. I hope everyone understands fully the reasoning for my requests.

The entire rest of my estate including and not limited to All stocks, bonds, cash, cash equivalents, real estate, and other personal property I wish to go to my wife Elizabeth, as I stated, in order to maintain a high standard of living and provide for Matthew's future education which should span a number of years, (possibly 20 at this point), also any rights to my books if they become any more valuable. I also appoint my wife, Elizabeth as executrix of my will and have discussed with her my reasons for having to do as I have in this document. My strong concern is and we have discussed before, I do hope that Elizabeth will give deep soul searching and prayful consideration if the event remarriage surfaces and above all, that she will preserve the bulk of my estate *solely* for the purpose of and benefit of Matthew, since it would not be fair in any sense for some other person to benefit from my estate. I feel confident she will handle herself, as she has always, with dignity, wisdom, love and respect for my wishes.

It also, in no way, means I love Michelle any less. In fact, I love her more every passing day. It is simply a matter of fairness and providing for my young son, Matthew. If the role was reversed and she were the very young one, she would be provided for in the exact same manner.

Since this is my will, I feel entitled to inject my feelings for the three people I love and will probably leave behind on this earth. Please, all three of you, stay close and love one another vehemently, like I did all three of you. My children are and will always be the most vital part of me. I hope and pray, Michelle, and you Matthew, both will never forget you are the whole world to me, my joy, my pride and my inspiration. I'll always love you even after and forever after I am gone from this earth. Please stay close and know (and this is much more important than any assets or money) that when I am gone, my love for you won't be. It is *undying*. Remain close to each other and to God. I hope you will always be proud to call me Dad. I have always been prouder than anyone I know to call you my daughter and my son. I will love you eternally.

Liz, we have talked about this and I want you to persevere and not forget me, please. You have been a wonderful wife and caring mother. No one could ask for a better, more genuinely loving wife. I will love you eternally also. I could not have been luckier than to have found you at the point I did in my life. God was gracious in allowing me to find you.

It is also my desire at this point to be buried at our plot we are planning at The Chapel of The Cross, Madison, where we are members Liz, as far as the service, I won't really be there anyway, no open casket, and you know who my friends are, better than anyone, as do you Michelle and Matthew.

Remember how much I love you three *I always will.*

Dated: March 22, 1996 James Nelson Majure
James Nelson Majure

On this 22 Day of March 1996, James Nelson Majure declared this to be his will and testament and asked the undersigned two witnesses to sign. We believe him to be of sound mind and over eighteen.

Witness Carroll D. Vandy

Witness John Richard Vance



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23rd day of December, 1997, at 3:30 o'clock P.M., and was duly recorded on the 23rd day of December, 1997, Book No. 30, Page 352

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fupp D.C.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Madison

This day personally appeared before me, the undersigned authority in and for said county and state, Ronald D. Veazey, Jr., one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of James Nelson Majure, of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said James Nelson Majure signed, published and declared said instrument as his Last Will and Testament on March 22, 1996, in the presence of this affiant and in the presence of John Richard Vance, the other subscribing witness, that said Testator was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that he and the said John Richard Vance subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testator and in the presence of each other.

Ronald D Veazey Jr
RONALD D. VEAZEY, JR.

Address of Witness:

P. O. Box 276
Madison, MS 39130-0276

Sworn to and subscribed before me this, the 9th day of July, 1997.

Lisa C Dearmon
NOTARY PUBLIC

My Commission Expires:

My Commission Expires Nov. 1, 1999

(Affix Official Seal)



208544 1/08423 00246

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23rd day of December, 1997, at 3:30 o'clock P. M., and was duly recorded on the 23rd day of December, 1997, Book No. 30, Page 355.

STEVE DUNCAN, CHANCERY CLERK

BY Karen Supp D.C.



AFFIDAVIT OF SUBSCRIBING WITNESS

FILED
THIS DATE
DEC 23 1997
BY: Karen Supp
STEVE DUNCAN
CHANCERY CLERK

STATE OF MISSISSIPPI

COUNTY OF Madison

This day personally appeared before me, the undersigned authority in and for said county and state, John Richard Vance, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of James Nelson Majure, of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said James Nelson Majure signed, published and declared said instrument as his Last Will and Testament on March 22, 1996, in the presence of this affiant and in the presence of Ronald D. Veazey, Jr., the other subscribing witness, that said Testator was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that he and the said Ronald D. Veazey, Jr. subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testator and in the presence of each other.

John Richard Vance
JOHN RICHARD VANCE

Address of Witness:

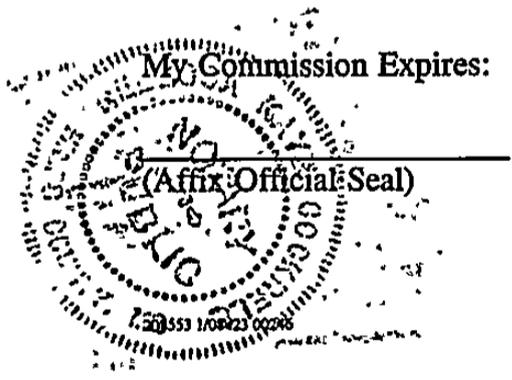
1541 Springridge Drive
Jackson, MS 39211

Sworn to and subscribed before me this, the 8th day of July, 1997.

Rebecca Kay Campbell
NOTARY PUBLIC

Notary Public State of Mississippi At Large
My Commission Expires: December 2, 2000
BONDED THRU HEIDEN-MARCHETTI, INC.

My Commission Expires:



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23rd day of December, 1997, at 3:30 o'clock P.M., and was duly recorded on the 23rd day of December, 1997, Book No. 30, Page 356.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

#97-916

LAST WILL AND TESTAMENT
OF
SARA BROWN WALKER

FILED
THIS DATE
DEC 29 1997
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

KNOW ALL MEN BY THESE PRESENTS, That I, Sara Brown Walker, of the City of Canton, County of Madison, State of Mississippi, being above the age of eighteen years and being of sound and disposing mind and memory, -do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ARTICLE I.

I direct that all of my just debts (except for debts secured by a mortgage or deed of trust on real property), all expenses of my last illness, my funeral expenses, and the expense of erecting a gravemarker at my grave be paid as soon after my death as conveniently can be done.

ARTICLE II.

I hereby direct my Executor to pay all federal and state estate, inheritance, succession, transfer or other death taxes which are assessed against my estate or against any beneficiary, including estate and inheritance taxes assessed on account of life insurance proceeds or other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate purposes, out of the property passing under Article VI hereof. Based upon the present value of my estate and the terms and provisions of this Will, it is my understanding that no such federal or state taxes will be imposed upon my estate as a result of my death under present federal and state law.

ARTICLE III.

My husband is George S. Walker, and all references in this will to "my husband" or "said husband" shall be deemed to refer to

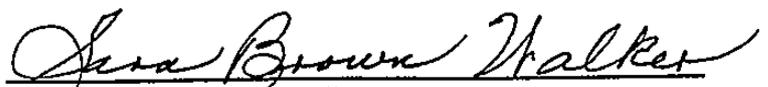
Sara Brown Walker
SARA BROWN WALKER

him. I have three children who are as follows: Betty Brown Walker Edgar, Sara Neal Walker Holder and Lucy Ann Walker West. All references in this Will to "my children" or "said children" shall be deemed to refer to the above mentioned children.

ARTICLE IV.

A. I give and bequeath unto my husband, George S. Walker, if he survives me, all of my personal belongings, consisting of jewelry, wearing apparel, sporting equipment, and similar property owned by me at the time of my death. I also give and bequeath unto my husband, if he survives me, all of the automobiles and equipment thereof owned by me at the time of my death. I also give and bequeath unto my husband, if he survives me, all of my interest in the household furniture, furnishings and effects, including but not limited to chinaware, silverware, glassware, linens, rugs, fixtures, portraits and works of art, which are in or used in connection with our homestead. If my husband does not survive me, I give and bequeath all such personal property described in this Article and owned by me at the time of my death unto my children, in equal shares to be divided among them as they see fit, or to the survivors thereof. In the event that one or more of my daughters should predecease me, it is my precatory desire that my surviving daughter or daughters share some of the property bequeathed to them under this paragraph with the children of a deceased daughter or daughters.

B. In the event the beneficiaries hereunder shall be unable or unwilling, for any reason, to agree upon a division of said personal property, my Executor shall have full power and authority to make division thereof, or to prescribe the method of making division thereof, in such manner as the Executor shall deem equitable in the Executor's sole and absolute discretion.

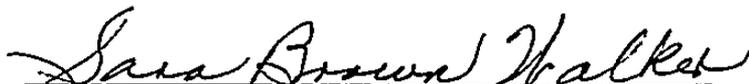

SARA BROWN WALKER

ARTICLE V.

A. I give and devise unto my husband, George S. Walker, a life estate in and to our homestead property which is presently located at 321 East Fulton Street, Canton, Madison County, Mississippi. I hereby give and devise the remainder interest in said property to our three children, Betty Brown Walker Edgar, Sara Neal Walker Holder, and Lucy Ann Walker West. It is my request, although not legally binding, that my husband keep the property insured against any casualty loss for both the benefit of himself and the remaindermen, that all maintenance and repairs to the home be borne by my husband, that all ad valorem taxes be paid by him, and that the remaindermen not be responsible for the incurring of any expenses during the lifetime of my husband. However, this is a request only since I do not want to impose any legal obligation on my husband that could jeopardize the ability of my Executor to elect qualified terminable interest property treatment with respect to the homestead if my Executor determines so to do.

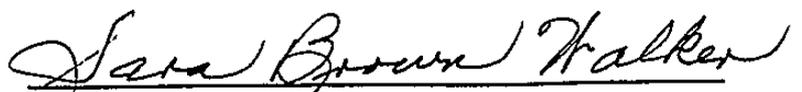
ARTICLE VI.

A. I give and bequeath unto my children a sum equal to the largest amount that can pass to them under the terms and provisions of this Article free of federal estate tax but not to exceed the sum of \$600,000.00 (basically being my unused exemption equivalent under federal estate and gift tax laws), and not to exceed the largest amount that can pass free of both federal and Mississippi estate taxes, with the amount passing under this Article to be reduced by any property (included in my gross estate for estate tax purposes) which passes to them outside the terms and provisions of this Article (whether under this Will or outside this Will), to be reduced by the value of the homestead passing under the provisions of Article V hereof if my Executor does not elect qualified terminable interest property treatment for such homestead, to be


SARA BROWN WALKER

reduced by any federal or state estate taxes imposed upon my estate as provided under Article II above, to be reduced by any prior taxable gifts made by me, and to be reduced by the fees, costs, and expenses of administration of my estate. The value as finally fixed in the federal estate tax proceeding relating to my estate shall be used for purposes of such valuations and determinations. However, any property distributed to my children in kind and in satisfaction of this bequest shall be valued for such purpose as of the date or dates of distribution. In the event that any of my aforesaid daughters should have predeceased me, the share for such predeceased daughter shall be distributed to the descendants of such predeceased daughter, per stirpes, subject to the provisions of paragraph B. below.

B. If any beneficiary more remote than my children becomes entitled to distributions of all or a portion of the trust estate (at a time when such trust would normally terminate) under the terms and provisions of any of the foregoing paragraphs and shall be under the age of twenty-one (21) years or be under any legal disability, his or her share shall be vested in him or her but distribution shall be postponed until he or she attains such age, or until such legal disability is removed. The Trustee shall pay to or for the benefit of such descendant, such part of the income and principal of the retained share as the Trustee considers necessary for his or her support, medical care, education and welfare and may add to the principal any income not so expended. If such beneficiary dies before reaching the age of twenty-one (21) years, the Trustee shall distribute the then principal of said trust to the executor or administrator of such beneficiary's estate to be held, administered and distributed as a part thereof.


SARA BROWN WALKER

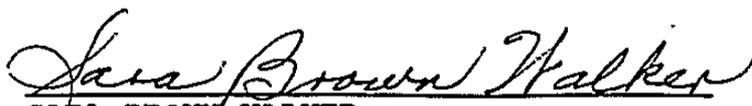
C. For purposes of this Will, a person legally adopted prior to attaining the age of seven (7) years shall be considered in all respects as a natural child of the adopting parents.

ARTICLE VII.

A. 1. If my husband survives me and the value of my residuary estate is less than \$100,000.00, I give, devise and bequeath outright to my husband all of the rest, residue and remainder of my property, real, personal and mixed, and wherever situated, including all failed and lapsed legacies.

2. In the event that the value of my residuary estate exceeds \$100,000.00 and if my husband survives me, I give, devise and bequeath all of the rest, residue and remainder of my property, real, personal and mixed, and wherever situated, including all failed and lapsed legacies, unto my Trustee hereinafter named, IN TRUST NEVERTHELESS, for the use and benefit of my husband as hereinafter set forth. Such trust shall be known as the George S. Walker Marital Trust, and the trust estate shall be held, administered and distributed in accordance with the provisions of this Article VII. My husband may disclaim any part or all of his interest in the George S. Walker Marital Trust by giving written notice of such disclaimer to my Executor. If my husband disclaims in whole or in part, such disclaimer shall result in the addition of the property in which he disclaims his interest to the property passing under Article VI of this Will.

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


SARA BROWN WALKER

determine. It is my intention that my said husband shall enjoy the same standard of living after my death as he has enjoyed prior to my death, and the Trustee is authorized to make such invasions of principal as the Trustee, in the Trustee's sole discretion, may determine to be necessary to permit him to enjoy such standard of living.

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

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

(4) It is my intention that this trust qualify for the marital deduction allowable in determining the federal estate tax upon my estate. Accordingly, I hereby direct that no authorization or direction or other provisions contained in this Will which would prevent this trust from so qualifying shall apply to this trust; except, that my Executor may, in the Executor's sole discretion,

Sara Brown Walker
SARA BROWN WALKER

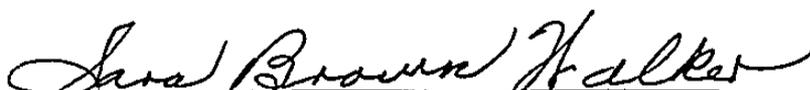
elect not to treat any fraction or portion of the property passing under this Article as qualifying for the marital deduction for federal estate tax purposes. In such event, both the property as to which an election has been made and the fraction or portion of the property not covered by the election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

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

B. If my husband predeceases me, all of the rest, residue and remainder of my property, real, personal, and mixed, and wherever situated, including all failed and lapsed legacies, shall be delivered to my three daughters, Betty Brown Walker Edgar, Sara Neal Walker Holder, and Lucy Ann Walker West, share and share alike. In the event that any of my said daughters shall have predeceased me, the share for such predeceased daughter shall be delivered to the descendants, per stirpes, or such predeceased daughter, subject to the provisions of Article VI, paragraph B. above.

ARTICLE VIII.

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


SARA BROWN WALKER

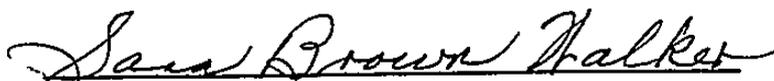
amended, reference to which statute is hereby made for all purposes.

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

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

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

E. Anything herein to the contrary notwithstanding, any beneficiary or the duly appointed personal representative of the estate of any beneficiary of my estate or any trust estate hereunder shall have the right and power to disclaim irrevocably such beneficiary's interest in my estate or such trust estate, by


SARA BROWN WALKER

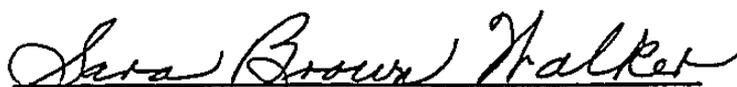
written notice delivered to the holder of the legal title to the property to which such interest relates at any time prior to the acceptance by or on behalf of such beneficiary of such interest or any of its benefits and within nine (9) months of the date of my death; and, upon receipt of such written notice, such interest shall be administered in accordance with the provisions hereof as though such beneficiary had predeceased me and as otherwise provided in this Will.

ARTICLE IX.

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

ARTICLE X.

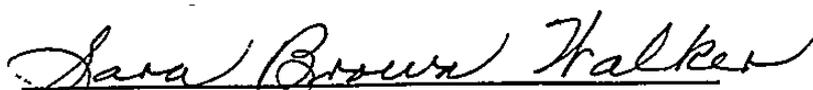
A. I hereby nominate, constitute and appoint my husband, George S. Walker, as Executor of this my Last Will and Testament. Should my husband be unable or unwilling to serve as Executor either before or after entering upon such duties, I hereby appoint my daughters, Betty Brown Walker Edgar, Sara Neal Walker Holder, and Lucy Ann Walker West, as alternate Co-Executors of this Will. In the event that any of my said daughters should be unable or unwilling to serve as such Co-Executor either before or after entering upon such duties, my surviving daughter or daughters shall


SARA BROWN WALKER

serve as the Co-Executors or sole Executor of this Will. I hereby appoint my said three daughters, Betty Brown Walker Edgar, Sara Neal Walker Holder, and Lucy Ann Walker West as Co-Trustees of any and all trusts as created under this Will. During such period of time as all three of my daughters are serving as Co-Executors of this Will and/or as Co-Trustees of any trusts created under this Will, a decision by any two of said three Co-Executors or Co-Trustees shall be binding on all of such fiduciaries, and the functions of said fiduciaries may be performed by a majority vote of said three fiduciaries. To the extent that there are only two of my daughters serving in the capacity as Co-Executors or Co-Trustees, a unanimous consent shall be required for the taking of any action by such fiduciaries. Should any of my aforesaid daughters be unable or unwilling to serve as Co-Trustee either before or after entering upon such duties, I hereby direct that my remaining daughter or daughters shall serve as the remaining Co-Trustees or sole Trustee of such trusts. I hereby relieve my said Executor, my alternate Co-Executors, and my Co-Trustees from giving bond, from having an appraisal made of my estate and of making or filing any reports, returns or accountings of any kind or character to any Court or other tribunal.

B. No Co-Trustee shall be qualified to participate in any Trustee decision regarding a discretionary distribution of income to or for herself or to any person whom the Co-Trustee has a legal obligation to support, or which would discharge her legal obligations.

C. During the period of administration thereof, my estate shall be considered a trust within the meaning of the said Uniform Trustees' Powers Act, reference to which is again hereby made, and my Executor shall have all of the powers afforded to trustees in


SARA BROWN WALKER

and by the terms and provisions of said statute, as now or hereafter amended.

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

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

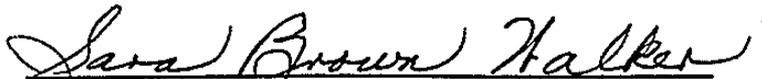
(b) To litigate, compound, or settle inheritance, estate, transfer or succession taxes assessed by reason of my death, and gift, income or other taxes assessed against me or my estate; and to make deposits to secure the payment of any inheritance tax, which deposits shall be conclusive upon all persons.

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

ARTICLE XI.

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

B. The term "Executor" as used herein shall be deemed to refer to my Executor and my alternate Co-Executors. The term


SARA BROWN WALKER

"Trustee" as used herein shall be deemed to refer to all of my Co-Trustees.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 12 pages on the 18th day of November, 1992.

Sara Brown Walker
SARA BROWN WALKER

WITNESSES:

Jay Travis
Sandy Bailey

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by Sara Brown Walker as her Last Will and Testament, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 18th day of November, 1992.

Jay Travis
Sandy Bailey

Page 12.

226 . 013

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day of December, 1997, at 12:30 o'clock P. M., and was duly recorded on the 29th day of December, 1997, Book No. 30, Page 357.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fupp D.C.

Page 12.

236 JAT00175

FILED
THIS DATE
DEC 29 1997
STEVE DUNCAN
CHANCERY CLERK
BY: *[Signature]*

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

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

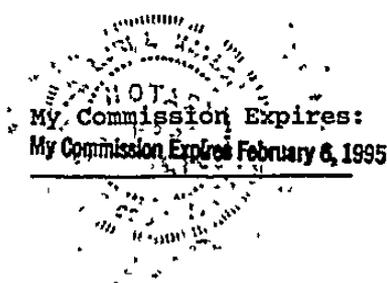
DATED this 18th day of November, 1992.

Jay Travis III
Name
2465 SAND RIDGE DR
Street Address
JACKSON, MS 39211
City and State

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

Subscribed and sworn to before me on this the 18th day of
November, 1992.

Lou L. Kayser
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day
of December, 1997, at 12:30 o'clock P.M., and was duly recorded
on the 29th day of December, 1997, Book No. 30, Page 369.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

ADISON COUNTY, MS.

LAST WILL AND TESTAMENT

FILED

DEC 30 1997

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

#97-917

OF

MARGARET BLACK TAYLOR

By: *Karen Hipp, D.C.*

I, Margaret Black Taylor, a widow, of Hattiesburg, Forrest County, Mississippi, being over the age of twenty-one years and of sound and disposing mind, memory, and understanding, hereby make, publish, and declare this to be my Last Will and Testament.

I.

I revoke completely all other wills, codicils, and testamentary writings previously made by me.

II.

I appoint my daughter, Ida Margaret Taylor Puckett, of Hattiesburg, Mississippi, Executrix of my estate. Should she predecease me, or should we die in a common disaster, or should she be unable or unwilling to serve, I appoint my son, Swepson S. Taylor, III, of Franklin, Tennessee, Substitute Executor, and I direct that in the event of his service as Substitute Executor, he shall enjoy all powers, rights, and privileges accorded my Executrix hereunder.

III.

I direct that to the full extent legally permissible, my Executrix shall not be required to give any bond or other security, shall not be required to file any inventories, accountings, appraisements, or periodic reports, and shall not be required to obtain any precedent order of approval from any court in connection with the administration of my estate. I hereby grant to my Executrix the full and plenary power to undertake and perform, in a fiduciary capacity, any and all

Margaret Black Taylor
MARGARET BLACK TAYLOR

such acts in connection with the management of my estate, or any of its properties, as she shall deem to be in the best interest of the estate and the beneficiaries hereunder, even though such acts would not be authorized or appropriate for a fiduciary under any statute or rule of law but for this power, to the end that my Executrix shall be empowered and enabled to act in the management of my estate and its properties as if she were the absolute owner of the same in fee simple. It is my intention that the foregoing grant of powers specifically include, without limitation, the discretionary power to sell all or any real or personal property or properties of my estate at public or private sale, the further discretionary power to borrow money for the discharge of obligations of my estate, and, incident thereto, to hypothecate the properties of my estate, and the further discretionary power to make the distributions provided hereunder either in specific property of my estate, or, following the sale of all or any part thereof, in money, or both.

IV.

In the event that both my Executrix and Substitute Executor should predecease me, or should otherwise be unable or unwilling to serve in such capacity, I request that the court then having the highest general equity jurisdiction in Forrest County, Mississippi, make the necessary appointment of a further substitute, and I direct that its appointee shall enjoy all of the powers conferred by the immediately-preceding article.

V.

I direct that all of my just debts and all expenses of my last illness and burial, together with all taxes which may accrue incident to my death, be paid as expeditiously after my death as is practical.

Margaret Black Taylor
MARGARET BLACK TAYLOR

VI.

All property of every kind and character, real, personal, or mixed, tangible or intangible, and wherever situated, of which I may die seized or possessed, or to which I or my estate may then be or become entitled, together with all property over which I may have any power of appointment or disposition, I give, devise, and bequeath to my children, Ida Margaret Taylor Puckett and Swepson S. Taylor, III, in equal parts, share and share alike.

VII.

In the event my daughter, Ida Margaret Taylor Puckett, shall not survive me, I give, devise, and bequeath all property left to her hereunder to her husband, Thomas Glenn Puckett, in trust, for the benefit of her children who shall survive me. Similarly, in the event my son, Swepson S. Taylor, III, shall not survive me, I give, devise, and bequeath all property left to him hereunder to his wife, Susan Ferrell Taylor, in trust, for the benefit of his children who shall survive me. Such trustees shall enjoy all powers granted trustees under the Mississippi Uniform Trustees' Powers Act. Each trust arising hereunder for the benefit of a child shall be a separate trust and shall be administered separately. At the time each grandchild of mine benefitting from a trust hereunder shall arrive at the age of twenty-one years, the trust for such grandchild shall terminate, and all assets of that trust shall be distributed to such grandchild. During the minority of each of such grandchildren, his respective trustee is authorized to spend such part of the income or principal of the respective trust of the grandchild as in the discretion of the trustee shall be necessary for the proper care, support, education, and maintenance of the grandchild, without accounting to any court.

Margaret Black Taylor
MARGARET BLACK TAYLOR

VIII.

If my daughter, Ida Margaret Taylor Puckett, shall predecease me leaving no surviving child or children, then, in such event, the devise and bequest made to her hereunder shall lapse, and my son, Swepson S. Taylor, III, (or, if he is deceased, his surviving child or children) shall take the entirety of my estate and its properties. If my son, Swepson S. Taylor, III, shall predecease me leaving no surviving child or children, then, in such event, the devise and bequest made to him hereunder shall lapse, and my daughter, Ida Margaret Taylor Puckett, (or, if she is deceased, her surviving child or children) shall take the entirety of my estate and its properties.

IX.

If both of my children, Ida Margaret Taylor Puckett and Swepson S. Taylor, III, shall predecease me, both unsurvived by children, then, in such event, I give, devise, and bequeath all of my estate and its properties to those who are my surviving heirs at law under the laws of intestate descent and distribution of the State of Mississippi then in effect.

THIS 10th day of December, 1987, at Hattiesburg, in Forrest County, Mississippi.

Margaret Black Taylor
MARGARET BLACK TAYLOR

WITNESSES:

N. O. Gray, III
W. M. Parker
Patricia L. Herrington

RESIDING AT:

308 S. 32nd Ave
Hattiesburg MS 39401
3202 Fenwick Dr.
Hattiesburg, MS 39402
P.O. Box 26, Sunnall, Mo
39402

CERTIFICATE

WE, R.A. Gray, III, Thelma Parker
 and Patricia L. Herrington, the three subscribing witnesses to
 the foregoing Last Will and Testament of MARGARET BLACK TAYLOR,
 consisting of five (5) pages, including this page, do hereby
 certify that we witnessed the signature of the Testatrix, MARGARET
 BLACK TAYLOR, to the Will at her special instance and request;
 that at the time she was over the age of twenty-one (21) years and
 was of sound and disposing mind and memory; that she signed the
 Will in our presence; and that we subscribed our names thereto in
 her presence and in the presence of each other at the City of
 Hattiesburg in the County of Forrest, State of Mississippi.

WITNESS OUR SIGNATURES on this 10th day of
December, 1987.

R.A. Gray, III
Thelma Parker
Patricia L. Herrington

Margaret Black Taylor
 MARGARET BLACK TAYLOR

5.



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 30th day
 of December, 1997, at 9.15 o'clock A. M., and was duly recorded
 on the 30th day of December, 1997, Book/No 30, Page 370

STEVE DUNCAN, CHANCERY CLERK

BY Karen Jupp DC

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF MARGARET BLACK TAYLOR,
DECEASED

NO. 97-917

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF West

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named R. A. GRAY, III, who being by me first duly sworn 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 Margaret Black Taylor, Deceased, ("Testatrix") who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, which is dated the 10th day of December, 1987.

(2) That on the 10th day of December, 1987, Testatrix signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of GAIL M. PARKERSON and PATRICIA L. HERRINGTON, the other subscribing witnesses to the instrument.

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

(4) That this affiant, together with the other subscribing witness, subscribed and attested the instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of Testatrix, and in the presence of each other.

R. A. Gray, III
R. A. GRAY, III

SWORN TO AND SUBSCRIBED before me, this the 17th day of December 1997.

Stephanie Elaine Hunter, Notary
NOTARY PUBLIC



My commission expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES AUG 26, 1999
BONDED THROUGH NOTARY SERVICE

Linda Bounds Sherman
Bar No. 6765
Phelps Dunbar, L.L.P.
Suite 500, Mtel Centre
200 S. Lamar Street
P.O. Box 23066
Jackson, Mississippi 39225-3066
(601) 352-2300

FILED
THIS DATE
DEC 30 1997
STEVE DUNCAN
CHANCERY CLERK
BY Karen Jupp

PD3-98 4714 1



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 30th day of December, 1997, at 9:15 o'clock A. M., and was duly recorded on the 30th day of December, 1997, Book No. 30, Page 375.

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

#97-714

LAST WILL AND TESTAMENT

DEC 30 1997

OF

AT 9:25 O'CLOCK A. M.
STEVE DUNCAN CHANCERY CLERK

ORLANDO J. ANDY

By: *Karen Fudge, D.C.*

I, ORLANDO J. ANDY, an adult resident citizen of the city of Madison, county of Madison, Mississippi, being of sound and disposing mind and memory, and being over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament, and I hereby revoke any and all other wills and codicils heretofore made by me.

ARTICLE I.

Except as hereinafter provided, my Executor shall pay from my residuary estate: all of my legal debts, funeral expenses (regardless of any statutory limitation) and administration costs (including any expense of moving or delivering property to any beneficiary hereunder); and all estate, inheritance, and other taxes (together with any penalty thereon) payable by reason of my death on property included in my estate and subject to such taxes, whether such property passes under this Will or otherwise (including property over which I have a power of appointment).

If any property or interest in property passing by reason of my death (other than as part of my residuary estate) is encumbered by a mortgage or lien, or is pledged to secure any obligations, such indebtedness shall not be charged to or paid from my Estate, but the recipient of such property or interest therein shall take it subject to all encumbrances existing at the time of my death.

ARTICLE II.

All of the household furniture and furnishings (and insurance thereon) located in our residence are the property of my wife, LOUISE C. ANDY (hereinafter sometimes referred to as "my Spouse"), and I hereby acknowledge her ownership of all such items.

I bequeath all of my tangible personal property, such as clothing, jewelry, personal effects and automobiles (and insurance thereon), but excluding cash on hand or on deposit, and any tangible personal property held for investment or income producing purposes, to my Spouse, if she survives me; and if she does not survive me, I bequeath such property to my surviving children.

ARTICLE III.

I bequeath, devise and appoint all the residue and remainder of my property and estate of every nature and wheresoever situated (including all property which I may acquire or become entitled to after the execution of this Will, all lapsed legacies, devises or other gifts made by this Will which fail for any reason, but excluding any property over or concerning which I may have any power of appointment), hereinafter referred to as my "residuary estate" to C. RODNEY CUMMINS, in his capacity as Executor, and I direct that my Executor shall administer and dispose of my said residuary estate in accordance with the terms and provisions set forth and contained in the succeeding Articles of this Will.

ARTICLE IV.

If my Spouse shall survive me, I bequeath to C. RODNEY CUMMINS, as Trustee, the largest amount, if any, that can pass free of federal estate tax by reason of the unified credit and the state death tax credit allowable to my Estate, diminished by the value for federal estate tax purposes of all other items in my federal gross estate which pass under other provisions or outside of this Will and which do not qualify for the state tax marital or charitable deduction and charges to principal which are not deducted on my federal estate tax return. Assets distributed in kind for the satisfaction of this bequest shall be valued at

their date of distribution values. This Trust shall be held and administered for the following uses and purposes:

SECTION 1. I direct that during the lifetime of my Wife, the net income derived from my Trust estate shall be paid over to my Wife or applied for her benefit in monthly or more frequent installments.

If my Wife disclaims her interest in this Trust, it shall be administered as though she had predeceased me.

SECTION 2. Upon the death of my Wife, if she shall survive me, or upon my death if my Wife shall predecease me, the principal and accumulated income, if any, then constituting my trust estate shall be apportioned in equal shares to such of my children as shall then be living and to the living issue per stirpes of such of my children as shall be dead with issue then living - such issue representing its parents; and I direct the several equal shares shall be administered and disposed of as follows:

(a) The share apportioned under Section 2, supra, to each child of mine who shall have obtained twenty-five (25) years of age, shall thereupon be delivered and conveyed to such child, discharged of the Trust.

(b) The share apportioned under Section 2, supra, to each child of mine who shall be under twenty-five (25) years of age, shall be held in trust hereunder for the benefit of such child and the net income derived from the Trust for such child in all or any part

of the principal thereof shall be paid to or applied to the benefit of such child in such manner and at such intervals and in such amounts as my Trustee in his sole discretion shall from time to time deem requisite or desirable in providing for the suitable support and education of such child until he or she shall obtain the age of twenty-five (25) years and upon the attainment of the age of twenty-five (25) years by such child, the principal and accumulated income then constituting the child's separate trust shall be delivered and conveyed to the child discharged of the Trust.

(c) If a child shall die prior to the termination of his or her Trust, pursuant to the foregoing provisions, the principal and accumulated income constituting the Trust for such child at the time of his or her death shall thereupon vest in and be delivered and conveyed to such child's surviving issue, per stirpes, (subject to the provisions in Section 3 hereunder) or if such child shall leave no issue surviving, the principal and accumulated income shall inure in equal shares to the benefit of my living issue, per stirpes, and their respective shares or portions shall be administered and disposed of in accordance with the terms and provisions of the Trust herein created for their benefit.

(d) The one such equal share of my trust estate apportioned under Section 2, supra, to the living issue, per stirpes, of each child of mine who shall be dead with issue living, shall thereupon vest in and be delivered and conveyed to such issue, per stirpes, subject to the provisions contained in Section 3 hereunder.

SECTION 3. If any of the funds and properties constituting a part of a Trust shall vest in any person among my deceased child's issue who shall be under twenty-one (21) years of age at the time of vesting thereof in accordance with the foregoing provisions of this Article IV, I direct that such principal and accumulated income so vesting shall nevertheless continue to be held in trust by my Trustee under the provisions hereof, and be administered as a separate Trust and that the net income therefrom with the principal thereof shall be applied, in such manner and at such intervals and in such amounts as my Trustee, in his sole discretion, shall deem requisite or desirable, for the suitable support and education of such person until he or she shall attain the age of twenty-one (21) years, or shall sooner die, whereupon the then principal and any accumulated income of such Trust shall be delivered and conveyed, discharged of the Trust, to such person if he or she shall attain the age of twenty-one (21) years, or, if such person shall die prior to his or her attainment of twenty-one (21) years, to such person's executors or administrators.

SECTION 4. I hereby authorize and empower the Trustee in his sole and absolute discretion, at any time, and from time to time, to disburse from the principal of any of the trust estates created under this Article IV (even to the point of completely exhausting same), such amounts as he may deem advisable to provide adequately and properly for the support, maintenance, education and health of the current income beneficiary thereof, his or her spouse in issue, including, but not by way of limitation, expenses incurred by reason of illness, disability and education. In determining the amounts of principal to be so disbursed, the Trustee shall take into consideration any other income or property which such income beneficiary or other person may have from any other source; and the Trustee's discretion shall be conclusive as to the advisability of any such disbursement, and the same shall not be questioned by anyone. For all sums so disbursed, the Trustee shall have full acquittance. All such disbursements from principal shall be charged against the trust fund from which they are made, and shall not be charged against any individual share of principal subsequently distributed to any beneficiary.

Only assets which qualify for the marital deduction shall be used to satisfy the foregoing bequest.

Subject to the foregoing, the decision of my Executor as to which assets shall be distributed in satisfaction of this bequest for the benefit of my wife, as to whether my estate shall

be valued under the optional provisions of the federal estate tax law, as to what elections shall be exercised, and as to what proceedings are necessary to complete the ascertainment of the federal estate tax, shall be conclusive and binding on all persons.

ARTICLE V.

I bequeath my residuary estate which is not made a part of the foregoing trust, including all lapsed legacies and devises (but excluding any property over and concerning which I may have a power of appointment) to C. RODNEY CUMMINS, as Trustee, to be held and administered for the following uses and purposes.

(a) In establishing and administering the trust fund created under this Article, the Executor and Trustee shall be vested with all of the powers and authority hereinafter set out; provided, however, that said Executor and Trustee shall have no power or authority which would disqualify as an otherwise qualifying Trust for the marital deduction.

(b) The Trustee shall pay the entire net income in monthly or more frequent installments to my Spouse or apply it for her benefit, so long as she shall live. If non-income producing property is held, my Spouse shall have the right to direct that such property be exchanged for income producing property.

(c) In addition to the payment of income hereinabove provided, the Trustee may pay to my said Spouse such amounts or all of the principal of the trust property held for her benefit hereunder as he may from time to time deem

advisable, and in making such payments, the Trustee may, but need not, take into account other financial resources available to her.

(d) My Executor shall have the right to elect to qualify or not to qualify all or any fraction or percentile share of this Trust for the marital deduction.

I exonerate my Executor from any liability for such election and direct that no beneficiary or other person shall have any claim against my Executor or my Estate by reason of the exercise of my Executor's judgment in this respect.

At the death of my Spouse, the principal of this Trust shall be distributed as provided in Article IV hereunder. The accumulated and accrued income shall be payable to my wife's estate.

(e) If my Spouse disclaims all or any portion of her interest in this Trust, the disclaimed whole or portion shall be administered and distributed as provided in this Article.

(f) On the death of my Spouse, the Trustee shall be authorized to withhold distribution of an amount of property sufficient, in his judgment, to cover any liability that may be imposed upon the Trustee for estate or other taxes until such liability is finally determined and paid.

(g) If my wife shall fail to survive me, then all bequests of this Article shall lapse and shall pass under this Article.

ARTICLE VI.

In addition to the powers given by the laws of the jurisdiction where this Trust is administered, as they may

be amended from time to time during the continuance of this Trust, I give my Trustee the following specific powers:

(a) To retain, without liability for loss or depreciation, original property received from any source, although such property may not be of the character prescribed by law for the investment of trust funds and even though said property represents the total property of the Trust;

(b) to sell publicly or privately, without a court order and upon such conditions, including credit, any property of the Trust, real or personal;

(c) to invest and reinvest all of the trust property in stocks, bonds, stocks and bonds of foreign corporations and governments, mortgages, interests in common trust funds, life insurance on the income or remainderman beneficiaries or others, or assets of any kind or nature without diversification, although such property may not be of the character prescribed by law for the investment of trust funds, and to hold cash if deemed advisable;

(d) to purchase and sell option contracts which give the Trustee or another the option to buy or sell, at some future time, any stock or security of any company;

(e) to treat as principal all dividends payable in stock of the declaring company, all dividends in liquidation and all rights issued on any securities and to treat as income all other dividends received;

(f) to treat as principal all income in respect of a decedent as defined in Section 691 of

the Federal Internal Revenue Code and all proceeds from qualified employee benefit plans;

(g) to hold property in one or more consolidated funds in which separate trusts shall have undivided interests; and

(h) to exercise discretion as to diversification and not be required to reduce any concentrated holdings merely because of such concentration.

The Trustee is specifically relieved from any requirements, legal or otherwise, as to the percentage of the Trust to be invested in fixed income securities, and may invest and retain invested the Trust wholly in common stocks.

(i) With regard to the sale and lease of real estate, the Trustee has the power to sell, convey, lease, mortgage (including mortgages to the Trustee in an individual capacity), repair and improve, and take any steps deemed prudent with regard to real estate that may be a part of the principal of the Trust. Any lease regarding such property made by the Trustee shall be binding for the full period of the lease, though said period shall extend beyond the termination of the Trust. Further, the Trustee has the power to make repairs, replacements and improvements, structural or otherwise, to any such real estate; to subdivide such real estate; to dedicate same to public use; and to grant easements as may be deemed proper.

Additionally, my Trustee is specifically empowered:

(j) to vote shares of stock in person or by proxy, with or without power of substitution;

(k) to participate in the financial readjustment of any corporation or business;

(l) to borrow money from any source, including the Trustee in an individual capacity, for any purpose connected with the protection or enhancement of the Trust or to carry out any of the provisions of the Trust, and as security, to mortgage or pledge any asset of the Trust upon such conditions as may be deemed proper;

(m) and whenever the Trustee is required to divide the principal of a trust, to make such division in cash or in kind, or both; and for this purpose, the Trustee may make allocations without regard to the income tax basis of property allocated in kind (regardless of whether such allocation affects beneficially or adversely the interests of the beneficiaries.

(n) During the minority or incapacity of any beneficiary to whom income is directed to be paid or for whose benefit income and principal may be disbursed, the Trustee is empowered to pay such income and principal in any one or more of the following ways:

(1) directly to a beneficiary;

(2) to the legal guardian or committee of a beneficiary;

(3) to a relative of a beneficiary to be expended for the health, education and support of said beneficiary;

(4) to a custodian under a Uniform Gifts to Minors Act; or

(5) by expending the same directly for the health, education and support of said beneficiary.

The Trustee shall not be obligated to see to the application of the funds so paid and the receipt of such person shall be full acquittance to the Trustee.

(o) The Trustee can resign at any time by giving written notice specifying the effective date of resignation to the next named Trustee, or if none, to the then current income beneficiary(ies) of the Trust. Thereafter, the Successor Trustee shall then act or such beneficiary (or a majority if more than one) shall appoint as Successor Trustee a trust company or bank possessing trust powers and having a combined capital and surplus of not less than Two Million Dollars (\$2,000,000). Any Successor Trustee may accept, without examination or review, the accounts rendered and the property delivered by a preceding Trustee, without incurring any liability or responsibility for the acts or omissions of the preceding Trustee. Further, a Successor Trustee shall have all the title, powers and discretion of the preceding Trustee.

(p) The Trustee is empowered to merge the assets of this Trust with those of any other trust with similar provisions.

The Trustee shall have the same powers, authority and discretion in the management of the Trust as I would have in the management and control of my personal estate. The Trustee may continue to exercise any powers and any

discretion hereunder for a reasonable period after the termination of any trust but only for so long as no rule of law relating to perpetuities would be violated.

ARTICLE VII.

I purposely make no provision in this Will for any of my children, either now living or hereafter born, inasmuch as they will be amply provided for.

ARTICLE VIII.

I appoint C. RODNEY CUMMINS as Executor of this Will. I direct that no surety be required on the bond of any Executor named herein. I grant to my Executor, or any successor, the continuing, absolute discretionary power to deal with any property, real or personal, held in my Estate, as freely as I might in the handling of my own affairs. Such power may be exercised independently and without prior or subsequent approval of any court or judicial authority. Further, I grant to my Executor the following specific powers in addition to those conferred by law:

(a) to compromise or otherwise settle or adjust all claims, charges, debts or demands against or in favor of my estate;

(b) To invest and reinvest all or any part of the property, real or personal, held in my estate in any stocks, bonds, mortgages, shares or interests in common trust funds or other securities or property as is advisable, irrespective of whether or not such securities or property are eligible investments for a fiduciary under applicable law, and to make no adjustments because of underproduced assets;

(c) to sell, transfer or convey for cash or credit all or any part of the property, real or personal, held in my estate. In this connection, I expressly empower my Executor to

sell property at its prevailing market price or fair and reasonable market value at the time of sale, to a Trustee or to a beneficiary under this Will or of any Trust;

(d) to sell or exercise any "rights" and/or "options" issued on any securities held in my estate;

(e) To retain and continue to operate any business interest, corporation or otherwise, for such period as is advisable and in this connection to determine the manner and extent of active participation in the operation of said business and to sell or liquidate all or part of said business at such time and price and upon such terms and conditions as is advisable and in this connection a sale may be made (pursuant to an agreement entered into by me during my lifetime, or otherwise) to a partner, officer, employee or beneficiary hereunder. I am aware of the fact that certain risks are inherent in the operation of any business and, therefore, my Executor shall not be liable for any loss resulting from the retention and operation of any business unless such loss shall result directly from my Executor's gross negligence or willful misconduct.

(f) To deduct certain administration and other expenses (insofar as permitted under the tax laws applicable to my estate) on either the income tax returns of my estate or on the estate tax return. It is my desire that my Executor take said deductions on the particular tax returns which, in my Executor's opinion, shall produce the least combined taxes, irrespective of whether such taxes are payable from income or principal. I

direct my Executor not to make any compensating adjustments between income or principal or between the property interests passing to the beneficiaries of this Will that may result because of the exercise of the discretion hereunder, irrespective of the fact that a decision may substantially affect beneficially or adversely my beneficiaries' interest in my estate.

(g) to make distribution in kind (to pecuniary legatees or otherwise) without regard to the income tax basis of the specific property distributed in kind.

For his services as Executor hereunder, the Executor shall receive compensation in accordance with his regular schedule of fees in effect at the time such services are rendered.

ARTICLE IX.

If my Spouse and I shall die under such circumstances that it is difficult to prove the order of our deaths beyond a reasonable doubt, I direct that my Spouse shall be deemed to have survived me. No person, other than my Spouse shall be deemed to have survived me if such person dies within 30 days after my death. By this Article IX, I modify all provisions of this Will, notwithstanding any law or rule of construction to the contrary.

I, ORLANDO J. ANDY, have signed this Will which consists of 17 pages on this the 9-1-87 day of March, 1987, in the presence of Beta N. Mullin and Robin D. Rucker who attested it at my request.

Orlando J. Andy
ORLANDO J. ANDY

The above and foregoing Will of ORLANDO J. ANDY was declared by him in our presence to be his Last Will and

Testament and was signed in our presence; and at his request and in his presence, and in the presence of each other, was attested by us.

Beta H Miller
WITNESS

6712 S. Swell
STREET ADDRESS

Jackson, Ms. 39212
CITY AND STATE

The above and foregoing Will of ORLANDO J. ANDY, was declared by him in our presence to be his Last Will and Testament and was signed in our presence; and at his request and in his presence, and in the presence of each other, was attested by us.

Robin D. Rucker
WITNESS

1865 Lakeland Dr, Apt 8
STREET ADDRESS

Jackson MS 39216
CITY AND STATE

STATE OF MISSISSIPPI

COUNTY OF Hinds

Before me, the undersigned authority, on this day personally appeared ORLANDO J. ANDY, known to me to be the Testator, and Beta H Miller and Robin D Rucker, known to me to be the Witnesses, respectively, whose names are signed to the attached or foregoing instrument, and all of these persons being by me first duly sworn, ORLANDO J. ANDY, the Testator, declared to me and to the Witnesses in my presence that the instrument

is his Last Will and that he has willingly signed, and that he executed it as his free and voluntary act for the purposes therein expressed; and each of the Witnesses stated to me in the presence and hearing of the Testator that he or she signed the Will as Witness and that to the best of his or her knowledge the Testator was 18 years of age or over, of sound mind and under no constraint or undue influence.

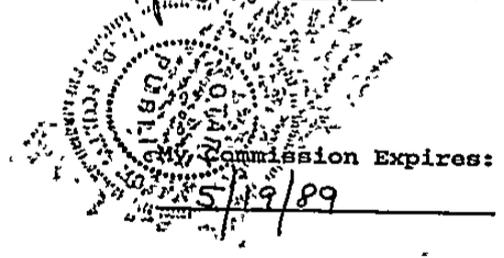
Each Witness further stated that he or she, upon the request and express direction of ORLANDO J. ANDY, the Testator herein, were the subscribing Witnesses to the foregoing instrument and that the same was duly signed by ORLANDO J. ANDY on 9-1-87. Further, ORLANDO J. ANDY declared said instrument to be his Last Will and Testament in the presence of said Witnesses, and said Witnesses did then and there sign as subscribing Witnesses to said Will upon the express request of ORLANDO J. ANDY, and that all signatures thereto were affixed while in the presence of ORLANDO J. ANDY, and in the presence of each other.

Orlando J. Andy
ORLANDO J. ANDY

Rita H. Miller
WITNESS

Robin D. Pucker
WITNESS

Subscribed, sworn and acknowledged before me by ORLANDO J. ANDY, the Testator, and by Rita H. Miller and Robin D. Pucker, Witnesses, on September 1, 1987.



Peggy J. Patrick
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 30th day of December, 1997, at 9:25 o'clock A. M., and was duly recorded on the 30th day of December, 1997, Book No. 30, Page 376
STEVE DUNCAN, CHANCERY CLERK BY Karen Jupp D.C.

MADISON COUNTY, MS

FILED

JAN 05 1998

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

Last Will and Testament

Allen Fupp, D.C.

OF

ELIZABETH C. HIGHTOWER

I, ELIZABETH C. HIGHTOWER, an adult resident citizen of Madison County, State of Mississippi, residing at 131 East Hill Drive, Madison, Mississippi 39110, do make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ITEM I.

I hereby nominate and appoint as Executor of my estate, JACK BRADFORD HIGHTOWER, JR., and if he may be unable to serve, then in that event I appoint as Alternate Executor, EDWARD O. HIGHTOWER, and in either event, I waive all bond, appraisal, inventory and accounting insofar as I am legally entitled to waive same.

PK

ITEM II.

I will, devise, and bequeath all my household possessions and the personal clothing and accessories that belonged to my mother Sydney O'Cain Hightower or my grandmother, Emma Williams O'Cain to be divided equally between my three brothers, Jack Bradford Hightower, Jr., Edward O'Cain Hightower, James Patrick Hightower, and my mother, Sydney O'Cain Hightower share and share alike per

Elizabeth C. Hightower
ELIZABETH C. HIGHTOWER

stirpes, with the exceptions of all of my jewelry, crystal, china and silver which are to be divided between Jack Bradford Hightower, III and Emily Katherine Hightower, share and share alike per stirpes.

ITEM III.

I will, devise, and bequeath all of my stock in the Hightower Agency, Inc. and Hightower Inc. to my three brothers, Jack Bradford Hightower, Jr., Edward O'Cain Hightower, and James Patrick Hightower, and my mother, Sydney O'Cain Hightower, share and share alike per stirpes.

ITEM IV.

The rest, residue, and the remainder of my estate shall be divided between my three brothers, Jack Bradford Hightower, Jr., Edward O'Cain Hightower, and James Patrick Hightower, and my mother Sydney O'Cain Hightower, share and share alike per stirpes.

PKS
[Handwritten initials]

ITEM V.

It is my desire that my attorney, Marc K. McKay, of 665 Hwy. 51, Suite A, Ridgeland, MS 39157, being familiar with my personal affairs and with my wishes relative to the disposition of my estate, be the attorney of my estate.

WITNESS MY SIGNATURE this 11th day of September, 1995.


ELIZABETH C. HIGHTOWER

WITNESSES:

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

Paul H. Smith
NAME

Donna K. Carr
NAME

665 Highway 51, Suite A
STREET ADDRESS

665 Highway 51, Suite A
STREET ADDRESS

Ridgeland, Mississippi 39157
CITY, STATE, ZIP

Ridgeland, Mississippi 39157
CITY, STATE, ZIP

Elizabeth C. Hightower
ELIZABETH C. HIGHTOWER

PAGE 3 OF 3



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 5th day of January, 1998, at 1:00 o'clock P. M., and was duly recorded on the 5th day of January, 1998, Book No. 30, Page 393.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Fupp* D.C.

IN THE CHANCERY COURT OF

COUNTY, MISSISSIPPI

ESTATE OF ELIZABETH C. HIGHTOWER, DECEASED

NO. 97-020AFFIDAVIT OF SUBSCRIBING WITNESSES

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 Pamela K. Smith, and Donna K. Carr and who being by me first duly sworn according to the law, say on oath:

(1) That the affiants are the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of ELIZABETH C. HIGHTOWER, deceased, who was personally known to the affiants, and whose signature is affixed to the Last Will and Testament, dated the 11th day of September, 1995.

(2) That on the 11th day of September, 1995, the said ELIZABETH C. HIGHTOWER, signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the affiants and in the presence of each other as subscribing witnesses to the instrument.

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

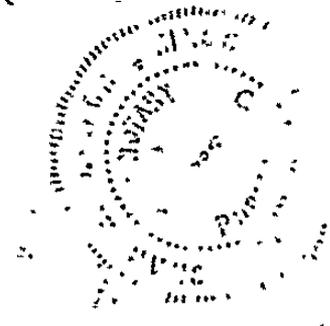
(4) That the affiants, together subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said ELIZABETH C. HIGHTOWER and in the presence of each other.

Paul K. Smith
Donna G. Carr

SWORN TO AND SUBSCRIBED BEFORE ME this 11th day of September, 1995.

Charles D. Moore
NOTARY PUBLIC

MY COMMISSION EXPIRES:
8-17-99



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 5th day of January, 1998, at 1:00 o'clock P.M., and was duly recorded on the 5th day of January, 1998, Book No. 30, Page 396.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.