

LAST WILL AND TESTAMENT
OF
RICHARD CARTER O'FERRALL

FILED
THIS DATE
JAN 05 1998
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

I, RICHARD CARTER O'FERRALL, an adult resident citizen of the City of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all other wills and codicils heretofore made by me.

ITEM I.

I do hereby appoint my two daughters, Martha O'Ferrall Bise and Alice O'Ferrall Reilly, as Co-Executrixes of this my Last Will and Testament. I hereby direct that they shall not be required to give any bond, and I hereby waive the necessity of having a formal appraisement made of my estate.

ITEM II.

I hereby direct my Co-Executrixes to pay my funeral expenses and all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done. I direct my Co-Executrixes to pay, out of my residuary estate, 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 any other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate purposes.

ITEM III.

I give and bequeath all of my corporeal, tangible, personal property, including furniture, chinaware, silverware, jewelry, automobile and personal effects to my children, Richard Carter O'Ferrall, Jr., Alice O'Ferrall Reilly, and Martha O'Ferrall Bise, and I desire said property to be divided in such manner that insofar as possible each child will receive a share of said

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property which equals approximately one-third of the total value of my corporeal, tangible, personal property. However, any arrangement as to the disposition of my said corporeal, tangible personal property which is mutually agreed upon by all three of my children, whether each child receives property of equal value or not, will satisfy my desires in connection with such property.

ITEM IV.

I give and bequeath to the persons hereinafter indicated the amounts respectively shown for them, as follows:

A. To my son, Richard Carter O'Ferrall, Jr., the sum of One Hundred Fifty Thousand and No/100 Dollars (\$150,000.00), if he shall survive me, and if he shall not survive me, to his issue, share and share alike.

B. To my daughter, Alice O'Ferrall Reilly, the sum of One Hundred Fifty Thousand and No/100 Dollars (\$150,000.00), if she shall survive me, and if she shall not survive me, to her issue, share and share alike.

C. To my daughter, Martha O'Ferrall Bise, the sum of One Hundred Fifty Thousand and No/100 Dollars (\$150,000.00), if she shall survive me, and if she shall not survive me, to her issue, share and share alike.

D. To each of my grandchildren who shall survive me the sum of Ten Thousand and No/100 Dollars (\$10,000.00).

E. To Mrs. Eleen Alford, my good friend and faithful secretary for many years, the sum of Five Thousand and No/100 Dollars (\$5,000.00).

F. To Ruby Manning, my faithful servant, the sum of Six Hundred and No/100 Dollars (\$600.00).

ITEM V.

After the payment of all estate taxes and costs of administration, I devise and bequeath all the rest and residue of the property comprising my estate of whatsoever kind or character and wheresoever situated, to my three children, namely: Martha

O'Ferrall Bise; Alice O'Ferrall Reilly and Richard Carter O'Ferrall, Jr.; share and share alike, or their issue, per stirpes.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 12th day of January, 1994.

Richard Carter O'Ferrall
RICHARD CARTER O'FERRALL

This instrument was, on the day and year shown above, signed, published and declared by RICHARD CARTER O'FERRALL 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.

Erskine W. Wells

James S. Armstrong

FILED
THIS DATE
JAN 05 1998
STEVE DUNCAN
CHANCERY CLERK
BY [Signature]
NO. 97-923

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE WILL AND ESTATE
OF RICHARD CARTER O'FERRALL, DECEASED

STATE OF MISSISSIPPI
COUNTY OF HINDS

AFFIDAVIT OF SUBSCRIBING WITNESSES

This day personally came and appeared before me, the under-
signed authority in and for said jurisdiction, ERSKINE W. WELLS
and JAMES S. ARMSTRONG, the subscribing witnesses to a certain
instrument of writing purporting to be the Last Will and
Testament of Richard Carter O'Ferrall, deceased, late of Madison
County, Mississippi, who each, having been first duly sworn, make
oath that the said Richard Carter O'Ferrall signed, published and
declared the original of said instrument as his Last Will and
Testament on the 12th day of January, 1994, the day and date of
said instrument, in the presence of said affiants, that the said
testator was then of sound and disposing mind and memory and
twenty-one (21) years and upwards of age; and said affiants
subscribed and attested said instrument as witnesses to the
signature and publication thereof, at the special instance and
request, and in the presence of the said testator and in the
presence of each other.

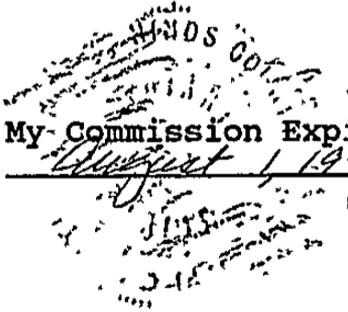
[Signature: Erskine W. Wells]
ERSKINE W. WELLS

[Signature: James S. Armstrong]
JAMES S. ARMSTRONG

SWORN to and subscribed before me, this the 16th day
of December, 1997.

[Signature: Betty J. Price]
NOTARY PUBLIC

My Commission Expires:
August 1, 1998



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 5 day
of Jan, 1998, at 1:30 o'clock P.M., and was duly recorded
on the JAN 5 1998, Book No. 30, Page 401.



STEVE DUNCAN, CHANCERY CLERK

BY: [Signature: Steve Duncan] D.C.

Last Will and Testament

#98-017

MADISON COUNTY, MS

FILED

JAN 09 1998

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

OF
JOSEPH COLWELL PAYNE

By: *Karen Supp*

I, JOSEPH COLWELL PAYNE, a resident of and domiciled in Madison County, State of Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, and in all respects competent and qualified, do hereby make, publish and declare this to be my true Last Will and Testament, hereby revoking all previous wills and codicils heretofore made by me. I am one and the same person as "Coe Payne."

ARTICLE ONE

Family Members

At the time of the execution of this Will, I am married to MILDRED M. PAYNE. We have three (3) children, namely: MADELINE E. LONGSTREET, JEAN M. LONGSTREET, and JOEL ANN RAMSAY. All references in this Will to "my children" or "said children" shall be deemed to refer to my above named children.

ARTICLE TWO

Payment of Debts and Expenses of Administration

I hereby direct my Executor to pay all expenses of my last illness and funeral expenses, and to pay all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done; provided, however, that my Executor is authorized to pay any debt which I may owe at the time of my death not exceeding Five Hundred Dollars (\$500.00) without the necessity of such debt being probated, registered or allowed against my estate so long as my said Executor determines that such debt is a valid debt of my estate. It is my intention, however, that nothing in this Article of my Will shall be construed as creating an

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express trust or fund for the payment of my debts and expenses which would in any way extend the statute of limitations for the payment of debts, or enlarge upon my legal obligation or any statutory duty of my Executor to pay debts.

My Executor may, in his discretion, pay all or any portion of the expenses of the administration of my estate 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 beneficiaries of my estate may otherwise be entitled.

ARTICLE THREE

Payment of Taxes

I direct my Executor to pay out of my residuary estate all federal and state estate, inheritance, succession and other death taxes which are assessed against my estate, or against any beneficiary, if any, including estate and inheritance taxes assessed on account of life insurance proceeds or any other property which shall be included in my estate for the purpose of such taxes, whether or not included in my estate for probate purposes.

ARTICLE FOUR

Specific Bequest

I give, devise and bequeath unto to my wife, MILDRED M. PAYNE, any and all interest which I may own in any residence in which we are living at the time of my death together with all tangible personal property located in or customarily used in connection with our residence, whether, at the time of my death, we own or rent a residence including, without limitation, vehicles, furniture, furnishings, fixtures, equipment, silverware, glassware, china, clothing, tools and all other such tangible personal property and also including any property and casualty insurance policies and the proceeds thereof relating to or insuring said property. If my

said wife does not survive me, then this bequest shall lapse and said property shall be added to and become a part of my residuary estate to be disposed of as hereinafter provided. The bequest and devise provided for in this, Article Four of my Last Will and Testament, shall not include any intangible personal property such as stocks, bonds, cash, certificates of deposit, bank accounts, mutual funds, money market accounts or other such intangible personal property.

ARTICLE FIVE

Specific Bequest in Trust

I will, give and bequeath the sum of One hundred Dollars (\$100) unto my Trustee, In Trust, Nevertheless, to be held, maintained, administered, invested and distributed for the uses and purposes and upon the terms and conditions set forth:

- A. This Trust shall be named and known as the "JOEL ANN RAMSAY TESTAMENTARY TRUST."
- B. The Trustee is authorized at any time, or from time to time, to pay to or for the benefit of JOEL ANN RAMSAY so much of the income or principal, whether the whole or a lesser amount, as the Trustee may, in his sole discretion, determine is necessary or desirable for said beneficiary's health, support and maintenance in the standard of living to which said beneficiary is accustomed, and for said beneficiary's education (including college, graduate and professional education), and for any medical, hospital or other institutional care which said beneficiary may require.
- C. Upon the death of the beneficiary, JOEL ANN RAMSAY, or upon the exhaustion of the trust corpus, whichever may first occur, this trust shall terminate. In the event this trust shall terminate upon the death of JOEL ANN RAMSAY, the Trustee shall thereupon distribute all property then remaining in the trust, if any, unto the children of JOEL ANN RAMSAY, in equal shares, or if a child is then deceased, such child's share shall be distributed to the descendants of such deceased child, per stirpes.


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- D. If my daughter, **JOEL ANN RAMSAY**, does not survive me, then this bequest in trust shall lapse and said property shall be added to and become a part of my residuary estate to be disposed of as hereinafter provided.

ARTICLE SIX

Disposition of Residuary Estate

I give, devise and bequeath all of the rest, residue and remainder of my property and estate, real and personal, of whatever nature and wherever situated, including all lapsed bequests and devises (my "Residuary Estate"), to my Trustee, **In Trust, Nevertheless**, to be held, maintained, invested, reinvested and distributed in accordance with the terms and conditions hereinafter set forth:

- A. This trust shall be named and known as the "**JOSEPH COLWELL PAYNE FAMILY TRUST**."
- B. My Trustee shall distribute to or for the benefit of my wife, **MILDRED M. PAYNE**, during her lifetime, all or any portion of the income and principal of this trust which in the sole discretion of my Trustee is reasonable and necessary to maintain my said wife in a comfortable standard of living commensurate with that which she enjoys at the time of my death. My Trustee is specifically authorized to distribute income and principal for the purpose of maintaining my wife in a retirement community, nursing home or other such facility and to pay the costs and expenses incurred by my said wife or on her behalf in connection with her health care, including any illness. My Trustee may exhaust the principal of the trust if needed for such purposes. My Trustee may, but need not, when determining whether to distribute income or principal take into account income or assets available to my wife from other sources.
- C. Upon the death of said wife (or if she shall predecease me, upon my death), my Trustee (or if upon my death, my Executor) shall distribute the remaining balance

of the trust property (or, if my said wife shall not survive me, my Residuary Estate) in the following manner:

1. One-third (1/3) to my daughter, **MADLINE E. LONGSTREET**, if living, and if not, to her children, in equal shares, or if a child is then deceased, such child's share shall be distributed to the descendants of such deceased child, per stirpes.
2. One-third (1/3) to my daughter, **JEAN M. LONGSTREET**, if living, and if not, to her children, in equal shares, or if a child is then deceased, such child's share shall be distributed to the descendants of such deceased child, per stirpes.
3. One-third (1/3) to my Trustee, to be added to, and held and administered as part of, the **JOEL ANN RAMSAY TESTAMENTARY TRUST** to be established under Article Five of this, my Last Will and Testament. If the **JOEL ANN RAMSAY TESTAMENTARY TRUST** is not then in existence for any reason, then one-third (1/3) to my daughter, **JOEL ANN RAMSAY**, if living, and if not, to her children, in equal shares, or if a child is then deceased, such child's share shall be distributed to the descendants of such deceased child, per stirpes.

The equal shares set apart for my daughters, **MADLINE E. LONGSTREET** and **JEAN M. LONGSTREET**, shall be distributed to them, or if one of my said daughters shall then be deceased, to such deceased daughter's descendants (as hereinabove provided), outright and discharged of trust. Provided, however, that any property that vests in a minor beneficiary shall be subject to the terms and provisions of Article Seven of this, my Last Will and Testament.

ARTICLE SEVEN**Property Vested In Minor Beneficiary**

Whenever any property, whether principal or income, vests pursuant to the provisions of this, my Will, in a minor, persons acting hereunder as Executor or Trustee, as the case may be, shall have the right as donees of a power during minority, upon distribution of such property, to hold and manage the same until such minor attains his or her majority, and may exercise in respect of such property, and the income thereof, all powers conferred by this my Will, or by law, upon my Executor or Trustee, including the power to apply any such property or the income thereof to the use or for the benefit of such minor. Said donees shall be entitled to receive such compensation as they would be entitled to receive if they were holding the property as Trustee of a separate trust under this Will and shall not be required to render periodic accounts to any Court. My Executor and Trustee are not required to exercise the power granted under this Article of my Will, and may, in their discretion, elect to distribute property to or for the benefit of the minor in whom such property has vested, or to such minor's natural or legal guardian, or to an eligible custodian under the Mississippi Uniform Transfers to Minors Act (and my Executor and Trustee shall not be prohibited from serving as custodian unless otherwise prohibited by law), and upon obtaining receipt therefor shall have no further obligation with respect to such property as Executor or Trustee.

ARTICLE EIGHT**Trust Provisions**

To the extent permitted or required by law, it is my intention and I hereby direct, with respect to any trust created under the terms of this, my Last Will and Testament, that:

- A. Neither the principal nor the income of any trust created hereunder, nor any part of same, shall be liable for the debts of any beneficiary hereunder, nor shall the same be subject to seizure by any creditor of any beneficiary hereunder and no beneficiary hereunder shall have any power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of his or her interest in any trust, or any


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part of same, or the income produced from said trust, or any part of same. No part of any trust created hereunder, principal, income or increment shall be attachable, assignable, trustable or liable to be taken at law or in equity for or on account of any debt, obligation or contract of the beneficiary hereunder.

- B. Any trust created under this, my Last Will and Testament, shall be a private trust, and the Trustee shall not be required to obtain the order or approval of any Court for the exercise of any power or discretion herein given. The Trustee shall not be required to return to any Court any periodic formal accounting of his administration of any trust, but said Trustee shall render annual accounts to each beneficiary of each trust.
- C. No person paying money or delivering property to the Trustee shall be required to see to its application. No bond or other security shall be required of my Trustee. The Trustee of any trust created hereunder is authorized to receive and retain for his services in administering each trust reasonable compensation in accordance with that which is customarily and generally charged for performing trust services of the nature involved in such trust.
- D. Notwithstanding any other provision of this Will to the contrary, I direct that any trust created hereunder shall terminate within twenty (20) years after the death of the survivor of my children and grandchildren living at the time of my death. I further direct that in the event such termination is required, the principal of any trust then in effect shall be paid over to the primary income beneficiary of such trust, or if there is more than one, then in equal shares to the income beneficiaries, thereby terminating such trust.

ARTICLE NINE**Powers of Executor and Trustee**

I hereby authorize and empower my Executor, with respect to my estate, and my Trustee, with respect to any trust created hereunder, and any successor or successors thereof, in their absolute discretion, to do the following:

1. To exercise all of the powers, rights and discretions granted by virtue of the "Uniform Trustees' Powers Law", being §§ 91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, as now enacted, or as hereafter amended, which "Uniform Trustees' Powers Law" is hereby incorporated by reference as though fully and completely copied herein. Should said "Uniform Trustees' Powers Law" be repealed, then my Executor and Trustee herein named shall continue to have all of the powers, rights and discretions granted by said "Uniform Trustees' Powers Law", the same as if it were still in effect.
2. To purchase or otherwise acquire and to retain, whether originally a part of the estate or subsequently acquired, any and all stocks, bonds, notes or other securities, or shares or interests in investment trusts and common trust funds, or in any other property, real, personal or mixed, as they may deem advisable, whether or not such investments or property be of the character permissible by fiduciaries, without being liable to any person for such retention or investment.
3. To pay all necessary expenses of administering the estate and any trust including taxes, trustee's fees, fees for the services of accountants, agents and attorneys, and to reimburse said parties for expenses incurred on behalf of the estate or any trust hereunder.
4. To determine what is principal and what is income with respect to all receipts and disbursements; to establish and maintain reserves for depreciation, depletion, obsolescence, taxes, insurance premiums, and any other purpose deemed necessary and proper by them and to partite and to distribute property of the estate or trust in kind or in undivided interests, and to determine the value of such property. The Trustee is hereby authorized and empowered to hold and invest the assets of any trust created hereunder jointly and in undivided shares or interests.
5. To perform such acts, to participate in such proceedings and to exercise such other rights and privileges in respect to any property, as if they were the absolute owner thereof, and in connection therewith to enter into and execute any and all agreements binding my estate and any trust created hereunder.
6. To borrow money from such source or sources and upon such terms and conditions as my Executor or Trustee shall determine, and to give such security therefor as my Executor or Trustee may determine.
7. To participate in any plan of reorganization, consolidation, dissolution, redemption, or similar proceedings involving assets comprising my estate or any trust created hereunder, and to deposit or withdraw securities under any such proceedings.

8. To compromise, settle or adjust any claim or demand by or against my estate, or any trust, to litigate any such claims, including, without limitation, any claims relating to estate or income taxes, and to agree to any rescission or modification of any contract or agreement.
9. To sell, exchange, assign, transfer and convey any security or property, real or personal, held in my estate, or in any trust, at public or private sale, at such time and price and upon such terms and conditions (including credit) as my Executor or Trustee may deem advisable and for the best interest of my estate, or any trust. I hereby waive any requirement of issuing summons, giving notice of any hearing, conducting or holding any such hearing, filing bond or other security, or in any way obtaining court authority or approval for any such sale, exchange, assignment, transfer or conveyance of any real or personal property.
10. To lease any real or personal property for such term and upon such terms and conditions and rentals and in such manner as may be deemed advisable (with or without privilege of purchase), and any lease so made shall be valid and binding for the full term thereof even though the same shall extend beyond the duration of the administration of my estate, or any trust created hereunder, all without the approval or authority of any court; and to insure against fire or other risks, to make repairs, replacements and improvements, structural or otherwise, to any real property, to improve any real property and to pay the cost out of principal.
11. Unless otherwise specifically provided, to make distributions (including the satisfaction of any pecuniary bequest) in cash or in specific property, real or personal, or in an undivided interest therein, or partly in cash and partly in other property, and to do so with or without regard to the income tax basis of specific property allocated to any beneficiary and without making pro rata distributions of specific assets.
12. To settle, adjust, dissolve, windup or continue any partnership in which I may own a partnership interest at the time of my death, subject, however, to the terms of any partnership agreement to which I am a party at the time of my death. I authorize my Executor and Trustee to continue in any partnership for such periods and upon such terms as they shall determine. Neither my Executor nor my Trustee shall be disqualified by reason of being a partner in such firm from participating on behalf of my estate in any dealings herein authorized to be carried on between my Executor or Trustee and the partners of any such partnership.
13. To make any elections and to take any actions necessary in connection therewith which are available under the Internal Revenue Code of 1986, as amended, including, but not limited to, Section 2032, Section 2032A, and Section 6166.
14. To disclaim any property which my estate or any trust created hereunder may otherwise be entitled to receive and to take any and all necessary or proper actions to make and fully effectuate a qualified disclaimer or disclaimers under Internal Revenue Code Section 2518, or any similar provision which may be subsequently enacted, and under any disclaimer statute or law which may at any time be in effect under Mississippi law.

All authorities and powers hereinabove granted unto my Executor and Trustee shall be exercised from time to time in their absolute discretion and without prior authority or approval of any Court, and I intend that such powers be construed in the broadest possible manner.

ARTICLE TEN

Appointment of Executor

I hereby appoint my nephew, **DR. ROBERT D. ORY**, to be Executor of this, my Last Will and Testament and my estate. In the event that my Executor shall predecease me, or, for any reason, shall fail to qualify or cease to act as my Executor, then I hereby appoint **TRUSTMARK NATIONAL BANK**, Jackson, Mississippi, to serve as successor Executor of this, my Last Will and Testament, and my estate. Any reference herein to my "Executor" shall also refer to and include my successor Executor herein named and I confer upon said successor Executor all of the rights, powers, duties, discretions and obligations conferred upon my original Executor hereinabove named. My Executor and my successor Executor, hereinabove named, shall serve without any bond, and I hereby waive the necessity of preparing or filing any inventory, accounting or formal appraisal of my estate. I specifically direct that my Executor be reasonably compensated for services rendered in such capacity and reimbursed for expenses incurred in rendering such services.

ARTICLE ELEVEN

Appointment of Trustee

I hereby appoint my nephew, **DR. ROBERT D. ORY**, to be Trustee of any trust created under this, my Last Will and Testament. If **DR. ROBERT D. ORY** shall be unable or unwilling to accept appointment as Trustee, or for any reason shall discontinue his service as Trustee or shall resign as Trustee, then I hereby appoint **TRUSTMARK NATIONAL BANK**, Jackson, Mississippi, as successor Trustee, to have all of the powers and discretions herein given the original Trustee. I specifically direct that my Trustee be reasonably compensated for



J. C. P.

services rendered in such capacity and reimbursed for expenses incurred in rendering such services.

ARTICLE TWELVE

Construction

Throughout this Will, the masculine gender shall be deemed to include the feminine as well as the neuter, and vice versa, as to each of them; the singular shall be deemed to include the plural, and vice versa. The headings used herein are for convenience only and shall not be construed or interpreted as limiting the scope of the Article to which the heading pertains.

IN WITNESS WHEREOF, I have hereunto affixed my signature in the presence of Jamie G. Houston, III, and Lynn J. Gibbs, whom I have requested to act as subscribing witnesses hereto on this, the 12th day of February, 1997.

Joseph Colwell Payne
 JOSEPH COLWELL PAYNE

WITNESS:

Jamie G. Houston III
 Jamie G. Houston, III
Lynn J. Gibbs
 Lynn J. Gibbs

We, each of the subscribing witnesses to the foregoing Last Will and Testament of JOSEPH COLWELL PAYNE, do hereby declare that we have acted as subscribing witnesses hereto at the request of the said JOSEPH COLWELL PAYNE; that he declared this instrument to be his Last Will and Testament to us, that he affixed his signature hereto in the presence of each of us; and that we have affixed our signatures hereto in his presence and in the presence of each other all on the day and year above written; and that on this occasion the said JOSEPH COLWELL PAYNE was of sound and disposing mind and memory.

WITNESS OUR SIGNATURES on this, the 12th day of February, 1997.

WITNESS:

ADDRESS:

Jamie G. Houston III
 Jamie G. Houston, III
Lynn J. Gibbs
 Lynn J. Gibbs

400 East Capitol, Suite 300
 Jackson, Mississippi 39201
 400 East Capitol, Suite 300
 Jackson, Mississippi 39201

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STATE OF MISSISSIPPI, COUNTY OF MADISON.

I certify that the within instrument was filed for record in my office this 9th day of January, 1998, at 8:50 o'clock A M, and was duly recorded on the 9th day of January, 1997, Book No 30, Page 402.

STEVE DUNCAN, CHANCERY CLERK

BY *Karen Jupp* D C

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Jamie G. Houston, III, and Lynn J. Gibbs, credible and competent subscribing witnesses to the foregoing instrument of writing dated the 12th day of February, 1997, purporting to be the Last Will and Testament of JOSEPH COLWELL PAYNE, each of whom having been first duly sworn, state on oath that the said JOSEPH COLWELL PAYNE signed, made, published and declared said instrument as his Last Will and Testament on the 12th day of February, 1997, the date of said instrument, in the presence of these affiants; that the Testator was then of sound and disposing mind and memory, and above the age of twenty-one (21) years; that the Testator was acting voluntarily without undue influence, fraud or restraint; that the affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of JOSEPH COLWELL PAYNE, and in the presence of JOSEPH COLWELL PAYNE, and in the presence of each other; that the Testator 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; that at the time of said attestation the Testator, JOSEPH COLWELL PAYNE, indicated to the affiants that he was a resident of and had a fixed place of residence in Madison County, State of Mississippi; and that this Proof of Will is attached to the original of that certain foregoing written instrument signed, made, published and declared by the said Testator, JOSEPH COLWELL PAYNE, as his Last Will and Testament on this, the 12th day of February, 1997.

Jamie G. Houston III
Jamie G. Houston, III
400 E. Capitol Street, Suite 300
Jackson, MS 39201

Lynn J. Gibbs
Lynn J. Gibbs
400 E. Capitol Street, Suite 300
Jackson, MS 39201

SWORN TO AND SUBSCRIBED before me on this, the 12th day of February, 1997.



Robin Rowery
NOTARY PUBLIC

50911WS1477 Public State of Mississippi At Large
My Commission Expires: July 27, 2000
BONDED THRU HEIDEN-MARCHETTI, INC.



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 9th day of January, 1998, at 8:50 o'clock A.M., and was duly recorded on the JAN 9 1998, Book No 30, Page 413.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Tello D.C.

Last Will and Testament

HADISON COUNTY, MS

FILED

JAN 09 1998

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

98016

OF

MILDRED M. PAYNE

By: *Karen Jupp, OC*

I, MILDRED M. PAYNE, an adult resident citizen of Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish, and declare this to be my Last Will and Testament, hereby revoking any and all other Wills and Codicils heretofore made by me. At the time of the execution of this Will I am married to JOSEPH COLWELL PAYNE and we have three surviving children, namely, MADELINE E. LONGSTREET, JEAN M. LONGSTREET AND JOEL ANN RAMSAY.

ARTICLE ONE

I hereby direct my Executor to pay my funeral expenses and all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done. I direct my 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 any other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate purposes.

ARTICLE TWO

I give, devise and bequeath unto to my husband, JOSEPH COLWELL PAYNE, any and all interest which I may own in any residence in which we are living at the time of my death together with all tangible personal property located in or customarily used in connection with our residence, whether, at the time of my death, we own or rent a residence including, without limitation, vehicles, furniture, furnishings, fixtures, equipment, silverware, glassware, china, clothing, tools and all

Mildred M. Payne
MILDRED M. PAYNE

other such tangible personal property and also including any property and casualty insurance policies and the proceeds thereof relating to or insuring said property. If my said husband does not survive me, then this bequest shall lapse and said property shall be added to and become a part of my residuary estate to be disposed of as hereinafter provided. The bequest and devise provided for this, Article Two, of my Last Will and Testament shall not include any intangible personal property such as stocks, bonds, cash, certificates of deposit, bank accounts, mutual funds, money market accounts or other such intangible personal property.

ARTICLE THREE

In addition to the specific bequests and devises of certain tangible property hereinabove provided in Article Two of this, my Last Will and Testament, I give, devise and bequeath unto my husband, JOSEPH COLWELL PAYNE, if he survives me, one-fourth of my total estate. This bequest and devise may be comprised of any of the property of my estate as my Executor, in his sole discretion, shall determine, and my Executor's selection of the property which will be used to satisfy this bequest and devise contained in this, Article Three, of my Last Will and Testament, shall not be subject to question by any beneficiary.

ARTICLE FOUR

I bequeath to REVEREND PATRICK FARRELL of Greenville, Mississippi, if he shall survive me, the sum of Five Thousand (\$5,000.00) Dollars; provided, however, that if he shall not survive me then this bequest shall lapse and shall be disposed of as a part of my residuary estate.

ARTICLE FIVE

I give, devise and bequeath all of the rest, residue and remainder of my estate, real and personal, of whatever nature and wherever situated (my "Residuary Estate") to my Trustee, IN TRUST, nevertheless, to be held, invested, and reinvested subject to the terms and conditions hereinafter set forth:

Mildred M. Payne

 MILDRED M. PAYNE

A. My Trustee may distribute to or for the benefit of my husband, JOSEPH COLWELL PAYNE, during his lifetime, all or any portion of the income of this trust which in the sole discretion of my Trustee is reasonable and necessary to maintain my said husband in a comfortable standard of living commensurate with that which he enjoys at the time of my death and, if necessary, my Trustee may invade the principal of the trust to carry out this purpose. My Trustee is specifically authorized to distribute income and invade principal for the purpose of maintaining my husband in a retirement community, nursing home or other such facility and to pay the costs and expenses incurred by my said husband or on his behalf in connection with any illness. My Trustee may, but need not, when determining whether to distribute income or invade principal take into account income or assets available to my husband from other sources. Upon the death of said husband, or if he should predecease me, my Trustee (or Executor, as the case may be) shall divide the remaining balance of the trust property (or, if my said husband does not survive me, the property of my estate remaining after payment of debts and taxes) into as many equal shares as will allow my Trustee (or Executor) to set apart one share for each child of mine then surviving and one share, as a group, for the children of any child of mine then deceased. The equal shares set apart for my daughters, MADELINE E. LONGSTREET and JEAN M. LONGSTREET (or their surviving children if one of my daughters is then deceased) shall be distributed to them (or their surviving children) outright, discharged of trust, provided, however, that in the event any person entitled to all or any portion of trust share (or a share of my estate) shall not have attained the age of twenty-one (21) years, my Trustee (or Executor) shall distribute such person's share to the natural parent or legal guardian of such person. Such distribution to the natural parent or legal guardian of such person shall discharge all responsibility of my Trustee (or

Mildred M. Payne
MILDRED M. PAYNE

Executor, as the case may be) with respect to such trust or estate share, or portion thereof. The equal share set apart for my daughter JOEL ANN RAMSAY (or her surviving children if she is then deceased) shall be distributed to the Trustee of The Joel Ann Ramsay Irrevocable Trust which my husband executed on July 29, 1991. This bequest shall be added to the principal of The Joel Ann Ramsay Irrevocable Trust and shall be held, administered and distributed in accordance with the terms and conditions set forth therein. Provided, however, that if the date of such distribution shall be on or after January 2, 2002 such bequest shall be distributed to JOEL ANN RAMSAY, outright and discharged of trust, if she is then living, or, if JOEL ANN RAMSAY is not then living, the bequest shall be distributed to the children of JOEL ANN RAMSAY, including natural and legally adopted children, in equal shares, per stirpes.

B. No part of any trust created hereunder, principal, income or increment, shall be attachable, assignable, trustable or liable to be taken at law or in equity for or on account of any debt, obligation or contract of any beneficiary hereunder.

ARTICLE SIX

I hereby grant to my Executor and also to my Trustee of any trust established hereunder, including any substitute or successor personal representative or trustee, the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate or any trust, as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with my Executor or Trustee shall be required to inquire into the propriety of any of their actions. I expressly authorize and empower my Executor, with respect to my estate, and my Trustee, with respect to any trust created hereunder, and any successor or successors thereof, in their sole and absolute discretion, to do any of the following:

Mildred M. Payne

1. To exercise, in their sole and absolute discretion, all of the powers, rights and discretions granted by virtue of the "Uniform Trustees' Powers Law", being §§91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, as now enacted, or as hereafter amended, which "Uniform Trustees' Powers Law" is hereby incorporated by reference as though fully and completely copied herein. Should said "Uniform Trustees' Powers Law" be repealed, then my Executor and Trustee herein named shall continue to have all of the powers, rights, and discretions granted by said "Uniform Trustees' Powers Law", the same as if it were still in effect.

2. To purchase or otherwise acquire and to retain, whether originally a part of the estate or subsequently acquired, any and all stocks, bonds, notes or other securities, and interests in investment trusts and common trust funds, or in any other property, real, personal or mixed, as they may deem advisable, whether or not such investments or property be of the character permissible by fiduciaries, without being liable to any person for such retention or investment.

3. To pay all necessary expenses of administering the estate and any trust including taxes, trustee's fees, fees for the services of accountants, agents and attorneys, and to reimburse said parties for expenses incurred in behalf of my estate and any trust created hereunder.

4. To determine what is principal and what is income with respect to all receipts and disbursements; to establish and maintain reserves for depreciation, depletion, obsolescence, taxes, insurance premiums, and any other purpose deemed necessary and proper by them and to partite and to distribute property of the estate or trust in kind or in undivided interests, and to determine the value of such property. My Trustee is hereby authorized and empowered to hold and invest the assets of any trust created hereunder jointly and in undivided shares or interests.

Mildred M. Payne
MILDRED M. PAYNE

5. To perform any and all such other acts, and to take any and all such other proceedings and to exercise all such other rights and privileges in respect to any property, as if they were the absolute owners thereof, and in connection therewith to enter into and execute any and all agreements binding my estate and any trust hereunder, including the express right, power and discretion to sell any and all property, real, personal or mixed, at public or private sale, to be exercised without court order.

6. To borrow money from such source or sources and upon such terms and conditions as my Executor or Trustee shall determine, and to give such security therefor as my Executor or Trustee may determine.

7. To participate in any plan of reorganization, consolidation, dissolution, redemption, or similar proceedings involving assets comprising the estate or any trust, and to deposit or withdraw securities under any such proceedings.

8. To lease any real estate or personal property for such term or terms and upon such conditions and rentals and in such manner as my Executor or Trustee may deem advisable (with or without privilege of purchase), and any lease so made shall be valid and binding for the full term thereof even though the same shall extend beyond the duration of the administration of my estate or any trust created hereunder; to insure against fire or other risks; to make repairs, replacements and improvements, structural or otherwise, to any real property or personal property.

9. Whenever required or permitted, to divide and distribute my estate or any trust created hereunder, to make such distribution (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, or in undivided interests therein, or partly in cash and partly in property, and to do so with or without regard to the income tax

Mildred M. Payne
MILDRED M. PAYNE

basis of specific property allocated to any beneficiary (including any trust).

10. To exercise any election or option which may be available at any time under any federal or state estate, gift or income tax law.

11. To disclaim any property which my estate or any trust created hereunder would otherwise be entitled to receive and, in connection therewith, to execute a qualified disclaimer under §2518 of the Internal Revenue Code of 1986 and any statute or law which may at any time be applicable under Mississippi law, it being my intention that my personal representative and Trustee may disclaim property just as I would have been able to disclaim such property had I been living at the time of such disclaimer.

It is my intention that all of the above powers shall be broadly construed.

ARTICLE SEVEN

Any trust created under this, my Last Will and Testament, shall be a private trust, and my Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. My Trustee shall not be required to return to any court any periodic formal accounting of its administration of any trust, but my Trustee shall render annual accounts to the beneficiary of such trust. No person paying money or delivering property to my Trustee shall be required to see to its application. No bond or other security shall be required of my Trustee. My Trustee is authorized to receive and retain for its services in administering any trust created hereunder reasonable fees and compensation in accordance with that which is customarily and generally charged by institutions for performing trust services of the nature involved in said trust.

Mildred M. Payne
MILDRED M. PAYNE

ARTICLE EIGHT

I hereby appoint TRUSTMARK NATIONAL BANK, or any successor thereof, located in Jackson, Mississippi, as Trustee of any trust created under this, my Last Will and Testament. If my Trustee shall fail or refuse to act as my Trustee or shall at any time resign as Trustee, then a successor trustee shall be appointed by the Chancery Court of the First Judicial District of Hinds County, Mississippi, upon the petition of any beneficiary or other interested party, it being my intention that any successor trustee be a bank or other financial institution having trust powers, unless the court determines that the value of the trust is such that appointment of such financial institution is not feasible and, in that event, the court may appoint an individual as trustee of such trust.

ARTICLE NINE

If my husband and I die under such circumstances that the order of our deaths cannot be conclusively established, it shall be presumed that my husband survived me, and this presumption shall apply throughout this Will and in all respects in connection with the administration and distribution of my estate.

ARTICLE TEN

I hereby appoint my husband, JOSEPH COLWELL PAYNE, to be the Executor of this, my Last Will and Testament and my estate. In the event that my said husband fails to qualify or for any reason ceases to act as my Executor, then I hereby appoint my daughter, MADELINE E. LONGSTREET, as my successor Executrix to have all the powers, rights and responsibilities conferred upon my original Executor. If my said daughter, Madeline E. Longstreet, serves as my Executrix, I direct that she be paid all actual expenses which she incurs and a reasonable fee for serving as my Executrix. In the event that neither my husband nor my said daughter are able to serve as Executor of my Will and estate, I hereby appoint my daughter, JEAN M. LONGSTREET, as

Mildred M. Payne
MILDRED M. PAYNE

my successor Executrix. In the event that my daughter, Jean M. Longstreet, shall serve as my successor Executrix, I direct that my said daughter be paid all actual expenses which she incurs and a reasonable fee for serving as my successor Executrix. Any reference herein to my "Executor" or "Executrix" shall mean and refer to my personal representative and his successors herein named. My Executor, and any successor thereof, shall serve without the necessity of filing or posting any bond or other security and, to the extent allowed by law, I hereby waive the necessity of preparation or filing inventory, accounting or formal appraisal of my estate in any court in connection with the administration of my estate.

IN WITNESS WHEREOF, I have hereunto affixed my signature in the presence of James A. Lowe, III and Mildred M. Walton, whom I have requested to act as subscribing witnesses hereto on this the 15th day of August, 1991.

Mildred M. Payne
MILDRED M. PAYNE

We, each of the subscribing witnesses to the foregoing Last Will and Testament of MILDRED M. PAYNE, do hereby declare that we have acted as subscribing witnesses hereto at the request of the said MILDRED M. PAYNE, that she declared this instrument to be her Last Will and Testament to us; that we have affixed our signatures hereto in the presence of her and of each other, and that she affixed her signature hereto in the presence of each of us all on the day and year above written; and that on this

Mildred M. Payne
MILDRED M. PAYNE

occasion, the said MILDRED M. PAYNE, was of sound and disposing mind and memory.

WITNESS OUR SIGNATURES this the 15th day of August, 1991.

WITNESS:

ADDRESS:

James A. Lowe, III
James A. Lowe, III

400 E. Capitol St., Suite 300
Jackson, Mississippi 39201

Mildred M. Walton
Mildred M. Walton

400 E. Capitol St., Suite 300
Jackson, Mississippi 39201

PAGE 10 OF 10 PAGES

Mildred M. Payne
MILDRED M. PAYNE



STATE OF MISSISSIPPI, COUNTY OF MADISON

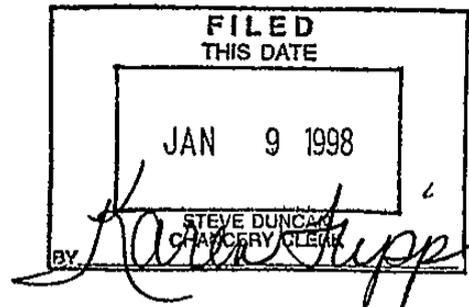
I certify that the within instrument was filed for record in my office this 9th day of January, 1998, at 8:50 o'clock A.M., and was duly recorded on the 9th day of January, 1998, Book No. 30, Page 414

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

PROOF OF WILL

STATE OF MISSISSIPPI
 COUNTY OF HINDS



Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, James A. Lowe, III and Mildred M. Walton, credible and competent subscribing witnesses to the foregoing instrument of writing dated August 15, 1991, purporting to be the Last Will and Testament of MILDRED M. PAYNE, each of whom having been first duly sworn, state on oath that the said MILDRED M. PAYNE signed, made, published and declared said instrument as her Last Will & Testament on the 15th day of August, 1991, the date of said instrument, in the presence of these affiants; 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 affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request of MILDRED M. PAYNE and in the presence of MILDRED M. PAYNE 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; that at the time of said attestation the Testatrix, MILDRED M. PAYNE, indicated to the affiants that she was a resident of and had a fixed place of residence in the City of Jackson, Hinds County, State of Mississippi; and that this Proof of Will is attached to the original of that certain foregoing written instrument signed, made, published and

declared by the said Testatrix, MILDRED M. PAYNE, as her Last Will and Testament on this the 15th day of August, 1991.

James A. Lowe, III
James A. Lowe, III

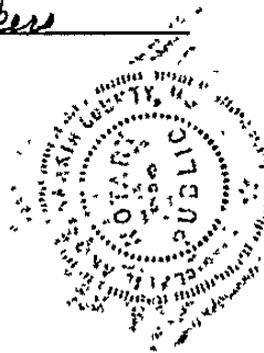
Mildred M. Walton
Mildred M. Walton

SWORN TO AND SUBSCRIBED before me on this the 15th day of August, 1991.

Elaine Pless
NOTARY PUBLIC

My Commission Expires:

May 16, 1993



-2-



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of January, 1998, at 8:50 o'clock A. M., and was duly recorded on the 9th day of January, 1998, Book No. 30, Page 424.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

Last Will and Testament

WADSWORTH COUNTY, MD

FILED

OF

JAN 09 1998

BRANCE BEAMON

AT 10:40 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERKBy: *Stacy T. [Signature]*

I, BRANCE BEAMON, 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 wife, ANNIE C. BEAMON, as Executrix of this my Last Will and Testament, and it is my desire that my Executrix shall have full and complete power and authority to do and to perform any act deemed by her to be in the best interest of my estate. Should ANNIE C. BEAMON be unwilling or unable to serve, I hereby appoint my son JAMES BEAMON as Executor. I hereby direct that no bond be required of the Executrix or Executor and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting.

II.

I hereby give, devise and bequeath unto my wife, ANNIE C. BEAMON, all of my property, whether it be real, personal or mixed, wheresoever situated or howsoever described.

III.

In the event my wife, ANNIE C. BEAMON, predeceases me, I give, devise and bequeath all of my property whether it be real, personal or mixed in equal shares to share and share alike to my children, BETTY BEAMON, JOHN BEAMON, JAMES BEAMON, NIKESIA BEAMON, FAYE BEAMON WILLIAMS, DEBORAH BEAMON and BRANCE BEAMON, JR. If either of them be not living at the time of my death, I leave the share which would have been theirs to their children, if any, otherwise the share will go directly to the surviving children of mine.

IV.

If my spouse and I die in a common disaster so that it is impossible to determine who died first, it should be presumed that I survived my wife.

IN WITNESS WHEREOF, I, BRANCE BEAMON, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 3rd of June, 1997, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Brance Beamon
BRANCE BEAMON

WITNESSES:

C.R. Montgomery
Ava Paula Feraci

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 3rd day of June, 1997.

C.R. Montgomery
Ava Paula Feraci
WITNESSES

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI

COUNTY OF MADISON

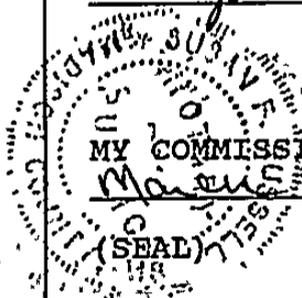
This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, C. E. Montgomery and Ann Paula Feraci, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who, after having been duly sworn, say on oath that on the 3rd day of June, 1997, BRANCE BEAMON, in their presence, signed his name thereto, and in their presence declared the same to be his Last Will and Testament; that at his 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 BRANCE BEAMON, on the 3rd day of June, 1997, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

C. E. Montgomery residing at 1039 W. Liberty St.
Canton, MS 39046

Ann Paula Feraci residing at 1649 E. Sunset Dr.
Canton, Ms. 39046

SWORN TO AND SUBSCRIBED before me this the 3rd day of June, 1997.

Edward J. Russell
NOTARY PUBLIC



MY COMMISSION EXPIRES:
March 10, 2000

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of January, 1998, at 10:40 o'clock A.M., and was duly recorded on the JAN 9 1998, Book No. 30, Page 426.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.

FILED

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

JAN 09 1998

IN THE MATTER OF THE ESTATE OF
BRANCE BEAMON, DECEASED

AT 10:40 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

by: *S. S. [unclear]*
CIVIL ACTION FILE NO. 98-018

AFFIDAVIT OF SUBSCRIBING WITNESS

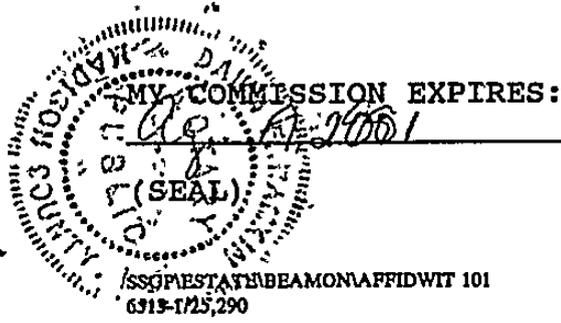
STATE OF MISSISSIPPI
COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, C. R. MONTGOMERY, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Brance Beamon, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Brance Beamon signed, published and declared said instrument as his Last Will and Testament on the 3rd day of June, 1997, the day and date of said instrument, in the presence of this affiant and Ava Paula Feraci, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, C. R. Montgomery, the Affiant, and Ava Paula Feraci, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

C. R. Montgomery
C. R. Montgomery

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

Quinn J. Parker
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of January 19 98 at 10:40 o'clock A M., and was duly recorded on the JAN 9 1998, Book No. 30, Page 429.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

#98-033

BOOK 0030 PAGE 431

FILED
THIS DATE
JAN 16 1998
STEVE DUNCAN
CHANCERY CLERK
BY <i>[Signature]</i>

LAST WILL AND TESTAMENT

OF

SUE F. MOZELLE

I, Sue F. Mozelle, an adult resident citizen of Madison County, Mississippi, currently residing at 617 Ralde Circle, Ridgeland, Mississippi, being over the age of eighteen, and being of sound and disposing mind and memory, do hereby make this my Last Will and Testament and revoke all prior wills and codicils.

I.

I hereby appoint my brother, Norman Ray Flurry, currently of Dallas, Texas, Executor of my Last Will and Testament. In the event my brother is unable or unwilling to serve as Executor, I appoint my sister-in-law, Virginia Sue Flurry, currently of Dallas, Texas as successor Executor. The Executor of my Last Will and Testament shall serve without bond, and without the necessity of filing an inventory or appraisal of my estate, and is empowered to do and perform all things necessary without reporting his or her actions to any court. I further direct that the Executor of my Estate have the power to sell, mortgage, invest, and take any other action with regard to my estate as he or she sees fit.

pm

II.

My Executor shall pay all funeral expenses, costs of administration, debts and expenses, and any other proper claim against my estate as soon as practicable after my death out of my personal funds, without having to apply to any court for approval of these payments.

III.

I hereby give, devise, and bequeath all of my property, both real, personal and mixed, and wherever situated, to my brother, Norman Ray Flurry, currently of Dallas, Texas. In the event that my brother should predecease me, then I hereby give, devise, and bequeath all of my property, both real, personal and mixed, and wherever situated, to my sister-in-law, Virginia Sue Flurry, currently of Dallas, Texas.

IV.

The laws of the State of Mississippi shall govern this Last Will and Testament and the probate hereof.

IN TESTIMONY WHEREOF, I have this, 22nd day of August 1997, declared and published the above and foregoing instrument as my Last Will and Testament at Ridgeland, Madison County, Mississippi, in the presence of the undersigned witnesses.

Sue F. Mozelle
SUE F. MOZELLE

WITNESSES:

[Signature]

ADDRESS: P.O. Box 1876
Ridgeland, MS 39158

[Signature]

ADDRESS: P.O. Box 14
Jackson MS 39205-0014

STATE OF MISSISSIPPI

COUNTY OF MADISON

This day personally appeared before me, the undersigned authority, the within named WILLIAM C. BELL of RIDGELAND, and WILLIAM B. HOWELL of JACKSON, as subscribing witnesses to the foregoing and attached instrument of writing, who, after being duly sworn, say on oath that on the 22nd day of August 1997, Sue F. Mozelle, 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 witnesses subscribed their names thereto as witnesses to its execution and publication; that the said Sue F. Mozelle was over the age of eighteen and was of sound and disposing mind and memory

[Signature]
WITNESS

[Signature]
WITNESS

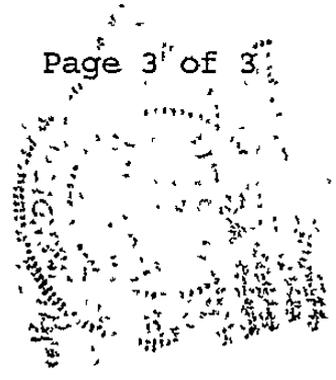
SWORN TO AND SUBSCRIBED before me, this the 22nd day of August, 1997.

[Signature]
NOTARY PUBLIC

My commission expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES FEB 25, 2000

[Signature]

Page 3 of 3



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16 day of Jan, 1998, at 10:40 o'clock A.M., and was duly recorded on the JAN 16 1998, Book No. 30, Page 431.

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

#98-047

BOOK 0030 PAGE 434

MADISON COUNTY, MS

FILED

JAN 23 1998

AT 2:40 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Hipp, DC

LAST WILL AND TESTAMENT
OF
ANTHONY L PUDENZ

IN THE NAME OF THE FATHER AND OF THE SON AND OF THE HOLY SPIRIT.

I, Anthony L. Pudenz, a resident citizen of Madison, Mississippi being over the age of eighteen (18) years and in a condition to make a will, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all prior testamentary disposition or dispositions of every kind and now beginning anew do declare as follows:

1. For the benefit of the court I advise that I am a Priest of the Roman Catholic Church incardinated into the Diocese of Jackson. I am unmarried and have no descendants.

2. I direct that my Executor examine my private Mass stipend book to determine whether all Mass intentions have been fulfilled and, if not, that he make suitable arrangements for them to be satisfied by one or more priests as an expense of my estate.

3. I give and bequeath unto my Executor all of my priestly papers and records. Without limiting the absolute character of this bequest, I request that he dispose of them as he, in his discretion, deems fit or in accordance with any wishes I may have expressed to him.

4. I give and bequeath my clothing and such personal effects to my Executor and grant him the express right of distributing such articles to those persons able to make use of them including the poor.

5. Any automobile I may own, presently a 1995 Buick LeSabre, I give and bequeath to my nephew Anthony Charles Bauer.

6. I give and bequeath my New York Life Insurance policies, or the proceeds of them if available to my estate or Executor, to my nephews Anthony C. Bauer and Gerald Bauer and my niece Mary Bauer Peterson in equal shares.

7. I give and bequeath the sum of Two thousand Dollars (\$2,000.00) to my Executor and direct that he arrange that Masses (hopefully two hundred) be offered for the repose of my soul.

8. I give and bequeath the sum of Two thousand, five hundred Dollars (\$2,500.00) to St. Catherine's Village for Marian Hall.

9. I give and bequeath the sum of Two thousand, five hundred Dollars (\$2,500.00) to my sister, Sr. Mary Henrico.

10. Presently located in a security file in my room are family memorabilia, including a coin collection, a gold watch that was my father's and a family rosary. I give and bequeath my father's gold watch to Gerald Bauer and the rosary to Samantha Bauer, my great niece. The rest of the family memorabilia I give and bequeath to my niece Mary Bauer Peterson and my nephews Gerald Bauer and Anthony C. Bauer and ask that they divide it among themselves lovingly and equitably. Should any of them die before I do, that person's share of this gift shall go to that person's descendants. If any such descendant be a minor at the time of distribution that minor's surviving parent shall take the minor's share in trust for the minor.

11. All the rest, residue and remainder of my estate, real, personal and mixed and wherever situated, any lapsed bequest, I give, devise and bequeath to the Catholic Diocese of Jackson.

12. I hereby nominate, constitute and appoint Michael Flannery, Executor of this my Last Will and Testament. In the event he should not desire to serve or is unable to do so or dies or resigns after having qualified, I nominate, constitute and appoint the person who is then the Director of Priest Personnel of the Catholic Diocese of Jackson (presently Rev. Michael Flannery), Executor in his stead. Both are included in the term "Executor" as used in this will. Each Executor named hereunder shall serve without bond and to the extent now, or hereafter, possible I relieve said Executor for the necessity of obtaining an appraisal of my estate or of any accounting or report to the court. I grant to my Executor all the powers provided for Trustees under the Mississippi Uniform Trustees Powers Act including, without limitation, the power of sale of real or personal property without prior approval of or

subsequent report to any court. My Executor is further authorized to pay any claim which he finds due, just and owing without the necessity of requiring such claim to be probated; however, my Executor shall never be required to pay any claim unless that claim has been properly probated, registered and allowed as required by law.

IN WITNESS WHEREOF, I have subscribed my name before the undersigned witnesses on this 11th day of December, 1997.

Anthony L. Pudenz
Anthony L. Pudenz

Witnesses: John A. Welch Rosemary Grantham

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

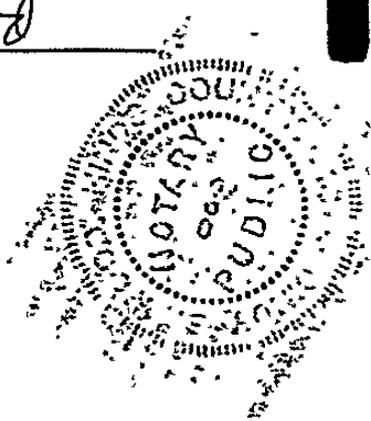
Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the below named subscribing witnesses to that certain instrument dated the 11th day of December, 1997 styled the Last Will And Testament Of Anthony L. Pudenz, who, being by me first duly sworn, on oath state that Anthony L. Pudenz signed, published and declared said instrument to be his Last Will and Testament on that date in the presence of each of them; that each of the undersigned witnesses signed said instrument as subscribing witnesses at the request of said testator and in his presence and in the presence of each other; that the testator was then over the age of twenty-one (21) years and was of sound and disposing mind, memory and discretion and in a condition to make a will. The addresses of each of the subscribing witnesses is shown below that witnesses name.

Rosemary Grantham John A. Welch
Print name: Rosemary Grantham Print name: John A. Welch, Jr
Address: 1211 Rockingham Dr. Address: 105 Rolling Creek Dr
Clinton, MS 39056 Jackson MS 39211

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 12th day of December, 1997.

Cindy B. Wood
Notary Public

My commission expires: MISSISSIPPI STATE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 26, 1999
BONDED THRU STECALL NOTARY SERVICE



MADISON COUNTY, MS

Last Will and Testament

FILED

JAN 29 1998

OF

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

#98-058

WILLIAM H. SIMS

By: Kella Fupp, PC

I, WILLIAM H. SIMS, being over the age of twenty-one (21) years and of sound and disposing mind and memory, and a resident citizen of Canton, Madison County, Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, expressly revoking all other wills and codicils thereto heretofore made by me

ITEM I.

I direct my Executor, hereinafter named, to pay all just debts that I may owe at the time of my death which may be legally probated against my estate and that he provide me with a respectable burial.

ITEM II.

I hereby give, devise, and bequeath unto my sister, Kathryn V Sims, whose address is Kearney Park, Flora, Mississippi, 39071, the sum of Five Thousand and No/100 Dollars (\$5,000.00).

ITEM III.

In appreciation for caring for me and living with me during the past several years, I give, devise, and bequeath unto my son, William H. Sims, Jr. and his wife, Sherry Sims, share and share alike, my house and lot located at 507 Lyon Street, Canton, Mississippi, together with all furniture, fixtures and contents situated therein.

ITEM IV.

I hereby give, devise and bequeath the remainder of my estate, both real and personal, wherever the same may be situated, of which I may die seized and possessed, to my children, William H. Sims, Jr., 507 Lyon Street, Canton, Mississippi, 39046, and Sherrod Sims Harrison, 303 Turtle Creek Drive, Pontotoc, Mississippi, 38863, share and share alike.

W H Sims

WHS

ITEM V.

I hereby name, constitute, and designate my son, WILLIAM H. SIMS, JR., as Executor of this my Last Will and Testament. I hereby direct that the Executor of this my Last Will and Testament not be required to give bond, make inventory, appraisement, or accounting, and to the extent such requirements may be waived, I hereby waive for my Executor the requirements of bond, inventory, appraisal, and accounting.

ITEM VI.

This Last Will and Testament consists of three (3) typewritten pages on each of which I have for greater security and identification signed my initials thereto

WITNESS MY SIGNATURE, this the 25 day of Aug, 1997, in the presence of those witnesses whom I have expressly requested to witness my signing

William H. Sims
WILLIAM H. SIMS

This instrument was, on the day shown above, signed, published and declared by WILLIAM H. SIMS 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

WITNESSES:

Susan M. Lawson
SIGNATURE

SUSAN M. LAWSON
PRINTED NAME

42 Peach Tree Lane
ADDRESS
Madison, MS-39110

Lynne H. Myers
SIGNATURE

Lynne H. Myers
PRINTED NAME

P.O. Box 985
ADDRESS
Flores, MS-39071

Page 2 of 3 Pages

W H Sims
WHS



STATE OF MISSISSIPPI, COUNTY OF MADISON.

I certify that the within instrument was filed for record in my office this 29 day of January, 1998, at 9:20 o'clock A.M., and was duly recorded on the 29th day of January, 1998, Book No. 30, Page 437.

STEVE DUNCAN, CHANCERY CLERK

BY: *Barbara Supp* D.C.

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI
COUNTY OF Hinds

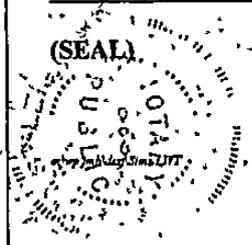
THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, _____
Susan M Lawson and Deanne H Myers, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing who after having been duly sworn, say on oath that on the 25th day of August, 1997, WILLIAM H. SIMS, in their presence, signed his name thereto, and in their presence declared the same to be his Last Will and Testament, that at his 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 WILLIAM H. SIMS, on the 25th day of August, 1997, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence

Susan M Lawson
Deanne H Myers

SWORN TO AND SUBSCRIBED BEFORE ME, this the 25th day of August, 1997

Shirley K Brown
NOTARY PUBLIC

MY COMMISSION EXPIRES:
My Commission Expires April 10, 2001



Page 3 of 3 Pages

W H Sims
WHS



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 29 day of January, 1998, at 9:20 o'clock A. M, and was duly recorded on the 29th day of January, 1998, Book No 30 Page 439
STEVE DUNCAN, CHANCERY CLERK BY Steve Duncan D.C.

MADISON COUNTY, MS

LAST WILL AND TESTAMENT

FILED

OF

JAN 29 1998

JOHN EDWARD AINSWORTH

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

#98-055

By: *Karen Supp, Jr.*

KNOW ALL MEN BY THESE PRESENTS, That I, John Edward Ainsworth, a resident of Madison County, 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 grave marker at my grave, be paid as soon after my death as conveniently can be done.

ARTICLE II.

A. I hereby direct my Executor to pay all federal and state estate, inheritance, succession, transfer or other death taxes (singularly and collectively the "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, if my wife survives. If my wife does not survive me, all such Death Taxes shall be paid and borne by my residuary estate passing under Article VII hereof. Notwithstanding the foregoing, my direction that Death Taxes be paid from Article VI hereof or from my residuary estate, depending upon whether or not my wife survives me, shall not apply to any tax imposed as a result of section 2041 or 2044, or Chapter 13 of the Internal Revenue Code of 1986, as amended, or any corresponding provision of state law. Based upon present federal and Mississippi tax laws, it is my opinion that no Death Taxes shall accrue as a result of my death if my wife survives me.

B. I direct that all fees and expenses of administration of my estate that are not taken as deductions on my federal estate tax return (Form 706) shall, to the extent possible, be paid from the income generated by assets that will pass under the provisions of Article VI of this Will. To the extent that such income is not sufficient for the payment of said fees and expenses of administration, I direct that the fees and expenses of administration that are not taken as deductions on my federal estate tax return (Form 706) shall be allocated against the corpus of the property passing under Article VI of this Will. Thus, no fees and expenses of administration (not taken as deductions on Form 706) shall be chargeable to the property passing under Article VII hereof, but instead shall be either paid from or charged to the income from, or the corpus of, the property passing under the provisions of Article VI hereof.

ARTICLE III.

My wife is Terrisita Warren Ainsworth, and all references in this Will to "my wife" or "said wife" shall be deemed to refer to her. I have three children, and they are Temple Elizabeth Ainsworth Baker, Anita Louise Ainsworth, and Amanda Blair Ainsworth. 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 wife, Terrisita Warren Ainsworth, if she survives me, all of my strictly personal belongings, consisting of jewelry, clothing, other wearing apparel, and similar tangible property owned by me at the time of my death. I also give and bequeath unto my wife, if she 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 wife, if she 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 wife 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 may agree, or to the survivor(s) thereof. In the event that any of my children should predecease me, it is my precatory desire that my surviving children share certain of the tangible personal property described in this Paragraph A with the child or children of the deceased child of mine.

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.

C. In the event that any of said beneficiaries hereunder is a minor or under any other disability at the time of distribution of the property given and bequeathed unto him or her under this Article, my Executor is hereby authorized and empowered to deliver such property, or any part thereof, to the natural or legal guardian of said child or to the adult with whom he or she is then residing, and a delivery unto such person by the Executor shall acquit and relieve the Executor from any further liability with regard to the property so delivered.

ARTICLE V.

A. I give and devise unto my wife, Terrisita Warren Ainsworth, if she survives me, any interest in our homestead (presently located at 141 Sunset Lane, Jackson, Mississippi 39213) which I may own at the time of my death, including in this devise any land adjacent to said homestead and used as a part thereof. I also give and bequeath unto my wife all of my interest in any insurance policies insuring the home and the household furniture and furnishings located therein. If my wife does not survive me, this devise and bequest shall lapse.

B. I give and bequeath unto my wife, if she survives me, all interests that I may own at the time of my death in any clubs and club memberships which are transferable to my said wife pursuant to the rules of any such clubs.

ARTICLE VI.

A. If my wife survives me, I give and bequeath to the Trustee hereinafter named, IN TRUST NEVERTHELESS, a sum equal to the largest amount that can pass free of federal estate tax under this Article by reason of the unified credit and the state death tax credit (provided use of this credit does not require an increase in the state death taxes paid) allowable to my estate but no other credit and after taking account of dispositions under previous Articles of this Will and the property passing outside of this Will which do not qualify for the marital or charitable deduction, after taking account of charges to principal that are not allowed as deductions in computing my federal estate tax, after

taking into account any prior taxable gifts, and after reducing the amount passing hereunder as required in Paragraph B of Article II above (if applicable). 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. I recognize that no sum may be disposed of by this Article and that the funds so disposed of may be affected by the action of my Executor in exercising certain tax elections. Any property included in my estate at the time of my death and assigned or conveyed in kind to satisfy this bequest shall be valued for that purpose at the value thereof as of the date or dates of distribution.

B. This trust shall be known as the John Edward Ainsworth Family Trust, and the trust estate shall be held, administered and distributed as follows:

1. The property comprising the trust estate shall be held by the Trustee and shall be invested, reinvested and managed by the said Trustee for the use and benefit of my wife. Said Trustee shall pay such part or all of the net income of said trust to my wife in such proportions as the Trustee shall determine to be necessary for the support, education, maintenance, medical care and welfare of my wife. To the extent that the Trustee determines that the aforesaid ascertainable standards for my wife can be met without a distribution of all income to or for her benefit, then any such income not needed by my wife shall be accumulated and added to corpus. In addition to the foregoing, the Trustee may pay any part or all of the principal of said trust to my wife in such proportions as the Trustee may determine to be necessary for the support, education, maintenance, and medical care of my wife. However, it is my opinion and belief that during the lifetime of my mother, Louise Ogden Ainsworth, my wife's needs will be sufficiently met so that the Trustee should not need to invade the principal of this trust to meet the needs of my wife. Therefore, during my mother's lifetime, the Trustee shall, if necessary, expend the principal of this trust for the health needs only of my wife, including, but not limited to, dental, medical, eye care, nursing or health care and other related health expenses, including payment of health insurance premiums. During my mother's lifetime, the Trustee shall use the principal of this trust for my wife's benefit only for such health needs. In making investment decisions in the administration of this trust, the Trustee shall take into consideration only the needs of my wife and may disregard any rules or law that would require impartiality in investments between life income beneficiaries and remainder persons. Therefore, the Trustee shall take into consideration only the interests and needs of my wife in making trust investments, and no

consideration needs to be given to the interest of any contingent remainder persons.

2. a. Notwithstanding the foregoing, it is extremely important to me that my wife's family not provide any input into, or have any voice in, the handling, management, or administration of this trust, including, but not limited to, the investment of trust funds and assets. Based upon my experience with my wife's family, I am concerned that my wife's parents, Arthur James Warren, Jr. and Elizabeth Boteler Warren, may try to inject themselves, on behalf of my children, and also on behalf of my wife, in trust matters. Therefore, I hereby direct that the Trustee take such action as may be necessary to prevent my wife's parents or her siblings from having any involvement in any manner in this trust. My wife's brothers are Arthur James Warren, III and Mark Randolph Warren, and my wife's sister is Lynn Warren Meany.

b. Based upon the assets owned by me at the time of the making of this Will, I anticipate that my estate shall consist of in excess of \$625,000 in value of Trustmark Corp. stock, or any successor thereto. If such is the case, it is my belief that it would be in the best interest of my wife, if my mother has survived me, for the Trustmark stock to be used, to the extent possible, to fund the John Edward Ainsworth Family Trust. In such event, during my mother's remaining lifetime, it is my belief that it would be in the best interest of my wife for such Trustmark stock to be retained in this trust and for my wife to receive the income only from this trust, which would basically consist of the dividends on the Trustmark stock. The Trustee is authorized to retain such stock notwithstanding any lack of diversification of assets in this trust. My mother has owned stock in Deposit Guaranty National Bank and Trustmark Corp. for many years, both outright, and in a marital trust created by my father. Those stocks have performed exceptionally well, and it is my belief, based on facts and circumstances known to me at this time, that such stocks, and particularly the stock in Trustmark National Bank, or any successor thereto, shall continue to perform well. Because of certain other arrangements which have been made to provide cash flow to my wife during my mother's lifetime, it is my belief that the Trustmark stock should be retained, to the maximum extent possible. After the death of my mother, I recognize that the cash flow being received by my wife shall decrease and diminish, and at that time, I must rely on the judgment of the Trustee with regard to investments in this trust. The comments in this subparagraph shall also apply, to the extent possible, with respect to any Trustmark stock which is placed into the Terrisita Warren Ainsworth Marital Trust under the provisions of Article VII, subject to the

right of my wife to require any unproductive property to be made productive. The feelings expressed herein are those that I have and wish to convey to my Trustee, to my wife, and to my children. Obviously, if unexpected facts and circumstances change from the date of the execution of this Will to the time that certain investment decisions are being made, I recognize that some different or slightly different course of action may be followed with regard to trust investments.

3. Upon the death of my wife, the Trustee shall hold, administer and distribute the trust assets under the following terms and provisions:

a. The Trustee shall divide the trust assets into as many separate and equal shares as shall be necessary to allot one such share to each child of mine then living and one such share collectively for the then living descendants, per stirpes, of each child of mine then deceased. Each share created for the descendants of a deceased child of mine shall be distributed, per stirpes, to such descendants, subject to Paragraph g below. Each trust created for a child of mine shall be held, invested, and reinvested and shall be administered and distributed in the manner set forth hereafter.

b. The Trustee may pay any part or all of the net income and principal to the child ("beneficiary") of the separate share trust allotted to her and may also pay any part or all of the net income to the descendants of any such beneficiary in such proportions as the Trustee, in the Trustee's sole discretion, may determine to be necessary for the support, education, maintenance, medical care and welfare of any such beneficiary, taking into consideration their respective needs, best interest and welfare and all other circumstances and factors which the Trustee considers pertinent. Any income not so distributed shall be accumulated and added to principal. It is my intention that my child/beneficiary shall have sufficient income to provide for her support, maintenance, medical care and welfare before the income from this trust is distributed to her descendants. In making investment decisions in the administration of this trust, the Trustee shall first take into consideration the needs of my children and may disregard any rules or law that would require impartiality in investments between life income beneficiaries and remainder persons. Therefore, the Trustee shall primarily take into consideration needs of my children in making trust investments, and after such needs are addressed may take into consideration the needs of contingent remainder persons.

c. Upon the attainment of the age of thirty (30) years by a beneficiary, one-half ($\frac{1}{2}$) of the corpus and accrued income of each such separate trust being held for such beneficiary shall be delivered to her free of trust. Upon the attainment of the age of thirty-five (35) years by a beneficiary, all of the remaining corpus and accrued income of each such separate trust being held for such beneficiary shall be delivered to her free of trust. In the event of my death after the time set forth herein for such partial or final termination of any such trust, then, in such event, the Trustee shall deliver to the beneficiary thereof a pro rata part or all of the remaining corpus and accrued income of the separate trust being held for such beneficiary's benefit, depending upon the then attained age of the beneficiary.

d. In the event of the death of a beneficiary prior to the distribution of the separate trust being held for such beneficiary, with issue or descendants, the trust created for such deceased beneficiary shall be distributed to such beneficiary's descendants, then living, per stirpes, subject to Paragraph g below.

e. In the event of the death of a beneficiary prior to the distribution of the separate trust being held for such beneficiary, without issue or descendants, the trust created for such deceased beneficiary shall be distributed to my descendants, then living, per stirpes. Should some other share of the trust estate be held in trust for the benefit of any such descendant, the share shall be added to and merged with such other trust share.

f. In the event there is no person qualified to receive any trust share herein created at any time, which should arise only in the event that all of my children and more remote descendants should die prior to the termination of all trusts created under this Will, then, in such event, the trust share shall be distributed to the Chapel of the Cross Episcopal Church, Madison, Mississippi. It is my direction that the income from this bequest be used first for the maintenance and beautification of the cemetery located on Church property and that the income also be used for non-routine maintenance and beautification of the grounds of the Church, all to the extent needed for such purposes. The remaining income shall then be used in such manner as the Vestry may determine subject to the provisions contained hereafter. It is my direction that the remaining income not be used for the normal operating expenses or budget of the Church nor be used to supplant existing programs of the Church. I request that any remaining income be used to fund new programs of the Church or to expand existing programs of the Church that would otherwise not be

possible without the income from this bequest. Further, it is my direction that the corpus of this bequest be used only in a manner that would provide a permanent and continuing memorial to my wife, Terrisita Warren Ainsworth, and me.

g. If any beneficiary more remote than my children becomes entitled to distributions of all or a portion of the trust estate under the terms and provisions of any of the foregoing paragraphs, except for discretionary payments of income or principal, and shall be under the age of twenty-five (25) 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, education, maintenance, medical care, and welfare and may add to the principal any income not so expended. If such beneficiary dies before attaining the age of twenty-five (25) 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.

h. 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. If my wife, Terrisita Warren Ainsworth, 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 wife as hereinafter set forth. Such trust shall be known as the Terrisita Warren Ainsworth Marital Trust, and the trust estate shall be held, administered and distributed in accordance with the provisions of this Article VII.

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 wife the net income thereof, in convenient installments at least quarterly (four times per year) during her lifetime. In addition, the Trustee shall also have the authority to pay to her, after my death and prior to any remarriage, from time to time, so much or all of the

principal of said Trust as my Trustee shall, in the Trustee's sole discretion, determine to be needed for her health, education, support, and maintenance. It is my intention that my said wife shall enjoy the same standard of living after my death as she 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 her to enjoy such standard of living. In the event of the remarriage of my wife, the Trustee, during any period of remarriage, shall, if necessary, expend principal for the health needs only of my wife, including, but not limited to, dental, medical, eye care, nursing or health care and other related health expenses including payment of health insurance premiums. During any period of remarriage, the Trustee shall use principal for her benefit only for such health needs. In making investment decisions in the administration of this trust, the Trustee shall take into consideration only the needs of my wife and may disregard any rules or law that would require impartiality in investments between life income beneficiaries and remainder persons. Therefore, the Trustee shall take into consideration only the interests and needs of my wife in making trust investments, and no consideration needs to be given to the interest of any contingent remainder persons.

2. Notwithstanding the foregoing, it is my opinion and belief that during the lifetime of my mother, Louise Ogden Ainsworth, my wife's needs will be sufficiently met so that the Trustee should not need to invade the principal of this trust to meet the needs of my wife. Therefore, during my mother's lifetime, the Trustee shall, if necessary, expend the principal of this trust for the health needs only of my wife, including, but not limited to, dental, medical, eye care, nursing or health care and other related health expenses, including payment of health insurance premiums. During my mother's lifetime, the Trustee shall use the principal of this trust for my wife's benefit only for such health needs. In any event, it is extremely important to me that my wife's family not provide any input into, or have any voice in, the handling, management, or administration of this trust, including, but not limited to, the investment of trust funds and assets. Based upon my experience with my wife's family, I am concerned that my wife's parents, Arthur James Warren, Jr. and Elizabeth Boteler Warren, may try to inject themselves, on behalf of my children, and also on behalf of my wife, in trust matters. Therefore, I hereby direct that the Trustee take such action as may be necessary to prevent my wife's parents or her siblings from having any involvement in any manner in this trust. My wife's brothers are Arthur James Warren, III and Mark Randolph Warren, and my wife's sister is Lynn Warren Meany.

3. I hereby authorize my wife, in her individual capacity, at any time or from time to time, by instrument in writing, duly acknowledged and delivered to the Trustee, to withdraw each calendar year any part or all of the principal of this trust to the extent of \$15,000.00 or 2% of the value of the principal of the trust on the last day of such year, whichever is the greater amount. This right shall be noncumulative. My wife's power to withdraw principal shall be absolute and not limited by any standard. My Trustee shall comply with the terms of any instrument exercising this power of withdrawal without any duty to inquire into my wife's reasons therefor. The Trustee shall not take into account or consideration any payments made to my wife under the provisions of this Subparagraph 3 in making decisions as to whether to make distributions of principal to my wife under the provisions of Subparagraph 1 above or in making decisions regarding the investment of assets to produce income for my wife. However, my Trustee may, in the Trustee's discretion, postpone payment of any or all amounts so requested by my wife in excess of \$15,000.00 in any one calendar year or until a reasonable time after the close of such year in order that the Trustee may determine that the amounts withdrawn are within the limitations herein set forth. The power granted to my wife under this Subparagraph 3 shall cease and terminate upon any remarriage by her.

4. Upon the death of my wife, the then principal of this trust shall be held and distributed in accordance with Paragraph B below as if I had died one second after the actual death of my wife. Notwithstanding any of the foregoing, unless my wife directs otherwise by her Will, the Trustee shall first pay from the principal of this trust, directly or to the legal representative of my wife's estate as the Trustee deems advisable, the amount by which the estate and inheritance taxes assessed by reason of the death of my wife shall be increased as a result of the inclusion of the marital trust in her 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 wife shall be paid to her estate.

5. I direct that, if the Marital Trust at any time contains any unproductive property, my wife may require the Trustee to make such property productive or convert such property to productive property within a reasonable time.

6. 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, 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. To the extent that a portion of the Marital Trust is not elected to qualify for the federal estate tax marital deduction, the Trustee shall first make all distributions of principal from that portion of the marital trust as to which an election to qualify for the marital deduction has been made (elected trust or portion) and after such portion has been totally distributed, if such occurs, shall then make distributions from the non-elected portion of the Marital Trust. Further, I hereby state that it is my intention that any court having jurisdiction over this my Will construe this instrument accordingly.

7. 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.

8. If, at the time of my death, the property comprising this trust is not of sufficient size to justify the continuance of this trust, then I hereby authorize and direct the Trustee to terminate this trust and distribute the trust property outright to my wife. If the Trustee decides that the property comprising this trust is of a sufficient size to justify the continuance of this trust, then I hereby authorize the Trustee to consolidate the investments of this trust and the trust created under Article VI of this Will in order to conserve the expenses associated with such trust investments. For this purpose, if the property comprising this trust has a value at the time of my death of less than \$100,000.00, it will not be of sufficient size to justify the continuance of this trust.

B. In the event that my wife does not survive 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 children and other descendants from time to time surviving.

Such trust shall be known as the John Edward Ainsworth Residuary Trust, and the trust estate shall be held, administered and distributed as set forth hereafter. In the event that my wife survives me, then upon her death, the assets comprising the Terrisita Warren Ainsworth Marital Trust shall be held, administered and distributed as set forth hereinafter as if I had survived my wife and as if I had died one second after the death of my wife. The Trustee shall divide the said Residuary Trust into as many separate and equal shares as shall be necessary to allot one such share for each child of mine then living and one such share collectively, for the then living descendants, per stirpes, of each child of mine then deceased. Each share created for the descendants of a deceased child of mine shall be distributed per stirpes to such descendants, subject to Paragraph 6 below. Each trust created for a child of mine shall be administered and distributed in the following manner:

1. The Trustee may pay any part or all of the net income and principal to the child ("beneficiary") for whom the separate share trust has been allotted and may also pay any part or all of the net income and principal to the descendants of any such beneficiary in such proportions as the Trustee, in the Trustee's sole discretion may determine to be necessary for the support, education, maintenance, medical care and welfare of any such beneficiary or descendants of a beneficiary, taking into consideration their respective needs, best interest and welfare and all other circumstances and factors which the Trustee considers pertinent. In making distributions of income or principal from this trust, the Trustee shall first take into consideration the needs of the child for whom the trust is created and only thereafter shall take into consideration the needs of my more remote descendants. Also, the Trustee shall consider whether or not any transfers to more remote descendants of mine shall constitute a generation-skipping transfer, and if such is the case, the Trustee may elect not to make such a distribution to a grandchild or more remote descendant of mine during the time when my child is still living. Also, the Trustee shall take into consideration the provisions contained in Paragraph M of Article VIII hereafter in considering generation-skipping transfer matters. Any income not so distributed shall be accumulated and added to principal.

2. Upon the attainment of the age of thirty (30) years by a child-beneficiary, one-half ($\frac{1}{2}$) of the corpus and accrued income of each such separate trust being held for such beneficiary shall be delivered to her free of trust. The remaining corpus and accrued income shall be continued in trust until such beneficiary

attains the age of thirty-five (35) years, at which time the Trustee shall pay over and deliver to such beneficiary all of the corpus and accrued income of the property held in such separate share trust for such beneficiary. In the event of my death after the time set forth herein for such partial or final termination of any such trust, then, in such event, the Trustee shall deliver to the beneficiary thereof a pro rata part or all of the corpus and accrued income of the separate trust being held for such child's benefit, depending upon the then attained age of the child at the time of my death.

3. In the event of the death of any of my children prior to the final distribution of the trusts herein created, with issue or descendants, the separate trust created for such child shall be distributed to such child's descendants, then living, per stirpes, subject to Paragraph 6 below.

4. In the event of the death of any of my children prior to the final distribution of the trusts herein created without issue or descendants, the separate trust created for such child shall be distributed to my descendants, then living, per stirpes. Should some other share of the trust estate be held in trust for the benefit of such descendants, the share shall be added to and merged with such other trust funds; but only if such merger can occur without any adverse income, estate, or generation skipping tax consequences. Otherwise, such trust shall not be merged but shall be held under the terms and provisions of Paragraph 6 below.

5. In the event of the death of all of my children prior to the final distribution of the trusts herein created and no descendants of mine are then surviving, then, in such event, the trust estate then being held shall be distributed to the Chapel of the Cross Episcopal Church, Madison, Mississippi. It is my direction that the income from this bequest be used first for the maintenance and beautification of the cemetery located on Church property and that the income also be used for non-routine maintenance and beautification of the grounds of the Church, all to the extent needed for such purposes. The remaining income shall then be used in such manner as the Vestry may determine subject to the provisions contained hereafter. It is my direction that the remaining income not be used for the normal operating expenses or budget of the Church nor be used to supplant existing programs of the Church. I request that any remaining income be used to fund new programs of the Church or to expand existing programs of the Church that would otherwise not be possible without the income from this bequest. Further, it is my direction that the corpus of this

bequest be used only in a manner that would provide a permanent and continuing memorial to my wife, Terrisita Warren Ainsworth, and me.

6. If any beneficiary more remote than my children, having become entitled to distributions of all or a portion of the trust estate under the terms and provisions of any of the foregoing paragraphs except for discretionary distributions of income and/or principal, shall be under the age of twenty-five (25) 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 beneficiary-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 the beneficiary-descendant dies prior to attaining the age of twenty-five (25) years, the trust assets, including any accumulated income, shall be distributed to the executor or administrator of the estate of such deceased beneficiary-descendant.

ARTICLE VIII.

A. 1. 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 amended, reference to which statute is hereby made for all purposes.

2. Notwithstanding any other provision contained in this Will to the contrary, I hereby authorize and empower my Executor to sell any real property or personal property owned by me at the time of my death except such real or personal property as may be specifically devised or bequeathed hereinabove in this Will. My Executor is hereby authorized and empowered to determine whether to sell any such property, and if so, the terms and conditions of such sale. In the event of any such sale it shall not be necessary for my Executor to give notice to any beneficiaries under this Will nor to any Trustee of any trust created hereunder, nor to any beneficiaries of any trust created hereunder, it being my intention and direction that my Executor be authorized and empowered to sell any such property without the necessity of notice to, or joinder

by, any beneficiary under this Will or any beneficiary of any trust created under this Will.

B. None of the beneficiaries hereunder shall have any power to sell, transfer, convey, or in any other manner alienate their interest in either the income or principal of this estate or of any trust created hereunder. In addition, all sums payable to such beneficiaries hereunder, whether income or principal, shall be free and clear of the debts, contracts, alienations and anticipations of the beneficiaries and shall not be subject to be taken, by any process whatsoever, by the creditors of any beneficiary.

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 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, upon receipt of such written notice, such interest shall be administered in accordance with the provisions hereof as though such beneficiary had predeceased me or in such manner as may be otherwise provided for in this Will.

F. No distribution of the principal or income of the trusts as created herein shall be made in satisfaction of a legal obligation, including, but not limited to, a legal obligation of support, of the parent of any trust beneficiary, or of a Trustee.

G. In addition to all other powers granted to my Trustees under the provisions of this Will, my Trustee shall have the power to retain any property owned by me at the time of my death and received by the Trustee from the Executor for such periods as the Trustee shall in the Trustee's sole discretion determine, whether or not the same be income producing and whether or not the same would violate general trust law and rules regarding the diversification of assets. To the extent that stock or other interests in businesses or partnerships owned in common with other Ainsworth family members, including my children and more remote descendants, is included in my estate, it is my opinion, based upon facts and circumstances known to me at this time, that my Executor and Trustee should continue to retain such assets in my estate and trusts hereunder until a significant change in circumstances occurs which would dictate the disposition of such assets. Notwithstanding any and all of the foregoing provisions contained in this Paragraph G, no provision contained in this paragraph shall be construed in any manner to deprive my wife of the authority to require the Trustee to convert unproductive property in a marital trust to productive property nor shall any such provision be construed so as to mean that my Trustee can continue to hold unproductive property after my wife has requested that such property be made productive.

H. My Executor and Trustee shall have the following additional powers:

1. To elect under section 2652(a)(3) of the Code to treat me as the transferor of any qualified terminable interest property with respect to which my estate was allowed a deduction by reason of section 2056(b)(7) of the Code and, if they exercise such election, as to any part of any such qualified terminable interest property, to set apart property constituting such part in a separate trust so that its inclusion ratio as defined in section 2641(a) of the Code is zero.

2. To allocate any of my federal exemption from the federal generation-skipping transfer tax provided in section 2631 of the Code which is available at the time of my death to any property as to which I am deemed to be the transferor under the provisions of section 2652(a) of the Code, including any property transferred by me during my life as to which I did not make an allocation prior to my death. Property may be subject to elections and allocations under Subparagraphs 1 and 2 of this Paragraph H whether or not it is included in my probate estate. The elections provided in this paragraph shall be in the discretion of the Executor who shall have the power to omit any such property from

any such election or allocation. Any decision made by the Executor under this paragraph shall be binding on all persons. I authorize but do not direct my Executor or my Trustee, as the case may be, to divide any trust established by this instrument, at any time, into two or more separate trusts so that the federal generation-skipping transfer tax inclusion ratio as defined in section 2642(a) of the Code for each trust shall be either zero or one. Any such separate trust shall have the identical provisions as the original trust.

I. My Trustee, or the adult beneficiaries of any trust or trusts created hereunder, shall have the power and authority to change the trust situs of any trust created under this Will from the State of Mississippi to such other jurisdiction as the Trustee or the majority of such adult beneficiaries deem appropriate, or such other jurisdiction as would be in the best interest of all or a majority of the beneficiaries of such trust or trusts. In any such case, the Trustee or the adult beneficiaries of any such trust or trusts shall also have the authority to remove the Trustee and to appoint a non-related, non-subordinate Trustee who lives or has its principal office in such other state. In addition, the Trustee or a majority of the adult beneficiaries of such trust or trusts shall have the right, in changing the trust situs, to determine whether or not the law of such other state shall thereafter govern the trust or trusts as to which the trust situs has been changed.

J. If at any time the Trustee determines that the value of any trust under this instrument is \$50,000 or less, the Trustee may in its discretion distribute that trust, as then constituted, to the beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if there is more than one beneficiary to whom the current income of any trust could then be paid and if their interests are indefinite, the Trustee shall distribute the trust, per stirpes, to such of those beneficiaries as are descendants of mine or, if no beneficiary is a descendant of mine, to those beneficiaries in equal shares.

K. Notwithstanding anything to the contrary, the trusts under this instrument shall terminate not later than twenty-one years after the death of the last survivor of my wife and my descendants living on the date of my death, at the end of which period the Trustee shall distribute each remaining portion of the trust property to the beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if there is more than one beneficiary to whom the current income of any trust could then be paid and if their interests are indefinite,

the Trustee shall distribute the trust, per stirpes, to such of those beneficiaries as are descendants of mine or, if no beneficiary is a descendant of mine, to those beneficiaries in equal shares.

L. The Trustee may consolidate and merge for any purpose a trust created under this Will with any other trust which contains substantially the same provisions as this trust, and is administered for the same beneficiary or beneficiaries by the same trustee. The Trustee may thereafter administer such consolidated and merged trusts as one unit; but if such consolidation and merger does not appear desirable or feasible, the Trustee may consolidate the property of such trusts for purposes of investment and administration while retaining separate records and accounts for the separate trusts. Trusts with different inclusion ratios, however, may only be consolidated and merged provided that their respective inclusion ratios are maintained unchanged through establishment by the Trustee of substantially separate and independent shares. The power to consolidate and merge trusts hereunder may be exercised by the Trustee at any time and from time to time, and may be used to modify or reverse the prior exercise of a power to divide trusts provided under this Will.

M. I suggest that the Trustee consider the advisability of making distributions of trust property, including income, to a non-skip person (as such term is defined in section 2613(b)) from the trust, of which the distributee is a beneficiary, which has the largest inclusion ratio; to a skip person (as such term is defined in section 2613(a)) from the trust, of which the distributee is a beneficiary, which has the smallest inclusion ratio; and for the benefit of a skip person from the trust, of which such person is a beneficiary, which has the largest inclusion ratio to the extent that such distributions are qualified transfers for educational or medical expenses (as defined in section 2503(e)), paid directly to the provider of such services, which distributions are excluded from the definition of a generation-skipping transfer pursuant to the provisions of section 2611(b). In making distributions to a non-skip person, the Trustee should consider the advisability of distributing trust property to such non-skip person sufficient in amount to increase the estate of such person to such a size as to make possible the full utilization of such non-skip person's unified transfer tax credit provided under section 2010, if by making such distributions the Trustee, in its sole and absolute discretion, deems that the inclusion of such trust property in such non-skip person's gross estate for federal estate tax purposes (thereby exempting such trust property from the federal generation-skipping transfer tax) may achieve a significant transfer tax

savings in comparison to the federal generation-skipping transfer tax which would otherwise have been imposed, and thereby increase the amount of property ultimately passing to at least some of the beneficiaries of the trust; provided, however, that such action shall not materially change the ultimate distribution of trust assets provided under the terms of this Will.

ARTICLE IX.

If my wife 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 predeceased my wife. If any legatee or devisee other than my wife 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 wife, Terrisita Warren Ainsworth, as Executrix of this my Last Will and Testament. Should my wife, Terrisita Warren Ainsworth, be unable or unwilling to serve as Executrix either before or after entering upon such duties, I hereby appoint Deposit Guaranty National Bank, Jackson, Mississippi, as successor Executor of this Will. I hereby appoint Deposit Guaranty National Bank, Jackson, Mississippi, as Trustee of any and all trusts created under the terms and provisions of this my Last Will and Testament. I hereby relieve my said Executrix, my successor Executor, and my Trustee 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. 1. In the event that Deposit Guaranty National Bank is involved in a corporate or other merger, acquisition, combination, or restructuring in which Deposit Guaranty National Bank is not the surviving corporation, any beneficiary of any trust created under this Agreement shall have the right to petition the appropriate Chancery Court (for purposes of this Agreement, the "appropriate Chancery Court" shall be deemed to mean the Chancery Court of the First Judicial District of Hinds County, Mississippi, or the Chancery Court in which any of my children may reside in the State

of Mississippi, if any are living in such State), for the removal of the Trustee, and in such event, the Court shall determine whether or not it is in the best interest of the beneficiaries of the trusts created under this Will for some other trustee to be designated and appointed or whether it would be to the best interest of the beneficiaries for said Bank to continue serving as Trustee. Based upon facts and circumstances known to me at the time of execution of this Will, it is my opinion that it would be in the best interest of the beneficiaries of the trusts created hereunder for the trusts to be administered by a Trustee bank which has its principal place of business in Jackson, Mississippi. However, I recognize that there are only two or three banks with sizeable trust departments operating in the Jackson, Mississippi, area at this time and that all of such banks could, in the future, become acquired by, or merge with, some banking corporation domiciled outside the State of Mississippi. Therefore, I must rely upon the appropriate Chancery Court to determine in the future what is in the best interest of the beneficiaries of trusts created under this Will with respect to the office of Trustee. Any successor Trustee appointed by the court shall be an independent corporate trustee who shall serve without bond, unless otherwise specifically ordered by said court, and which Trustee shall also have assets of not less than \$1 billion in terms of 1997 dollars as such may be subsequently adjusted by whatever consumer price index the Chancery Court deems appropriate. The term "independent corporate trustee" shall mean a corporate trustee who is not related or subordinate to the income beneficiary or beneficiaries within the meaning of Section 672(c) of the Internal Revenue Code of 1986, as amended.

2. In addition to the rights of removal of trustees as conferred by law and as conferred hereinabove in this Article, any beneficiary shall have the right to petition the appropriate Chancery Court for the removal of any trustee. In such event, such trustee may be removed by said court with or without cause and without the necessity of finding a breach of trust in the event that the court finds that it would be in the best interest of all beneficiaries of trusts created hereunder that some other corporate trustee serve as trustee hereunder. The language in this paragraph shall not be deemed to constitute a power of removal of the Trustee by any beneficiary. Further, the Court shall not remove the Trustee merely because a beneficiary requests, in a petition, that such be done. The Court shall use its own judgment to determine whether or not under the then existing facts and circumstances it would be in the best interest of the beneficiaries of a trust or trusts for the Trustee to be removed and another corporate trustee appointed. In such event, the court shall appoint an independent

corporate trustee who shall meet the same qualifications as are specified in Subparagraph 1 above. Further, in the event that any such petition is filed only (1) the adult beneficiaries of any trust to whom the petition relates and (2) the parents, or custodial parent, as the case might be, or if neither, the guardian or adult with whom any minor child is residing shall be required to be named as parties for any minor beneficiaries to whom such petition relates. There shall be no requirement of any guardian ad litem for any beneficiaries or for any unknown or contingent beneficiaries.

3. In addition to the rights of removal of Trustees granted hereinabove in this instrument and under Mississippi law or the law of any other state having jurisdiction over this Will or any trust created hereunder, I hereby authorize my wife, Terrisita Warren Ainsworth, or if she is unable to exercise the power of removal and appointment herein granted, then a majority of my children, to remove any designated Trustee or successor Trustee, and to appoint a successor Trustee, from time to time, which such successor Trustee shall be an independent corporate trustee. In the event any one or more of my children should become unable or unwilling to make an informed decision so as to exercise these powers of removal and appointment, then a decision made by my remaining children, acting jointly, shall govern. Any acting Trustee and any successor Trustee may rely upon a certificate given under oath by at least two of my children to the effect that such children are then acting as the persons under the provisions of this subparagraph of my Will who are authorized to remove the trustee and to designate a successor trustee. No acting trustee or any successor trustee shall have any liability to any beneficiary under this Will of any trust created hereunder who acts in reliance upon a notarized certificate signed by two or more of my said children to the above effect. My wife and/or said children shall exercise these powers of removal in a fiduciary manner. If my wife is able to act, she shall make the decision regarding the removal of any trustee and the reappointment of a successor trustee. If my wife is not able to act, then any decision regarding the removal of any trustee and the reappointment of a successor trustee shall be made by my children as is described above.

4. Any successor trustee shall have all of the rights, powers and discretions given to, and shall be subject to all of the limitations imposed upon, Deposit Guaranty National Bank without any act of conveyance or transfer, except as may otherwise be provided in this Will. Further, the Trustee shall have no obligation to investigate any breach of trust nor shall any successor trustee be liable for same. Notwithstanding this

provision, the successor trustee shall investigate any breach of trust brought to its attention by any beneficiary and in the case of any question involving the expenditure of funds to investigate such breach, shall use its own judgment or shall seek instructions from an appropriate Chancery Court.

C. During the period of administration thereof, my Executor shall have all of the powers with reference to my estate and my estate assets that a Trustee has with respect to a trust and trust assets under the said Uniform Trustees' Powers Act, reference to which is again hereby made, as such statute may now or hereafter be 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:

1. 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.

2. 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.

3. To claim expenses as either income or estate tax deductions when an election is permitted by law and in the discretion of the Executor 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.

4. To make elections permitted by any tax law as to the filing of joint returns and the consenting to have gifts made by another treated as being made in part by me.

5. To make any and all other elections permitted by any tax law applicable to the estate and in the discretion of the Executor to make or not make adjustments among the beneficiaries as to the income or principal of the estate as a result of the exercise of such election(s).

6. To divide in the discretion of my Executor or Trustees any trust established by this instrument, at any time, into two or more separate trusts so that the federal generation-skipping transfer tax inclusion ratio as defined in section 2642(a) of the Internal Revenue Code of 1986 for each trust shall be either zero or one. Any such separate trusts shall have the identical provisions as the original trust.

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 Executrix and any successor Executor. The term "Trustee" as used herein shall be deemed to refer to any Trustee or successor Trustee.

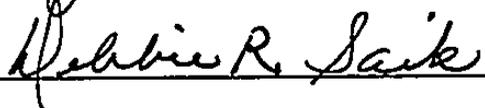
IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 23 pages, on the 16th day of January, 1998.



JOHN EDWARD AINSWORTH

WITNESSES:





ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by John Edward Ainsworth as his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his

presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 16th day of January, 1998.

Jessie Jay Trainor
Hebbie R. Sauts

Page 24.

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day of January, 1998, at 9:15 o'clock A. M., and was duly recorded on the 29th day of January, 1998, Book No. 30, Page 440.



STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Supp* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

NO. 98-055

IN THE MATTER OF THE
LAST WILL AND TESTAMENT
OF JOHN EDWARD AINSWORTH, DECEASED

FILED
THIS DATE
JAN 29 1998
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

STATE OF MISSISSIPPI)
)
COUNTY OF HINDS)

AFFIDAVIT OF SUBSCRIBING WITNESS

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Jay A. Travis III, being first duly sworn, makes oath to the following:

That he was personally acquainted with John Edward Ainsworth, late of Madison County, Mississippi; that the said John Edward Ainsworth was a resident of and had a fixed place of residence in Madison County, Mississippi; that affiant, in the presence of Debbie R. Saik, subscribing witness, and at the special instance and request of the said John Edward Ainsworth did, on the 16th day of January, 1998, sign and subscribe an instrument of writing represented to be the Last Will and Testament of the said John Edward Ainsworth, Deceased; that said instrument, the original of which is attached hereto, was signed by John Edward Ainsworth as Testator, and the said Testator declared in the presence of affiant and in the presence of the said Debbie R. Saik, that said instrument constituted his Last Will and Testament and thereupon affiant, in the presence of the said John Edward Ainsworth and in the presence of Debbie R. Saik the other subscribing witness thereto, signed and subscribed the said instrument as one of the attesting witnesses thereto, both of the witnesses signing said Will in the presence of the said Testator and in the presence of each other; that at the time of the said attestation and signing of said instrument the said John Edward Ainsworth was above the age of eighteen years, was then of sound and disposing mind and memory, and in full possession of all of his mental faculties.

The original of said Will is attached to this affidavit and this affidavit is executed by this affiant in proof of

said Will, and for the purpose of probating the same in the Chancery Court of Madison County, Mississippi.

Jay A. Travis III
JAY A. TRAVIS III

SWORN TO AND SUBSCRIBED before me, this the 21st day of January, 1998,

Doris H. Hudgens
NOTARY PUBLIC

My Commission Expires:
My Commission Expires
November 2, 2000



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day of January, 1998, at 9:15 o'clock A. M., and was duly recorded on the 29th day of January, 1998, Book No. 30, Page 464.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fupp D.C.

MADISON COUNTY, MS
FILED

FEB 02 1998

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

By: *Karen Jupp, D.C.*

**LAST WILL AND TESTAMENT
OF**

NANCYE McCLURE PARK

#98-069

I, Nancye McClure Park, of Jackson, Hinds County, Mississippi, declare this to be my Last Will and Testament, and do hereby revoke any and all wills and codicils to wills heretofore made by me.

ARTICLE I

I do hereby appoint Joseph T. Wilkins, III, to be the Executor of this my Last Will and Testament. I direct that the Executor shall not be required to post any bond and also waive the necessity of having any formal appraisal, inventory or accounting made of my estate.

ARTICLE II

I do hereby direct my Executor to pay all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ARTICLE III

I do specifically give and bequeath unto Mary M. Buck all my personal and household items not otherwise distributed.

Should Mary M. Buck predecease me, I direct that these items shall descend to her children, per stirpes.

ARTICLE IV

My husband, Arthur C. Park, has predeceased me. I do hereby give, devise and bequeath the rest, residue and remainder of my property, real, personal or mixed, as follows:

- (a) Fifty percent or one-half of my estate shall be divided equally among my husband's surviving nieces and nephews, who survived him, namely: Mrs. Ruby St. Clair Chinn; Mrs. Edna Park Daniel; Mrs. Thelma Park Stengal; Mrs. Jewel Park Wethington; Mrs. Helen Park Shelby; Mrs. Gladys Park Bowles; Mrs. Amy Park Sales; Mrs. Eunice Park Jordan; Kenneth Park; Mrs. Hilda Miller Stout; Mrs. Opal Miller Justice;

Nancye M. Park

and J. L. Miller. It is my wish that J. L. Miller and Mrs. Opal Justice be consulted in the distribution of this property.

- (b) The remaining fifty percent or one-half of my estate is to be divided equally as follows to: Mrs. Mary M. McClure Buck and my friend, Mrs. Aldonna Beach, should she survive me. If Mrs. Aldonna Beach does not survive me, her share shall pass and descend to Mrs. Mary M. McClure Buck or her children, per stirpes.

ARTICLE V

I do hereby grant the Executor of my estate the following powers and discretions, and any others that may be granted by law, to be exercised without court order:

- (a) To retain all property of my estate, regardless of lack of diversification, risk or nonproductivity;
- (b) To sell any real or personal property of my estate, for cash or for credit, at public or private sale, for any purpose;
- (c) To collect, pay, contest, compromise or abandon claims of or against my estate, wherever situated; and to execute contracts, notes, conveyances and other instruments; to make any distribution of my estate in cash or in any kind or both; to allocate different kinds or disproportionate shares of property or undivided interest in property among the beneficiaries, and to determine the value of any such property, subject to Article IV.

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

8TH day of March, 1994.

Nancy McClure Park
Nancy McClure Park

WITNESSES:

Angela M. Gillespie
Signature of Witness

ANGELA M. GILLESPIE
Printed Name of Witness

5747 HORTON AVE. # 9

JACKSON, MS 39206
Address

Jerry G. McPeake
Signature of Witness

Jerry G. McPeake
Printed Name of Witness

367 St. Paul St

Pearl, MS 39208
Address

CERTIFICATE OF SUBSCRIBING WITNESSES

We, each of the subscribing witnesses to the Last Will and Testament of Nancy McClure Park do hereby certify that Nancy McClure Park made, declared and published the foregoing instrument to be her Last Will and Testament in our presence, and that she signed and subscribed the same as her Last Will and Testament in our presence, especially and expressly requesting us to be the subscribing witnesses, each signing in the presence of the testatrix and in the presence of each other.

WITNESS OUR SIGNATURES, this the 8TH day of March, 1994.

Angela M. Gillespie
(Signature of Witness)

James H. McPeak
(Signature of Witness)

Page 3 of 3

Nancy M. Park



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 2 day of February, 1994, at 9:00 o'clock A. M., and was duly recorded on the 2nd day of February, 1994, Book No 30 Page 466.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Suppi D.C.

FILED

FEB 02 1998

AT 3:15 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp, PC

LAST WILL AND TESTAMENT

OF

HAZEL E. RYAN

#98-071

KNOW ALL MEN BY THESE PRESENTS that I, HAZEL E. RYAN, of Madison County,, in the State of Mississippi, being of sound and disposing mind, memory and understanding, do hereby make and declare this to be, and publish this as, my Last Will and Testament, hereby revoking any and all Wills and Testaments and Codicils heretofore made by me.

FIRST: I give and bequeath to MARY PURYEAR HAMILTON, of Raymond, Mississippi 39154, the sum of Five Thousand Dollars (\$5,000.00).

SECOND: I give and bequeath to MARTHA HAMILTON HIGBIE, Apartment 708, Westage Towers, 25 Rockledge Avenue, White Plains, New York 10601, the sum of Five Thousand Dollars (\$5,000.00) and in addition I give and bequeath to the said MARTHA H. HIGBIE all of my A.T. & T. stock, referring to and including all stock issued consequent upon the divestiture at the end result of the anti-trust litigation, such as Bell South and others.

THIRD: I give and bequeath the sum of Five Thousand Dollars (\$5,000.00) and my silver -- chantilly -- to MARY NELL HAMILTON JEFFREYS, 5416 Melwood Drive, Jackson, Mississippi 39211.

FOURTH: I give and bequeath the sum of Five Thousand Dollars (\$5,000.00) to CISSY HAMILTON HINES, 437 Ridgewood Drive, Vicksburg, Mississippi 39180.

FIFTH: I give and bequeath the sum of Five Thousand Dollars (\$5,000.00) to ROSE GETTYS BAKER, 846 Bluff Drive,

Hazel E. Ryan
HAZEL E. RYAN

Knoxville, Tennessee 37919. Should ROSE GETTYS BAKER predecease me, then that bequeathed to her shall go and I bequeath same to her grandchild, RYAN BAKER.

SIXTH: I give and bequeath to MISS RYAN BAKER, 846 Bluff Drive, Knoxville, Tennessee 37919, the sum of Five Thousand Dollars (\$5,000.00). Should the said RYAN BAKER be still a minor at the time of my death, then that bequeathed to her shall be paid to her grandmother, ROSE GETTYS BAKER, with power, without bond or accounting, to keep or expend the same for the benefit of the said RYAN BAKER and to pay any balance on hand to her when she reaches the age of majority.

SEVENTH: I give and bequeath the sum of Two Thousand Dollars (\$2,000.00) to MRS. HELEN DEVEREUX STOERMER, Box 13, Lone Star, Texas 75668.

EIGHTH: I give and bequeath the sum of Two Thousand Dollars (\$2,000.00) to ARTHUR (PAT) PATRICK, 2007 Frances Place, Monroe, Louisiana 71254.

NINTH: I give and bequeath the sum of Two Thousand Dollars (\$2,000.00) to MISS BOOTSEY (MARY LOUISE) DEVEREUX, 807 Rachele Avenue, Monroe, Louisiana 71201.

TENTH: I give and bequeath the sum of Two Thousand Dollars (\$2,000.00) to Mrs. Karen Hamilton, 1501 McKeen Street, Apartment 806, Monroe, Louisiana 71201.

ELEVENTH: I give and bequeath the sum of One Thousand Dollars (\$1,000.00) to MRS. FRONIA HELGASON THEOBOLD, 306 John Allen, Vicksburg, Mississippi 39180.

TWELFTH: I give and bequeath the sum of One Thousand Dollars (\$1,000.00) to each of NETTIE MARTIN'S three children, HARRY MARTIN, JR., 400 Longview, Vicksburg, Mississippi 39180, DOLLY MARTIN MOSES, 400 Longview, Vicksburg, Mississippi 39180, and DORIS MARTIN, 400 Longview, Vicksburg, Mississippi 39180.

THIRTEENTH: I give and bequeath the sum of One Thousand Dollars (\$1,000.00) to MRS. ANN HELGASON AMMONS, 3542 Sherwood Drive, Greenville, Mississippi 38703.

FOURTEENTH: I give and bequeath the sum of Two Thousand Dollars (\$2,000.00) to JOHN CLAY HAMILTON, Oak Grove, Louisiana.

FIFTEENTH: I give and bequeath the sum of Two Thousand Dollars (\$2,000.00) to MRS. MARGARET DEVEREUX GILMORE, 3115 Grace Hills, Columbia, South Carolina 29240.

SIXTEENTH: I give and bequeath the sum of Two Thousand Dollars, (\$2,000.00) to MRS. JULIA BRYANT HEAD, 4070 Hillsdale, Memphis, Tennessee 38117.

SEVENTEENTH: I give and bequeath the sum of Two Thousand Dollars (\$2,000.00) and my platinum bar pin with small diamond to ROSEMARY HAMILTON HEARD, 4960 Hampton Farms Drive, Marietta, Georgia 30068.

EIGHTEENTH: I give and bequeath the sum of Five Hundred Dollars (\$500.00) to MARIE SIMS WILLIAMS, daughter of Liza Sims, deceased, 1339 Wood Street, Vicksburg, Mississippi 39180.

NINETEENTH: I give and bequeath to JAMES E. (EDDIE) HAMILTON, P. O. Box 343, Lake Providence, Louisiana 71254, the sum of Two Thousand Dollars (\$2,000.00).

TWENTIETH: I give and bequeath the sum of Two Thousand Dollars (\$2,000.00) to J. C. "JACK" HAMILTON, Route #1, Box 356, Harrison, Arkansas 72601-9752.

TWENTY-FIRST: I give and bequeath the sum of One Thousand Dollars (\$1,000.00) each to ST. FRANCIS OF ASSISI CATHOLIC CHURCH, Madison, Mississippi, and COVENANT HOUSE, 611 North Rampart Street, New Orleans, Louisiana 70112.

TWENTY-SECOND: I give and bequeath the sum of Five Thousand Dollars (\$5,000.00) to THE ST. FRANCIS/XAVIER STREET ALOYSIUS BUILDING FUND, 1900 Grove Street, Vicksburg, Mississippi 39180.

TWENTY-THIRD: I give and bequeath the sum of Five Thousand Dollars (\$5,000.00) to ST. PAUL'S CATHOLIC CHURCH, 713 Crawford Street, Vicksburg, Mississippi 39180 and in addition Five Hundred Dollars (\$500.00) for masses for the repose of my soul; and I give and bequeath Two Thousand Dollars (\$2,000.00) to the MCAULEY HOME, 102 McAuley Drive, Vicksburg, Mississippi, which legacy to the MCAULEY HOME should by my Executor be paid to such entity or person which will serve my purpose to benefit, by serving the welfare and enjoyment of, elderly Sisters of Mercy.

TWENTY-FOURTH: I give and bequeath my diamond pin, diamond earrings, antique cross pendant, and diamond ring to ROSE GETTGS BAKER.

TWENTY-FIFTH: Should an above named legatee predecease me and that bequeathed to such legatee not go to a named survivor or alternate, and such legatee predeceasing me leaves a child or children, then the legacy shall not lapse but that bequeathed to such legatee shall go to the surviving child or, in equal shares, to the surviving children of such deceased legatee. The time of the actual delivery of the legacy by my Executor shall be the determinative factor. If any child or children succeeding to the legacy or a share therein be under age, then delivery may, in the discretion of my Executor, be made to such minor child or to one of the nearest of kin of such child to utilize same and handle for the benefit, welfare or education of such child or children. The party entrusted with the responsibility shall do so without posting bond or accounting unless my Executor shall specifically request such.

The determination of bad faith, there shall be no liability on the part of my Executor.

TWENTY-SIXTH: I give and bequeath any of my furniture and household effects to MARY NELL JEFFREYS that she may desire for herself and/or others. All the rest and residue of my property is to be converted to cash and given in equal shares as follows:

Father Brian, SCJ, Sacred Heart Monastery, Hales Corners, WI 53130-0900

The Catholic Church Extension Society of the United States of America, 35 East Wacker Drive, Chicago, IL 60601

Missionary Oblates of Mary Immaculate, National Shrine of Our Lady of the Snows, Belleville, IL 62223-4694

TWENTY-SEVENTH: I hereby nominate, constitute and appoint DEPOSIT GUARANTY NATIONAL BANK of Jackson, a national banking association domiciled in the City of Jackson, Mississippi, as the Executor of this my Last Will and Testament and direct that said bank shall not be required to give any bond or surety, or sureties, as such Executor nor to file any inventory or make any account to any court of its acts as such Executor. Said bank as Executor is requested to employ my personal solicitor(s) to render needed legal services.

IN TESTIMONY WHEREOF, I, HAZEL E. RYAN, Testatrix as aforesaid, have hereunto affixed my signature on this the 26th day of May, 1992.

Hazel E. Ryan
HAZEL E. RYAN

Hazel E. Ryan
HAZEL E. RYAN

SIGNED, PUBLISHED AND DECLARED by the said HAZEL E. RYAN, Testatrix as aforesaid, as and for and to be her Last Will and Testament, in the presence of the undersigned, who, at her request and in her presence and in the presence of each other, have hereunto affixed our signatures as witnesses on this 26th day of May, 1992.

WITNESSES:

Jessie W. Davis
NAME

P.O. Box 375
ADDRESS

Ridgeland, MS 39158

Sandy Row
NAME

222 Melrose
ADDRESS

Madison, Ms. 39110

Martha O. Bice, Notary Public
NAME

Address 1111 St. Ann St

Jackson, Ms 39202

My Commission Expires July 3, 1994

Hazel E. Ryan
HAZEL E. RYAN



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 2nd day of February, 1998, at 3:15 o'clock P. M., and was duly recorded on the 2nd day of February, 1998, Book No. 30, Page 469.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fuzzi D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

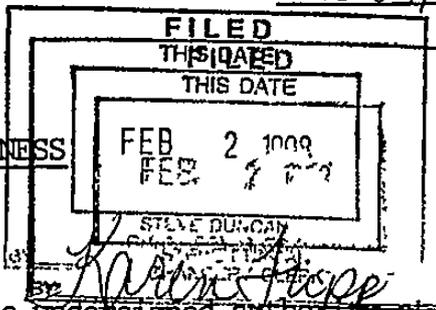
IN THE MATTER OF THE ESTATE OF
HAZEL E. RYAN, DECEASED

NO. 98-071

DEPOSIT GUARANTY NATIONAL BANK,
JACKSON, MISSISSIPPI, PETITIONER

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS



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

1. That she is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Hazel E. Ryan, deceased, who was personally known to the affiant, and whose signature is affixed to said instrument dated May 26, 1992.

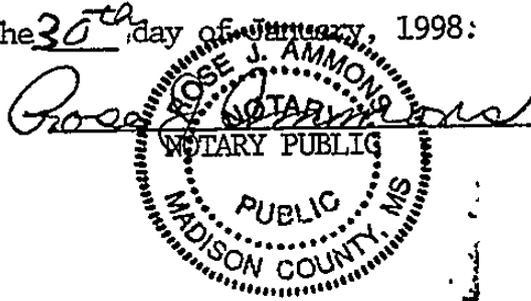
2. That on the 26th day of May, 1992, Hazel E. Ryan signed, published and declared said instrument of writing as her Last Will and Testament in the presence of this affiant and Sandy Roan, the other subscribing witness thereto.

3. That Hazel E. Ryan was then and there, on the 26th day of May, 1992, the date the aforesaid instrument was signed, published and declared, of sound and disposing mind and memory, and well above the age of eighteen (18) years.

4. That Teresa W. Alvis, affiant, and Sandy Roan 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 Hazel E. Ryan and in the presence of each other as aforesaid.

Teresa W. Alvis
TERESA W. ALVIS

SWORN TO AND SUBSCRIBED before me, this the 30th day of January, 1998:



My commission expires:
Notary Public State of Mississippi At Large
My Commission Expires: October 17, 2000
BONDED THRU HEIDEN-MARCHETTI, INC.

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 2nd day of February, 1998, at 3.15 o'clock P. M., and was duly recorded on the 2nd day of February, 1998, Book No. 30, Page 475.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

FILED
THIS DATE

FEB 06 1998

STEVE DUNCAN
CHANCERY CLERK

BY

LAST WILL AND TESTAMENT OF
ELLIS MCGEE

I, Ellis McGee, 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, and I hereby specifically revoke any and all former wills and codicils heretofore executed by me.

ARTICLE I

I give and devise unto my wife, Betty McGee, a life estate in my residence located on Yandell Road, Madison County, Mississippi and at her death, I give and devise said property to my children, Earlean Ferguson, Catherine Turner, Charles McGee and Earnestine Lavells, in equal shares, share and share alike, per stirpes.

ARTICLE II

I give, devise and bequeath all of the rest, residue and remainder of my estate, of whatsoever kind or character and wheresoever situated unto my children, Earlean Ferguson, Catherine Turner, Charles McGee and Earnestine Lavells, in equal shares, share and share alike, per stirpes.

ARTICLE III

I hereby nominate, appoint and constitute Catherine Turner as Executrix of my Last Will and Testament. My Executrix shall have full and plenary power and authority to do and perform any act deemed by her 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, interests and profits therefrom, and to employ and to pay any attorneys, agents and accountants that she may deem necessary for the best interest of my estate. In addition, my Executrix shall have full authority to sell any real or personal property of my estate,

either at a public or private sale, in her sole discretion, for cash or upon such other conditions as she may deem appropriate, with said sale to be made without the necessity of my Executrix first securing a Court order approving said sale.

IN WITNESS WHEREOF, I have hereunto subscribed my name and declare and publish this to be my Last Will and Testament on this the 19th day of September, 1990.

Ellis McGee
ELLIS MCGEE

This instrument was on the date shown above, signed published and declared by Ellis McGee 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.

Joseph Chestnut
WITNESS

Imogene Bridges
WITNESS

P.O. Box 982
ADDRESS

PO Box 982
ADDRESS

Ridgeland, MS 39158
ADDRESS

Ridgeland, MS 39158
ADDRESS



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6 day of Feb, 1998, at 9:50 o'clock A.M., and was duly recorded on the FEB 6 1998, Book No. 30, Page 476.

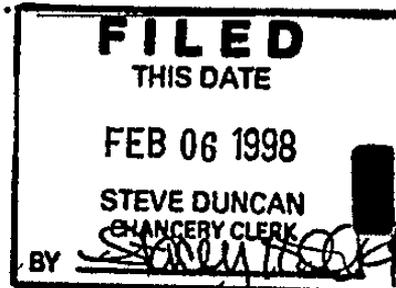
STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill DC

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN RE: THE LAST WILL AND
TESTAMENT OF ELLIS MCGEE,
DECEASED

CIVIL ACTION FILE NO. 98-082

PROOF OF WILLSTATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the aforesaid jurisdiction, JOHN W. CHRISTOPHER, Subscribing Witness to a certain instrument of writing purporting to be the Last Will and Testament of Ellis McGee, who, being duly sworn, deposed and said that the said Ellis McGee published and declared said instrument as his Last Will and Testament on the 19th day of September, 1990, the day of the date of said instrument, in the presence of this Deponent and in the presence of Angie H. Bridges and that the Testator was of sound and disposing mind and memory, and more than twenty-one years of age and this Deponent and Angie H. Bridges subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testator and in the presence of said Testator and in the presence of each other, on the day and year of the date of said instrument.

WITNESS MY SIGNATURE on this 27th day of January, 1998.

[Signature]

JOHN W. CHRISTOPHER

SWORN TO AND SUBSCRIBED BEFORE ME, this 27th day of January, 1998.

Barbara Y. Doyener
NOTARY PUBLIC



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 6 day of Feb, 1998, at 9:50 o'clock A.M., and was duly recorded on the FEB 6 1998, Book No. 30, Page 478.



STEVE DUNCAN, CHANCERY CLERK

BY: Janey [Signature] D C

Last Will and Testament FILED

MADISON COUNTY, MS

OF

FEB 06 1998

JACK NEWTON STARR

#98-084

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

By: *Karen Supp*

I, JACK NEWTON STARR, of Jackson, Mississippi, being an

adult of sound and disposing mind and memory, do hereby make, declare and publish this my last will and testament, hereby revoking and canceling any and all other wills, testaments and codicils that I may have heretofore made.

FIRST: Unto my beloved wife, ETHELYN SUNN STARR, I give, devise and bequeath all property of every kind and description, real, personal and mixed, wheresoever situated, that I may own at the time of my death, including, without limiting said generalization, all cash, bonds, notes, real estate and household furniture, furnishings and equipment.

SECOND: I hereby nominate and appoint my said wife, Ethelyn Sunn Starr, of Jackson, Mississippi, as Executrix of my Will and Estate, and direct that no bond be required of her, and that she be not required to file inventory or make any accounting to any Court, nor shall an appraisement of my Estate be required for filing in any Court.

IN WITNESS WHEREOF, I have hereunto subscribed my name this OCTOBER 30, A. D., 1957, in the presence of Justin A. Courtenay and M. D. Davidson, subscribing witnesses, who at my request and in my sight and presence and in the sight and presence of each other, have hereunto affixed their signatures as such subscribing witnesses on said date.

Jack Newton Starr

Witness *Justin A Courtenay*

Witness *M Davidson*

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6 day of Feb, 1998, at 10:00 o'clock A.M., and was duly recorded on the FEB 6 1998, Book No. 30, Page 480.

STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey K O* D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
JACK NEWTON STARR, DECEASED

NO. 98-084

AFFIDAVIT OF DOROTHY C. STRIBLING

FILED
THIS DATE
FEB 06 1998
STEVE DUNCAN CHANCERY CLERK
BY <i>[Signature]</i>

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the State and County aforesaid, the undersigned affiant, Dorothy C. Stribling, personally known to me, who, having been by me first duly sworn, made affidavit on her oath as follows:

1. I am an adult resident citizen of Jackson, Hinds County, State of Mississippi, and worked as a secretary for Justin A. Courtenay for six (6) or more years prior to his death.

2. I have read the Last Will and Testament of Jack Newton Starr, who died on April 1, 1997, leaving his Last Will which was dated on October 30, 1957.

3. I have been reliably informed that the subscribing witnesses, Justin A. Courtenay and M. D. Davidson are deceased.

4. At the time this Will was witnessed by Justin A. Courtenay, he was my employer for several years and I became very familiar with his handwriting on various correspondence,

documents and instruments. Therefore, I recognize his signature as a subscribing witness on the Will of Jack Newton Starr dated October 30, 1957, as being his true and correct legal signature.

5. Further the Affiant saith not.

Dorothy C. Stribling
DOROTHY C. STRIBLING
AFFIANT

SWORN TO AND SUBSCRIBED before me, this 10th day of January, 1998.

Orville W. Hest
NOTARY PUBLIC

My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
FEB 5, 2000



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6 day of Feb, 1998, at 10:00 o'clock A.M., and was duly recorded on the FEB 6 1998, Book No. 30, Page 481.

STEVE DUNCAN, CHANCERY CLERK

BY: Steve Duncan D.C.

Last Will and Testament

#98-072

OF

MADISON COUNTY, MS

MILDRED DEAR STEVENS

FILED

FEB 06 1998

AT 12:45 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

STATE OF MISSISSIPPI
COUNTY OF MADISON

By: *Karen Fupp, DC*

I, MILDRED DEAR STEVENS, an adult resident of Madison County, Mississippi, being of sound and disposing mind and memory and being over the age of twenty-one years, do hereby make, publish and declare this to be my LAST WILL AND TESTAMENT, hereby revoking any and all other wills and testaments and codicils thereto heretofore made by me.

1.

I direct that all my just and lawful debts and claims which are fully probated, registered and allowed against my estate be paid, and that the administration of my estate be completed and closed as soon after my death as may be reasonably possible, that nothing herein shall be construed to create a constructive trust for payment of such amounts.

2.

I hereby give and bequeath unto my sons, CHARLES M. STEVENS, JR. AND JERRY LEE STEVENS, and to my daughter, SYLVIA STEVENS CHICK, the acreage that I own in Rankin County, Mississippi, as tenants in common in equal shares. The land may be divided by mutual agreement or held by them as tenants in common. All mineral rights are hereby excluded from this devise. When dividing the land all children must agree on the right of ingress and egress for the back land.

3.

I hereby give and bequeath all my rights and interest



in any and all oil, gas and mineral rights that I own or have a claim to in Rankin County, Mississippi, to my three children, CHARLES M. STEVENS, JR., JERRY LEE STEVENS AND SYLVIA STEVENS CHICK, in equal amounts, share and share alike. This bequeath shall also include the 50% interest in the mineral rights under 12 1/2 acres which will come to me or my estate upon the death of my sister-in-law, EULALER MAY DEAR.

4.

I hereby give and bequeath unto my daughter, SYLVIA STEVENS CHICK, my land and buildings described as 822 S. West Street, Jackson, Mississippi.

5.

I hereby give and bequeath unto my sons, CHARLES M. STEVENS, JR. AND JERRY LEE STEVENS, the sum of Sixty Thousand Dollars (\$60,000.00) each, and it shall be theirs absolutely.

6.

I hereby give and bequeath to my daughter, SYLVIA STEVENS CHICK, the following items of personal property located in my home:

- (a) My personal jewelry
- (b) The White bedroom suite

7.

All the rest and remainder of my property, real, personal and mixed, of whatsoever kind and nature, and wheresoever situated, including lapsed legacies and bequest of which I shall die seized and possessed or to which I shall be entitled at the time of my death or over which I shall have the power of appointment, I do hereby give, devise and bequeath to my three children, CHARLES M. STEVENS, JR., JERRY LEE STEVENS AND SYLVIA S. CHICK, share and share alike.

8.

If any of my children hereinabove named should predecease me, then it is my will that the property or share of property shall go to the children of such deceased child per stirpes. If any of my children should predecease me without descendants, then his share shall go to the remaining children in equal portions.

9.

I hereby nominate, constitute and appoint my son, CHARLES M. STEVENS, JR., as Executor of this my LAST WILL AND TESTAMENT, or if he is unable to act, I appoint JERRY LEE STEVENS, as an alternate Executor. My Executor shall have full and plenary power and authority to do and perform any act deemed by him to be for the best interest of my estate, without any limitation on whatsoever, and without surety bond, inventory or appraisal. Said authority shall include, but shall not be limited to, the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents, and accountants that he may deem necessary and for the best interest of my estate, and to pay unto himself a just and reasonable compensation as Executor.

This Will consists of Four (4) Pages.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument to be my LAST WILL AND TESTAMENT this the 8th day of April, 1993, A.D.

Mildred Dear Stevens
MILDRED DEAR STEVENS

WITNESSES:

Nella J. May
R. E. Swindolph

The foregoing instrument, was signed, sealed, published and declared by MILDRED DEAR STEVENS, the Testatrix, to be her LAST WILL AND TESTAMENT, in our presence, and we, at her request and in her presence and in the presence of each other have hereunto subscribed our names as witnesses.

WITNESSES:

NAME	ADDRESS
<u>Nella J. May</u>	<u>1509 Pearson Rd</u> <u>Jackson, TN 39209</u>
<u>R. E. Swindolph</u>	<u>1449 Pearson Rd</u> <u>Jackson TN 39209</u>

PAGE FOUR OF FOUR PAGES



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 6 day of February, 1998, at 12:45 o'clock P. M., and was duly recorded on the 6th day of February, 1998, Book No. 30, Page 483.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C

PROOF OF WILL

FILED
THIS DATE
FEB 06 1998
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

STATE OF MISSISSIPPI
COUNTY OF HINDS

AFFIDAVIT OF SUBSCRIBING WITNESS

THIS DAY personally appeared before me, the undersigned authority, one of the subscribing witnesses to a certain instrument of writing, purporting to be the LAST WILL AND TESTAMENT OF MILDRED DEAR STEVENS, dated April 8, 1993, affiant, of Madison County, Mississippi, who having first been duly sworn, makes oath that the said MILDRED DEAR STEVENS, published and declared said instrument as her LAST WILL AND TESTAMENT dated April 8, 1993, the date of the said instrument in the presence of this affiant and NELDA J. MAY, the other subscribing witness to said instrument; that said testatrix was then of sound and disposing mind and memory, twenty-one years and upward of age, and he, the said affiant and NELDA J. MAY, have subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said testatrix, and in the presence of each other.

[Signature]
R. E. SWINDOLL, SR.

SWORN TO AND SUBSCRIBED before me, this the 8th day of April, 1993.

[Signature]
NOTARY PUBLIC
[Notary Seal]

My Commission Expires:
12/28/95



STATE OF MISSISSIPPI, COUNTY OF MADISON
I certify that the within instrument was filed for record in my office this 6 day of February, 1998, at 12:45 o'clock P.M., and was duly recorded on the 6th day of February, 1998, Book No 30, Page 487.
STEVE DUNCAN, CHANCERY CLERK BY *[Signature]* D.C.

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF HINDS

FILED
THIS DATE
FEB 06 1998
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

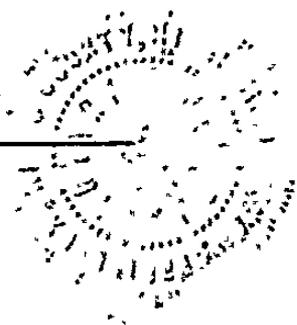
AFFIDAVIT OF SUBSCRIBING WITNESS

THIS DAY personally appeared before me, the undersigned authority, one of the subscribing witnesses to a certain instrument of writing, purporting to be the LAST WILL AND TESTAMENT OF MILDRED DEAR STEVENS, dated April 8, 1993, affiant of Madison County, State of Mississippi, who having first been sworn, makes oath that the said MILDRED DEAR STEVENS, published and declared said instrument as her LAST WILL AND TESTAMENT dated April 8, 1993, the date of said instrument in the presence of this affiant and R. E. SWINDOLL, SR. the other subscribing witness to said instrument; that said testatrix was then of sound and disposing mind and memory, twenty-one years and upward age, and she, the said affiant and R. E. SWINDOLL, SR., have subscribed and attested said instrument as witnesses to the signature and publication thereof, as the special instance and request, and in the presence of said testatrix, and in the presence of each other.

Nelda J. May
NELDA J. MAY

SWORN TO AND SUBSCRIBED before me, this the 8th day of April, 1993.

[Signature]
NOTARY PUBLIC



My Commission Expires:
12/28/95

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6th day of February, 1998, at 12:45 o'clock P. M., and was duly recorded on the 6th day of February, 1998, Book No. 30, Page 488.

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



MADISON COUNTY, MS

FILED

January 9, 1991

FEB 06 1998

AT 1:10 O'CLOCK P.M.
STEVE DUNCAN, CHANCERY CLERK

COUNTY OF MADISON
STATE OF MISSISSIPPI

#98-074

By: *Stoney Hill*

I, CLAUDE HUGHES SPEARMAN, BEING OF SOUND AND DISPOSING MEMORY, DO
HEREBY CONSTITUTE THIS MY LAST WILL AND TESTAMENT.

I HEREBY BEQUEATH AND DEVISE ALL MY PROPERTY, BOTH REAL AND PERSONAL,
OF WHICH I MIGHT DIE SEISED, TO MY TWO DAUGHTERS, CLAUDIA KAY AINSWORTH,
AND REBECCA JEAN MASSEY, AND APPOINT BOTH OF THEM AS EXECUTOR'S OF MY
ESTATE WITH IT BEING FURTHER STIPULATED THAT NO BOND OR ACCOUNTING FOR
ANY OF SAID PROPERTY BE REQUIRED OF THEM BY ANY PERSON OR ANY COURT OF
LAW OR EQUITY.

Claude Hughes Spearman

Claude Hughes Spearman
January 9, 1991

WITNESSES:

Billie Rouball

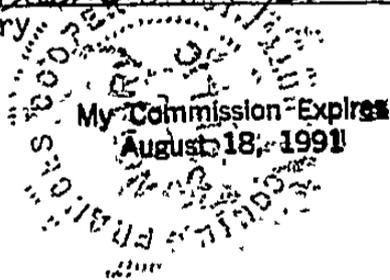
406 Old Rice Rd. Madison, Ms 39110

Mavis E. Sutton

104 Trace Harbor Rd

Francis Cooper

Notary



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6 day
of Feb, 1998, at 1:10 o'clock P.M., and was duly recorded
on the FEB 6 1998, Book No. 30, Page 489.



STEVE DUNCAN, CHANCERY CLERK

BY: *Stoney Hill* D.C.

FILED
THIS DATE
FEB 06 1998
STEVE DUNCAN
CHANCERY CLERK
BY *Steve Duncan*

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF Madison

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, **Ross Hall**, a credible and competent subscribing witness to the instrument of writing dated the 9th day of January, 1991, purporting to be the Last Will and Testament of **CLAUDE HUGHES SPEARMAN**, who, having been first duly sworn, states on oath that the said **CLAUDE HUGHES SPEARMAN** signed, made, published and declared said instrument as his Last Will and Testament on the 9th day of January, 1991, the date of said instrument, in the presence of this affiant and in the presence of Mavis Tatum, the other subscribing witness to this instrument; that the Testator was then of sound and disposing mind and memory, and above the age of twenty-one (21) years; that the Testator was acting voluntarily without undue influence, fraud or restraint; that the affiant and Mavis Tatum subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of **CLAUDE HUGHES SPEARMAN**, and in the presence of **CLAUDE HUGHES SPEARMAN** and in the presence of each other; that the Testator 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.

Ollie Ross Hall

Ross Hall
406 Old Rice Road
Madison, MS 39110

SWORN TO AND SUBSCRIBED before me on this, the 26th day of January, 1998.

Patricia B. Jacobs

Notary Public

My Commission Expires:
1998 MISSISSIPPI COMMISSION EXPIRES NOV 9 2001

Amsworth\Proof.1



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 6 day of Feb 1998, at 1:10 o'clock P.M., and was duly recorded on the FEB 6 1998, Book No. 30, Page 490.

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

HADISON COUNTY, Ms

FILE Last Will and Testament

FEB 10 1998

OF

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

EVERETT BARNES

#98-094

By: Karen Jupp, De

I, EVERETT BARNES of Ridgeland, Mississippi, 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, BRANT BARNES, and NEVA PALMER as Co-Executors of this my Last Will and Testament, and it is my desire that my Executors shall have full and complete power and authority to do and to perform any act deemed by them to be in the best interest of my estate. In the event BRANT BARNES and/or NEVA PALMER are unwilling or unable to serve, the other shall serve alone. Should both of said persons be unwilling or unable to serve, I hereby appoint SHARON POOLE as Executrix. My Executor and/or Executrix shall serve without bond, and I waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting.

II.

I will, devise and bequeath to Deposit Guaranty National Bank, Jackson, Mississippi, Trustee of "Everett Barnes Trust" dated May 13, 1994, as amended March 17, 1995, One Hundred Twenty Five Thousand and no/100 Dollars (\$125,000.00).

III.

I will, devise and bequeath to the following:

Carl Barnes	Fifty Thousand Dollars	(\$50,000.00)
Brant Barnes	Fifty Thousand Dollars	(\$50,000.00)
Carole Chadima	Fifty Thousand Dollars	(\$50,000.00)
Heidi Smith	Five Thousand Dollars	(\$ 5,000.00)
Gene Nash	Five Thousand Dollars	(\$ 5,000.00)
Egbert Nash	Five Thousand Dollars	(\$ 5,000.00)
Kim Sanchez	Ten Thousand Dollars	(\$10,000.00)
Jane Wambock	Ten Thousand Dollars	(\$10,000.00)
Mary Ann Summe	Ten Thousand Dollars	(\$10,000.00)
Jim Nash	Ten Thousand Dollars	(\$10,000.00)
Sherry Busch	Ten Thousand Dollars	(\$10,000.00)
Andrea Barnes	Ten Thousand Dollars	(\$10,000.00)

EB

Barbara Knickman	Ten Thousand Dollars	(\$10,000.00)
Judy Sobus	Ten Thousand Dollars	(\$10,000.00)
Connie Di-Bene	Ten Thousand Dollars	(\$10,000.00)
Debbie PonNeal	Ten Thousand Dollars	(\$10,000.00)
Courtney Summe	Ten Thousand Dollars	(\$10,000.00)

Should any of the beneficiaries named in this paragraph predecease me, the sum designed for said deceased beneficiary shall lapse and go to the remaining beneficiaries named in this paragraph who survive me on a pro rata basis. The pro ration shall be determined by determining percentages of each specific bequest in relation to the whole, exclusive of the bequest to any person who predeceases me.

IV.

I will, devise and bequeath unto Meadowbrook Church of Christ, Jackson, Mississippi, Ten Thousand and no/100 Dollars (\$10,000.00).

V.

My home and the contents thereof, my automobiles and all of the rest and remainder of my estate, I will, devise and bequeath to Neva Palmer. Should Neva Palmer predecease me, I will, devise and bequeath my remaining estate as follows:

Twenty-Five Thousand Dollars (\$25,000.00) to Sharon Poole and Twenty Five Thousand Dollars (\$25,000.00) to Earnest Palmer, or the survivor of them. The remainder, real, personal and mixed, to those beneficiaries named in paragraph III hereinabove who survive me on a pro rata basis based upon the amount of the bequest to each person effective as of the date of my death.

In the event Neva Palmer, Sharon Poole and Ernest Palmer all predecease me, my entire residuary estate shall go to the persons named in paragraph III on a pro rata basis as noted hereinabove.

VI.

It is my desire to be buried by my wife at Lakewood Memorial Cemetery.

VII.

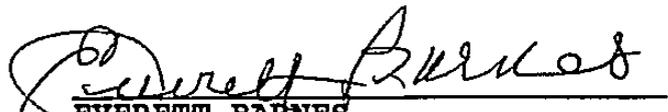
I have given a great deal of thought to the contents and provisions of this, my Last Will and Testament, and have included the persons named herein for specific reasons known only to me. I have also excluded various family members for a variety of reasons

known only to me. This, my Last Will and Testament, expresses my intent insofar as distribution of my estate is concerned, but I realize there will be persons who will question my intent, motivation and capacity. I also realize that there will in all probability be those who will raise the question of possible undue influence.

At the date of the execution of this my Last Will and Testament, the contents hereof are known only to myself and my attorney. No other person was present when my intentions were discussed with my attorney, and no one encouraged me to include any provision or provisions herein.

Should any beneficiary under this Will question or challenge my testamentary capacity or raise the issue of undue influence by anyone by any formal filing in my estate, or in any court or other formal proceeding, it is my desire and direction that the bequest to said person or those persons lapse and the total bequest to such person or persons shall become a part of my residuary estate, but with the person or persons who make such challenge to be specifically excluded from participation in any distribution.

IN WITNESS WHEREOF, I, EVERETT BARNES, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 5th day of April, 1996, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.


EVERETT BARNES

WITNESSES:




ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of EVERETT BARNES, do hereby certify that said instrument was signed in the presence of each of us, and that said EVERETT BARNES declared the same to be his Last Will and Testament in the presence of each of us, and that we signed as subscribing witnesses

to the said Will at the request of EVERETT BARNES in his presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 5th day of April, 1996.

Uma McBratney
Ann Paula Teraci
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, DON A. MCGRAW, JR. and AVA PAULA FERACI, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who after having been duly sworn, say on oath that on the 5th day of April, 1996, EVERETT BARNES, in their presence, signed his name thereto, and in their presence declared the same to be his Last Will and Testament; that at his 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 EVERETT BARNES, on the 5th day of April, 1996, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Don A. McGraw, Jr. residing at 509 E DINKINS
CANTON, MS. 39046
Ava Paula Feraci residing at 1649 E. Sunset Dr.
Canton, MS 39046

SWORN TO AND SUBSCRIBED before me this the 5th day of April, 1996.

Letitia H. Reeves
NOTARY PUBLIC

MY COMMISSION EXPIRES:
July 23, 1996

[SEAL]
Lwp\will\barne2.102
253-117605

STATE OF MISSISSIPPI, COUNTY OF MADISON.

I certify that the within instrument was filed for record in my office this 10th day of February, 1998, at 9:15 o'clock A.M., and was duly recorded on the 10th day of February, 1998, Book No. 30, Page 491.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF EVERETT BARNES, DECEASED

CIVIL ACTION, FILE NO. 98-094

AFFIDAVIT OF SUBSCRIBING WITNESS

<p>FILED THIS DATE</p> <p>FEB 10 1998</p> <p>STEVE DUNOAK CHANCERY CLERK</p> <p><i>[Signature]</i></p>
--

STATE OF MISSISSIPPI
COUNTY OF MADISON

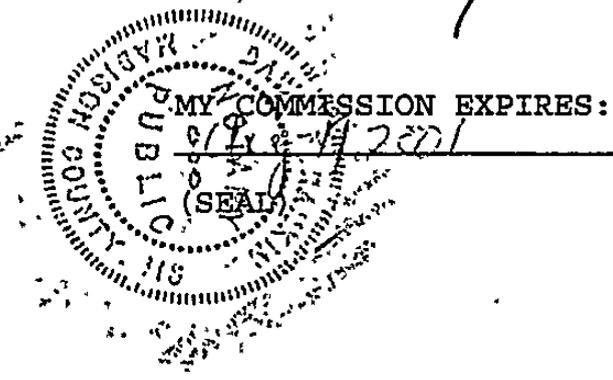
THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, DON A. MCGRAW, JR., one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Everett Barnes, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Everett Barnes, signed, published and declared said instrument as her Last Will and Testament on the 5th day of April, 1996, the day and date of said instrument, in the presence of this affiant and AVA PAULA FERACI, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, DON A. MCGRAW, JR., the Affiant and AVA PAULA FERACI, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request

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

Don A. McGraw, Jr.
Don A. McGraw, Jr.

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 9th day of February, 1998.

Don A. Lantz
NOTARY PUBLIC



MY COMMISSION EXPIRES: 2/19/2001



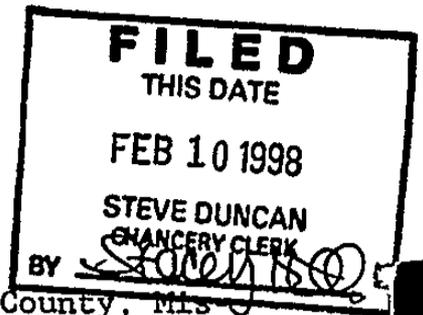
STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of February, 1998, at 9:15 o'clock A.M., and was duly recorded on the 10th day of February, 1998, Book No. 30, Page 496.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Fuzzi* D.C.

LAST WILL AND TESTAMENT
OF
BERNICE W. CRAWFORD



I, BERNICE W. CRAWFORD, of Flora, Madison County, Mississippi, being of the age of eighteen years and over and of sound and disposing mind and memory, do make, declare and publish this to be my Last Will and Testament, revoking all previous wills and codicils.

I.

I name, constitute and appoint A. E. Crawford, my husband, as Executor of this my Last Will and Testament and direct that he be not required to give bond or make any formal appraisal, inventory or accounting to any Court other than the probate of this my Last Will and Testament. Should my said husband, A. E. Crawford, predecease me or refuse or be unable to serve as Executor hereunder, I name, constitute and appoint my daughter, Bonnie C. Hollingsworth, as Executrix, also without bond, and also waiving the necessity of appraisal, inventory or accounting.

II.

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

III.

I will, devise and bequeath all of my estate, real, personal or mixed, of whatsoever nature and kind and wheresoever located, unto my husband, A. E. Crawford, if he shall survive me.

IV.

In the event that my said husband, A. E. Crawford, should predecease me, then in such event I will, devise and bequeath all of my estate as follows, to-wit:

- (a) Unto Almus Eugene Crawford, Jr., my son, the 12 gauge Remington shotgun which belonged to his grandfather, E. S. Crawford;

Last Will and Testament of Bernice W. Crawford - Page 2.

- (b) Unto Walt Shepherd, my grandson, my 12 gauge automatic shotgun;
- (c) Unto Clarence Spencer Crawford, my son, my pistol;
- (d) Unto Clarence Spencer Crawford and Almus Eugene Crawford, Jr., all of my right, title and interest in the Crawford Home Place, along with my one-third (1/3rd) interest in the shop and an undivided one-fourth (1/4th) interest in the McCray Place;
- (e) Unto Bonnie C. Hollingsworth and Melanie C. Nance the Ordinance Plant Place and an undivided one-fourth (1/4th) interest in the McCray Place;
- (f) Unto Wanda C. Shepherd an undivided one-half (1/2) interest in the McCray Place; and
- (g) All of the rest, residue and remainder of my estate, real, personal and mixed, of whatsoever nature and wheresoever located, I will, devise and bequeath unto my children, Bonnie C. Hollingsworth, Wanda C. Shepherd, Almus Eugene Crawford, Jr., Clarence Spencer Crawford and Melanie C. Nance, in equal shares, share and share alike.

V.

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

IN WITNESS WHEREOF, I have executed this Last Will and Testament on this the 23rd day of April, 1992, in the presence of

Last Will and Testament of Bernice W. Crawford - Page 3.

the undersigned attesting and credible witnesses who, at my request and in my presence, and in the presence of each other, have witnessed my signature hereto,

Bernice W. Crawford
Bernice W. Crawford

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

Do R. Faucher, Jr.

Elaine R. Faucher

WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of Feb, 1998 at 1:00 o'clock P.M., and was duly recorded on the FEB '10 1998, Book No. 30, Page 498.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.