

FILED

FEB 10 1998

FIRST CODICIL
TO
LAST WILL AND TESTAMENT
OF
BERNICE W. CRAWFORD

AT 1:00 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
By: *Karen Jupp D.C.*

KNOW ALL MEN BY THESE PRESENTS, that I, BERNICE W. CRAWFORD, a resident of Flora, Madison County, Mississippi, being above the age of eighteen (18) years, and of sound and disposing mind and memory, do hereby make, publish and declare this to be the first Codicil to my Last Will and Testament heretofore executed by me and bearing as date the 23rd day of April, 1992.

ITEM I

I hereby delete from my aforesaid Last Will and Testament Paragraph I thereof, and substitute in lieu thereof the following:

"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 predecease me or refuse or be unable to serve as Executor hereunder, I name, constitute and appoint my daughter, Bonnie C. Hollingsworth, and my son, Clarence Spencer Crawford, as Co-Executors, also without bond, and also waiving the necessity of appraisal, inventory and/or accounting. Should either my said daughter or son predecease me or refuse or be unable to serve as Co-Executor hereunder, I name, constitute and appoint the survivor of them as Executrix or Executor, as the case may be, also without bond, and also waiving the necessity of appraisal, inventory and/or accounting."

ITEM II

I do hereby ratify and confirm all and singular the provisions of my said Last Will and Testament dated April 23, 1992, in every respect, except as changed and modified by this my Codicil thereto.

WITNESS MY SIGNATURE in the presence of the undersigned credible and attesting witnesses, who have each signed as such at my special instance and request, in my presence and in the presence

First Codicil to Last Will and Testament of Bernice W. Crawford Page 2

of each other, all upon this the 12 day of ~~June~~ July, 1995.

Bernice W. Crawford
Bernice W. Crawford

Signed, published and declared by the Testatrix, BERNICE W. CRAWFORD, on the date shown above, as and for the first Codicil to 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.

Sarah L. Simpson

Dale D. Martini

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 501.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.

My Will

Pg. 1

FILED

THIS DATE

FEB 17 1998

STEVE DUNCAN
CHANCERY CLERK

BY

Sally [Signature]

I hereby appoint ~~Hobson B. McShee, Jr.~~ and Hobson B. McShee III administrators, without bond, of this will. I would like the following to receive these amounts, in cash, from my estate.

Caroline M. Allen	\$ 1,000.00
Hobson B. McShee, III	1,000.00
Kirk McShee	1,000.00
Michael McShee	1,000.00
Susan M. Wiersch	1,000.00
Louise P. Benft	1,000.00
Derward Phippe, III	1,000.00
Elizabeth P. Sarborne	1,000.00
Barbara Newlon	1,000.00
William Phippe	1,000.00
Lillian Phippe	1,000.00
	<hr/>
	11,000.00

Pg. 2

Misc. Bequests

I give my shoes to
 Caroline Moore. she wears
 my size.

I give my clothes
 to Barbara Westerman,
 if she wishes them.

My diamond ring (cluster)
 I leave to Elizabeth
 Phipps Sanborne because
 she did not receive
 anything from my
 sister, Louise.

My other diamond
 leave I leave to Barbara
 Newlon (Three diamonds)
 My diamond crown I
 leave to Caroline Mersch
 named for my only
 god-child Caroline Allen.

To Tena Dodson I leave
 2 chairs, my chair.

and wing chair
 living room. victorian
 frame in living room

Everything else, Money
 possessions etc. I leave
 to Bethie Payne Mc Gee
 and Mac Mc Gee
 to be divided equally.
 Bethie Payne thank you
 for being you, Mac
 thank you for a
 job well done. I love
 both of you very much.
 I figure you for being
 a cranky old woman.
 I did the best I knew
 to do.

Love, your niece,
 Tuckie
 Luvvie
 Barkendale
 Auntie



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17 day
 of Feb, 1998, at 8:50 o'clock A.M., and was duly recorded
 on the FEB 17 1998, Book No. 30, Page 503.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF SUSAN CRAFT BARKSDALE, DECEASED

NO. 98-103

AFFIDAVIT TO HOLOGRAPHIC WILL

STATE OF MISSISSIPPI
COUNTY OF HINDS

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named LOUIS G. FULLER, who being by me first duly sworn according to law, deposes and says as follows, to-wit:

1. That affiant is familiar with the handwriting and signature of the decedent, Susan Craft Barksdale; that the attached Last Will and Testament of Susan Craft Barksdale is authentic and is wholly written in the handwriting of the testator; that the signature subscribed thereto is the genuine signature of the said Susan Craft Barksdale, and that said handwriting and signature were made and done by the said Susan Craft Barksdale.
2. That at the time of making the said Last Will and Testament, the said Susan Craft Barksdale was of sound and disposing mind and memory, and well above the age of eighteen (18) years.
3. That affiant is in no wise interested in the Estate of Susan Craft Barksdale, deceased.

FURTHER AFFIANT SAYETH NOT

Louis G. Fuller
LOUIS G. FULLER

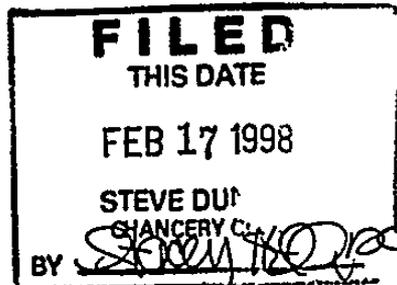
SWORN TO AND SUBSCRIBED before me, this 4th day of February, 1998.



Virginia Owens
NOTARY PUBLIC

My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires: August 4, 2001
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 17 day of Feb, 1998, at 8:50 o'clock A M., and was duly recorded on the FEB 17 1998, Book No. 30, Page 506.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF SUSAN CRAFT BARKSDALE, DECEASED

NO. 98-103

AFFIDAVIT TO HOLOGRAPHIC WILL

STATE OF MISSISSIPPI
COUNTY OF HINDS

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named CARRIE SHELBY who being by me first duly sworn according to law, deposes and says as follows, to-wit:

- 3. That affiant is familiar with the handwriting and signature of the decedent, Susan Craft Barksdale; that the attached Last Will and Testament of Susan Craft Barksdale is authentic and is wholly written in the handwriting of the testator; that the signature subscribed thereto is the genuine signature of the said Susan Craft Barksdale, and that said handwriting and signature were made and done by the said Susan Craft Barksdale.
- 4. That at the time of making the said Last Will and Testament, the said Susan Craft Barksdale was of sound and disposing mind and memory, and well above the age of eighteen (18) years.
- 3. That affiant is in no wise interested in the Estate of Susan Craft Barksdale, deceased.

FURTHER AFFIANT SAYETH NOT

Carrie Shelby
CARRIE SHELBY

SWORN TO AND SUBSCRIBED before me, this 9th day of January, 1998.

Morris J. Shaw
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON:

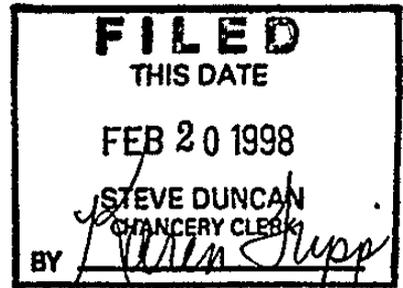
I certify that the within instrument was filed for record in my office this 17 day of Feb, 1998, at 8:50 o'clock A.M., and was duly recorded on the FEB 17 1998, Book No. 30, Page 507.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

LAST WILL AND TESTAMENT
OF
THOMAS J. FLEMING, JR.



#98097

I, THOMAS J. FLEMING, JR., 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 do hereby revoke any and all wills and codicils heretofore made by me.

ARTICLE I
APPOINTMENT OF EXECUTRIX

I do hereby appoint my wife, FRANCES L. FLEMING, as Executrix of this my Last Will and Testament. In the event my wife shall predecease me or be unwilling or unable to act in such capacity, then, in that event, I hereby appoint my children, THOMAS J. FLEMING, III, and MARILYNN DENISE MOORE, as successor Co-Executors of this my Last Will and Testament. Said successor Co-Executors shall have the same rights and discretions as my original Executrix. I hereby waive the necessity of said Executrix or successor Co-Executors entering into bond, inventory and accounting as such Executrix or successor Co-Executors, and I waive the necessity of a formal appraisement being made of my estate. I hereby expressly give and grant unto said Executrix or successor Co-Executors all the rights, powers and discretion hereinafter given to the Co-Trustees in Article VII, Powers of Co-Trustees.

ARTICLE II
PAYMENT OF DEBTS, EXPENSES & TAXES

I hereby direct my Executrix or successor Co-Executors to pay my funeral expenses and all of my just debts which may be timely probated, registered and allowed against my estate, and expenses of administration of my estate out of my residuary estate; provided, however, that if my Executrix or successor Co-Executors in her or their sole discretion shall elect to claim estate administration expenses as a deduction for income tax purposes rather than estate

tax purposes, such administration expenses shall be charged against any remaining available credit equivalent bequest disposed of by Article IV, Family Trust, after first satisfying in full any estate taxes which are directed to be paid therefrom. I direct my Executrix or successor Co-Executors to pay out of Article IV, Family Trust, 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 III
BEQUEST OF PERSONAL PROPERTY AND HOUSEHOLD EFFECTS

I give and bequeath to my beloved wife, FRANCES L. FLEMING, if she be living at the time of my death, all of my corporeal, tangible personal property and household effects; and if she shall not survive me, I give and bequeath all of said property to my children, share and share alike, or if either or both of my children should predecease me, then to the issue of such child or children, per stirpes.

ARTICLE IV
FAMILY TRUST

I give, devise and bequeath to THOMAS J. FLEMING, III, and MARILYNN DENISE MOORE, as Co-Trustees, property 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 by reason of no other credit, and after taking account of dispositions under previous Articles of this will and property passing outside of this Will which do not qualify for the marital or charitable deduction and after taking account of charges to principal that are not

allowed as deductions in computing my federal estate tax. My Executrix shall select and distribute to the Co-Trustees the cash, securities and other property, including real estate and interests therein, which shall constitute this trust, employing for this purpose values current at the time or times of distribution. I recognize that the sum so disposed of by this Article may be affected by the action of my Executrix in exercising certain tax elections. The Co-Trustees shall hold said property for the following uses and purposes and upon the following terms and conditions:

A. Income.

Said Co-Trustees shall pay to my said wife, FRANCES L. FLEMING, during her lifetime, all of the income of the trust in periodic installments, the frequency of such payments to be determined by the Co-Trustees, except that in no event shall such payments be made less frequently than quarterly.

B. Principal.

The Co-Trustees shall also be authorized to pay out of the principal of this trust such amounts as my Co-Trustees may deem necessary or proper in their sole judgment to provide for the proper support, education, medical care, maintenance and reasonable comfort of my wife.

C. Termination.

Upon the death of my said wife, the entire remaining corpus and all accrued income of this trust shall be paid over, delivered and conveyed as follows:

1. To my daughter, MARILYNN DENISE MOORE, the real property located in Madison County, Mississippi, and more specifically described as follows:

Lot Eight (8) of Lake Lorman, Part 1, a subdivision according to the map or plat thereof which is on file and of record in the office of the Chancery Clerk of Madison County, Mississippi, reference to which is hereby made in aid of and as a part of this description.

If my daughter is not living, then the said real property shall be paid over, delivered and conveyed to her children, equally. If the

said real property is sold during the term of the administration of this trust for the benefit of my wife, then the sole proceeds shall be earmarked and not commingled with other trust assets. The remaining balance of such sale proceeds shall be paid over to my daughter, MARILYNN DENISE MOORE, if living, and if not living, then to her children, equally.

2. After first making the hereinabove distribution, then to my children, THOMAS J. FLEMING, III, and MARILYNN DENISE MOORE, equally, or their issue, per stirpes, the remaining corpus and accrued income. If either child of mine should not be living and there be no surviving issue of such child, then that deceased child's share of corpus and income shall be paid over, delivered and conveyed to my other child or his or her issue, equally.

ARTICLE V
RESIDUARY ESTATE

A. Primary Disposition.

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 wife, FRANCES L. FLEMING, free and clear of any trust.

B. Secondary Disposition.

If my wife predeceases me, I devise and bequeath all of the rest and residue of the property comprising my estate, of whatsoever kind or character and wheresoever situated, as follows:

1. To my daughter, MARILYNN DENISE MOORE, the real property located in Madison County, Mississippi, and more specifically described as follows:

Lot Eight (8) of Lake Lorman, Part 1, a subdivision according to the map or plat thereof which is on file and of record in the office of the Chancery Clerk of Madison County, Mississippi, reference to which is hereby made in aid of and as a part of this description.

If my daughter is not living, then the said real property shall be paid over, delivered and conveyed to her children, equally. If the said real property is sold during my lifetime, then a cash amount

equal to the sales price or sales proceeds received shall be paid over to my daughter, MARILYNN DENISE MOORE, if living, and if not living, then to her children, equally.

2. After first making the hereinabove distribution, then to my children, THOMAS J. FLEMING, III, and MARILYNN DENISE MOORE, equally, or their issue, per stirpes, the balance of my residuary estate. If either child of mine should not be living and there be no surviving issue of such child, then that deceased child's share of my said residuary estate shall be paid over, delivered and conveyed to my other child or his or her issue, equally.

ARTICLE VI
DISTRIBUTION TO MINORS

In making distributions to beneficiaries from any trust created under this Will, and especially where the beneficiaries are minors or incapable of transacting business due to illness, the Co-Trustees, in the Co-Trustees' discretion, may make payments either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, or (d) by applying the payments for the benefit of the beneficiary by paying expenses directly. In any event, the Co-Trustees shall require such reports and take such steps as the Co-Trustees deem necessary to assure and enforce the application of such payments for the exclusive benefit of the beneficiary.

If at any time in following the directions of this Will the Co-Trustees are required to distribute all or any part of the principal of a trust created herein outright to a person who is a minor, the Co-Trustees are directed to continue to hold the share of the minor in trust for that minor's benefit until the minor attains age twenty-one (21). Until distribution is made, the Co-Trustees are directed to expend such part of the income and/or principal of the share belonging to that minor as the Co-Trustees,

in the Co-Trustees' discretion, deem necessary to provide for the proper support, education, medical care and maintenance of the minor.

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

ARTICLE VII
POWERS OF CO-TRUSTEES

The Co-Trustees shall have full power and authority to invest and reinvest the principal of the trust in such manner and upon such terms and conditions as the Co-Trustees may see fit, and with express authority to invest funds in a common trust fund established by the Co-Trustees pursuant to the Uniform Common Trust Fund Act of Mississippi, or proprietary mutual fund; to sell, exchange, pledge, mortgage, hypothecate or otherwise dispose of any property, real or personal, originally or subsequently acquired; to retain and hold in unchanged form any property, real or personal, coming into their hands; to rent or lease any of the properties embraced within the trust, upon such terms and conditions as the Co-Trustees deem advisable; to make all determinations respecting division, allotments and distributions of income and principal to the beneficiaries; to pay taxes of every kind existing against the trust property; to hold investments in the name of a nominee; and to do all other acts which, in the judgment of the Co-Trustees, may be necessary or appropriate for the proper and advantageous management, investment and distribution of the trust estate to the same extent as though they were the sole owners of the trust property. In addition, the Co-Trustees shall have all of the

powers granted by the "Uniform Trustees' Powers Law", being Sections 91-9-101 through 91-9-119 of the Mississippi Code of 1972 as now enacted or hereafter amended, reference to which statute is hereby made for all purposes.

ARTICLE VIII
: GENERAL PROVISIONS

The trusts hereinbefore created are private trusts, and the Co-Trustees shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Co-Trustees are hereby authorized to receive and retain for their services in administering the trusts reasonable fees and compensation in accordance with that which is customarily and generally charged for performing trust services of the nature involved in said trusts. The income of the trusts herein created shall accrue from the date of my death, and during the period of the administering of my estate, and until the trusts are established, I hereby authorize my Executrix or successor Co-Executors, in her or their sole discretion, to pay at least annually out of my general estate to my wife, as beneficiary of said trusts, as advanced payment of income, such sums as in its judgment equal the income which my said wife would receive from said trusts had the same been established. The Co-Trustees shall not be required to enter into any bond as Co-Trustees, nor shall they be required to return to any court any periodic formal accounting of their administration of the trusts, but the Co-Trustees shall render annual accounts to my said wife. No person paying money or delivering property to the Co-Trustees shall be required to see to its application. Neither the principal nor the income of any trust funds created herein, 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, or in any manner to anticipate or dispose of his or her interest in the trust funds, or any part of

same, or the income produced from said fund or any part of same. The Co-Trustees in all of the trusts hereinbefore created may resign at any time by giving written notice to the beneficiaries entitled to participate in the trusts at the time of said resignation, specifying in said notice the effective date of such resignation. A successor Trustee may be appointed on petition of the beneficiaries by the Chancery Clerk of Madison County, Mississippi, and the successor Trustee shall have the same title, powers and discretion herein given the original Co-Trustees, provided that the life beneficiary cannot appoint herself as replacement Trustee.

ARTICLE IX
COMMON DISASTER

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

ARTICLE X
STATEMENT OF INTENT

Although it is my intent to achieve equality of distribution between my children, I recognize and acknowledge that some disparity may result because of the specific devises of certain real estate my wife and I have made under our respective Last Wills and Testaments to each child. It is my further direction that, if in the administration of the trust created under this Last Will and Testament for the benefit of my wife, it becomes necessary for the Co-Trustees or any successor Trustee to invade the principal of this trust to the extent the specific devise of the real property located in Madison County, Mississippi, and more specifically described hereinabove, must be consumed, the Co-Trustees or successor Trustee shall require that the assets owned by my wife individually and not a part of the corpus of the trust herein shall first be exhausted. It is, however, not my intent that the Warren

County real property (or its cash equivalent, if sold) which is owned by my wife individually be consumed for purposes of providing for her needs.

In the event all other assets are consumed except the real property in Madison County held in my trust and the Warren County real property belonging to my wife individually, it is my wish that said two remaining assets be consumed proportionally for the care of my wife.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 3 day of JAN, 1994.

Thomas J. Fleming, Jr.
THOMAS J. FLEMING, JR.

Robert E. Weirford)
Betty Corning)

WITNESSES

This instrument was, on the day and year shown above, signed, published and declared by THOMAS J. FLEMING, JR., 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:

ADDRESSES:

Robert E. Weirford
Betty Corning

537 Trustmark Bldg
Jackson, Ms. 39201
537 Trustmark Bldg
Jackson, Ms 39201



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of February, 1998, at 9.00 o'clock A.M., and was duly recorded on the 20th day of February, 1998, Book No. 30, Page 508.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

PROOF OF WILL

STATE OF MISSISSIPPI

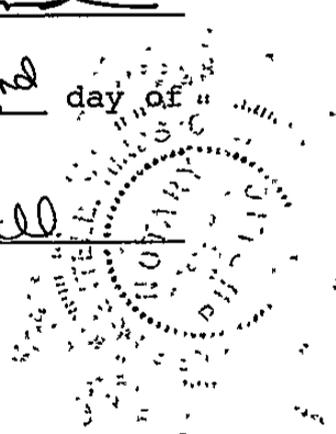
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Robert E. Williford, who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Thomas J. Fleming, Jr., and that the said Thomas J. Fleming, Jr., signed, published and declared said instrument to be his Last Will and Testament on the 3rd day of January, 1994, in the presence of this affiant and Betty Carwyle, the other subscribing witness to said instrument; and said testator was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Betty Carwyle subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testator, and in the presence of each other.

Robert E. Williford
ROBERT E. WILLIFORD

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 3rd day of January, 1994.

Kathleen Dentell
NOTARY PUBLIC



My commission expires:
My Commission Expires April 24, 1994

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of February, 1998, at 9:00 o'clock A. M., and was duly recorded on the 20th day of February, 1998, Book No. 30, Page 517.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

PROOF OF WILL

STATE OF MISSISSIPPI

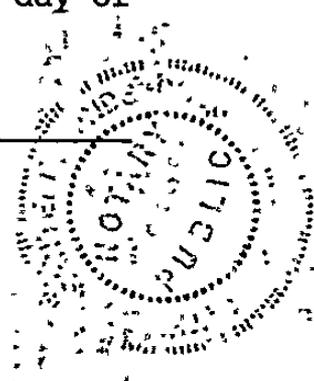
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Betty Carwyle, who by me being first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Thomas J. Fleming, Jr., and that the said Thomas J. Fleming, Jr., signed, published and declared said instrument to be his Last Will and Testament on the 3rd day of January, 1994, in the presence of this affiant and Robert E. Williford, the other subscribing witness to said instrument; and said testator was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Robert E. Williford subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testator, and in the presence of each other.

Betty Carwyle
BETTY CARWYLE

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 3rd day of January, 1994.

Kathleen Santell
NOTARY PUBLIC



My commission expires:

My Commission Expires April 24, 1994

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of February, 1998, at 9:00 o'clock A. M., and was duly recorded on the 20th day of February, 1998, Book No. JJ, Page 518.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

Last Will and Testament

MADISON COUNTY, MS

FILED

FEB 20 1998

AT 1:15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By: *Steve Duncan*

OF

ANN KRUEGER DITTO

I, Ann Krueger Ditto, an adult resident citizen of the City of Ridgeland, 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 do hereby revoke any and all other Wills and Codicils heretofore made by me.

ITEM I.

I hereby nominate, appoint and designate my son, John Kane Ditto, presently of Jackson, Hinds County, Mississippi, as Executor of this my Last Will and Testament; or if my son shall predecease me or be unable or unwilling to serve in said capacity, then I nominate and appoint my daughter, Joan D. Berryman of Athens, Georgia, as Executrix of this my Last Will and Testament. I do hereby waive the necessity of my Executor entering into any bond as such, and I waive the necessity of any accountings, inventory or formal appraisal of my estate. I do hereby grant my Executor all the powers set forth in Sections 91-9-101 to 91-9-119 of the Mississippi Code of 1972, as amended, and any others that may be granted by law. I hereby grant my Executor the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate, as freely as I might in 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 hereunder shall be required to inquire into the propriety of any of their actions.

The terms "Executor," "Executrix," and "Executors" as used in this Will or any Codicil hereto, and all references thereto through any type of pronoun, shall include any

Ann Krueger Ditto
ANN KRUEGER DITTO

person or persons, whether male or female, who may be serving hereunder at any time as a personal representative of my estate.

ITEM II.

I hereby direct that all of my funeral expenses and all of my just debts which may be probated, registered and allowed against my estate be paid as soon after my death as can be conveniently done out of the principal of my Residuary Estate.

In the event any property or interest in property passing under this Will, or by operation of law, or otherwise by reason of my death shall be encumbered by a mortgage or a lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not mandatorily be charged to or paid by my estate, but that my Executor shall have absolute discretion as to whether said indebtedness, either in whole or in part, shall be paid.

It is my intention, however, that nothing in this Item of my Will should be construed as creating an express Trust or fund for the payment of debts and expenses, which would in any way extend the normal statute of limitations for the payment of my debts or enlarge upon my statutory duty to pay debts.

ITEM III.

I direct that my Executor pay all estate, inheritance, succession and other taxes, together with any interest or penalty thereon, assessed by reason of my death and imposed by the government of the United States, or any state or territory thereof, or by any foreign government or political subdivision thereof, in respect of all property required to be included in my gross estate for estate or like tax purposes by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a power of appointment, without contribution by any recipient of any such property.

Ann Krueger Ditto
ANN KRUEGER DITTO

All estate, inheritance, succession and other taxes shall be apportioned among the beneficiaries hereunder in accordance with the provisions of the Uniform Estate Tax Apportionment Act (Sections 27-10-1 et. seq. of the Mississippi Code of 1972, as amended).

ITEM IV.

I give, bequeath and devise all of my personal possessions, clothes, furniture and jewelry to my daughter, Joan D. Berryman, if she survives me. In the event she does not survive me, I give, bequeath and devise all my personal effects as aforesaid to my son, John Kane Ditto, if he survives me.

ITEM V.

A. I give, bequeath and devise all stocks, bonds, and bank accounts of every kind, nature and description, and wherever located as follows: one-half to my daughter, Joan D. Berryman, and one-half to the children of my son, John Kane Ditto, in equal shares.

B. All the rest, residue and remainder of the property which I may own at the time of my death, real, personal and mixed, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, including all lapsed legacies and devises, I give, devise and bequeath as follows: one-half to my daughter, Joan D. Berryman, and one-half to the children of my son, John Kane Ditto, in equal shares.

C. For purposes of this Item of my Will, in the event my daughter, Joan D. Berryman, should predecease me leaving issue surviving, I give, bequeath and devise to such issue, in equal shares, the portion of my estate which would have been received by my deceased daughter had she survived me. In the event any of my children should predecease me, leaving no issue surviving, I give, bequeath and devise to my surviving child that portion of my estate which would have been received by my deceased child.

Ann Krueger Ditto
ANN KRUEGER DITTO

ITEM VI.

If any beneficiary should die simultaneously with me, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that said beneficiary shall be deemed to have predeceased me, and this Will and all of its provisions shall be construed upon that assumption.

ITEM VII.

This Last Will and Testament consists of four (4) typewritten pages, on each of which I have for greater security and identification signed my name thereto.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 28th day of May, 1995.

July

Ann Krueger Ditto
ANN KRUEGER DITTO

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

WITNESSES:

Laundra Davis

NAME

616 St. Augustine

ADDRESS

Madison, Ms. 39110

Ann Y. Bennett

NAME

821 W. Deepfield Dr.

ADDRESS

Canton, MS 39046

Chimz Lonnell

NAME

232 N. Main

ADDRESS

Mendenhall, ms 39114

Page 4 of 4



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of Feb, 1998 at 1:15 o'clock P.M., and was duly recorded on the FEB 20 1998, Book No. 30, Page 519.

STEVE DUNCAN, CHANCERY CLERK

BY: Jacoby H. Co D.C.

AFFIDAVIT OF SUBSCRIBING WITNESS

FILED

FEB 20 1998

STATE OF MISSISSIPPI

COUNTY OF Madison

AT 1:15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
By: Jarvis Hill

This day personally appeared before me, the undersigned authority in and for said county and state, Sandra Garvin, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of ANN KRUEGER DITTO, of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said ANN KRUEGER DITTO signed, published and declared said instrument as her Last Will and Testament on July 28, 1995, in the presence of this affiant and in the presence of China Donnell and Shawn Bennett the other subscribing witnesses, that said Testatrix was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that she and the said China Donnell and Shawn Bennett 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.

Sandra Garvin
Signature

SANDRA GARVIN
Print Name

616 St. Augustine
Address
Madison, Miss 39110

Sworn to and subscribed before me this, the 12th day of February, 1998.

Carol A. Hollett
NOTARY PUBLIC



My Commission Expires:
Notary Public State of Mississippi At Large
My Commission Expires: February 10, 1999
BONDED THRU HEIDEN-MARCHETTI, INC.

(Affix official seal)

240136.1/00000.00000



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of Feb, 1998, at 1:15 o'clock P M., and was duly recorded on the FEB 20 1998, Book No. 30, Page 523.

STEVE DUNCAN, CHANCERY CLERK

BY: Jarvis Hill D.C.

AFFIDAVIT OF SUBSCRIBING WITNESS

MADISON COUNTY, MS

FILED

FEB 20 1998

AT 1:15 O'CLOCK P.M.
STEVE DUNCAN, CHANCERY CLERK
By: Stacy Hill

STATE OF MISSISSIPPI

COUNTY OF Madison

This day personally appeared before me, the undersigned authority in and for said county and state, China Donnell, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of ANN KRUEGER DITTO, of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said ANN KRUEGER DITTO signed, published and declared said instrument as her Last Will and Testament on July 28, 1995, in the presence of this affiant and in the presence of Sandra Garvin and Shawn Bennett the other subscribing witnesses, that said Testatrix was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that she and the said Sandra Garvin and Shawn Bennett 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.

China Gayle Donnell
Signature

CHINA GAYLE DONNELL
Print Name

5011 Old Canton Road
Address
Jackson, MS. 39211

Sworn to and subscribed before me this, the 12 day of Feb., 1998.

Mary Ann Elliott
NOTARY PUBLIC



Notary Public State of Mississippi At Large
My Commission Expires 12/31/98
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 20th day of Feb, 1998, at 1:15 o'clock P.M., and was duly recorded on the FEB 20 1998, Book No. 30, Page 524.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.

ADISON COUNTY, MS.

Last Will and Testament FILED

FEB 24 1998

OF

OWEN WILBURN HINES

AT 8:55 O'CLOCK ^a M
STEVE DUNCAN, CHANCERY CLERK

By: *K. Gregory De*

I, OWEN WILBURN HINES, 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 daughter, Mary Hines Chunn, 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. I hereby direct that no bond be required of the Executrix 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 beloved wife, Inez Jordan Hines, all of my personal property, including, but not limited the balance of all checking accounts, savings accounts, certificates of deposit, all farming and other equipment, house furnishings, automobiles, wheresoever situated or howsoever situated or howsoever described that I may own at the time of my death.

III.

I hereby give, devise and bequeath unto my son, Lawrence Richard Hines, the following described real property, to-wit:

SW1/4 of SE1/4 Section 13, and five (5) acres off south end of SE1/4 of SW1/4 Section 13, Township 12 North, Range 5 East, Attala County, Mississippi.

IV.

I hereby give, devise and bequeath unto my son, Freddy Lamar Hines, the following described real property, to-wit:

NE1/4 of NW1/4 Section 24, Township 12 North, Range 5 East in Madison County, Mississippi, and five (5) acres off south end of SE1/4 of SW1/4 Section 13, Township 12 North, Range 5 East, Attala County, Mississippi.

V.

I hereby give, devise and bequeath unto my two (2) daughters, Mary Hines Chunn and Peggy Hines Jenkins, the eighty (80) acres located in Madison County, Mississippi, described as follows, to-wit:

N1/2 of NW1/4 of Section 22, Township 12 North, Range 5 East, Madison County, Mississippi.

IN WITNESS WHEREOF, I, OWEN WILBURN HINES, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 31st day of March, 1991, 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.

Owen Wilburn Hines
OWEN WILBURN HINES

WITNESSES:

Ray D. Cooper
George Hines

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of OWEN WILBURN HINES, do hereby certify that said instrument was signed in the presence of each of us, and that said OWEN WILBURN HINES, 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 OWEN WILBURN HINES, in his presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 31st day of March, 1991.

Henry D. Day
George Fox
WITNESSES

BOOK 0030 PAGE 527



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 24 day of February, 1998, at 8:55 o'clock A.M., and was duly recorded on the 24th day of February, 1998 Book No. 30, Page 325.

STEVE DUNCAN, CHANCERY CLERK

BY: M. Luckett D.C.

FILED

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FEB 24 1998

IN THE MATTER OF THE ESTATE
OF OWEN WILBURN HINES, DECEASED

AT 8:55 O'CLOCK ² M
STEVE DUNCAN, CHANCERY CLERK

by: K. [Signature]

CIVIL ACTION, FILE NO. 98-115

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, George Hovas, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Owen Wilburn Hines, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Owen Wilburn Hines, signed, published and declared said instrument as his Last Will and Testament on the 31st day of March, 1991, the day and date of said instrument, in the presence of this affiant and Perry Carr, 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, George Hovas, the Affiant and Perry Carr, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request

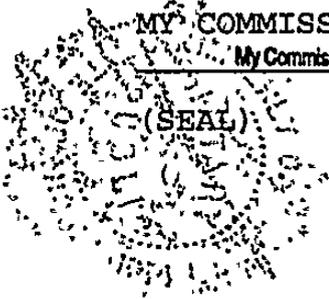
and in the presence of said testator and in the presence of each other.

George Hovas
George Hovas

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 10th day of February, 1998.

Kimberly C. Walker
NOTARY PUBLIC

MY COMMISSION EXPIRES:
My Commission Expires July 6, 1999



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 24 day of February, 1998, at 8:55 o'clock A M., and was duly recorded on the 24th day of February, 1998, Book No. 30, Page 528.



STEVE DUNCAN, CHANCERY CLERK

BY: M Ruckert D.C.

LAST WILL AND TESTAMENT

OF

MARY BROCK AINSWORTH

FILED THIS DATE MAR 02 1998 STEVE DUNCAN CHANCERY CLERK BY <i>Stacy [Signature]</i>
--

I, Mary Brock Ainsworth, being the age of eighteen (18) years and over, of sound and disposing mind and memory, a resident citizen of DeSoto County, Mississippi, do hereby make, publish and declare this my Last Will And Testament, revoking all previous wills by me heretofore made.

ITEM ONE: I do hereby will, devise and bequeath all the property which I die seized or possessed, of whatever kind or character, whether real or personal, to my husband, Kendall Roberts Ainsworth, with the understanding that any tangible gifts given to me by my sons, Anthony Todd Ainsworth, Ronald Edward Kennedy or Emry Clinton Kennedy shall be returned to them.

ITEM TWO: Should my said husband predecease me or should we die in a common disaster, I hereby will, devise and bequeath the entirety of my estate including liquid assets, real estate, and personal property to be divided equally between my three sons, Anthony Todd Ainsworth, Ronald Edward Kennedy and Emry Clinton Kennedy.

ITEM THREE: I hereby nominate, constitute and appoint my husband, Kendall Roberts Ainsworth, Executor of this my Last Will And Testament and waive the necessity of him making bond or accounting to any Court for the faithful performance of his duties as such. In the event he predeceases me or for any reason does not qualify as such Executor, then in the alternative, I hereby nominate, constitute and appoint my son, Ronald Edward Kennedy, Executor of this my Last Will And Testament, waiving the necessity of his making bond or accounting to any court for the faithful performance of his duties as such.

IN WITNESS WHEREOF, I have hereunto set my hand this the 19th day of January, 1993.

Mary Brock Ainsworth
MARY BROCK AINSWORTH

This instrument was on the day and date shown above signed, published and declared by Mary Brock Ainsworth to be her Last Will And Testament in our presence, and we, at her request, have hereunto subscribed our signatures in her presence and in the presence of each other.

WITNESS:

[Signature]
Julie Hill

ADDRESS:

Herwando, MS
Herwando, MS



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 2nd day of March, 1998, at 9:00 o'clock A.M., and was duly recorded on the MAR 2 1998, Book No. 30, Page 530.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF Madison COUNTY, MISSISSIPPI

IN RE: ESTATE OF MARY
BROCK AINSWORTH, DECEASED

NO.

98-093

<p>FILED THIS DATE MAR 02 1998 STEVE CUNGAN CHANCERY CLERK BY <i>[Signature]</i></p>

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF DESOTO

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

1. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of MARY BROCK AINSWORTH, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, which is dated the 19th day of January, 1993.

2. That on the 19th day of January, 1993, MARY BROCK AINSWORTH signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of JULIE HILL, the other subscribing witness to the instrument.

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

4. That this AFFIANT, together with JULIE HILL, subscribed and attested the instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of MARY BROCK AINSWORTH, and in the presence of each other.

[Signature]
PERCY LYNCHARD

Sworn to and subscribed before me, this 14th day of February, 1998:

[Signature]
NOTARY PUBLIC
[Signature]

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



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 2nd day of March, 1998 at 9:00 o'clock A.M., and was duly recorded on the MAR 2 1998, Book No. 30, Page 532

STEVE DUNCAN, CHANCERY CLERK

BY: *[Signature]* D.C.

LAST WILL AND TESTAMENT OF JOHN KENNEDY SIMPSON, JR.

I, John Kennedy Simpson, Jr., of the City of Canton, Madison County, Mississippi, being above the age of twenty-one (21) years, and being of sound and disposing mind and memory, do hereby make, publish and declare this instrument to be my Last Will and Testament and hereby revoke any will previously made by me.

1.

I hereby direct my Executrix to pay my funeral expenses and all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done. I direct my Executrix to pay out of my residuary estate all federal and state estate, inheritance or other taxes which may be assessed against my estate or against any beneficiary.

2.

I do hereby give, devise and bequeath all of my estate of every kind and nature and wheresoever situated to my Wife, Betty Gail Simpson, providing she shall survive me by thirty days.

3.

I appoint my Wife, Betty Gail Simpson, as the Executrix of this my Last Will and Testament. I likewise direct that no bond be required, and I waive a formal appraisal of my estate.

4.

In the event that both my wife and I should die in a common accident, or under such circumstances that it cannot be determined which of us is the survivor, or if my wife should die within thirty days of my death, I hereby declare that she shall be deemed to have survived me, and this will and all of its provisions shall be construed upon that assumption.

MADISON COUNTY, MS.

FILED

MAR 09 1998

AT 8:40 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

Page 1 of 2

JKS

J. Stanley

This will shall be construed and interpreted in accordance with the laws of the State of Mississippi, where same has been published and declared to be my Last Will and Testament.

IN WITNESS WHEREOF, I do hereby sign, publish and declare this as my Last Will and Testament, consisting of two initialed pages, including this page, in the presence of the persons witnessing it at my request, on this the 4th day of April, 1991,

John Kennedy Simpson Jr
JOHN KENNEDY SIMPSON, JR.

WE, each of the subscribing witnesses to the Last Will and Testament of John Kennedy Simpson, Jr., do hereby certify that said instrument was signed by him in our presence and in the presence of each of us, and that the said John Kennedy Simpson, Jr., declared the same to be his Last Will and Testament in the presence of each of us, and that we each signed as subscribing witnesses to said will at his request, in his presence, and in the presence of each other.

WITNESS OUR SIGNATURES, this the 4 day of APRIL, 1991,

Robert W. Mohr residing at 24 Smith Valley Dr, Canton, MS

J. A. Hand residing at 1454 Sunset Dr. Canton

James E Branch residing at 419 N Old Canton Rd Ca

Page 2 of 2 JCS



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 9th day of March, 1998 at 8:40 o'clock A.M., and was duly recorded on the MAR 9 1998, Book No. 30, Page 534.
STEVE DUNCAN, CHANCERY CLERK BY: Stacey Hill D.C.

FILED

BOOK 0030 PAGE 536

MAR 09 1998

AT 8:40 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERKBy: *Steve Duncan*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF JOHN KENNEDY SIMPSON, DECEASEDCIVIL ACTION FILE NO. 98-141PROOF OF WILLSTATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, ROBERT W. MOHON, JR., one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of John Kennedy Simpson, Jr., who, being duly sworn, deposed and said that the said John Kennedy Simpson, Jr. signed, published and declared said instrument as his Last Will and Testament on the 4th day of April, 1991, the day of the date of said instrument, in the presence of this deponent, and in the presence of J. S. Hand and James E. Branch, the other subscribing witnesses, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and this deponent and J. S. Hand and James E. Branch 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 the said Testator and in the presence of

each other, on the day and year of the date of said instrument.

Robert W. Mohon, Jr.
ROBERT W. MOHON, JR.

SWORN TO AND SUBSCRIBED before me this 5th day of
March, 1998.

Betty E. Corn
Notary Public



My Commission Expires:
3-27-1998

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day
of March, 1998, at 8:40 o'clock A.M., and was duly recorded
on the MAR 9 1998, Book No. 30, Page 536.



STEVE DUNCAN, CHANCERY CLERK

BY: Steve H. Hill D.C.

FILED

MAR 09 1998

AT 8:40 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By *[Signature]*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF JOHN KENNEDY SIMPSON, DECEASED

CIVIL ACTION FILE NO. 98-141

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

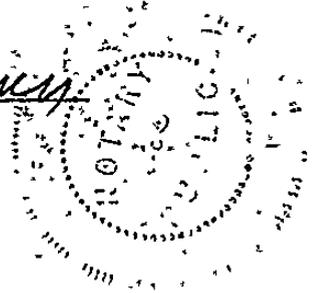
PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, JAMES E. BRANCH, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of John Kennedy Simpson, Jr., who, being duly sworn, deposed and said that the said John Kennedy Simpson, Jr. signed, published and declared said instrument as his Last Will and Testament on the 4th day of April, 1991, the day of the date of said instrument, in the presence of this deponent, and in the presence of Robert W. Mohon, Jr. and J. S. Hand, the other subscribing witnesses, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and this deponent and Robert W. Mohon, Jr. and J. S. Hand 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 the said Testator and in the presence of each other, on the day and year of the date of said instrument.

James E Branch
JAMES E. BRANCH

SWORN TO AND SUBSCRIBED before me this 31 day of October, 1997.

Bertley E. Conner
Notary Public



My Commission Expires:
3-27-1998



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of March, 1998, at 8:40 o'clock A.M., and was duly recorded on the MAR 9 1998, Book No. 30, Page 538.

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

FILED

MAR 09 1998

AT 8:40 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

BOOK 0030 PAGE 540

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF JOHN KENNEDY SIMPSON, DECEASEDCIVIL ACTION FILE NO. 98-141PROOF OF WILLSTATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, J. S. HAND, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of John Kennedy Simpson, Jr., who, being duly sworn, deposed and said that the said John Kennedy Simpson, Jr. signed, published and declared said instrument as his Last Will and Testament on the 4th day of April, 1991, the day of the date of said instrument, in the presence of this deponent, and in the presence of Robert W. Mohon, Jr. and James E. Branch, the other subscribing witnesses, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and this deponent and Robert W. Mohon, Jr. and James E. Branch 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 the said Testator and in

the presence of each other, on the day and year of the date of said instrument.

J. A. Hand
U. S. HAND

SWORN TO AND SUBSCRIBED before me this 31 day of October, 1997.

Debbie E. Lewis
Notary Public



My Commission Expires:
3-27-1998

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of March, 1998, at 8:40 o'clock A.M., and was duly recorded on the MAR 9 1998, Book No. 30, Page 540.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

#98-157

BOOK 0030 PAGE 542

<p>FILED THIS DATE</p> <p>MAR 10 1998</p> <p>STEVE DUNCAN CHANCERY CLERK</p> <p>BY: <i>[Signature]</i></p>
--

LAST WILL AND TESTAMENT

OF

ROBERT H. JURGENS

OF

RIDGELAND, MISSISSIPPI

I, ROBERT H. JURGENS, of the City of Ridgeland, County of Madison, and State of Mississippi, being over the age of twenty-one years and of sound and disposing mind and memory, do make, publish and declare this to be my last Will and Testament, revoking any and all Wills and codicils by me at any time heretofore made.

ITEM I.

I direct the payment of all my just debts and funeral expenses as soon as practicable and convenient after my death.

ITEM II.

I devise to each of my daughters, KAREN JURGENS KNIGHT, LISA ANN JURGENS and GAYLE JURGENS McMURTREY, the lots of real property labeled with her respective name on the survey of Dewey Knight dated March 3, 1993, a copy of which is attached to this Will as Exhibit "A."

Robert H Jurgens

 ROBERT H. JURGENS

ITEM III.--

All and singular, the rest and residue of my estate, and property and effects of whatever kind, nature or description, real, personal or mixed, and including property and wherever situated, remaining after deductions required by Item I and the property devised by Item II, I give, devise and bequeath absolutely and in fee simple to my daughters, KAREN JURGENS KNIGHT, LISA ANN JURGENS and GAYLE JURGENS McMURTREY, equally, share and share alike. In the event any such daughter or daughters predeceases me, the heirs and representatives of such deceased daughter or daughters shall take per stirpes and share only in the portion the daughter would have received had she lived.

ITEM IV.

I appoint my daughter GAYLE JURGENS McMURTREY Executrix of my Will, but if GAYLE JURGENS McMURTREY is unwilling or unable to serve as Executrix, or having assumed to act dies or resigns, then I appoint KAREN JURGENS KNIGHT, of Ridgeland, Mississippi, as substitute or successor Executor.

ITEM V.

I direct that no bond or surety or security be required of my Executrix or any substitute or successor Executor and insofar as may be legally permissible, I waive any inventories, appraisals and accountings to any Court.

ITEM VI.

I give said Executrix and successor and substitute Executor the fullest power and authority in all matters and questions to do and perform all acts which I might or could do if

Robert H. Jurgens
ROBERT H. JURGENS

living, including, without limitation, complete power and authority to sell (at public or private sale, for cash or credit, with or without security), mortgage, lease, exchange, and dispose of all property, real and personal, at such times and upon such terms and conditions as she or he may determine, all without court order or bond.

IN WITNESS WHEREOF, I sign, seal, publish and declare this as my Last Will and Testament, in the presence of the persons witnessing it at my request, this the 28 day of Feb, ¹⁹⁹⁵ 1993.

Robert H Jurgens
ROBERT H. JURGENS, TESTATOR

SIGNED, SEALED, PUBLISHED AND DECLARED by the TESTATOR, ROBERT H. JURGENS, as and for his Last Will and Testament, in our presence, and we, the undersigned, at his request, in his presence and in the presence of each other, have hereunto set out our names as witnesses after the Testator himself has signed and in his presence.

Sil H. [Signature]
(Witness)

171 Chapel Hill Rd
STREET ADDRESS

Flora Md. 39071
CITY, STATE, ZIP

Robert H Jurgens
ROBERT H. JURGENS

Quanece Jones
(Witness)

215 E Jackson St.
STREET-ADDRESS

Ridgeland Ms 39157
CITY, STATE, ZIP

P04-1005 E21

Page 4 of My Will

Robert H. Jurgens
ROBERT H. JURGENS



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of March, 1998, at 11:00 o'clock A M., and was duly recorded on the MAR 10 1998, Book No. 30, Page 542.

STEVE DUNCAN, CHANCERY CLERK

BY: Jacey Hill D.C.

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Sid Hawthorn and Janiece Jones, who after being duly sworn, on oath stated as follows:

The above and foregoing Last Will and Testament of ROBERT H. JURGENS, herein referred to as "Testator", dated the 28 day of Feb, ¹⁹⁹⁵~~1993~~, was exhibited by the said Testator to affiants as Testator's Last Will and Testament, and was signed by Testator on said date in the presence of affiants, declaring the same to be the Last Will and Testament of the Testator, and at the Testator's request and in the Testator's presence and in the presence of each other, the affiants signed the same as witnesses.

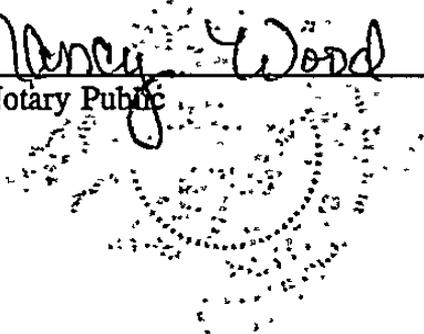
That the Testator was on the 28 day of Feb, ¹⁹⁹⁵~~1993~~, of sound and disposing mind and memory and was over the age of twenty-one years.

Sid Hawthorn
Janiece Jones

SWORN TO AND SUBSCRIBED before me, this the 28 day of Feb, ¹⁹⁹⁵~~1993~~.

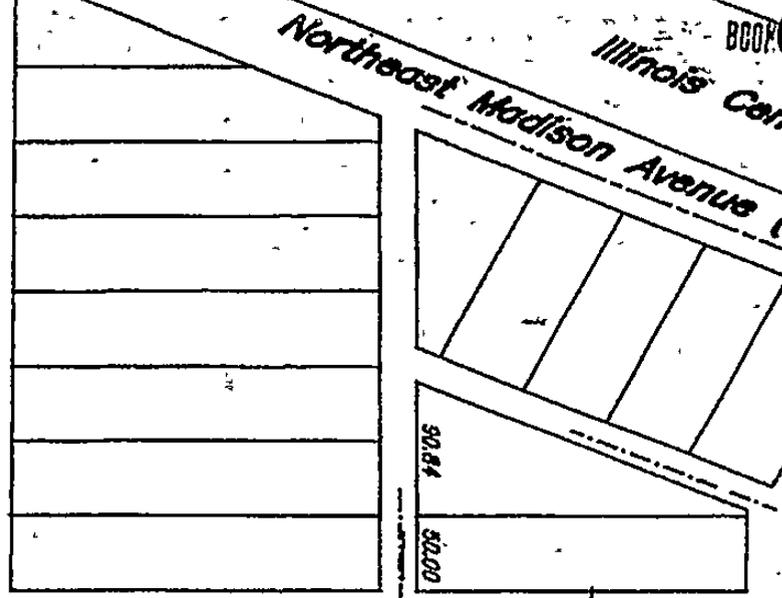
Nancy Wood
Notary Public

My Commission Expires:
My Commission Expires August 26, 1998



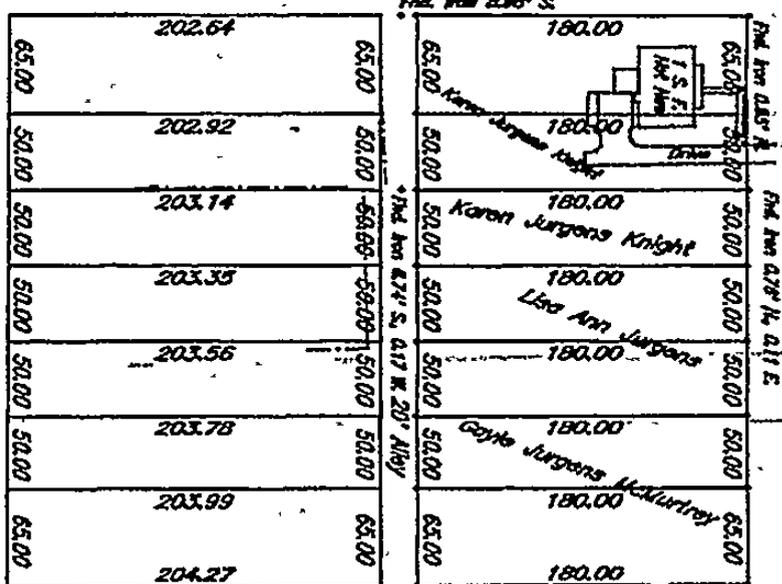
NOTE:
Set-Back Line on all Corners
Lots 1 - 5, Block 87
Highland Colony

Illinois Central Gulf Railroad
Northeast Madison Avenue (Railroad Avenue)



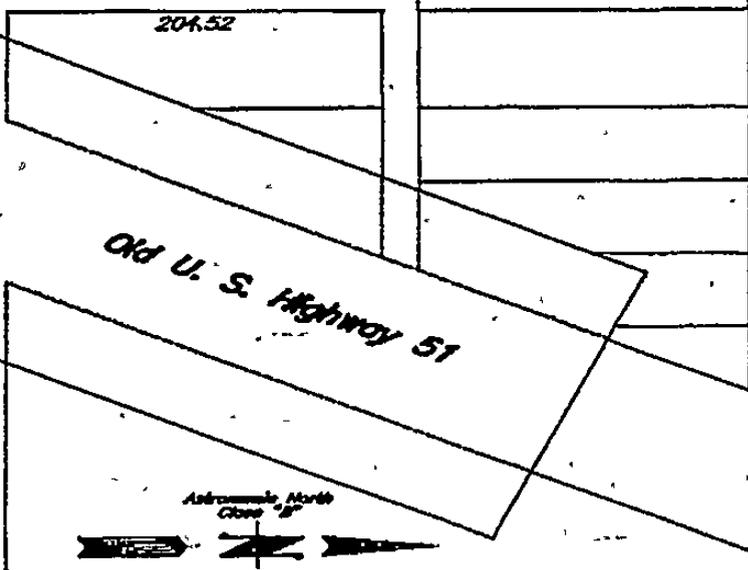
Moffett Street (Not Developed)

Jackson Street



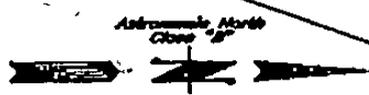
Porter Street

Cherry Street (Closed)



LEGEND:
Denotes iron pin or marker found or set
Existing Fence

Survey 12124
Professional Land Surveyor
440 Cedar Street, Suite 212
Madison, MS 39202
601-372-3888
Scale: 1" = 100' March 5, 1993



Robert H. Jurgens

ROBERT H. JURGENS

EXHIBIT "A"

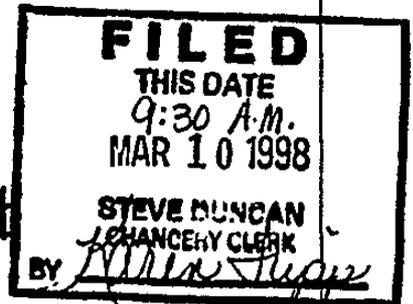
STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of March, 1998, at 11:00 o'clock A M., and was duly recorded on the MAR 10 1998, Book No. 30, Page 546.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.



Last Will and Testament

#98-15e

I, KATHRYN JANE JENNINGS, having a fixed place of residence in the County of Madison, State of Mississippi, and being over the age of twenty-one (21) years and of sound and disposing mind, memory, and understanding, and hereby intending to dispose of all property belonging to me at my death of whatever kind and wheresoever situated, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all former wills and codicils by me at any time heretofore made.

I.

I name and appoint my husband, WARNER CLYDE JENNINGS, Executor of my Estate, and if he should predecease me or not qualify, or be unable to serve in such capacity for any reason, I then, in the alternative, appoint my son, WARNER SCOTT JENNINGS, as Executor of my Estate. I hereby direct that no bond be required of said Executor, and I further waive the necessity of having a formal appraisement and inventory made of my Estate.

II.

I hereby direct my Executor to pay all of my just debts which may be probated, registered and allowed against my Estate.

III.

If my husband, WARNER CLYDE JENNINGS, and I die under such circumstances that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed for purposes of this Will that I survived him and my Estate

shall be administered and distributed, in all respects, in accordance with such presumption.

IV.

Not being unmindful of my son, WARNER SCOTT JENNINGS, I hereby give, devise and bequeath, all of my property, real, personal and/or mixed, at whatever time acquired by me and wheresoever situated, to my husband, WARNER CLYDE JENNINGS.

V.

In the event that my husband, WARNER CLYDE JENNINGS shall not survive me, then and in that event, I hereby give, devise and bequeath, all of my property, real, personal and/or mixed, at whatever time acquired by me and wheresoever situated, to my son, WARNER SCOTT JENNINGS..

IN TESTIMONY WHEREOF, witness my signature on this the 8th day of May, 1989.

Kathryn Jane Jennings
KATHRYN JANE JENNINGS
Testatrix

Harrel A. Jones
WITNESS

Bonnie F. Crocker
WITNESS

WE, the undersigned witnesses to the Last Will and Testament of KATHRYN JANE JENNINGS, the above named Testatrix, do hereby certify that at her special instance and request, we did witness her sign, execute, declare and publish the above and foregoing instrument of writing as

and for her Last Will and Testament, she then being of sound and disposing mind and memory, over the age of twenty-one (21) years, and that likewise, at her special instance and request, we did in her presence and in the presence of each other, subscribe thereunto our names as subscribing witnesses.

THIS the 8th day of May, 1989.

Hansel A. Jones Residing at 574 Spryfield
Jackson MS 39212

Bonnie J. Crocker Residing at 225 W. Mc Donnell C. 7
Jackson Ms 39204



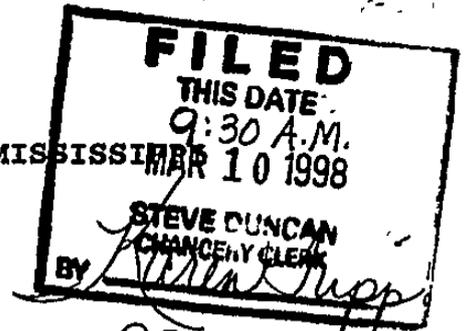
STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of March, 1998, at 9:30 o'clock A. M., and was duly recorded on the 10th day of March, 1998, Book No. 30, Page 548.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
KATHRYN JANE JENNINGS, DECEASEDCIVIL ACTION FILE NO. 98-156AFFIDAVIT OF SUBSCRIBING WITNESSSTATE OF MISSISSIPPI
COUNTY OF HINDS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of KATHRYN JANE JENNINGS, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 8th day of May, 1989.

(2) That on the 8th day of May, 1989, the said KATHRYN JANE JENNINGS signed, published and declared the aforesaid instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Bonnie F. Crocker, the other subscribing witness to the instrument.

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

(4) That this affiant, together with Bonnie F. Crocker, 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 KATHRYN JANE JENNINGS, and in the presence of each other.

Hansel A. Jones

SWORN TO AND SUBSCRIBED BEFORE ME, this the 5th day of March, 1998.

Jeanne Kay L. Reed
NOTARY PUBLIC

My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires: August 31, 1998
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 10th day of March, 1998, at 9:30 o'clock A. M., and was duly recorded on the 10th day of March, 1998, Book No. 30, Page 551.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* D.C.



ADISON COUNTY, MS

FILED

LAST WILL AND TESTAMENT

OF

MAR 16 1998

RUTH M. ANDERSON

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

By Ruth M. Anderson, P.C.

I, RUTH M. ANDERSON, an adult resident of Jackson, Hinds County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My husband's name is C. W. ANDERSON, and he is herein referred to as "my husband." I have two (2) children now living, VAN E. ANDERSON and WILLIAM J. ANDERSON, M.D.

The words "child," "children," "grandchild" or "grandchildren" as used herein shall include any children hereafter born to any of my children and "descendants" shall include any person hereafter born to any of my descendants. Each of the words "child," "children," and "descendants" shall be deemed to include an adopted child or adopted children, irrespective of any provisions of law establishing a contrary presumption.

ITEM II.

I appoint my husband, C. W. ANDERSON, to serve as Executor of my estate under this Will. In the event my husband is or becomes unable or unwilling to serve, I appoint and my son, VAN E. ANDERSON, to serve as Executor. In the event VAN E. ANDERSON is or becomes unable or unwilling to serve, I appoint my son, WILLIAM J. ANDERSON, M.D., to serve as Executor of my estate.

FOR IDENTIFICATION:

RMA

ITEM III.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled. However, my Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

ITEM IV.

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

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

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

FOR IDENTIFICATION:

RMA

ITEM V.

To my husband, C. W. ANDERSON, if he survives me, I give and bequeath the following:

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

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

If my husband does not survive me, I devise and bequeath my interest in the family residence to the Trustee of the "Ruth M. Anderson Family Trust," provided in this Will, to be held, administered and distributed under the provisions of that trust; and the assets described in Paragraphs A and B to my children in substantially equal shares, to be divided among them as they agree, or in the absence of such agreement, as the Chancery Court administering my estate may determine.

ITEM VI.

I give, devise and bequeath to VAN E. ANDERSON, and William J. Anderson, M. D., Jackson, Mississippi, jointly as Trustee under the terms set forth in this Will, an amount of property equal to the largest amount, but no more, that can pass free of federal estate tax by reason of the unified credit available at the date of my death provided under Section 2010 and that portion of the state death tax credit allowable to my estate under Section 2011 which does not cause an increase in state death taxes. However, the amount of this bequest shall be reduced by the value of insurance proceeds and any other property which passes at any time during my life or at my death, either under any other ITEM of my Will or outside of my Will, in such manner as to constitute a part of my gross estate under federal estate tax law or an adjusted taxable gift and for which no marital deduction is allowed under

FOR IDENTIFICATION:

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Section 2056 and no deduction for public, charitable or religious purposes is allowed under Section 2055. In computing the dollar amount of property constituting this pecuniary bequest, the values used in finally determining the federal estate tax on my estate shall control. My Executor shall select and distribute to the Trustee the cash or other property to be placed in this trust, and the property so selected shall be valued at the value thereof as of the date or dates of distribution to the trust. This trust shall be for the benefit of my husband, my children, and my grandchildren. If property passes to this trust which any beneficiary (other than my husband) has disclaimed under Section 2518 that beneficiary shall be treated as if deceased on the day before the date of my death and shall not be a beneficiary of this trust, but the children of that beneficiary shall continue as beneficiaries.

The assets devised and bequeathed under this ITEM of my Will shall be charged with the payment of any estate, inheritance or other death taxes payable by reason of my death, any expenses of my estate not deducted for federal estate tax purposes and any other expenses deducted but not allowed as deductions in finally determining the Federal estate taxes payable by reason of my death. I recognize the possibility that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections. As provided in Sections 2206, 2207, 2207A, and 2207B, my Executor shall have the right to recover the appropriate amount of estate taxes from the recipient or recipients of property which is included in my gross estate for federal estate tax purposes, and no provision herein shall be construed to waive such right of recovery.

The Trustee shall hold, administer and distribute the assets of the trust under the following provisions.

FOR IDENTIFICATION:

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A. The Trustee shall pay to and among my husband, my children, and my grandchildren (but not necessarily in equal shares) as much of the net income as the Trustee, in the Trustee's discretion, deems advisable for the education, support, maintenance, and health, including any hospital or other institutional care, of these beneficiaries, and for the maintenance of their accustomed standard of living. These distributions shall be made in proportions and amounts and at such intervals as the Trustee determines. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions.

B. In addition to the income distributions the Trustee shall pay to or for the benefit of these beneficiaries, or any of them, (but not necessarily in equal shares) as much principal as the Trustee, in the Trustee's discretion, deems advisable for the education, support, maintenance and health, including any hospital or other institutional care, of my beneficiaries or for the maintenance of their accustomed standard of living at the time of my death. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

In making distributions of income and principal, I direct the Trustee to consider my husband as the primary beneficiary and consider his needs above those of my children and my grandchildren. The Trustee shall see that my husband has sufficient funds to enable him to continue, if possible, his accustomed standard of living at the time of my death. Before making distributions of income or principal to my children or my grandchildren, the Trustee shall counsel with my husband to determine the needs of these beneficiaries, but the decision of the Trustee shall be final as to the amounts and recipients of such distributions.

C. Upon my husband's death, the Trustee shall divide this trust into separate trusts. There shall be a separate trust for

FOR IDENTIFICATION:

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each of my then living children and his children (being my grandchildren by that child) and one trust for the then living children, collectively, of each deceased child of mine (being my grandchildren by that deceased child). These trusts shall be equal in amounts. The Trustee shall distribute outright to each of my then living children his separate share of the trust. The Trustee shall hold, administer and distribute the funds of each share for the then living children, collectively, of each deceased child of mine as a separate and distinct trust under the following provisions.

(1) The Trustee shall distribute, at least annually, to each beneficiary of each trust (but not necessarily in equal shares) as much of the net income of that trust as the Trustee, in the Trustee's discretion, deems advisable for the beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions.

(2) In addition to the income distributions, the Trustee may distribute to or for the benefit of a beneficiary, as much principal as the Trustee, in the Trustee's discretion, deems advisable for the beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

(3) After the death of my husband, and as and when the oldest living child of a deceased child of mine attains the age of twenty-five (25) years, the Trustee shall divide the trust into separate shares. There shall be a separate share for each of the then living children

FOR IDENTIFICATION:

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of such deceased child of mine. These shares shall be equal in amounts. Income and principal shall be distributed to a surviving child of a deceased child of mine in accordance with the directions and standards previously set forth in subparagraphs (1) and (2) of this Paragraph C. As and when each child of a deceased child of mine attains the age of twenty-five (25) years, the Trustee shall distribute to such child of a deceased child of mine (being my grandchild by that deceased child) that grandchild's trust estate. If at the time of the death of my husband, any child of a deceased child of mine has attained the age required herein for distribution of part or all of the principal of his or her trust, such part or all of that principal shall be distributed to that surviving child of a deceased child of mine at that time, except that the then living descendants of a deceased grandchild of mine shall take, per stirpes, the share the grandchild would have taken if living.

(4) In the event of death of any of my children after division of this trust into separate trusts and prior to receipt by that child of his entire trust estate, the balance in the trust of my deceased child shall be retained in trust for the benefit of my deceased child's then living children (being my grandchildren by that deceased child). Income and principal shall be distributed among such surviving grandchildren as the Trustee determines in accordance with the directions and standards previously set forth in subparagraphs (1) and (2) of this Paragraph C. The trust estate for the children of a deceased child of mine (being my grandchildren by that deceased child) shall be distributed to the children of such deceased child in accordance with the directions previously set forth in subparagraph (3) of this Paragraph C.

FOR IDENTIFICATION:

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(5) If at the death of a child of mine, he leaves no surviving descendants, that deceased child's trust estate shall be paid over and added, in equal shares, to the trust created for my other child and his descendants to be held, administered and distributed in accordance with the provisions of such trusts or shall be distributed outright to a beneficiary who had previously received a distribution of his or her trust estate.

(6) If at the death of a grandchild of mine, he or she leaves no surviving descendants, that deceased grandchild's trust estate shall be paid over and added, in equal shares, to the trusts created for my other grandchild or grandchildren who are surviving children of the same deceased child of mine and their descendants to be held, administered and distributed in accordance with the provisions of such trusts or shall be distributed outright to a beneficiary who had previously reached the age to have received a distribution of his or her trust estate.

D. Notwithstanding any provision herein to the contrary, the Trustee shall retain in trust for the benefit of any beneficiary, any distribution otherwise required to be made to such beneficiary, if in the Trustee's sole discretion such beneficiary is, at the time the distribution would otherwise be required, involved in a lawsuit, addicted to alcohol, drugs, or other chemical substances, is a party to a pending divorce or marital separation proceeding, is in bankruptcy, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. The Trustee shall make reasonable inquiries before making distributions of principal to the beneficiaries to ascertain whether any beneficiary is then under any of the above described conditions. As and when the beneficiary whose distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may then make

FOR IDENTIFICATION:

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distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this provision.

E. In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, the trust assets shall be distributed to my heirs at law as determined under the laws of descent and distribution of the State of Mississippi.

F. The Trustee shall permit each beneficiary to elect by written direction to the Trustee, at the time all or any portion of his or her trust is to be distributed to him or her, to have such property remain in trust under the terms and provisions hereof for the balance of his or her life or until such time as such beneficiary shall request that the trust assets, or any part thereof, be distributed to him or her outright. In the event of the death of a beneficiary during the period in which the trust is so continued, the Trustee shall make immediate distribution of that beneficiary's trust assets to his or her estate.

G. If at any time, in following the provisions of this Will, the Trustee is required to distribute all or any part of the principal of any trust herein created outright to a person who has not attained twenty-one (21) years of age, the trust principal shall vest in such person but the Trustee shall be authorized to continue to hold the share of such person in trust for that person's benefit until he or she attains age twenty-one (21). Until such time the Trustee is authorized and directed to expend such part of the income and/or principal of the trust belonging to such person as the Trustee in the Trustee's discretion deems necessary to provide for the proper education, support, maintenance and health of said person.

H. My husband shall continue as a beneficiary of this trust, notwithstanding his remarriage subsequent to my death.

FOR IDENTIFICATION:

RMA

I. This trust shall be designated and known as the "Ruth M. Anderson Family Trust."

ITEM VII.

If my husband, C. W. ANDERSON, survives me, I give, devise and bequeath to him outright the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever situated.

ITEM VIII.

If I am not survived by my husband, I give, devise and bequeath the rest and residue of my estate, real and personal, of whatsoever kind or character, and wheresoever located, to the Trustee of the "Ruth M. Anderson Family Trust" created by ITEM VI of this Will to be held, administered and distributed as provided in said trust.

ITEM IX.

In making distributions for beneficiaries from any trust created under this Will and especially where such beneficiaries are minors, or incapable of transacting business due to illness, the Trustee, in the Trustee's discretion, may make distributions either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, or (d) by applying the distributions for the benefit of the beneficiary by paying expenses directly. In any event the Trustee shall require such reports and take such steps as the Trustee deems requisite to assure and enforce the application of such distributions for the exclusive benefit of the beneficiary.

None of the principal or income of any trust created under this Will or any part of same, shall be liable for debts of any beneficiary or be subject to seizure by creditors of any beneficiary. A beneficiary shall have no power to sell, assign,

FOR IDENTIFICATION:

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transfer, encumber or in any manner to anticipate or dispose of any part of his or her interest in the trust assets or the income produced from the assets.

ITEM X.

The Trustee of any trust created herein shall have the authority to distribute income or principal of the trust in cash or in kind. In making distributions of both principal and income, the Trustee may make a non pro rata distribution of property in kind. The judgment of the Trustee concerning values and purposes of such division or distribution of the property or securities held in the trust shall be binding and conclusive on all interested parties. In making a division or distribution, the Trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed and may select assets to be allocated or distributed without regard to the income tax basis of the property.

The Trustee shall not be required to make physical division of the trust property comprising the "Ruth M. Anderson Family Trust," except when necessary for the purposes of distribution, but may, in the Trustee's discretion, keep the trusts in one or more consolidated funds. As to each consolidated fund, the division into the various shares comprising such fund need be made only on the Trustee's books of account, in which case each trust shall be allotted its proportionate part of the principal and income of the fund and charged with its proportionate part of expenses thereof.

ITEM XI.

Notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule against Perpetuities or any statute pertaining thereto. Upon such vesting, any trust property then held by the Trustee shall be distributed immediately, free and clear of any trust, to the beneficiary or

FOR IDENTIFICATION:

RMA

beneficiaries of this trust (or to his or her legal guardian or other personal representative) as though each such beneficiary had reached the date at which final distribution to him or to her were required pursuant to the provisions hereof.

ITEM XII.

During the administration of my estate and until a trust created herein is funded, I authorize the Trustee, in the Trustee's discretion, to request that my Executor, in which case my Executor may comply with that request, make payments out of my estate to the beneficiaries of such trust. These payments shall be an amount which in the judgment of the Trustee and the Executor, jointly, equals the distributions which the beneficiaries would receive from the trust had it been established and funded at my death.

ITEM XIII.

Any trust created by this Will is a private trust. The Trustee shall not be required to obtain the order or approval of any court for the exercise of the Trustee's powers and discretions.

No Trustee hereunder shall be required to enter into any bond or to file with any court a formal accounting of the Trustee's administration. The Trustee shall render annual accounts to the income beneficiaries of each trust. No persons paying money or delivering property to the Trustee shall be required to see to its application.

ITEM XIV.

A Trustee may resign and cease to act at any time by giving written notice specifying the effective date of such resignation, by personal delivery or by registered mail, to those persons who are income beneficiaries of each trust at that particular time.

In the event of the resignation, death, incapacity or unwillingness of either of VAN E. ANDERSON or WILLIAM J.

FOR IDENTIFICATION:

RMA

ANDERSON, M. D., to serve as Trustee of any trust created by this Will, the other shall continue to serve alone as Trustee. In the event of the death of both VAN E. ANDERSON and WILLIAM J. ANDERSON, M. D., I appoint the guardian or guardians of the then living children of a deceased child of mine, who are current income beneficiaries of the trust, to serve as successor Trustee of such trusts.

The Trustee or any successor Trustee of any trust created by this Will may be removed by and a successor Trustee appointed by a majority vote of those then living of VAN E. ANDERSON, WILLIAM J. ANDERSON, M. D., and the guardians of the surviving minor children of a deceased child of mine.

In any event, any successor Trustee shall be a bank possessing trust powers or a trust company. The removal of a Trustee or successor Trustee and the appointment of a successor Trustee shall be effective upon written notice to the Trustee or successor Trustee removed or appointed.

The resigning or removed Trustee shall deliver all trust assets to the successor Trustee on the effective date of the resignation or removal, and shall, within sixty (60) days of such date, submit a full and final accounting to the successor Trustee and to the income beneficiaries of the trust. Any successor Trustee shall be vested with all the rights, powers, duties and discretions conferred on the original Trustee.

ITEM XV.

Unless otherwise provided, the administration and management of any trust created herein, the sale and conveyance of the trust assets, the investment and reinvestment of trust assets and the rights, powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be

FOR IDENTIFICATION:

RMA

amended. In addition to the powers contained in that Law, the Trustee shall have full power and authority:

A. To determine the allocation of receipts and expenses between income and principal. However, such allocation shall not be inconsistent with the beneficial enjoyment of trust property accorded to a life tenant or remainderman under the general principles of the laws of trusts. Further, all rights to subscribe to new or additional stocks or securities and all liquidating dividends shall be deemed to be principal.

B. To place, in the discretion of the Trustee, trust funds in a checking, savings or other types of accounts or certificates of deposit in any successor Trustee bank.

C. To receive, invest in, and retain in the trust all types of property and, especially, to receive, invest in, and retain in the trust shares of stock in closely held corporations, partnership interests in general and limited partnerships, oil, gas, and other mineral interests, standing timber, and unimproved real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which Trustees generally are authorized to invest by trust law.

D. To consolidate and merge any trust created hereunder with any other trust created by me or any other person, whether inter vivos or by Will, if the beneficiaries are the same and the terms of that other trust are substantially the same as this trust.

E. To invest trust assets in a common fund established by a corporate Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi.

FOR IDENTIFICATION:

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F. To surrender, disclaim, release, relinquish or amend, after providing written notice to the income beneficiaries, all or any portion of any administrative provision of any trust created herein which causes or may cause adverse or unanticipated tax liability to my estate, the trust, the Trustee, or the beneficiaries.

G. To take out, apply for, and maintain, paying premiums from income or principal, health, hospitalization, medical or similar insurance covering any beneficiary of the trust.

H. To hold for the benefit of any minor beneficiary of a trust or for an adult beneficiary who is incapable of handling his or her property, any personal effects, automobiles, jewelry and other objects, particularly household contents, antiques, silver, crystal and the like, that are bequeathed to any such beneficiary of a trust until the beneficiary attains the age of twenty-one (21) years or in the case of an adult beneficiary incapable of handling his or her property until such time as, in the sole discretion of the Trustee, that beneficiary is capable of handling his or her property. The Trustee may permit such items to remain in the residence in which the beneficiary resides or in such other storage facility as the Trustee deems appropriate for such items and shall pay all costs of maintaining, storing and insuring the items. The Trustee shall have the authority to give the Executor or other personal representative of the estate of a decedent a receipt for such objects on behalf of such beneficiary.

I. To retain any interest in oil, gas or other mineral resources received from any source and to acquire and retain other interests in oil, gas or mineral resources; to execute as to those interests any agreements, assignments, contracts, deeds, grants, leases for any term (even though the term may extend beyond the termination of the trust) and any other instruments or documents; to manage, control, operate, explore, mine, develop or take any

FOR IDENTIFICATION:

RMA

action for the production, recovery, sale, treatment, storage or transportation of any interest in oil, gas or other mineral resources; to drill, rework or recomplete wells of any type; to conduct or participate in secondary recovery operation; to enter into agreements for pooling or unitization; and to install, operate or participate in the operation of any plant, mine or other facilities. Interests in oil, gas and other mineral resources may be retained and acquired without liability for any loss and without application to any court.

ITEM XVI.

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

ITEM XVII.

Any recipient of property or beneficiary of a trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her whether outright or in trust or all or any part of his or her interest in any trust created herein. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor. If my husband or any other person or a Trustee disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to the Trustee of the "Ruth M. Anderson Family

FOR IDENTIFICATION:

R M A

Trust" created by ITEM VI of this Will to be held, administered and distributed as provided herein.

ITEM XVIII.

In addition to the powers and authorities specifically granted to my Executor under this Will, I expressly confer upon my Executor all rights, powers, duties, and authorities conferred upon a Trustee under the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. I authorize my Executor to exercise any such powers and authorities granted in this Will or by the Uniform Trustees' Powers Law of Mississippi without the necessity of attaining court approval. All rights, powers, duties and discretion granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executor nor any successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that my Executor, or any successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. However; my Executor shall not exercise this discretion or any other discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law. If property is included in my estate which may otherwise qualify,

FOR IDENTIFICATION:

R M A

if it passes to a qualified heir, for valuation for federal estate tax purposes under Section 2032A, and my Executor has the discretion to allocate and distribute such property in satisfaction of devises or bequests herein, my Executor shall, in exercising such discretion, allocate and distribute such property to persons or trusts who will be qualified heirs so as to qualify the property for valuation pursuant to Section 2032A. I specifically authorize my Executor to allocate any of my available generation-skipping tax exemptions from the federal generation-skipping tax as allowed by Section 2631 to any property of which I am deemed to be the transferor under Section 2652(a), including any property not in my probate estate and any property transferred by me during life as to which no allocation of the exemption was made prior to my death.

My Executor shall have the authority to disclaim or renounce any interest in property, in whole or in part, including any power with respect to property and including an undivided interest in property transferred to me or to my estate. Any disclaimer by my Executor shall be made in writing stating specifically the property or interest disclaimed and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder of the legal title to the property to which the interest relates. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518.

My Executor shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid depreciation in value of the interests or losses to my estate or associates. My Executor may continue to act as partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable. I specifically authorize my Executor to sell, without the necessity of court approval, any stock or partnership interest held by my estate under the terms of any stock agreement or partnership agreement to which I was a party during my lifetime.

FOR IDENTIFICATION:

RMA

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 31st day of December, 1992.

Ruth M. Anderson
Ruth M. Anderson

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

Marilyn K. Summitt

Brandon, MS
Address

Larry L. Barnes

P.O. Box 2449 Jackson MS 39225
Address



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16th day of March, 1998, at 8:30 o'clock A. M., and was duly recorded on the 16th day of March, 1998, Book No. 30, Page 553.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fupp D.C.

MADISON COUNTY, MS

FILED

MAR 16 1998

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

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

By: *[Signature]*

ESTATE OF RUTH M. ANDERSON,
DECEASED

NO. 98-160

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of RUTH M. ANDERSON, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 31st day of December, 1992.

(2) That on the 31st day of December, 1992, the said RUTH M. ANDERSON signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of MARILYN K. SUMMITT, the other subscribing witness to said instrument.

EXHIBIT
"B"

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

(4) That this affiant, together with MARILYN K. SUMMITT, 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 RUTH M. ANDERSON, and in the presence of each other.

Harris H. Barnes, III
Harris H. Barnes, III

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

Sandra Gayle Crosby
Notary Public

My Commission Expires: 9/12/2001

Harris H. Barnes, III
Harris H. Barnes, III (MSB 2018)
BARNES, BROOM, DALLAS AND McLEOD, PLLC
Post Office Box 13956
Jackson, Mississippi 39236-3056
Telephone: (601) 981-6336

ATTORNEY

\\ODMA\PCDOCS\DOCS\8336\1\March 8, 1998\W8336d1\j1



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16th day of March, 1998, at 8:30 o'clock A.M., and was duly recorded on the 16th day of March, 1998, Book No: 30, Page 572.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

THIS
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INTENTIONALLY

Steve Duncanson, Chancery Clerk

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Steve Dunc, Chancery Clerk

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Steve Duncanson, Chancery Clerk

2787

FILED
THIS DATE

MAR 19 1998
ESTATE OF
STEVE LUNGAN
CHANCERY CLERK
BY *[Signature]*

Case No. 38868

ROBERT D. MARSHALL, JR.

EXEMPLIFICATION

I, John P. Montgomery, Court Executive Officer and ex-officio Clerk of the Marin County (Superior and Municipal) Courts, State of California, hereby certify that the documents identified below: are full, true and correct copies of the originals on file in this Court; have not been altered, amended or set aside; and are still in full force and effect; therefore, these documents have been authenticated in accordance with the provisions of Title 28, United States Code § 1738, with the seal of the Marin County Courts affixed:

*****WILL OF ROBERT D. MARSHALL, JR.*****
*****LETTERS TESTAMENTARY*****
*****ORDER FOR PROBATE*****

(seal)

10/16/97
Date

[Signature]
Court Executive Officer, Marin County Courts

I, Vernon F. Smith, Presiding Judge of the Marin County Courts, State of California, hereby certify that: the Marin County (Superior and Municipal) Courts are courts of record; John P. Montgomery, who has signed this attestation, is the duly appointed Court Executive Officer and ex-officio Clerk of the Marin County Courts; the above signature is his genuine handwriting; all his official acts as Court Executive Officer and Clerk are entitled to full faith and credit, and this attestation is in due form of law.

(seal)

10/16/97
Date

[Signature]
Presiding Judge, Marin County Courts

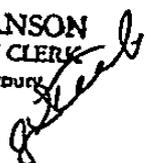
38868

BOOK 0030 PAGE 578

FILED

OCT 11 1994

HOWARD HANSON
MARIN COUNTY CLERK
By J. Steele, Deputy



WILL

OF

ROBERT D. MARSHALL, JR.

ARTICLE 1

DECLARATIONS

1.1 I, ROBERT D. MARSHALL, declare the following:

Testamentary Intent: This document is my will, and I revoke all other wills and codicils that I have previously made.

1.2 Family Declarations:

Residence: State of California, County of Marin.

Spouse: CLARISSA S. MARSHALL

Predeceased spouse: None.

Minor children living: None.

Adult children living: SHANNON K. MARSHALL, born November 23, 1959; ELISE C. MARSHALL, born March 11, 1962; and JOHN MacDONALD MARSHALL, born September 29, 1964.

Predeceased children/descendants: None.

1.3 Property Scope - Confirmation of Spouse's Community: My spouse, and I are

WILL ADMITTED TO PROBATE
NOV - 7 1994

separated. I intentionally and with full knowledge of the consequences, do not provide in this Will for her. Further, I intend that this disinheritance specifically defeat the application of any statutory heirship interest. My spouse and I, by mutual agreement, have created a community property in the residence purchased during our marriage, commonly known as 450 Belvedere Avenue, Belvedere, California. I believe that her interest in that property is sufficient upon the sale of the property to provide for her reasonable economic needs. I intend that this Will dispose of all property subject to my testamentary power.

ARTICLE 2

GIFTS

2.1 Itemized Real and Tangible Personal Property - Free of Taxes: I give the following gifts of real and tangible personal property, together with any insurance on such property. I direct the executor to pay all packing and transportation charges as costs of administration. These gifts shall be free of all death taxes.

(1) To my daughter, SHANNON MARSHALL, my Patek and Phillipe Minute Repeater watch. I request, but do not require, that SHANNON, at a time she deems appropriate, give the Patek and Phillipe watch to her first born son so that it will remain in the family. Also to my daughter, SHANNON MARSHALL, my grandfather clock, which is currently located in the entryway of my home at 450 Belvedere Avenue, Belvedere.

(2) To my son, JOHN MacDONALD MARSHALL, my Rolex wristwatch; and my K-80 shotgun set; .

(3) To my daughter, ELISE MARSHALL, my formal mother of pearl and diamond stud set; my antique single action Frontier Colt which is in 44 S & W special caliber, and my 6.5 mm Mannlicker rifle;

(4) To PAMELA BAGSHAW, 2,500 shares of Weyerhaeuser common stock.

(5) To my friend, DAVE HAYDEN, of Sonoma County, California, my interest in the following property, if he survives me:

My interest in the building located at the Sonoma Valley Airport in Schellville, Sonoma County, California, which is known as MENASCO AIR, a sole proprietorship, and is used as a hangar and workshop.

(6) To BILLY JOE TAYLOR of San Rafael, California, 2,500 shares of Weyerhaeuser common stock and my antique M.G. automobile.

(7) To WENDY EVERDING BERTALON of Healdsburg, California, 1,000 shares of Weyerhaeuser common stock;

(8) To SHARON RENZO, of Novato, California, 750 shares of Weyerhaeuser common stock.

2.2 Right of First Refusal to Purchase Personal Property:

(a) I require my Executor to offer to RICHARD KIESER of Sonoma, California the right to purchase from my estate my 1966 Cessna Centurion airplane (6761 Romeo) for the sum of \$10,000.00. If RICHARD KIESER purchases my Cessna Centurion airplane, I sell him for the sum of \$100.00 all of my interest in the hangar approximately 45' x 36', which I bought in 1987 (in which my Cessna Centurion airplane is presently located). He

may not purchase the hangar if he does not purchase the airplane.

(b) I require my Executor to offer to GEORGE PEREZ of Sonoma, California the right to purchase from my estate my Chipmunk airplane at its "appraised value." "Appraised value" shall, in all cases, mean the value as appraised by the California Probate Referee appointed in connection with the probate of my estate. If the airplanes and/or the hangar are not purchased by RICHARD KIESER or GEORGE PEREZ, then I direct that they shall pass as a part of the residue of my estate. Any property not purchased in accordance with this paragraph shall pass as a part of the residue of my estate.

2.3 General Tangible Personal Property - To Children, Free of Taxes: I give all my jewelry, clothing, household furniture and furnishings, personal automobiles, books, and other tangible articles of a household or personal nature, or my interest in any such property, not otherwise specifically disposed of by this will or in any other manner, together with any insurance on the property, to my children who survive me, in substantially equal shares as they may select on the basis of valuation. These gifts shall be free of all death taxes. If none of my children survives me, these gifts shall lapse and pass as part of the residue of my estate.

It is my request that when dividing my personal property that any property, including weapons, which are part of a set remain a set or the equivalent thereof.

2.4 Dividing Tangible Personal Property - Executor To Decide: If my children cannot agree on a division of the tangible personal property, the executor shall divide it among them on any basis that the executor, in the executor's absolute discretion, deems equitable, having due regard for my children's personal preferences.

2.5 Real Property to Beneficiary, Subject to Death Taxes: I give to the beneficiary designated below, the real property commonly known as The Canon Tennis Club, Fairfax, California (Assessor's Parcel No. 174-070-52), together with the tangible personal property used in connection with the same, and any insurance on both such real and personal property. I give this property subject to any encumbrances on it at the time of my death, including any mortgage, deed of trust, and real property taxes and assessments. This gift shall be subject to the death tax apportionment directions below. If said beneficiary does not survive me by sixty (60) days, this gift shall lapse and pass as part of the residue of my estate.

BENEFICIARY: JUDITH NEELEY of Petaluma, California.

2.6 Residue - Outright to Children: I give the residue of my estate in equal shares to my children who survive me, provided, however, that if any child of mine predeceases me, leaving descendants who survive me, those descendants shall take, by right of representation, the share that child would have taken had the child survived me.

2.7 Death Taxes - Statutory Provision: I direct the executor to charge and collect all federal death taxes for assets passing under this will and outside this will from those persons sharing in my federal taxable estate in accordance with the California Probate Code provisions for death tax apportionment and exoneration. Further, I direct the executor to charge and collect all state death taxes in the same manner as the federal death taxes and not as an administration expense. I recognize and confirm that such statutes provide that if a beneficiary's gift contributes to my taxable estate, the beneficiary must pay a prorata share of the tax. These tax directions shall not apply to any gifts in this will designated as "free of all death taxes," and the executor

shall pay all death taxes on such gifts from the residue of my estate as an administration expense without apportionment among the beneficiaries of the residue. To the extent other assets are available, the executor is directed not to use any qualified retirement plan distribution excludable from federal estate tax under Internal Revenue Code section 2039(c), or successor section, to pay taxes, debts, or other charges enforceable against my estate.

ARTICLE 3

OFFICE OF EXECUTOR

3.1 Nominations: I nominate as executor and as successor executor of this will those named below. Each successor executor shall serve in the order designated if the prior designated executor fails to qualify or ceases to act. The term "executor" shall include any personal representative of the estate.

First: SHARON RENZO, of Novato, California.

Second: ROBERT DAVIS STIBOLT, of Dallas, Texas.

3.2 Bond - Waiver: I request that the court not require bond of any executor nominated in this will.

3.3 Independent Administration - Permitted: The executor may administer my estate under the California Independent Administration of Estates Act.

3.4 Retain Assets and Exculpation: The executor shall have the power to retain any asset of the estate, including unproductive, speculative, or fluctuating assets. The executor shall not be liable for any resulting losses unless the executor acts in bad faith, willful misconduct, or

gross negligence.

3.5 Sell Assets: The executor shall have the power to sell, with or without notice, at either public or private sale, for cash or terms, any property of my estate as the executor, in the executor's reasonable discretion, considers necessary for the proper administration and distribution of my estate.

3.6 Lease Property: The executor shall have the power to lease all or any property of my estate on such terms that the executor considers proper.

3.7 Distribution of Property - In Kind, Non-prorata, at Date of Distribution Values: The executor shall have the power to determine what property of my estate shall be allocated to the shares, parts, or bequests in selecting property for distribution or satisfaction of any bequest. Further, the executor may satisfy any general pecuniary bequest, except when specifically directed otherwise, by cash or in kind, or partly in each, with property distributed in kind valued at the date of distribution.

3.8 Facility of Payment: In making distributions to a minor, to a person under legal disability, or to a person not adjudicated incompetent but who, by reason of illness or mental or physical disability, is in the opinion of the executor unable to manage the distribution properly, then the executor in its reasonable discretion shall pay such distribution in any of the following ways: (1) to the beneficiary directly, (2) to the legally appointed guardian or conservator of the beneficiary, (3) to a custodian for the beneficiary under the Uniform Transfers to Minors Act, (4) for the benefit of the beneficiary, or (5) to an adult relative or friend in reimbursement for amounts properly advanced for the benefit of the beneficiary.

3.9 Purchase of Estate Property by Beneficiary, Executor: Any beneficiary of my estate, even when acting as executor, shall have the power to purchase or exchange assets for assets of my estate or any fractional interest for adequate consideration.

ARTICLE 4

NO CONTEST, DISINHERITANCE, DEFINITIONS

4.1 No Contest - Contestant Disinherited: If any beneficiary under this will in any manner, directly or indirectly, contests or attacks this will or any of its provisions, any share or interest in my estate given to that contesting beneficiary under this will is revoked and shall be disposed of in the same manner provided herein as if that contesting beneficiary had predeceased me.

4.2 Disinheritance - General: Except as otherwise provided in this will, I have intentionally omitted to provide herein for any of my heirs, or persons claiming to be my heirs, living at the date of my death, whether or not known to me.

4.3 Survivorship Requirement: For all gifts under this will, I require that the beneficiary survive me for sixty (60) days before entitlement to such gift.

4.4 Definitions - Simple: As used in this will, the following terms shall mean:

(1) "Descendants" shall mean legitimate lineal descendants in any degree of the ancestor designated and shall include persons adopted during minority.

(2) "Death taxes" shall include federal, foreign, state, and local estate and inheritance taxes, including penalties and interest, but not generation-skipping or special use

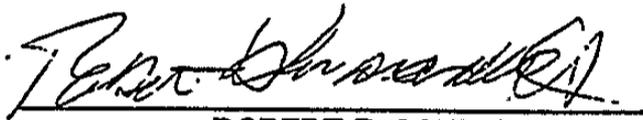
valuation recapture taxes.

BOOK 0030 PAGE 586

(3) The masculine, feminine, or neuter gender and the singular or plural number shall each include the others whenever the context indicates.

(4) Clause headings are for reading convenience and shall be disregarded when construing this will.

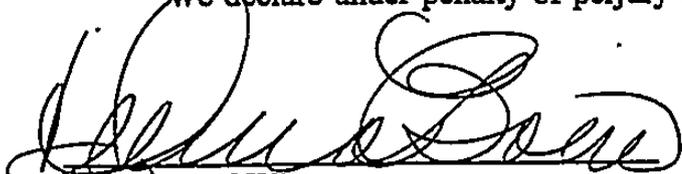
Signature Clause: I subscribe my name to this will at San Rafael, California, on August 16, 1994.


ROBERT D. MARSHALL, JR.

Attestation Clause: The testator declared to us, the undersigned, that this instrument consisting of the number of pages indicated below, including the page signed by us as witnesses, was the testator's will and requested us to act as witnesses to it. The testator thereupon signed this will in our presence, all of us being present at the same time. We now, at the testator's request, in the testator's presence, and in the presence of each other, subscribe our names as witnesses.

Pages: 10
Date: August 16, 1994.
Place: San Rafael, California.

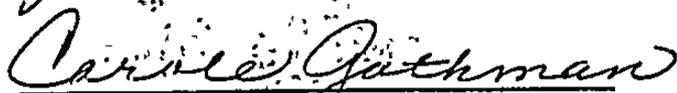
We declare under penalty of perjury that the foregoing is true and correct.


Signature of Witness

76 Heritage Drive
San Rafael, Ca. 94901


Signature of Witness

493 Quercus Court
San Rafael, Ca. 94945


Signature of Witness

41 Crestview Dr
San Rafael, Ca. 94903

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name and Address) 142194
 GUY W. STILSON
 Attorney at Law
 880 Las Gallinas
 San Rafael, Ca. 94903-3466
 TELEPHONE NO.: 415-479-9200

FOR COURT USE ONLY
 BOOK 0030 PAGE 588
FILED
 NOV - 7 1994
 HOWARD HANSON
 MARIN COUNTY CLERK
 BY: D. ROSS, DEPUTY

SUPERIOR COURT OF CALIFORNIA, COUNTY OF MARIN
 STREET ADDRESS Civic Center, Rm. 151
 MAILING ADDRESS P.O. Box E
 CITY AND ZIP CODE San Rafael, Ca. 94913
 BRANCH NAME

ESTATE OF (NAME): ROBERT D. MARSHALL, JR., also known as ROBERT DENKMANN MARSHALL, also known as ROBERT D. MARSHALL, also known as ROBERT MARSHALL DECEDENT

LETTERS
 TESTAMENTARY
 OF ADMINISTRATION WITH WILL ANNEXED
 OF ADMINISTRATION
 SPECIAL ADMINISTRATION

CASE NUMBER: 38868

LETTERS
 1. The last will of the decedent named above having been proved, the court appoints (name) SHARON RENZO
 a. Executor
 b. Administrator with will annexed
 2. The court appoints (name):
 a. Administrator of the decedent's estate
 b. Special administrator of decedent's estate
 (1) with the special powers specified in the Order for Probate
 (2) with the powers of a general administrator
 3. The personal representative is authorized to administer the estate under the Independent Administration of Estates Act with full authority with limited authority (no authority, without court supervision, to (1) sell or exchange real property or (2) grant an option to purchase real property or (3) borrow money with the loan secured by an encumbrance upon real property).

AFFIRMATION
 1. PUBLIC ADMINISTRATOR. No affirmation required (Prob Code, § 1140 (b)).
 2. INDIVIDUAL: I solemnly affirm that I will perform the duties of personal representative according to law.
 3. INSTITUTIONAL FIDUCIARY (name):
 I solemnly affirm that the institution will perform the duties of personal representative according to law. I make this affirmation for myself as an individual and on behalf of the institution as an officer. (Name and title)
 4. Executed on (date) October 11, 1994 at (place) San Rafael, Ca., California
 (Signature) Sharon Renzo

WITNESS, clerk of the court, with seal of the court affixed.
 Date: NOV - 7 1994
 Clerk, by HOWARD HANSON, Deputy
 D. ROSS



CERTIFICATION
 I certify that this document is a correct copy of the original on file in my office and the letters issued the personal representative appointed above have not been revoked, annulled, or set aside, and are still in full force and effect.
 (SEAL)
 Date: SEP 29 1997
 Clerk, by D. Richardson, (DEPUTY)

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name and Address) 142194 TELEPHONE NO
 -GUY W. STILSON 415-479-9200
 Attorney at Law
 880 Las Gallinas
 San Rafael, Ca. 94903-3466
 ATTORNEY FOR (Name) SHARON RENZO

FOR COURT USE ONLY

BOOK 0030 PAGE 589
FILED

NOV - 7 1994

HOWARD HANSON
 MARIN COUNTY CLERK
 BY: D. ROSS, DEPUTY

SUPERIOR COURT OF CALIFORNIA, COUNTY OF MARIN.
 STREET ADDRESS, Civic Center, Rm. 151
 MAILING ADDRESS P.O. Box E
 CITY AND ZIP CODE, San Rafael, Ca. 94913
 BRANCH NAME.

ESTATE OF (NAME): ROBERT D. MARSHALL, JR., also known as ROBERT DENKMANN MARSHALL, also known as ROBERT D. MARSHALL, also known as ROBERT MARSHALL DECEDENT

ORDER FOR PROBATE
 ORDER APPOINTING Executor
 Administrator with Will Annexed
 Administrator Special Administrator
 Order Authorizing Independent Administration of Estate
 with full authority with limited authority

CASE NUMBER
 38868

1. Date of hearing. **NOV - 7 1994** Time 9:00 a.m. Dept/Rm: Probate Judge: **MARY T. GROVE**

THE COURT FINDS

2. a All notices required by law have been given.
- b. Decedent died on (date): **October 8, 1994**
 - (1) a resident of the California county named above
 - (2) a nonresident of California and left an estate in the county named above
- c. Decedent died
 - (1) intestate
 - (2) testate and decedent's will dated: **8/16/94**
 and each codicil dated:
 was admitted to probate by Minute Order on (date): **NOV - 7 1994**

THE COURT ORDERS

3. (Name): **SHARON RENZO**
 is appointed **personal representative**.
 - a. Executor of the decedent's will
 - b. Administrator with will annexed
 - c. Administrator
 - d. Special Administrator
 - (1) with general powers
 - (2) with special powers as specified in Attachment 3d
 - (3) without notice of hearing

and letters shall issue on qualification.

4. a. **Full authority** is granted to administer the estate under the Independent Administration of Estates Act.
- b. **Limited authority** is granted to administer the estate under the Independent Administration of Estates Act (there is no authority, without court supervision, to (1) sell or exchange real property or (2) grant an option to purchase real property or (3) borrow money with the loan secured by an encumbrance upon real property)
5. a. Bond is not required.
- b. Bond is fixed at: \$ _____ to be furnished by an authorized surety company or as otherwise provided by law.
- c. Deposits of: \$ _____ are ordered to be placed in a blocked account at (specify institution and location) _____ and receipts shall be filed. No withdrawals shall be made without a court order.

6. (Name): **LOUIS D. SASSELLI** is appointed probate referee.
Probate Referee
 Date: **NOV - 7 1994** **1010 "B" Street, Suite 224**
San Rafael, CA 94901
 7. Number of pages attached. Signature follows last attachment.

Mary T. Grove
 JUDGE OF THE SUPERIOR COURT

THIS INSTRUMENT IS A CORRECT
COPY OF THE ORIGINAL ON FILE
IN THIS OFFICE

Attest: OCT 09 1997

JOHN P. MONTGOMERY
Court Executive Officer
MARION COUNTY COURTS

By: *D. Parker* Deputy

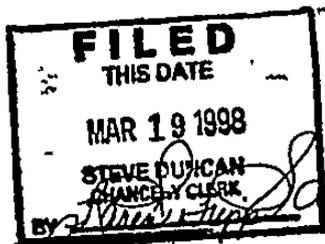


STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20 day
of March, 1998, at _____ o'clock _____ M., and was duly recorded
on the 20th day of March, 1998, Book No. 30, Page 578.

STEVE DUNCAN, CHANCERY CLERK

BY: C Parker D.C.



No. I
BOOK 0030 PAGE 591

June 15, 1991
#97-454

I saw Robinson Jay Foster
being of sound mind and body
on the fifteenth day of June 1991
do declare and publish this my
last will and testament.

I desire that my appointed
Executor, Walter Robinson Jay,
pay all my just debts and
act in this capacity for me.

I bequeath to my son,
H. W. Jay Jay, Jr. one hurricane
shade (lamp) the antique desk
that was his great grandfather
my Rock Sharp Crystal and
My Hedgewood China. Also
the stock that is in his lot
which is in my name.

I bequeath to my younger
son, Walter Robinson Jay, ^{one Hurricane}
Chantilly Silver ^{set} of lot ware
and serving pieces, the set
blue China plates (circa 1930),
and all Silver pieces in
my possession, including
the Silver coffee set. My
Carving stock I wish to leave
to Walter.

Signed: Sara Robinson Jay Foster

No II June 15, 1991

BOOK 0030 PAGE 592

I bequeath to each surviving grandchild the sum of two thousand dollars to be held until ~~and maturity~~ their twenty-first birthday.

To my granddaughter, Jennifer Elizabeth Seay, I leave my diamond ring given to me as an engagement ring by her grandfather, also the engagement ring given me by my second husband. Also, to Jennifer, my diamond brooch and necklace given to me by her great, great, great Aunt and worn on the occasion of my wedding; also the heavy gold chain and locket.

To Meagan Elizabeth Seay, my granddaughter, I leave the large solitaire diamond (2.2 carat) also the black onyx ring and blue Cameo ring.

To my daughter-in-law, Susan Seay, I leave my gold bracelets. To Christine Seay, I leave my Cameo brooch.

Signed:
Sara Robinson Seay Dated June 15,



STATE OF MISSISSIPPI, COUNTY OF MADISON.

I certify that the within instrument was filed for record in my office this 19th day of March, 1998 at _____ o'clock _____ M, and was duly recorded on the 19th day of March, 1998, Book No. 30, Page 591.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

All the rest, residue and remainder of my property, real, personal and mixed and where soever located I give to my sons H. N. "Guy" Seay, Jr. and Walter R. Seay, share and share alike with so much love and affection

I hereby nominate and appoint my son, Walter R. Seay as Executor of my last will and testament without requiring him to give any bond or report or account to any Court in the administration of my estate. In the event he is unable to serve I appoint my son, H. N. "Guy" Seay, Jr. to serve under the same terms. My name

Sara Pearson Seay Foster,
Witnesses 208 E. Center, Canton, Miss.

Lucy Wacker West
1511 Summit Dr.
Canton, Miss. 39046
June 15, 1991

Jane B. Walker
331 E. Fulton St.
Canton, Miss. 39046
June 15, '91

(See Codicil next page)



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 19th day of March, 1998, at _____ o'clock _____ M., and was duly recorded on the 19th day of March, 1998, Book No. 30, Page 593.
STEVE DUNCAN, CHANCERY CLERK BY Karen Jupp D.C.

No IV

Sept 9, 1993

BOOK 0030 PAGE 594

To Jennifer Seay I leave
the marble top bedroom furniture
including the cane bottom rocker
and small cedar chest.

To Meagan Seay I leave
the Martha Washington sewing
Cabinet and the two cane bottom
occasional chairs.

To Susan Seay, my daughter-in-
law I leave the sum of
one thousand dollars (\$1,000) -

Sara R. Foster

March 25, 1993

The certificates of deposit
beneficiary's to Walter R.
Seay and H. W. Lee Seay,
Jr. styled "and" or "or"
are to be shared to be
shared equally.

Sara Roxton Seay
Foster

(over)



STATE OF MISSISSIPPI, COUNTY OF MADISON.

I certify that the within instrument was filed for record in my office this 19th day
of March, 1998, at _____ o'clock — M., and was duly recorded
on the 19th day of March, 1998, Book No. 30, Page 594.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

June 20, 1995

I, Sara Robinson Seay
 Foster being of sound mind
 and body do hereby designate
 appoint my older son, Perry
 Walter Guy Seay, Jr to be
 Co-executor (Administrator)
 of my estate with my
 other son, Walter upon my
 death.

Signed this day,
 June 20, 1995
 Sara R. Seay Foster

Witness

Barbara A. Power
 Canton, Ms.

Frank [Signature]
 P.O. Box 104
 Canton, MS

Codicil II April 18, 1993

To my great grand daughter (in the event and depending on her legal adoption by Guy, III and Debra Day I leave the sum of one thousand (\$1,000) dollars. To any other great-grand children born before my death I leave the sum of one thousand (1,000) dollars.

Sara K. Day Foster



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19th day of March, 1998, at _____ o'clock _____ M., and was duly recorded on the 20th day of March, 1998, Book No. 30, Page 599.

STEVE DUNCAN, CHANCERY CLERK

BY: C. B. Baker D.C.

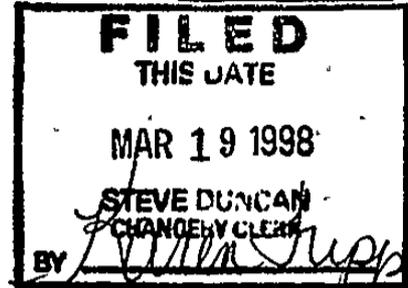
IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
SARA ROBINSON SEAY FOSTER, DECEASED

CIVIL ACTION FILE
NO. 97-454

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON



Personally appeared before me, the undersigned authority in and for said county and state, **LUCY WALKER WEST**, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of Sara Robinson Seay Foster, deceased, and who, being by me first duly sworn, deposed and said that the said Sara Robinson Seay Foster signed, published and declared said instrument as her Last Will and Testament on June 15, 1991, the date of said instrument, in the presence of this deponent, and that the said Testator was then of sound and disposing mind and memory, more than twenty-one years of age, and had her usual place of residence in Canton, Madison County, Mississippi; and the said Lucy Walker West subscribed and attested said instrument, as witness to the signature and publication thereof, at the special instance of the said testator, in the presence of the said Sara Robinson Seay Foster and in the presence of Sara B. Walker, the other subscribing witness, on the day and year of the date of said instrument.

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

And Affiant further affirmed that she is familiar with the handwriting of Sara Robinson Seay Foster, the Testatrix, and having examined the-four (4) handwritten Codicils attached as Exhibit "A" to the Petition for Appointment of Executor filed in this matter, does hereby attest that such handwriting and signatures are genuine and were made and written by Sara Robinson Seay Foster.

Lucy Walker West
LUCY WALKER WEST

SWORN TO AND SUBSCRIBED before me, this the 9th day of June, 1997.

Jarice M Hammack
NOTARY PUBLIC



My Commission Expires:

2/2/99

c:\wp\jmh\gpl\Foster-West-POW



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19th day of March, 1998, at — o'clock — M., and was duly recorded on the 19th day of March, 1998, Book No. 30, Page 597.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Fuppi* D.C.