

STATE OF MISSISSIPPI
COUNTY OF MADISON

FILED THIS DATE
JUN 19 1998
STEVE DUNCAN CLERK
BY <i>[Signature]</i>

LAST WILL AND TESTAMENT OF MACK HARDY MAYO

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

ITEM ONE: I give, devise, and bequeath all of my properties, real, personal and mixed of every nature and kind, and wherever the same may be situated, of which I may die seized and possessed, to my wife, MARGARET ELIZABETH DONOHOE MAYO.

ITEM TWO: In the event that my wife and I die simultaneously or under circumstances that it is impossible to ascertain which of us died first, then it shall be presumed that she died first and that I survived her and my will shall be construed on that premises.

ITEM THREE: In the event that my wife, Margaret Elizabeth Donohoe Mayo predeceases me, I give, devise and bequeath all the rest, residue and remainder of my properties, real, personal and mixed to my four daughters, namely, Rebecca Jane Ritchey, Carolyn Jeanette Roberts, Barbara Jane Williford, and Kathryn Maxine Webb or the survivor of them share and share alike.

ITEM FOUR: I hereby name, constitute, and designate my daughter, Kathryn Maxine Webb, as Executrix of this my Last Will and Testament. I hereby direct that my Executrix of this my Last Will and Testament not be required to give bond, make inventory, appraisement, or accounting, and to the extent such requirements may be waived, I hereby waive for my Executrix the requirements of bond, inventory, appraisal, and accounting.

SIGNED, PUBLISHED, AND DECLARED by me as my Last Will and Testament on this the 19 day of FEBRUARY, 1993, in the presence of these witnesses who attest to the same, as witnesses hereto at my request, in my presence, and in the presence of each other.

Mack Hardy Mayo
MACK HARDY MAYO

WITNESSES:

Bentley E. Corney
Susie E. Parris



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19th day of June, 1998, at 1:30 o'clock P.M., and was duly recorded on the JUN 19 1998, Book No. 30, Page 799.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF MACK HARDY MAYO, DECEASEDPROOF OF WILLSTATE OF MISSISSIPPI
COUNTY OF MADISON

FILED THIS DATE JUN 19 1998 STEVE DUNCAN CHANCERY CLERK BY <i>Steve Duncan</i>
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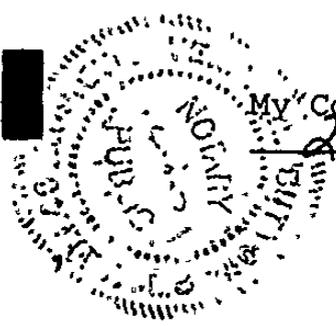
PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, BENTLEY E. CONNER, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of MACK HARDY MAYO, who, being duly sworn, deposed and said that the said he signed, published and declared said instrument as his Last Will and Testament on the 19th day of FEBRUARY, 1993, the day of the date of said instrument, in the presence of this deponent, and in the presence of SUSIE T. BURNS, the other subscribing witness, 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 SUSIE T. BURNS 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.

Bentley E. Conner

 BENTLEY E. CONNER

SWORN TO AND SUBSCRIBED before me this 16 day of June, 1998.

Velma Suttis
Notary Public



My Commission Expires: 2-11-2001

STATE OF MISSISSIPPI, COUNTY OF MADISON:

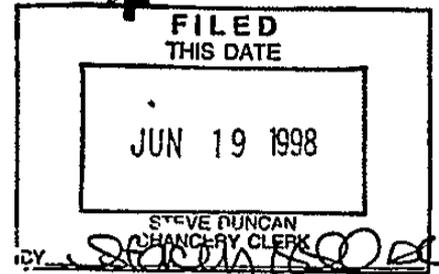
I certify that the within instrument was filed for record in my office this 19th day of June, 1998, at 1:30 o'clock P.M, and was duly recorded on the JUN 19 1998, Book No. 30, Page 801.



STEVE DUNCAN, CHANCERY CLERK

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF MACK HARDY MAYO, DECEASEDPROOF OF WILLSTATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, SUSIE T. BURNS, 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 MACK HARDY MAYO, who, being duly sworn, deposed and said that she signed, published and declared said instrument as his Last Will and Testament on the 19th day of FEBRUARY, 1993, the day of the date of said instrument, in the presence of this deponent, and in the presence of BENTLEY E. CONNER, the other subscribing witness, 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 BENTLEY E. CONNER 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.

[Signature]
SUSIE T. BURNS

SWORN TO AND SUBSCRIBED before me this 16 day of June, 1998.

Velma Sutter
Notary Public

My Commission Expires: 2-11-2006

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19th day of June, 1998, at 1:30 o'clock P.M., and was duly recorded on the JUN 19 1998, Book No. 30, Page 803.



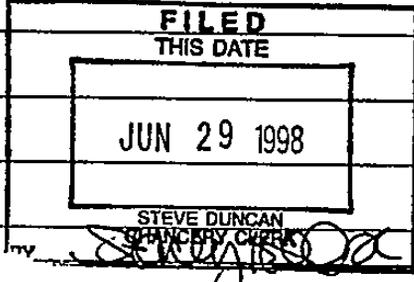
STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

8-10-95

I, Gerald W. Nelson want Heidi Jo Moss my Daughter to be my Executive over my will

I give my Car to my wife Nancy Nelson upon my Death. My tools to Justin Razo to Joshua, Bowling Ball to Jeff, Checking acct. Balance Michael Berry After medical Bills and other loan Bills are paid Balance to wife + children the money left from my mother Helga Bowers estate. ~~and also~~ including step children Other personal clothes and photos are to be shared by all with wifes wishes.



Gerald W. Nelson
8-10-95

witness: Vera L. Myers
Heidi Jo Moss



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day of June, 1998, at _____ o'clock _____ M., and was duly recorded on the JUN 30 1998, Book No. 30, Page 805.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
GERALD WILLIAM NELSON, SR., DECEASED

CAUSE NO. 98-320

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

This date personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Vera L. Myers, who after 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 Gerald William Nelson, Sr., deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated August 10, 1995.

2. That on August 10, 1995, the said Gerald William Nelson, Sr. signed, published and declared the subject instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Vera L. Myers, the other subscribing witness to the instrument.

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

<p>FILED THIS DATE</p> <p>JUN 29 1998</p> <p>STEVE DUNCAN CHANCERY CLERK</p> <p>BY: <i>[Signature]</i></p>
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4. That this affiant, together with Heidi Jo Moss, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of Gerald William Nelson, Sr. and in the presence of each other.

Vera L. Myers
VERA L. MYERS

Name and Address of Affiant:

Vera L. Myers
368 VAN BUREN
Canton, Miss
Phone number: (601) 859-1890

SWORN TO AND SUBSCRIBED BEFORE ME, this 18th day of June, 1998.

Steve Duncan, Chancery Clerk
NOTARY PUBLIC
By: Karen Jupp; D.C.

My commission expires:

1-1-2000



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day of June 1998, at _____ o'clock _____ M., and was duly recorded on the JUN 30 1998, Book No. 30, Page 806.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy N. O. O. D.C.

LAST WILL AND TESTAMENT OF
GILES LOUIS LAUDERDALE

<p>FILED THIS DATE</p> <p>JUL 9 1998</p> <p>STEVE DUNCAN CHANCERY CLERK</p> <p>BY <i>[Signature]</i></p>
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I, Giles Louis Lauderdale, a legal resident of Madison County, Mississippi, being of sound and disposing mind and memory, do make, publish and declare this instrument as my Last Will and Testament, hereby revoking all wills and codicils previously made by me.

1. I direct that by Personal Representatives, after using my liquid assets to pay all my funeral expenses and other debts and expenses of my estate, distribute the remainder of the estate in the following manner:

\$5000 to Madison United Methodist Church

Land, buildings, and personal property associated with the household shall be distributed equally, with agreement of Personal Representatives, among surviving children.

Twenty percent of remaining assets shall go to each surviving child. Twenty percent will be divided equally among the children of any pre-deceased child. If those grandchildren are less than 25 years of age, their portion shall be managed by Susan Clair Lauderdale to be used for their educational expenses until that share is expended or until that child reaches 35 years of age, whereupon any remaining funds shall go to that child. In the event that Susan shall predecease me or shall for any reason refuse or be unable to serve or to continue to serve as manager of that portion of my estate, then I hereby appoint John Lawrence Lauderdale as manager in her stead.

WLL

2. I hereby direct that my Personal Reperesentatives have the authority to liquidate any part of my estate assets in order to better

facilitate the handling of my estate, the payment of my debts, and the distribution of my estate.

3. I hereby appoint all surviving children as Personal Representatives of this my Last Will and Testament, and I request that they be permitted to serve without bond or without surety thereon and without the intervention of any court or courts, except as required by law.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of May, 1996, to this my Last Will and Testament consisting of 2 pages.

Giles Louis Lauderdale

Testatrix

Subscribed by Giles Louis Lauderdale in the presence of each of us, the undersigned, and at the same time declared by Giles Louis Lauderdale to us to be his Last Will and Testament, and we thereupon, at the request of Giles Louis Lauderdale in his presence and in the presence of each other sign our names hereto as witnesses this 27th day of May, 1996, at Madison, Mississippi.

Dot Chastain

Witness

5726 Gladewood Dr., Jackson, MS 392

Address

Ann L. Helton

Witness

35 Raintree Place, Jackson, MS 39211

Address

STATE OF MISSISSIPPI

County of Madison

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of July, 1998, at 9:00 o'clock A.M., and was duly recorded on the JUL 9 1998, Book No. 30, Page 808.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF GILES LOUIS LAUDERDALE
DECEASED

CIVIL ACTION, FILE NO. 98-444

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 Dot Chastain, who being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing dated May 27, 1996 purporting to be the Last Will and Testament of Giles Louis Lauderdale, Deceased, who was personally known to the affiant, and whose signature is affixed to such instrument;

(2) That on May 27, 1996, Giles Louis Lauderdale signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Nina L. Hilton, the other subscribing witness to the instrument.

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

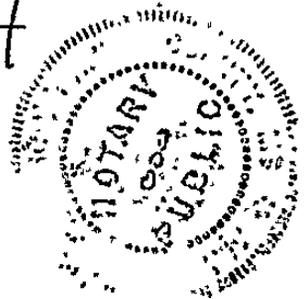
FILED THIS DATE
JUL 9 1998
STEVE DUNCAN CHANCERY CLERK
BY <i>[Signature]</i>

(4) That this affiant, together with Nina L. Hilton, subscribed and attested the instrument as witnesses to the signature and publication thereof, at the special instance, request, and in the presence of Giles Louis Lauderdale, and in the presence of each other.

Dot Chastain
DOT CHASTAIN

SWORN TO AND SUBSCRIBED BEFORE ME, this 26th day of May, 1998.

Amy Kevin Johnson
NOTARY PUBLIC



My Commission Expires:
My Commission Expires Sept 3 2000

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

31HAME-EST/LAUDERDALE/AFI-SUD.WIT

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of July, 1998, at 9:00 o'clock A M., and was duly recorded on the JUL 9 1998, Book No. 30, Page 810.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

LAST WILL AND TESTAMENT

OF

MARGUERITE B. MALCOLM

#98-408

MADISON COUNTY, MS

FILED

JUL 09 1998

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

By: *Karen Supp, DC*

I, MARGUERITE B. MALCOLM, an adult resident citizen of the City of

Madison, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ARTICLE I

I declare that I am the widow of John Andrew Malcolm who passed away on December 24, 1969; and that no children were born of this marriage.

ARTICLE II

I appoint my sister, MARIE B. STRONG, of Raymond, Mississippi, as the Executrix of my estate. I direct that my Executrix, or any person who may serve as my Successor Executor, shall serve without the necessity of making bond, or filing an inventory, accounting or appraisalment with any Court.

ARTICLE III

I direct that all of my debts, all of the expenses of my last illness, all funeral and burial expenses, including the cost of a suitable monument at my grave, and the expenses of settling my estate, be paid by my Executrix out of my gross estate as soon after my death as can be conveniently done.

MBM

ARTICLE IV

I give and bequeath unto my sister, MARIE B. STRONG, the balance in my checking account at the time of my death, and all of my personal effects and belongings, (except stocks, bonds, investment funds, certificates of deposit, and other choses in action), consisting of jewelry, wearing apparel, household furnishings and fixtures, and similar personal property owned by me at the time of my death. Should my sister predecease me, I give and bequeath such personal property to my sister's three children, to-wit: MARIE ELIZABETH STRONG MARTIN, MARY MARGUERITE STRONG BEAN, and JEFFERSON MALCOLM STRONG, to be divided among them with such equality and appropriateness as they may mutually agree upon. Should any of my sister's three children predecease me, then I bequeath his or her one-third (1/3d) share of said personal property to the survivor, or the survivors, of such three children.

ARTICLE V

I desire to provide a lifetime income to my sister, MARIE B. STRONG, of Raymond, Mississippi, and to accomplish this I have elected to establish a Trust for her benefit, and, after her death, for the benefit of her three children. Therefore, I hereby give, devise, and bequeath to BRETT C. MATTHEWS, 633 North State Street, Jackson, Mississippi, as TRUSTEE for the use and benefit of my sister, MARIE B. STRONG, during her lifetime, and after her death, for the benefit of her three children, the following properties of mine which shall fund and constitute the corpus or principal of such Trust, and which shall be delivered by my Executrix to the Trustee as soon after my death as possible, and after my Executrix has made

provision for the payment out of my gross Estate of the debts and obligations set out in Article III of this Will, to-wit:

- (1) All stocks, bonds, investment funds, and other choses in action which I own at the time of my death, and which are being held in my account(s) with Legg Mason Wood, Walker Incorporated, John M. McLarty, Investment Executive, 233 East Capitol Street, Jackson, Mississippi; and
- (2) Any other properties, real and personal, (except the personal property bequeathed under the provisions of Article IV of this Will), which I may acquire in my name or for my account subsequent to the date of the execution of this Will; and
- (3) All of the rest, residue and remainder of the property which I may own at the time of my death, of whatever kind and character.

I direct that the Trust Estate passing to my Trustee from my Estate under this Article of my Will be administered and disposed of as follows:

All of the accounting income from the Trust shall be distributed by the Trustee to my sister, MARIE B. STRONG, during her lifetime, in quarterly installments, beginning as soon as possible after my death as my Executrix and the Trustee, in their discretion, may deem it advisable to do so.

During MARIE B. STRONG'S lifetime, I authorize and empower the Trustee, in his sole and absolute discretion, at any time, and from time to time, to disburse from the principal of the Trust created by this Article V of my Will, such amounts as he may deem advisable and necessary to provide adequately and properly for the support, maintenance, and health of my sister. Such disbursements shall include, but shall not be limited to, expenses incurred by reason of illness and disability. In determining the amounts of principal to be so disbursed, the Trustee shall take into consideration any other income or property which my sister may have from any other

sources, including the Trust created under this Will. The Trustee's discretion shall be conclusive as to the advisability of any such disbursements, and such disbursements out of principal shall not be questioned by anyone. Furthermore, for all such sums so disbursed, the Trustee shall have full acquittance.

Upon the death of my sister, MARIE B. STRONG, the Trust created under this Article of my Will shall not terminate, and I direct my Trustee to administer and dispose of the remaining corpus and all accumulated income in the Trust Estate at the time of my sister's death as follows:

- (1) Beginning in the month of December following my sister's death, and in each December thereafter, I direct the Trustee to pay and distribute Nine Percent (9%) of the total value of the Trust Estate, as of the date of such distribution, to my sister's three children, to be shared equally by them as the Successor Beneficiaries of the Trust created by this Article V of my Will, to-wit:

MARIE ELIZABETH STRONG MARTIN,
MARY MARGUERITE STRONG BEAN, and
JEFFERSON MALCOLM STRONG.

- (2) Should either one or more of the three above named Successor Beneficiaries be deceased at the time of Marie B. Strong's death, I direct my Trustee to pay and distribute to the Estate of each such deceased Beneficiary one-third (1/3d) of the total value of the Trust Estate in lieu of the distribution which would have been made to such deceased Successor Beneficiary under the provisions of Paragraph (1) above of this Article V had he or she survived my sister.
- (3) After making the initial distribution to the Successor Beneficiaries following Marie B. Strong's death, I direct my Trustee to continue to pay and distribute, during the month of December each year, Nine Percent (9%) of the value of the Trust Estate to the three above named Successor Beneficiaries who are living on the date of such distribution. Should any one or more of the Successor Beneficiaries die after the Trustee has made the initial distribution provided for in Paragraph (1) above, and before such beneficiary reaches the age of 62 years, (as hereinafter provided for), I direct the Trustee to pay and distribute to the Estate of such Beneficiary, in the month of December following his or her death, one-third (1/3d) of the total value of the Trust Estate as of the date of such distribution.

- It is my intention under this Paragraph (3), and I so direct my Trustee, to pay and distribute annually to the living Successor Beneficiaries of the Trust Estate, during the month of December, Nine Percent (9%) of the total value of the Trust Estate, excluding the value of the one-third (1/3d) share which may have been distributed to a deceased Beneficiary who may have died during the annual period.
- (4) During the month of December following the date on which a Successor Beneficiary reaches the age of 62 years, I direct my Trustee, in lieu of such Beneficiary's share of the 9% annual distribution, to pay and distribute to such Beneficiary one-third (1/3d) of the total value of the Trust Estate as of the distribution date. It is my intention by this Paragraph (4) that after each Successor Beneficiary reaches the age of 62 years and receives a one-third (1/3d) distribution of the total value of the Trust Estate, then such Beneficiary shall no longer participate or share in the annual distribution of 9% of the total value of the Trust Estate.
- (5) During the administration of the Trust created by my Will, I authorize and direct my Trustee to rely upon the advice and recommendations of my Investment Advisor, John M. McLarty. It is my intention, and I so direct my Trustee, that the corpus of the Trust Estate shall be invested for total return and capital appreciation to the extent that it is not required to generate a necessary current income for the support of any Beneficiary, or Beneficiaries, of the Trust. I am very much aware of market risk, therefore, neither my Trustee nor my above named Investment Advisor shall be responsible or liable for any decrease in value of either my Estate properties or the corpus of the Trust Estate.
- (6) The Trust created hereunder shall terminate when the youngest child of my sister, Jefferson Malcolm Strong, reaches the age of 62 years, at which time I authorize and direct the Trustee to deliver and convey to him all of the remaining corpus and all of the accumulated income in the Trust Estate. Because of the uncertainty of life I realize that one or more of the Successor Beneficiaries may not live to be 62 years of age before the Trust terminates. For this reason I have provided in this Article V that, during the existence of the Trust, one-third (1/3d) of the total value of the Trust Estate be distributed to the Estate of a deceased Successor Beneficiary during the month of December following his or her death. Therefore, to express my intention in another way as to the termination of the Trust, I direct that the Trust terminate upon the happening of either of the following events: (a) when the last of my sister's three children reaches the age of 62 years; or, (b) when the last living child of my sister dies before reaching the age of 62 years. Upon

the happening of either of these events, I direct that the remaining corpus and all of the accumulated income in the Trustee Estate then be delivered and conveyed, as the case may be, to the last of my sister's three children to reach the age of 62 years, or to the Estate of the last of such three children to die before reaching the age of 62 years.

- (7) All of the provisions of this Article V of my Will have been made under the assumption that my sister, Marie B. Strong, would survive me. Should my sister predecease me, I authorize and direct my Trustee to administer and dispose of all of the properties of mine which I have heretofore designated to fund and constitute the corpus or principal of the Trust created to provide my sister with a lifetime income, to the three above named Successor Beneficiaries, in the manner I have directed and provided for in Paragraphs (1) through (7) in this Article V of my Last Will and Testament.

ARTICLE VI

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

- A. To have all of the specific powers set forth in MISS. CODE ANN. §91-9-101 through §91-9-109 (1972) as now enacted or hereafter amended.
- B. To compromise, settle, or adjust any claim or demand by or against my Estate or the Trust, and to agree to any rescission or modification of any contract or agreement.

C. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, to exchange any such security or property for other securities or properties, and to retain such items received in exchange. My Trustee may presume any securities owned by me at the time of my death to be of investment merit and worthy of retention by him. Such presumption shall not impair the power of sale or exchange or any other powers or discretion given the Trustee, but if said securities or any of them are retained by my Trustee for the duration of the Trust, or any shorter period of time, my Trustee shall not be responsible or liable for any loss or decrease in the value of said securities or any of them, or of the Trust, by reason of such retention. My Trustee may also presume that the management of the companies whose securities are held in trust from time to time should be supported. Such presumption shall not impair the power of voting such securities or any other powers or discretion given my Trustee, but if said securities or any of them are voted by my Trustee in favor of the management of the respective companies issuing them or in favor of any proposals supported by such management, my Trustee shall not be responsible or liable for any act of such management or for any loss or decrease in the value of said securities, or any of them, or of the Estate or Trust, by reason of such voting.

D. To sell, exchange, assign, transfer, and convey any security or property, real or personal, held in my Estate or in the Trust Fund, at public or private sale, at such time and price and upon such terms and conditions, including credit, as my Trustee may deem to be advisable for the best interest of my Estate and the Trust, all without Court Order or bond.

reorganization, consolidation or merger of any corporation, any security of which is held.

L. To borrow money on behalf of the Trust (from himself individually or from others) upon such terms and conditions as my Trustee may determine and to mortgage and pledge trust assets as security for the repayment thereof.

M. To employ accountants, attorneys, investment advisors, and such agents as my Trustee might deem advisable; to pay reasonable compensation for their services; and to charge same to or apportion same between income and principal as he may deem proper.

N. My Trustee shall not be required to file in any Court or with any public official any reports or accounts relating to the administration of the Trust created by this Will, except to the extent that I have no power to excuse the filing of such reports or accounts; provided, however, my Trustee shall furnish annually, or at more frequent intervals, reports and accounts thereof to my sister, Marie B. Strong, during her lifetime, and to each of the Successor Beneficiaries after her death.

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

P. Abandon, in any way, property which my Trustee determines not to be worth protecting.

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

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

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

G. To sell or exercise any "rights" issued on any securities held in my Estate or in the Trust.

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

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

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

K. To consent to and participate in any plan for the liquidation,

R. The Trustee is authorized and empowered in his discretion to receive property by gift or by Will, or otherwise, from any person or persons as additions to the Trust created herein, and to hold the same and to administer it under the provisions hereof.

ARTICLE VII

The Trustee shall be entitled to receive reasonable compensation for his services rendered hereunder. The amount of compensation shall be no more than that generally charged by corporate Trustees in the Jackson, Mississippi area. Such compensation may be collected in the manner generally collected by corporate Trustees in the Jackson, Mississippi area and shall be shown on the Annual Accounting of the Trustee.

ARTICLE VIII

In the judgment and discretion of the Trustee if there is ever a detrimental economic reality to maintaining the Trust created by this Will, such Trust shall terminate, and the assets and any accumulated income therefrom shall be distributed free of the Trust to the party or parties, or their respective Estates, in the manner provided for in Article V of this Will.

ARTICLE IX

The Trust created by this Will is a private Trust, and the Trustee shall not be required to obtain the Order or approval of any Court for the exercise of any power or discretion herein given him. The Trustee shall not be required to return to any

Court any periodic, formal accounting of his administration of the Trust, however, the Trustee shall render the Annual Accounts provided for in Paragraph N of Article VI above. No person or party paying money or delivering property to the Trustee shall be required to see to its application. Bond shall not be required of my Trustee.

ARTICLE X

The Trustee, or any Successor Trustee, may resign at any time by giving sixty (60) days written notice to the Beneficiary, or Beneficiaries, as the case may be, specifying in the notice the effective date of his resignation.

Should the Trustee named in this Will, or any Successor Trustee, resign, or is for any reason unable to act, Marie B. Strong, or the Successor Beneficiaries, may, from time to time as needed, appoint a Successor Trustee by an instrument signed by Marie B. Strong, or by the Successor Beneficiaries, and delivered to the Successor Trustee. The assets of the Trust which are actually in the custody and possession of the outgoing Trustee shall then be delivered to the duly appointed Successor Trustee. Should any Beneficiary of the Trust be under legal disability, the Guardian or Conservator of the Estate of such Beneficiary may act for the Beneficiary in signing any instrument under this Article.

In the event Marie B. Strong, or the Successor Beneficiaries, is/are unable or unwilling to appoint a Successor Trustee, then, and in that event, I direct that a Successor Trustee be appointed on Petition of Marie B. Strong, or of the Successor Beneficiaries, by the Chancery Court of Madison County, Mississippi. Any Successor Trustee hereunder shall have the same title, powers and discretion herein given the original Trustee.

IN TESTIMONY WHEREOF, I MARGUERITE B. MALCOLM, have executed this document of twelve (12) pages, and have declared the same to be my Last Will and Testament on this the 24th day of November, 1995, in the presence of Carol Cesare and Josh Dehmer who attested it at my request.

Marguerite B. Malcolm
MARGUERITE B. MALCOLM

CERTIFICATE OF WITNESSES

The foregoing instrument was signed, sealed, published and declared by MARGUERITE B. MALCOLM as and for her Last Will and Testament in the presence of each of us, and we, at the same time, at her request, and in her presence, and in the presence of each other, and believing her to be of sound mind and over the age of eighteen (18) years, have hereunto subscribed our names as Attesting Witnesses, and we have likewise affixed our signatures and shown our addresses, all on this the 24th day of November, 1995.

Carol Cesare
Name

13 Meadows Circle
Address

Jackson, MS 39211

Josh Dehmer
Name

225 Oak Hollow Dr.
Address

Madison MS 39110

Page 12

MBM
MBM



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 9th day of July, 1998, at 8:55 o'clock AM, and was duly recorded on the JUL 9 1998, Book No. 20, Page 812.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey K'OO D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
MARGUERITE B. MALCOLM

NO. 98-408

AFFIDAVIT OF SUBSCRIBING WITNESS

<p>FILED THIS DATE</p> <p>JUL 9 1998</p> <p>STEVE DUNCAN CHANCERY CLERK</p> <p>BY <u>Steve Duncan</u></p>

STATE OF MISSISSIPPI
COUNTY OF Madison

Personally appeared before me, the undersigned authority in and for the above County and State, Soss Dehmer, one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of MARGUERITE B. MALCOLM of Madison County, Mississippi, who having been first duly sworn, stated on oath that the said MARGUERITE B. MALCOLM declared and published said document as her Last Will and Testament on November 24th, 1995, the date of said instrument, in the presence of said affiant and of Carol Cesare, the other subscribing witness to said document, and that said Testatrix was then of sound and disposing mind and memory, twenty-one (21) years of age and upwards, and that Soss Dehmer the said affiant, and Carol Cesare, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special request of said Testatrix and in the presence of each other.

WITNESS MY SIGNATURE, this the 24th day of November,

1995.

[Signature]

SWORN TO AND SUBSCRIBED BEFORE ME, this the 24th day of November, 1995.

[Signature]
NOTARY PUBLIC

My Commission Expires:
Notary Public State of Mississippi At L¹³
My Commission Expires: September 5, 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 9th day of July, 1998, at 8:55 o'clock A M., and was duly recorded on the JUL 9 1998, Book No. 30, Page 824.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
MARGUERITE B. MALCOLM

NO. #98-408

AFFIDAVIT OF SUBSCRIBING WITNESS

<p>FILED THIS DATE</p> <p>JUL 9 1998</p> <p>STEVE DUNCAN CHANCERY CLERK</p> <p>BY <u>[Signature]</u></p>
--

STATE OF MISSISSIPPI
COUNTY OF Madison

Personally appeared before me, the undersigned authority in and for the above County and State, Carol Cesare, one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of MARGUERITE B. MALCOLM of Madison County, Mississippi, who having been first duly sworn, stated on oath that the said MARGUERITE B. MALCOLM declared and published said document as her Last Will and Testament on November 24th, 1995, the date of said instrument, in the presence of said affiant and of Sosie Delmer, the other subscribing witness to said document, and that said Testatrix was then of sound and disposing mind and memory, twenty-one (21) years of age and upwards, and that Carol Cesare the said affiant, and Sosie Delmer, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special request of said Testatrix and in the presence of each other.

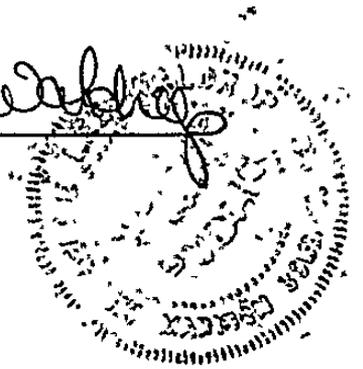
WITNESS MY SIGNATURE, this the 24th day of November, 1995.

Carol Ceare

1995.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 24th day of November, 1995.

Verrellle LeBlond
NOTARY PUBLIC



My Commission Expires:
Notary Public State of Mississippi At Large
My Commission Expires September 5, 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 9th day of July, 1998 at 8:55 o'clock A M., and was duly recorded on the JUL 9 1998, Book No. 30, Page 826.

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

FILED

JUL 09 1998

LAST WILL AND TESTAMENT

#98-432

AT 9:30 O'CLOCK A. M.
STEVE DUNCAN, CHANCERY CLERK
By: *Karen Jupp, DC*

I, LEROY MONEY ADAMS, A RESIDENT OF MADISON COUNTY, MISSISSIPPI, DO HEREBY MAKE, PUBLISH, AND DECLARE THIS TO BE MY LAST WILL AND TESTAMENT, HEREBY REVOKING ALL PRIOR WILLS AND CODICILS.

IF MY WIFE, BESSIE GEORGE DONALD ADAMS, SHALL SURVIVE ME, I BEQUEATH TO MY SON, JOHN DONALD ADAMS, AS TRUSTEE, THE LARGEST AMOUNT, IF ANY, THAT CAN PASS FREE OF FEDERAL ESTATE TAX BY REASON OF THE UNIFIED CREDIT AND THE STATE DEATH TAX CREDIT ALLOWABLE TO MY ESTATE, (BUT ONLY TO THE EXTENT THAT THE LATTER CREDIT DOES NOT INCREASE THE AMOUNT OF DEATH TAXES OTHERWISE PAYABLE TO ANY STATE BY REASON OF MY DEATH), DIMINISHED BY THE VALUE FOR FEDERAL ESTATE TAX PURPOSES OF ALL OTHER ITEMS IN MY FEDERAL GROSS ESTATE WHICH PASS UNDER OTHER PROVISIONS OR OUTSIDE OF THIS WILL AND WHICH DO NOT QUALIFY FOR THE ESTATE TAX MARITAL OR CHARITABLE DEDUCTION AND CHARGES TO PRINCIPAL WHICH ARE NOT DEDUCTED ON MY FEDERAL ESTATE TAX RETURN. THIS TRUST SHALL BE HELD AND ADMINISTERED FOR THE USE AND BENEFIT OF MY WIFE, BESSIE GEORGE DONALD ADAMS, AND SAID TRUSTEE SHALL PAY OVER AND DELIVER TO SAID BENEFICIARY SO LONG AS SHE SHALL LIVE THE ENTIRE NET INCOME DERIVED FROM SAID TRUST PROPERTY.

UPON THE DEATH OF MY WIFE, THE ENTIRE CORPUS OF THE TRUST SHALL BE DISTRIBUTED IN EQUAL SHARES OUTRIGHT AND FREE OF TRUST TO MY CHILDREN, LEROY MONEY ADAMS, JR. AND JOHN DONALD ADAMS OR, IF EITHER OF MY SONS DOES NOT SURVIVE ME, THEN TO HIS HEIRS PER STIRPES. ALL THE REMAINDER OF MY PROPERTY, I GIVE TO MY WIFE OUTRIGHT AND FREE OF TRUST. IF MY WIFE PREDECEASES ME, I HEREBY GIVE ALL MY PROPERTY AND ESTATE OF EVERY KIND AND CHARACTER AND WHERESOEVER SITUATED IN EQUAL SHARES TO MY CHILDREN, LEROY MONEY ADAMS, JR. AND JOHN DONALD ADAMS OR, IF EITHER OF MY SONS DOES NOT SURVIVE ME, THEN TO HIS HEIRS PER STIRPES.

I NOMINATE AND APPOINT MY SON, JOHN DONALD ADAMS, SOLE EXECUTOR OF THIS WILL. I NOMINATE AND APPOINT MY SON, LEROY MONEY ADAMS, JR., AS SUCCESSOR TRUSTEE AND ALTERNATE EXECUTOR SHOULD JOHN DONALD ADAMS BE UNABLE TO SERVE I DIRECT THAT NEITHER MY EXECUTOR OR TRUSTEE, NOR ANY SUCCESSOR EXECUTOR OR TRUSTEE, SHALL BE REQUIRED TO POST ANY BOND OR OTHER SECURITY OR ACCOUNT TO ANY COURT FOR HIS ACTS AS SUCH EXECUTOR OR TRUSTEE, AND THAT THEY SHALL BE FREE FROM COURT SUPERVISION TO THE MAXIMUM EXTENT PERMITTED UNDER APPLICABLE LAW.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND THIS 7TH DAY OF SEPT, 1994.

Leroy Money Adams
LEROY MONEY ADAMS

The above instrument was signed, sealed, published and declared by Leroy Money Adams, The Testator, to be his last will, in our presence, and we, at his request and in his presence and in the presence of each have hereunto subscribed our names as witnesses,

WITNESS: *1st Wilson* WITNESS: *E. Wilson*

This 7TH day of SEPT, 1994, at MADISON, Mississippi.



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 9TH day of July, 1998 at 9:30 o'clock A. M., and was duly recorded on the 9TH day of July, 1998, Book No 30, Page 828.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* DC

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

NO. 98-432

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
LEROY MONEY ADAMS, DECEASED

FILED
THIS DATE
JUL 09 1998
STEVE DUNCAN
CHANCERY CLERK
[Signature]

STATE OF MISSISSIPPI)
) AFFIDAVIT OF SUBSCRIBING WITNESS
COUNTY OF HINDS)

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, R. B. Wilson, who, being first duly sworn, makes oath to the following:

That he was personally acquainted with Leroy Money Adams, late of Madison County, Mississippi; that the said Leroy Money Adams was a resident of and had a fixed place of residence in the County of Madison, Mississippi; that affiant, in the presence of Edwina F. Wilson, subscribing witness, and at the special instance and request of the said Leroy Money Adams did, on the 7th day of September, 1994, sign and subscribe an instrument of writing represented to be the Last Will and Testament of the said Leroy Money Adams, Deceased; that said instrument, the original of which is attached hereto, was signed by Leroy Money Adams as Testator, and the said Testator declared in the presence of affiant and in the presence of the said Edwina F. Wilson that said instrument constituted his Last Will and Testament and thereupon affiant, in the presence of the said Leroy Money Adams and in the presence of Edwina F. Wilson, the other subscribing witness thereto, signed and subscribed the said instrument as one of the attesting witnesses thereto, both of the witnesses signing said Will in the presence of the said Testator and in the presence of each other; that at the time of the said attestation and signing of said instrument the said Leroy Money Adams was above the age of eighteen years, was then of sound and disposing mind and memory, and in full possession of all of his mental faculties.

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

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

R. B. Wilson

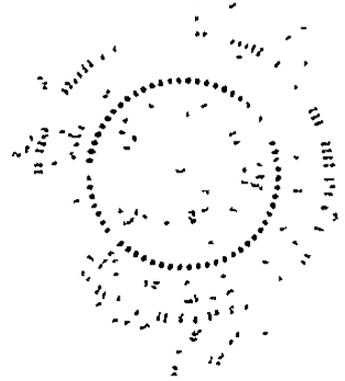
R. B. WILSON

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

Peggy Inesa Davis

NOTARY PUBLIC

My Commission Expires:
Notary Public State of Mississippi At Large
My Commission Expires: July 8, 2000
BONDED THRU HEIDEN-MARCHETTI, INC.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of July, 1998, at 9:30 o'clock A. M., and was duly recorded on the 9th day of July, 1998, Book No. 30, Page 828.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Supp* D.C.

