

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
PHILLIP BRASHIER SMITH, JR., DECEASED

AFFIDAVIT OF LILLIAN SUZANNE WELLS

STATE OF MISSISSIPPI

COUNTY OF Hinds

NO. <u>98-716</u> THIS DATE
NOV 13 1998
STEVE DUNCAN CHANCERY CLERK BY <u>[Signature]</u>

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, the within named LILLIAN SUZANNE WELLS, who, after being by me first duly sworn, stated on oath that the following matters and facts as herein stated are true and correct, to-wit:

1. My name is Lillian Suzanne Wells. I am twenty-seven (27) years of age. I have personal knowledge of the facts stated herein this Affidavit and I am competent to testify to such facts under oath.

2. On August 31, 1998, I witnessed the execution, by Phillip Brashier Smith, Jr., of his Last Will and Testament.

3. On August 31, 1998, Phillip Brashier Smith, Jr., had testamentary capacity when he signed his Last Will and Testament. Phillip Brashier Smith, Jr., was over the age of twenty-one and of sound and disposing mind at the time he executed said Last Will and Testament.

4. The Last Will and Testament of Phillip Brashier Smith, Jr., was executed by Phillip Brashier Smith, Jr., in the presence of two witnesses. I, Lillian Suzanne Wells, and Norma W. Thompson, witnessed as Phillip Brashier Smith, Jr., signed his name to his Last Will and

EXHIBIT
C

Testament. I have reviewed the Last Will and Testament of Phillip Brashier Smith, Jr., and I have examined my signature affixed thereon. I hereby testify under oath that the signature purporting to be my signature as a subscribing witness to the testamentary capacity of Phillip Brashier Smith, Jr., is in fact my signature.

5. I further testify that the copy of the Last Will and Testament, attached hereto as Exhibit "A", is a true and correct copy of the Last Will and Testament of Phillip Brashier Smith, Jr., duly executed by Phillip Brashier Smith, Jr., of his own accord as the expression to his last wishes upon his demise.

7. The foregoing matters contained herein are true and correct and are based upon my personal knowledge. I am competent to testify thereto under oath in a Court of law.

Lillian Suzanne Wells
LILLIAN SUZANNE WELLS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 3rd day of November, 1998.

Steph Hester
Notary Public

My Commission Expires _____
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JAN 1, 2000
BONDED THRU STEGALL NOTARY SERVICE



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13th day of November, 1998, at _____ o'clock _____ M., and was duly recorded on the 20th day of November, 1998, Book No. 31, Page 202.

STEVE DUNCAN, CHANCERY CLERK

BY: *Jacey Hill* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
PHILLIP BRASHIER SMITH, JR., DECEASED

AFFIDAVIT OF NORMA W. THOMPSON

STATE OF MISSISSIPPI

COUNTY OF Hinds

NO. 98-711

FILED
THIS DATE

NOV 13 1998

STEVE DUNCAN
CHANCERY CLERK

BY Steve Duncan

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, the within named NORMA W. THOMPSON, who, after being by me first duly sworn, stated on oath that the following matters and facts as herein stated are true and correct, to-wit:

1. My name is Norma W. Thompson. I am forth-three (43) years of age. I have personal knowledge of the facts stated herein this Affidavit and I am competent to testify to such facts under oath.

2. On August 31, 1998, I witnessed the execution, by Phillip Brashier Smith, Jr., of his Last Will and Testament.

3. On August 31, 1998, Phillip Brashier Smith, Jr., had testamentary capacity when he signed his Last Will and Testament. Phillip Brashier Smith, Jr., was over the age of twenty-one and of sound and disposing mind at the time he executed said Last Will and Testament.

4. The Last Will and Testament of Phillip Brashier Smith, Jr., was executed by Phillip Brashier Smith, Jr., in the presence of two witnesses. I, Norma W. Thompson and Lillian Suzanne Wells, witnessed as Phillip Brashier Smith, Jr., signed his name to his Last Will and

EXHIBIT
D

Testament. I have reviewed the Last Will and Testament of Phillip Brashier Smith, Jr., and I have examined my signature affixed thereon. I hereby testify under oath that the signature purporting to be my signature as a subscribing witness to the testamentary capacity of Phillip Brashier Smith, Jr., is in fact my signature.

5. I further testify that the copy of the Last Will and Testament, attached hereto as Exhibit "A", is a true and correct copy of the Last Will and Testament of Phillip Brashier Smith, Jr., duly executed by Phillip Brashier Smith, Jr., of his own accord as the expression to his last wishes upon his demise.

7. The foregoing matters contained herein are true and correct and are based upon my personal knowledge. I am competent to testify thereto under oath in a Court of law.

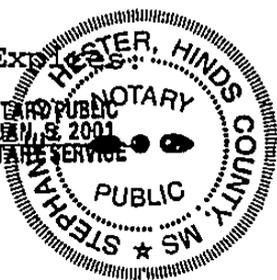
Norma W. Thompson
NORMA W. THOMPSON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 3rd day of November, 1998.

Stephann Hester
Notary Public

My Commission Expires

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JAN. 3, 2001
BONDED THRU STEGALL NOTARY SERVICE



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13th day of November, 1998, at _____ o'clock _____ M., and was duly recorded on the 20th day of November, 1998, Book No. 31, Page 204.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

LAST WILL AND TESTAMENT
OF EVREST SEALS.

#98756

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

ARTICLE I

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

MADISON COUNTY, MS
FILED.

NOV 20 1998

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

ARTICLE II

By: *Karen Jupp, Jr.*

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

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

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

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

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

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

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

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

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

ARTICLE III

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

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

ARTICLE IV

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

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

Evrest Seals
Evrest Seals

This instrument was on the date shown above, signed, published and declared by Evrest Seals 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 the presence of each other.

John Chastock
Witness
146 N. Liberty St.
Address
Canton, MS 39046
Address

Kathryn Loring
Witness
315 N. Madison
Address
Canton, MS 39046
Address



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20 day of November, 1988, at 9:45 o'clock A. M., and was duly recorded on the 20th day of November, 1988, Book No 31, Page 206

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp DC

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
EVREST SEALS, DECEASEDCIVIL ACTION FILE NO. 98-756PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the aforesaid jurisdiction, JOHN W. CHRISTOPHER, subscribing witness to a certain instrument of writing purporting to the Last Will and Testament of EVREST SEALS, who, being duly sworn, deposed and said Evrest Seals published and declared said instrument as his Last Will and Testament on the 26th day of November, 1985, the day of the date of said instrument, in the presence of this deponent and in the presence of Katherine Irving and that the Testator was of sound and disposing mind and memory, and more than twenty-one years of age, and this Deponent and Katherine Irving subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special request of said Testator and in the presence of Testator and in the presence of each other, on the day and year of the date of said instrument.

WITNESS MY SIGNATURE on the 19 day of November, 1998.MADISON COUNTY, MS
FILED

NOV 20 1998

AT 9:45 O'CLOCK A. M
STEVE DUNCAN CHANCERY CLERKBy: Karen Supp, PC

 JOHN W. CHRISTOPHER

SWORN TO AND SUBSCRIBED BEFORE ME on this 19 day of November, 1998.

Steve Duncan Chancery Clerk
NOTARY PUBLIC
by: Karey DC

(S E A L)

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 20th day of 9:45, 1998, at 9:45 o'clock A. M., and was duly recorded on the 20th day of November, 1998, Book No. 31, Page 209.

STEVE DUNCAN, CHANCERY CLERK

BY: Karey DC D.C.

ms0032ms211

MADISON COUNTY, MS

LAST WILL AND TESTAMENT

FILED

OF

DEC 03 1998

GARLAND McLEMORE

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

#98-781

By: *[Signature]* PC

I, Garland McLemore, being a resident of Apartment 905, Edgewater Cove Apartments, Post Road, Barnett Reservoir, Madison, Mississippi, Madison County, and being of sound and disposing mind and memory, and mindful of the uncertainties of life do hereby make, and declare this to be my LAST WILL AND TESTAMENT, hereby revoking all Wills and Codicils heretofore made by me.

FIRST: I nominate and appoint Masonic Consistory, Albert Pike, West Capitol Street, Jackson, Mississippi, to be the Executor of this, my Last Will and Testament, and for any reason the named Executor shall fail or cease to serve as such, I then appoint Masonic Lodge, Number 35, Guthrie, Oklahoma, and I direct that no Executor or Executrix hereunder be required to furnish any surety or sureties on any official bond unless specifically required to do so by the laws of the State of Mississippi. I direct my Executor or Executrix to pay all Federal, State, Inheritance, Succession, Transfer, or all Death Taxes which are assessed against my estate or against any beneficiary including Estate or 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 out of my registry estate.

SECOND: I hereby direct my Executor or Executrix to pay my just and legally probated debts and funeral expenses so soon after my death as practicable.

[Signature]

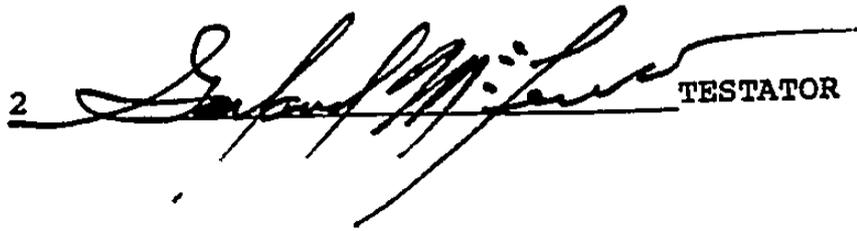
~~CONFIDENTIAL~~

THIRD: At the date of my Last Will and Testament I am legally married to Lavonne W. McLemore whose present address is Hazlehurst, Mississippi. Lavonne W. McLemore and I have been married since May 4, 1980. Lavonne W. McLemore and I have not lived together as husband and wife since May 3, 1985. Lavonne W. McLemore and I have both signed and filed in Madison County Court, State of Mississippi a dissolution of our marriage. Since we have not lived as husband and wife and both agreed to dissolve the legal marriage between both parties makes it absolutely necessary that my Executor or Executrix are instructed NOT to pay any sums whatsoever from my estate to Lavonne W. McLemore. Lavonne W. McLemore ceased to be a wife on May 3, 1985 and is not entitled to any sums whatsoever from my personal estate.

FOURTH: I give and bequeath the sum of One Hundred Dollars (\$100.00) each to my daughters, Linda Sue and Carol Ann, last residence, Fort Gibson, Oklahoma.

FIFTH: The remaining balance of my estate including all properties, cash monies, life insurance, etc.; I may own at the time of my death I give and bequeath to the Masonic Childrens Orphanage and Masonic Old Folks Care, to be divided equally. Said distribution shall be the balance of my estate at the sole discretion of the Executor or Executrix of this my Last Will and Testament.

SIXTH: I authorize and empower my Executor or Executrix without license of court to sell, convey, mortgage, invest, reinvest, exchange, manage, or otherwise deal with my property, real or personal, comprising my estate and any purchaser need look to the application of the purchase money.

Page 2  TESTATOR Date: 10-23-85

SEVENTH: I hereby authorize my said Executor or Executrix without license of court in their sole discretion to continue to operate and carry on any business I may own at my death corporate or otherwise, or to sell and dispose of said business or my interest therein at public or private sale, and to do anything and everything which might be necessary or advisable with respect to any such business, including the borrowing of money with or without security and pledging any or all estate thereof.

EIGHTH: If any of the provisions of this will or any Codicil thereto shall be invalid, it is my intention, that the same shall not effect the validity of this instrument and all the remaining parts shall remain unimpaired and in full force and effect.

IN WITNESS WHEREOF I have hereunto subscribed my name on this the twenty third of October, 1985.

Garland McLemore
Garland McLemore

WITNESSES:

Eva L. Smith
Eva L. Smith

Louise Stephenson
Louise Stephenson

Page 3 *Garland McLemore* TESTATOR Date: 10-23-85



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 3rd day of December, 1998, at 10:40 o'clock A.M., and was duly recorded on the 3rd day of December, 1998, Book No. 31, Page 211.
STEVE DUNCAN, CHANCERY CLERK BY: *Jacey Hill* D.C.

MADISON COUNTY, MS

FILED

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

DEC 03 1998

IN THE MATTER OF THE ESTATE
OF GARLAND MCLEMORE, DECEASED

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

By: Karen Supp, Jr.

CIVIL ACTION, FILE NO.:

98-781

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, DON A. McGRAW, JR., being by me first duly sworn did state that he has reviewed the Last Will and Testament of Garland McLemore, dated October 23, 1985. That he is familiar with the hand writing of Garland McLemore and that the signature contained on each page of the Last Will and Testament of Garland McLemore dated October 23, 1985 is the true and correct signature of Garland McLemore. That on the date of said instrument Garland McLemore was of sound and disposing mind and memory and was twenty-one (21) years of age and upward. Affiant shows that the subscribing witnesses to the Will, Louise Stepatnson and Eva L. Smith are unable to be located. Affiant was informed by Garland McLemore of the contents of his Last Will and Testament and that the instrument in writing

dated October 23, 1985 is the Last Will and Testament of Garland McLemore.

WITNESS MY SIGNATURE on this the 3rd day of DEC., 1998.

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

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 31 day of DEC., 1998.

Roberta L. Moore
NOTARY PUBLIC

MY COMMISSION EXPIRES 9-8-2001
(SEAL)



STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 3rd day of December, 1998, at 10:40 o'clock A. M., and was duly recorded on the 3rd day of December, 1998, Book No. 31, Page 214.

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

0031 216

Last Will and Testament

MADISON COUNTY, MS

OF

FILED

HOLLIS LOFTON LAMBERT

and

RUBY McPHAIL LAMBERT

DEC 04 1998

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

#98-777

STATE OF MISSISSIPPI
COUNTY OF HINDS:.....

We, Hollis Lofton Lambert and Ruby McPhail Lambert, husband and wife, each being more than twenty-one years of age and of sound and disposing mind and memory and having a fixed place of residence in the City of Jackson, First Judicial District of Hinds County, Mississippi, do hereby make, publish and declare this to be our true Last Will and Testament, hereby revoking any and all other Wills and codicils heretofore made by us.

ITEM I: In the event of the death of either of us leaving the other as survivor, then it is the wish of the one so dying that all of his or her just debts be paid as soon as possible after his or her demise, but this provision shall not be construed as a testamentary trust for the payment of debts.

ITEM II: In the event of the death of both of us in a common disaster, then we and each of us do hereby will and devise unto our daughter, Brenda Joyce Lambert, and our son, Dennis Michael Lambert, or the survivor or survivors of them at the time of our death, share and share alike, all of our property or the property of either of us of every kind and description and wheresoever the same may be located, and whether it be real, personal or mixed.

ITEM III: In the event that I, Hollis Lofton Lambert, should predecease my wife, Ruby McPhail Lambert, then I will, devise and bequeath unto my said wife all of my property of every kind and description, wheresoever located or situated, in fee simple forever.

ITEM IV: In the event that I, Ruby McPhail Lambert, should predecease my husband, Hollis Lofton Lambert, then I will, devise and bequeath unto my said husband all of my property of every kind and description, wheresoever located or situated, in fee simple forever.

ITEM V: In the event I should predecease my wife, Ruby McPhail Lambert, I, Hollis Lofton Lambert, do hereby nominate and appoint my said wife as Executrix of this my Last Will and Testament and do hereby release her from the requirement of giving any bond as such or accounting to any court.

ITEM VI: In the event I should predecease my husband, Hollis Lofton Lambert, I, Ruby McPhail Lambert, do hereby

PAGE NO. TWO OF LAST WILL AND TESTAMENT OF:
HOLLIS LOFTON LAMBERT and RUBY McPHAIL LAMBERT

nominate and appoint my said husband as Executor of this my Last Will and Testament and do hereby release him from the requirement of giving any bond as such or accounting to any court.

IN WITNESS WHEREOF, we and each of us have this day signed, executed and declared the foregoing instrument of writing and each of us have publicly declared the same to be our true joint Last Will and Testament in the presence of the subscribing witnesses, and we and each of us have requested said subscribing witnesses to sign their names thereto in our presence and they have so done.

WITNESS our signatures this 17th day of November 1961.

Hollis Lofton Lambert
HOLLIS LOFTON LAMBERT
TESTATOR

Ruby McPhail Lambert
RUBY McPHAIL LAMBERT
TESTATRIX

SUBSCRIBING WITNESSES:

Jane Key Beppi
Louis Davis

We, Jane Key Beppi and Louis Davis do hereby certify that on the day and date above mentioned Hollis Lofton Lambert and Ruby McPhail Lambert, husband and wife, did sign, publish and declare the foregoing instrument to be their true Last Will and Testament in their presence and in the presence of each of us, and did request us and each of us to sign our names thereto as subscribing witnesses, and that we and each of us did sign our names thereto as subscribing witnesses in the presence of the said Hollis Lofton Lambert, testator, and Ruby McPhail Lambert, testatrix, and in the presence of each other, and at the request of both the said Hollis Lofton Lambert and the said Ruby McPhail Lambert.

We do further certify that the said Hollis Lofton Lambert and Ruby McPhail Lambert, his wife, were each above the age of twenty-one years on the day and date of the execution of said Will and at said time they and each of them were of sound and disposing mind and memory.

Witness our signatures this 14th day of November 1961.

Jane Key Beppi
Louis Davis



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of December, 1968, at 9:30 o'clock A. M., and was duly recorded on the 4th day of December, 1968, Book No. 31, page 216.

STEVE DUNCAN, CHANCERY CLERK

BY Robert Jupp D.C.

98792

Last Will and Testament

FILED THIS DATE
DEC 14 1998
STEVE DUNCAN CHANCERY CLERK
BY <i>[Signature]</i>

OF

HAROLD R. TRAYLOR

I, **HAROLD R. TRAYLOR**, a resident of Madison County, Mississippi, make, publish and declare this to be my **LAST WILL AND TESTAMENT**, and I revoke all wills and codicils previously executed by me.

I. Family Designations: I am married to **Jan Traylor** and all references in this Will to "my wife" are to her. All references to my son are to **Mike Traylor**.

II. Definitions: Where used throughout this Will, the terms "Executor", "Executrix", "Administrator" and "Administratrix" 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, Executrix, Administrator or Administratrix.

III. Appointment of Executors: I hereby appoint my wife, **Jan Traylor**, as Executrix of this my Last Will and Testament, and it is my desire that my Executrix shall have full and complete power and authority to do and to perform any act deemed by her to be in the best interest of my estate. Should **Jan Traylor** be unwilling or unable to serve, I hereby appoint my son, **Mike Traylor**, as Executor. I direct that neither my Executrix nor any successor Executor or Administrator shall be required to make any bond and 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.

IV. Payment of Debts: My Executrix shall pay all funeral expenses, costs of administration, and other proper claims against my estate. My Executrix may, in my Executrix's discretion, pay all

Initials: *HT*

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 the applicable federal tax laws, to deduct such expenses either for federal or state 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 Executrix shall not exercise this discretion in a manner that will result in loss of or decrease in the unified tax credit or the marital deduction otherwise allowable in determining the federal and state estate tax due by my estate. My Executrix is instructed to pay all charitable pledges made by me during my life which remain unpaid as of the time of death, out of my residuary estate.

V. Payment of Taxes and Expenses: All federal and state inheritance, succession, transfer or estate taxes (including any interest and penalties thereon) payable by reason of my death (other than generation-skipping transfer taxes, which shall be charged in the manner provided in Section 2603 of the Internal Revenue Code), whether passing under this will or otherwise, shall be charged against my residuary estate, without proration of any charge therefor against any person who receives such property under the terms of this will or otherwise.

VI. Specific Bequest or Devise: If my wife survives me, I hereby give, devise and bequeath unto her all of my interest in and to the following:

A. My real property lying and being situated in Madison County, Mississippi, and being more particularly described as follows:

Lot 25, Cross Creek, Part One, a subdivision according to a map or plat thereof on file and of record in the office of the Chancery Clerk of Madison County at Canton, Mississippi, in Plat Cabinet C at Slide 147, reference to which map or plat is hereby made in aid of and as a part of this description.

Initials: HT

B. The house located on the above described property and all tangible personal property owned by me including furniture, furnishings, appliances, household goods, cars, boats, and other tangible personal property of a similar domestic, household or personal nature contained thereon. It is my intent to dispose of all of my personal property except my retirement accounts, checking accounts, savings accounts, stocks, bonds and other property of a similar nature which items shall be a part of my residuary estate.

If my wife does not survive me, then I hereby give, devise and bequeath unto my son all of my real property as described above in Subparagraph A, and unto my stepdaughter, Kayla Louise George, all of my personal property as described above in Subparagraph B. In the event my son shall predecease me, then I give any interest which he may obtain in the above bequests and devises to my grandchildren in equal shares to share and share alike. If any of my grandchildren do not survive me, then I give any interest they may have obtained in the above bequests and devises to his or her lawful descendants, per stirpes.

VII. **Residuary Clause:** I hereby give, devise and bequeath all the rest, residue and remainder of my estate, whether it be real, personal or mixed, wheresoever situated or howsoever situated or described, which I may own or to which I may in any way be entitled to at the time of my death, as follows:

A. I hereby give, devise and bequeath my entire residuary estate to my wife and son in equal shares to share and share alike.

B. If my wife does not survive me, then I give my entire residuary estate to my son. In the event my son shall also predecease me, then I give his share of my residuary estate to my grandchildren in equal shares to share and share alike. If any of my grandchildren do not survive me, then I give any interest they may obtain in my residuary estate to his or her lawful descendants, per stirpes.

VIII. Trust Provisions: Any portion of my estate, which is distributable to a beneficiary (other than my wife) who is under the age of 21, or who is incompetent, instead shall be distributed to or retained by my Trustee to hold in trust for said beneficiary, a separate trust to be known as the "THE TRAYLOR CHILDREN'S TRUST" and administered under the following terms and conditions:

A. The primary purpose of this Trust is to provide for the care, maintenance, support and education of the beneficiaries and to this objective, the Trustee shall have those powers, discretions and authorities as set forth in the Mississippi Uniform Trustees Powers Act, being §§91-9-101, et seq., of the Mississippi Code of 1972 Annotated, as amended.

B. During the entire period of the Trust provided for herein, the Trustee, for and on behalf of the purpose of the Trust, shall have the title to, right of possession, management and control of the Trust estate and any part thereof with full power to sell, convey, transfer, exchange, lease, mortgage, invest and reinvest, any kind of Trust property, whether real, personal or mixed, to which said Trustee is expressly authorized to execute and deliver any and all necessary and proper instruments, documents, deeds, advances and transfers. No purchaser or any other party dealing with the Trustee in relation to the Trust estate shall be under any duty or obligation to see to the proper application by the Trustee of the fund arising therefrom.

C. The Trustee is authorized and empowered to sell and dispose of any and all investments, securities and property, real and personal, of the Trust estate, either at public or private sale, for such purposes and on such terms as the Trustee may deem proper and in the best interest of the Trust estate.

D. The Trustee may distribute to or for the benefit of the beneficiary for whom the trust was created under this paragraph so much or all the income or principal of such trust

Initials:

as, in the discretion of the Trustee, pursuant to their power granted herein, is in the beneficiary's best interest.

E. Upon each beneficiary reaching the age of twenty-one (21) years, their share in the corpus of the Trust and the existing income from the Trust shall be distributed to them.

F. It is my intention that said Trust be set up prior to any final adjudication of my estate and I direct the Executrix to establish the same.

G. In the event any of the beneficiaries should die prior to the distribution of their share of this Trust, being their twenty-first (21st) birthday, then said deceased beneficiary's share shall thereupon vest in and shall inure to the benefit of their descendants if there be any, if not, it shall thereupon vest in and inure to the benefit of my surviving heirs at law in accordance with the terms of this my Last Will and Testament.

H. The personal and real property in my estate shall not vest in the Trust established herein until such time as any and all obligations of my estate have been paid to include cost of administration, taxes, and any claims properly filed and probated therein.

I. The Trust shall terminate when the last beneficiary of such Trust has reached the age of twenty-one (21) and is not incompetent, or upon the last beneficiary's death prior to their twenty-first birthday.

IX. General Provisions: The administration of my estate will be subject to the following provisions:

A. Appointment of Trustee: I nominate and appoint Trustmark National Bank Trustee of "The Traylor Children's Trust," to serve without bond and to the extent allowed by law I direct that all accountings, inventories and the like ordinarily required be dispensed with.

B. General Powers of Executrix: In addition to having all the powers granted such executor and trustee under this Will and by law, my Executrix subject to any limitation stated elsewhere in

Initials: lh

this Will, shall have all the powers granted to trustees under the Mississippi Uniform Trustee Powers law at Miss. Code Ann. §91-9-101 et seq., as it presently exists and may hereinafter be amended, and shall also have full and complete authority i) to retain property of my estate; ii) to sell, transfer, lease or encumber all or any part of any interest in property of my estate; iii) to borrow money; iv) to partition all or part of any interest in property of my estate and to pay or receive such moneys or properties as may be necessary to equalize differences; v) to make any distribution in any manner whatsoever; vi) to continue any business (whether a proprietorship, corporation, partnership, limited partnership or other business entity) which I may own or in which I may be financially interested at the time of my death, for such time as my Executrix may deem it to be in the best interest of my estate; and, vii) to release or to delegate to any Executrix, in the discretion of the releasing or delegating fiduciary, any fiduciary power at any time, in whole or in part, temporarily or permanently, whenever he may deem it advisable, by an instrument in writing executed and acknowledged by the releasing or delegating fiduciary and filed with the estate or trust records.

I authorize my Executrix to exercise any such powers and authorities granted in this Will or by the Uniform Trustee's Power Law of Mississippi without the necessity of obtaining court approval. All rights, powers, duties and discretions granted to or imposed upon my Executrix shall be exercisable by and imposed upon any successor Executrix or Administrator.

C. Compensation of Executrix and Trustee: Each individual Executrix and Trustee shall be entitled to compensation for serving as such under this Will. The compensation for the Executrix shall be based upon reasonable value for the services actually rendered by that Executrix in the administration of the estate. The compensation for the Trustee shall be based upon the reasonable value of the services actually rendered by that Trustee, but in no event shall the compensation to the Trustee exceed one-half (1/2) of one percent (1%) of the value of the trust assets, determined

annually. The Executrix and Trustee shall be reimbursed for the reasonable costs and expenses incurred in connection with the their duties.

D. Simultaneous Death Clause: If any interest in any part of my estate or any trust under this Will would vest in any person if he or she were alive upon the occurrence of any contingency (such as the death of any individual, or any individual's attaining a specified age) and such person dies under such conditions that it would be difficult or impossible to determine whether or not he or she was alive upon the occurrence of such contingency, such person shall be deemed for the purposes of this Will to have died prior to the occurrence of such contingency.

E. Survivorship: For purposes of the gifts under this Will, no beneficiary shall be regarded as surviving me unless such person survives me by thirty (30) days or more, exclusive of the date of my death.

F. Provision for Ultimate Termination of Trusts: Notwithstanding any other provision of this Will, unless sooner terminated in accordance with such provisions, each trust created or provided for in this Will shall cease and terminate within twenty-one (21) years after the death of the last survivor of i) myself; ii) my wife; and, iii) my descendants in being at the time of my death. If on the day preceding the expiration of such period any property is still held in trust hereunder, such property shall immediately vest in and be distributed to the income beneficiary of such trust.

G. Right to Disclaim: Any recipient of property hereunder, or the Executrix or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery

Initials: MT

Court in which my Will is probated and shall also be delivered to my Executrix. If my wife or son disclaim any portion of his or her bequest, I give, devise and bequeath the property disclaimed unto my grandchildren in equal shares to share and share alike.

H. Discretionary Termination: Any trust created under this Will may be terminated by the Trustee whenever in the opinion of such Trustee the trust properties are insufficient to justify its continuance. On termination of the trust under this paragraph, the Trustee shall distribute the remaining trust properties to the income beneficiary.

I. Governing Law: The interpretation and construction of this Will and the administration of the trusts created herein shall, in all respects, be governed by the laws of the State of Mississippi.

IN WITNESS WHEREOF, I, HAROLD R. TRAYLOR, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 24th day of April, 1998, 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.

Harold R. Traylor
Harold R. Traylor

WITNESSES:

Jean F. Parker
Susan J. Russell

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 24th day of April, 1998.

Jean F. Parker
Susan J. Russell
WITNESSES

Initials: HT



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14th day of December, 1998, at _____ o'clock _____ M, and was duly recorded on the 14th day of December, 1998, Book No. 31, Page 218.

STEVE DUNCAN, CHANCERY CLERK

BY: Steve Duncan D.C.

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF Madison

Before me, the undersigned authority, on this day personally appeared **HAROLD R. TRAYLOR**, Dawn F. Rankin and Susan J. Russell known to me to be the testator and the witnesses, respectfully, whose names are subscribed to the attached instrument in their respective capacities, who after being duly sworn, say on oath that on the 24th day of April, 1998, **HAROLD R. TRAYLOR**, in their presence, signed his name thereto, and in their presence declared the same to be his Last Will; that at his request, in their presence, and in the presence of each other, the said affiants subscribed their names thereto as witnesses to its execution and publication; that the said **HAROLD R. TRAYLOR**, on said 24th day of April; 1998, was over the age of eighteen (18) years, and was of sound and disposing mind and memory.

Dawn F. Rankin
Witness

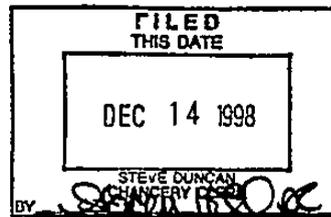
Susan J. Russell
Witness

SWORN TO AND SUBSCRIBED before me, this the 24 day of April, 1998.

Samuel Sutherland Goy
NOTARY PUBLIC

MY COMMISSION EXPIRES:
June 25, 1999

(SEAL)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14th day of December, 1998, at o'clock M., and was duly recorded on the 14th day of December, 1998, Book No. 31, Page 226.

STEVE DUNCAN, CHANCERY CLERK

BY: Steve Hill D.C.

98-798

BOOK 0031 PAGE 227

<p>FILED THIS DATE</p> <p>DEC 15 1998</p> <p>STEVE DUNCAN CHANCERY CLERK</p> <p>BY <i>[Signature]</i></p>

LAST WILL AND TESTAMENT
OF
HAROLD F. SELING

I, HAROLD F. SELING, an adult resident citizen of the City of Jackson, First Judicial District of Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all other Wills and Codicils heretofore made by me.

ITEM I.

I do hereby appoint my nephew, James Seling of Grand Ledge, Michigan, as Executor of this my Last Will and Testament. Furthermore, I hereby appoint my daughter, Sandra Seling, as alternate Executrix. As to either, I hereby direct that he/she shall not be required to give any bond, and I hereby waive the necessity of having a formal appraisal made of my estate.

ITEM II.

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

ITEM III.

I hereby acknowledge that all household effects, furniture, furnishings, appliances, silverware and chinaware which are now in our home at Jackson, Mississippi, are the sole and separate property of my wife, Jacqueline Clemmer Seling, but if I should own any similar property at the time of my death, I hereby give and bequeath same to my said wife, together with all of my tangible personal property, if she shall survive me; and if she shall not survive me, I give and bequeath all of my said property to my said daughter.

H. F. S.

ITEM IV.

I give, devise and bequeath the rest and remainder of my property, whether real, personal or mixed, to be divided as follows: Twenty-Five Percent (25%) of said property shall be devised and bequeathed to my said wife. The remaining Seventy-Five Percent (75%) shall be divided in equal shares, per stirpes, between my said daughter (or her issue should she predecease me) and the children of my deceased son, Harold F. Seling, Jr. Should my said wife predecease me, then all of the remainder of my said property shall be divided in equal shares, per stirpes, between my said daughter (or her issue should she predecease me) and the children of my said deceased son.

ITEM V.

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.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 26TH day of September, 1986.

Harold F. Seling
HAROLD F. SELING

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

Betty J. Pinner

Arden Pinner

Charles B. Quarter

-2-

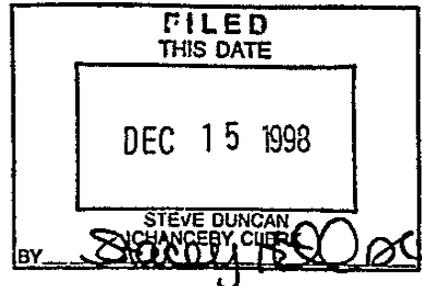


STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15 day of Dec, 1998, at 9:00 o'clock A M, and was duly recorded on the DEC 15 1998, Book No 31, Page 227

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.

PROOF OF WILL

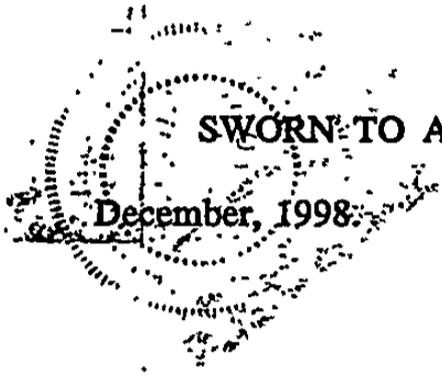
STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, **CHARLES P. QUARTERMAN**, credible and competent subscribing witness to the foregoing instrument of writing dated September 26, 1986, purporting to be the Last Will and Testament of **HAROLD F. SELING**, who, having been first duly sworn, states on oath that the said **HAROLD F. SELING**, signed, made, published and declared said instrument as his Last Will and Testament on the 26th day of September, 1986, the date of said instrument, in the presence of affiant and Bettie J. Pearce and Linda P. Jennings; that the Testator was then of sound and disposing mind and memory, and above the age of twenty-one (21) years; that the Testator was acting voluntarily without undue influence, fraud or restraint; that the affiant subscribed and attested said instrument as a witness to the signature and publication thereof, at the special instance of **HAROLD F. SELING** and in the presence of **HAROLD F. SELING**; that the Testator at the time of the attestation was mentally capable of recognizing, and actually conscious of said act and attestation; that the subscribing witness was, at the time of said attestation, a competent witness under the laws of the State of Mississippi; that at the time of said attestation, the Testator, **HAROLD F. SELING**, indicated to the affiant that he was a resident of and had a fixed place of residence in Hinds County, State of Mississippi; and that this Proof of

Will is attached to the original of that certain foregoing written instrument signed, made, published and declared by the said Testator, HAROLD F. SELING, as his Last Will and Testament on this, the 26th day of September, 1986.

Charles P. Quarterman
CHARLES P. QUARTERMAN



SWORN TO AND SUBSCRIBED before me on this, the 9th day of December, 1998

Vista Susan Walker Roche
NOTARY PUBLIC

My Commission Expires:

7-11-01

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 15 day of Dec, 19 98, at 9:00 o'clock A M., and was duly recorded on the DEC 15 1998, Book No. 31, Page 229.

STEVE DUNCAN, CHANCERY CLERK

BY: Jerry H. O. D.C.

LAST WILL AND TESTAMENT

OF

LILLIE MAE BROWN

FILED
THIS DATE
DEC 17 1998
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

98241

STATE OF MISSISSIPPI

COUNTY OF MADISON

I, LILLIE MAE BROWN, a resident citizen of Madison County, Mississippi, being of sound and disposing mind, memory and understanding, and being over the age of twenty-one (21) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other Wills, Testaments and Codicils thereto heretofore made by me.

ITEM I

I direct my Executrix to pay all of my just debts and obligations which may be probated, registered and allowed against my estate, including expenses of my funeral and a suitable marker for my grave; that the administration of my estate be completed and closed as soon after my death as may be reasonably possible.

ITEM II

I do hereby give, devise and bequeath to my sister, LUELLE POTTS, one-half (1/2) acre in Lot 16 as designated on the plat attached to that certain Warranty Deed which is recorded in Deed Book 161, Page 228 in the land records of Madison County, Mississippi. The exact location and configuration of this one-half (1/2) acre shall be determined by my Executrix, who shall have the exclusive authority to make such designations.

ITEM III

All the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall

Lillie Mae Brown RPS
LILLIE MAE BROWN *[Signature]*

PAGE 2 OF THREE (3) PAGES *PPS*

die seized and possessed or to which I shall have any power of appointment, I do hereby give, devise and bequeath to my sister, BESSIE LEE COLE.

ITEM IV

I hereby appoint, nominate and constitute my sister, BESSIE LEE COLE, as Executrix of this my Last Will and Testament. In the event that she shall be deceased at the time of my death, or unwilling or unable to serve as Executrix, then, and in that event only, I hereby appoint, nominate and constitute my niece, ERNESTINE COLE, as Successor Executrix. My Executrix or Successor Executrix or Administrator shall have full and plenary power and authority to do and perform any act deemed by them to be for the best interest of my estate, without any limitations whatsoever, and without surety bond, and said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and re-invest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents or accountants that they may deem necessary and for the best interest of my estate and to pay unto themselves just and reasonable compensation for their services as Executrix or Successor Executrix or Administrator. I direct that neither my Executrix nor my Successor Executrix or Administrator shall be required to make any bond. To the extent permissible by law, I waive the requirement that my Executrix or Successor Executrix or Administrator be required to make a formal accounting for the estate with any Court.

The foregoing Last Will and Testament consists of three (3) pages, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament on this the 6 day of June, 1994.

Lillie Mae Brown
LILLIE MAE BROWN *PPS*

Lillie Mae Brown
LILLIE MAE BROWN *PPS*

PAGE 2 OF THREE (3) PAGES
STATE OF MISSISSIPPI
COUNTY OF MADISON

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

Phyllis Y. DeLaughter
ADDRESS: 214 Oak Bend
Madison, MS 39110

Rebecca P. Smith
ADDRESS: P.O. Box 228
Canton MS 39046

Lillie Mae Brown RPS
LILLIE MAE BROWN PPS

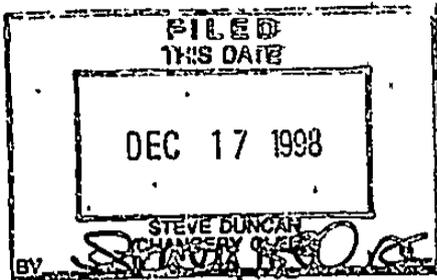


STATE OF MISSISSIPPI, COUNTY OF MADISON:

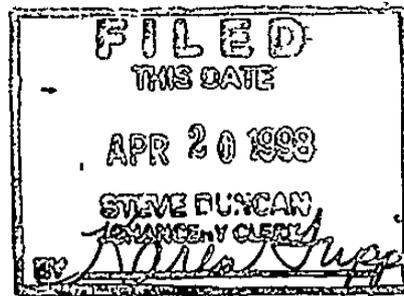
I certify that the within instrument was filed for record in my office this 17th day of Dec, 1998, at 1:30 o'clock P.M., and was duly recorded on the DEC 17 1998, Book No. 31, Page 231.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey H. O. D.C.



BOOK 30 PAGE 633
PROOF OF WILL



COMES NOW REBECCA P. SMITH, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of LILLIE MAE BROWN, and enters her appearance herein as provided by §91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that LILLIE MAE BROWN, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 6th day of June, 1994, the day of the date of said instrument, in the presence of this deponent and PHYLLIS Y. DELAUGHTER, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and that she and PHYLLIS Y. DELAUGHTER, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testator and in the presence of said testator and in the presence of each other, on the day of the date of said instrument.

Rebecca P. Smith

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 17th day of April, 1998.

[Signature]
NOTARY PUBLIC



(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of April, 1998, at 4:45 o'clock P. M., and was duly recorded on the 20th day of April, 1998, Book No. 30, Page 693.

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



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17th day of Dec, 1998, at 1:30 o'clock P. M., and was duly recorded on the DEC 17 1998, Book No. 31, Page 234.

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



98-813

Dec 22 1998

LAST WILL AND TESTAMENT
OF
BARGER DENHAM WEEKS

FILED
THIS DATE
DEC 22 1998
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

I, Barger Denham Weeks, (also sometimes known as "Denny" Weeks), of Madison County, Mississippi, being of the age of twenty-one years and over and of sound and disposing mind and memory, do make, declare and publish this to be my last will and testament, revoking all previous wills and codicils.

I.

I name, constitute and appoint Joan Tyner Weeks, my wife, as Executrix of this, my last will and testament, and direct that she be not required to give bond or make any formal accounting to any Court other than the probate of this my last will and testament. Should my said wife, Joan Tyner Weeks, predecease me or refuse or be unable to serve as Executrix hereunder, I name, constitute and appoint my son, Steven D. Weeks, as Executor, also without bond.

II.

I will, devise and bequeath unto my wife, Joan Tyner Weeks all of my estate, real, personal and mixed of whatever nature and wheresoever located or situated. Should my said wife, Joan Tyner Weeks, predecease me, I will, devise and bequeath all of my said estate unto Laura Denise Weeks Adams, Janna Lynn Weeks, Steven Denny Weeks, Jodi Carol Weeks, and Scott Barger Weeks, my children, in equal shares.

III.

In the event my said wife should predecease me, I name, constitute and appoint my son, Steven Denny Weeks, as guardian of my children and direct that no bond or other security be required of him.

IV.

Should my said wife and I die in one common accident or calamity, or under circumstances making it difficult to determine which survived the other, then in that event, this will shall be construed as if my said wife survived me.

IN WITNESS WHEREOF I have executed this Last Will and Testament on this the 17th day of March, 1983; in the presence of the undersigned attesting and credible witnesses who, at my request, and in my presence, and in the presence of each other, have witnessed my signature hereto.

Barger Denham Weeks
Barger Denham Weeks

Signed, published and declared by the testator, Barger Denham Weeks, as and for his Last Will and Testament in the presence of us, who, at his request and in his presence and in the presence of each other, subscribe our names hereto as attesting witnesses, this the 17th day of March, 1983.

Jane H. Reid
Kene Livingston

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 22nd day of Dec, 1998, at 9:30 o'clock A M., and was duly recorded on the DEC 22 1998, Book No. 31, Page 235.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacey HOO D.C.

IN THE CHANCERY COURT
OF THE ELEVENTH JUDICIAL DISTRICT
OF MADISON COUNTY, MISSISSIPPI

<p>FILED THIS DATE</p> <p>DEC 22 1998</p> <p>STEVE DUNCAN CHANCERY CLERK</p> <p>BY: <i>[Signature]</i></p>
--

ESTATE OF BARGER DENHAM WEEKS,
DECEASED

NO. 98-813

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

A. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of BARGER DENHAM WEEKS, 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 7 day of March, 1983.

B. That on the 7 day of March, 1983, the said BARGER DENHAM WEEKS, signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of GENE LIVINGSTON, the other subscribing witness to said instrument.

C. That the said BARGER DENHAM WEEKS was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

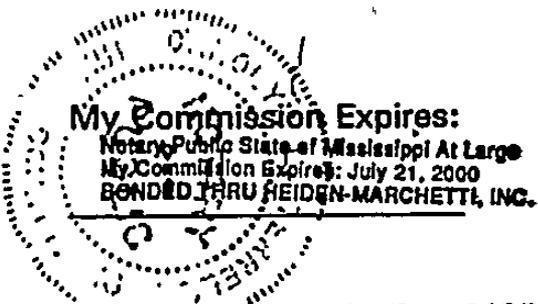
D. That this affiant, together with GENE LIVINGSTON, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said BARGER DENHAM WEEKS, and in the presence of each other.

Sue H. Reid
SUE H. REID

SWORN TO AND SUBSCRIBED BEFORE ME, this the 21 day of

December, 1998.

Cowley Inell
Notary Public



James L. Pettis, III, Esq. MSB # 4151
Lawrence B. Austin, Esq., MSB # 8426
Armstrong Allen Prewitt Gentry
Johnston & Holmes, PLLC
2525 Lakeward Drive, Suite 200
Jackson, Mississippi 39216
(601) 713-1192

ATTORNEYS

K:\WPDATA\LAU\FWEEKS\WEEKS.AFF

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 22nd day of Dec, 1998, at 9:30 o'clock A M., and was duly recorded on the DEC 22 1998, Book No. 31, Page 237.

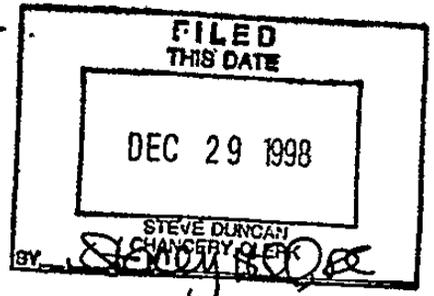


STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

Book 31 Page 239

LAST WILL AND TESTAMENT
OF
ROBERT H. HERRINGTON



I, Robert H. Herrington, of the County of Bay and the State of Florida, being of sound and disposing mind and memory, and grateful to Almighty God for the manifold blessings of life, being mindful of the certainty of death, do make, publish and declare this to be my last will and testament, hereby revoking all former wills and codicils by me at any time made.

As to my worldly estate and all the property, real, personal and mixed, of which I shall die seized and possessed, or to which I shall be entitled at the time of my death, I devise, bequeath, and dispose thereof in the manner following:

ITEM ONE

It is my will that all of my just debts and funeral expenses be paid out of my estate by my executrix as soon after my death as shall be found convenient.

ITEM TWO

I give, devise, and bequeath to my beloved wife, Dorothea E. Herrington, all of my estate, real, personal and mixed, remaining after my just debts and funeral expenses are paid and settled.

ITEM THREE

In the event my beloved wife, Dorothea E. Herrington, should not be living at the time of my death, or if she and I should both die as a result of an automobile accident, plane crash, or other common casualty, then I give, devise, and bequeath all of my estate, real, personal, and mixed, to my beloved daughters, Leslie E. Herrington, now age 21, and Mary Van Herrington, now age 16, share and share alike, each to inherit an undivided one-half interest therein.

ITEM FOUR

I hereby name, nominate, and appoint my beloved wife, Dorothea E. Herrington, to be the executrix of this my last will

Robert H. Herrington (SEAL)

and testament, and request that she be not required to post any bond and that she be not required to make any report to the County Judge's Court, Surrogate's Court, or any Court of Probate.

In the event my wife, Dorothea E. Herrington, predeceases me, or we should both die as a result of a common casualty as above mentioned, I nominate and appoint my daughter Leslie E. Herrington to be the executrix of this my last will and testament, and request that she be not required to give any bond and that she be not required to make any report to any Court of Probate.

IN WITNESS WHEREOF, I, the said Robert H. Herrington, have to this, my last will and testament, consisting of two sheets of typewritten paper, subscribed my name and set my seal this the twenty-third day of October in the year of our Lord nineteen hundred sixty-three (October 23, A. D. 1963):

Robert H. Herrington (SEAL)

Signed, published and declared by the said Robert H. Herrington as and for his last will and testament, in the presence of us, who, at his request, and in his presence, and in the presence of each other, have hereunto subscribed our names as witnesses thereto, on this the twenty-third day of October, A. D. 1963.

F. Herbert Robertson residing at 7026 W. 8th St. Panama City
Douglas B. Sale residing at Panama City Fla
Racine B. Stone residing at Panama City, Fla

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day of December, 1998, at o'clock M., and was duly recorded on the 30th day of December, 1998, Book No. 31, Page 239.



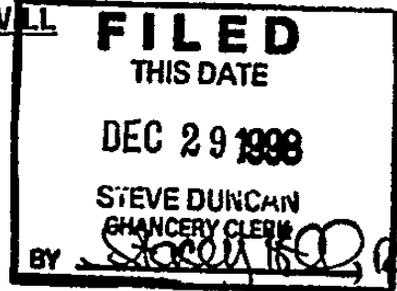
STEVE DUNCAN, CHANCERY CLERK BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
ROBERT H. HERRINGTON, DECEASED

PROBATE CASE NO. 298-821

AFFIDAVIT TO EXECUTION OF WILL



STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid, the within named **HENRY WILSON**, who resides at 428 Brookstone, Madison, Madison County, Mississippi, a close friend and associate of Robert H. Herrington, deceased, who, being by me first duly sworn, states on his oath as follows:

That Affiant, a close friend and associate of Robert H. Herrington, deceased, having been closely associated with him for more than forty (40) years prior to his death on October 29, 1998, is personally familiar with the handwriting and the signature of said decedent, having personally seen decedent sign and make his signature numerous times over the last forty (40) years of his lifetime; and

That Affiant has personally and carefully examined the document dated October 23, 1963 consisting two (2) typewritten pages which purports to be the Last Will and Testament of Robert H. Herrington, deceased; and

That the signature of Robert H. Herrington appended and subscribed to the said typewritten document purporting to be the Last Will and Testament of Robert H.

Herrington, deceased, is genuine, authentic and the usual and customary true handwriting and signature of Robert H. Herrington; and

That Affiant knew and was personally familiar with Robert H. Herrington, deceased, immediately before, on and after October 23, 1963, the date of the execution of the purported Last Will and Testament of Robert H. Herrington, deceased, and the said Robert H. Herrington, deceased, was then and there at said time of sound mind and memory and in all ways competent to make testamentary disposition of his property; and

That Affiant herein is in no wise interested in the estate of Robert H. Herrington, deceased.

WITNESS MY HAND this the 29th day of December, 1998.

Henry J. Wilson
HENRY WILSON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 29th day of December, 1998.

Janice Paul
NOTARY PUBLIC

MY COMMISSION EXPIRES:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES SEPT. 21, 2002
BONDED THRU STEGALL NOTARY SERVICE

Phillip M. Nelson
Attorney at Law
1220 Highway 51 North
Madison, MS 39110
1-601-856-8869
M.S.B.# 3810

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day of December, 1998, at — o'clock — M., and was duly recorded on the 30th day of December, 1998, Book No. 31 Page 241.



STEVE DUNCAN, CHANCERY CLERK BY: Steve K. O. D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
ROBERT H. HERRINGTON, DECEASED

PROBATE CASE NO. P 98-821

AFFIDAVIT TO EXECUTION OF WILL

FILED THIS DATE DEC 29 1998 STEVE DUNCAN CHANCERY CLERK BY <u>[Signature]</u>

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid, the within named **DAN P. HERRINGTON**, being 75 years of age, who resides at 428 Brookstone, Madison, Madison County, Mississippi, the natural brother of Robert H. Herrington, deceased, who, being by me first duly sworn, states on his oath as follows:

That Affiant, the brother of Robert H. Herrington, deceased, is personally familiar with the handwriting and the signature of said decedent, having personally seen decedent sign and make his signature numerous times over many years throughout his lifetime; and

That Affiant has personally and carefully examined the document dated October 23, 1963 and consisting two (2) typewritten pages which purports to be the Last Will and Testament of Robert H. Herrington, deceased; and

That the signature of Robert H. Herrington appended and subscribed to the said typewritten document purporting to be the Last Will and Testament of Robert H. Herrington, deceased, is genuine, authentic and the usual and customary true

handwriting and signature of Robert H. Herrington; and

That Affiant knew and was personally familiar with Robert H. Herrington, deceased, immediately before, on and after October 23, 1963, the date of the execution of the purported Last Will and Testament of Robert H. Herrington, deceased, and the said Robert H. Herrington, deceased, was then and there at said time of sound mind and memory and in all ways competent to make testamentary disposition of his property; and

That Affiant herein is in no wise interested in the estate of Robert H. Herrington, deceased.

WITNESS MY HAND this the 29th day of December, 1998.

[Handwritten Signature]

DAN P. HERRINGTON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 29th day of December, 1998.

[Handwritten Signature]

NOTARY PUBLIC

MY COMMISSION EXPIRES:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES SEPT. 21, 2002
BONDED THRU STEGALL NOTARY SERVICE

Phillip M. Nelson
Attorney at Law
1220 Highway 51 North
Madison, MS 39110
1-601-856-8869
M.S.B.# 3810



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day of December, 1998, at _____ o'clock _____ M., and was duly recorded on the 30th day of December, 1998, Book No. 31, Page 243.

STEVE DUNCAN, CHANCERY CLERK

BY: *[Handwritten Signature]* D.C.

99-004

BOOK 0031 PAGE 245

LAST WILL AND TESTAMENT
OF
CATHERINE BLOUNT

FILED
THIS DATE
JAN 11 1999
STEVE DUNCAN
CHANCERY CLERK
BY: *[Signature]*

I, CATHERINE BLOUNT, being over the age of twenty-one (21) years, of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all prior wills and codicils and every other instrument of testamentary nature heretofore made by me.

ITEM I

I hereby nominate and appoint my nephew, ISAAC BOLTON, to be the Executor of this my Last Will and Testament. My Executor shall serve without security or bond and without any accountings or inventory to any court.

ITEM II

I will and direct that all lawful claims duly probated, registered and allowed against my estate be paid and that the administration of my estate be completed and closed as soon after my death as may be reasonably possible.

ITEM III

I give, devise and bequeath unto my nephews, ISAAC BOLTON and CLAUDE BOLTON, share and share alike, per stirpes, all of my property, both real and personal, of whatsoever kind or character and wheresoever situated.

WITNESS MY SIGNATURE, this the 22nd day of May, 1997.

[Signature: Catherine Blount]
CATHERINE BLOUNT

STATES\ESTATES\BLOUNT-C.WI2

PAGE 1 OF 2

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day of Jan, 1999, at 2:00 o'clock P.M., and was duly recorded on the JAN 11 1999, Book No. 31, Page 245.

STEVE DUNCAN, CHANCERY CLERK

BY: *[Signature: Darcy Hill]* D.C.



FILED - THIS DATE
JAN 11 1999
STEVE DUNCAN
CHANCERY CLERK

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
CATHERINE BLOUNT, DECEASED

CIVIL ACTION
FILE NO. 99-004

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, **Stanley F. Stater, III**, a subscribing witness to a certain instrument of writing purported to be the *Last Will and Testament of Catherine Blount*, who being duly sworn, deposed and said that the said *Catherine Blount* signed, published and declared said instrument as her *Last Will and Testament* on the 22nd day of May, 1997 the day of the date of said instrument, in the presence of this deponent and in the presence of Elizabeth S. Harms, and that said Testator was then of sound and disposing mind and memory and more than twenty-one (21) years of age, and this deponent and Elizabeth S. Harms, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said Testator and in the presence of said Testator and in the presence of each other on the day and year of the date of said instrument.

WITNESS MY SIGNATURE on this the 7th day of January, 1999. Stanley F. Stater III
STANLEY F. STATER, III

SWORN TO AND SUBSCRIBED BEFORE ME on this the 7th day of January, 1999.
Edith Stater
NOTARY PUBLIC

My Commission Expires: 3-6-99



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day of Jan, 1999, at 3:00 o'clock P M., and was duly recorded on the JAN 11 1999, Book No. 31, Page 246.

STEVE DUNCAN, CHANCERY CLERK

BY: Steve Duncan D.C.



FILED
THIS DATE
JAN 11 1999
STEVE DUNCAN
CHANCERY CLERK

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
CATHERINE BLOUNT, DECEASED

CIVIL ACTION
FILE NO. 99-004

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

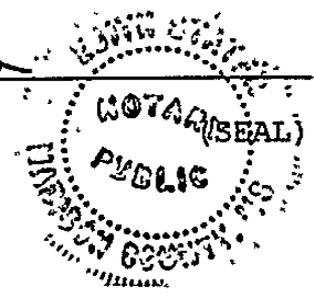
PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Elizabeth S. Harms, a subscribing witness to a certain instrument of writing purported to be the Last Will and Testament of Catherine Blount, who being duly sworn, deposed and said that the said Catherine Blount, signed, published and declared said instrument as her Last Will and Testament on the 22nd day of May, 1997 the day of the date of said instrument, in the presence of this deponent and in the presence of Stanley F. Stater, III, and that said Testator was then of sound and disposing mind and memory and more than twenty-one (21) years of age, and this deponent and Stanley F. Stater, III subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said Testator and in the presence of said Testator and in the presence of each other on the day and year of the date of said instrument.

WITNESS MY SIGNATURE on this the 7th day of January, 1999. Elizabeth S. Harms
ELIZABETH S. HARMS

SWORN TO AND SUBSCRIBED BEFORE ME on this the 7th day of January, 1999.

Stanley F. Stater
NOTARY PUBLIC

My Commission Expires: 3-6-99



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day of Jan, 1999, at 3:00 o'clock P.M., and was duly recorded on the JAN 11 1999, Book No. 31, Page 247.

STEVE DUNCAN, CHANCERY CLERK BY: Stanley F. Stater D.C.

#98-816

LAST WILL AND TESTAMENT
OF
LUCILE S. EINHAUS

FILED
THIS DATE
JAN 12 1999
STEVE DUNCAN
CHANCERY CLERK
BY: *[Signature]*

I, LUCILE S. EINHAUS, an adult resident citizen of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I.

My husband's name is JOHN A. EINHAUS and he is sometimes referred to herein as "my Spouse " I have two (2) children now living and they are:

JOHN CARL EINHAUS, born February 15, 1943; and
SUSAN LEE EINHAUS, born September 16, 1948.

They are herein referred to as "my Children." In the event I have a child or children born subsequent to the date of execution of this Will, I direct that each such child (my Child and any future children are referred to herein collectively as "Children") and his or her descendants shall share my estate to the same extent as provided for my Child herein named.

ITEM II.

I appoint my Spouse as Executor of my Estate under this Will. I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ITEM III.

I hereby direct my Executor to pay all "death taxes" out of the property devised and bequeathed to the LUCILE S. EINHAUS FAMILY TRUST established under the provisions of Item IX of this Will. For purposes of this provision, "death taxes" shall mean all estate, inheritance, succession, transfer, legacy and similar death

[Signature]

taxes, including any excise tax which is imposed on my estate pursuant to Section 4980A of the Internal Revenue Code of 1986, as amended, excluding generation-skipping transfer taxes which are levied or assessed by reason of my death by any governmental authority, domestic or foreign, with respect to any property, whether that property passes under or apart from this Will.

I specifically authorize and direct my Executor, if my Executor deems it in the best interest of my estate and my beneficiaries to request reimbursement of any such death taxes under the provisions of Section 2207A of the Internal Revenue Code of 1986, as amended, and any similar provision of Mississippi law or any other law from any qualified terminal interest property (as defined in Section 2056(b)(7) of the Internal Revenue Code of 1986, as amended) included in my estate for purposes of such death taxes.

ITEM IV.

I devise and bequeath to my Spouse, if he survives me, any interest I may own in our residence which is occupied by us as a family home, subject to any indebtedness that may be against our home at my death. If my Spouse shall not survive me, I devise and bequeath my interest in our home to the "LUCILE S. EINHAUS FAMILY TRUST" created by the provisions of Item IX of this Will, to be held, administered and disposed of in accordance with the terms of that trust.

ITEM V.

I give and bequeath to my Spouse, if he survives me, my automobiles, clothing, books, jewelry, sport equipment and other personal effects owned by me at the time of my death. If my Spouse does not survive me, I bequeath these items of personal property as set forth below.

I direct my Executor to divide all such property into two (2) parts, the first of which shall contain so much of such property as my Executor shall determine that I would wish to have preserved for

my Children, and the second of which shall contain the balance of such property. I give the first of such parts to such of my Children as survive me, to be divided among them as they may agree, or in the absence of such agreement, or as my Executor shall determine. I direct my Executor to dispose of the second portion of such property by sale or otherwise as my Executor shall determine. The proceeds of any such sale shall be distributed in accordance with the provisions of Item IX of this Will. Any determination or division of property made or other action taken by my Executor pursuant to the provisions of this Item shall be conclusive upon all persons interested in my estate.

ITEM VI.

I give and bequeath all my household furniture, furnishings, ornamental decorations, silverware, china, pictures, linen, glassware and the like located in my home to my Spouse. If my Spouse does not survive me, I bequeath these items to the LUCILE S. EINHAUS FAMILY TRUST created under Item IX of this Will. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the assets bequeathed under this Item. In such event, the provisions of that memorandum shall be given the same legal effect as if included in this Will and the assets described therein shall be distributed to the named beneficiaries.

ITEM VII.

In the event I am survived by my Spouse, after the payment of any debts, obligations and expenses of my estate, I devise and bequeath to SUSAN LEE EINHAUS, Jackson, Mississippi, as Trustee of the "LUCILE S. EINHAUS FAMILY TRUST," provided for in Item IX of this Will, an amount equal to the largest amount that can pass free of federal estate tax (other than any excise tax which is imposed on my estate pursuant to Section 4980A of the Internal Revenue Code of 1986, as amended) under this Item by reason of the unified

credit and the credit for state death taxes allowable to my estate but no other credit and after taking account of dispositions under previous Items of this Will and the property passing outside my 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. The value as finally fixed in the federal estate tax proceeding relating to my estate shall be used for purposes of such valuations and determinations. It is my intention to convey by this bequest the maximum portion of my estate which, at the time of my death, is exempt from the federal transfer tax because of the application of the unified credit and the credit for state death taxes. However, notwithstanding any provision herein to the contrary, in determining this pecuniary amount, the credit for state death taxes shall be considered only to the extent state death taxes are not thereby incurred or increased. I recognize that no sum may be disposed of by this Item and that the funds so disposed of may be affected by the actions of my Executrix in exercising certain tax elections. Any property included in my estate at the time of my death and assigned or conveyed in kind to satisfy this bequest shall be valued for that purpose at the value thereof as of the date or dates of distribution.

ITEM VIII.

A. I give, devise and bequeath to my Spouse, if he survives me, all the rest and residue of my estate. In satisfying this bequest, my Executor shall select and distribute to my Spouse, cash, securities or such other assets as my Executor may determine, using asset values current at the date or dates of distribution.

B. If my Spouse shall not survive me, then I devise and bequeath the residue of my estate to the "LUCILE S. EINHAUS FAMILY TRUST" created by the provisions of Item IX of this Will to be held, administered and disposed of in accordance with the terms of that trust.

LSE

C. My Spouse shall have the right to disclaim all or any part of his interest in any property which I have devised or bequeathed to him, whether outright or in trust, provided he shall do so within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future law. Any such disclaimers should be made in writing, clearly stating the portion or assets disclaimed, and shall be timely filed in the Court in which my estate is being probated. If my Spouse disclaims in whole or in part, the property in which he disclaims his interest shall be held, administered and distributed and disposed of in accordance with the terms of the LUCILE S. EINHAUS FAMILY TRUST established in Item IX below.

ITEM IX.

The assets conveyed to the LUCILE S. EINHAUS FAMILY TRUST, reduced by death taxes as provided in Item III hereof, shall be held by SUSAN LEE EINHAUS, Jackson, Mississippi, as Trustee, under the terms hereafter set forth, for the benefit of my Spouse and my Children. The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

A. The Trustee shall distribute to or for the benefit of my Spouse during her lifetime as much of the net income of the trust as the Trustee deems advisable for the education, support, maintenance and health of my Spouse; for the maintenance of his accustomed standard of living; or for any medical, hospital or other institutional care which my Spouse may require. These distributions shall be made in such proportions, amounts, and intervals as the Trustee determines. Any income not distributed shall be added to principal and shall be distributed in accordance with the provisions of this Item.

B. In addition to the income distributions, the Trustee may pay to or for the benefit of my Spouse for his lifetime as much principal as the Trustee deems advisable for the education,

support, maintenance and health of my Spouse, for the maintenance of his accustomed standard of living; or for any medical, hospital or other institutional care which he may require.

C. Upon the death of my Spouse, the Trustee shall divide the assets of this trust into equal and separate shares, one share for each of my then living Children, and one share for each Child of mine who is then deceased but who is survived by Children. Each share shall be held as a separate trust and the Trustee shall hold, administer and distribute the funds of each trust under the following provisions.

1. The Trustee shall distribute to or for the benefit of the beneficiary of each trust as much of the net income of the trust as the Trustee deems advisable for the education, support, maintenance and health of a beneficiary; for the maintenance of their accustomed standard of living; or for any medical, hospital or other institutional care which any beneficiary may require. These distributions shall be made in such proportions, amounts and intervals as the Trustee determines. Any income not distributed shall be added to principal and shall be distributed in accordance with provisions of this Item.

2. In addition to the net income, the Trustee may distribute to or for the benefit of a beneficiary, as much principal of that beneficiary's trust as the Trustee deems advisable for the beneficiary's education, support, maintenance and health. In making distributions of principal, the Trustee shall consider the needs of each beneficiary and the funds available to each of them from other sources.

3. After the administration of the estate of the survivor of me or my Spouse, the Trustee shall distribute to each Child the remainder of that Child's trust estate, free and clear of any trust. The assets of a trust held for the surviving children of a deceased Child of mine shall be distributed to such children, in equal shares, when the

youngest of such children attains the age of twenty-one (21) years. Upon distribution of the entire trust estate to the beneficiary of each trust, the trust shall terminate.

4. In the event of the death of one or more of my Children after the division of this trust into separate trusts and prior to receipt by that Child of his or her entire trust estate, the balance in the trust of such deceased Child shall be retained in trust for the benefit of that deceased Child's then living children. The net income and principal of the trust shall be distributed among such surviving children in such proportions and at such intervals as the Trustee determines advisable for the education, support, maintenance and health of such children. While equal distributions between such children shall not be required, distributions shall be equal except in unusual circumstances. The assets of the trust shall be distributed to such children, in equal shares, when the youngest of such children attains the age of twenty-one (21) years.

5. If at the death of a Child of mine he or she leaves no surviving children, that deceased Child's trust estate shall be distributed in equal shares, one share to each of the trusts created for my other Children to be administered and disposed of in accordance with the provisions of those trusts, and one share outright to each of my Children who has previously reached the age set forth in 3 above to have received a distribution of his or her trust estate

D. The Trustee shall permit any beneficiary to elect, at the time that beneficiary's trust is to be distributed to him or her, to have such trust continue for the balance of that beneficiary's life or until such time as that beneficiary shall request that the trust estate, or any part thereof, be distributed. In addition, any of the beneficiaries may voluntarily convey other property to his or her trust to be held and administered as a part of that

trust. Such extended trust shall be held and administered as follows:

1. During the existence of any trust so extended, the Trustee shall pay or apply the entire net income, at least quarterly, to or for the benefit of the beneficiary who elected to have his or her trust continued. At any time, and from time to time, during the life of that beneficiary, the principal of the trust shall be distributed as the beneficiary shall direct by written notice to the Trustee. If at any time that beneficiary is incapable of requesting distributions of principal, the Trustee in its sole discretion shall distribute principal to, or for the benefit of, the beneficiary for his or her maintenance, health, comfort and support.

2. Upon the death of the beneficiary during the existence of this extended trust, the Trustee shall pay over and distribute the balance of the principal of the trust, as then constituted, to or for the benefit of such person or persons and/or the beneficiary's estate in such amounts or proportions, and in such interests or estates, either absolutely or in trust, as that beneficiary may appoint by his or her Last Will and Testament duly admitted to probate within three hundred sixty-five (365) days after the beneficiary's death. The appointment provision in the beneficiary's Will shall clearly provide that he or she is exercising this right to dispose of the trust estate. If the beneficiary makes no appointment by his or her Will, upon the death of the beneficiary, the Trustee shall pay over and distribute any balance of the beneficiary's trust not so appointed, absolutely and free of trust, in equal shares and per stirpes, to the beneficiary's then living Children or, if the beneficiary shall have no surviving Children, to my Children who survive the beneficiary. However, if any portion of the trust principal is to be distributed as aforesaid to a Child of mine (or to children of my Child who is deceased) for whom

a trust created in this Will is then in existence, such distribution shall not be made directly to that Child, but shall be added to that Child's trust to be held, administered and distributed as a part of that trust.

E. In the event any trust created under this Will is funded by any stock of a Subchapter S corporation, such trust is intended to qualify as a "qualified Subchapter S Trust" as that term is used in Section 1361 of the Internal Revenue Code of 1986, as amended, and is to be administered in such a manner as to qualify as an eligible shareholder of a Subchapter S corporation under the provision of the said Section. The Trustee is specifically authorized and directed to take all actions and make all distributions necessary to qualify said trust as a qualified Subchapter S trust, including the division of any trust into separate trusts. It is my desire that the beneficiary of each such trust, with the assistance of the Trustee, make the necessary election to treat the trust as an eligible shareholder of any Subchapter S corporation whose stock is owned by the trust; provided, however, in no event shall this desire be construed as a condition upon, or prevent the absolute vesting of the beneficiary's interest in the trust upon my death.

F. If as a result of any trust created under this Will qualifying as a qualified Subchapter S trust, the beneficiary is taxed with all or any part of the income of a Subchapter S corporation, whether or not the beneficiary actually receives such income, the Trustee, shall, upon the written request of the beneficiary, distribute to the beneficiary principal in a sufficient amount, in the Trustee's discretion, to pay any federal or state income taxes directly attributable to such income.

H. In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, upon death of the survivor of them, the assets shall be distributed one-half (1/2) to my heirs at law and one-half (1/2) to my Spouse's heirs at law.

I. This trust shall be designated and known as the "LUCILE S. EINHAUS FAMILY TRUST."

ITEM X.

Any beneficiary 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 under this Will, whether outright or in trust, provided he or she shall do so within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be timely filed in the Court in which my estate is being probated. Except as otherwise provided herein, if a beneficiary disclaims in whole or in part, the property in which he or she disclaims his or her interest shall be disposed of in accordance with the provisions of this Will as if such beneficiary had predeceased me.

ITEM XI.

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

B. 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. The income of any trust created by this Will shall accrue from the date of my death. During the administration of my estate and until the trust is established and activated, I authorize the Trustee to request of my Executrix, in which case my Executrix shall comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the trust. These payments shall be an amount which in the joint judgment of the Trustee and the Executrix equals the trust income

which the beneficiaries would have received had the trust been established and activated.

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

ITEM XII.

A. In making distributions to beneficiaries from a trust created under this Will, and especially where the beneficiaries are minors or incapable of transacting business due to incapacity or illness, the Trustee, in the Trustee's 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 Trustee shall require such reports and take such steps as the Trustee deems necessary to assure and enforce the application of such payments for the exclusive benefit of the beneficiary.

B. If at any time in following the directions of this Will the Trustee is required to distribute all or any part of the principal of a trust created herein outright to a person who is a minor, the Trustee is 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 Trustee is directed to expend such part of the income and/or principal of the share belonging to that minor as the Trustee, in the Trustee's discretion, deems necessary to provide for the proper education, support, maintenance and health of the minor.

C. The interest of every beneficiary of any trust created herein shall vest within the period prescribed by the Rule against

Perpetuities. Upon vesting, any trust property held by the Trustee shall be distributed to the current income beneficiary or beneficiaries of the trust property (or to his or her legal guardian or other personal representative) as though such income beneficiary had reached the age at which final distribution was required.

ITEM XIII.

A. No Trustee shall be required to enter into any bond as Trustee or to file with any court any periodic or formal accounting of the administration of any trust. The Trustee shall render annual accounts to each of the beneficiaries of any trust (or his or her guardian if a beneficiary is a minor). No persons paying money or delivering property to the Trustee shall be required to see to its application.

B. The Trustee may resign at any time by giving each of the beneficiaries of the trust (or his or her guardian) written notice specifying the effective date of such resignation. The notice may be sent by personal delivery or by registered mail.

C. If the Trustee dies, resigns or becomes unable to serve, regardless of the cause, a successor Trustee shall be appointed by my Spouse, if she is then living. If she fails to make the appointment within thirty (30) days, such appointment shall be made by the Chancery Court of Hinds County, Mississippi, upon petition brought by or on behalf of the beneficiaries of the trust. In no event may my Spouse be appointed nor may she serve as successor Trustee.

D. The resignation of the Trustee shall become effective upon the qualification of the successor Trustee and submission of a full accounting by the resigning Trustee; however, the successor Trustee and the beneficiaries may agree to waive a final accounting by the Trustee being replaced.

E. Any successor Trustee shall be vested with all the rights, powers, duties and discretions conferred upon the original Trustee.

F. Any bank serving as Trustee shall receive reasonable compensation for its services based on its regular compensation schedule for administering trusts of this size and type. Any individual serving as Trustee may receive, at their request, reasonable compensation based upon the then current hourly rates being charged in Jackson, Mississippi, for services comparable to those being rendered by the individual Trustee.

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

H. JOHN CARL EINHAUS, of Alamosa, Colorado, shall serve as Advisor to the Trustee. The Trustee shall consult the Advisor on matters of importance, both personal and business, related to the trust and to the beneficiaries thereof and shall consult the Advisor on material matters regarding the exercise of discretion as to the payment or distribution of income or principal of the trust.

I. The Trustee shall have the authority and responsibility for proposing the investment and reinvestment of the funds of the trust and shall consult with the Advisor concerning such matters.

Notwithstanding the appointment of the Advisor, the Trustee shall have full responsibility and final authority for management of the trust and for determining investments, reinvestments, sales or other dispositions of trust assets.

J. Except as specifically provided herein, the Advisor shall have no legal responsibility or liability to, or with respect to, the trust, nor shall the designation of the Advisor relieve the Trustee of any responsibilities or liabilities.

ITEM XIV.

Unless otherwise provided, the administration of any trust herein created, the sale and conveyance of 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 amended. In addition to the powers contained in that Law, and the power to make "legal investments" under Mississippi law, the Trustee shall have full power and authority:

A. To invest or reinvest the funds belonging to the Trust Estate in units of any common trust fund or mutual fund, or any other securities issued by corporate Trustee, or in such common or preferred stock or bonds, or other securities, whether listed or unlisted, or properties (real or personal), without being restricted to statutory investments, and to hold any investment belonging to the Trust Estate in bearer form or to register and hold any such investment in the name of the duly authorized nominee of the Trustee.

B. To receive additional property conveyed to the trust by any person, and to administer and dispose of the property in accordance with the terms of the trust.

C. To distribute income 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. The Trustee may select assets to be allocated or distributed without regard to the income tax basis of the property.

D. To sell, transfer, convey, mortgage, lease and dispose of the trust property upon such terms and in such manner and for such prices as the Trustee shall deem proper, and any lease or other instrument which is executed by the Trustee shall continue in full force and effect under its terms, notwithstanding the termination of the trust.

E. 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 law of trusts. Further, all rights to subscribe to new or additional stocks or securities and all liquidating dividends shall be deemed to be principal.

F. To invest funds in a common fund established by the Trustee pursuant to the Uniform Common Trust Fund Act of Mississippi.

G. To merge and consolidate the assets of this trust with another trust if at the time of my death the Trustee herein named shall then be serving as Trustee of another trust created by me during my lifetime or by the terms of the Will of my Spouse, and if the beneficiaries are the same and the terms of that other trust are substantially similar to the trust created herein. The Trustee shall administer the two trusts as one if such consolidation shall result in more effective and efficient management of the two trusts.

H. To divide any trust established by this instrument, at any time, without court approval, into two or more separate trusts so that after such division the generation-skipping transfer tax inclusion ratio as defined in §2642(a) of the Internal Revenue Code of 1986, as amended, with respect to each trust shall be either zero or one. Any such separate trust shall have provisions identical to the trust so divided. If the trust is divided into separate trusts, the Trustee may (1) make different tax elections with respect to each such separate trust, (2) expend principal and exercise or not exercise any other discretionary powers with respect to each such separate trust differently, (3) invest the property of each such separate trust differently, and (4) take all other actions consistent with each such trust being a separate entity. Further, the person holding any power of appointment with

respect to a trust so divided may exercise such power differently with respect to the separate trusts created by the division.

I. To receive and retain all types of property and especially to receive and retain shares of stock in closely-held corporations and nonincome producing 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 law.

J. To carry out agreements made by me during my lifetime, including the consummation of any agreements relating to the capital stock of corporations owned by me at the time of my death, and including the continuation of any partnership of which I may be a member at the time of my death whether the terms of the partnership agreement obligate my estate or my personal representative to continue my interest therein, and to enter into agreements for the rearrangement or alteration of my interests or obligations under any such agreements in effect at the time of my death.

K. To borrow money to pay taxes; to exercise subscriptions, rights and options; to pay assessments; to accomplish any other purpose of any nature incidental to the administration of the trust, and to pledge any securities or other property held by it as security for such loan.

L. To execute and deliver oil, gas and other mineral leases containing such unitization or pooling agreements and other provisions as the Trustee deems advisable; to execute mineral and royalty conveyances; to purchase leases, royalties and any type of mineral interests; to own, hold, acquire and dispose of working interest and royalty interest in properties held in the trust and to expend funds of the trust necessary with respect to the ownership of such interest; to execute and deliver drilling contracts and other contracts, options and other instruments

necessary or desirable in engaging actively in the oil, gas or other mining business; all of the foregoing to be done with such terms, conditions, agreements, covenants, provisions or undertakings as the Trustee deems advisable.

M. To manage any farm property, including the authority to plant and harvest crops; to breed, raise, purchase and sell equipment and farm produce of all kinds, to make improvements, to construct, repair or demolish any buildings; to engage agents, managers and employees and delegate powers to them; to set up reasonable reserves for depreciation out of income to replace improvements and equipment; to fertilize and improve the soil; to engage in the growing, improvement and sale of trees and other forest crops; and to perform any other acts deemed necessary or desirable to operate the farm property.

N. To terminate any trust if the Trustee, in its sole discretion, determines the assets of the trust are of such small value that the continued existence and operation of the trust is not in the best interest of the beneficiaries. This power shall be exercisable only if the income beneficiaries and the remainder beneficiaries are the same and have the same interest in the trust. Upon termination, the Trustee shall distribute the assets of the trust to the beneficiaries in the beneficiaries' proportionate share.

ITEM XV.

If my Spouse and I die simultaneously, or under circumstances which make it difficult to determine which of us died first, I direct that I shall be deemed to have survived my Spouse 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 XVI.

A. In the event my Spouse is or becomes unable or unwilling to serve as my Executor, I appoint my daughter, SUSAN LEE EINHAUS, to serve as my successor Executor. Where used throughout this Will, the terms "Executor," "Executrix" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

B. I direct that neither my Executor nor any successor Executor shall be required to make any bond as Executor. To the extent permissible by law, I waive the requirement that my Executor or any successor Executor be required to make a formal appraisal, provide an inventory or file an accounting for my estate with any court.

C. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will without respect to the income tax basis of the property. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property.

My Executor may satisfy any pecuniary bequest provided in this Will in cash or in kind or partly in cash and partly in kind; however, any asset distributed in kind shall be valued at its date of distribution value.

D. No person dealing with my Executor shall be obligated to see to the application of any moneys, securities, or other property paid or delivered to my Executor, or to inquire into the expediency or propriety of any transaction or the authority of my Executor to enter into and consummate the transaction upon such terms as my Executor may deem advisable.

E. My Executor shall have the power to disclaim any part or all of my interest in any property which is or has been devised or bequeathed to me, whether outright or in trust, provided such disclaimer is made within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue

Code of 1986, as amended, or corresponding provisions of any future law.

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

G. I specifically authorize my Executor to borrow such funds as may be necessary to pay my debts, 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. However, 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 in satisfaction of any bequest herein, my Executor may distribute such property at its value net of such loan.

H. My Executor shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate, but in my Executor's discretion may sell only so much of my property as is necessary to obtain cash to pay taxes, debts and costs of the administration of my estate. After the payment of debts, taxes and costs, in the sole discretion of my Executor, my Executor is authorized to make distributions to devisees and legatees either in cash or in kind or a combination of each.

I. My Executor shall take all actions necessary to comply with any agreements made by me during my lifetime, including the consummation of any agreements relating to the stock of corporations in which I am a stockholder at the time of my death, and including the continuation of any partnership of which I may be a partner at the time of my death whenever the terms of any such

agreement obligate my estate or my personal representatives to sell or continue my interest therein.

J. I authorize my Executor to allocate my generation-skipping transfer tax exemption to and among dispositions of property with respect to which I am the transferor, whether contained in this Will or otherwise, in such manner as my Executor, in my Executor's sole discretion, deems best calculated to secure the most effective utilization of such exemption, based on circumstances and events either known or reasonably foreseeable as of the expiration of the time within which such allocation is required to be made. While equality of treatment among different beneficiaries should be an important consideration in allocating such exemption, it should not be the sole or even the primary consideration. Any allocation so made by my Executor shall be binding on all persons interested in dispositions with respect to which I am the transferor, and my Executor shall have no liability if, as the result of or in light of subsequent events, the benefits of the exemption fall inequitably, or a different allocation would have protected a higher value of assets from generation-skipping transfer tax.

K. I further nominate and appoint my Executor herein named to petition the proper Court and to take all necessary action to effect an ancillary administration covering any property I may own in any other state. I direct that no bond or other security shall be required of my Executor named herein, nor shall my Executor be required to file an inventory or accounting with any court in any foreign jurisdiction. If the laws of any foreign jurisdiction in which I may own property require that a resident of that state serve as Executor or Administrator in any ancillary proceeding by my estate, my Executor shall have the power and right to select and designate a proper party resident of the foreign jurisdiction involved to serve with the Executor of my estate as Co-Administrators. In such event, the Co-Administrators shall not be

required to post any bond or other security or file any accounting or inventory with any court in the foreign jurisdiction.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 7th day of May, 1995.

Lucile S. Einhaus
LUCILE S. EINHAUS
Testatrix

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

Kari J. Blackard of 5346 Tiki Ln, Jackson, MS 39212
Witness Address

Sandra K. Woodson of 544 Belvedere Rd. Jackson, MS 39206
Witness Address

STATE OF MISSISSIPPI

COUNTY OF Hinds

Personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, each of the undersigned Affiants, who being by me first duly sworn to law, says on oath:

(1) The within Will was subscribed in our presence by LUCILE S. EINHAUS, the within named Testatrix, on the 23rd day of May, 1995.

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

(3) That each of the undersigned subscribed and attested the within Will as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the Testatrix, and in the presence of each other.

Signature: Karin K. Blackard

Signature: Sandra K. Wadsworth

Name: KARIN K. Blackard

Name: Sandra K. Wadsworth

Address: 5544 Tiki Ln.

Address: 544 Belvedere Rd.

JACKSON, MS 39212

Jackson, MS 39206

Telephone No.: (601) 371-6481

Telephone No.: (601) 982-3981

Subscribed and sworn to before me by the above-named Affiants on this 23 day of May, 1995.

Debra McGallaway
NOTARY

My Commission Expires:
NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES: June 5, 1998.
BONDED THRU NOTARY PUBLIC UNDERWRITERS



LLE



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12th day of Jan, 1999, at 8:45 o'clock A.M., and was duly recorded on the JAN 12 1999, Book No. 31, Page 248.

STEVE DUNCAN, CHANCERY CLERK

BY: Janey Hill D.C.

MADISON COUNTY, MS
FILED

JAN 13 1999

AT 1:40 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
by *Karagou DC*LAST WILL AND TESTAMENT
OF
BERTHA G. MATTHEWS

I, Bertha G. Matthews, an adult resident citizen of the City of Magee, Simpson County, Mississippi, being over and above the age of twenty-one (21) years, and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils by me heretofore made.

ITEM I.

I hereby direct that all of my just and lawful debts, which are duly probated, registered and allowed, as provided by law, any and all taxes owed by my estate, expenses of administration, funeral expenses and any other lawful obligations of my estate, be paid.

ITEM II.

I hereby will, devise and bequeath all of the corporate stocks, corporate bonds, and all municipal bonds owned by me at my death unto MISSISSIPPI BAPTIST FOUNDATION, a non-profit corporation of Jackson, Mississippi, under the control of the Mississippi Baptist Foundation, as Trustee under a Trust Agreement dated December 30, 1986, between Willis T. Matthews and Bertha G. Matthews, as Trustors, and said Trustee, said trust known and administered as the "WILLIS T. AND BERTHA G. MATTHEWS TRUST FUND". The stocks and bonds hereby devised to the Trustee shall be added to, held and administered as a part of the trust estate created by and under the terms of the aforesaid Trust Agreement, upon the terms and conditions as set forth in said Trust Agreement, and for the use and purposes therein stated.

ITEM III.

I hereby will, devise and bequeath all of the rest, residue and remainder of my money and property, real, personal and mixed, tangible and intangible, of whatsoever

Last Will and Testament of Bertha G. Matthews
Page 2

kind and nature and wheresoever situated or located, unto Rosie C. Roberts, my nephews, David John Gandy and Steven Roy Gandy, and my nieces, Malinda New Deavers and Patricia Sue New, each person to take an equal share.

ITEM IV.

If, because of the mortmain laws, or for any other reason, the devise to the hereinbefore named trust does not take effect, I will, devise and bequeath all of the property devised in said Item II unto David John Gandy.

ITEM V.

I hereby nominate, constitute and appoint my nephew, David John Gandy, of Jackson, Mississippi, to serve as Executor of this my Last Will and Testament.

WITNESS MY SIGNATURE on this the 9 day of November, 1988.

Bertha G. Matthews
BERTHA G. MATTHEWS

WITNESSES:

Mary Ruth Dickey
Ed Parker, Jr.

CERTIFICATE

We, each of the subscribing witnesses to the Last Will and Testament of Bertha G. Matthews, do hereby certify that said instrument was signed by the said Bertha G. Matthews, known to us to be above the age of 21 years and of sound and disposing mind and memory, in our presence and in the presence of each of us, and that the said Bertha G. Matthews declared the same to be her true Last Will and Testament in the presence of each of us, and that we each signed as subscribing witnesses to said will at the request of the said Bertha G. Matthews, in her presence and in the presence of each other on this the 9 day of November, 1988.

Mary Ruth Dickey
Ed Parker, Jr.

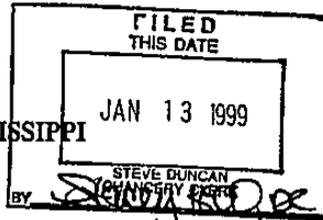


STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13th day of Jan, 1999, at 1:45 o'clock P.M., and was duly recorded on the JAN 13 1999, Book No. 31, Page 270.

STEVE DUNCAN, CHANCERY CLERK.

BY: Jacey 1600 D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

In The Matter of The Estate of
BERTHA GANDY MATTHEWS, Deceased

No. 99-013

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF SIMPSON

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of BERTHA GANDY MATTHEWS, Deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 9th day of November, 1988.

(2) That on the 9th day of November, 1988, the said Bertha Gandy Matthews 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 Mary Ruth Dickey, the other subscribing witness to the instrument.

(3) That Bertha Gandy Matthews 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 Mary Ruth Dickey, 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 Bertha Gandy Matthews, and in the presence of each other.

[Signature]
G. O. PARKER, JR.

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

November, 1998.

[Signature]
NOTARY PUBLIC

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES SEPT 18 2002
BONDED THRU STEGALL NOTARY SERVICE



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13th day of Jan, 1999, at 1:45 o'clock P M, and was duly recorded on the JAN 13 1999, Book No 31, Page 272

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

LAST WILL AND TESTAMENT

OF

CAROLYN JOHNSON ROBINSON

MADISON COUNTY, MS

FILED

JAN 15 1999

AT 9:30 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By: *[Signature]*

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

I am divorced and my children, Emelyn R. Iverson (born May 21, 1950), John C. Robinson (born May 31, 1952), James P. Robinson (born June 28, 1954), David M. Robinson (born March 6, 1956), Margaret R. Lauro (born August 15, 1957), Carolyn R. Hillman (born October 23, 1959), and Rosemary R. Aldridge (born April 6, 1962), are living at the time of my execution of this instrument.

I.

I do hereby appoint my daughter, Carolyn R. Hillman, Executrix of this my Last Will and Testament. Should she be unable to serve due to death, sickness, infirmity or any other reason, my daughter, Rosemary Aldridge, is hereby designated to serve in place of Carolyn R. Hillman as Executrix of this Last Will and Testament. I do hereby direct that my Executrix serve without bond and shall not be required to make or file any inventory, appraisement or accounting in, with or to any court, and I vest my Executrix with full power and authority during the administration of my estate to conduct and carry

[Signature]
CJR

on any and all business, or businesses, which I may have any interest in, and to manage and deal with all the property, real or personal, which I may own at the time of my death, in the same manner and with the same effect as I myself might or could do if living including, without limitation, the right to sell, transfer and convey any such property upon such terms and conditions as she may determine (without court order) and to do every other act and thing necessary or appropriate for the complete administration of my estate in accordance with and subject to the terms, conditions, and provisions set forth hereinbelow.

II.

I direct that all my just debts which shall be probated, registered and allowed against my estate, all funeral expenses, and the cost of administration of my estate be paid as soon as practicable after my death out of the principal of my residuary estate. I further direct that all estate and inheritance taxes and other taxes in the general nature thereof which shall become payable upon or by reason of my death with respect to any property passing by or under the terms of this will or any codicil thereto hereafter executed by me, or with respect to the proceeds of any policy or policies of insurance on my life, or with respect to any other property included in my gross estate for the purpose of such taxes, shall be paid by my Executrix out of the principal of my residuary estate.

III.

I do hereby give and devise unto my daughter, Rosemary R. Aldridge, my house and real property located at 481 Cheyenne Lane, Madison, Mississippi 39110, upon the condition that Rosemary R. Aldridge pays my estate the sum of \$40,000 (Forty Thousand


CJR

Dollars. It is my intent that this "purchase" of my home located at 481 Cheyenne Lane in Madison, Mississippi be for an amount sufficient enough to satisfy the mortgage on my said home. It is my intent that this "purchase" price not fall below the aforesaid sum of \$40,000.00 but may be increased by my Executrix to an amount greater than \$40,000.00 if a greater amount is needed to satisfy said mortgage on my home.

If my daughter, Rosemary R. Aldridge, does not purchase my home in accordance with the aforementioned provisions, then my home shall become part of the residue of my estate and ownership of said home shall be distributed in accordance with Section V of this my Last Will and Testament.

IV.

I do hereby direct that my Executrix pay and satisfy out of the residue of my estate the balance on my pledge to the St. Francis Catholic Church Building Fund.

V.

I do hereby give, devise and bequeath all the rest and residue of my estate, including all real, personal or mixed property of whatsoever kind and character and wheresoever as follows:

A.

If my daughter, Rosemary Aldridge, purchases my home located at 481 Cheyenne Lane, Madison, Mississippi in accordance with Section III of my Last Will and Testament, then I give, devise and bequeath the rest and residue of my estate unto my other six (6) children, Emelyn R. Iverson, John C. Robinson, James P. Robinson, David M. Robinson, Margaret R. Lauro, and Carolyn R. Hillman, in equal parts, *per stirpes*.


EJR
CJR

B.

If my daughter, Rosemary Aldridge, does not purchase my home located at 481 Cheyenne Lane, Madison, Mississippi in accordance with Section III of my Last Will and Testament, then I give, devise and bequeath the rest and residue of my estate unto my seven (7) children, Emelyn R. Iverson, John C. Robinson, James P. Robinson, David M. Robinson, Margaret R. Lauro, Carolyn R. Hillman, and Rosemary R. Aldridge, in equal parts, *per stirpes*.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this the 3rd day of December 1998.

Carolyn J. Robinson
CAROLYN JOHNSON ROBINSON

CJR
CJR

The foregoing instrument, consisting of this and four preceding typewritten pages, was signed, published and declared by CAROLYN JOHNSON ROBINSON 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:

Bobby J. Graham Jr residing at 1020 Newland St
Jackson, Ms 39211

Lynn L. Hite residing at 214 Falcon Cove
Brandon, MS 39047

Byrd Hellman, III residing at 179 Whisper Lake Blvd
Madison, MS 39110

CJR
CJR

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 15th day of January, 1999, at 9:30 o'clock 9 M., and was duly recorded on the 19th day of January, 1999 Book No. 31, Page 273.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE

OF

CIVIL ACTION NO. 99-014

CAROLYN JOHNSON ROBINSON, DECEASED

AFFIDAVIT

MADISON COUNTY, MS

FILED

JAN 15 1999

STATE OF MISSISSIPPI

AT 9:30 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

COUNTY OF MADISON

By: *Stanley Hillman*

This date personally appeared before me, the undersigned authority at law in and for the state and county aforesaid, the within named BYRD HILLMAN, III, 179 Whisper Lake Blvd., Madison, Mississippi 39110, 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 Carolyn Johnson Robinson, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 3rd day of December, 1998 a true and correct copy of which is attached hereto as an Exhibit.

(2) That on the 3rd day of December, 1998, said Carolyn Johnson Robinson, 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 Lynn L. Hite and Bobby J. Graham, Jr., the other subscribing witnesses to the instrument.

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

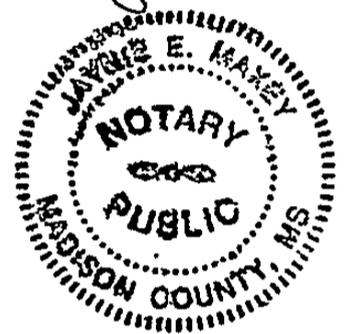
(4) That this affiant, together with the other said witness subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Carolyn Johnson Robinson, and in the presence of each other.

Byrd Hillman, III
BYRD HILLMAN, III

SWORN TO AND SUBSCRIBED before me, as of the 13th day of January, 1999.

Jaymie E. Maxey
Notary Public

My Commission Expires:
3/23/99



OF COUNSEL:

Thomas M. Milam, Esq.
Post Office Box 1247
Madison, Mississippi 39130-1247
Telephone No. (601) 853-1268
Mississippi Bar No. 3264

Robinson, David A. Hillman

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15 day of January, 1999, at 9:30 o'clock 9 M., and was duly recorded on the 19th day of January, 1999, Book No. 31, Page 278.



STEVE DUNCAN, CHANCERY CLERK

BY: Jarvis Hill D.C.

FILED

JAN 15 1999

LAST WILL AND TESTAMENT

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

OF

THELMA M. JOHNSON

By: *Karen Jupp, D.C.*

#99-022

I, THELMA M. JOHNSON, an adult resident citizen of Madison, Madison County, Mississippi, being over the age of twenty-one (21) years and being of sound and disposing mind, memory and understanding, do make, publish and declare this to be my Last Will and Testament, and revoke all Wills and Codicils previously made by me.

1. It is my intent all my just debts, expenses of sickness before death and funeral expenses be fully paid. I have already paid my funeral expenses and selected my casket at Nowell Funeral Services, Inc., Kosciusko, Mississippi, and the balance due on said expenses, if any, should be paid from my residuary estate.

2. I will and bequeath the following sums of money to the following people or organizations:

(a) One Thousand Five Hundred Dollars (\$1,500.00) to my faithful maid, Annie Isaac, of West, Mississippi;

(b) Five Thousand Dollars (\$5,000.00) to my friend, Roselle Brister Lefferts, of Jackson, Mississippi;

(c) Ten Thousand Dollars to my niece, Sidney Ware Davis, of Jackson, Mississippi; and,

(d) Two Hundred Thousand Dollars (\$200,000.00) to The University of Southern Mississippi Foundation at Hattiesburg, Mississippi, for use by the College of The Arts, with The University of Southern Mississippi Foundation to administer said monies according to policies established by its Board of Directors; however, it is my specific request said funds be used to establish two scholarships, one scholarship as a memorial to my late husband, Sidney Phastolpha Johnson, to be awarded to a male student, and the other scholarship as a memorial to myself, to be awarded to a female student.

In this my Last Will and Testament where I have willed specific amounts or residual amounts to individuals, it is my intent those amounts shall go to those individuals, per stirpes.

T.M.J.

3. I will and bequeath my collection of dimes to my good friend, Betty Faye Cade, of West, Mississippi. The balance of my coin collection I will and bequeath to Shannon Gelston, of West, Mississippi, who is the granddaughter of my good friend, Helen Gelston, of West, Mississippi. I will and bequeath my two silver awards, Daughters of the American Revolution and United Daughters of the Confederacy, and my Mexican solid silver bread tray to my great niece, Janet Murff, of Irvington, New York.

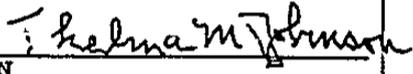
4. After payment of the above specific bequests and after payment of any and all final bills or debts, payment for the costs of administering my estate and any estate taxes, the residual of my estate shall be distributed as follows:

(a) Two-thirds (2/3rds) to my nephew, John D. Murff, of Irvington, New York; and,

(b) One-third (1/3rd) to my nephew, Samuel T. Murff, of Tulia, Texas.

5. I appoint my nephew, John D. Murff, of Irvington, New York, as Executor of this my Last Will and Testament, and he shall serve without making appraisal or inventory and without posting bond. If John D. Murff is unable or unwilling to serve as Executor, then I appoint Deposit Guaranty National Bank, Jackson, Mississippi, to serve as Successor Executor. It is my desire my Executor shall be allowed a reasonable fee for serving as my Executor, and in addition shall be reimbursed for all expenses incurred in administering my estate. As attorney for my estate, I appoint Charles L. Balch, III, Esq., of Madison, Mississippi, and I direct he receive reasonable compensation for such services as shall be rendered by him as attorney for my estate.

Witness my signature to this my Last Will and Testament on this the 14th day of February, 1995.


THELMA M. JOHNSON

The testatrix, THELMA M. JOHNSON, declared to us, the undersigned, this instrument, consisting of four (4) pages, including the page signed by us as witnesses and the notarial

page, was the testatrix's Last Will and Testament. The testatrix then signed this Last Will and Testament in our presence, all of us being present at the same time. The testatrix appears to us to be over eighteen (18) years of age and of sound mind, and we have no knowledge of any facts indicating this instrument or any part of it was procured by duress, menace, fraud or undue influence. We understand this instrument is the testatrix's Last Will and Testament, and we now subscribe our names as witnesses. We declare under penalty of perjury under the laws of the State of Mississippi the foregoing is true and correct.

Grace Kelley Varnado
Signature

Date: 2-14-95

GRACE KELLEY VARNADO
Print Name

1900 Dumbarton Drive Suite A, Jackson, MS 39216
Street or Post Office Address, City, State, Zip Code

Elizabeth A. Alexander
Signature

Date: 2-14-95

Elizabeth A. Alexander
Print Name

112 Haley Creek Dr., Madison MS 39110
Street or Post Office Address, City, State, Zip Code

STATE OF MISSISSIPPI)

: SS.

COUNTY OF MADISON)

On the 14th day of February, 1995, before me, the undersigned, a Notary Public in and for said County and State, personally appeared THELMA M. JOHNSON, Grace Kelley Varnado (witness) and Elizabeth A. Alexander (witness), known to me (or proved to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument, and acknowledged to me they executed the same.

WITNESS my hand and official seal.

Charles Lee Balch, III
NOTARY PUBLIC
Charles Lee Balch, III

My Commission Expires:

8-7-98

This instrument prepared by:

CHARLES L. BALCH, III
Attorney at Law
One Woodgreen Place, Suite 218
Post Office Box 1415
Madison, Mississippi 39130-1415
(601) 853-4564
(601) 853-1058 (Fax)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15th day of February, 1999, at 12:45 o'clock P.M., and was duly recorded on the 19th day January, 1999, Book No. 31, Page 280.

STEVE DUNCAN, CHANCERY CLERK

BY: Stanley H. 20 D.C.

Chancery Court of Madison County, Mississippi

Re: Estate of Thelma M. Johnson, Deceased

Cause No. 99-022

FILED
THIS DATE
JAN 15 1999

STEVE DUNCAN
CHANCERY CLERK
BY [Signature]

Proof of Will - Affidavit of Subscribing Witness

State of Mississippi

County of Madison

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Elizabeth A. Alexander, 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 Thelma M. Johnson, Deceased, a true and correct copy of which is attached as Exhibit A; and, that Thelma M. Johnson, Deceased, signed, published, and declared said instrument to be her Last Will and Testament February 14, 1995, in her presence and in the presence of Grace Kelly (Varnado) Young, the other subscribing witness to said instrument; and, that Thelma M. Johnson, Deceased, was then of sound and disposing mind and memory and over the age of eighteen years; and, that she and Grace Kelly (Varnado) Young subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of Thelma M. Johnson, Deceased, and in the presence of each other.

Elizabeth A. Alexander
Elizabeth A. Alexander

Sworn to and subscribed before me, this the 7th day of
January 1999.

Charles Lee Balch III
Charles Lee Balch III

Notary Public

My Commission Expires: August 7, 2002 (Seal)

Of Counsel:

Charles L. Balch III
Charles L. Balch III
Attorney at Law (MSB #1720)
141 Executive Dr., Ste. 3
P. O. Box 1334
Madison, Mississippi 39130-1334
601/853-4564



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15 day
of January, 1999, at o'clock M., and was duly recorded
on the 19th day of January, 1999, Book No. 31, Page 284.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

MADISON COUNTY, MS

Chancery Court of Madison County, Mississippi

FILED

Re: Estate of Thelma M. Johnson, Deceased

JAN 15 1999

Cause No. 99-022

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

By: *[Signature]*

Proof of Will - Affidavit of Subscribing Witness

State of Mississippi

County of Madison

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Grace Kelley (Varnado) Young, 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 Thelma M. Johnson, Deceased, a true and correct copy of which is attached as Exhibit A; and, that Thelma M. Johnson, Deceased, signed, published, and declared said instrument to be her Last Will and Testament February 14, 1995, in her presence and in the presence of Elizabeth A. Alexander, the other subscribing witness to said instrument; and, that Thelma M. Johnson, Deceased, was then of sound and disposing mind and memory and over the age of eighteen years; and, that she and Elizabeth A. Alexander subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of Thelma M. Johnson, Deceased, and in the presence of each other.

Grace Kelley (Varnado) Young
Grace Kelley (Varnado) Young

Sworn to and subscribed before me, this the 6th day of
January 1999.

Charles Lee Balch III
Charles Lee Balch III

Notary Public

My Commission Expires: August 7, 2002

Of Counsel:

Charles L. Balch III
Charles L. Balch III

Attorney at Law (MSB #1720)
141 Executive Dr., Ste. 3
P. O. Box 1334
Madison, Mississippi 39130-1334
601/853-4564

(Seal)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15th day
of January, 1999, at _____ o'clock _____ M., and was duly recorded
on the 19th day of January, 1999, Book No. 31, Page 286.

STEVE DUNCAN, CHANCERY CLERK

BY: Jacey Hill D.C.

#99-023

BOOK 0031 PAGE 288

LAST WILL AND TESTAMENT

OF

CHARLIA RAE NASH

<p>FILED THIS DATE</p> <p>JAN 15 1999</p> <p>STEVE DUNCAN CHANCERY CLERK</p> <p>BY <i>Steve Duncan</i></p>
--

I, CHARLIA RAE NASH, an adult resident citizen of Madison County, Mississippi, above the age of twenty-one years and of sound and disposing mind and memory, do hereby make, publish and declare this instrument to be my Last Will and Testament, hereby revoking all previous wills or codicils thereto heretofore made by me.

ITEM I

I hereby direct my Executrix, hereinafter named, to pay all my just debts which may be probated, registered or allowed against my Estate as soon after my death as is practical, and prior to distribution of any assets owned by me at my death.

ITEM II

I hereby name, constitute and appoint my daughter, LAURA JOAN YONCE, as Executrix of this my Last Will and Testament and direct that she be allowed to act in that capacity without the necessity of posting bond to insure the faithful performance of her duties. In the event my daughter, LAURA JOAN YONCE, has predeceased me, or is unwilling, unable, or incompetent to act as Executrix, I hereby name, constitute and appoint my daughter, KIMBERLY AYN INGRAM, as an Alternate Executrix, under the same terms and conditions heretofore imposed upon LAURA JOAN YONCE.

ITEM III

I hereby give, devise and bequeath all property owned by me at the time of my death, whether the same is real, personal or mixed, and wheresoever the same may be situated, to my daughters, LAURA JOAN and KIMBERLY AYN, as their own, share and share alike, in equal shares, per stirpes.

WITNESS MY SIGNATURE on this, the 6th day of March, 1998.

Charlia Rae Nash
CHARLIA RAE NASH

CERTIFICATE OF WITNESSES

We, the undersigned subscribing witnesses to the Last Will and Testament of CHARLIA RAE NASH hereby certify that we witnessed his signature on said instrument at his special instance and request, in his presence, and in the presence of each other We further certify that when he signed the Last Will and Testament, CHARLIA RAE NASH was above the age of twenty-one years and of sound and disposing mind and memory.

WITNESS OUR SIGNATURES on this, the 6th day of March, 1998

Ronald M Keith Residing at Flore, Ms 39071

Sharon Coy Phillips Residing at Bolton, Ms 39041



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15th day of January 1999, at — o'clock — M., and was duly recorded on the 19th day of January, 1999, Book No. 37, Page 288.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

<p>FILED THIS DATE</p> <p>JAN 15 1999</p> <p>STEVE DUNCAN CHANCERY CLERK</p> <p>BY <i>Steve Duncan</i></p>
--

IN THE MATTER OF THE ESTATE
OF CHARLIA RAE NASH, DECEASED

CIVIL ACTION NO. 99-023

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the jurisdiction aforesaid, the within named SUSAN COX PHILLIPS, who being by me first duly sworn according to law, says on oath:

1. This Affiant is one of the Subscribing Witnesses to an attached instrument of writing purporting to be the Last Will and Testament of CHARLIA RAE NASH, deceased, who was personally known to the Affiant, and whose signature is affixed to the Last Will and Testament dated the 6th day of March, 1998.

2. That on the 6th day of March, 1998, CHARLIA RAE NASH signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the undersigned Affiant, and also in the presence of RONALD M. KIRK, the other Subscribing Witness to the instrument.

3. That CHARLIA RAE NASH was then and there of sound and disposing mind and

memory and well above the age of twenty-one years.

4 That this Affiant and RONALD M. KIRK subscribed and attested said instrument, as witnesses to the signature and publication thereof, and at the special instance and request of, and in the presence of the said CHARLIA RAE NASH, and in the presence of each other.

5. And further, your Affiant says naught.

Susan Cox Phillips
SUSAN COX PHILLIPS

SWORN TO AND SUBSCRIBED BEFORE ME on this the 6th day of January, 1999.

Ronald M Kirk
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15th day of January, 1999, at _____ o'clock — M., and was duly recorded on the 19th day of January, 1999, Book No. 31, Page 290.

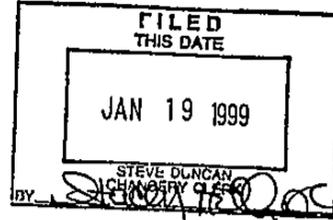


STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

#99-026

LAST WILL AND TESTAMENT
OF
EDWARD O'CAIN



STATE OF MISSISSIPPI
COUNTY OF MADISON

I, EDWARD O'CAIN, a resident citizen of Madison County, Mississippi, being of sound and disposing mind, memory and understanding, and being over the age of twenty-one years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all Wills, Testaments and Codicils thereto heretofore made by me.

ITEM I

I hereby direct that all of my just and lawful debts duly probated be paid, including expenses of my funeral and a suitable marker for my grave; that the administration of my estate be completed and closed as soon after my death as may be reasonably possible.

ITEM II

All the rest, residue and remainder of my property, real, personal, and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall have any power of appointment, I do hereby give, devise and bequeath to SHIRLIE ELIZABETH O'CAIN BUTCHART and LINDA GAIL O'CAIN GRAVES, share and share alike.

Edward O' Cain
EDWARD O'CAIN

HAS
JHT

I hereby appoint, nominate and constitute SHIRLIE ELIZABETH O'CAIN BUTCHART, as Executrix of this my Last Will and Testament; in the event that she shall be deceased at the time of my death, or unable or unwilling to serve as Executrix, then and in that event only, I appoint LINDA GAIL O'CAIN GRAVES, to serve as Executrix of this my Last Will and Testament, and hereby grant to her the same powers and authority as set forth for my Executrix. My Executrix, shall have full and plenary power and authority to do and perform any act deemed by her to be for the best interest of my estate, without any limitations whatsoever, and without surety bond, and said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents or accountants that she may deem necessary and for the best interest of my estate and to pay unto herself a just and reasonable compensation as Executrix.

The foregoing Will consists of Three Pages, each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, on this the 1 day of Sept, 1982.


EDWARD O'CAIN

ALS
JLH

STATE OF MISSISSIPPI

BOOK 0031 PAGE 294

COUNTY OF MADISON

WE, each of the subscribing witnesses to the Last Will and Testament of Edward O'Cain do hereby certify that said instrument was signed by the said Edward O'Cain, in our presence and in the presence of each of us, and that the said Edward O'Cain 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 the request of Edward O'Cain, in his presence and in the presence of each other.

[Signature]
ADDRESS: Canton,
Mississippi

[Signature]
ADDRESS: Madison,
Mississippi

[Signature]
EDWARD O'CAIN



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19th day of January, 1999, at 3:00 o'clock P.M., and was duly recorded on the JAN 19 1999, Book No 31, Page 292.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

FILED
THIS DATE
JAN 19 1999
STEVE DUNCAN
CHANCERY CLERK

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
EDWARD O'CAIN, DECEASED

CIVIL ACTION NO. 99-026

AFFIDAVIT OF SUBSCRIBING WITNESS

THIS DATE, PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, the within named JAMES H. HERRING, 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 EDWARD O'CAIN, 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 1st day of September, 1982.

2. That on the 1st day of September, 1982, the said EDWARD O'CAIN signed, published and declared said instrument of writing as his Last Will and Testament in the presence of this Affiant and in the presence of ANN L. SCOTT, the other subscribing witness to said instrument.

3. That said EDWARD O'CAIN was then and there of sound and disposing mind and memory and above the age of twenty-one (21) years.

4. That this Affiant, together with ANN L. SCOTT, 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 EDWARD O'CAIN, and in the presence of each other.

James H. Herring
JAMES H. HERRING

SWORN TO AND SUBSCRIBED BEFORE ME, this the 14th day of

January, 1999.

Deirdre Lynne Harris
NOTARY PUBLIC

MY COMMISSION EXPIRES.
My Commission Expires September 15, 2002



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19th day of January, 1999, at 3:00 o'clock P.M., and was duly recorded on the JAN 19 1999, Book No 31, Page 295.

STEVE DUNCAN, CHANCERY CLERK

BY Sorely K. O. D.C.