

LAST WILL AND TESTAMENT
OF
GEORGE S. WALKER

JAN 22 1999
STEVE DUNCAN
CHANDLER CLERK
IV

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

ARTICLE I.

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

ARTICLE II.

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

ARTICLE III.

My wife is Sara Brown Walker, and all references in this will to "my wife" or "said wife" shall be deemed to refer to her. I

George S. Walker

GEORGE S. WALKER

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

ARTICLE IV.

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

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



GEORGE S. WALKER

ARTICLE V.

I hereby acknowledge that I have no interest in my homestead, presently located at 321 East Fulton Street, Canton, Mississippi 39046. Should I acquire an interest in any homestead in the future, I give and devise same to my wife.

ARTICLE VI.

A. I give and bequeath to the Trustee hereinafter named, IN TRUST NEVERTHELESS, a sum equal to the largest amount that can pass free of federal estate tax under this Article by reason of the unified credit and the state death tax credit (provided use of this credit does not require an increase in the state death taxes paid) allowable to my estate but no other credit and after taking account of dispositions under previous Articles of this Will and the property passing outside of this Will which do not qualify for the marital or charitable deduction, and after taking account of charges to principal that are not allowed as deductions in computing my federal estate tax, and after taking into account any prior taxable gifts made by me. The value as finally fixed in the federal estate tax proceeding relating to my estate shall be used for purposes of such valuations and determinations. I recognize that no sum may be disposed of by this Article and that the funds so disposed of may be affected by the action of my Executor in exercising certain tax elections. Any property included in my estate at the time of my death and assigned or conveyed in kind to satisfy this bequest shall be valued for that purpose at the value thereof as of the date or dates of distribution.

B. This trust shall be known as the George S. Walker Family Trust, and the trust estate shall be held, administered and distributed as follows:


GEORGE S. WALKER

1. The property comprising the trust estate shall be held by the Trustee and shall be invested, reinvested and managed by the said Trustee for the use and benefit of my wife and my descendants from time to time surviving. Said Trustee shall pay such part or all of the net income of said trust to my wife and any one or more of my descendants at any time surviving, in such proportions as the Trustee shall determine to be necessary for the support, education, maintenance, medical care and welfare of any such beneficiary. It is my intention that my wife shall have sufficient income to provide for her support, maintenance, medical care and welfare before the income from this trust is distributed to my children or other descendants. Although I have provided for distribution of income to both my wife and my descendants, it is my intention that after the aforesaid needs of my wife are first provided for, that any remaining income then be distributed in as nearly equal portions as possible to my said three children. In the event that one or more of my said three children have predeceased me, then the income that would have been distributed to that child should then be distributed to the descendants of such child. Thus, in making distributions of income from this trust, the trustee shall first take into consideration the needs of my wife, shall then take into consideration the needs of my children, and only thereafter shall take into consideration the needs of my more remote descendants but with the descendants of a predeceased child being treated at the same level as my children with respect to income distributions that would have been made to my predeceased child. In addition, the Trustee may pay any part or all of the principal of said trust to my wife in such proportions as the Trustee may determine to be necessary for the support, education, maintenance, medical care and welfare of my wife; provided, however, that the principal of the


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George S. Walker Family Trust shall not be invaded for the use and benefit of my said wife or paid to her until the principal of the Sara Brown Walker Marital Trust shall have been completely exhausted or consumed. The Trustee need not equalize distributions among the beneficiaries hereof but may take into consideration the relative needs as well as the personal resources of the beneficiaries together with any other factors which the Trustee may deem pertinent. It is not my intention that the trust estate and income therefrom must be conserved for the ultimate remaindermen. Accordingly, in exercising the discretion given hereunder the Trustee may give sole consideration to the needs and welfare of the beneficiaries from time to time surviving. The Trustee need not, however, make payments to any beneficiary which the Trustee considers to be in excess of the reasonable need of any such beneficiary.

2. Upon the death of my wife, or upon her disclaimer of an interest in a part or all of this trust, the Trustee shall hold, administer and distribute the trust assets (including any disclaimed assets) under the following terms and provisions:

a. The Trustee shall divide the trust assets into as many separate and equal shares as shall be necessary to allot one such share for each child of mine then living and one such share collectively, for the then living descendants, per stirpes, of each child of mine then deceased. Any property distributable to this trust in accordance with Article VII of this Will or by any other instrument after the division of the trust assets under this Paragraph 2 shall be allotted among my descendants in the manner described in the preceding sentence. The share created for each child of mine shall be distributed outright to him or her. In the event that a share is created for the descendants of a deceased



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child of mine, then such share or shares shall be distributed, per stirpes, to such descendants, subject to Paragraph b below.

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

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

ARTICLE VII.

A. If my wife, Sara Brown Walker, survives me, I give, devise and bequeath all of the rest, residue and remainder of my property, real, personal and mixed, and wherever situated, including all failed and lapsed legacies, unto my Trustee hereinafter named, IN TRUST NEVERTHELESS, for the use and benefit of my wife as hereinafter set forth. Such trust shall be known as the Sara Brown Walker Marital Trust, and the trust estate shall be held, administered and distributed in accordance with the


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provisions of this Article VII. My wife may disclaim any part or all of her interest in the Sara Brown Walker Marital Trust by giving written notice of such disclaimer to my Executor. If my wife disclaims in whole or in part, such disclaimer shall result in the addition of the property in which she disclaims her interest to the property passing under Article VI of this Will. The Trustee shall keep separate the property in which my wife disclaims her interest and shall not distribute the principal from such property to my wife or any other beneficiary. The Trustee, in the Trustee's discretion may distribute to my wife such part or all of the income from the property so disclaimed by her.

(1) The Trustee shall hold, manage, invest and reinvest the property comprising this trust, shall collect the income thereon, and shall pay to or apply for the benefit of my wife the net income thereof, in convenient installments at least quarter annually during her lifetime, and shall further pay to her at any time or from time to time so much or all of the principal of said trust as my Trustee shall, in the Trustee's sole discretion, determine. It is my intention that my said wife shall enjoy the same standard of living after my death as she has enjoyed prior to my death, and the Trustee is authorized to make such invasions of principal as the Trustee, in the Trustee's sole discretion, may determine to be necessary to permit her to enjoy such standard of living.

(2) Upon the death of my wife, the then principal of this trust shall be held and distributed in accordance with Article VI of this Will. Notwithstanding any of the foregoing, unless my wife directs otherwise by her Will, the Trustee shall first pay from the principal of this trust, directly or to the legal representative of my wife's estate as the Trustee deems advisable, the amount by which the estate and inheritance taxes assessed by reason of the


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death of my wife shall be increased as a result of the inclusion of the marital trust in her estate for such tax purposes. The Trustee's selection of assets to be sold to pay that amount, and the tax effects thereof, shall not be subject to question by any beneficiary. Notwithstanding any other provision of this Will, all income of this trust accrued or undistributed at the death of my wife shall be paid to her estate.

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

(4) It is my intention that this trust qualify for the marital deduction allowable in determining the federal estate tax upon my estate. Accordingly, I hereby direct that no authorization or direction or other provisions contained in this Will which would prevent this trust from so qualifying shall apply to this trust; except, that my Executor may, in the Executor's sole discretion, elect not to treat any fraction or portion of the property passing under this Article as qualifying for the marital deduction for federal estate tax purposes. In such event, both the property as to which an election has been made and the fraction or portion of the property not covered by the election shall be held and distributed as provided in this Article VII. Further, I hereby state that it is my intention that any court having jurisdiction over this my Will construe this instrument accordingly.

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

B. If my wife predeceases me, all of the rest, residue and remainder of my property, real, personal, and mixed, and wherever situated, including all failed and lapsed legacies, shall be delivered to my aforesaid three children, share and share alike. In the event that any child has predeceased me, the share for such predeceased child shall be distributed to the descendants, per stirpes of such predeceased child, with the share of any minor descendant to be held in trust under the same terms and provisions as are contained in Article VI, Paragraph B, Subparagraph 2b above.

ARTICLE VIII.

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

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

C. During the continuance of the trusts under this Will, my Trustee shall render not less frequently than annually statements of account to the beneficiary or beneficiaries then entitled to current income. In the event that any person entitled to statements hereunder is a minor or otherwise legally incapacitated,



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such statements are to be rendered to the guardian of or the individual with whom such person resides. The statement shall show all receipts and disbursements and a list of all assets held as of the closing dates of the accountings.

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

E. Anything herein to the contrary notwithstanding, any beneficiary or the duly appointed personal representative of the estate of any beneficiary of my estate or any trust estate hereunder shall have the right and power to disclaim irrevocably such beneficiary's interest in my estate or such trust estate, by written notice delivered to the holder of the legal title to the property to which such interest relates at any time prior to the acceptance by or on behalf of such beneficiary of such interest or any of its benefits and within nine (9) months of the date of my death; and, upon receipt of such written notice, such interest shall be administered in accordance with the provisions hereof as though such beneficiary had predeceased me and as otherwise provided in this Will.

ARTICLE IX.

If my wife shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I direct that I shall be deemed to have predeceased my wife. If any legatee or devisee other than my wife shall die simultaneously with me or under such circumstances as to



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

ARTICLE X.

A. I hereby nominate, constitute and appoint my wife, Sara Brown Walker, as Executrix of this my Last Will and Testament. Should my wife be unable or unwilling to serve as Executrix either before or after entering upon such duties, I hereby appoint my daughters, Betty Brown Walker Edgar, Sara Neal Walker Holder, and Lucy Ann Walker West as Co-Executors of this Will. Should any of my daughters predecease me, my surviving daughters shall serve as Co-Executors of this Will. I hereby appoint my three daughters, Betty Brown Walker Edgar, Sara Neal Walker Holder, and Lucy Ann Walker West as Co-Trustees of any and all trusts as created under this Will. Should any of my said three daughters be unable or unwilling to serve as Co-Trustees either before or after entering upon such duties, I hereby direct that my remaining daughters or daughter shall serve as a Co-Trustee or as a sole Trustee of any and all trusts created under this Will. During such period of time as all three of my daughters are serving as Co-Executors of this Will and/or as Co-Trustees of any trusts created under this Will, a decision by any two of said three Co-Executors or Co-Trustees shall be binding on all of such fiduciaries, and the functions of said fiduciaries may be performed by a majority vote of said three fiduciaries. To the extent that there are only two of my daughters serving in the capacity as Co-Executors or Co-Trustees, a unanimous

consent shall be required for the taking of any action by such fiduciaries. I hereby relieve my said Executrix, my alternate Co-Executors, and my Co-Trustees from giving bond, from having an appraisal made of my estate and of making or filing any reports, returns or accountings of any kind or character to any Court or other tribunal.

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

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

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

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

(b) To litigate, compound, or settle inheritance, estate, transfer or succession taxes assessed by reason of my death, and gift, income or other taxes assessed against me or my estate; and to make deposits to secure the payment of any


GEORGE S. WALKER

inheritance tax, which deposits shall be conclusive upon all persons.

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

ARTICLE XI.

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

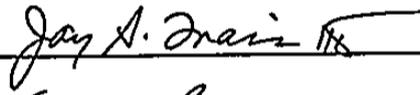
B. The term "Executor" as used herein shall be deemed to refer to my Executrix and my alternate Co-Executors. The term "Trustee" as used herein shall be deemed to refer to all of my Co-Trustees.

WITNESS MY SIGNATURE, this the 18 day of Mar., 1992.



GEORGE S. WALKER

WITNESSES:





ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by George S. Walker, as his Last Will and

Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 18th day of November, 1992.

Jay Martin
Sandy Bailey

Page 14.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 22nd day of Jan, 1999, at 2:00 o'clock P.M., and was duly recorded on the JAN 22 1999, Book No 31, Page 296.

STEVE DUNCAN, CHANCERY CLERK

BY: Jacey Hill D.C.

FILED
THIS DATE
JAN 22 1999
STEVE DUNCAN
CHANCERY CLERK
BY: Steve Hill

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF HINDS

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

DATED this 18th day of November, 1992.

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

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

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

Lori L. Kayton
NOTARY PUBLIC

My Commission Expires:
My Commission Expires February 6, 1995



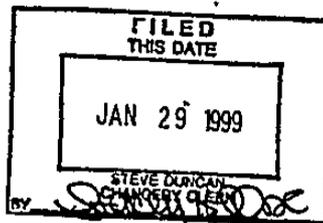
STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 22nd day of Jan, 1999 at 2:00 o'clock P.M., and was duly recorded on the JAN 22 1999, Book No. 31, Page 310.

STEVE DUNCAN, CHANCERY CLERK

BY: Steve Hill D.C.

LAST WILL AND TESTAMENT
OF
STANLEY J. BRUNT



#99-061

I, STANLEY J. BRUNT, an adult resident citizen of the City of Madison, Madison County, Mississippi, being above the age of twenty-one 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 any previous Wills and/or Codicils heretofore made by me.

ITEM I.

I hereby appoint, nominate and constitute my wife, BARBARA B. BRUNT, as Executrix of this my Last Will and Testament and if she be unable or unwilling to so serve, then my son, Thomas Neal Brunt, as Executor and in either event I waive all bond, inventory, appraisal and accounting, insofar as I am legally entitled to waive same.

ITEM II.

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

ITEM III.

As stated, my wife is BARBARA B. BRUNT, and all references in this Will to "my wife" or "said wife" shall be deemed to refer to her. At the present time I have two children, Thomas Neal Brunt and Wilson E. Brunt. All references in this Will to "my children" or "said children" shall be deemed to refer to the above mentioned children.

ITEM IV.

I give, devise and bequeath all of my property, of whatsoever kind or character and wheresoever situated to my wife, BARBARA B. BRUNT.

ITEM V.

In the event my wife should predecease me, I give, devise and bequeath all my property of whatsoever kind or character and wheresoever situated to my said children, Thomas Neal Brunt and

[Signature]

Wilson E. Brunt, share and share alike, or if either of my said children should predecease me, to the issue of such child or children, per stirpes.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament on this the 6th day of May, 1991.

Stanley J. Brunt
STANLEY J. BRUNT

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

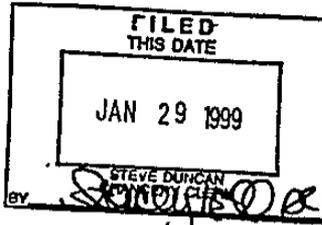
WITNESS: Thomas M. Wilam
Address: 1732 Piedmont St.
JACKSON, MS 39202

WITNESS: Amy Jimmings
Address: 242 Maplewood
Madison Ms 39110

WITNESS: Susan L. Daniell
Address: 1012 Mac Rd Ln
Madison, Ms 39110



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 29th day of Jan, 1999, at 12:30 o'clock P.M., and was duly recorded on the JAN 29 1999, Book No. 31, Page 311
STEVE DUNCAN, CHANCERY CLERK BY: Steve H D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE WILL AND ESTATE OF STANLEY J. BRUNT, DECEASED

NO. 99-064

AFFIDAVIT OF SUBSCRIBING WITNESS

This day personally came and appeared before me, the undersigned authority in and for said jurisdiction, THOMAS M. MILAM AND GWEN I. DANIELL, two or the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Stanley J. Brunt, deceased, who each, having been first duly sworn, make oath that the said Stanley J. Brunt signed, published and declared the original of said instrument as his Last Will and testament on the 6th day of May, 1991, the day and date of said instrument, in the presence of said affiants and Amy Jennings, that the said testator was then of sound and disposing mind and memory and twenty-one (21) years and upwards of age; and said affiants and Amy Jennings subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said testator and in the presence of each other.

Signatures of Thomas M. Milam and Gwen I. Daniell.

SWORN to and subscribed before me, this the 28th day of January, 1999.

Signature of Notary Public Jaymie E. Maxey.

My Commission Expires: 3/23/99



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day of Jan, 1999 at 12:30 o'clock P.M., and was duly recorded on the JAN 29 1999, Book No. 31, Page 313.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill DC

LAST WILL AND TESTAMENT
OF
LELA J. CARRAWAY

FILED THIS DATE
FEB 2 1999
STEVE DUNCAN CHANCERY CLERK
BY <i>Steve Duncan</i>

STATE OF MISSISSIPPI

COUNTY OF Rankin

KNOWN ALL MEN BY THESE PRESENTS that I, LELA J. CARRAWAY, being above the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, declare, and publish this instrument of writing to be my Last Will and Testament, revoking all wills and codicils heretofore made by me, and making the following provisions, to-wit:

I.

I hereby appoint my son, JAMES W. CARRAWAY, as the Executor of my estate and of this Last Will and Testament and direct that he serve in such capacity without the necessity of giving bond. I further waive the making or filing of any inventory, accounting and/or appraisal of my estate as is ordinarily required by law. Should, for any reason, my named Executor fail or refuse to serve in such capacity, then I appoint Mary Carraway as substitute executor under the same terms and conditions as aforesaid.

II.

By way of illustration and not of limitation and in addition to any inherent, implied or statutory powers granted to executors generally, my Executor is specifically authorized and empowered with respect to any property, real or personal, at any time held under any provision of this my will: to allot, allocate between principal and income, assign, borrow,

buy, care for, collect, compromise claims, contract with respect to, continue any business of mine, convey, convert, deal with, dispose of, enter into, exchange, hold, improve, incorporate any business of mine, invest, lease, manage, mortgage, grant and exercise options with respect to, take possession of, pledge, receive, release, repair, sell, sue for, to make distributions or divisions in cash or in kind or partly in each without regard to the income tax basis of such asset and in general, to exercise all of the powers in the management of my Estate which any individual could exercise in the management of similar property owned in his or her own right, upon such terms and conditions as to my Executor may seem best, and to execute and deliver any and all instruments and to do all acts which my Executor may deem proper or necessary to carry out the purposes of this my Will, without being limited in any way by the specific grants of power made, and without the necessity of a court order.

III.

I direct that my funeral expenses, the expenses of my last illness, the cost of a suitable monument at my grave, the costs of administering my estate, and all of my just debts lawfully probated, if any, be paid as soon after my death as practicable.

IV.

I direct that all estate and inheritance taxes and other taxes in the general nature thereof (together with any interest or penalty thereon), 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 to it 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 (including property over which I have a taxable power of appointment) included in my gross estate for the purpose of such taxes, shall

be paid by my Executor out of my estate.

V.

I hereby give, devise, and bequeath unto my grandsons CHARLES KIRKLAND CARRAWAY, DAVID WOODWARD CARRAWAY and KENNETH PAYNE CARRAWAY, in equal shares, my entire estate including all real property, personal property, cash, and mixed property of any kind or character and wherever located and situated.

VI.

If any of my grandsons should predecease me, or should die simultaneously with me, or as a result of a common disaster, then I hereby give, devise, and bequeath the deceased grandson's share to his decedents, per stirpes.

VII.

If my grandsons are unable to agree upon the division of my estate among themselves, my Executor shall have the discretion to divide the estate among them, and his decision shall be final. In so deciding, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property.

VIII.

In the event that any property or interest in property passing under this will, or by operation of law or otherwise by reason of my death, shall be encumbered by a mortgage or a lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not be charged to or paid from my estate, but that the devisee, legatee, joint owner taking by survivorship or beneficiary shall take such property or interest in property

subject to all encumbrances existing at the time of my death.

IN WITNESS WHEREOF, I, LELA J. CARRAWAY, have hereunto set my hand and signature on this the 21 day of AUG, 1997, hereby reaffirming this instrument, consisting of six (6) pages (including the Affidavit of Subscribing Witnesses), to be my Last Will and Testament.

Lela J. Carraway
LELA J. CARRAWAY, TESTATRIX

WITNESSES:

LWDA N Long

Melanie J. Allen

WE, the undersigned LWDA N Long and Melanie J. Allen do hereby certify that LELA J. CARRAWAY, the above named Testatrix, on the day and year mentioned, signed the foregoing instrument in our presence and then and there published and declared the same to be her Last Will and Testament; and we, at the same time at her special instance and request, have, in her presence and in the presence of each other, hereunto set our hands as subscribing witnesses; and we further certify that at such time the Testatrix was of

sound and disposing mind and memory and not acting under any duress, menace, fraud, or undue influence of any person whomsoever, insofar as we were able to observe.

WITNESS our signatures on this the 21 day of August, 1997.

Linda A Long

Melanie J Allen

Page 5 of 6 Pages

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 2nd day of Feb, 1999, at 8:30 o'clock A M., and was duly recorded on the FEB 2 1999, Book No. 31, Page 314.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Kell D.C.



FILED
THIS DATE
FEB 2 1999
STEVE DUNCAN
CHANCERY CLERK
BY: *[Signature]*

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI

COUNTY OF Rankin

PERSONALLY appeared before me, the undersigned authority in and for the

aforsaid jurisdiction, the within named Linda N Long and Melanie J. Allen respectively, whose names appear as subscribing witnesses to the

foregoing and attached instrument of writing, who, after being first duly sworn, stated on oath that LELA J. CARRAWAY signed, published and declared said instrument to be her Last Will and Testament on the 21st day of August, 1997; that at her request, in her presence and in the presence of each other the said Affiants subscribed their names thereto as witnesses to its execution and publication; that on the 3rd day of June, 1996, the said LELA J. CARRAWAY was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.



620 Hampshire Dr. Brandon, MS
Residing at:

611 N. Brooks Pelahatchie, MS
Residing at:

SWORN TO AND SUBSCRIBED before me, this the 21st day of August, 1997.

[Signature]
Notary Public

My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires July 28, 2000
BONDED THRU HEIDEN-MARCHETTI, INC.
MARK W. BAY

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 2nd day of Feb, 1999, at 8:30 o'clock A.M., and was duly recorded on the FEB : 2 1999, Book No. 31, Page 319.

STEVE DUNCAN, CHANCERY CLERK

BY: *[Signature]* D.C.



MADISON COUNTY, MS
FILED

LAST WILL AND TESTAMENT

OF

BETTY ANN WARD WEBER

FEB 05 1999

AT 9:10 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Supp, D.C.*

I, **BETTY ANN WARD WEBER**, an adult resident citizen of Madison, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I.

My husband's name is **JOHN MICHAEL WEBER, II**, and he is sometimes referred to herein as "my Spouse." I have four Children now living and they are: **ANGELA WEBER ROBINSON, REBECCA ANN WEBER PARNELL, SHARON WEBER MEYER** and **CHARLES DAVID WEBER**. They are herein referred to collectively as "my Children" and individually as "my Child." My son, **JOHN MICHAEL WEBER**, predeceased me, without issue.

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; all my funeral expenses; and all expenses of administering my estate as soon as may be conveniently done.

BW

ITEM III.

I hereby direct my Executor to pay all "death taxes" out of my residuary estate, without apportionment. For purposes of this provision, "death taxes" shall mean all estate, inheritance, succession, transfer, legacy and similar death taxes, 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.

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, together with any and all policies of insurance thereon. If my Spouse shall not survive me, I devise and bequeath my interest in our home to my Children in equal shares. If one or more of my Children have predeceased me, the interest of such deceased Child shall be distributed to his or her children, per stirpes.

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 to my Children in equal shares. If one or more of my Children have predeceased me, the interest of such deceased Child shall be distributed to his or her children, per stirpes.

BW

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 my Children, in equal shares, per stirpes. 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.

A. If my Spouse survives me, I give, devise and bequeath to my husband, **JOHN MICHAEL WEBER, II**, as Trustee for my Spouse and Children, the following assets, if owned by me at the time of my death:

1. One hundred sixty (160) acres of timberland in Yazoo County, Mississippi.
2. My one-third ($\frac{1}{3}$) undivided interest in approximately 265 acres in Simpson County, Mississippi, which, at the time of the execution of this Will, is subject to a life estate in favor my step-mother, **CLARA COKER WARD COMER**.

3. The balance of my brokerage account with Correspondent Services Corporation courtesy of W.S. Griffith Co., Inc.

B. The trust hereby created shall be designated and known as the **BETTY ANN WARD WEBER FAMILY TRUST** (hereinafter referred to as the "Family Trust").

C. The Trustee shall distribute to or for the benefit of my Spouse and Children (but not necessarily in equal shares) as much of the net income as the Trustee deems advisable for the education, support, maintenance and health of any of the beneficiaries; 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 the provisions of this Item.

D. In addition to the income distributions, the Trustee may pay to or for the benefit of my Children (but not necessarily in equal shares) as much principal as the Trustee deems advisable for the education, support, maintenance and health of any of the beneficiaries; for the maintenance of their accustomed standard of living; or for any medical, hospital or other institutional care which any beneficiary may require. In making such principal distributions, the Trustee shall consider the needs of my Children and the funds available to them from other sources. No distribution of principal shall be made to or for the benefit of my Spouse.

In making expenditures of income and principal to or for the benefit of my Children, while it is my desire that my Children be treated impartially and without favoritism, nevertheless realizing that their needs may vary, I specifically direct that the Trustee need not treat them with equality. The Trustee shall be impartially guided by the needs of each of my Children as those needs present themselves. Insofar as practicable, the Trustee shall afford to each of my Children funds necessary to satisfy those needs. I give this broad discretion to the Trustee so that he may

act at all times in the best interest of all of my Children as the Trustee may, in his discretion, deem advisable.

E. Notwithstanding any other provision of the Will, or any authority granted to my Trustee by law to invest, sell or dispose of assets of this trust, I specifically direct that in no event shall the 160 acres of timberland in Yazoo County, Mississippi, be sold, transferred or otherwise disposed of in any manner during the term of this trust.

F. I specifically grant unto my Spouse, so long as he shall be serving as Trustee of this trust, the absolute right, power and authority, in his sole discretion, to terminate this trust at any time prior to his death. In the event of such termination, the assets of the trust shall be distributed in accordance with the provisions of paragraph G of this Item VII as if my Spouse's death had occurred at such time.

G. Upon the death of my Spouse or upon termination of this trust pursuant to paragraph F of this Item VII, 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 such separate share shall be distributed outright and free of trust to the beneficiary or beneficiaries thereof. Notwithstanding the preceding, I specifically direct that the 160 acres of timberland in Yazoo County, Mississippi be distributed to my son, **CHARLES DAVID WEBER**, or to his surviving children, if any, in the event he is not living at the time of my Spouse's death or the termination of this trust. I direct that my son (or his surviving children) receive this property even in the event its value, as

determined by an independent appraiser as of the date of the death of my Spouse or of the termination of this trust, exceeds his pro rata share of this trust. In the event the value of the timberland exceeds my son's pro rata share of the trust, the remaining assets of the trust shall be divided equally among my remaining Children, or the surviving children per stirpes of any Child of mine who is then deceased, and my son shall not share in such remaining assets. However, in the event the appraised value of the timberland is less than my son's pro rata share of the trust, he shall share in the distribution of the remaining assets to the extent of the balance of his pro rata share of the total trust.

H. None of the principal or income of this trust shall be liable for the debts or obligations of any beneficiary or be subject to seizure by creditors of any beneficiary. The beneficiaries have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of their interest in the trust funds or the income produced from the funds.

I. 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 outright and free of any trust to my descendants by per stirpes proportions, or if none, then to my heirs at law, in accordance with the intestacy laws of the State of Mississippi then in force as if my death had occurred at such time.

ITEM VIII.

A. I give, devise and bequeath to my Spouse, if he survives me, all the rest and residue of my estate.

B. If my Spouse shall not survive me, then I devise and bequeath the residue of my estate, in equal shares, to my Children who survive me, and to the surviving children, if any, of any Child of mine who has predeceased me in per stirpes proportions. Notwithstanding the preceding, I specifically direct that the 160 acres of timberland in Yazoo County, Mississippi be distributed to my son, **CHARLES DAVID WEBER**, or to his surviving children, if any, in the event he has predeceased me. I direct that my son (or his surviving children) receive this property even in the event its value, as determined by an independent appraiser as of the date of my death, exceeds his pro rata share of my estate. In the event the value of the timberland exceeds my son's pro rata share of my estate, the remaining assets of my estate shall be divided equally among my remaining Children, or the surviving children per stirpes of any Child of mine who is then deceased, and my son shall not share in such remaining assets. However, in the event the appraised value of the timberland is less than my son's pro rata share of my estate, he shall share in the distribution of the remaining assets to the extent of the balance of his pro rata share of my estate.

C. In the event all the persons and classed designated as beneficiaries of my estate shall predecease me, the assets of my estate shall be distributed outright and free of any trust to

my descendants by per stirpes proportions, or, if none, to my heirs at law, determined in accordance with the intestacy laws then in effect in the State of Mississippi.

ITEM IX.

A. In the event any distributions are required to be made under the provisions of this Will to the surviving child or children of any Child of mine who has predeceased me whether from the Family Trust or directly from my estate, and any such surviving child (my "Grandchild") has not attained the age of twenty-one (21), the share of such Grandchild shall be distributed to his or her natural or legal guardian as custodian for such Grandchild under the Mississippi Uniform Transfers to Minors Act.

B. All references to child or children contained in this Will shall include both natural and legally adopted children.

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. 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 Executor, in which case my Executor 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 in an amount which, in the joint judgment of the Trustee and the Executor, 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.

D. 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 XII.

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. My 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, **CHARLES DAVID WEBER** and **ANGELA WEBER ROBINSON** shall serve as successor Co-Trustees.

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. In all actions and decisions, my successor Co-Trustees shall act in concert. Neither Co-Trustee shall be held liable or responsible for the acts, neglects, defaults or other breach of trust committed by the other. Each Co-Trustee shall be responsible solely for its or his actions.

F. Any individual serving as Trustee shall serve without compensation, but shall be entitled to reimbursement from the trust for reasonable out-of-pocket expenses incurred in the administration of the trust.

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.

ITEM XIII.

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:

 PW

A. To place such funds on time deposit in a savings account or certificates of deposit in any federally insured bank or savings and loan association, including any bank which may be serving as Trustee; and to permit trust funds to remain temporarily uninvested.

B. To invest and reinvest all or any part of the trust estate in any property and undivided interests in property, wherever located, including, but not limited to, bonds; debentures; notes, secured or unsecured; mutual funds; stocks of corporations regardless of class; interests in limited partnerships; real estate or any interest in real estate whether or not productive at the time of investment; interests in trusts, investment trusts, whether of the open and/or closed fund types; and insurance contracts on the life of any beneficiary or annuity contracts for any beneficiary, without being limited by any statute or rule of law concerning investments by fiduciaries.

C. 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.

D. 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.

BW

E. Except as otherwise specifically provided with regard to the 160 acres of timberland in Yazoo County, Mississippi, 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.

F. To determine the allocation of receipts and expenses between income and principal. In determining charges against and in allocations of receipts between income and principal, the Mississippi Uniform Principal and Income Act shall apply.

G. To invest funds in a prudent manner; however, the Trustee may not invest funds of the trust in a common trust fund.

H. To merge and consolidate the assets of any trust created hereunder 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.

I. 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.

J. 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.

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 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.

M. To retain such experts, including specialized investment counsel, appraisers, accountants and attorneys, as the Trustee deems appropriate for advice in the administration of any trust created hereunder and in the selection, maintenance and disposition of trust assets, and to pay the fees of any such experts as well as all expenses incurred in the acquisition, storage, maintenance and delivery of trust assets.

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 XIV.

A. In the event my Spouse is or becomes unable or unwilling to serve as my Executor, I appoint **CHARLES DAVID WEBER** and **ANGELA WEBER ROBINSON** to serve as my successor Co-Executors. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor" 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 serve without compensation, but shall be entitled to reimbursement from the assets of my estate for out-of-pocket expenses incurred in the probate of this Will and the administration of my estate.

D. 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 bequest, including 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.

E. 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.

F. 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.

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 3rd day of November, 1997.

Betty Ann Ward Weber
BETTY ANN WARD WEBER
TESTATRIX

This instrument was, on the day and year shown above, signed, published and declared by BETTY ANN WARD WEBER 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.

Ann M. Puckett of 110 Clearmont Cr.
Witness Address
Pearl, MS 39208

Allison Keener of 200 Northplace Drive
Witness Address
Madison, MS 39110

pow

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 BETTY ANN WARD WEBER, the within named Testatrix, on the 3rd day of November, 1997.

(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: Susan M. Puckett

Signature: Allison Keever

Name: Susan M. Puckett

Name: Allison Keever

Address: 110 Clearmont Cr.
Pearl, MS 39208

Address: 200 Northplace Drive
Madison, MS 39110

Telephone No.: 601-932-6845

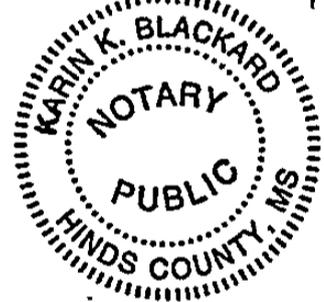
Telephone No.: 601-898-3659

Subscribed and sworn to before me by the above-named Affiants on this 3rd day of November, 1997.

Karin K. Blackard
NOTARY

My Commission Expires:

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE.
MY COMMISSION EXPIRES: Aug. 21, 1999.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.



PD3.200403 1

-20-

BW

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 5th day of Feb, 1999, at 9:10 o'clock A M., and was duly recorded on the FEB 5 1999, Book No. 31, Page 320.

STEVE DUNCAN, CHANCERY CLERK

BY: Darcy Hill D.C.



#99-077

BOOK 0031 PAGE 340

MADISON COUNTY, MS
FILED

FEB 05 1999

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

By: *Karen Tapp, Sr*

STATE OF MISSISSIPPI
COUNTY OF HINDS

KNOW ALL MEN BY THESE PRESENTS, That I, Mamie Lou Ward Johnson, of Jackson, Mississippi, being over the age of twenty-one years and of sound and disposing mind and memory, do make, declare and publish this my last will and testament, hereby revoking any and all former wills and codicils.

FIRST

I direct that my just debts be paid by my executor hereinafter named as soon after my death as may by him be found convenient.

SECOND

I give, devise and bequeath to my husband, William Gus Johnson, absolutely and in fee simple all of the property of every kind and description of which I may die seized and possessed, real, personal and mixed.

THIRD

In the event that my said husband shall predecease me or die simultaneously with me, leaving one or more of our children surviving, then I will, give, devise and bequeath that all of my property, real, personal and mixed shall be distributed in equal shares among all of our children both those now living and those hereinafter conceived.

FOURTH

I give everything I own and possess as hereinafter stated in Item Second to my husband, William Gus Johnson, and the birth of any child of mine after the making of this will, either in my lifetime or after my death, shall not operate as a revocation of this my last will and testament. I know that my husband will care for my children and that he will make proper provision for my children and it is for this reason I make no separate provision for my child or children of mine who may be born to my husband after the making of this, my last will, and testament.

Mamie Lou Ward Johnson

FIFTH

I hereby nominate and appoint my husband, William Gus Johnson, executor of this will. If he is unable to act as my executor, then I appoint my son, William Henry Johnson, executor, and I expressly relieve them from giving bond as such executors. I also exempt them from filing in court any inventory of my estate and from having any Court Appraisal made thereof and from taking any proceeding into Court in or for executing the provisions of this will, except the taking out of letters testamentary; and I hereby give my said executors full power and authority to sell or otherwise dispose of any and all of my property of every kind and character on such terms and conditions as they see fit without any order of Court being obtained therefor.

IN WITNESS WHEREOF, I hereunto set my hand and seal this 28th day of December, 1970.

Mamie Lou Ward Johnson (SEAL)

Anthony Jattis
Frankie J. Jattis
Mrs. C. L. Owens

Signed, sealed and published as her last will and testament by the said Mamie Lou Ward Johnson, in our presence and we in her presence, and at her request, and in the presence of each other, have hereunto subscribed our names as witnesses on the day of the date of said will.

Anthony Jattis
Frankie J. Jattis
Mrs. C. L. Owens



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 5th day of February, 1999, at 9:15 o'clock A. M., and was duly recorded on the 5th day of February, 1999, Book No. 31, Page 340.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

MADISON COUNTY, MS 99 FEB -2 AM 9 01

FILED

FEB 05 1999

AT 3:00 O'CLOCK P. M
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Supp D.C.*

LAST WILL AND TESTAMENT

OF

DAVID CROZIER HARRELL

FILED

MAY 08 1996

ALICE JAMES, Chancery Clerk
By: *SN Sanders* D.C.

996-229 R1

IN THE NAME OF GOD, AMEN:

I, DAVID CROZIER HARRELL, a adult resident citizen of Jackson, Hinds County, Mississippi, being over the age of twenty-one years and of sound and disposing mind and memory, mindful of the uncertainties of this life and the certainty of the life to come, do hereby make and publish this my Last Will and Testament, revoking all others.

ITEM I.

I desire that all just debts probated and allowed against my estate be paid, including that of my last illness and burial.

ITEM II.

I hereby give, devise and bequeath all property of every kind and nature, real, personal and mixed that I may own at the time of my death equally to the following named individuals who are living at the time of my death:

1. Charlotte Bullock Lytz
2. Carol Bullock Yeager
3. Connie Bullock Lambert
4. Claudia Bullock Taylor
5. George Stautz
6. Mary Susan LaFlam
7. Paul Sterling Harrell
8. Frank Albert Harrell
9. Shirley Ruth Harrell Tabor

Filed for record this the 25th day of January A.D. 1999 at 9:30 o'clock A m

Delores Erve, Clerk
By: Ross D.C.
JEFFERSON COUNTY

ITEM IV.

I hereby name and appoint Howard Yeager, Jr., of Point Pleasant, West Virginia, as Executor of this my Last Will and

RECORDED IN Will BOOK M
ON PAGE 134
Delores Erve, Chancery Clerk
By: Ross, D.C.

David Crozier Harrell

Testament. If he does not survive me or is unable to so serve, I appoint Dorothy E. Harrell of Aurora, Colorado as Executrix. In either event, I request that no bond be required of my Executor or Executrix and further request that no accounting of any kind be required of them.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 22nd day of January, 1990.

David Crozier Harrell
DAVID CROZIER HARRELL

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

Linda P. Pennington
Little J. Pierce
James S. Armstrong
WITNESSES

STATE OF MISSISSIPPI -- JASPER COUNTY
I, Doris Holder Thomas, Chancery Clerk of Jasper County, Miss., hereby certify that the accompanying instrument was filed in my office for the record on the 22 day of February, 1990 at 4:21 P.M. and was duly recorded in Will Book Book No. 8 Page No. 3743 Witness my hand and official seal this 2 day of February, 1990.
By Doris Holder Thomas Clerk
John L. Seiler D.C.

IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT OF
HINDS COUNTY, MISSISSIPPI

IN THE MATTER OF THE WILL AND ESTATE

OF DAVID CROZIER HARRELL, DECEASED

NO. P96-229

FILED

STATE OF MISSISSIPPI

MAY 08 1996

COUNTY OF HINDS

ALICE JAMES, Chancery Clerk
By _____ D.C.

AFFIDAVIT OF SUBSCRIBING WITNESSES

This day personally came and appeared before me, the undersigned authority in and for said jurisdiction, LINDA P JENNINGS, BETTIE J. PIERCE and JAMES S ARMSTRONG, the three subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of David Crozier Harrell, deceased, late of the First Judicial District of Hinds County, Mississippi, who each, having been first duly sworn, make oath that the said David Crozier Harrell signed, published and declared the original of said instrument as his Last Will and Testament on the 22nd day of January, 1990, the day and date of said instrument, in the presence of said affiants, that the said testator was then of sound and disposing mind and memory and twenty-one (21) years and upwards of age; and said affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the said testator and in the presence of each other

Linda P. Jennings
LINDA P. JENNINGS

Bettie J. Pierce
BETTIE J PIERCE

James S. Armstrong
JAMES S. ARMSTRONG

SWORN to and subscribed before me, this the 7th day of May, 1996.

William Hudson Glover Jr.
NOTARY PUBLIC



My Commission Expires:

My Commission Expires March 15, 1997

IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT OF
HINDS COUNTY, MISSISSIPPI

IN THE MATTER OF THE WILL AND ESTATE
OF DAVID CROZIER HARRELL, DECEASED

FILED

SEP 30 1998

ALICE JAMES, Chancery Clerk
Dr

NO. P96-229

ORDER APPROVING PARTIAL DISTRIBUTION

This cause came on this day to be heard on the Petition of Howard Yeager, Jr., Executor of the Will and Estate of David Crozier Harrell, deceased, for Partial Distribution and it appearing unto the Court and the Court finding as follows:

1. That David Crozier Harrell departed this life testate on or about April 14, 1996, while an adult resident citizen of the First Judicial District of Hinds County, Mississippi, and that his Last Will and Testament was duly admitted to probate by Order of this Honorable Court on May 8, 1996.
2. That by Order of this Court admitting said Last Will and Testament to probate, Petitioner was named, designated and appointed as Executor, without bond, and that Petitioner qualified as such by taking the oath prescribed by statute, and that Letters Testamentary were duly issued to Petitioner by this Honorable Court on May 20, 1996.
3. That Petitioner published Notice to Creditors in The Clarion Ledger, a newspaper of general circulation in the First Judicial District of Hinds County, Mississippi, on June 25, July 2, and July 9, 1996.
4. Federal and Mississippi estate tax returns have been filed for the estate. Estate tax closing letters have been received from the Internal Revenue Service and the states of Mississippi, Texas, Alabama and Arkansas.

5. That Item II of said Last will and Testament leaves all of decedent's property of every kind and nature, real, personal and mixed, equally to the following named individuals:

1. Charlotte Bullock Lytz
2. Carol Bullock Yeager
3. Connie Bullock Lambert
4. Claudia Bullock Taylor
5. George Stautz
6. Mary Susan LaFlam Whaley
7. Paul Sterling Harrell
8. Frank Albert Harrell
9. S. Ruth Tabor-Brogdon

6. David Crozier Harrell owned a number of oil, gas and other mineral interests and therefore the oil, gas and other mineral interests owned by David Crozier Harrell at the time of his death are vested as follows:

1. Charlotte Bullock Lytz - one-ninth (1/9)
2. Carol Bullock Yeager - one-ninth (1/9)
3. Connie Bullock Lambert - one-ninth (1/9)
4. Claudia Bullock Taylor - one-ninth (1/9)
5. George Stautz - one-ninth (1/9)
6. Mary Susan LaFlam Whaley - one-ninth (1/9)
7. Paul Sterling Harrell - one-ninth (1/9)
8. Frank Albert Harrell - one-ninth (1/9)
9. S. Ruth Tabor-Brogdon - one-ninth (1/9)

7. That pursuant to an Order of this Court, the Estate sold damaged timber in Texas and received payments totaling Thirty-Four Thousand Twelve Dollars (\$34,012) after payment of commissions. Petitioner requests authority to pay these proceeds equally to the nine beneficiaries of the Estate, as listed above.

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED as follows.

1. That the title to all oil, gas and other mineral interests owned by David Crozier Harrell at the time of his death is hereby adjudicated to be vested as follows:

THE STATE OF MISSISSIPPI

1. Charlotte Bullock Lytz - one-ninth (1/9)
2. Carol Bullock Yeager - one-ninth (1/9)
3. Connie Bullock Lambert - one-ninth (1/9)
4. Claudia Bullock Taylor - one-ninth (1/9)
5. George Stautz - one-ninth (1/9)
6. Mary Susan LaFlam Whaley - one-ninth (1/9)
7. Paul Sterling Harrell - one-ninth (1/9)
8. Frank Albert Harrell - one-ninth (1/9)
9. S. Ruth Tabor-Brogdon - one-ninth (1/9)

2. That Executor is hereby authorized to distribute the proceeds from the sale of the damaged timber in Texas in the amount of Thirty-Four Thousand Twelve Dollars (\$34,012) equally to the nine beneficiaries under said Last Will and Testament as set forth above.

SO ORDERED, ADJUDGED AND DECREED this the 30th day of September, 1998.



CHANCELLOR

Presented by.

James S. Armstrong - MSB #1619
 Wells Marble & Hurst, PLLC
 Post Office Box 131
 Jackson, Mississippi 39205

Telephone Number: 601/355-8321

EXHIBIT "A" ATTACHED

548

16

PPPI, n70N1d3E p' nob d'f3

BOOK 0031 PAGE 347

BOOK 0031 PAGE 347

STATE OF MISSISSIPPI
HINDS COUNTY FIRST DISTRICT

I, ALICE JAMES, Clerk of the Chancery Court in and for
above mentioned County and State do hereby certify that the foregoing
Order is a true and correct copy as appears on record in
my office in Book 1319, Page 408
Given under my hand and official seal of office this the 13th
day of January, 1999.

ALICE JAMES, 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 5th day
of February, 1999, at 3:00 o'clock P.M., and was duly recorded
on the 8th day of February, 1999, Book No. 31, Page 342.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.



DAVID CROZIER HARRELL ESTATEBeneficiaries and Addresses

1. Charlotte Bullock Lytz
393 Barger Hollow Road
Blountville, TN 37617
2. Carol Bullock Yeager
P. O. Box 28352
Columbus, OH 43228
3. Connie Bullock Lambert
1418 Pace Meadow Lane
Rogersville, TN 37857
4. Claudia Bullock Taylor
5917 Clipper Landing Drive
Columbus, OH 43228-9293
5. George Stautz
P O. Box 25
Coupland, TX 78615
6. Mary Susan LaFlam Whaley
5565 Marlin Drive
Orlando, FL 32822
7. Paul Sterling Harrell
3913 Woods Edge Road
Columbia, MO 65203
8. Frank Albert Harrell
8594 N. Heather Run Drive
Jacksonville, FL 32256
9. S. Ruth Tabor-Brogdon
22705 Via Santa Rosa
Mission Viejo, CA 92691

EXHIBIT "A"

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 5th day of February, 1999, at 3:00 o'clock P. M., and was duly recorded on the 5th day of February, 1999, Book No. 31, Page 348.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Tupper D.C.

FILED

FEB 09 1999

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

#99-083

LAST WILL AND TESTAMENTBy: *Karen Jupp DC*

I, MARTHA ROANOKE POND ROBERTS, an adult resident citizen of Canton, Madison County, Mississippi, being of sound and disposing mind and memory and over the age of twenty-one years, do hereby make, declare, and publish the following as my Last Will and Testament, revoking all others that I have heretofore made.

CLAUSE I

I name, constitute, and appoint the Trustmark National Bank, Canton Branch, of Canton, Mississippi, as Executor of my estate under this Will, but should it fail, decline, refuse, or otherwise be unable to act in said capacity, then in any such event I name, constitute, and appoint Martha Ann Johnston May as Executrix of my estate hereunder. I direct that no bond be required of my Executor and/or Executrix herein named and that said Executor and/or Executrix as named herein be relieved of filing an inventory and of accounting to any Court in said capacity.

CLAUSE II

(1) I give and bequeath unto Frederick Young the sum of Twenty Thousand Dollars (\$20,000.00) cash; however, should I make monetary gifts to said legatee subsequent to the date of this Will and prior to my death in amounts of \$5,000.00 or more, then each such gift shall be considered as an advancement against this bequest and the principal amount of the total of such gifts, if any, shall be deducted from this bequest.

(2) I give and bequeath unto Carlton F. Moe the sum of Eighty Thousand Dollars (\$80,000.00) cash; however, should I make monetary gifts to said legatee subsequent to the date of this Will and prior to my death in amounts of \$5,000.00 or more, then each such gift shall be considered as an advancement against this bequest and the principal amount of the total of such gifts, if any, shall be deducted from this bequest.

Last Will and Testament of Martha Roanoke Pond Roberts
Page 2.

(3) I give and bequeath unto Rory Beard the sum of Twenty Five Hundred Dollars (\$2,500.00) cash.

(4) I give and bequeath unto Clay Beard the sum of Twenty Five Hundred Dollars (\$2,500.00) cash.

(5) I give and bequeath unto Charles Wilkerson the sum of Five Thousand Dollars (\$5,000.00) cash.

(6) I give and bequeath unto Hugh Johnston, Jr., the sum of Ten Thousand Dollars (\$10,000.00) cash.

(7) I give and bequeath unto The First Presbyterian Church of Canton, Mississippi, the sum of Fifty Thousand Dollars (\$50,000.00) cash.

(8) I give and bequeath my "Ladies of Fashion" procelain collection to Cammie Hopkins Moe.

(9) I give and bequeath my "Rose Plate" collection to Martha Debra Strickland.

(10) I give and bequeath what is known as "Lulu's" cups, saucers, and/or chinaware to Asya Ruth Perkins.

(11) I give and bequeath my LeMoge China Fowl Set to Helen Hopkins Moe.

(12) I give and bequeath my Numismatic Coin Collection to David J. May.

CLAUSE III

I give and bequeath unto the Executor and/or Executrix of my estate as named herein above the sum of Seven Thousand Five Hundred Dollars (\$7,500.00) cash to use and/or distribute in such manner and to such parties as my said Executor and/or Executrix in (its) (her) sole discretion may determine. If I shall have left with my papers or with my said Executor and/or Executrix a list stating to whom I would like for said Executor and/or Executrix to distribute said funds or any part thereof, it is my wish, but not my direction, that said Executor and/or Executrix

Last Will and Testament of Martha Roanoke Pond Roberts
Page 3.

will honor my wishes as to such funds. This clause of my Will shall in no event be construed so as to limit or restrict the use or disposition of said funds to such persons or parties as my said Executor and/or Executrix shall solely determine as fully as if said Executor and/or Executrix was the owner thereof, and no person or party shall have any vested right to any of said funds other than the Executor or Executrix herein named prior to a disbursement or distribution thereof by said Executor or Executrix.

CLAUSE IV

I give, bequeath, and devise all the balance, remainder, and residue of my estate and property, real and personal and of whatsoever nature and kind and wheresoever located, that I may own at the time of my death unto my niece, Martha Ann Johnston May. However, should the said Martha Ann Johnston May predecease me, then in such event said property shall pass and go equally to the descendents of the said Martha Ann Johnston May that may be living at the time of my death.

WITNESS my signature this 24th day of March, 1986.

Martha Roanoke Pond Roberts

Martha Roanoke Pond Roberts.

The foregoing instrument was, on the date shown above, signed, published, and declared by MARTHA ROANOKE POND ROBERTS 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.

R. H. Powell

Blaise R. Feucher

WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of February, 1999, at 1:00 o'clock P. M., and was duly recorded on the 9th day of February, 1999, Book No 31, Page 349

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* D C

LAST WILL AND TESTAMENT
OF
MARTHA ROANOKE POND ROBERTS

MADISON COUNTY, MS

FILED

FEB 09 1999

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

AFFIDAVIT OF SUBSCRIBING WITNESS

By: *Karen Supp, DC*

STATE OF MISSISSIPPI
COUNTY OF Madison

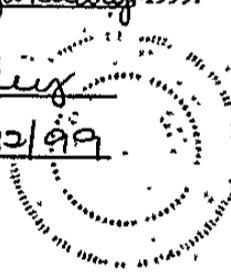
PERSONALLY appeared before me, the undersigned Notary Public in and for said County and State, the subscribing witness to the Last Will and Testament of the above testator of Madison County, Mississippi, dated March 24, 1986, who having been first duly sworn, deposed and said.

That the said testator, being of sound and disposing mind and memory and then more than twenty-one years of age, signed, published and declared said instrument of writing in the presence of the subscribing witnesses on the day of the date thereof and the undersigned subscribed said instrument as a witness thereto at the instance and request, and in the presence of said testator and also in the presence of the other subscribing witness, on the day and year aforesaid, and that the other subscribing witness thereto subscribed said instrument as a witness thereto at the instance and request, and in the presence of said testator and also in the presence of the undersigned, on the day and year aforesaid.

Elsie R. Fancher
Elsie R. Fancher

SWORN TO and subscribed before me, this 27th day of January, 1999.

Janni Hales
Notary Public
My Commission Expires: 2/22/99



F:\JAN99\ARB\WILLS\pond witness aff wpd



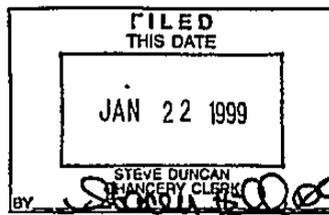
STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of February, 1999, at 1:00 o'clock P. M., and was duly recorded on the 9th day of February, 1999, Book No. 31, Page 352.

STEVE DUNCAN, CHANCERY CLERK

BY *Karen Supp, DC*

LAST WILL AND TESTAMENT
OF
VELMA LOU HINES WELCH



KNOW ALL MEN BY THESE PRESENTS that I, VELMA LOU HINES WELCH, an adult resident citizen of Warren County, Mississippi, being of sound and disposing mind, memory and understanding, do hereby make and declare this to be, and publish this as my Last Will and Testament, hereby revoking any and all Wills and Codicils heretofore made by me.

ITEM ONE: I hereby give, and bequeath to the Junius Ward Johnson Y.M.C.A. the sum of Twenty-Five Thousand (\$25,000) Dollars, to be used by the Board of Directors of said Y.M.C.A. as it may determine in conveying on the program of the Y.M.C.A.

ITEM TWO: I hereby direct my sister, Edith Hines Menkee to distribute all my clothing, books, jewelry and other items of personal use in accordance with instructions which I have placed in my safe deposit box in the First National Bank, Vicksburg, Mississippi.

ITEM THREE: I hereby give, devise and bequeath unto my son, Walter S. Welch, III, all the remainder of my property of every kind, character and description, wheresoever the same may be situated that I may own at the time of my death.

ITEM FOUR: In the event my said son, Walter S. Welch, III, should predecease me, I hereby give, devise and bequeath unto my said sister one-half of the remainder of my said property. The other one-half of said property I give, devise and bequeath unto my grandchildren, Walter S. Welch, IV and Hermine Welch Peel to be divided equally between them, share and share alike.

ITEM FIVE: I hereby nominate, constitute and appoint my son, Walter S. Welch, III, as Executor of this my Last Will and Testament, but in the event he should predecease me, then I nominate, constitute and appoint the First National Bank, Vicksburg, Mississippi as Executor of this my Last Will and Testament, and I hereby expressly direct that neither of said

Executors shall be required to make bond nor file any accounting to any court in connection with the administration of my Estate.

IN TESTIMONY WHEREOF, I, VELMA LOU HINES WELCH, have hereunto affixed my signature this the 26th day of October, 1993.

Velma Lou Hines Welch
VELMA LOU HINES WELCH

SIGNED, PUBLISHED AND DECLARED by the said VELMA LOU HINES WELCH, as and for and to be her Last Will and Testament, in the presence of the undersigned, who, at her request, and in her presence, and in the presence of each other, have hereunto affixed our signatures, as witnesses, on this the 26th day of October, 1993.

Andrew Dunton

Janette M. M... ..

WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 26th day of Jan, 1999, at 10:00 o'clock A.M., and was duly recorded on the FEB 11 1999, Book No 31, Page 353.

STEVE DUNCAN, CHANCERY CLERK

BY: Jarvis K... D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

NO. 99-019

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
VELMA LOU HINES WELCH, DECEASED

FILED THIS DATE
JAN 22 1999
STEVE DUNCAN CHANCERY CLERK
BY <i>Stacy</i>

STATE OF MISSISSIPPI)
COUNTY OF WARREN)

AFFIDAVIT OF SUBSCRIBING WITNESS

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

That he was personally acquainted with Velma Lou Hines Welch, late of Madison County, Mississippi; that the said Velma Lou Hines Welch was a resident of and had a fixed place of residence in Madison County, Mississippi; that affiant, in the presence of Nanette Miller, subscribing witness, and at the special instance and request of the said Velma Lou Hines Welch did, on the 26th day of October, 1993, sign and subscribe an instrument of writing represented to be the Last Will and Testament of the said Velma Lou Hines Welch, Deceased; that said instrument, the original of which is attached hereto, was signed by Velma Lou Hines Welch as Testatrix, and the said Testatrix declared in the presence of affiant and in the presence of the said Nanette Miller that said instrument constituted her Last Will and Testament and thereupon affiant, in the presence of the said Velma Lou Hines Welch and in the presence of Nanette Miller, the other subscribing witness thereto, signed and subscribed the said instrument as one of the attesting witnesses thereto, both of the witnesses signing said Will in the presence of the said Testatrix and in the presence of each other; that at the time of the said attestation and signing of said instrument the said Velma Lou Hines Welch was above the age of eighteen years, was then of sound and disposing mind and memory, and in full possession of all of her mental faculties.

The original of said Will is attached to this affidavit and this affidavit is executed by this affiant in proof of said Will, and for the purpose of probating the same in the Chancery Court of Madison County, Mississippi.

Burkett H. Martin
BURKETT H. MARTIN

SWORN TO AND SUBSCRIBED before me, this the 6 day of January, 1999.

Neil J. Parker
NOTARY PUBLIC

My Commission Expires:
9-1-2001



F:\WP41\BPAFF OF WITNESS WELCH.wpd



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 22nd day of Jan, 1999, at 10:00 o'clock A.M., and was duly recorded on the FEB 11 1999, Book No 31, Page 356.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey K. D.C.

LAST WILL AND TESTAMENT
OF
WILLIE ADAMS, JR.

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

I, Willie Adams, Jr., of Madison County, Mississippi, being above the age of twenty-one (21) years and being of sound and disposing mind, make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other Wills and testamentary writings heretofore made by me.

I.

I direct my Executrix to pay all of my legal debts which may be probated against my estate within the time allowed by law.

II.

I do hereby name, constitute and appoint my loving wife, Doris Tappan Adams, as Executrix of this Will and direct that she serve as such official without bond or accounting to any court whatsoever, the same being hereby waived. In the event my wife should pre-decease me or we should die in a common disaster, I hereby appoint as Executrix, my daughter, Evon Decarol Adams. My daughter, Evon Decarol Adams, shall serve as such official without bond or accounting to any court whatsoever, the same being hereby waived.

III.

I give, devise and bequeath all of my estate.....real, personal and mixed.....to my loving wife, Doris Tappan Adams. If she should predecease me or we should die in a common disaster, then I give, devise and bequeath all of my estate to my daughter, Evon Decarol Adams.

Willie Adams Jr
Page One of Two Pages

IN WITNESS WHEREOF, I have executed this my Last Will and Testament in the presence of Joseph B. Elliott, and Elizabeth C. Elliott, whom I have especially requested to attest and witness the execution of this instrument as provided by law on this the 21st day of April, 1992.

Willie Adams, Jr.
WILLIE ADAMS, JR.

WITNESS:

J.B. Elliott
Joseph B. Elliott

Elizabeth C. Elliott
Elizabeth C. Elliott

Willie Adams, Jr.
Page Two of Two Pages



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12th day of February, 1999, at _____ o'clock — M, and was duly recorded on the 12th day of February, 1999 Book No. 31, Page 351.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy K. O. D.C.

AFFIDAVIT OF WITNESS TO LAST WILL AND TESTAMENT

OF
WILLIE ADAMS, JR.

FILED
THIS DATE
FEB 12 1999
STEVE DUNCAN
CHANCERY CLERK
BY: Sorely H. DC

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction above mentioned, JOSEPH B. ELLIOTT, the subscribing witness to the Last Will and Testament of Willie Adams, Jr., who having been by me duly sworn, on her oath states:

That JOSEPH B. ELLIOTT is the subscribing witness to the Last Will and Testament of Willie Adams, Jr., which was executed by Willie Adams, Jr., on the 21st day of April, 1992, in his presence and that JOSEPH B. ELLIOTT subscribed his name to said Last Will and Testament of Willie Adams, Jr., in his presence.

Affiant states that at the time of the execution of the Last Will and Testament of Willie Adams, Jr., the said Willie Adams, Jr., was of sound and disposing mind and memory and the said Willie Adams, Jr., requested said affiant to witness the execution of his Last Will and Testament.

And further, affiant saith not.

Joseph B. Elliott
Witness

SWORN to and subscribing before me, this the 21st day of April, 1992.

Delmond E. Jeffery
Notary Public

My Commission Expires:
My Commission Expires July 21, 1993



STATE OF MISSISSIPPI, COUNTY OF MADISON:

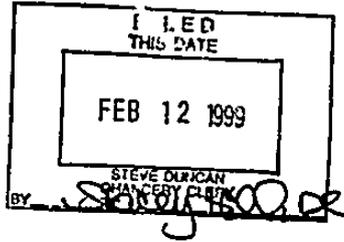
I certify that the within instrument was filed for record in my office this 12th day of February, 1999, at _____ o'clock _____ M., and was duly recorded on the 12th day of February, 1999 Book No. 31, Page 359.

STEVE DUNCAN, CHANCERY CLERK BY: Sorely H. DC

AFFIDAVIT OF WITNESS TO LAST WILL AND TESTAMENT

OF

WILLIE ADAMS, JR.



STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction above mentioned, ELIZABETH C. ELLIOTT, the subscribing witness to the Last Will and Testament of Willie Adams, Jr., who having been by me duly sworn, on her oath states:

That ELIZABETH C. ELLIOTT is the subscribing witness to the Last Will and Testament of Willie Adams, Jr., which was executed by Willie Adams, Jr., on the 21st day of April, 1992, in her presence and that ELIZABETH C. ELLIOTT subscribed her name to said Last Will and Testament of Willie Adams, Jr., in his presence.

Affiant states that at the time of the execution of the Last Will and Testament of Willie Adams, Jr., the said Willie Adams, Jr., was of sound and disposing mind and memory and the said Willie Adams, Jr., requested said affiant to witness the execution of his Last Will and Testament.

And further, affiant saith not.

Elizabeth C. Elliott
Witness

SWORN to and subscribing before me, this the 21st day of April, 1992.

Richard E. Jeffrey
Notary Public

My Commission Expires:
My Commission Expires July 21, 1993



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12th day of February, 1999, at o'clock — M., and was duly recorded on the 12th day of February, 1999, Book No. 31, Page 360.

STEVE DUNCAN, CHANCERY CLERK

BY *Steve Duncan* D.C.

BOOK 0031 PAGE 361

LAST WILL AND TESTAMENT
OF
RUBY M. HENDERSON

#98-777

FILED THIS DATE
FEB 12 1999
STEVE DUNCAN CHANCERY CLERK
BY <i>[Signature]</i>

I, RUBY M. HENDERSON, a resident citizen of the First Judicial District of Hinds County, Mississippi, residing therein at 1249 Dardanelle Drive, in the City of Jackson, Mississippi, 39204, being over the age of eighteen (18) and of sound and disposing mind, memory and understanding, do hereby make, declare and publish this to be my Last Will and Testament, hereby revoking all former wills and codicils by me heretofore made.

I.

I appoint my daughter, BRENDA SCOTT, as Executrix of this, my Last Will and Testament, and direct that she be permitted to serve in such capacity without the necessity of posting bond or filing a formal appraisal of my estate.

II.

I direct that my Executrix pay all of my just and legal debts, including the expenses incurred in connection with my last illness and death, that have been registered and allowed against my estate, as soon after my demise as practicable.

III.

To my daughter, Brenda, I give and bequeath my jewelry and the Armoire Jewelry Box in my Master bedroom, my antique desk and green leather chair in the Utility Room, and the black Bakers Rack in the Kitchen.

IV.

To my son, Mike, I give and bequeath my Zenith Television in my Master bedroom; my china cabinet in the Foyer, and my Refrigerator and Freezer in the Kitchen.

v.

All the rest, residue and remainder of my estate, of whatsoever kind or character, or wheresoever the same may be located, of which I may die seized or possessed, or to which I may be entitled at the time of my demise, I give, devise and bequeath to my two children, Brenda and Mike, in equal shares, share and share alike.

REC-0031 PAGE 362

WITNESS MY SIGNATURE on this, the 3 day of

July, 1992.

Ruby M. Henderson
RUBY M. HENDERSON

WITNESSES:

B.R. Hardin 1444 Woody bl. Jackson, MS 39212
(Name) (Address)

Sarah R. Hardin 1444 Wood, in Jackson, MS 39212
(Name) (Address)

ATTESTATION CLAUSE

We, B.R. Hardin and

SARAH R. HARDIN, being over the

age of eighteen (18), do hereby certify and attest to the fact that the above and foregoing instrument was signed in our presence by RUBY M. HENDERSON, who is personally known to us, and declared to us by her to be her Last Will and Testament; and we, at her specific request, did subscribe our names thereto as witnesses thereof; and we further certify and attest to the fact that at the time the said RUBY M. HENDERSON did sign said instrument in our presence and declare to us that it was her Last Will and Testament she was over the age of eighteen (18) and of sound and disposing mind, memory and understanding.

WITNESS OUR SIGNATURES on this, the 3 day of

July, 1992.

B.R. Hardin

Sarah R. Hardin



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12th day of February, 1999, at o'clock M., and was duly recorded on the 12th day of February, 1999, Book No. 31, Page 361.

STEVE DUNCAN, CHANCERY CLERK BY: Steve Duncan D.C.

FILED
THIS DATE
FEB 12 1999
STEVE DUNCAN
CHANCERY CLERK
BY *Karen Stupp*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE

OF

RUBY M. HENDERSON, DECEASED

CIVIL ACTION NO. 98-777

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the state and county aforesaid, the within named B. R. Hardin, 1444 Woody Drive, Jackson, Mississippi 39212, 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 Ruby M. Henderson, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 3rd day of July, 1992 a true and correct copy of which is attached hereto as an Exhibit.

(2) That on the 3rd day of July, 1992, said Ruby M. Henderson 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 Sarah R. Hardin, 1444 Woody Drive, Jackson, Mississippi 39212, the other subscribing witnesses to the instrument.

(3) That Ruby M. Henderson 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 Ruby M. Henderson, and in the presence of each other.

B. R. Hardin
B. R. Hardin

SWORN TO AND SUBSCRIBED before me, as of the 10th day of February, 1999.

Sarah R. Hardin
Notary Public

My Commission Expires:

March 19, 2000

OF COUNSEL:

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

Henderson, Ruby M. & B.R. Hardin



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12th day of February, 1999, at o'clock M., and was duly recorded on the 12th day of February, 1999, Book No. 31, Page 363.

STEVE DUNCAN, CHANCERY CLERK

BY: Sarah R. Hardin D.C.

Last Will and Testament

OF

MADISON COUNTY, MS

OZIE BELL HAWKINS

FILED

FEB 12 1999

AT 8:40 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK
By: *Sally K. [unclear]*

STATE OF MISSISSIPPI

COUNTY OF MADISON

I, OZIE BELL HAWKINS, 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 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

I give, devise and bequeath to my nephew, ANDREW ROBINSON, JR., the cafe which I own and the real property upon which it is situated, and which is more particularly described in warranty deed recorded in Book 161 at page 204 of the land deed records of Madison County, Mississippi. I also give, devise and bequeath to my nephew, ANDREW ROBINSON, JR., my home property and all of the property which I presently own and which was formerly owned by my mother, Mrs. Callie Hudson, who is now deceased.

Ozie Bell Hawkins
OZIE BELL HAWKINS

*acc
[unclear]*

ITEM III

I give, devise and bequeath to my stepdaughter, MARY EVELYN HAWKINS, the sum of \$5.00.

ITEM IV

I give, devise and bequeath to my stepdaughter, DEBORAH GAIL HAWKINS, the sum of \$5.00.

ITEM V

I give, devise and bequeath to my stepdaughter, PAMELA GAIL HAWKINS, the sum of \$5.00.

ITEM VI

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 unto my nephew, ANDREW ROBINSON, JR., and the same shall be his absolutely.

ITEM VII

I hereby appoint, nominate and constitute DOROTHY JEAN GRANT, as Executrix of this my Last Will and Testament. In the event that DOROTHY JEAN GRANT 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 DOROTHY WILLIAMS 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

Ozie Bell Hawkins
OZIE BELL HAWKINS

acc
OK

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 Four 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 12 day of November 1987.

Ozie Bell Hawkins
OZIE BELL HAWKINS

acc
OK

STATE OF MISSISSIPPI

COUNTY OF Madison

WE, each of the subscribing witnesses to the Last Will and Testament of OZIE BELL HAWKINS, do hereby certify that said instrument was signed by the said OZIE BELL HAWKINS in our presence and in the presence of each of us, and that the said OZIE BELL HAWKINS declared the same to be her Last Will and Testament in the presence of each of us, and that we

Ozie Bell Hawkins
OZIE BELL HAWKINS

acc
OK

each signed as subscribing witnesses to said Will at the request of OZIE BELL HAWKINS, in her presence and in the presence of each other.

Oliver C. Cote
ADDRESS: Rt 1, Box 133-C
Madison MS 39110

John D. Jeff, Jr.
ADDRESS: 129 East Peace Street
Canton, Mississippi 39046

Ozie Bell Hawkins
OZIE BELL HAWKINS

acc
ack



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 8:40 o'clock 9 M., and was duly recorded on the 15th day of February, 1999, Book No 31, Page 365.

STEVE DUNCAN, CHANCERY CLERK

BY: Steve Duncan D.C.

#99-069

Last Will and Testament

OF

BURMA K STRINGER

FILED THIS DATE
FEB 12 1999
STEVE DUNCAN CHANCERY CLERK
BY <i>Steve Duncan</i>

I, Burma K. Stringer, an adult resident of Madison County, Mississippi, being of sound and disposing mind, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils of any type heretofore made by me

ITEM I

My husband's name is N. Clark Stringer, and he is sometimes referred to herein as my "husband". I have three (3) children now living and they are Sandra S Vance, Rebecca S Blanks, and Steven Clark Stringer They are herein referred to as my "children"

ITEM II

I appoint Sandra S. Vance, Rebecca S Blanks and Steven Clark Stringer or the survivors as Co-Executor of this my Last Will and Testament. I direct my Executor to pay all of my just debts which may be probated, registered and allowed against my Estate, and all expenses of my last illness, all funeral and burial expenses as soon as may be conveniently done.

ITEM III

I devise and bequeath 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, to the "Burma K. Stringer Family Trust" created by the provisions of Item VIII of this Will, to be held, administered and disposed of in accordance with the terms of that trust

ITEM IV

I give and bequeath to my husband, N. Clark Stringer, if he survives me, my automobiles, club memberships, clothing, books, jewelry, sport equipment and other personal effects If my husband does not survive me, I bequeath these items of personal property to our children then living, share and share alike

ITEM V.

The furniture, furnishings and contents of our home are of nominal value. If my husband, N Clark Stringer, survives me, I devise and bequeath my interest in said contents to him. If my husband does not survive me, I give and bequeath my interest therein to our children then living, to be divided among them as they see fit.

ITEM VI.

If my husband N Clark Stringer survives me, I devise the following:

A. After the payment of any debts, obligations and expenses of my estate, I devise and bequeath to the Trustees of the "Burma K Stringer Family Trust" provided for in Item VIII of this Will, to be held, administered and disposed of in accordance with the terms of that trust, assets having a sum value equal to the largest amount that can pass free of federal estate tax under this Item by reason of the unified credit and the state death tax credit (provided use of this credit does not require an increase in the state death taxes paid) allowable to my estate but no other credit and after taking account of property disposed of by previous Items of this Will and property passing outside of this Will which is included in my gross estate and does 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. For the purpose of establishing the sum disposed of by this Item, the values finally fixed in the federal estate tax proceeding relating to my estate shall be used. I recognize that no sum may be disposed of by this Item and that the sum so disposed of may be affected by the action of my executors in exercising certain tax elections.

B 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 federal transfer tax.

ITEM VII

If my husband, N. Clark Stringer, survives me, I give, devise and bequeath to my husband, all the rest and residue of my estate. If my husband shall not survive me, I give, devise and bequeath all of my estate to my children, Sandra S. Vance, Rebecca S. Blanks, and Steven Clark Stringer, share and share alike per stirpes. It is my intention that each asset be divided among my three children and specifically that shares of stock in Hallmark Cleaners, Inc owned by me, shall be divided equally among my three children. I further give to my son,

Steven Clark Stringer, the option to purchase the home presently occupied by me and my wife from the estate at the appraised value thereof at the time of my death. This option must be exercised within one (1) year of my death or it shall lapse.

ITEM VIII.

From the assets conveyed by Item VI and VII hereof, my Executor shall pay any and all estate and inheritance taxes payable by my estate. The remainder of those assets shall be held by Sandra S. Vance, Rebecca S. Blanks, and Steven Clark Stringer, as Trustee, for the benefit of my husband under the terms hereafter set forth (including the reservation of voting control of stock held in the trust as provided in paragraph H of this item). The Trustee shall hold, administer and distribute the funds of this trust, said decisions to be made by majority vote of the trustees, under the following provisions:

A. The Trustee shall distribute to or for the benefit of my husband the net income. These distributions shall be made in such proportions, amounts, and intervals as the Trustee determines.

B. In addition to the income distributions, the Trustee may pay to or for the benefit of my husband as much principal as the Trustee deems advisable for the education, support, maintenance and health of my husband; for the maintenance of his accustomed standard of living; or for any medical, hospital or other institutional care which he may require. In making principal distributions, the Trustee shall consider the needs of my husband and the funds available to him from other sources.

C. In making distributions of income and principal, I direct the Trustee to consider my husband as the primary beneficiary of this trust and to consider his needs above those of my remaindermen. If possible, the Trustee shall see that my husband has sufficient funds to enable him to continue his accustomed standard of living.

D. Upon the death of my husband, the trust shall terminate and the Trustee shall divide and distribute the assets of this trust and any assets added to this trust under the terms of my husband's Will 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 spouse or children. It is my intention that each asset owned by the trust will be owned equally by my children and consequently, I direct that the trustee shall divide each asset in that manner. I specifically require the shares of stock in Hallmark Cleaners, Inc. owned by the trust shall be

divided equally among my children. The share of any deceased child of mine who is survived by spouse or children will be distributed to or among the appointee or appointees consisting of my said deceased child's spouse and children as my child shall appoint by his or her Last Will and Testament by making reference to this power of appointment. If my said child shall not exercise this power of appointment, his or her share be distributed to his or her children, per stirpes. If the trust shall own any interest in the residence currently occupied by my husband and I as our home at the death of my husband, I give to my son, Steven Clark Stringer, the option to purchase said residence at the value appraised at the time of the death of my husband. Said option must be exercised within one (1) year of the death of my husband or it shall lapse.

E. None of the principal or income of this trust shall be liable for the debts or obligations of any beneficiary or be subject to seizure by creditors of any beneficiary. The beneficiaries have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of their interest in the trust funds or the income produced from the funds.

F. In event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, upon the death of the survivor of them, the assets shall be distributed to my issue, per stirpes.

G This trust shall be designated and known as the "Burma K. Stringer Family Trust".

H. Notwithstanding any other provisions of this Will or Codicils thereto, should shares of stock of Hallmark Cleaners, Inc: (formerly named Stringer Enterprises, Inc.) or any successor thereto by merger, acquisition, name change or otherwise, become an asset of this trust, my husband, N. Clark Stringer, shall have the sole power to vote said stock for all purposes during his lifetime. Further, said stock shall not be sold, exchanged or otherwise disposed of during the lifetime of my husband, N. Clark, Stringer, without his specific written consent thereto.

ITEM IX.

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 Executor, in which case my Executor 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 Executor 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 trust 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 X.

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. 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 XI.

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. My husband may demand the resignation of any Trustee by giving written notice to the Trustee.

C. If any of the persons named as Trustee resign or become unable to serve, regardless of the cause, a successor-Trustee shall be appointed by my husband, if he is then living. In no event may my husband be appointed nor may he serve as successor-Trustee. If my husband is not living, the remaining Trustees shall appoint a successor.

D. The resigning Trustee shall deliver all trust assets to the successor-Trustee on the effective date of the resignation, and shall, within sixty (60) days of such date, submit a full and final accounting to the successor-Trustee and beneficiaries; 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 shall receive 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.

ITEM XII.

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

B. To place such funds on time deposit in a savings account, certificate of deposit, money market fund or other investment in any federally insured bank or savings and loan association, including any bank which may be serving as Trustee.

C To receive and retain any assets originally transferred to it so long as it deems advisable, including shares of stock in the Trustee or any parent, subsidiary, or affiliate of the Trustee, and any additional shares of stock received as dividend, splits or reorganization.

D 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 this trust.

E. To distribute income of the trust in cash or in kind. In making distributions of 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.

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

G To receive and retain all types of property and especially to receive and retain shares of stock in closely-held corporations and non-income producing real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of 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. This power shall not apply to any trust which qualifies for the estate tax marital deduction.

H. To hold investments in the name of a nominee.

I. 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 agreement for the rearrangement or alteration of my interests or obligations under any such agreements in effect at the time of my death.

J. To participate in any reorganization, recapitalization, merger, or similar proceeding affecting any corporation or partnership, the securities of which or interests in which are held in trust.

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

M. 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.

N. To retain such experts, including specialized investment counsel, appraisers, accountants, and attorneys, as it deems appropriate for advice in the selection, maintenance and disposition of trust assets, and to pay the fees of any such experts as well as all expenses

incurred in the acquisition, storage, maintenance and delivery of such assets

ITEM XIII

In the event that both my said husband 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 my husband shall be deemed to have predeceased me, and this Will and all of its provisions shall be construed upon that assumption.

ITEM XIV

All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor-Executor or Administrator. Where used throughout this Will, the terms "Executor" 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 or provide an inventory of my estate to any court.

C. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or request 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 or impartiality with respect to the income tax basis of the property. However, my Executor shall not exercise this discretion in any manner that will result in a loss of or decrease in the marital deduction otherwise allowable in determining the federal estate tax due my estate.

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. My Executor shall have no liability to any beneficiary of my estate for any consequence of any "qualified disclaimer" made in good faith, or for any failure to make any qualified disclaimer for any reason.

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.

ITEM XV.

I have reviewed with my attorney, E. E Laird, Jr., the disposition of my assets, and he is familiar with my desires concerning the ultimate distribution of assets to my heirs To the extent possible, I direct my Executor and Trustee to use the services of E. E. Laird, Jr. and the firm of Daniel, Coker, Horton and Bell as attorney and to consult with him concerning the distribution of the assets included in my estate.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this the 6 day of

2/Feb., 1998

Burma K. Stringer

BURMA K. STRINGER

This instrument was, on the day shown above, signed, published and declared by BURMA K. STRINGER 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.

WITNESS:

ADDRESS.

[Handwritten Signature]

211 Winsmere Way
Ridgeland MS 39157

[Handwritten Signature]

263 Lak. Cir.
Jackson MS 39211



STATE OF MISSISSIPPI, COUNTY OF MADISON:

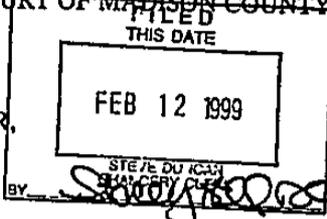
I certify that the within instrument was filed for record in my office this 12th day of February, 1999, at _____ o'clock — M., and was duly recorded on the 12th day of February, 1999, Book No 31, Page 369.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF BURMA K. STRINGER,
DECEASED



NO. 99-069

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF *HINDS*

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

1. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of BURMA K. STRINGER, 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 February 6, 1998.

2. That on February 6, 1998, the said BURMA K STRINGER signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of E. E. LAIRD, JR. , the other subscribing witnesses to said instrument.

3. That the said BURMA K STRINGER 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 E. E. LAIRD, JR , subscribed and attested said

instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said BURMA K. STRINGER, and in the presence of each other.

[Signature]
E. E. LAIRD, III

SWORN TO AND SUBSCRIBED BEFORE ME, this the 23rd day of December, 1998

[Signature]
NOTARY PUBLIC

My commission expires:

E. E. LAIRD, JR. MSB # 1773
ATTORNEY AT LAW
2683 LAKE CIRCLE
P. O. BOX 12666
JACKSON, MS 39236
(601) 713-3992



My Commission Expires Jan. 4, 2001

FIELD#371



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12th day of February, 1999, at _____ o'clock — M., and was duly recorded on the 12th day of February 1999 Book No. 31, Page 380

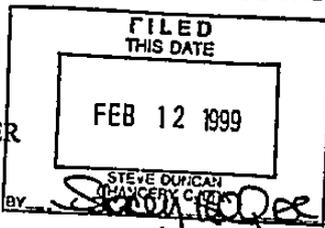
STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C

BOOK 0031 PAGE 382

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF BURMA K STRINGER
DECEASED



NO. 99-069

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named E. E LAIRD, 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 BURMA K STRINGER, 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 February 6, 1998.

2 That on February 6, 1998, the said BURMA K. STRINGER signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of E E. LAIRD, III, the other subscribing witnesses to said instrument.

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

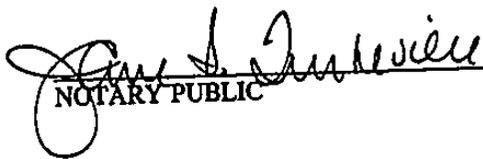
4. That this affiant, together with E. E. LAIRD, III, subscribed and attested said

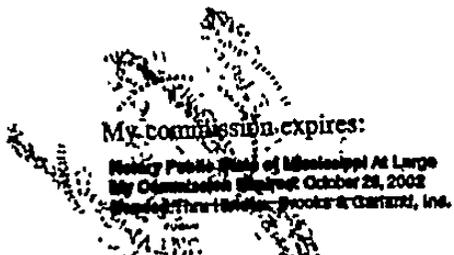
BOOK 0031 PAGE 383

instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said BURMA K. STRINGER, and in the presence of each other.


E. E. LAIRD, JR.

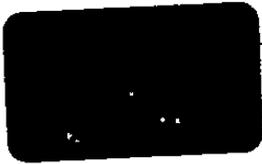
SWORN TO AND SUBSCRIBED BEFORE ME, this the 23rd day of December, 1998.


NOTARY PUBLIC



E. E. LAIRD, JR. MSB #1773
ATTORNEY AT LAW
2683 LAKE CIRCLE
P. O. BOX 12666
JACKSON, MS 39236
(601)713-3992

F150237



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12th day of February, 1999, at o'clock M., and was duly recorded on the 23rd day of December, 1998, Book No. 31, Page 382.

STEVE DUNCAN, CHANCERY CLERK

BY: Steve Duncan D.C.

#99-072

Last Will and Testament

MADISON COUNTY, NC

FILED

OF

FEB 19 1999

ANNA RAE LUMB

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

By: *Anna Suppe*

I, ANNA RAE LUMB, of Great Falls, Virginia, make this my Will. I revoke any other Wills or amendments to Wills made by me.

ARTICLE I FAMILY

I have one son, RANDOLPH C. LUMB of Great Falls, Virginia ("my son"). He has two children, JAMES LAWRENCE LUMB of Great Falls, Virginia, and ASHLEY ANNA LUMB of Great Falls, Virginia.

ARTICLE II DISTRIBUTION OF ESTATE

A. Tangible Personal Property.

1. My Executor shall divide my tangible personal property into two shares. The first share shall consist of all tangible personal property my Executor may deem appropriate for distribution to my descendants in kind. I give the first share to my son and if he predeceases me to his descendants, per stirpes, to be divided among them as my Executor may deem appropriate in his discretion in as nearly proportionate shares as practicable. The second share shall consist of the balance of my tangible personal property, and my Executor shall sell this share and add the net proceeds to my residuary estate. I suggest that my Executor consider any memorandum I may leave regarding distribution and sale of such items of my tangible personal property.

2. The cost of storage and insurance and other charges incident to the distribution of any tangible personal property pending the distribution of any tangible personal property, and the cost of packing, shipping, insurance and other charges incident to the distribution of any

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A.R.L.

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AS

Last Will and Testament
 Anna Rae Lumb
 Page 2 of 6

tangible personal property, shall be paid as a cost of administering my estate and my Executor shall not request reimbursement from any recipient of any such property.

B. Residuary Estate. I give my residuary estate to my son, if he survives me and to his descendants collectively who survive me if my son predeceases me, such descendants to take the deceased son's share, per stirpes.

ARTICLE III
 DEBTS, TAXES AND OTHER CHARGES

A. Debts and Funeral Expenses. I direct my Executor to pay my debts, expenses of last illness and my funeral and burial expenses, including the cost of a monument or marker over my grave, grave site, and perpetual care. In determining what are my debts, I direct my Executor to avail himself of every legal defense that would have been available to me.

B. Taxes. My Executor shall pay or provide for the payment of all estate, inheritance and similar taxes payable by reason of my death, including taxes on assets not passing under this Will and interest on taxes, but excluding any generation-skipping transfer taxes. All such taxes and interest shall be paid as a cost of administering my estate and without apportionment.

ARTICLE IV
 PROVISIONS CONCERNING CERTAIN BENEFICIARIES

A. Beneficiaries Under Disabilities. If any of the income or principal of the trust is distributable free of trust to a minor or a person who the trustee believes is unable to manage the distribution competently because of illness or mental or physical disability, then the Trustee shall retain that property under a separate trust for that beneficiary and apply the income and principal of that trust as the Trustee deems best for the beneficiary's care, support and education. When the beneficiary attains the age of twenty-one and the disability, if any, has been removed or, if earlier when the beneficiary dies, the Trustee shall

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Last Will and Testament
Anna Rae Lumb
Page 3 of 6

pay the remaining income and principal to the beneficiary or his estate as the case may be. This authority shall be construed as a power only and shall not operate to suspend vesting of this property in the beneficiary.

ARTICLE V
FIDUCIARIES

A. Executor. I name RANDOLPH C. LUMB, of Great Falls, Virginia to be my Executor. Should RANDOLPH C. LUMB, of Great Falls, Virginia fail or cease to act, I name JAMES LAWRENCE LUMB, of Great Falls, Virginia and ASHLEY ANNA LUMB, of Great Falls, Virginia to be my Co-Executors. I request that no surety or security be required on the bond of any Executor.

B. Unilateral Executor Action. At any time when there is more than one Executor serving under this Will, I expressly authorize and direct that the Executors by suitable instrument or instruments in writing, at any time, or from time to time, may provide that one or any number of them may exercise any or all powers, duties or discretion vested in all of them jointly. Any such agreement may be revoked at any time by written notice given by one Executor to the other or others. While any such agreement shall be in force, an Executor who has delegated his powers or discretions under such agreement shall not be liable for the acts or omissions of the other Executor acting or required to act under such agreement. Any party dealing with any Executor may accept and rely upon the certificate of such Executor relative to any delegation of authority or responsibility permitted by this paragraph.

C. Powers. In addition to the powers granted by law, I grant my Executor the powers set forth in §64.1-57 of the Code of Virginia, and I incorporate that Code Section in my Will by this reference. All successor Executors shall have the powers, immunities and discretion which I have granted to my named Executor.

D. Prudent Man Rule. If any asset held by me at my death does not meet the requirements of the prudent man standard set forth in §11-45.1 of the Code of Virginia, my

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Last Will and Testament
 Anna Rae Lumb
 Page 4 of 6

Executor may nevertheless retain the asset for so long as my Executor may deem appropriate.

E. Borrowing Powers. My Executor may borrow money or pledge any of the assets of my Estate for any purpose deemed in the best interests of my estate or any trust, and secure such borrowings with any assets of my estate or the trust.

F. Investment Powers. My Executor may invest or reinvest in such securities or other property, real or personal, including any participation in any common trust fund, without regard to any rule of law or court limiting investments, and to retain any property at any time received or held by my fiduciary hereunder for such period as my fiduciary shall in my fiduciary's sole discretion determine.

G. Executor Liability. My Executor shall not be liable for any loss, including insufficient rate of return or appreciation of principal, destruction or other injury of or to the assets in his possession unless such loss is occasioned by willful fraud, default or misconduct. Nor shall they be liable for any act or failure to act in the absence of their own bad faith.

ARTICLE VI
 MISCELLANEOUS PROVISIONS

A. Definition of "My Residuary Estate". My residuary estate means all of the residue of my real and personal property wherever situated in which I have any interest at the time of my death, and which is not otherwise effectively disposed of, but does not mean property over which I may have a power of appointment.

B. Spendthrift Provisions. To the extent permitted by law, neither the principal nor income of any trust shall be liable for the debts of any beneficiary or, except to the extent otherwise specifically provided, to alienation or anticipation by a beneficiary.

C. Construction of Terms. Where appropriate to the context pronouns or other terms expressed in one number and gender shall be deemed to include the other numbers and genders. References to transfer taxes shall include gift,

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Last Will and Testament
Anna Rae Lumb
Page 5 of 6

estate, inheritance and similar taxes, as well as generation-skipping transfer taxes. Tax-related terms shall be construed in the context of the federal revenue laws in effect at my death.

D. Survival Requirement. Any gift which I have made by this Will which is conditioned upon the taker's surviving shall be deemed to require that such taker survive me for a period of no less than 60 days.

IN TESTIMONY WHEREOF, I have set my hand and seal to this my Last Will and Testament consisting of six (6) type-written pages on all pages of which I have placed my initials or signature for security and identification this 13th day of August, 1990.

Anna Rae Lumb
ANNA RAE LUMB

Signed, sealed, published and declared for and as her Last Will and Testament, by the testator in our presence, we all being present at the same time; and we, in her presence and at her request and in the presence of each other, have subscribed our names as witnesses whereof, all on the last date above written.

Sherry L. Leonard
Witness

Sherry L. Leonard
Print Name

9402 Victoria Street
Street Address

Manassas, VA 22110
Town Zip

Fredrick F. Austad
Witness

FREDRICK F. AUSTAD
Print Name

46 South Glade Rd Ste 202
Street Address

Q. T. Co., VA 22204
Town Zip

A.R.L.
lll
ZZ

Last Will and Testament
Anna Rae Lumb
Page 6 of 6

COMMONWEALTH OF VIRGINIA
COUNTY OF ARLINGTON, to-wit:

Before me, the undersigned authority, on this date personally appeared ANNA RAE LUMB and Sherry L. Leonard and FREDERICK F. Austro known to me to be the testator and witnesses, respectively, whose names are assigned to the attached and all of these persons being by me first duly sworn, ANNA RAE LUMB, the testator, declared to me and to the witnesses in my presence that said instrument is her Last Will and Testament and that she had willingly signed and executed it in the presence of said witnesses as her free and voluntary act for the purposes therein expressed, and said witnesses stated before me that the foregoing Will was executed and acknowledged by the testator as her Last Will and Testament in the presence of said witnesses who, in her presence, and at her request and in the presence of each other did subscribe their names thereto as attesting witnesses on the day of the date of said Will, and that the testator, at the time of the execution of said Will, was over the age of eighteen years and of sound and disposing mind and memory.

Anna Rae Lumb
Testator

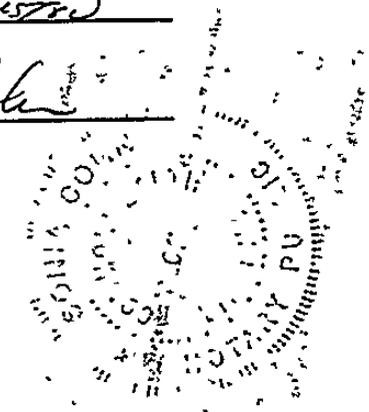
Sherry L. Leonard
Witness

Fredrick F. Austro
Witness

Subscribed, sworn and acknowledged before me by ANNA RAE LUMB, the testator; subscribed and sworn before me by Sherry L. Leonard and FREDERICK F. Austro witnesses, this 13th day of August, 1990.

[Signature]
Notary Public

My Commission Expires 12-31-93.



A.R.L.
SL
AA

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19th day of February, 1999, at 10:00 o'clock A. M., and was duly recorded on the FEB 19 1999, Book No. 31, Page 384.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

Last Will and Testament

FILED THIS DATE
FEB 19 1999
BY <i>Sandy Red</i>

OF
HENRY JOSEPH KLAAS

I, HENRY JOSEPH KLAAS, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all other wills and codicils heretofore made by me.

My wife's name is Maxine Klaas. I have two adopted children now living, as follows: Henry Andrew Klaas and Candy Klaas both have reached their majority.

I.

I direct my Executor to pay all my just debts which shall be probated, registered and allowed against my estate and all funeral expenses as soon after my death as can be conveniently done.

II

I give, devise and bequeath unto my wife, Maxine Klaas, all my right, title, and interest in and to all property owned by me, real, personal and mixed, and of whatsoever kind or character and wheresoever situated including the house and land that my mother-in-law, Gladys L. Randle now has a Life Estate in

III.

I nominate and appoint my wife, Maxine Klaas, as Executrix of this my Will and estate, and I direct that she shall not be required to enter into any bond as such Executrix, and I hereby waive the necessity of having a formal appraisement and initial inventory made of my estate. Should she predecease me, or otherwise be unable to serve as

Executrix, I hereby nominate and appoint Rick Holmes, of Madison, Mississippi, to serve as Executor of my estate under the same conditions set forth herein above.

IV

If my wife and I die simultaneously, or under circumstances which make it difficult to determine who died first, I direct that my wife be deemed to have survived me 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 requiring survivorship as a condition of taking property by inheritance.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument to be my Last Will and Testament this the 9-28-98 day of September, 1998, at Madison, Mississippi

Henry Joseph Klaas
HENRY JOSEPH KLAAS

THIS INSTRUMENT was on the date shown above, signed, published and declared by Henry Joseph Klaas to be his Last Will and Testament in our presence, and we, at his request, have subscribed our names hereto as witnesses in his presence and in the presence of each other.

David J. Fitzhugh of Quintman in Madison

Johnnie S. Neal of Quintman in Madison

_____ of _____



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19th day of Feb, 1999, at 10:45 o'clock A M., and was duly recorded on the FEB 19 1999, Book No. 31, Page 390

STEVE DUNCAN, CHANCERY CLERK

BY: Steve Hill D C

ESTATE OF HENRY JOSEPH KLAAS,
DECEASED

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

<p>FILED THIS DATE FEB 19 1999 STEVE DUNCAN CHANCERY CLERK</p>
--

No. 99-101

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 Terri J. Fitzhugh, 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 Henry Joseph Klaas, 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 September 28, 1998.
2. That on September 28, 1998, the said Henry Joseph Klaas 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 Johnnie S. O'Neal, the other subscribing witness to said instrument.
3. That the said Henry Joseph Klaas 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 Johnnie S. O'Neal, 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 Henry Joseph Klaas, and in the presence of each other.


TERRI J. FITZHUGH

SWORN TO AND SUBSCRIBED BEFORE ME, this the 5th day of February, 1999.

[Signature]
NOTARY PUBLIC

My commission expires:

~~My Commission Expires March 31, 2002~~



JAMES T. MALLETTE - BAR # 1837
STUBBLEFIELD, MALLETTE & HARVEY, P.A.
3900 LAKELAND DRIVE, SUITE 401
JACKSON, MISSISSIPPI 39208
(601) 936-4910



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 19th day of Feb, 1999, at 10:45 o'clock A M., and was duly recorded on the FEB 19 1999, Book No. 31, Page 392.

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

IN THE CHANCERY COURT OF MADISON COUNTY MISSISSIPPI

ESTATE OF HENRY JOSEPH KLAAS,
DECEASED

FILED THIS DATE FEB 19 1999 STEVE DUNCAN CHANCERY CLERK

NO. 99-101BY STEVE DUNCAN
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 Johnnie S. O'Neal, 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 Henry Joseph Klaas, 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 September 28, 1998.
2. That on September 28, 1998, the said Henry Joseph Klaas 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 Terri J. Fitzhugh, the other subscribing witness to said instrument.
3. That the said Henry Joseph Klaas 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 Terri J. Fitzhugh, 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 Henry Joseph Klaas, and in the presence of each other.

Johnnie S. O'Neal
JOHNNIE S. O'NEAL

SWORN TO AND SUBSCRIBED BEFORE ME, this the 9th day of February, 1999.

Terri J. Fitzhugh
NOTARY PUBLIC



My commission expires:
My Commission Expires March 18, 2002

JAMES T. MALLETT - BAR # 1837
STUBBLEFIELD, MALLETT & HARVEY, P.A.
3900 LAKELAND DRIVE, SUITE 401
JACKSON, MISSISSIPPI 39208
(601) 936-4910

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19th day of Feb, 1999, at 10:45 o'clock A M., and was duly recorded on the FEB 19 1999, Book No. 31, Page 394.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Kell D.C.

FILED

LAST WILL AND TESTAMENT

FEB 19 1999

OF

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

LELIA S. CLARK

By: *Steve Dungan*

I, LELIA S CLARK, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all wills and codicils heretofore made by me.

ARTICLE I
FAMILY MEMBERS

My husband, GORDON L. CLARK, predeceased me and we have one (1) adult child born as a result of our marriage, namely NICHOLAS P. CLARK.

ARTICLE II
PAYMENT OF EXPENSES AND DEBTS

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

ARTICLE III
SPECIAL BEQUEST

SLC
I hereby give and bequeath the sum of Five Thousand and No/100 Dollars (\$5,000.00) unto my niece, ROSE MARIE SAIK, or if dead, unto her issue, per stirpes.

ARTICLE IV
DISPOSITION OF RESIDUE

I will, devise and bequeath all the rest, residue and remainder of my estate, whether real, personal or mixed, and of whatsoever kind or character, and wheresoever situated, together with any lapsed bequests or devises, unto my son, NICHOLAS P. CLARK.

If my said son, NICHOLAS P. CLARK, predeceases me, then, in that event, I will, devise and bequeath all the rest, residue and remainder of my estate, whether real, personal or mixed, and of whatsoever kind or character, and wheresoever situated, together with any lapsed bequests or devises, unto my sister, EDNA R. SAIK, or if dead, unto her heirs at law to be determined in accordance with the laws of descent and distribution.

ARTICLE V
APPOINTMENT OF FIDUCIARIES

A. I appoint my son, NICHOLAS P. CLARK, as Executor of this my Last Will and Testament. If my said son shall predecease me or be unwilling or unable to serve as such Executrix, then I appoint GEORGE T. HOLMES, Jackson, Mississippi, as successor-Executor of my estate.

B. I direct that neither my Executor nor my successor-Executor shall be required to file any inventory or appraisal of my estate or be required to give any bond whatsoever or to give any accounting to any court or obtain the order or approval of any court in the exercise of any power or discretion herein given.

C. I do hereby grant unto my Executor or successor-Executor, during the administration of my estate, the power to sell any of my estate, whether real, personal or mixed, at public or private sale, to be exercised without any court order and at such price and on such terms and conditions as my Executor or successor-Executor, in his sole and absolute discretion, may determine, and to execute and deliver any and all instruments in writing which may be advisable to carry out said powers, and no party to such instruments in writing, signed by the Executor or successor-Executor, shall be obliged to inquire into its validity, or be bound to see to the application by the Executor or successor-Executor of any money or other property paid or delivered to said Executor or successor-Executor, pursuant to the terms of any such instrument; to make distribution of my estate in cash or in kind; and to employ agents, attorneys, auditors, bookkeepers and depositories, with or without discretionary powers; to exercise in his sole and absolute discretion, all of the powers, rights and discretions granted by virtue of the "Uniform Trustees' Powers Law," being Sections 91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, or as hereafter amended, which "Uniform Trustees's Powers Law" is hereby incorporated herein by reference as though fully and completely copied herein. Should said "Uniform Trustees' Powers Law" be repealed, then my Executor or successor-Executor, herein named, shall continue to have all of the powers, rights, and discretions granted by said "Uniform Trustees' Powers Law," the same as if it were still in effect.

IN WITNESS WHEREOF, I, LELIA S. CLARK, have to this my Last Will and Testament, consisting of three (3) pages, subscribed my name, this the 11th day of July, 1995.

LELIA S. CLARK
LELIA S. CLARK

Robert E. Weiland WITNESSES

This instrument was, on the day and year shown above, signed, published and declared by LELIA S. CLARK 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.

WITNESS

537 Truettmark Bldg
ADDRESS

Jackson, Ms 39201

Robert E. Weiland
WITNESS

537 Truettmark Bldg
ADDRESS

Jackson, Ms 39201



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19th day of Feb, 1999, at 1:15 o'clock P M, and was duly recorded on the FEB 19 1999, Book No 31, Page 396.

STEVE DUNCAN, CHANCERY CLERK

BY: Darcy Hill D.C.