

LAST WILL AND TESTAMENT

OF NETTIE MURL FARMER

FILED
THIS DATE
APR 8 1999
STEVE DUNCAN
BY *Steve Duncan*
#99-126

ARTICLE I

I, NETTIE MURL FARMER, a resident of Ridgeland, Madison County, Mississippi, being of sound and disposing mind and memory and not acting under duress, fraud or undue influence of any person, do declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

ARTICLE II

I direct that all of my debts (including unpaid charitable pledges and church tithes, whether or not the same are enforceable obligations of my estate), all expenses (including funeral and burial expenses and the cost of a suitable monument at my grave), and the cost of administration of my estate to be paid as soon as practicable after my death out of the principal of my residuary estate.

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 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

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

ARTICLE III

I direct that all estate, inheritance, succession taxes and other taxes in general nature thereof (together with any interest or penalty thereon), but not including any taxes

imposed on generation-skipping transfers under the Federal tax laws, not any Qualified Terminable Interest Property Tax, which shall become payable upon, or be reason of, my death with respect to any property passing by or under the terms of this Will of 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 the principal of that portion of my residuary estate which is not included in the share qualifying for the marital deduction, and I direct that no part of any of such taxes be charged against (or collected from) the person receiving or in possession of the property taxed, or receiving the benefit thereof, it being my intention that all such persons, legatees, devisee, surviving tenants by the entirety, appointees, and beneficiaries receive full benefits without any diminutions on account of such taxes.

ARTICLE IV

I direct that my funeral and burial is to be conducted in accordance with my written instructions therefor which are on file at Wright-Ferguson at 350 High Street, City of Jackson, County of Hinds, State of Mississippi. The said written instructions are hereby incorporated into and made a part of this will.

ARTICLE V

I direct that all the residue and remainder money, real and personal property left by me at the time of my death, not otherwise having been specifically disposed of, shall be divided equally among my children.

I declare that I have five living children at the time this will is executed and I give, bequeath and devise to these children, who are. Gloria F Culver, Mary F Rankin, Rose F. Westmoreland, Linda F. Pearce and Kevin J. Farmer, all the property which I may own that has not been specifically designated, real or personal, tangible or intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will.

If any dispute should arise with respect to this division, I authorize my executor

to distribute the effects equally among my children.

ARTICLE VI

I hereby appoint James M. Culver to be the executor of my Last Will, to serve without security on any bond required by Law and without accountings or inventory to any court and to have powers and discretions provided in Article VII, and may others that may be granted by Law, all to be exercised without court order. If he should fail to qualify or cease to act, I appoint Kevin F. Farmer under the same terms and conditions.

ARTICLE VII

I hereby grant to my executor the continuing absolute discretionary power to deal with any property, real or personal, held in my estate, as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with the executor shall be required to inquire into the property of any of her actions. I vest my executor with full power to sell, transfer, and convey any property, real or personal, which I may own at the time of my death at such time and price and upon such terms and conditions (including credit) as he determine and to do every other act and thing necessary or appropriate for the complete administration of my estate.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument to be my Last Will this 12 day of January, A.D., 1996.

Nettie Murl Farmer
NETTIE MURL FARMER

We the undersigned, certify that the foregoing instrument consisting of this and preceding pages, was, on the date thereof, signed, sealed, published and declared by NETTIE MURL FARMER, the Testatrix, to be her Last Will and Testament in our presence, and we at her request and in her presence and in the presence of each other

have hereunto subscribed our names as witnesses to the execution thereof, this the

12th day of January, A.D., 1996.

Leslie Vign residing at
NAME

961-A Blantonbury Circle
ADDRESS
Ridgeland, MS 39187
ADDRESS

Geo Bodwin residing at
NAME

530 Harker Ridge Rd
ADDRESS
Brandon, MS 39042
ADDRESS

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 8th day of April, 1999 at 10:10 o'clock A M., and was duly recorded on the APR 8 1999, Book No 31, Page 498.

STEVE DUNCAN, CHANCERY CLERK

BY Stacey Hill D.C.

AFFIDAVIT OF Lestee Viger

STATE OF MISSISSIPPI
COUNTY OF HANTS

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the County and State aforesaid, the undersigned NETTIE MURL FARMER, who being by me first duly sworn and deposed and does hereby state as follows:

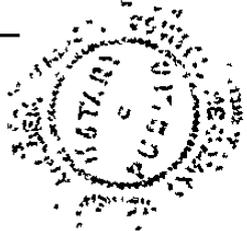
My name is Lestee Viger. I reside at 2614 Hlastonbury Circle, Ridgeland, MS.

In accordance with Miss. Code Ann. Section 91-7-10 (1972), I certify that on the 12th day of January, 1996, the Last Will and Testament of Nettie Murl Farmer consisting of 3 typewritten pages was signed, sealed, published and declared by her to be her Last Will in my presence, and I in the presence of Till Brodwin (witness) and myself at her request in the presence of each other subscribed our names as witnesses to the execution thereof, this the 12th day of January, A.D., 1996.

Lestee Viger
WITNESS
1/12/96
DATE

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12th day of January, 1996.

Mary Helen Walden
NOTARY PUBLIC



My Commission Expires:
NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE.
MY COMMISSION EXPIRES Nov 1, 1998
REG. OFD THRU NOTARY PUBLIC UNDERWRITERS.



STATE OF MISSISSIPPI, COUNTY OF MADISON:
I certify that the within instrument was filed for record in my office this 8th day of April, 1999, at 10:10 o'clock A.M., and was duly recorded on the APR 8 1999, Book No 31, Page 502.
STEVE DUNCAN, CHANCERY CLERK BY: Stacey Hill D.C.

AFFIDAVIT OF Jill Bodouris

STATE OF MISSISSIPPI
COUNTY OF Hinds

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the County and State aforesaid, the undersigned NETTIE MURL FARMER, who being by me first duly sworn and deposed and does hereby state as follows:

My name is Jill Bodouris. I reside at 530th Ave Ridge Rd. Brandon, MS

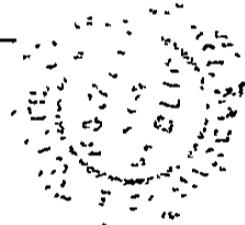
In accordance with Miss. Code Ann. Section 91-7-10 (1972), I certify that on the 12th day of January, 1996, the Last Will and Testament of Nettie Murl Farmer consisting of 3 typewritten pages was signed, sealed, published and declared by her to be her Last Will in my presence, and I in the presence of Hester Viger (witness) and myself at her request in the presence of each other subscribed our names as witnesses to the execution thereof, this the 12th day of January, A.D., 1996.

Jill Bodouris
WITNESS

1/12/96
DATE

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12th day of January, 1996.

Mary Helen Walden
NOTARY PUBLIC



My Commission Expires:

NOT A PUBLIC STATE OF MISSISSIPPI AT LARGE.
MY COMMISSION EXPIRES: Nov 1, 1999.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 8th day of April, 1999, at 10:10 o'clock A.M., and was duly recorded on the APR 8 1999, Book No. 31, Page 503.

STEVE DUNCAN, CHANCERY CLERK

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

Last Will and Testament of

OTHO LYLES

I, OTHO LYLES, being over the age of twenty-one years and of sound and disposing mind and memory, do make, publish and declare this to be my Last Will and Testament, hereby revoking all previous Wills or Codicils heretofore made by me.

I.

I appoint as Executor of this my Last Will and Testament, McARTHUR LYLES, to serve as such Executor without bond or other security and to act as his good judgment and discretion will determine, and he shall not be required to file any accounting, annual or final, to any Court of his actions as Executor.

II.

I give, devise and bequeath unto my Wife, HATTIE B. LYLES, a life estate in all my estate real and personal. That upon the death of my Wife HATTIE B. LYLES, I devise and bequeath the remainder of my property both real and personal to all of my children, namely: McArthur Lyles, Otho Lyles, Jr., Daisy Lee Pierce, Jane Lois Austin, Bessie Mae Polley and Irene Smith to share and share alike.

III.

I request that all my just debts, duly probated, be paid out of any non-exempt money or property that I may have in my Estate and that I be given a decent burial.

WITNESS MY SIGNATURE, this the 29th day of December, 1982.

Otho Lyles

 OTHO LYLES

WITNESSES:

Sandra McPolley
Bessie M. Jones

MADISON COUNTY, MS

FILED

APR 09 1999

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

By: *Karen Supp*

STATE OF MISSISSIPPI

COUNTY OF MADISON

WE, the undersigned, do hereby certify that we subscribed our signatures as attesting witnesses to the above and foregoing instrument on the date therein stated at the request of OTHO LYLES, who declared the said instrument to be his Last Will and Testament, and who signed instrument in our presence, and that at his request we affixed our signatures hereto as attesting witnesses in his presence and in the presence of each other.

WITNESS OUR HANDS, this the 29th day of December, 1982.

Sandra McClary
Bennie M. Snow



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of April, 1999, at 9:45 o'clock A. M., and was duly recorded on the 9th day of April, 1999, Book No. 31, Page 504.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* D.C.

FILED
THIS DATE
APR 9 1999
BY *Karen Tappi*
STEVE DUNCAN
CHANCERY CLERK

PROOF OF WILL

COMES NOW Bessie M. Travis, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of OTHO LYLES, and enters her appearance herein as provided by Section 91-7-9, Miss. Code Ann. (1972), and makes oath before the undersigned authority that OTHO LYLES, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 29th day of December, 1982, the day of the date of said instrument, in the presence of this deponent and Sandra McElroy, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and that she and Sandra McElroy subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testator and in the presence of said testator and in the presence of each other, on the day of the date of said instrument.

Bessie M. Travis

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

Betty J. Towner

NOTARY PUBLIC

MY COMMISSION EXPIRES August 17, 2001
Notary Public State of Mississippi
My Commission Expires August 17, 2001



(SEAL)

Bessie M. Travis
232 West Peace Street
Canton, MS 39046

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of April, 1999, at 9:45 o'clock A. M., and was duly recorded on the 9th day of April, 1999, Book No. 31, Page 506.

STEVE DUNCAN, CHANCERY CLERK

BY *Karen Tappi* D.C.



FILED

APR - 9 1997

Last Will and Testament

99-238

Charles M. Taylor
CLERK OF THE
MARION CIRCUIT COURT

OF

CHARLES FRANCIS SEMMES

FILED
THIS DATE
10:00 A.M.
APR 9 1999
STEVE DUNGAN
CLERK
BY: *[Signature]*

I, Charles Francis Semmes a resident of Howard County, Indiana, being of sound and disposing mind and memory and being desirous of making a testamentary disposition of all of my property, both personal and real, do hereby make, publish and declare this instrument to be my Last Will and Testament hereby revoking any and all former Wills or Codicils by me heretofore made.

ITEM I

I hereby direct my Executor, hereinafter to be named, to pay all of my just debts, the expense of my last illness and burial expenses as soon as is practical after my death.

ITEM II

After all of my debts and expenses as referred to hereinabove are paid, I will and bequeath all of my estate whatever the same may be and wherever the same may be situated to my wife, Grace Eileen T. Semmes, as her sole and absolute property.

ITEM III

If my wife, Grace Eileen T. Semmes, should predecease me and be not living at the time of my death or should my wife and I die simultaneously in a common disaster; I will and bequeath my entire estate to my son, James Wyatt Semmes, as his sole and absolute property.

ITEM IV

If both my wife, Grace Eileen T. Semmes, and my son, James Wyatt Semmes, should predecease me or if the three of us should meet death simultaneously in a common disaster, I will and bequeath my entire estate to the children or issue of my son, James Wyatt Semmes, each to share and to share alike, but should my son die without

LAST WILL AND TESTAMENT OF:
CHARLES FRANCIS SEMMES, CONTINUED

children or issue, then I will and bequeath my entire estate to my brothers and sisters, to share and to share alike.

Provided however, that in the event the contingency set forth hereinabove should occur, and my brothers and sisters are left as my sole survivors and any brothers or sisters of mine should predecease me and die with issue, I will and bequeath to the issue of said deceased brother or sister that share of my estate that his or her parent would have inherited under the terms of this Will, and should any of my brothers or sisters predecease me without issue, then and only then, their share of my legacy shall be divided equally between the brothers and sisters that survive me.

ITEM V

I hereby name and nominate my son, James Wyatt Semmes, as the Executor of this Will to serve without bond.

IN WITNESS WHEREOF, I, Charles Francis Semmes, have set my hand and seal to this my Last Will and Testament on this 29th day of February, 1984.


CHARLES FRANCIS SEMMES

The foregoing instrument, consisting of (3) three typewritten pages, was signed and acknowledged by Charles Francis Semmes as his Last Will and Testament in our presence, and we, at his request, in his presence, and in the presence of each other, have initialed each page and subscribed our names as witnesses this 29th day of February, 1984.

Uma L. Laudenschlager residing at Kokomo, Indiana

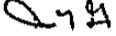
John J. Davis residing at Kokomo, Indiana

ACKNOWLEDGMENT AND VERIFICATION OF WILL

UNDER PENALTIES FOR PERJURY, we, the undersigned Testator and the undersigned witnesses, respectively, whose names are signed to the attached or foregoing instrument declare:

- (1) that the Testator executed the instrument as his Will;
- (2) that, in the presence of the witnesses, he signed such instrument;





LAST WILL AND TESTAMENT OF:
CHARLES FRANCIS SEMMES, CONTINUED

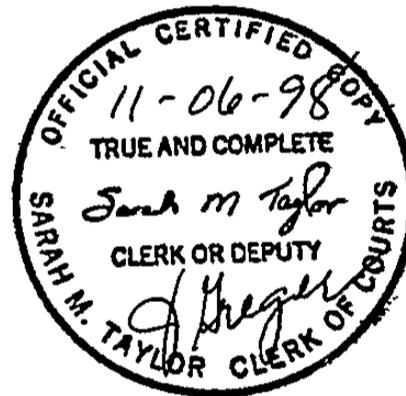
- (3) that he executed the Will as his free and voluntary act for the purposes expressed in it;
- (4) that each of the witnesses, in the presence of the Testator and of each other, signed the Will as witness;
- (5) that the Testator was of sound mind;
- (6) that to the best of his or her knowledge, the Testator was at the time eighteen (18) or more years of age.

Charles Francis Semmes
 CHARLES FRANCIS SEMMES

DATED: February 29th, 1984

Jina L. Laudenschlager
 WITNESS

John J. Dennis
 WITNESS



C.F.S.
J.L.L.
J.J.B.

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 9th day of April, 1999, at 10:00 o'clock A. M., and was duly recorded on the 9th day of April, 1999, Book No. 31, Page 507.



STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Tupp* D.C.

FILED
THIS DATE
APR 16 1999
STEVE DUNCAN
CHANCERY CLERK
BY: Jacey Hill

LAST WILL AND TESTAMENT OF JOSEPHINE SIMS

I, Josephine Sims, a widow, and being over the age of twenty-one years and of sound and disposing mind and memory, do hereby make, ordain, declare and publish this to be MY LAST WILL AND TESTAMENT and do hereby revoke all other wills and/or codicils heretofore made by me.

#99-270

ITEM 1. I hereby devise and bequeath all of my property whatsoever, real, personal and mixed, and wherever situated to Ernestine Woodruff, niece, Barbara Ann Woodruff, (niece, Helen Woodruff, niece, Sylvia Woodruff, niece, and Fannie Mae Gant, sister, each to ^{share} ~~share~~ alike.

ITEM 2. I hereby appoint my sister, Fannie Mae Gant, executrix of my estate, without bond, waiving all requirements whatever of bond from her as such executrix. I hereby waive an inventory and an appraisalment of my estate as required by statute, and relieve my said executrix of all duty to account to the courts for her acts and doings as such, and do hereby waive all court proceedings whatever in the administration of my estate, save the probate of this my LAST WILL AND TESTAMENT. !

SIGNED, PUBLISHED AND DECLARED, as this MY LAST WILL AND TESTAMENT, this 31 day of October, 1978.

Josephine Sims
JOSEPHINE SIMS

Jacqueline Hood (WITNESS)

Willie Lee Reed (Witness)

A T T E S T A T I O N C L A U S E

We, the undersigned witnesses to the Will of Josephine Sims, do hereby certify that the said Josephine Sims on the day she executed the foregoing will was over the age of twenty-one years and of sound and disposing mind and memory that she signed and subscribed said will and published it as her LAST WILL AND TESTAMENT in our presence and in the presence of each of us and that we at her expressed instance and request signed and subscribed said will as witnesses thereto in her nresence and in the presence of each other as an attestation thereof.

WITNESS OUR SIGNATURES, this 31 day of October, 1978.

Jacqueline Hood (WITNESS)
Willie Lee Reed (WITNESS)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16th day of April, 1999, at 9:20 o'clock A M., and was duly recorded on the APR 16 1999, Book No. 31, Page 510.



STEVE DUNCAN, CHANCERY CLERK

BY: Jacey Hill D.C.

FILED
THIS DATE
APR 16 1999
STEVE DUNLAP
CHANCERY CLERK

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
JOSEPHINE SIMS, DECEASED

NO. 99-270

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF Madison

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Willie Lee Reed, who being by me first duly sworn, makes oath to the following:

That she personally acquainted with JOSEPHINE SIMS of Madison County, Mississippi; that the said JOSEPHINE SIMS was a resident of and had a fixed place of residence in the City of Canton, Madison County, Mississippi;

That affiant, in the presence of Willie Lee Reed, one of the subscribing witnesses, at the special request of JOSEPHINE SIMS, did, on the 31st day of October, 1978, sign and subscribe an instrument of writing represented to be the Last Will and Testament of JOSEPHINE SIMS, Deceased.

That said instrument, the original of which is attached to the Affidavit of Subscribing Witness, Willie Lee Reed, filed herein, was signed by JOSEPHINE SIMS, as Testator, and the said Testator declared in the presence of the affiant and in the presence of Josephine Hood, the other subscribing witness signed and subscribed the said instrument as one of the attesting witnesses thereto, both of the witnesses signing said Last Will and Testament in the presence of the Testator and in the presence of each other. At the time of the attestation and

State of Mississippi
County of Madison

BOOK 0031 PAGE 513

#99-268

MADISON COUNTY, MS

FILED

APR 16 1999

AT 11:00 O'CLOCK A. M.
STEVE DUNCAN, CHANCERY CLERK

By: Karyn Supp, PC

Last Will and Testament of George Kelly O'Cam

I George Kelly O'Cam, being of sound and disposing mind and memory and an adult resident Citizen of Madison County, Mississippi do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all former Wills and Codicils thereto made by me.

Item One: I hereby give, Devise and bequeath all of the property of which I may die seized and possessed to my wife, Shirlie Stiedle O'Cam.

Item Two: Should my wife not survive me I then give, devise and bequeath all of my Property, real personal and mixed and wheresoever the same may be situated to my child, Gary Earl O'Cam, who may survive me.

Item Three: I hereby name, constitute and appoint my wife Shirlie Stiedle O'Cam as Executor of this my Last Will and Testament however in the event that she predeceases me or fails, refuses or neglects to qualify.

and serve as such Executor, then, in that event, I hereby name, constitute and appoint my son, Gary Earl O'Cam, as the Executor of this my Last Will and Testament, and I hereby relieve both the primary Executor and the alternate Executor from making ~~any~~ any bond, and, so far as I legally can I release both of said parties from accounting to any Court.

Signed, Published and Declared By me as my Last Will and Testament, on this the 16th day of May 1982, in the presence of these witnesses, who also signed the same as witnesses hereto, at my request, in my presence, and in the presence of each other, on this day.

George Kelly O'Cam
 ** George Kelly O'Cam
 Oct. 13, 1992

Witnesses:

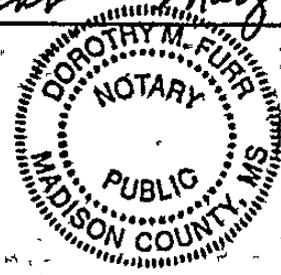
DATE

Jessie O'Cam Barnes May 16 1982

[Signature] Barnes May 16 - 1982

Alice R. Hart

** SUBSCRIBED AND SWORN TO BEFORE ME this 13th day of October, 1994 at Canton, Madison County, Mississippi



NOTARY PUBLIC Dorothy M. Furr
 Commission expires August 31, 1998

Notary Public State of Mississippi At Large
 My Commission Expires August 31, 1998
 BONDED THRU HEIDEN-MARCHETTI, INC.

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16th day of April, 1999, at 11:00 o'clock A. M., and was duly recorded on the 16th day of April, 1999, Book No. 31, Page 513.



STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

APR 16 1999

IN THE CHANCERY COURT OF MADISON COUNTY

AT 11:00 O'CLOCK A. M.
STEVE DHNGAN, CHANCERY CLERK

STATE OF MISSISSIPPI

By: *Karen Jupp, DC*

IN THE MATTER OF THE ESTATE OF
GEORGE KELLY O'CAIN, DECEASED

CIVIL ACTION NO

99-268

AFFADAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

COMES NOW ALICE R HART, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of GEORGE KELLY O'CAIN, and enters her appearance in this action as provided by law, and makes oath before the undersigned authority that GEORGE KELLY O'CAIN, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 16th day of May, 1982, the day of the date of said instrument, in the presence of this deponent and D J Barnes, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and that she and D. J Barnes subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testator and in the presence of the testator and in the presence of each other, on the day of the date of said instrument. The undersigned further makes oath that she knew GEORGE KELLY O'CAIN for many years prior to his death and is very familiar with the handwriting and signature of the testator based on her own personal knowledge, and that the handwriting and signature of the

testator as shown in the aforesaid Last Will and Testament are genuine and were made and done by the testator

FURTHER THE AFFIANT SAYETH NOT.

Alice R. Hart
ALICE R. HART

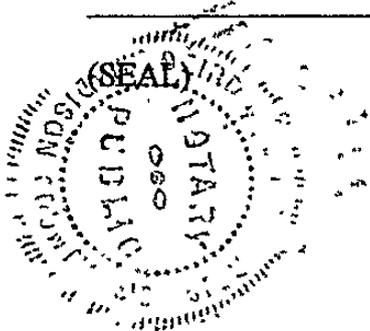
SWORN TO AND SUBSCRIBED BEFORE ME on this the 9 day of

April, 1999

Deirdre Lynn Harris
NOTARY PUBLIC

MY COMMISSION EXPIRES:

My Commission Expires September 15, 2002



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16th day of April, 1999, at 11:00 o'clock A. M., and was duly recorded on the 16th day of April, 1999, Book No. 31, Page 515.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fuzze D.C.

FILED

IN THE CHANCERY COURT OF MADISON COUNTY

APR 16 1999

STATE OF MISSISSIPPI

AT 11:00 O'CLOCK A. M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp, OC

IN THE MATTER OF THE ESTATE OF
GEORGE KELLY O'CAIN, DECEASED

CIVIL ACTION NO. 99-268

AFFADAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

COMES NOW D. J. BARNES, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of GEORGE KELLY O'CAIN, and enters his appearance in this action as provided by law, and makes oath before the undersigned authority that GEORGE KELLY O'CAIN, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 16th day of May, 1982, the day of the date of said instrument, in the presence of this deponent and Alice R. Hart, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and that he and Alice R. Hart subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testator and in the presence of the testator and in the presence of each other, on the day of the date of said instrument. The undersigned further makes oath that he knew GEORGE KELLY O'CAIN for many years prior to his death and is very familiar with the handwriting and signature of the testator based on his own personal knowledge, and that the handwriting and signature of the

testator as shown in the aforesaid Last Will and Testament are genuine and were made and done by the testator.

FURTHER THE AFFIANT SAYETH NOT.

[Signature]
D. J. BARNES

SWORN TO AND SUBSCRIBED BEFORE ME on this the 13th day of

April, 1999.

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 4, 2001
BONDED THRU STEGALL NOTARY SERVICE

(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16th day of April, 1999, at 11:00 o'clock A. M., and was duly recorded on the 16th day of April, 1999, Book No. 31, Page 57.

STEVE DUNCAN, CHANCERY CLERK

BY: *[Signature]* D.C.



Last Will and Testament

OF

MADISON COUNTY, MS

EARL E. SMITH

FILED

AND

NANNIE A. SMITH

MAY 03 1999

AT 4:00 O'CLOCK P.M.
STEVE DUNGAN, CHANCERY CLERK

#99-316

By: Karen [Signature]

We, EARL E. SMITH and NANNIE A. SMITH, both being over the age of twenty-one (21) years and of sound mind and disposing memory, do hereby constitute, make, publish and declare this to be our joint and mutual Last Will and Testament hereby expressly revoking all Wills and Codicils heretofore made by us or either of us, jointly or severally, as follows, to-wit:

I.

It is our joint will that the survivor of us, EARL E. SMITH or NANNIE A. SMITH, shall be the Executor or Executrix, as the case may be, of this Will and shall not be required to give bond or to account to any Court.

II.

That in the event that NANNIE A. SMITH survives EARL E. SMITH, all of the property of EARL E. SMITH, real, personal and mixed where-soever situated or howsoever described shall vest in and become the property of NANNIE A. SMITH. In the event that EARL E. SMITH sur-vives NANNIE A. SMITH, all of the property of NANNIE A SMITH, real, personal and mixed wheresoever situated or howsoever described shall vest in and become the property of EARL E. SMITH.

III.

That as an Exception to Paragraph II above the parties hereto devise unto ARTHUR R. NEWBAKER all of our interest in and to the home located on the following real property located in the City of Ridgeland, Mississippi, subject to the Life Estate of the survivor of us, to-wit:

Lots 13 and 14 Block 46 of the Village of Ridgeland, a subdivision of which a Plat is of record in Plat Book 1 at page 2, in the office of the Chancery Clerk of Madison County, Mississippi, reference to which is hereby made in aid of and as a part of this description.

IN WITNESS WHEREOF, We, EARL E. SMITH and NANNIE A. SMITH, husband and wife, and joint testators have hereunto set our signatures and published and declared this to be our Last Will and Testament on this the 12 day of December, 1977, in the presence of each other and in the presence of two witnesses, who have each signed as witnesses at our request, in our presence and in the presence of each other.

Earl E. Smith
Earl E. Smith

Nannie A. Smith
Nannie A. Smith

WITNESSES:

Rebecca H. Skiffon

Marcella Cannon

ATTESTATION CLAUSE

We, each of the subscribing witnesses to the Last Will and Testament of EARL E. SMITH and NANNIE A. SMITH, do hereby certify that said instrument was signed by said EARL E. SMITH and NANNIE A. SMITH in our presence and in the presence of each of us, and that said EARL E. SMITH and NANNIE A. SMITH, declared the same to be their Last Will and Testament in the presence of each of us and that we each signed as subscribing witnesses to said Will at the request of EARL E. SMITH and NANNIE A. SMITH in their presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 12 day of December, 1977.

Rebecca H. Skiffon

Marcella Cannon

WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 3rd day of May, 1999, at 4:00 o'clock P. M., and was duly recorded on the 3rd day of May, 1999, Book No. 31, Page 519.

STEVE DUNCAN, CHANCERY CLERK

BY:

Steve Duncan

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
EARL E. SMITH, DECEASED

CIVIL ACTION FILE NO. 99-316

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Madison

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, ^{W. (new)} REBECCA H. DIXON, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Earl E. Smith, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Earl E. Smith signed, published and declared said instrument as his Last Will and Testament on the 12th day of December, 1977, the day and date of said instrument, in the presence of this affiant and Marcella Cannon, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, ^{W. (new)} Rebecca H. Dixon, the affiant, and Marcella Cannon, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

MADISON COUNTY, MS

FILED

MAY 03 1999

AT 4:00 O'CLOCK P. M
STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp, DC

Rebecca H. Dixon

Rebecca H. Dixon

^{W. (new)}

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 28th day of April, 1999.

Hannie Lou Morgan
NOTARY PUBLIC



I FIRM P M R P A F F I D A V I D I X O N R E B E C C A W P D
9196-1/45,295



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 3rd day of May, 1999, at 4:00 o'clock P. M., and was duly recorded on the 3rd day of May, 1999, Book No. 31, Page 521.

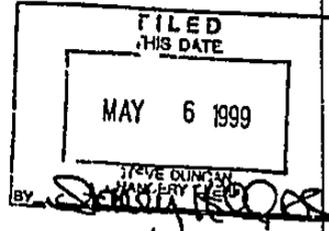
STEVE DUNCAN, CHANCERY CLERK BY: Karen Jupp D.C.

#99-314

Last Will and Testament

of

MYRTLE JENNINGS GRUBBS



I, MYRTLE JENNINGS GRUBBS, of Jackson, First Judicial District of Hinds County, Mississippi, and being of sound and disposing mind and memory do hereby make, publish and declare this my Last Will and Testament, hereby expressly revoking all former wills and codicils heretofore executed by me, to-wit:

ITEM I: I hereby nominate and appoint as Executrix of my estate, my daughter, Mrs. Mary Margaret Patterson, of 734 Clayton Street, Jackson, Mississippi, and of whom no bond nor security shall be required in such capacity.

ITEM II: I hereby direct that all of my just debts which I may owe at the time of my death be promptly paid, probated according to law.

ITEM III: I hereby give, devise and bequeath unto my two beloved daughters, equally, namely Mrs. Marjorie Dean Hutchins (one and the same person as the former Marjorie Dean Day) and Mrs. Mary Margaret Patterson (one and the same person as the former Mary Margaret Day), all of my property and estate, real, personal, or mixed, leaving all of said property to them to divide among them as they may so desire and agree upon:

IN WITNESS WHEREOF, I have signed, published and declared this my Last Will and Testament in the presence of

Carrie Bliss David AND Mary J. Coleman, whom I have expressly requested to attest this instrument at Jackson, Mississippi, on this the 15th day of December, 1966.

Myrtle Jennings Grubbs
MYRTLE JENNINGS GRUBBS

WITNESSES:

Carrie Bliss David
Mary J. Coleman

CERTIFICATE

We hereby certify that on this the 15th day of December, 1966, Myrtle Jennings Grubbs, to each of us personally known, especially requested each of us to witness the execution of her above Last Will and Testament and that said Testatrix thereafter and in the presence of each of us signed, published, executed and declared the foregoing instrument as her Last Will and Testament, and we in her presence and in the presence of each other signed our names thereto as subscribing witnesses as provided by law; and we furthermore certify that at said time the said Testatrix was of sound and disposing mind and memory and above the age of twenty-one years.

Carrie Bliss David
Mary J. Coleman



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6th day of May 1999, at 9:30 o'clock A M., and was duly recorded on the MAY - 6 1999, Book No. 31, Page 523

STEVE DUNCAN, CHANCERY CLERK

BY: Steve Duncan D.C.

FILED
THIS DATE
MAY 6 1999
STEVE DUNCAN
CHANCERY CLERK
BY: *[Signature]*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF
MYRTLE JENNINGS GRUBBS, DECEASED

CIVIL ACTION NO. 99-314

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF HINDS

This date personally appeared before me, the undersigned authority at law in and for the state and county aforesaid, the within named Carrie Bliss Laird, 1628 Myrtle, Jackson, Mississippi 39202, 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 Myrtle Jennings Grubbs, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 15th day of December, 1966 a true and correct copy of which is attached hereto as an Exhibit.

(2) That on the 15th day of December, 1966, said Myrtle Jennings Grubbs, signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Mary J. Coleman, the other subscribing witnesses to the instrument.

(3) That Myrtle Jennings Grubbs 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 Myrtle Jennings Grubbs, and in the presence of each other.

Carrie Bliss Laird
CARRIE BLISS LAIRD

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

M. Kathleen Sullivan
Notary Public



My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES FEB 9, 2003
BONDED THRU STEGALL NOTARY SERVICE

OF COUNSEL:

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

Grubbs, Myrtle Estate Affidavit

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6th day of May, 19 99, at 9:30 o'clock A M., and was duly recorded on the MAY 6 1999, Book No. 31, Page 525.



STEVE DUNCAN, CHANCERY CLERK

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

Last Will and Testament

OF

ROBERT EDMAN PARKER

| |
|-------------------------------|
| FILED THIS DATE |
| MAY 6 1999 |
| JANE DUNCAN CHANCERY CLERK |
| BY: <i>[Signature]</i> |

I, Robert Edman Parker, being over the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all former wills and codicils made by me at any time heretofore.

I.

I hereby appoint my daughter, Ginger Parker Monk, as Executrix and my son, Barry Edman Parker, as Executor of this my Last Will and Testament, and it is my desire that my Executors shall have full and complete power and authority to do and to perform any act deemed by them to be in the best interest of my estate. Should either of my Co-Executors be unwilling or unable to serve, then the survivor shall act alone. I hereby direct that no bond be required of the Executor of my estate and do further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting.

II.

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

III.

In the event my wife, Kathryn Alford Parker, predeceases me, then and only then do I devise my property as follows:

- a. To my daughter, Ginger Parker Monk, I devise and bequeath all of my real property located at 1315 McDonald Avenue, in the City of Canton, Madison County, Mississippi, including my house and all appurtenances thereto.

- b. To my son, Barry Edman Parker, I devise and bequeath the following described real property lying and being situated in Madison County, Mississippi, to-wit:

The following described real property lying and being situated in Madison County, Mississippi, to wit:

25 acres off the south part of Lot 6 in Section 6, and 86 acres, more or less, off north end Lots 1 and 2, Section 7, less a parcel described as "Beginning at a point on the west side of the public road which runs north and south through east half of northeast quarter, Section 7, Township 10 North, Range 5 East, where said road is intersected by the branch running east and west through same; thence on southwesterly along said branch 100 yards; thence due south 120 yards; thence east to road, thence north along road to point of beginning," both sections west of Choctaw Boundary line in Township 10 North, Range 5 East, and also, any and all real property under fence and occupied by the Grantors and all real property in Lot 6, Section 6, Township 10 North, Range 5 East, and Lots 1 and 2, Section 7, Township 10 North, Range 5 East, Madison County, Mississippi, which belongs to the Grantors herein by reason of inheritance, conveyance, adverse possession or otherwise.

- c. I hereby devise and bequeath the remainder of my property whether it be real or personal and howsoever described and wheresoever situated unto my daughter, Ginger Parker Monk, and to my son, Barry Edman Parker in equal shares to share and share alike.
- d. In the event that my daughter, Ginger Parker Monk, shall predecease me, then that portion of my estate, which is devised and bequeathed unto her, shall go to my son, Barry Edman Parker.
- e. In the event that my son, Barry Edman Parker, shall predecease me, then his portion of my estate, which is devised and bequeathed unto him, shall go to my grandchildren, Melissa Ann Parker, Kathryn Yvonne Parker and Robert Denver Parker in equal shares to share and share alike.

- f. In the event that both my daughter, Ginger Parker Monk and my son, Barry Edman Parker, shall predecease me, then that portion of my estate, which is devised and bequeathed unto them, shall go to my grandchildren, Melissa Ann Parker, Kathryn Yvonne Parker and Robert Denver Parker in equal shares to share and share alike.

IV.

In the event that any of my grandchildren, Melissa Ann Parker, Kathryn Yvonne Parker and Robert Denver Parker, are not twenty-one (21) years of age at the time of my death, then that portion of my estate, which is devised and bequeathed unto them, shall go unto Cynthia Adcock Parker as Trustee in Trust for those of my grandchildren who have not reached twenty-one (21) years of age. Said Trust shall operate according to the following terms, to-wit:

- a. The primary purpose of this trust is to provide for the care, maintenance, support and education of my grandchildren, Melissa Ann Parker, Kathryn Yvonne Parker and Robert Denver Parker and to this objective, the Trustee shall have those powers, discretions and authorities as set forth in the Mississippi Uniform Trustees Powers Act, being 91-9-101, et seq., of the Mississippi Code of 1972 Annotated, as amended.
- b. During the entire period of the Trust provided for herein, the Trustee, for and on behalf of the purpose of the trust, shall have the title to right of possession, management and control of the trust estate and any part thereof with full power to sell, convey, transfer, exchange, lease, mortgage, invest and reinvest, any kind of trust property, whether real, personal or mixed, to which said Trustee is expressly authorized to execute and deliver any and all necessary and proper instruments, documents, deeds, advances and transfers. No purchaser or any other party dealing with the Trustee in relation to the trust estate shall be under any duty or obligation

to see to the proper application by the Trustee of the fund arising therefrom.

- c. The Trustee is authorized and empowered to sell and dispose of any and all investments, securities and property, real and personal, of the trust estate, either at public or private sale, for such purpose and on such terms as the Trustee may deem proper and in the best interest of the trust estate.
- d. The Trustee may use so much of the income (and if necessary, the corpus) of the trust as it may deem necessary in order to insure that my grandchildren are properly maintained, cared for and educated.
- e. Upon each grandchild reaching the age of twenty-one (21), his or her equal share in the corpus of the trust and the existing income from the trust shall be distributed to him or her.
- f. It is my intention that said trust be set up prior to any final adjudication of my estate and I direct the Executrix or Executor to establish the same.
- g. In the event any of my grandchildren should die prior to the termination of the Trust, being their twenty-first (21st) birthday, then said deceased grandchild's share shall thereupon vest in and shall inure to the benefit of my surviving grandchildren in equal shares to share and share alike.
- h. Upon the last surviving grandchild reaching the age of twenty-one (21), he or she shall receive their share from the trust and the Trustee shall be released from any and all further liability in the premises.
- i. The personal and real property in my estate shall not vest in the trust established herein until such time as any and all obligations of my estate have been paid to include cost of administration, taxes, and any claims properly filed and probated therein.

V.

If my wife, Kathryn Alford Parker and I die under such circumstances wherein there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that I survived her and my estate shall be administered and distributed, in all respects, in accordance with such presumption.

IN WITNESS WHEREOF, I, Robert Edman Parker, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 24th day of July, 1995, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Robert Edman Parker
ROBERT EDMAN PARKER

WITNESSES:

Aneida Rocha
Susan J. Russell

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 24th day of July, 1995.

Aneida Rocha
Susan J. Russell
WITNESSES

FILED
THIS DATE
MAY 6 1999
STEVE DUNCAN
CHANCERY CLERK
BY: Stacy Hill D.C.

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI

COUNTY OF MADISON

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, Aneda Rocha and Susan F. Russell, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who after having been duly sworn, say on oath that on the 24th day of July, 1995, Robert Edman Parker, in their presence, signed his name thereto, and in their presence declared the same to be his Last Will and Testament; that at his request, in their presence, and in the presence of each other, the said affiants subscribed their names thereto as witnesses to its execution and publication; that the said Robert Edman Parker, on the 24th day of July, 1995, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Aneda Rocha

residing at 2144 Lake Shore Dr #28B, Ridgeland, MS 39157

Susan F. Russell

residing at 1301 McDonald Ave Canton, MS 39046

SWORN TO AND SUBSCRIBED before me this the 24th day of July, 1995.

Debra D. Hardwick
NOTARY PUBLIC

MY COMMISSION EXPIRES:
1/21/99
(SEAL)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6th day of May, 1999, at _____ o'clock _____ M., and was duly recorded on the 6th day of May, 1999 Book No. 31, Page 527.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.

#99-313

Last Will and Testament

OF
JESSIE ROY TATE

| |
|---------------------------|
| FILED THIS DATE |
| MAY 6 1999 |
| BY <i>JESSIE ROY TATE</i> |

I, **JESSIE ROY TATE**, being over the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all former wills and codicils made by me at any time heretofore.

I.

I hereby appoint, nominate and constitute my grandson, **JESSIE ROY (BUDDY) TATE, II**, as Executor of this my Last Will and Testament. In the event that my grandson is unwilling or unable to serve as Executor, I hereby appoint, nominate and constitute **CHARLES A. WEEMS**, as Substitute Executor. My Executor or Substitute Executor shall have full and plenary power and authority to do and perform any act deemed by him to be for the best interest of my estate, without limitations whatsoever, and without surety bond, and said authority shall include, but shall not be limited to 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 he may deem necessary and for the best interest of my estate and to pay unto himself just and reasonable compensation for his services as Executor or Substitute Executor. I direct that neither my Executor nor my Substitute Executor shall be required to make any bond. To the extent permissible by law, I waive the requirement that my Executor or Substitute Executor be required to make a formal accounting for the estate of any court.

II.

I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate, including expenses of my funeral and

JRT Initials

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.

III.

(A) I hereby give, devise and bequeath all of my personal property, household goods, and furnishings (and this expressly does not include cash and the tangible personal property customarily used in connection with any business or farming operations) unto my wife, **EULIS ELIZABETH TATE**, if she survives me. In the event my wife predeceases me, and in that event only, I hereby bequeath the articles bequeathed in this item to my grandson, **JESSIE ROY (BUDDY) TATE, II**.

(B) To my wife, **EULIS ELIZABETH TATE**, if she is living at my death, I give, devise and bequeath any interest that I may own in our residence which is occupied by us as a family home. In the event that my wife shall not survive me, I direct my Executor to sell my family residence and that the proceeds received from said sale shall become a part of the corpus of my estate.

IV.

If my wife survives me, I devise and bequeath unto **CHARLES WEEMS**, Canton, Mississippi, as Trustee for the benefit of my wife, the sum of Four Hundred Thousand Dollars (\$400,000.00).

My Executor shall have the power and the sole discretion to satisfy this bequest wholly or partly in cash or in kind and to select the assets which shall constitute this gift; provided, however, that all property so selected shall be valued at the value thereof as finally determined for federal estate tax purposes; provided, further, that my Executor, in order to implement this bequest, shall distribute to my Trustee assets, including cash, having an aggregate fair market value at the date or dates of distribution amounting to no less than the amount of this bequest as finally determined for federal estate tax purposes. There shall not be included in this bequest any assets or the proceeds of any assets which do not qualify for the marital deduction for federal estate tax purposes. This bequest shall carry with its is proportionate part of the income of my estate from the date of my death.

I hereby authorize my Executor, in his sole discretion, to elect that part or all of any amount passing under this Item III be treated as qualified terminable interest property for purposes of qualifying for the marital deduction allowable in determining the federal estate tax upon my estate. Without limiting the discretion contained in the foregoing sentence, it is my expectation that my Executor will make said election with respect to all of any such amount unless the timing of my spouse's death and mine and a computation of the combined death duties in our two estates render such an election inappropriate.

The Trustee shall hold, administer and distribute the funds of the trust under the following provisions:

A. Commencing with my death, the Trustee shall distribute to my wife, or apply for her benefit, all the trust's net income. These distributions shall be made in convenient installments, at least quarter-annually.

B. The Trustee, in the Trustee's discretion, may pay to my wife, or apply for her benefit, as much of the principal as the Trustee deems desirable for her comfort, health, maintenance, and welfare, having in mind her accustomed standard of living and other funds available to her.

C. Upon the death of my wife, the remaining assets of this Trust shall be distributed by the Trustee to **JESSIE ROY (BUDDY) TATE, II**.

D. It is my intention to qualify the bequest hereunder for the marital deduction under Section 2056 of the Internal Revenue Code of 1954, as amended or corresponding provisions of any future law, and any provision herein to the contrary shall be void; and I hereby expressly acknowledge that it is my intent by this Will to take advantage of the maximum marital deduction allowable under Section 2056 of the said Internal Revenue Code.

Accordingly, I direct (a) that there will not be allocated to the trust any property which would not qualify for the marital deduction; (b) that the Trustee shall not invest in, nor retain beyond a reasonable time during the lifetime of my wife, any unproductive property, without the written consent of my wife; and, (c) that none of

the powers or discretions of the Trustee shall be exercised in a manner to disqualify any part of this trust from the marital deduction.

E. None of the trust assets shall be used for the payment of estate, inheritance or other death taxes payable by reason of my death.

F. This trust shall be known as the "EULIS ELIZABETH TATE MARITAL TRUST."

If my wife should predecease me, I hereby give, devise and bequeath the assets of my estate mentioned in this item unto JESSIE ROY (BUDDY) TATE, II.

V.

I give, devise and bequeath unto CATHY TATE the sum of Ten Thousand Dollars (\$10,000 00). If CATHY TATE should predecease me, I hereby direct that the above mentioned Ten Thousand Dollars (\$10,000.00) shall become a part of the corpus of my estate.

VI.

I give, devise and bequeath unto MARY TATE WINDHAM, the sum of Twenty-five Thousand Dollars (\$25,000.00). If MARY TATE WINDHAM should predecease me, I hereby direct that the above mentioned Twenty-Five Thousand Dollars (\$25,000.00) shall become a part of the corpus of my estate.

VII.

I give, devise and bequeath unto my grandson, JESSIE ROY (BUDDY) TATE, II, per stirpes, all real property owned by me which is located west of Canton, Mississippi; all livestock owned by me at the time of my death; and all tractors, farming vehicles, and farming equipment which is owned by me at the time of my death. In addition, he shall be relieved of any indebtedness which he owes me, including debts incurred as a result of his farming operation.

Upon the death of my grandson, it is my desire that the said property be distributed to the heirs of the body of my said grandson share and share alike. However, he shall receive all of said property in fee simple and I place no restriction on his right to dispose of it.

VIII.

All the rest, remainder and residue of my property, real, personal or 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 give, devise and bequeath unto my grandson, **JESSIE ROY (BUDDY) TATE, II.**

Upon the death of my grandson, it is my desire that the said property be distributed to the heirs of the body of my said grandson, share and share alike. However, he shall receive all of said property in fee simple and I place no restrictions on his right to dispose of it.

IX.

The 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 discretion. The income of the trust created by this Will shall accrue from the date of my death. During the administration of my estate and until the trust established, I authorize the Trustee in the Trustee's discretion, to request funds from my Executor, in which case my Executor shall comply with that request, subject to court approval to pay, at least annually out of my estate, advance payments of income to the beneficiary of the trust. These payments shall be in an amount which, in the judgment of the Trustee and the Executor jointly, equals the income which the beneficiary would receive from the trust had it been established.

X.

Any Trustee appointed in this Will shall not be required to enter into any bond as Trustee nor shall he be required to return to any court any periodic formal accounting of his administration of the said trusts, but said Trustee shall render annual accounts to the beneficiary of said trust. No person paying money or delivering property to the Trustee shall be required to see to its application.

The Trustee of the trust created in this Will may resign at any time by giving written notice to the beneficiaries specifying the effective date of resignation. The notice may be

sent by personal delivery or by registered mail. In the event of the resignation or death of CHARLES A. WEEMS, a Trustee of the trust created in Item III of this Will, then I appoint CHARLIE RIDDELL, as successor Trustee. Any successor Trustee shall be vested with all the rights, powers, duties and discretions conferred upon the original Trustee.

I have selected these two men to serve as Trustee and successor Trustee because I believe that they will do what is best for my wife, according to their best judgment, and will not be subject to emotional pressure from any of the other beneficiaries of this Will or others.

XI.

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

XII.

Unless otherwise provided, the administration of any trust created, the sale and conveyance of the trust assets, the investment and re-investment 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 Act of Mississippi, as amended. In addition to the powers contained in that Act, the Trustee shall have full power and authority:

A. To permit trust funds to remain temporarily uninvested or to place such funds on time deposit in a savings account or certificates of deposit in any bank or federally insured savings and loan association.

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

C. To distribute income of the trust in cash or in kind. In making distributions of both principal and income, the Trustee may make a 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 trust shall be binding and conclusive on all interested parties.

D. 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 trust. Further, all rights to subscribe to new or additional stocks or securities and all liquidating dividends shall be deemed to be principle.

E. 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 a similar character so held may bear to the entire amount of the trust estate and whether or not such property is in the class in which Trustees generally are authorized to invest by law.

F. To sell, transfer, convey, mortgage, lease and dispose of the trust property upon such terms and in such manner and for such amounts 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 any trust hereunder.

G. To deal with, purchase assets from, or make loans to the fiduciary of any trust made by me or any member of my family or a trust or estate in which any beneficiary under this Will has an interest, though a Trustee hereunder is such fiduciary.

H. To transfer the situs of any trust property to any other jurisdiction as often as the Trustee deems it advantageous to the trust, appointing a substitute Trustee to himself to act with respect thereto; and in connection therewith, to delegate to the substitute Trustee any or all of the powers given to the Trustee, which may elect to act as advisor to the substitute Trustee, and shall receive reasonable compensation for so acting; and to remove any acting substitute Trustee and appoint another, or reappoint himself, at will.

I. To terminate the trust if its fair market value declines to the size which makes the continued retention of its principal in trust uneconomical, imprudent or unwise, If this power is exercised, all the trust's remaining principal and accrued or undistributed income shall be distributed to the persons then entitled to receive or have the benefit of the income therefrom; income shall be distributed to or among those beneficiaries with the same discretion which is granted in this trust to distribute the trust principal.

J. To consolidate this trust with any other trust created by me during my lifetime, if the Trustee, in his discretion deems such a consolidation to be more economical or beneficial to the beneficiary of the trusts, and if such trusts have the same Trustees and beneficiary and have similar provisions regarding payments and distributions to the beneficiary thereof.

XIII.

The Trustee may, and is hereby authorized to, pay himself fair and just compensation out of the trust estate for his services hereunder. The Trustee shall be reimbursed out of the trust estate for any advances made by him and for all reasonable expenses incurred in the management and protection of the trust estate, and for the employment of any agents, attorneys, accountants, and investment analysts and the like engaged by him for the protection and administration of the trust estate.

XIV.

The Trustee shall not be liable for any loss to the trust estate occasioned by his acts in good faith, and in any event shall be liable only for his own willful negligence or default, and not for honest errors in judgment or fore the interest or uninvested funds. Any individual serving as Trustee, in his discretion, may purchase an errors and omissions insurance policy covering him as Trustee, in such amount as such Trustee may in his sole judgment deem advisable. Premium payments for such policy may be made by the Trustee from trust funds and charged as expense against the income of the estate.

X.

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

XVI.

I hereby direct that if my grandson, **JESSIE ROY (BUDDY) TATE, II**, has any outstanding indebtedness owed to me at the time of my death, then any and all indebtedness is forgiven.

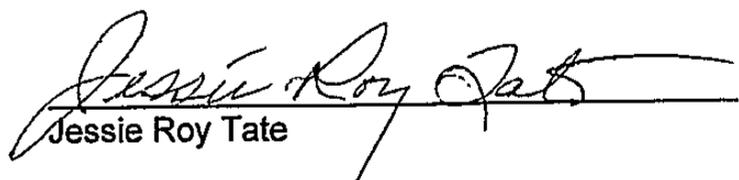
XVII.

If my wife and I die simultaneously, or under circumstances which make it difficult to determine which 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 or requiring survivorship as a condition of taking property by inheritance.

XVIII.

I direct that my Trustee or Executor employ Montgomery, Smith-Vaniz & McGraw, PLLC, as the attorneys for my estate.

IN WITNESS WHEREOF, I, **JESSIE ROY TATE**, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 19th day of March, 1999, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.



 Jessie Roy Tate

WITNESSES:

Diane Juy
Susan Russell

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 19th day of March, 1999.

Diane Juy
Susan Russell
WITNESSES

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI

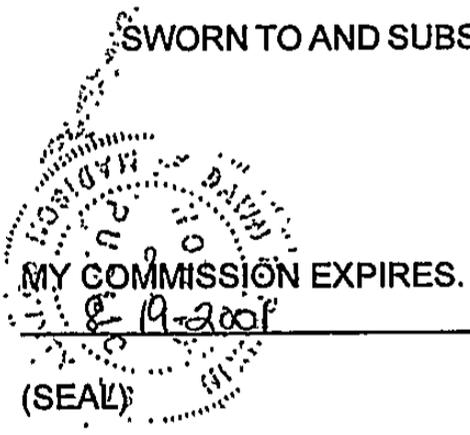
COUNTY OF MADISON

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, Swan Russell and Diane Juy, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who after having been duly sworn, say on oath that on the 19th day of March, 1999, **JESSIE ROY TATE**, in their presence, signed his name thereto, and in their presence declared the same to be his Last Will and Testament, that at his request, in their presence, and in the presence of each other, the said affiants subscribed their names thereto as witnesses to its execution and publication; that the said **JESSIE ROY TATE**, on the 19th day of March, 1999, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Diane Juy residing at P.O. Box 191 Sharon, Ms 39163
Swan Russell residing at 1301 McDonald Ave Canton, MS 39046

SWORN TO AND SUBSCRIBED before me this the 19th day of March, 1999.

Dennis A. Parker
NOTARY PUBLIC



I\FIRM\WRCP\WILL\TATE\JESSIE WPD

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6th day of May, 1999, at o'clock — M., and was duly recorded on the 6th day of May, 1999, Book No. 31, Page 533.



STEVE DUNCAN CHANCERY CLERK BY Steve HSOO DC

FILED
THIS DATE
MAY 7 1999
STEVE DUNCAN
HANKARY
BY: [Signature]

LAST WILL AND TESTAMENT
OF
JOHN KLOPFENSTEIN

#99-335

I, JOHN KLOPFENSTEIN, residing at Plantation, Broward County, Florida, being of sound mind and memory, do make, publish and declare this to be my Last Will and Testament and hereby revoke all former Wills and Codicils by me made.

I.

I direct that my debts, taxes, and funeral expenses be paid by my personal representative, hereinafter named, as soon after my death as may be practicable.

II.

I hereby give, devise and bequeath all of the rest, residue and remainder of my estate, whether real, personal or mixed, of whatsoever nature and wheresoever situate, of which I shall die seized or possessed, or to which I shall be entitled at the time of my death, to my wife, ROBIN KLOPFENSTEIN, if she shall survive me.

III.

If both I and my wife, ROBIN KLOPFENSTEIN, shall die at the same time or shall die in a common disaster or in the same casualty, and there is not direct evidence as to which one of us died first, then I direct that for the purpose of this, my Last Will and Testament, it shall be considered that I predeceased my wife.

IV.

In the event that my wife, ROBIN KLOPFENSTEIN, shall predecease me, then and in that event I hereby give, devise and bequeath all of the rest, residue and remainder of my estate, whether real, personal or mixed, of whatsoever nature and wheresoever situate of which I shall die seized or possessed, or to which I shall be entitled or over which I shall possess any power of appointment at the time of my death, as follows:

JMK

To my issue, per stirpes.

V.

In the event that any of my issue have not reached their twenty-first (21st birthday at my decease, then, and in that event, I direct my personal representative hereinafter named to turn over said child's share to be held by a Trustee hereinafter named, in trust for said child subject to the terms and conditions hereinafter set forth.

VI.

I hereby appoint my brother, DANIEL KLOPFENSTEIN, Guardian of the person of my issue as required by law.

If my brother, DANIEL KLOPFENSTEIN, is unable or otherwise refuses to act as Guardian herein, then, and in that event, I hereby appoint my sister-in-law, SALLY KLOPFENSTEIN, Guardian of the person of my issue, as required by the laws of the State of Florida.

VII.

I authorize my personal representative, in her discretion, to retain for such length of time as he shall deem advisable, without liability for depreciation or loss, any property, real or personal, at any time forming a part of my estate; to sell, convey, to lease or let for any terms, to mortgage or exchange for any purpose, or otherwise dispose of, and generally to deal with any such property at such time or times, and on such terms and conditions including terms of credit, as my personal representative in her discretion shall determine; and to distribute any such property in kind or in money or partly in kind and partly in money.

VIII.

I hereby nominate, constitute and appoint my wife, ROBIN KLOPFENSTEIN, as personal representative of this, my Last Will and Testament, and I direct that she shall not be required to post bond or other undertaking for the faithful performance of her duties hereunder as personal representative.

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In the event that my wife, ROBIN KLOPFENSTEIN, is unable or otherwise fails to act as personal representative herein, then and in that event I hereby nominate and appoint my brother, DANIEL KLOPFENSTEIN, to act as personal representative and I direct that he shall not be required to post bond or other undertaking for the faithful performance of his duties hereunder as personal representative.

IX.

If a Trustee is necessary to carry out any of the provisions of my Last Will and Testament, I hereby appoint my brother, DANIEL KLOPFENSTEIN, to serve as Trustee and direct that he shall not be required to give or post bond.

In the event that my brother, DANIEL KLOPFENSTEIN, is unable to or otherwise refuses to act as Trustee herein, I hereby appoint my sister-in-law, SALLY KLOPFENSTEIN, to serve as Trustee and direct that she shall not be required to give or post bond.

The Trustee shall manage and control the properties of the Trust estate with all of the rights and powers and subject to the limitations hereinafter enumerated:

1. My Trustee shall distribute to or for the benefit of my issue so much of the income and corpus of the Trust as my Trustee, in his discretion, shall consider necessary or advisable for the health, support, education and general welfare of my beneficiary.

2. At such time as any of my issue attains the age of twenty-one (21) years, then my Trustee shall distribute to said beneficiary his share of the then remaining corpus and undistributed income of the Trust and upon the last of my said issue receiving said distribution, the Trust shall terminate.

X.

I hereby authorize and empower my Trustee, in his sole discretion and without leave of Court, at any time and without the necessity of posting bond or other undertaking, to manage my estate and the corpus

JMK

and income of the Trust herein created in like manner as I could do with my own property, if living.

It is my intent and desire to give and empower my Trustee, hereinabove named, to do any and all things of whatsoever nature as my said Trustee may, in his discretion, think proper and fitting. My said Trustee may sell any and all of my property, real, personal or mixed, and may make such investments as in the sole discretion of my Trustee may deem proper, fitting and wise.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and declare this instrument written on five pages, including the following pages, to be my Last Will and Testament, this 6 day of B, 1987.

 (SEAL)
JOHN KLOPFENSTEIN

The above instrument was signed by the Testator, JOHN KLOPFENSTEIN, in our presence and acknowledged by him to each of us, and he at the time did declare the above written instrument so subscribed to be his Last Will and Testament, and we do hereby declare that he at the time was over the age of eighteen (18) years and of sound and disposing mind and memory, and at his request have signed our names as witnesses hereto, in his presence and in the presence of each other have written opposite our names our respective places of residence.

Vicki Sommer residing at 3941 NW 9th Avenue
Winnipeg, FL 33351

Jay M. Belov residing at 1424 E. Lk. Dr.
FL Land FL 33316

Shirley Young residing at 2515 S.W. 73 Terr.
DAVIE, FL 33317

STATE OF FLORIDA)

BOOK 0031 PAGE 548

COUNTY OF BROWARD)

WE, JOHN KLOPFENSTEIN, VICKI Summers,

Joseph M. Balocco and SHARON YOUNG, the
Testator and the witnesses respectively, whose names are signed to the

attached or foregoing instrument, having been sworn, declared to the undersigned officer that the Testator in the presence of witnesses signed the instrument as his Last Will and Testament, that he signed, and that each of the witnesses in the presence of the Testator and in the presence of each other signed the Will as a witness.

[Signature]
JOHN KLOPFENSTEIN

Vicki Summers
Witness

[Signature]
Witness

Sharon Young
Witness

SUBSCRIBED and SWORN to before me by JOHN KLOPFENSTEIN, the Testator and by VICKI Summers,

Joseph M. Balocco and SHARON YOUNG, the witnesses, on this 6 day of August, 1987.

Kimberly J. Davis (SEAL)
NOTARY PUBLIC

My Commission Expires: May 5, 1999
NOTARY PUBLIC STATE OF FLORIDA
BY COMMISSION EXPIRES MAY 5, 1999
BONDED TWAY GENERAL SEC. 687.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7th day of May, 1999, at — o'clock — M., and was duly recorded on the MAY 17 1999, Book No. 31, Page 544.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

MAY 7 1999

IN THE CHANCERY COURT OF
MADISON COUNTY, MISSISSIPPI

ESTATE OF JOHN KLOPFENSTEIN,
DECEASED

BY: Steve Duncan
NO. 99-335

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF FLORIDA
COUNTY OF BROWARD

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named **JOSEPH M. BALOCCO**, who being by me first duly sworn 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 John Klopfenstein, Deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, which was dated by John Klopfenstein the 6th day of August, 1997, and which was witnessed and notarized on the 6th day of August, 1997.

(2) That on the 6th day of August, 1997, John Klopfenstein published and declared the instrument of writing as his Last Will and Testament, and acknowledged his signature thereto in the presence of this affiant and in the presence of **VICKI SUMMERS** and **SHARON YOUNG**, the other subscribing witnesses to the instrument and **KIMBERLY SIMON**, Notary Public for the State of Florida, at large.

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

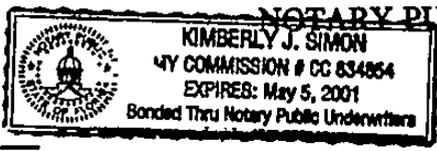
(4) That this affiant, together with **VICKI SUMMERS** and **SHARON YOUNG**, subscribed and attested the instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of John Klopfenstein, and in the presence of each other.

[Signature]
JOSEPH M. BALOCCO

SWORN TO AND SUBSCRIBED before me, this the 5 day of May, 1999.

[Signature]
NOTARY PUBLIC

My commission expires:



Linda Bounds Sherman (MS Bar #6765)
PHELPS DUNBAR, L.L.P.
Suite 500, SkyTel Centre
200 S. Lamar Street
P.O. Box 23066
Jackson, Mississippi 39225-3066
(601) 352-2300

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7th day of May, 1999, at o'clock M., and was duly recorded on the MAY 17 1999, Book No. 31, Page 549.



STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

FILED

MAY 11 1999

LAST WILL AND TESTAMENT OF
 SAMUEL S. ALLRED
 #99-337

AT 9:45 O'CLOCK A.M.
 STEVE DUNCAN, CHANCERY CLERK
 By: *[Signature]*, DC

I, Samuel (Sam) S. Allred, of Jackson, Hinds County,

Mississippi, being of sound and disposing mind and memory, and more than twenty-one (21) years of age, and mindful of the uncertainty of this life, and intending to dispose of all my property and estate upon my death, and not acting under any duress, menace, fraud or undue influence of any person or persons whomsoever, do make, publish and declare this my Last Will and Testament and hereby expressly revoke all other former Wills and Codicils to Wills, and any other writing that may appear to be a Will made by me, do hereby make, ordain and publish this my Last Will and Testament.

ITEM I

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

ITEM II

I hereby appoint my son, Michael S. Allred, sole executor of this my Last Will and Testament, and he shall not be required to give bond for the faithful performance of his duties hereunder. I further waive, insofar as I am authorized so to do under the law, the making of inventories, reports and accounting to any court.

ITEM III

In the event my son, Michael S. Allred, shall predecease me, or fail, refuse or cease to act as executor of my estate for any reason, then I appoint my son, Samuel W. Allred, as executor of my estate and he shall not be required to give bond for the faithful performance of his duties hereunder. I further waive, insofar as I am authorized so to do under the law, the making of inventories, reports, or accounting to any court.

FOR IDENTIFICATION: *[Signature]*
 Samuel S. (Sam) Allred

ITEM IV

To my grandson, William W. Allred, III, I give, devise and bequeath my 12 gauge, double-barrel Matador shotgun. It is my wish that my said grandson will never sell this gun, but shall keep it as a keepsake as a family heirloom and pass it on to his son if he has one, and if not, to another son of one of my sons.

All the rest of my rifles and guns I give, devise and bequeath to my sons, William W. Allred, II, Samuel W. Allred, Patrick L. Allred, and Michael S. Allred, to be equitably divided in accordance with their wishes, and in the event a disagreement occurs, distribution will be settled in the sole discretion of the Executor named herein.

All the rest of my personal property, regardless of the nature thereof, including, but not limited to bank accounts, proceeds from insurance policies, and household furnishings, I devise and bequeath unto my four sons, Michael S. Allred, Patrick L. Allred, Samuel W. Allred, and William W. Allred, II, share and share alike, except only for that disposed of under the terms of Items V, VI, and VII hereinbelow.

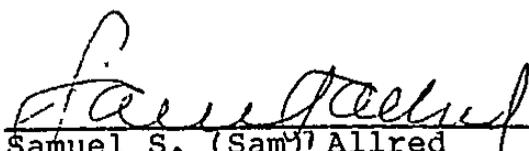
ITEM V

All tangible, moveable personal property, fixtures to real estate and improvements to real estate being situated upon or connected with my Jefferson and Claiborne Counties, Mississippi, lands have been leased to certain of my sons, with option to purchase, and shall pass under the terms of that certain Lease With Option to Purchase executed with respect to said lands, improvements and personalty. If said option under said lease not be exercised, all of said personal property and improvements shall pass under this Will to my four named sons under the terms of Item IV of this Will.

ITEM VI

All real property, together with all fixtures and improvements situated thereon, owned by me situated in Jefferson and

FOR IDENTIFICATION:


- Samuel S. (Sam) Allred

Claiborne Counties, Mississippi, have been leased to certain of my sons, with option to purchase, and shall pass under the terms of that certain Lease With Option to Purchase executed with respect to said lands, improvements and personalty. If said option under said lease not be exercised, I give, devise and bequeath unto my four sons, William W. Allred, II, Samuel W. Allred, Patrick L. Allred and Michael S. Allred, all of said lands, fixtures and improvements, share and share alike.

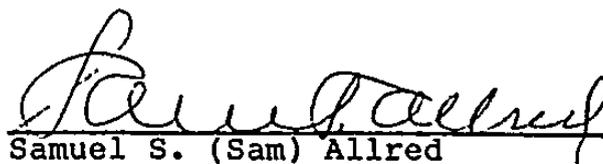
ITEM VII

I give, devise and bequeath, out of the proceeds of the option to purchase my Jefferson and Claiborne Counties, Mississippi, lands, being \$50,000.00 under the terms of that certain Lease With Option to Purchase, the following: \$25,000.00 to my son, William W. Allred, II, and \$25,000.00 to my son, Patrick L. Allred. I acknowledge that my son, Michael S. Allred has elected to assign his interest in said Lease With Option to Purchase to my son, Samuel W. Allred, and has elected not to receive any portion of the option price set forth in said instrument.

ITEM VIII

It is the intent of this Will that my Jefferson and Claiborne Counties, Mississippi, lands pass under the terms of that certain Lease With Option to Purchase to my sons who join in said Lease With Option to Purchase and that the proceeds paid for the said lands under said option will be \$25,000.00 to each son who does not join in said Lease With Option to Purchase, said sum to pass under this Will, and to acknowledge that my son, Michael S. Allred, has elected to assign his interest in said Lease with Option to Purchase to my son, Samuel W. Allred, and has elected not to receive any portion of the option price set forth in said instrument. This Item is included by way of explanation for my having made no bequest to my sons, Samuel W. Allred and Michael S. Allred, out of the proceeds of the sale of my lands.

FOR IDENTIFICATION:


 Samuel S. (Sam) Allred

ITEM IX

If my son, William W. Allred, II, shall predecease me, then I give, devise and bequeath the interest that would have gone to him under this Will, unto his son, William W. Allred, III, and his daughter Amanda Allred, share and share alike, or to the survivor.

ITEM X

If my son, Samuel W. Allred, shall predecease me, then I give, devise and bequeath the interest that would have gone to him under this Will unto his wife, Ethel Abbott Allred, and their three children, Tanya Kaye Allred, Greta Renee Allred Hatten, and Liela Carmen Allred Brister, or the survivors of them, share and share alike, subject to the provisions of Item XIII hereof.

ITEM XI

If my son, Patrick L. Allred, shall predecease me, then I give, devise and bequeath the interest that would have gone to him under this Will unto his wife, Mary Ruth Jacobs Allred, and their two children, Grady Anding Allred and Patrick Ian Allred, or the survivors of them, share and share alike, subject to the provisions of of Item XIII hereof.

ITEM XII

If my son, Michael S. Allred, shall predecease me, then I give, devise and bequeath the interest that would have gone to him under this Will unto his three children, Jeffrey Balfour Allred, Gordon Woods Allred, and Jennifer Allison Allred, or the survivors of them, share and share alike, subject to the provisions of Item XIII hereof.

ITEM XIII

Any and all money or property which may pass under this Will to my son, William W. Allred, II, or to my granddaughter, Tanya Kaye Allred, at any time, shall be paid over to the Trustee, under the terms of the Trust established in this Item XIII of this Will, for the use and benefit of each of them.

FOR IDENTIFICATION:

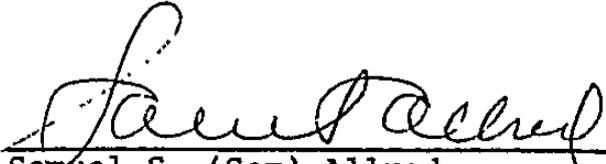
Samuel S. Allred
Samuel S. (Sam) Allred

In addition, should any of my grandchildren, who are now minors, receive any interest under this Will, being at that time a minor, I direct that my estate due to my minor grandchildren, or any of them, shall not vest in him or her but shall instead be held in trust to pay or apply to his or her use of income thereof, and also such amount or amounts of principal as the Trustee may deem appropriate for the support, education, maintenance and welfare of my said minor grandchildren, or any of them; that the Trustee shall consider or disregard, to such extent as the Trustee deems proper, other resources that my minor grandchildren, or any of them, may have or the duty of any other person to support such minor grandchildren, or any of them; and that when such beneficiary or beneficiaries attains the age of twenty-one (21) years, the Trustee shall distribute to him or her the then remaining principal and any accumulated income therefrom, except that this Trust shall not terminate with respect to William W. Allred, II and Tanya Kaye Allred during their lives. If a Trust, as provided in Item XIII hereof, arises hereunder, then I appoint Joan Salter, Court Appointed County Administrator, or her successors as County Administrator, Trustee of such Trust or Trusts. I direct that such Trustee shall not be required to give bond for the performance of its duties, and it shall not be required to report or account to any court in the administration of a Trust hereunder. I give such Trustee full authority to control, manage, invest and handle the Trust estate of such beneficiaries or beneficiary, as provided by the statutes of the State of Mississippi with respect thereto.

The rights, powers and duties of my Trustee in the administration of all or any of the Trusts created herein, in addition to those provided by statute, and not by way of limitation, shall be as follows:

(a) Trustee shall take over the estate of the Trust created herein and manage, control, invest, conserve and protect

FOR IDENTIFICATION:


Samuel S. (Sam) Allred

it in such manner as it shall deem best for the interest of the Trust, without obtaining any order of any court therefor and the Trustee shall collect the rents, issues, income, dividends and profits thereof and pay the reasonable charges, all taxes, assessments, repairs and expenses required to properly care for the Trust.

(b) The following specific powers are included in the grant of authority in paragraph (a) of this Item, but the enumeration of some powers does not limit or impair its plenary nature in any way:

(1) The Trustee shall have the right to sell, mortgage, pledge (for periods that may extend beyond his or her term of office), rent, assign, transfer or otherwise dispose of any property when in the administration of this Trust the same is necessary for the proper administration and conservation of assets.

(2) The Trustee is authorized to accept all payments for whatever purpose made and to execute and deliver all agreements, assignments, bills of sale, contracts, leases, deeds, notes, powers of attorney, receipts and any and all other instruments in writing necessary for the proper administration of this Trust.

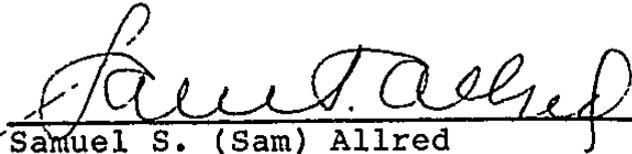
(3) The Trustee shall have the right to allocate receipts between income and corpus, according to the usual rules of Trust accounting.

(4) The Trustee may determine what charges shall be made against income and corpus, in accordance with the usual rules of Trust accounting.

(5) The Trustee shall have authority to acquire, by purchase or otherwise, all kinds of realty and personalty, without diversification as to kind or amount.

(6) The Trustee is authorized to borrow money, if necessary, in the administration of this Trust.

FOR IDENTIFICATION:


 Samuel S. (Sam) Allred

(7) The Trustee may delegate discretionary powers to agents and attorneys and remunerate them and pay their expenses.

(8) The Trustee may, without liability for loss or depreciation resulting therefrom, hold and retain any property which was part of my estate at the time of my death, and may generally deal with the same without liability for loss or depreciation therefrom.

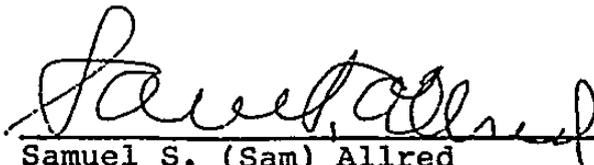
(9) The Trustee shall keep or cause to be kept accurate books and records pertaining to the property belonging to the Trust created herein and which is under his control, and the same shall be available for inspection at all reasonable times by the beneficiary or beneficiaries under the Trust, or his agents or attorneys.

(10) The Trustee shall have the power to exercise all voting, option, subscription, reorganization, consolidation, merger and liquidation rights, and all other rights or privileges of whatsoever kind and nature, incident, appurtenant or pertaining to securities, and may grant proxies, discretionary or otherwise, for the authorization or exercise thereof, and may purchase any new securities issues as a result of, or in connection with, any such acts.

ITEM XIV

Neither the corpus nor the income of the Trust arising under this Will shall be liable for the debts of the beneficiary or beneficiaries thereof, nor shall the same be subject to seizure by any creditor of the beneficiary or beneficiaries under any writ or proceeding at law or in equity, and the beneficiary or beneficiaries shall not have the power to sell, assign, transfer, encumber or, in any manner to anticipate or dispose of his or their interest in such Trust or the income procured thereby.

FOR IDENTIFICATION:


Samuel S. (Sam) Allred

ITEM XV

The Trust established in Item XIII of this Will with respect to William W. Allred, II, shall terminate only at his death, and the remaining corpus of the Trust attributable to him, if any, shall be paid over to his son (my grandson), William W. Allred, III, and his daughter (my granddaughter), Amanda Allred, share and share alike, or to the survivor, after the death of William W. Allred, II.

The Trust established in Item XIII of this Will with respect to Tanya Kaye Allred shall terminate only at her death, and the remaining corpus of the Trust attributable to her, if any, shall be paid over to Greta Renee Allred Hatten, or her survivors, and Liela Carmen Allred Brister, or her survivors, share and share alike, after the death of Tanya Kaye Allred.

IN WITNESS WHEREOF, I have hereunto subscribed and signed my name in the presence of three witnesses who have attested the same in my presence and at my request and in the presence of each other on this 19th day of July, 1989.

Samuel S. Allred
SAMUEL (Sam) S. ALLRED

Signed, published and declared by the Testator, Samuel (Sam) S. Allred, as being his Last Will and Testament, in our presence, who, at his request and in his presence, and in the presence of each other, have hereunto signed and subscribed as witnesses on this 19th day of July, 1989.

WITNESS:

John A. Gray
Manson Snowden
W. E. Gae Jr

ADDRESS:

745 S. Pear Orchard Rd
Ridgeland, MS 39157
2343 Belvedere Dr.
Jackson, MS 39204
118 W. Lovell woods Dr
Jackson, Miss. 39212

FOR IDENTIFICATION: *Samuel S. Allred*
Samuel S. (Sam) Allred
- page 8 of 8 pages -



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day of May, 1999, at 9:45 o'clock A.M., and was duly recorded on the 11th day of May, 1999, Book No. 31, Page 550.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF SAMUEL (SAM) S. ALLRED, DECEASED

NO. 99-337

AFFIDAVIT OF SUBSCRIBING WITNESS
TO LAST WILL AND TESTAMENT

MADISON COUNTY, MISSISSIPPI

FILED

MAY 11 1999

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

By: *Karen Supp, PC*

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 W. E. GORE, JR., who being by me first duly sworn according to law, deposes and says as follows, to-wit:

1. That this affiant is one of three (3) subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Samuel (Sam) S. Allred, deceased, who was personally known to this affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated July 19, 1989.
2. That on the 19th day of July, 1989, the said Samuel (Sam) S. Allred published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of John A. Gray and Mariam Monday, the other subscribing witnesses to said instrument.
3. That the said Samuel (Sam) S. Allred was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

4. This affiant, together with John A. Gray and Mariam Monday, 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 Samuel (Sam) S. Allred., and in the presence of each other.

FURTHER AFFIANT SAITH NAUGHT.

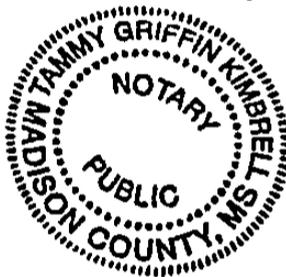
W. E. Gore Jr
W. E. GORE, JR.

SWORN TO AND SUBSCRIBED before me, this 21st day of April, 1999.

Tammy Griffin Kimbrell
NOTARY PUBLIC

My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires: April 8, 2001
BONDED THRU HEIDEN MARCHETTI, INC



JOHN B. DONGIEUX
MS BAR #8452
933 S. COLLEGE Street
Brandon, MS 39042
(601) 825-8696

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day of May, 1999, at 9:45 o'clock A. M., and was duly recorded on the 11th day of May, 1999, Book No. 31, Page 558.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.



#99343

Last Will and Testament

FILED
FEB 12 1999

FILED
THIS DATE
MAY 11 1999
BY *Karen Supp*
STEVE DUNCAN
CHANCERY CLERK
RANKIN COUNTY, MISSISSIPPI

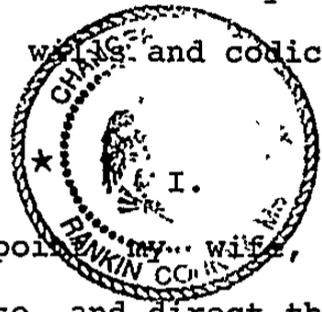
MURPHY ADKINS
Chancery Clerk, Rankin County
Rec. in Bk. 24 Pg. 648

OF

JOHN A. HINDERS

45710

I, JOHN A. HINDERS, being of sound and disposing mind and memory and above the age of twenty-one years, do hereby make, publish and declare this my Last Will and Testament hereby revoking all wills and codicils heretofore made by me.



I name and appoint my wife, JOYCE L. HINDERS, as Executrix of my estate, and direct that she be not required to post bond nor make accounting unto any Court, the statutory requirements of same being expressly waived hereby.

II.

I hereby devise and bequeath all of my property real, personal or mixed and wherever situated unto my wife, JOYCE L. HINDERS.

WITNESS MY SIGNATURE, this the 6th day of December, 1993.

John A. Hinder
JOHN A. HINDERS

WITNESSES:

Archie McLean
Archie Costello



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day of May, 1999, at 12:30 o'clock P. M., and was duly recorded on the 11th day of May, 1999, Book No. 31, Page 560.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Supp* D.C.

FILED
FEB 12 1999

IN THE CHANCERY COURT OF RANKIN COUNTY

MISSISSIPPI

MURPHY ADKINS
Chancery Clerk, Rankin County
Rec. in Bk. 24 Pg. 649

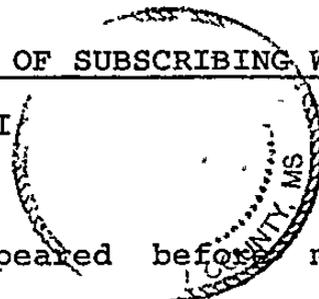
IN THE MATTER OF THE ESTATE OF
JOHN A. HINDERS, DECEASED

#99343

NO. 45710

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI
COUNTY OF RANKIN



| |
|--------------------|
| FILED |
| HIS DATE |
| MAY 11 1999 |
| BY <i>K. Adams</i> |

PERSONALLY appeared before me, the undersigned authority of law in and for the above styled jurisdiction, ANSELM J. McLAURIN and ELSIE COSTELLO, the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of John A. Hinders, deceased, late of Rankin County, Mississippi, who having been first duly sworn, makes oath that the said John A. Hinders signed, published and declared said instrument as his Last Will and Testament on the 6th day of December, 1993, the day of the date of said instrument, in the presence of these affiants, that said Testator was then of sound and disposing mind and memory and above the age of 21 years; and that these affiants, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the said instance and request and in the presence of said Testator and in the presence of each other.

Anselm J. McLaurin
ANSELM J. McLAURIN

Elsie Costello
ELSIE COSTELLO

SWORN TO AND SUBSCRIBED before me, this 12th day
February, 1999.

John C. McLaurin
NOTARY PUBLIC

MY COMMISSION EXPIRES:

September 27, 2000



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day
of May, 1999, at 12:30 o'clock P. M., and was duly recorded
on the 11th day of May, 1999, Book No. 31, Page 561.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* D.C.



FILED

LAST WILL AND TESTAMENT

MAY 20 1999

OF

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

#99-356

MARION M. DAVIS, JR.

By: *Karen Tupp, DC*

I, Marion M. Davis, Jr., an adult resident citizen of Madison County, Mississippi, and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and by so doing I do hereby revoke any and all other wills and codicils thereto which have been heretofore made by me;

W I T N E S S E T H:

ITEM ONE: I do hereby give and devise all of my real property, including but not limited to my home place, consisting of 157 acres, more or less, in Sections 17 and 18, Township 9 North, Range 2 East, Madison County, Mississippi, to my sons, Clinton L. Davis and Tommy Lee Davis, for life, with remainder upon the death of the survivor thereof to the following remaindermen:

One-Eleventh (1/11th) to my daughter, Minnie Davis Brown, if she be living, or, if she be then deceased, to her surviving issue, per stirpes;

One-Eleventh (1/11th) to my daughter, Mammie Davis Ross, if she be living, or, if she be then deceased, to her surviving issue, per stirpes;

One-Eleventh (1/11th) to the surviving issue, per stirpes, of my son, Clinton L. Davis;

One-Eleventh (1/11th) to my daughter, Bennie Davis Brown, if she be living, or, if she be then deceased, to her surviving issue, per stirpes;

One-Eleventh (1/11th) to my son, Lee Edward Davis, if he be living, or, if he be then deceased, to his surviving issue, per stirpes;

One-Eleventh (1/11th) to the surviving issue, per stirpes, of my son, Tommy Lee Davis;

Initials *MD*

One-Eleventh (1/11th) to my son, Cardell Marion Davis, if he be living, or, if he be then deceased, to his surviving issue, per stirpes;

One-Eleventh (1/11th) to my adopted son, James Earl Davis, if he be living, or, if he be then deceased, to his surviving issue, per stirpes;

One-Eleventh (1/11th) to my adopted son, Wilbert Bernard Davis, if he be living, or, if he be then deceased, to his surviving issue, per stirpes;

One-Eleventh (1/11th) to my adopted daughter, Johnnie Ruth Dickerson, if she be living, or, if she be then deceased, to her surviving issue, per stirpes;

One-Twenty Second (1/22nd) to my grandson, Quintus Davis, if he be living, or if he be then deceased, to his surviving issue, per stirpes;

One-Twenty Second (1/22nd) to my grandson, Lee Roy Davis, if he be living, or if he be then deceased, to his surviving issue, per stirpes.

The life tenants and the survivor thereof shall have and enjoy the exclusive use, occupancy and possession of such real property, including the right to lease the same and to receive as their separate property all of the rents and other income derived from such real property. The life tenants and the survivor thereof shall pay all ad valorem taxes, insurance upon my residence, and other proper expenses for the necessary upkeep and maintenance of such residence and real property.

I direct that Clinton L. Davis, for and during his lifetime, shall have the right, with or without the joinder of Tommy Lee Davis and without the joinder of any of the remaindermen, to execute good and valid oil, gas and mineral leases upon such real property and to sell all or any part of the merchantable timber standing and growing thereon. Should Tommy Lee Davis survive

Clinton L. Davis, then, in that event, Tommy Lee Davis shall likewise have the right, without the joinder of any of the remaindermen, to execute good and valid oil, gas and mineral leases upon such real property and to sell all or any part of the merchantable timber standing and growing thereon. The bonus and delay rentals paid upon or in connection with any such oil, gas and mineral lease shall belong to the life tenants in equal shares or solely to the survivor thereof. The royalty payable under any such oil, gas and mineral lease and the proceeds of any timber sale shall be apportioned one-half to the life tenants and one-half to the remaindermen; except that, during their respective lifetimes, the life tenants shall be treated as remaindermen, rather than and in the place of their respective surviving issue.

For and during the term of the life tenancy, I further direct that the life tenants shall offer to allow and permit my son, Cardell Marion Davis, and my adopted daughter, Johnnie Ruth Dickerson, or either of them, to live rent free in my residence for so long as they or either of them shall desire to reside therein. Should both Cardell Marion Davis and Johnnie Ruth Dickerson decline for any reason to reside in my residence, then in such event the life tenants may rent my residence to any third party, preferably some other close relative of mine.

It is my primary intention and desire that the life tenants shall be good stewards of and shall protect and preserve my home place as a single farm or unit throughout the term of their life tenencies. However, should it develop that the rents and other

income from such real property are insufficient to pay such taxes, insurance, and other necessary expenses, then, in that event, I direct that Clinton L. Davis, for and during his lifetime, shall have the right, with or without the joinder of Tommy Lee Davis and without the joinder of any of the remaindermen, to sell or encumber the fee simple title to so much of the real property as may be necessary or required to pay such taxes, insurance, and other necessary expenses. Should Tommy Lee Davis survive Clinton L. Davis, then, in that event, Tommy Lee Davis shall likewise have the right, without the joinder of any of the remaindermen, to sell or encumber the fee simple title to so much of the real property as may be necessary to pay such taxes, insurance and other necessary expenses.

ITEM 2: I do hereby give and bequeath all of the rest, residue and remainder of my estate, including all of my personal property, of every nature and description, unto my son, Clinton L. Davis. I request that Clinton L. Davis will keep and retain all of my furniture and other household goods and furnishings in my residence so that the same may be used and enjoyed by Cardell Marion Davis and/or Johnnie Ruth Dickerson in the event that they or either of them should decide to reside in my residence; otherwise, he may dispose of them in any manner whatsoever.

ITEM 3: I do hereby name, constitute and appoint my son, Clinton L. Davis, to serve as my executor without bond, and to the fullest extent allowed by law I do hereby waive and release my said executor from the requirement of having to make and file any

inventory, accounting or appraisal in connection with the administration of my estate.

Should Clinton L. Davis fail and refuse or be unable for any reason to qualify and serve as my executor, then in that event I do hereby name, constitute and appoint my son, Tommy Lee Davis, to serve as my alternate executor, without bond, and to the fullest extent allowed by law I do hereby waive and release my alternate executor from the requirement of having to make and file any inventory, accounting or appraisal in connection with the administration of my estate.

WITNESS MY SIGNATURE, this the 4 day of April of 1996.

Marion Davis
MARION M. DAVIS, JR.

THIS INSTRUMENT, was on the 4 day of April, 1996, signed published and declared by MARION M. DAVIS, JR., to be his Last Will And Testament in our presence; and on said date we, at his request and in his presence and in the presence of each other, subscribed our names hereto as witnesses to the execution thereof.

J. M. Ritchey
J. M. RITCHEY, WITNESS

Te Helms
TE HELMS, WITNESS

davis.2will
012/032896



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of May, 1999, at 8:30 o'clock A. M., and was duly recorded on the 20th day of May, 1999, Book No. 31, Page 563.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Tupp D.C.

FILED

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI MAY 20 1999

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
MARION M. DAVIS, JR., DECEASED

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

By: *Karen Jupp, DC*

CIVIL ACTION, FILE NO: 9 - 356

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

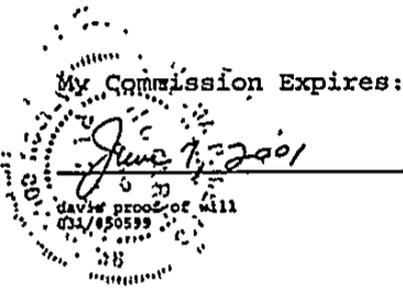
PERSONALLY appeared before me, the undersigned notary public in and for the jurisdiction aforesaid, J. M. Ritchey, one of the two subscribing witnesses to the foregoing and annexed instrument of writing purporting to be the last will and testament of Marion M. Davis, Jr., deceased, late of Madison County, Mississippi, who, having been by me first duly sworn, stated that the said Marion M. Davis, Jr., the testator, signed, published and declared said instrument of writing to be his last will and testament on the 4th day of April, 1996, in the presence of the deponent, J. M. Ritchey, and in the presence of Te Helms, the other subscribing witness to said instrument of writing, that the said testator was then and there of sound and disposing mind and memory and was more than eighteen years of age; that the deponent and Te Helms subscribed and attested said instrument of writing, as witnesses to the testator's signature and publication thereof, at the special instance and request of and in the presence of the testator, on the day and year of the date thereof; and that the deponent is now and was at the time of said attestation a competent witness under the laws of the State of Mississippi.

WITNESS MY SIGNATURE this the 17 day of May, 1999.

J. M. Ritchey
J. M. RITCHEY

SWORN TO and subscribed before me, this the 17th day of May, 1999.

Shelma Helms
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of May, 1999, at 8:30 o'clock A M, and was duly recorded on the 20th day of May, 1999, Book No 31, Page 568.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Tupp D.C.

Last Will and TestamentOF
BESSIE D. CORBAN

| |
|--|
| FILED THIS DATE MAY 24 1999 BY <i>DIANA J. BROWN</i> #99-367 |
|--|

I, Bessie D. Corban, a resident citizen of Jackson, Hinds County, Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, publish and declare this my Last Will and Testament, and by this act I do hereby revoke all wills and codicils to wills heretofore made by me.

I. PAYMENT OF DEBTS

I direct that all of my just debts which may be probated, registered and allowed against my estate first be paid from the properties of my estate. This clause of my will shall not be construed to constitute a trust for the benefit of my creditors.

II. DISPOSITION OF AUTOMOBILE

I bequeath any automobile that I may own at the date of my death unto my sister, Catherine Corban Therkildson.

III. DEVISE AND BEQUEST OF REMAINDER

I devise and bequeath all of the remainder of my estate, whether real, personal, or mixed property, whether held in possession or expectancy, and wheresoever situated, to my sisters, Eugenia Maude Corban Ford and to Catherine Cecelia Corban Therkildson, in equal shares. In the event either of my said sisters should predecease me, then this devise and bequest of property shall lapse as to said decedent and my entire remainder estate is devised and bequeathed to the survivor. In the event that both of said sisters predecease me, then I devise and bequeath

Bessie D. Corban
BESSIE D. CORBAN

all of this remainder interest in the properties of my estate unto my brothers and sisters, Aubrey Corban Goss, Edmond Noel Corban, Imogene Corban Dean, Alfred Durahn Corban, Mary Beam Corban Hossley, and William Cunningham Corban, if living and the share devised and bequeathed to any of said brothers and sisters who are not living shall lapse as to them and be divided in equal shares among the survivors.

III. APPOINTMENT OF EXECUTOR

I name, nominate, constitute and appoint my brother, William Cunningham Corban, to serve as Executor of this my Last Will and Testament and direct that no bond be required of him for service in this capacity and that no appraisal of the properties of my estate be required.

IN WITNESS WHEREOF, I have affixed my signature to this my Last Will and Testament in the presence of _____

James P. Knight, Jr. and Lynn Deason,
whom I have requested to act as subscribing witnesses hereto on this 16th day of September, 1982.

Bessie D. Corban
BESSIE D. CORBAN

WITNESSES:

ADDRESSES:

James P. Knight, Jr.
Lynn Deason

1709 Springridge Drive
Jackson, Mississippi
329 Ridgeland Avenue
Ridgeland, Mississippi

We, each of the subscribing witnesses to the foregoing Last Will and Testament of Bessie D. Corban, do hereby certify

that the said Bessie D. Corban declared this instrument to be her Last Will and Testament, that she affixed her signature thereto in our presence, that each of us affixed his signature thereto in her presence and in the presence of each other, and that on this occasion the said Bessie D. Corban was of sound and disposing mind and memory.

Witness our signatures this 16th day of September, 1982.

James P. Knight, Jr.

Lynn Deason

Bessie D. Corban
BESSIE D. CORBAN

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 24th day of May, 1999, at 9:45 o'clock A.M., and was duly recorded on the MAY 24 1999, Book No. 31, Page 570

STEVE DUNCAN, CHANCERY CLERK

BY. Steve KOO D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
DATE
MAY 24 1999
BY: [Signature]

ESTATE OF BESSIE D. CORBAN,
DECEASED

CAUSE NO. 99-367

OATH OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

I do swear that on September 16, 1982, BESSIE D. CORBAN did sign in the presence of Lynn Deason and myself her Last Will and Testament, that at her specific request Lynn Deason and I signed said Last Will and Testament in her presence and in the presence of each other, that on said occasion BESSIE D. CORBAN was of sound and disposing mind and memory and that at this time she was not under duress or undue influence.

[Signature]
JAMES P. KNIGHT, JR.

SWORN TO AND SUBSCRIBED before me, this the 14th day of May, 1999.

[Signature]
NOTARY PUBLIC

My Commission Expires:
My Commission Expires: November 6, 2001
BONDED THRU HEIDEN-MARCHETTI, INC.

James P. Knight, Jr., Esquire
State Bar No. 4217
COPELAND, COOK, TAYLOR & BUSH, P.A.
Post Office Box 6020
Ridgeland, Mississippi 39158-6020
(601) 856-7200

Attorney for Petitioner
L:\VTK\CORBAN\Oath of Subscribing Witness.wpd



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 24th day of May, 19 99, at 9:45 o'clock A M., and was duly recorded on the MAY 24 1999, Book No. 31, Page 573.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.



ARTICLE IV.

I give and bequeath unto my husband, if he 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 husband, if he 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 husband, if he 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 husband does not survive me, I give and bequeath the tangible personal property described above in this article and owned by me at the time of my death unto my children as follows:

(a) All feminine items, such as wearing apparel, jewelry, cosmetics, and other feminine property shall be delivered in equal shares to my two daughters, Rita Parks Hederman and Gaye Parks Flynt; (b) All remaining items of tangible personal property, not designated by me under a separate writing to pass to a particular child, shall be delivered in the following proportionate interests: Unto Rita Parks Hederman, 45%, unto Gaye Parks Flynt, 45%, and unto Irving DeForest Parks, Jr., 10%. In the event that any of my said three children are not living at the time of my death, I direct that the above designated portion of my estate that would have gone to such predeceased child, shall be distributed to his or her children living at that time, share and share alike.

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.

S/ _____

distributed to his or her descendants, per stirpes. In the event that any child has died prior to the death of the last to die of my husband and me, and has not left descendants surviving, then his or her share of my estate shall be distributed prorata (not equally) to my other children (and their descendants if one of them has died). In the event that any portion of my residuary estate is to be distributed to the descendants of a deceased child of mine, then such portion or portions shall be distributed, per stirpes, to such descendants, subject to Article VIII below.

ARTICLE VIII.

A. Should any descendant of mine, having become entitled to any of my property under the last preceding Article of this Will, be under the age of twenty-one (21) years, or be under any other legal disability, I direct that his or her share be given to my Trustee, hereinafter named, IN TRUST NEVERTHELESS, to be held in a separate trust until such descendant attains the age of twenty-one (21) years or until such descendant is removed from legal disability, at which time his or her property shall be delivered to him or her free of trust. During the term of any trust created hereunder the Trustee shall pay, apply or accumulate the income from each such separate trust estate to or for the use of the beneficiary thereof in such amounts and in such manner as the Trustee may determine in the Trustee's uncontrolled discretion taking into account the needs of the beneficiary for support, education, medical care, maintenance, and welfare. Said Trustee may also pay or apply such part or all of the principal in like manner if the income is not sufficient for the needs of the beneficiary for support, education, medical care, maintenance, and welfare. If such beneficiary dies before reaching the age of 21 years or the removal of such legal disability, 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.

B. The trust or 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.

C. 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.

ARTICLE IX.

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

ARTICLE X.

I hereby nominate, constitute and appoint my husband, Irving D. Parks, Sr. as Executor of this my Last Will and Testament. In the event that he is unable or unwilling to serve, either before or after entering upon his duties as Executor, I

5 _____

hereby nominate, constitute and appoint my daughters, Rita Parks Hederman and Gaye Parks Flynt, as alternate Executrices of this my Last Will and Testament. In the event that either of my said daughters is or becomes unable or unwilling to serve as Executrix either before or after entering upon such duties, my other daughter shall serve as sole Executrix of this will and of my estate. I hereby appoint Rita Parks Hederman and Gaye Parks Flynt as Trustees of any and all Trusts as created under this will. Should either be unable or unwilling to serve as Trustee either before or after entering upon such duties, I hereby appoint the other daughter as sole Trustee of any and all Trusts as created under this will. I hereby relieve my said Executors, and my 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.

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. In addition to said powers, my Executors are hereby authorized to sell any real property or interest in real property owned by me at the time of my death to such persons or entities upon such terms and conditions as my Executors may deem to be appropriate in their sole discretion. Such Executors are authorized to sell real property or interests in real property without any court order and without notice to any beneficiary of this estate and without any requirement that any beneficiary of this estate or any Trust hereunder be notified or required to join in any such conveyance.

In addition to the powers afforded to my said personal representative by the Uniform Trustees' Powers Act and as provided above, 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 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 Executors. The term "Trustee" as used herein shall be deemed to refer to any Trustee.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 7 pages on the 15 day of July, 1988.

3
MARIBEE W. PARKS

WITNESSES:

3/ Jay A. Davis III
3/ Carol Z. King

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by MARIBEE W. PARKS as her Last Will and

Testament, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 15th day of July, 1988.

s/ Jay A. Travis III
s/ Carol J. King

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, Jay A. Travis III and Carol S. King, on oath state that we are the subscribing witnesses to the attached written instrument dated the 15th day of July, 1988, which has been represented to us to be the Last Will and Testament of MARIBEE W. PARKS, who indicated to us that she is a resident of and has a fixed place of residence in the City of Houston, County of Chickasaw, State of Mississippi. On the execution date of the instrument, the Testatrix, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix 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 Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

DATED this 15th day of July, 1988.

s/ Jay A. Travis III
s/ Carol S. King

Subscribed and sworn to before me on this the 15th day of July, 1988.

s/ Lasondra Robertson
NOTARY PUBLIC

My Commission Expires:
10-7-90

Page 9.

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 24th day of May, 1999, at 9:45 o'clock A. M., and was duly recorded on the MAY 24 1999, Book No. 31, Page 574.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey H. O'Q D.C.



FILED
THIS DATE
MAY 24 1999
BY Stanley H. King, Jr.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for said county and state, JAY A. TRAVIS, III, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of MARIBEE WALKER PARKS, of the County of MADISON, State of Mississippi, who having been by me first duly sworn, makes oath that the said MARIBEE WALKER PARKS signed, published and declared said instrument as her Last Will and Testament on July 15, 1988, in the presence of JAY A. TRAVIS, III, and CAROL S. KING, the subscribing witnesses, that said Testatrix was above the age of eighteen (18) years, and in his opinion was then of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint, and the affiant makes oath that JAY A. TRAVIS, III and CAROL S. KING, the said witnesses, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testatrix, and in the presence of each other; that the conformed copy of the document attached hereto as Exhibit "A" is an identical copy of the original Last Will and Testament which MARIBEE WALKER PARKS executed on July 15, 1988, and that he supervised the drafting of said Last Will and Testament.

Jay A. Travis, III
JAY A. TRAVIS, III
2465 Sand Ridge Drive
Jackson, MS 39211

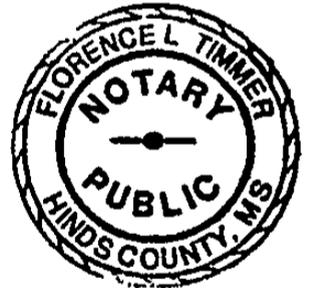
Sworn to and subscribed before me this, the 12th day of April, 1999.

Florence L. Timmer
NOTARY PUBLIC

My Commission Expires:

My Commission Expires
August 17, 2000

(Affix Official Seal)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 24th day of May, 1999, at 9:45 o'clock A M., and was duly recorded on the MAY 24 1999, Book No. 31, Page 583.



STEVE DUNCAN, CHANCERY CLERK

BY: Stanley H. King, Jr. D.C.

Last Will and Testament MADISON COUNTY, MS

FILED

MAY 28 1999

AT 8:00 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

OF
BETTY LOU E. STOKES

By: [Signature]

I, BETTY LOU E. STOKES, a resident of and domiciled in Madison County, State of Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, and in all respects competent and qualified, do hereby make, publish and declare this to be my true Last Will and Testament, hereby revoking all previous wills and codicils heretofore made by me

ARTICLE ONE

Family Members

At the time of the execution of this Will, I am unmarried. I have four (4) children, all of whom are adults, namely: SUSAN STOKES TARR, WILLIAM N. STOKES, JR., JUDY DIANNE STOKES LEE, and JENNIFER L. STOKES. All references in this Will to "my children" or "said children" shall be deemed to refer to my above named children.

ARTICLE TWO

Payment of Debts

I hereby direct my Executrices to pay all expenses of my last illness and funeral expenses, and to pay all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done, provided, however, that my Executrices are authorized to pay any debt which I may owe at the time of my death not exceeding Five hundred Dollars (\$500) without the necessity of such debt being probated, registered or allowed against my estate so long as my said Executrices determine that such debt is a valid debt of my estate. I specifically direct my Executrices to pay any debt which I may owe at the time of my death, payment of which is secured under the terms of a Deed of Trust covering my residence property located at 549 Springhill Drive, Madison, Mississippi 39110. It is my intention that such real property and improvements thereon

[Signature]
B. L. E. S.

shall pass to the beneficiary of such property free and clear of all debts, liens, claims and encumbrances except for the lien of any ad valorem or real property taxes attributable to the year in which my death occurs which are not yet due and payable. It is my further intention that nothing in this Article of my Will shall be construed as creating an express trust or fund for the payment of my debts and expenses which would in any way extend the statute of limitations for the payment of debts, or enlarge upon my legal obligation or any statutory duty of my Executors to pay debts.

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ARTICLE THREE

Payment of Taxes

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

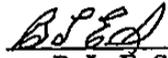
ARTICLE FOUR

Specific Bequests of Tangible Personal Property

I will, give and bequeath unto my daughter, **SUSAN STOKES TARR**, if she survives me, the following described tangible personal property:

- (a) All of my personal belongings and effects, including clothing and books (but expressly excluding my vehicle, which is specifically bequeathed below);
- (b) All of my household furniture, furnishings and effects which are in, or are used in connection with, my homestead property.

I also will, give and bequeath unto my said daughter, **SUSAN STOKES TARR**, if she survives me, any and all policies of insurance and rights thereunder pertaining to or insuring the tangible personal property bequeathed under this Article. If my said daughter, **SUSAN STOKES TARR**, shall not survive me, then, in that event, I will, give and bequeath the property hereinabove described in this Article of my Will to the children of **SUSAN STOKES TARR** in equal shares, per stirpes.


B. L. E. S.

ARTICLE FIVE

Specific Devise of Homestead

I will, give and devise unto my daughter, SUSAN STOKES TARR, if she survives me, the property and improvements upon which my homestead is located at the time of my death, including in this devise any land adjacent to said homestead and used as a part thereof. At the present time my homestead property is located at 549 Springhill Drive, Madison Mississippi 39110. I also will, give and bequeath unto my said daughter, SUSAN STOKES TARR, if she survives me, all insurance policies and rights thereunder which I may have under any policy of insurance insuring or pertaining to my homestead. If my said daughter, SUSAN STOKES TARR, shall not survive me, then, in that event, I will, give, devise and bequeath the property hereinabove described in this Article of my Will to the children of SUSAN STOKES TARR, in equal shares, per stirpes.

ARTICLE SIX

Specific Bequest of Cash

I will, give and bequeath unto my daughter, JENNIFER L. STOKES, if she survives me, the sum of Twelve Thousand Dollars (\$12,000) to be paid to her in cash as soon as practical after my death. If my said daughter, JENNIFER L. STOKES, shall not survive me, then, in that event, the bequest provided for her in this Article of my Will shall lapse and the property that would have otherwise been distributed to my said daughter under this Article shall instead be added to and become a part of my residuary estate to be distributed as hereinafter provided.

ARTICLE SEVEN

Specific Bequest in Trust

I will, devise and bequeath unto my Trustees, In Trust, Nevertheless, property having a value of Fifty thousand Dollars (\$50,000) to be held, maintained, administered, invested, reinvested and distributed for the uses and purposes and upon the terms and conditions hereinafter set forth.

- A. The name of this Trust shall be the "Jennifer L. Stokes Trust."
- B. In funding this Trust my Executrices may use cash or other property or partly cash and partly other property and my Executrices shall distribute such property from my estate to the Trustees to be held in accordance with the terms herein set forth.

- C. This Trust shall be for the primary benefit of my daughter, JENNIFER L. STOKES, during her life. So long as my daughter, JENNIFER L. STOKES, is living, my Trustees may pay such part of the net income and principal of the Trust to or for the benefit of my said daughter as my Trustees, in their absolute discretion, shall deem to be proper for her benefit, comfort, happiness and best interest. My Trustees shall have the authority, in their absolute discretion, to entirely exhaust the Trust in so providing for my said daughter, JENNIFER L. STOKES, but my Trustees shall have no obligation to make distributions of income or principal. Any income of the Trust that is not distributed in accordance with the preceding sentences shall be accumulated and added to the principal of the Trust.
- D. Upon the death of my said daughter, JENNIFER L. STOKES, my Trustees shall pay or reserve from the Trust estate any taxes and expense attributable to the property and income of the Trust and my Trustees shall distribute the balance then remaining in the Trust in equal shares to my grandchildren, per stirpes, thereby terminating the Trust. Provided, however, that if at the time of the distribution by my Trustees to a grandchild of mine such grandchild is a beneficiary of a Trust created under this, my Last Will and Testament, for the benefit of such grandchild, such distribution shall not be made directly to such grandchild of mine, but the distribution shall be added to and become a part of the Trust created for the benefit of such grandchild of mine under this Will to be administered and distributed as hereinafter provided for such grandchild of mine.
- E. If my said daughter, JENNIFER L. STOKES, shall not survive me then, in that event, the bequest in Trust for her benefit provided for under this Article of my Will shall lapse and the property that would have otherwise been distributed to my Trustees to be held in Trust for her shall instead be added to and become a part of my residuary estate to be distributed as hereinafter provided.

ARTICLE EIGHT

Disposition of Residuary Estate

I will, give, devise and bequeath all of the rest, residue and remainder of my property and estate, real, personal and mixed, of whatsoever kind or character and wheresoever situated, including any and all lapsed bequests and devises (my "residuary estate") as follows:

A My Executrices shall divide my residuary estate into two equal shares (that is, each such share shall be comprised of property having a value equal to the value of the other share) as my residuary estate is finally determined.

B My Executrices shall distribute one such equal share of my residuary estate to my Trustees, In Trust, Nevertheless, to be held, maintained, administered, invested, reinvested and distributed for the uses and purposes and upon the terms and conditions hereinafter set forth

1 The Trustees shall divide the Trust estate into separate but equal shares, one of which shall be separated and established for each grandchild of mine who shall survive me and one of which shall be separated and established for the descendants of each grandchild of mine who predeceases me leaving surviving descendants, and each such share shall be a separate and distinct Trust

2 Each separate Trust so created shall be named the "Betty E. Stokes Family Trust" and each shall be numbered consecutively to designate each separate Trust.

3. The Trust set apart for the descendants of a grandchild of mine shall be fully vested and shall be distributed to such descendants, per stirpes, thereby terminating the Trust share, subject, however, to the provisions of Article Nine of this, my Last Will and Testament.

4 Each Trust share so set apart for a grandchild of mine who shall have attained thirty-five (35) years of age shall be distributed to such grandchild thereby terminating the Trust share created for such grandchild of mine.

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5. One-half of the principal of each Trust share so set apart for a grandchild of mine who shall have attained age thirty (30), but who shall not have attained age thirty-five (35), shall be distributed to such grandchild of mine, discharged of Trust, and the balance of the Trust estate shall remain in Trust until such child reaches age thirty-five (35) to be administered as hereinafter provided

6. Each Trust share so set apart for a grandchild of mine who shall not have attained age thirty (30) shall be held by my Trustees, In Trust, Nevertheless, to invest and reinvest the same, and to pay so much of the net income to or for the benefit of such grandchild of mine as my Trustees, in their discretion, shall determine is necessary or desirable for the grandchild's health, maintenance and education (including college, graduate, technical and professional education) until such grandchild of mine attains twenty-one (21) years of age, at which time my Trustees shall begin to distribute and pay the net income of the Trust to or for the benefit of such grandchild of mine at least as often as semiannually. Any Trust income that is not distributed prior to such grandchild's attaining twenty-one (21) years of age shall be accumulated and added to the principal of the Trust share. In addition to said distributions of income, my Trustees may, at any time, or from time to time, pay to or for the benefit of such grandchild so much of the principal, whether the whole or a lesser amount, as my Trustees, in their discretion, determine is necessary or desirable for my grandchild's health, support, maintenance and education (including college, graduate, technical and professional education). In exercising this discretionary power, my Trustees may, but need not, consider any other resources available to my grandchild that are known to my Trustees. I direct my Trustees to distribute to any grandchild of mine for who a Trust is created hereunder one-half of the principal of such Trust upon the attainment of age thirty (30) by such grandchild and the balance thereof upon

B. J. E. O.
F. T. S.

the attainment of age thirty-five (35) by such grandchild thereby terminating the Trust created for such grandchild of mine.

7. In the event that a grandchild of mine for whom a Trust is created hereunder shall die prior to attaining thirty-five (35) years of age, such grandchild's Trust estate, including principal and all accrued but undistributed income shall be distributed to the descendants of such deceased grandchild of mine, per stirpes, and in default thereof, in equal shares to my grandchildren, per stirpes. Provided, however, that any property that would pass to a grandchild of mine who is then a beneficiary of a Trust in existence under this Article of my Will shall not pass outright to such grandchild of mine, but instead shall be added to the principal of such Trust created for such grandchild's benefit to be administered in accordance with the terms and provisions hereof.

8. In the event that a grandchild of mine for whom a Trust is created hereunder shall die prior to attaining thirty-five (35) years of age leaving no descendant and I shall have no grandchild or descendant thereof then surviving, then the Trust created for such grandchild of mine shall be distributed to my children in equal shares, per stirpes, and in default thereof, such property shall be distributed as if such grandchild had died intestate owning the Trust property outright residing in Madison County, Mississippi, under the laws of descent and distribution or intestate succession in effect at the time of such grandchild's death.

C. My Executrices shall divide the other such equal share of my residuary estate into equal shares for each of my children such that a separate, equal share of said equal share of said one-half (1/2) of my residuary estate is set apart for each of my children. These equal shares, so set apart, shall be distributed from my residuary estate as follows

1. The equal share set apart for my son, WILLIAM N. STOKES, JR., shall be distributed to him outright. If my said son shall predecease me, such share

B. L. S.
B. L. S.

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shall be distributed to his children, per stirpes. Provided, however, that any property that is distributable to a grandchild of mine for whose benefit a Trust is in existence under this Article of my Will shall not be distributed outright to such grandchild of mine, but, instead, shall be added to such Trust to be administered and distributed as hereinabove provided.

2. The equal share set apart for my daughter, **SUSAN STOKES TARR**, shall be distributed to her outright. If my said daughter shall predecease me, such share shall be distributed to her children, per stirpes. Provided, however, that any property that is distributable to a grandchild of mine for whose benefit a Trust is in existence under this Article of my Will shall not be distributed outright to such grandchild of mine, but, instead, shall be added to such Trust to be administered and distributed as hereinabove provided.
3. The equal share set apart for my daughter, **JENNIFER L. STOKES**, shall not be distributed outright to her but shall, instead, be distributed the Trustees of the Jennifer L. Stokes Trust as hereinabove provided in Article Seven of this, my Will, and such property shall be held, maintained, invested, reinvested and distributed as part of, and in accordance with, the terms and provisions of said Trust as hereinabove provided in this, my Last Will and Testament.
4. The equal share set apart for my daughter, **JUDY DIANNE STOKES LEE**, shall be distributed to her outright. If my said daughter shall predecease me, such share shall be distributed to her children, per stirpes. Provided, however, that any property that is distributable to a grandchild of mine for whose benefit a trust is in existence under this Article of my Will shall not be distributed outright to such grandchild of mine, but, instead, shall be added to such trust to be administered and distributed as hereinabove provided.

B. L. E. S.
B. L. E. S.

ARTICLE NINE

Property Vested In Minor Beneficiary

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

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ARTICLE TEN

Trust Provisions

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

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

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or liable to be taken at law or in equity for or on account of any debt, obligation or contract of the beneficiary hereunder

- B Any trust created under this, my Last Will and Testament, shall be a private trust, and the Trustees shall not be required to obtain the order or approval of any Court for the exercise of any power or discretion herein given. The Trustees shall not be required to return to any Court any periodic formal accounting of their administration of any trust, but said Trustees shall render annual accounts to each beneficiary of each trust
- C No person paying money or delivering property to the Trustees shall be required to see to its application. No bond or other security shall be required of my Trustees. The Trustees of any trust created hereunder are authorized to receive and retain for their services in administering each trust reasonable compensation in accordance with that which is customarily and generally charged for performing trust services of the nature involved in such trust
- D. Notwithstanding any other provision of this Will to the contrary, I direct that any trust created hereunder shall terminate within twenty-one (21) years after the death of the survivor of my children and other descendants in being at the time of my death. I further direct that in the event such termination is required, the principal of any trust then in effect shall be paid over to the primary income beneficiary of such trust, or if there is more than one, then in equal shares to the income beneficiaries, thereby terminating such trust

ARTICLE ELEVEN

Powers of Executrices and Trustees

I hereby authorize and empower my Executrices, with respect to my estate, and my Trustees, with respect to any trust created hereunder, and any successor or successors thereof, in their sole and absolute discretion, to do the following.

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

B. L. E. S.
B. L. E. S.

have all of the powers, rights and discretions granted by said "Uniform Trustees' Powers Law", the same as if it were still in effect.

- 2 To purchase or otherwise acquire and to retain, whether originally a part of the estate or subsequently acquired, any and all stocks, bonds, notes or other securities, or shares or interests in investment trusts and common trust funds, or in any other property, real, personal or mixed, as they may deem advisable, whether or not such investments or property be of the character permissible by fiduciaries, without being liable to any person for such retention or investment.
3. To pay all necessary expenses of administering the estate and any trust including taxes, trustees' fees, fees for the services of accountants, agents and attorneys, and to reimburse said parties for expenses incurred on behalf of the estate or any trust hereunder.
- 4 To determine what is principal and what is income with respect to all receipts and disbursements, to establish and maintain reserves for depreciation, depletion, obsolescence, taxes, insurance premiums, and any other purpose deemed necessary and proper by them and to partition and to distribute property of the estate or trust in kind or in undivided interests, and to determine the value of such property. The Trustees are hereby authorized and empowered to hold and invest the assets of any trust created hereunder jointly and in undivided shares or interests.
- 5 To perform such acts, to participate in such proceedings and to exercise such other rights and privileges in respect to any property, as if they were the absolute owner thereof, and in connection therewith to enter into and execute any and all agreements binding my estate and any trust created hereunder.
- 6 To borrow money from such source or sources and upon such terms and conditions as my Executrices or Trustees shall determine, and to give such security therefor as my Executrices or Trustees may determine
7. To participate in any plan of reorganization, consolidation, dissolution, redemption, or similar proceedings involving assets comprising my estate or any trust created hereunder, and to deposit or withdraw securities under any such proceedings
- 8 To compromise, settle or adjust any claim or demand by or against my estate, or any trust, to litigate any such claims, including, without limitation, any claims relating to estate or income taxes, and to agree to any rescission or modification of any contract or agreement
9. To sell, exchange, assign, transfer and convey any security or property, real or personal, held in my estate, or in any trust, at public or private sale, at such time and price and upon such terms and conditions (including credit) as my Executrices or Trustees may deem advisable and for the best interest of my estate, or any trust. I hereby waive any requirement of issuing summons, giving notice of any hearing, conducting or holding any such hearing, filing bond or other security, or in any way obtaining court authority or approval for any such sale, exchange, assignment, transfer or conveyance of any real or personal property
- 10 To lease any real or personal property for such term and upon such terms and conditions and rentals and in such manner as may be deemed advisable (with or without privilege of purchase), and any lease so made shall be valid and binding for the full term thereof even though the same shall extend beyond the duration of the administration of my estate, or any trust created hereunder, all without the approval or authority of any court, and to insure against fire or other risks, to make repairs,

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replacements and improvements, structural or otherwise, to any real property, to improve any real property and to pay the cost out of principal.

11. Unless otherwise specifically provided, to make distributions (including the satisfaction of any pecuniary bequest) in cash or in specific property, real or personal, or in an undivided interest therein, or partly in cash and partly in other property, and to do so with or without regard to the income tax basis of specific property allocated to any beneficiary and without making pro rata distributions of specific assets
12. To settle, adjust, dissolve, windup or continue any partnership in which I may own a partnership interest at the time of my death, subject, however, to the terms of any partnership agreement to which I am a party at the time of my death I authorize my Executrices and Trustees to continue in any partnership for such periods and upon such terms as they shall determine Neither my Executrices nor my Trustees shall be disqualified by reason of being a partner in such firm from participating on behalf of my estate in any dealings herein authorized to be carried on between my Executrices or Trustees and the partners of any such partnership
13. To make any elections and to take any actions necessary in connection therewith which are available under the Internal Revenue Code of 1986, as amended, including, but not limited to, Section 2032, Section 2032A, and Section 6166
14. To disclaim any property which my estate or any trust created hereunder may otherwise be entitled to receive and to take any and all necessary or proper actions to make and fully effectuate a qualified disclaimer or disclaimers under Internal Revenue Code Section 2518, or any similar provision which may be subsequently enacted, and under any disclaimer statute or law which may at any time be in effect under Mississippi law.

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

ARTICLE TWELVE

Appointment of Executrices

I hereby appoint my daughter, SUSAN STOKES TARR, and my daughter, JUDY D. STOKES LEE, to be Co-Executrices of this, my Last Will and Testament, and my estate In the event that one of my Co-Executrices shall predecease me, or, for any reason, shall fail to qualify or cease to act as my Co-Executrix, then I hereby appoint my other Co-Executrix, hereinabove named, to serve as sole successor Executrix of this, my Last Will and Testament, and my estate. Any reference herein to my "Executrix" or "Executrices" shall refer to and include my Co-Executrices and my sole successor Executrix hereinabove named if it becomes necessary for such sole successor Executrix to serve, and I confer upon said successor Executrix all of the rights, powers, duties, discretions and obligations conferred upon my original Co-Executrices hereinabove named. My Co-


B. L. E. S.

Executrices and my successor Executrix, hereinabove named, shall serve without any bond or other security, and, to the extent permitted by law, I hereby waive the necessity of preparing or filing any inventory, accounting or formal appraisalment of my estate

ARTICLE THIRTEEN

Appointment of Trustees

I hereby appoint my daughter, **SUSAN STOKES TARR**, and my daughter, **JUDY D. STOKES LEE**, to be Co-Trustees of each Trust created under this, my Last Will and Testament. If either of my Co-Trustees shall be unable or unwilling to accept appointment as Co-Trustee, or for any reason shall discontinue her service as Co-Trustee, or shall resign as Co-Trustee, then I hereby appoint my son-in-law, **JOHN A. TARR, III**, to serve as successor Trustee of each Trust created under this, my Last Will and Testament. If two of my three Trustees hereinabove named (including my successor Trustee) shall be unable or unwilling to accept appointment as Trustee or for any reason shall discontinue their service as Trustee or shall resign as Trustee then the remaining Trustee hereinabove named shall serve as sole successor Trustee. If all of my hereinabove named Trustees shall be unable or unwilling to accept appointment as Trustees or shall discontinue their service as Trustees or resign as Trustees then a successor Trustee may be appointed, upon the petition of any beneficiary or other interested party, by the Chancery Court of Madison County, Mississippi. All beneficiaries and other interested parties shall be made parties to any proceeding for the appointment of a successor Trustee.

ARTICLE FOURTEEN

Construction

Throughout this Will, the masculine gender shall be deemed to include the feminine as well as the neuter, and vice versa, as to each of them; the singular shall be deemed to include the plural, and vice versa. The terms "grandchild" and "grandchildren" when used herein to describe the child or children of a child of mine, i.e., my grandchildren, shall mean and refer to each natural and legally adopted child of my child. Provided, however, that with respect to an adopted child, such child is legally adopted before such child attains twelve (12) years of age. The headings used herein are for


B. L. E. S.

BOOK 0031 PAGE 596

convenience only and shall not be construed or interpreted as limiting the scope of the Article to which the heading pertains

IN WITNESS WHEREOF, I have hereunto affixed my signature in the presence of Jamie G. Houston, III, and Betty Carwyle, whom I have requested to act as subscribing witnesses hereto on this, the 2nd day of April, 1999.

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Betty Lou E. Stokes
BETTY LOU E. STOKES

WITNESS:

Jamie G. Houston III
Jamie G. Houston, III

Betty Carwyle
Betty Carwyle

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

WITNESS OUR SIGNATURES on this, the 2nd day of April, 1999.

WITNESS:

ADDRESS:

Jamie G. Houston III
Jamie G. Houston, III

400 East Capitol, Suite 300
Jackson, Mississippi 39201

Betty Carwyle
Betty Carwyle

400 East Capitol, Suite 300
Jackson, Mississippi 39201

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STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23rd day of May, 1999, at 8:00 o'clock A.M., and was duly recorded on the MAY 28 1999, Book No. 31, Page 584.

STEVE DUNCAN, CHANCERY CLERK

BY: Steve Duncan D.C

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, **Jamie G. Houston, III**, and **Betty Carwyle**, credible and competent subscribing witnesses to the foregoing instrument of writing dated the 2nd day of April, 1999, purporting to be the Last Will and Testament of **BETTY LOU E. STOKES**, each of whom having been first duly sworn, state on oath that the said **BETTY LOU E. STOKES**, signed, made, published and declared said instrument as her Last Will and Testament on the 2nd day of April, 1999, the date of said instrument, in the presence of these affiants; that the Testatrix was then of sound and disposing mind and memory, and above the age of twenty-one (21) years; that the Testatrix was acting voluntarily without undue influence, fraud or restraint, that the affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of **BETTY LOU E. STOKES**, and in the presence of **BETTY LOU E. STOKES**, and in the presence of each other; that the Testatrix at the time of the attestation was mentally capable of recognizing, and actually conscious of said act and attestation; that the subscribing witnesses were, at the time of said attestation, competent witnesses under the laws of the State of Mississippi, that at the time of said attestation the Testatrix, **BETTY LOU E. STOKES**, indicated to the affiants that she was a resident of and had a fixed place of residence in Madison County, State of Mississippi, and that this Proof of Will is attached to the original of that certain foregoing written instrument signed, made, published and declared by the said Testatrix, **BETTY LOU E. STOKES**, as her Last Will and Testament on this, the 2nd day of April, 1999.

BOK0031 PAGE 598

Jamie G. Houston III

Jamie G. Houston, III

Betty Carwyle

Betty Carwyle

SWORN TO AND SUBSCRIBED before me on this, the 2nd day of April, 1999.

Marian K. Enock

Notary Public

My Commission Expires
My Commission Expires October 31, 2002

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STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 28th day of May, 1999, at 8:00 o'clock A.M., and was duly recorded on the MAY 28 1999, Book No 31, Page 598.

STEVE DUNCAN, CHANCERY CLERK

BY: *Steve Duncan*