

**FILED**

MAY 28 1999

STATE OF MISSISSIPPI  
COUNTY OF MADISON

BOOK 0031 PAGE 599

#99-386

AT 2:30 O'CLOCK P.M.  
STEVE DUNCAN, CHANCERY CLERK

LAST WILL AND TESTAMENT OF W. S. CAIN

By: *John Supp, Jr.*

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

ITEM ONE: If living at the time of my death, I give, devise and bequeath unto CLARENA H. CAIN, the sum of TWO THOUSAND DOLLARS (\$2,000.00), and if not living, this devise shall lapse and become a part of the residuary herein provided.

If living at the time of my death, I give, devise and bequeath unto TE HELMS, my present secretary, the sum of TWO THOUSAND DOLLARS (\$2,000.00), and if not living, this devise shall lapse and become a part of the residuary herein provided.

ITEM TWO: All the rest and residue of my estate I give, devise and bequeath unto my brother, JAMES M. CAIN, if living, and if he is not living, then I give, devise and bequeath all the rest and residue to SANDRA D. CAIN, the wife of my brother, JAMES M. CAIN.

ITEM THREE: In the event that any person or persons contest any part or all of this will or contest any provision or provisions of this will, I then direct that the contestant or contestants take or receive nothing through this will nor shall they take nor receive anything from my estate.

ITEM FOUR: I hereby designate and appoint JAMES M. CAIN, as executor of this my Last Will and Testament, to serve without the necessity of bond, inventory, appraisal or accounting to any Court. Should the said JAMES M. CAIN fail or refuse for any reason to act as Executor of this Last Will and Testament, I then designate and appoint SANDRA D. CAIN to serve as Executrix, without the necessity of bond, inventory appraisal or accounting to any Court.

SIGNED, PUBLISHED AND DECLARED by me as my Last Will and Testament on this the 10<sup>th</sup> day of January, 1999, 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.

W. S. Cain  
W. S. CAIN

THIS INSTRUMENT, consisting of two (2) pages, was on this date shown above signed, published and declared by W. S. CAIN to be his Last Will and Testament, in our presence, and we, at his request, have subscribed our names hereto, as witnesses, in his presence and in the presence of each other.

WITNESSES:

Robert H. Chandler

Raymond J. Hunter

cain lwt  
017/121096



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 28<sup>th</sup> day of May, 1999, at 2:30 o'clock P. M. and was duly recorded on the 3<sup>rd</sup> day of June, 1999, Book No 31, Page 599.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey H. [Signature] D.C.

**FILED**

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

MAY 28 1999

IN THE MATTER OF THE  
LAST WILL AND TESTAMENT OF  
W. S. CAIN, DECEASED

AT 2:30 O'CLOCK P.M.  
STEVE DUNCAN, CHANCERY CLERK

By: Karen J. Furr, DC

CIVIL ACTION, FILE NO: 99-386

PROOF OF WILL

STATE OF MISSISSIPPI  
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned notary public in and for the jurisdiction aforesaid, Raymond J. Anton and Robert H. Chandler, the two subscribing witnesses to the foregoing and annexed instrument of writing purporting to be the last will and testament of W. S. Cain, deceased, late of Madison County, Mississippi, who, having been by me first duly sworn, each stated that the said W. S. Cain, the testator, signed, published and declared said instrument of writing to be his last will and testament on the 10th day of January, 1997, in their presence and in the presence of each other; 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 undersigned each subscribed and attested said instrument of writing, as witnesses to the testator's signature and publication thereof, at the special instance and request of the testator, in his presence, and in the presence of each other, on the day and year of the date thereof; and that each of the undersigned are now and were at the time of said attestation competent witnesses in all respects under the laws of the State of Mississippi.

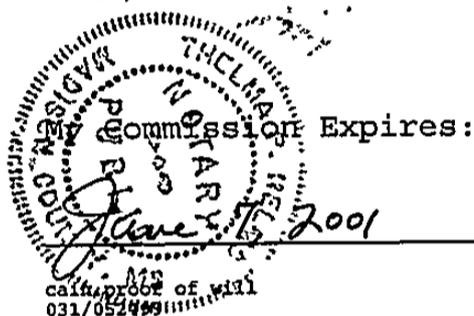
WITNESS OUR SIGNATURES, this the 27<sup>th</sup> day of May, 1999.

Raymond J. Anton  
RAYMOND J. ANTON

Robert H. Chandler  
ROBERT H. CHANDLER

SWORN TO and subscribed before me, this the 27<sup>th</sup> 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 28<sup>th</sup> day of May, 1999, at 2:30 o'clock P. M., and was duly recorded on the 3<sup>rd</sup> day of June, 1999, Book No. 31, Page 601.

STEVE DUNCAN, CHANCERY CLERK

BY: Jacey Hsu D.C.

STATE OF MISSISSIPPI  
COUNTY OF MADISON

FILED  
THIS DATE  
JUN 4 1999  
BY: STEVE DUNCAN  
CHANCERY CLERK

LAST WILL AND TESTAMENT  
OF  
CARLEAN WILLIAMS

I, CARLEAN WILLIAMS, 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 all of my former wills and codicils thereto.

ITEM ONE

I do hereby give, devise and bequeath the following described real property lying and being situated in Madison County, Mississippi, to-wit:

From a concrete marker on the west margin of the highway right-of-way at the southeast corner of that land which was conveyed to Nelson Cauthen by Leroy McDowell and Ester Mae McDowell by deed dated November 25, 1960, which deed is recorded in book 79 at page 228 in the Chancery Clerk's office in Canton, Mississippi, which concrete marker is 28.36 chains east of and 14.07 chains south of the northwest corner of the S 1/2 SE 1/4 of Section 25, Township 8 North, Range 2 East, Madison County, Mississippi, thence run north 17 degrees 3 minutes East 360 feet to an iron stob which is the point of beginning, and from said point of beginning run North 17 degrees 3 minutes East 79 feet to a point, thence run west 200 feet to a point, thence run south 17 degrees 3 minutes west 79 feet to a point, thence run east 200 feet to a point on the west side of the right-of-way of said blacktop highway and point of beginning, all being in the S 1/2 SE 1/4 of Section 25, Township 8 North, Range 2 East, Madison County, Mississippi,

being my residence, together with all of my household goods, furnishings, appliances, and other contents therein located, unto my son, ARTHUR JONES, JR., and to my friend, ADA DAVIS, jointly, for life and with the remainder, upon the death of the survivor thereof, to my grandchildren, ARTHUR JONES, III, CHARLES COWANS, and DEBRA COWANS TAYLOR, per stirpes, in equal shares, to share and share alike.

ITEM TWO

I do give, devise and bequeath all of the rest, residue, and remainder of my estate, both real and personal and wheresoever situated, unto ARTHUR JONES, JR., ARTHUR JONES,

III, CHARLES COWANS, and DEBRA COWANS TAYLOR in equal shares, to share and share alike. Should Arthur Jones, Jr., predecease me, then in that event I direct that his share shall thereupon lapse. Should Arthur Jones, III, Charles Cowans or Debra Cowans Taylor, or any of them, predecease me, then in that event I direct that the surviving issue of any such deceased remainderman shall take and receive their deceased parent's share, per stipes.

ITEM THREE

I do hereby name, constitute and appoint LEROY MCDOWELL to serve as my executor, without bond, and to the fullest extent allowed by law, I do hereby relieve him of the obligation to make and file any inventory, appraisal or accounting with any court in connection with the administration of my estate. .

SIGNED, PUBLISHED AND DECLARED by me to be my Last Will and Testament this the 8 day of February, 1991, in the presence of these witnesses, who also on this day signed the same as witnesses hereto, at my request, in my presence and in the presence of each other.

Carlean Williams  
CARLEAN WILLIAMS

THIS INSTRUMENT, consisting of this and one (1) preceding page, was, on the date hereof, signed, published and declared by CARLEAN WILLIAMS to be her Last Will and Testament, in our presence, and we at her request, subscribed our names hereto as witnesses on said date, in her presence, and in the presence of each other.

WITNESSES:

J. M. Ritchey  
Peggy Sutton



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of June, 1999, at 12:15 o'clock P. M, and was duly recorded on the 4th day of June, 1999, Book No 31, Page 603.

STEVE DUNCAN, CHANCERY CLERK

BY Karen Trapp DC

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED - THIS DATE	
JUN	4 1999
BY <i>Steve Duncan</i>	
STEVE DUNCAN CHANCERY CLERK	

IN THE MATTER OF THE ..  
LAST WILL AND TESTAMENT OF  
CARLEAN WILLIAMS, DECEASED

CIVIL ACTION, FILE NO: 99-396

PROOF OF WILL

STATE OF MISSISSIPPI  
COUNTY OF MADISON

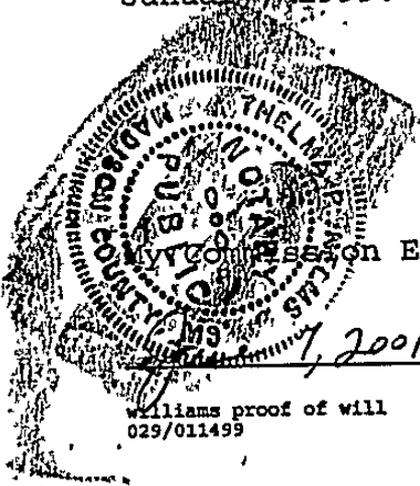
PERSONALLY appeared before me, the undersigned notary public, in and for the jurisdiction aforesaid, J. M. Ritchey, one of the two subscribing witnesses to the foregoing and annexed instrument of writing purporting to be the last will and testament of Carlean Williams, deceased, late of Madison County, Mississippi, who, having been by me first duly sworn, stated that the said Carlean Williams, the testator, signed, published and declared said instrument of writing to be her last will and testament on the 8th day of February 1991, in the presence of the deponent, J. M. Ritchey, and in the presence of Peggy Fulton, 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 twenty-one years of age; that the deponent and Peggy Fulton 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 28<sup>th</sup> day of January, 1999.

J M Ritchey  
J. M. RITCHEY

SWORN TO and subscribed before me, this the 28<sup>th</sup> day of January, 1999.

Thelma Helms  
NOTARY PUBLIC



My Commission Expires:

7, 2001  
Williams proof of will  
029/011499

**STATE OF MISSISSIPPI, COUNTY OF MADISON:**



I certify that the within instrument was filed for record in my office this 4<sup>th</sup> day of June, 1999, at 12:15 o'clock P. M., and was duly recorded on the 4<sup>th</sup> day of June, 1999, Book No. 31, Page 605.

STEVE DUNCAN, CHANCERY CLERK

BY: Lauren Supp D.C.

#99-406

# Last Will and Testament

OF

ALICE FRIEDMAN STEIN

I, ALICE FRIEDMAN STEIN, an adult resident citizen of Madison County, Mississippi, and of sound and disposing mind and memory, and over the age of twenty-one years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils thereto, heretofore made by me.

I.

I direct that all my just debts, funeral expenses and expenses in connection with the administration of my estate be paid. And, I further direct that my Executor provide a respectable burial for me.

II.

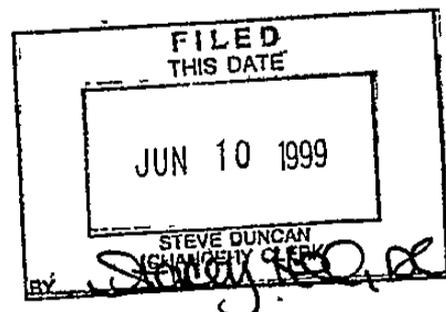
I bequeath the diamond ring out of the estate of my mother and also my Baldwin piano to my brother, Dr. Ralph Friedman, Route 1, Box 74E, Oxford, Mississippi, 38655.

III.

I bequeath all my jewelry except for the aforesaid ring to my sister, Mrs. Jeff Rubel, 2708 Whitney Place, Metairie, Louisiana, 70002. If she predeceases me then I bequeath this property to her son and daughter, namely: Mrs. Jack Rich, 5446 Marcia, New Orleans, Louisiana, 70124, and Mr. Jay Rubel, 3221 Eastwood Valley Road, Atlanta, Georgia, 30327.

IV.

I bequeath all of the rest and remainder of my property, real, personal and mixed and wheresoever situated and located, owned by me at my death unto my sister, Mrs. Jeff Rubel and my brother Dr. Ralph Friedman, share and share alike.



Page 2  
Last Will and Testament  
Alice Friedman Stein

I hereby name, constitute and appoint Dr. Ralph Friedman as Executor of this my Last Will and Testament to serve without bond, inventory or appraisal and without being required to account to any Court. If he is unable to serve then I appoint Mr. Jay Rubel, my nephew, to so serve.

WITNESS my signature, this 7<sup>th</sup> ~~ninth~~ day of February, 1983, and the signatures of two witnesses who have signed this Will at my request and in my presence, and I have signed in their presence and they have signed as witnesses in the presence of each other.

Alice Friedman Stein  
ALICE FRIEDMAN STEIN

Theresa Grippin  
WITNESS

Simka Cain  
WITNESS

Collins Wohner  
Attorney at Law  
Post Office Box 56  
Canton, Mississippi 39046

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10<sup>th</sup> day of June, 1999, at 9:00 o'clock A M., and was duly recorded on the JUN 10, 1999, Book No. 31, Page 607.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacy HOO D.C.

#99-406 FILED  
THIS DATE  
JUN 10 1999  
STEVE DUNCAN  
CHANCERY CLERK  
BY: *Jacey Hill*

PROOF OF WILL

STATE OF MISSISSIPPI  
COUNTY OF MADISON

COMES NOW LINDA CAIN, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of ALICE FRIEDMAN STEIN, and enters her appearance herein as provided by Section 91-7-7, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that ALICE FRIEDMAN STEIN, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 7th day of February, 1983, the day of the date of said instrument, in the presence of this deponent and THERESA GRIFFIN, the other subscribing witness, and that said testatrix was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and THERESA GRIFFIN subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testatrix and in the presence of said testatrix and in the presence of each other, on the day of the date of said instrument.

*Linda Cain*  
LINDA CAIN

SWORN TO AND SUBSCRIBED BEFORE ME on this the 8<sup>th</sup> day of June, 1999.

*[Signature]*  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
March 10, 2001  
(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10<sup>th</sup> day of June, 1999, at 2:30 o'clock P.M., and was duly recorded on the JUN 10 1999, Book No. 31, Page 609.

STEVE DUNCAN, CHANCERY CLERK

BY: *Jacey Hill* D.C.



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SPACE LEFT  
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INTENTIONALLY

Steve Duncle, Chancery Clerk

THIS  
SPACE LEFT

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INTENTIONALLY

Steve Dunc, Chancery Clerk

#99-117

<p>FILED THIS DATE</p> <p>JUN 25 1999</p> <p>STEVE DUNCAN CHANCERY CLERK</p> <p>BY: <i>[Signature]</i></p>
--

LAST WILL AND TESTAMENT OF LANDRITH DEAN JARRELL, JR.

STATE OF MISSISSIPPI

COUNTY OF MADISON

I, LANDRITH DEAN JARRELL, JR., residing at 115 Meadow Hills Drive, Canton, Mississippi 39046, Madison County, Mississippi, do make, publish and declare this to be my Last Will and Testament and I hereby revoke all wills and codicils heretofore made by me.

ARTICLE I.

I direct that my funeral expenses, including the cost of a suitable grave marker, the costs of administering my estate and all legal debts allowable as claims against my estate, be paid out of the general funds of my estate, but it is not my intent that any provision of this my Last Will and Testament be construed to create a trust for the benefit of my creditors.

ARTICLE II.

I direct that all the estate, inheritance, succession, legacy, transfer or other taxes imposed by reason of my death upon property passing under or outside this Will and made payable by the laws of the United States, this State, or any other State or country by reason of my death shall be paid out of my residuary estate. 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, devisees, surviving tenant by the entirety, appointees and beneficiaries receive full benefits without any diminution on account of such taxes.

ARTICLE III.

I hereby appoint my wife, Catherine Buffington Jarrell as Executrix, to serve without security on any bond required by law or without any accountings or inventory to any court and to have the powers as set forth in Mississippi Code Annotated Sections 91-9-101 through 91-9-109 (1972) as now enacted or hereinafter

amended, and any others that may be granted by law, all to be exercised without court order. In the event my wife should predecease me or for any reason should decline or fail to serve as Executrix, I appoint Landrith Dean Jarrell, Sr. *Landrith* to serve as Executor in her stead.

Without limiting the generality of the foregoing I hereby grant to my Executrix all powers and authority in addition to and not in substitution of powers conferred by law which may be necessary to the administration of my estate.

ARTICLE IV.

All of my estate, being all of my property, real, personal or mixed, of whatsoever kind and wheresoever situated, I give, devise and bequeath to my beloved wife, Catherine Buffington Jarrell.

ARTICLE V.

In the event that my wife, Catherine Buffington Jarrell shall not survive me, then I give, bequeath and devise all of my residuary estate, being all of my property, real, personal or mixed, of whatsoever kind and wheresoever situated, to my child Catherine Hayes Jarrell.

ARTICLE VI.

At the execution of this Will, I have one natural child, namely Catherine Hayes Jarrell. If, subsequent to the execution of this Will, there shall be an additional child or children born to me (or adopted by me) and if any such child or children (or issue thereof) shall survive me, then and in such event, such child or children (or issue thereof) shall share in the benefits of my estate equally and to the same extent as my child hereinabove named and her issue; and the provisions of this Will shall be deemed modified to the extent necessary to effectuate such intention.

ARTICLE VII.

In the event that I am not survived by my wife, Catherine Buffington Jarrell, I nominate and appoint Marguerite Catherine Hayes Jarrell and Landrith Dean Jarrell, Sr. as guardians of the person and property of my child, Catherine Hayes Jarrell, or any such additional children born to me (or adopted by me) as are minors at my death, to have the custody and control of each of said minor

children during his or her minority. I direct that no bond or other security shall be required of any such guardian in any State or other jurisdiction for the faithful performance of the duties of the guardian.

ARTICLE VIII.

If my wife, Catherine Jarrell, and I shall die under such circumstances that there is not sufficient evidence to determine the order of our death, then it shall be presumed that my wife survived me; and my estate shall be administered and distributed, in all respects, in accordance with such presumption.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument to be my last will this 13<sup>th</sup> day of May, 1998 at Jackson, Mississippi.

  
LANDRITH DEAN JARRELL, JR.

ATTESTATION

The foregoing instrument, consisting of three (3) typewritten pages, this being the fourth page, was signed, sealed, published and declared by LANDRITH

DEAN JARRELL, JR., the Testator, to be his last Will, in our presence and we, at his request and in his presence and in the presence of each other have hereunto subscribed our names as witnesses, this the 13<sup>th</sup> day of May, 1998, at Jackson, Mississippi.

Shirley Payne  
Shirley Payne  
residing at:  
103 Clover Lane  
Canton, MS 39046

Lula Mae Williams  
residing at:  
1514 Seaton St  
Jackson Miss.

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI  
Hinds COUNTY

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County aforesaid, Shirley Payne and Lula Mae Williams 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 13<sup>th</sup> day of May, 1998, LANDRITH DEAN JARRELL, JR., in their presence, signed his name thereto, and in their presence declared the same

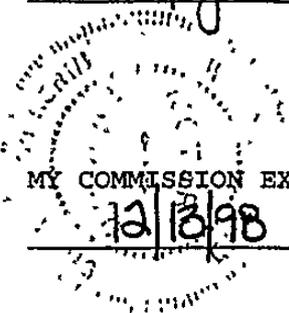
to be his Last Will and Testament; that at his request, in their presence, and in the presence of each other, the said affiants subscribed their names thereto as witnesses to its execution and publication; that the said LANDRITH DEAN JARRELL, JR., on the 13<sup>th</sup> day of May, 1998, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Shirley Pagan residing at 105 Clover Lane  
Centro, Ms 39046

Lula m Williams residing at 1514 Seaton St  
Jackson Miss.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 13<sup>th</sup> day of May, 1998.

Granda M. Boyd  
NOTARY PUBLIC



MY COMMISSION EXPIRES:  
12/13/98

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 25<sup>th</sup> day of June, 1999, at 9:30 o'clock A M., and was duly recorded on the JUN 25 1999, Book No. 31, Page 612.



STEVE DUNCAN, CHANCERY CLERK

BY: Shirley Pagan D.C.

FILED  
THIS DATE  
JUN 25 1999  
STEVE DUNCAN  
CHANCERY CLERK  
BY: Stacey Hill

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF Hinds

Personally appeared before me, the undersigned authority in and for the state and county aforesaid, LULA MAE WILLIAMS who being first by me duly sworn stated on oath that affiant is one of the subscribing witnesses to the foregoing and annexed instrument of writing, purporting to be the Last Will and Testament of Landrith D. Jarrell, Jr., deceased late of Madison County, and that the said Landrith D. Jarrell, Jr. signed, published and declared said instrument as his Last Will and Testament, on the 13th day of May, 1998, the day of the date of said instrument in the presence of this affiant, and in the presence of SHIRLEY PAYNE, the other subscribing witness thereto, and that the said testator was then of sound, disposing mind and memory, was more than twenty-one years of age, and that this affiant and SHIRLEY PAYNE the other subscribing witness, subscribed and attested said instrument, as witnesses to the signature and publication thereof, at the special instance and in the presence of testator, and in the presence of each other, on the day and year of the date thereof and the affiant's address is 1514 Seaton Street, Jackson, MS 39209.

Lula M Williams  
LULA MAE WILLIAMS

SWORN TO AND SUBSCRIBED BEFORE ME, this 12<sup>th</sup> day of June, 1999.

[Signature]  
NOTARY PUBLIC

My Commission Expires:  
MY COMMISSION EXPIRES FEB. 8, 2003



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 25<sup>th</sup> day of June, 1999, at 9:30 o'clock A M., and was duly recorded on the JUN 25 1999, Book No 31, Page 617.



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

**FILED**

JUN 25 1999

LAST WILL AND TESTAMENT

OF

# 99-425

LOIS WELLBORN WITT

**STEVE DUNCAN**

**CHANCERY CLERK**

*By: Anna Jupp, D.C.*

I, Lois Wellborn Witt, an adult resident citizen of the City of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all other wills and codicils heretofore made by me.

ARTICLE I.

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

ARTICLE II.

I hereby nominate and appoint as Executor of this my Last Will and Testament my son, Charles Wellborn Witt, and direct that he is to serve without bond, appraisal, inventory or accounting in any Court. Should he fail to qualify or cease to act, I appoint as Alternate Executor my son, William Johnson Witt, III, to serve without bond, appraisal, inventory or accounting in any Court. I give my Executor or Alternate Executor, as the case may be, all authority granted by law as well as all of the powers as are granted to trustees under the Uniform Trustees' Powers Act, including the power to sell real or personal property in my estate at public or private sale without Court order as he may find necessary.

ARTICLE III

I give, devise and bequeath all of my estate, being all property, real, personal or mixed, wherever situated, in which I may have any interest at the time of my death or may hereafter acquire, to my children, Charles Wellborn Witt and William Johnson Witt, III, in equal shares. In the event that either of my said children shall not be living at the time of my death, the

*L. Well.*

entire interest of such deceased child shall be distributed outright to the then surviving issue of such deceased child in equal shares.

IN WITNESS WHEREOF, I, Lois Wellborn Witt have executed the foregoing paperwriting and declare the same to be my last will and testament on this the 3rd day of December, 1990, in the presence of Ronald D. KYZAR and William H. Morris, Jr, who attested the same at my request.

Lois Wellborn Witt  
LOIS WELLBORN WITT

The above and foregoing Last Will and Testament of Lois Wellborn Witt was declared by her in our presence to be her Last Will and Testament, and was signed by the said Lois Wellborn Witt in the our presence, and at her request, and in her presence, and in the presence of each other, we, the undersigned, witnessed and attested the due execution of the Last Will and Testament of Lois Wellborn Witt.

WITNESS our signatures, on this the 3rd day of Dec, 1990.

William H. Morris, Jr.

Address 825 Awoodale  
JACKSON, MS. 39216

Ronald D. Kyzar  
Ronald D. KYZAR

Address 1432 Gloucester  
Jackson Ms 39212

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 25th day of June, 1999, at 10:00 o'clock A. M., and was duly recorded on the 25th day of June, 1999, Book No. 31, Page 618.



STEVE DUNCAN, CHANCERY CLERK

BY Karen Jupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF LOIS WELLBORN WITT,  
DECEASED

NO. 99-425

AFFIDAVIT OF SUBSCRIBING WITNESS

**FILED**  
JUN 25 1999

STATE OF MISSISSIPPI

COUNTY OF HINDS

STEVE DUNCAN  
CHANCERY CLERK

*By: Karen Jupp, D.C.*

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for  
the jurisdiction aforesaid, WILLIAM H. MORRIS, JR., who, after being duly sworn, on  
oath stated as follows:

That the Last Will and Testament of LOIS WELLBORN WITT dated the 3rd day of  
December, 1990, was exhibited by LOIS WELLBORN WITT to the Affiant as her Last Will  
and Testament and was signed by her on said date in the presence of this Affiant and  
RONALD D. KYZAR, as the other subscribing witness, declaring the same to be the Last  
Will and Testament of LOIS WELLBORN WITT, and at her request and in her presence and  
in the presence of each other, WILLIAM H. MORRIS, JR., and RONALD D. KYZAR  
signed the same as witnesses; that LOIS WELLBORN WITT, on the 3rd day of December,  
1990, was of sound and disposing mind, memory and understanding and was mentally  
capable of recognizing and was actually conscious of the act of making, executing, declaring,  
attesting and publishing the said instrument of writing as her Last Will and Testament; and

that she was under no duress or undue influence perceptible to affiants and was over the age of eighteen (18) years.

  
WILLIAM H. MORRIS, JR.

SWORN TO AND SUBSCRIBED before me, this the 15 day of June, 1999.

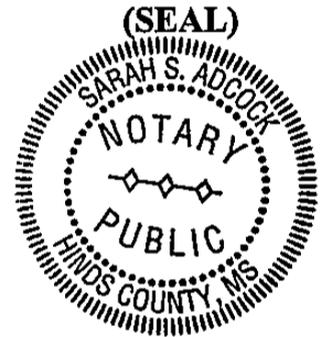
  
NOTARY PUBLIC

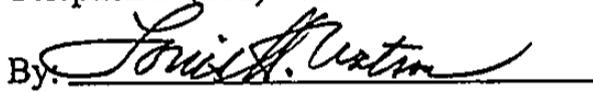
My Commission Expires:

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE.  
MY COMMISSION EXPIRES, July 11, 2001.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

Prepared By:

WISE CARTER CHILD & CARAWAY, P.A.  
401 East Capitol Street, Suite 600  
Post Office Box 651  
Jackson, Mississippi 39205-0651  
Telephone: (601) 968-5500



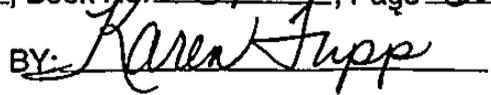
By:   
Louis H. Watson, MSB #6992

Solicitors for Executor

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 25th day of June, 1999, at 10:00 o'clock A. M., and was duly recorded on the 25th day of June, 1999, Book No. 31, Page 620.

STEVE DUNCAN, CHANCERY CLERK

BY:  D.C



UNITED STATES OF AMERICA

**FILED**

JUN 25 1999

STATE OF ALABAMA

STEVE DUNCAN  
CHANCERY CLERK

IN THE PROBATE COURT OF BALDWIN COUNTY

#99-399

I, Darlene Eddins, Chief Clerk of the Probate Court in and for said County and State, do hereby certify, that the annexed document is a true and correct copy of LAST WILL AND TESTAMENT OF SUNSHINE HOOPER MILLARD, DECEASED

as the same appears of record in the said Probate Court,

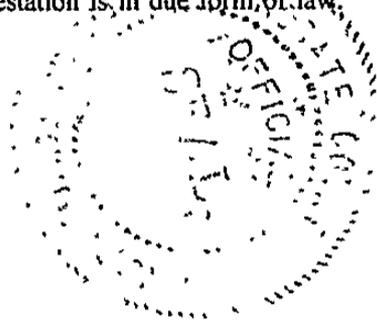


In Testimony Whereof, I have hereunto set my hand and affixed the seal of the said Court, at office in the City of Bay Minette, this the 20th day of January in the year of our Lord one thousand nine hundred ninety-nine

Darlene Eddins  
Chief Clerk

THE STATE OF ALABAMA }  
BALDWIN COUNTY }

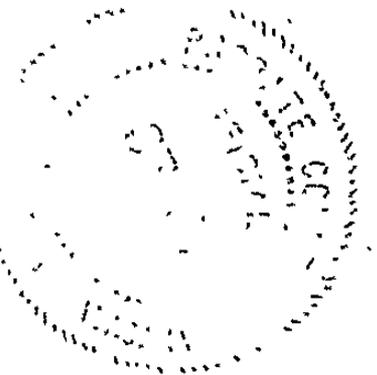
I, ADRIAN T JOHNS, sole Judge of the Probate Court of Baldwin County, in the State of Alabama, do hereby certify that Darlene Eddins, is the Chief Clerk of said Court; that the same is a Court of Record, having probate jurisdiction, and that the signature Darlene Eddins, Chief Clerk, to the foregoing certificate is in proper handwriting of him, the said Darlene Eddins, Chief Clerk, to his official acts as such, full faith and credit are due and owing; and I do further certify that his attestation is in due form of law.



GIVEN, under my hand and seal of said Court, in the City of Bay Minette, on this 20th day of January 19 99

Adrian T. Johns  
Probate Judge

I, Darlene Eddins, Chief Clerk of the Probate Court of Baldwin County, in the State of Alabama, do hereby certify that Adrian T. Johns, whose genuine signature appears to the foregoing certificate, is now and was at the time of signing the same, sole Judge of the Probate Court of Baldwin County, duly elected and commissioned, and qualified as such; and that said attestation is in due form of law.



WITNESS, my hand and seal of said Court, this 20th day of January 19 99

Darlene Eddins  
Chief Clerk

LAST WILL AND TESTAMENT  
OF  
SUNSHINE HOOPER MILLARD

I, SUNSHINE HOOPER MILLARD, of the County of Baldwin, State of Alabama, being of sound mind and disposing memory and over legal age, do hereby make, publish and declare this to be my Last Will and Testament and I hereby revoke any and all former wills or codicils by me made.

I.

I hereby bequeath my body at the time of my death unto the Anatomical Board of the State of Alabama for use in medical education research by the University of South Alabama Medical School. I have on January 28, 1977, executed a dedication form to the Anatomical Board of the State of Alabama, and I hereby authorize and empower my Personal Representative to see that the terms of this Item I of my Last Will and Testament, and the Dedication Form be carried out as soon as practicable after my death.

II.

I will and direct that my Personal Representative hereinafter named shall as soon after my death as practicable pay all of my legal debts, all just and enforceable claims against my estate (including all taxes), all expenses of or incident to my funeral and burial, and the expenses of the administration of my estate.

III.

I hereby devise and bequeath unto my three daughters PAMELA M. REID, ELEANOR M. VEST, and LORA M. SMITH, all of my household effects, furniture, furnishings, appliances, equipment, utensils, silverware, chinaware, carpeting, statuary, bric-a-brac and objects of art in my household together with all wearing apparel, jewelry, books, papers and all other articles entitled to personal use or diversion which I may own at the time of my death to share equally, or

to their lineal descendants, per stirpes.

## IV

All the rest, residue, and remainder of my estate, both real, personal, or mixed, tangible and intangible, and wheresoever situate, to the Trustee under that certain Trust Agreement dated the 9th day of October, 1978, between Sunshine Hooper Millard, as Trustor, and Deposit Guaranty National Bank, Jackson, Mississippi, as Trustee, to be added to and commingled with the trust property of that trust and held, or distributed in whole or in part, according to the terms and provisions of the trust, including any amendments or modifications thereof, as they appear in writing at the time of my death, as if the property herein devised and bequeathed had been an original part of said trust as it exists at my death.

## V

I hereby nominate, constitute and appoint Deposit Guaranty National Bank, Jackson, Mississippi, as Personal Representative of this my Last Will and Testament, and as such exempt them from posting bond, filing an inventory of my estate, or making a final accounting thereof in any court.

I further authorize and empower my said Personal Representative to have a complete power of sale over my said estate without order of any court, if necessary.

If there should not be sufficient cash available for payment when due of any indebtedness evidenced by promissory note or notes signed by me or for the payment of which I am liable which are unpaid at the time of my death, my Personal Representative is expressly authorized to give or to endorse a renewal note or notes for all or any part of such indebtedness. I further authorize and empower my said Personal Representative in its discretion to borrow and give a new promissory note or notes upon such terms as it deems best for any cash needed for the payment of any debt, taxes

(including estate taxes, if any) or other expenses for which I or my estate may be liable, and to mortgage, pledge or otherwise encumber all or any part of my estate to secure the payment of same, in order to protect or further the interests of my estate or to avoid to the extent possible any sacrifice of any part of my estate by reason of a forced liquidation thereof.

In extension of all of the rights, powers and exemptions accorded to my Personal Representative by law or by other provisions of this my Last Will and Testament, I hereby grant unto my Personal Representative all of the rights and powers set out below in this Item, and I direct that my Personal Representative may exercise these as well as all of its rights, powers and exemptions, without application to any court for leave or confirmation:

My Personal Representative is hereby authorized (by either public or private transactions, at such prices and upon such terms as my Personal Representative deems advisable, and without liability upon parties dealing with the Personal Representative to see to the application of the proceeds): to sell, exchange or otherwise dispose of, and to grant options for the purchase or exchange of, and to mortgage or otherwise encumber in order to protect or further the interests of my estate, any of the property at any time constituting part of my estate, whether real, personal or mixed; to grant leases of every kind (including without limitation those relating to timber cutting or naval products), and to renew or extend leases of or grant options to lease, any of such property, whether or not for terms extending beyond the period of administration; to grant and convey by lease or other instruments, for terms within or beyond the period of administration of my estate, the right with respect to any real property constituting part of my estate to explore for, and to produce and remove therefrom, oil, gas and other minerals, and in connection therewith to grant customary or necessary easements over, upon or with respect to said land, whether perpetual or for terms within or beyond the period of administration of the estate; and, to execute all such contracts, conveyances and other instruments necessary or appropriate to effect or evidence any such transactions.

My Personal Representative is hereby authorized to hold and retain any of the bonds, shares of stock, real property or other property of every kind whatsoever constituting part of my estate at the time of my death, whether or not such assets be of a kind, or consist in the relative

proportions, in which personal representatives are authorized by law and custom to invest, and my Personal Representative may so retain any such property without liability for any loss to or diminution of my estate which may result from my Personal Representative's so doing.

My Personal Representative is authorized throughout the period of administration of my estate to invest and reinvest any portion of my estate and any assets thereof as may to my Personal Representative seem necessary; and in connection therewith, and except for the fact that such investments must produce reasonable income having regard for the value of the property and its reasonable preservation, my Personal Representative is authorized in the Personal Representative's discretion to invest in any bonds, mortgages, common or preferred corporate stocks, other securities or any discretionary or other type common trust funds administered by my Personal Representative, real property, or other property or interests in property of any kind whatsoever, without regard to any constitutional, statutory or other prohibitions, limitations, regulations or practices with respect to the investment of such funds, all of which are hereby waived and may be entirely disregarded by my Personal Representative. My Personal Representative is authorized to cause any stocks or other securities to be registered and to be held in the Personal Representative's name or in the name of such nominee or nominees as the Personal Representative may direct; to vote any shares of stock in person or by proxy, and to assert or waive any stockholder's right or privilege whatsoever with respect thereto, including any right or privilege to subscribe for or otherwise acquire any additional stock; and to give and delegate to any attorney-in-fact or proxy any power accorded to the Personal Representative under this Will or by law with respect to such shares of stock. My Personal Representative is authorized to participate in any reorganization, consolidation, merger or recapitalization of any corporation the stocks or bonds or other securities of which may be held as part of my estate, and to take all such action in connection therewith which the Personal Representative deems appropriate.

My Personal Representative is authorized to maintain, repair, improve, rebuild, demolish or replace any buildings or improvements which are part of my estate, to the extent which my Personal Representative deems necessary. My Personal Representative is authorized to insure any property or interests constituting part of my estate against such hazards, casualties and losses, for such amounts, for such periods and upon such terms as the Personal Representative deems advisable, and to insure all undertakings and activities of the estate or the Personal Representative against the risk of public liability and similar hazards, and to pay out of the estate any premium or premiums incurred in so doing. My Personal Representative is authorized to employ and reasonably compensate any agents,

attorneys, accountants or other persons whose services the Personal Representative deems necessary or advisable in and about the administration of the estate or the management of any of the assets of the estate. My Personal Representative is authorized to settle, compromise, discharge and adjust all claims and obligations which exist, or are alleged to exist, either on behalf of or against my estate; and, in general, to do all things in and about the administration of my estate and the assets of my estate which I might do if still surviving.

My Personal Representative is hereby authorized to make any elections permitted to or required by Personal Representatives under any tax laws or regulations, or any other laws, including, but not by way of limitation, the election to take certain expenses as deductions on either income tax returns or estate tax returns, or the election or consent that any corporation the stock of which comprises part of my estate shall be taxed as a partnership; and, my Personal Representative shall not be liable for but shall be held harmless with respect to any loss or diminution to my estate or the distributive share of any beneficiary as the result of any such election, consent or decision made in good faith.

In the event that any ancillary administration of my estate shall be required in any state other than Alabama, I hereby nominate, constitute and appoint my domiciliary Personal Representative to serve as such ancillary executor, and in the alternative I hereby authorize and empower my domiciliary Personal Representative to select and nominate such ancillary executor, and to nominate either qualified individuals or national banking associations exercising trust powers. All rights, powers and exemptions accorded my domiciliary Personal Representative under this instrument are accorded equally to any such ancillary executor.

#### VI

All references to the Deposit Guaranty National Bank as Personal Representative under this my Last will and Testament shall be construed to apply equally to said Bank and to any national bank exercising trust powers which succeeds to substantially all of said Bank's assets by virtue of merger, consolidation or reorganization; and, continuity of executorship in any such case is hereby authorized without the necessity of any accounting or any order or confirmation of any court.

All exemptions, rights and powers, including those which are discretionary, accorded under this Last Will and Testament to said Bank as Personal Representative are also accorded to

any other individual person or national banking association which shall at any time serve as alternate or successor Personal Representative, or as Administrator c.t.a., pursuant to appointment or confirmation by any court therein having jurisdiction.

## VII

I, SUNSHINE HOOPER MILLARD, the Testatrix, sign my name to this instrument this the 16<sup>th</sup> day of October, 1995, and being first sworn, do hereby declare to the undersigned authority, that I sign and execute this instrument as my last will and that I sign it willingly, that I execute it as my free and voluntary act for the purposes therein expressed, and that I am nineteen (19) years of age or older, of sound mind and under no constraint or undue influence.

Sunshine Hooper Millard (SEAL)  
SUNSHINE HOOPER MILLARD

We, Melissa S. Bass and  
Carol L. Odum, the witnesses, sign our names to the Last Will and Testament of SUNSHINE HOOPER MILLARD, being first duly sworn and do hereby declare to the undersigned authority that the Testatrix, SUNSHINE HOOPER MILLARD, signs and executes this her Last Will and Testament and that she signs it willingly, and that each of us, in the presence and hearing of the Testatrix, hereby sign this will as witnesses to the Testatrix's signing, and that to the best of our knowledge, the Testatrix is nineteen (19) years of age or older, of sound mind and under no constraint or undue influence..

Melissa S. Bass ADDRESS Stapleton, Al

Carol L. Odum ADDRESS Fairhope, Al

STATE OF ALABAMA  
BALDWIN, COUNTY

Subscribed, sworn to and acknowledged before me by  
SUNSHINE HOOPER MILLARD, the Testatrix, and subscribed and  
sworn to before me by Melissa S. Bass and  
Carol Ann Odum, the witnesses on  
this the 16<sup>th</sup> day of October, 1995.

[Signature]  
NOTARY PUBLIC  
STATE OF ALABAMA-AT-LARGE  
My Commission Expires: 8-11-97



STATE OF ALABAMA, BALDWIN COUNTY  
I, Adrian T. Johns, Judge of Probate in and for said state and  
county, hereby certify that the within is a true and correct copy of  
Last Will & Testament of  
Sunshine Hooper Millard, Dec'd.  
as it appears on record in my office.  
Given under my hand this 20<sup>th</sup> day of October, 1999.  
[Signature]  
Adrian T. Johns  
Judge of Probate

STATE OF ALABAMA  
BALDWIN COUNTY

1998 MAY 20 A.M. 10:36

RECORDED BY 47 PL. 6292 - 639

[Signature]  
JUDGE OF PROBATE

U971111-0000

047 PAGE 030

CERTIFICATE

STATE OF ALABAMA )  
COUNTY OF BALDWIN )

I, Adrian T. Johns, Judge of Probate in and for said County and State, do hereby certify that the within instrument of writing has this day in said Court and before me as the Judge thereof, been shown to be the self-proved Last Will and Testament of **SUNSHINE HOOPER MILLARD**, Deceased, according to the provisions of Act No. 81-1209, Alabama Acts, 1981, and that said Will, together with the self-proving provisions as required by said Act No. 81-1209, has been duly recorded in my office in Book of Wills Number 47, at Page 632-639.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the said Court this the 3rd day of June, 1998.



Adrian T. Johns  
JUDGE OF PROBATE

IN THE PROBATE COURT OF BALDWIN COUNTY, ALABAMA

IN RE: ESTATE OF

SUNSHINE HOOPER MILLARD,

BOOK 0031 PAGE 631

CASE NO. 17,916

DECEASED

DECREE ADMITTING WILL TO PROBATE  
AND GRANTING LETTERS TESTAMENTARY

This matter came on to be heard on the petition of DEPOSIT GUARANTY NATIONAL BANK to have admitted to Probate and Record an instrument which purports to be the Will of SUNSHINE HOOPER MILLARD, Deceased, service of notice having been accepted by those who are over the age of nineteen years and of sound mind, and the Court having heard the evidence offered and the Court being satisfied from the said evidence that the instrument, which purports to be the Will of the said decedent is the legal Will of the said decedent.

IT IS, THEREFORE, ORDERED, ADJUDGED and DECREED by this Court that the said instrument which purports to be the Will of the said decedent was duly and legally executed by SUNSHINE HOOPER MILLARD; that the said instrument is the legal Will of the said decedent; that the said Will is hereby admitted to Probate and Record in this Court; that the said self-proved Will be recorded in the Probate Records of Baldwin County, Alabama, as provided by law; and that pursuant to Code of Alabama § 43-2-21 (1975), Letters Testamentary be granted to DEPOSIT GUARANTY NATIONAL BANK as Personal Representative under said Will.

It is further ORDERED by this Court that the said Personal Representative shall have all the powers and duties provided in the Will and all the general powers authorized for transactions enumerated in Code of Alabama § 43-2-843 (1975, as amended).

It is further ORDERED that the said Personal Representative proceed without delay to collect and take possession or control of the personal property and evidences of debt of the said decedent. The Will expressly relieves the Personal Representative of the requirement to file an inventory.

WITNESS my hand this 3rd day of June, 1998.

Adrian J. John  
Judge of Probate

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 25th day of June, 1999, at 10:00 o'clock A. M., and was duly recorded on the 25th day of June, 1999, Book No. 31, Page 622.

STEVE DUNCAN, CHANCERY CLERK

BY: Karant Jupp D.C.

LAST WILL AND TESTAMENT

OF

STELLA B. STRIBLING

<p>FILED THIS DATE</p> <p>JUL 15 1999</p> <p>STEVE DUNCAN CLERK</p> <p>BY <i>[Signature]</i></p>
--

I, Stella B. Stribling, a widow, of Canton, Madison County, Mississippi, being of the age of eighteen years and over and of sound and disposing mind and memory, do make, declare and publish this to be my Last Will and Testament, revoking all previous wills and codicils.

I.

I name, constitute and appoint my nephew, Phillip A. Brown, as Executor of this my Last Will and Testament and direct that he be not required to give bond or make any formal accounting to any Court other than the probate of this my Last Will and Testament. Should my said nephew, Phillip A. Brown, predecease me or refuse or be unable to serve as Executor hereunder, I name, constitute and appoint Frank V. Thompson, as Executor, also without bond.

II.

I will, devise and bequeath all of my estate unto my brother, Samuel D. Brown. Should my said brother predecease me, I will, devise and bequeath all of my said estate unto the heirs at law of the said Samuel D. Brown living at the time of my death.

IN WITNESS WHEREOF I have executed this Last Will and Testament on this the 13 day of August, 1993, in the presence of the undersigned attesting and credible witnesses, who, at my request and in my presence, and in the presence of each other, have witnessed my signature hereto.

*Stella B Stribling*  
STELLA B. STRIBLING

Last Will and Testament of Stella B. Stribling - Page 2

Signed, published and declared by the Testatrix, Stella B. Stribling, on the date shown hereinabove, as and for her Last Will and Testament in the presence of us, who, at her request and in her presence and in the presence of each other, subscribe our names hereto as attesting witnesses.

J. R. Fawcett

Philip P. Fawcett

WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15th day of July, 1999, at 4:15 o'clock P. M., and was duly recorded on the JUL 15 1999, Book No 31, Page 633.

STEVE DUNCAN, CHANCERY CLERK

BY: Jacey H. O. D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
STELLA B. STRIBLING, DECEASED

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

CIVIL ACTION FILE NO. 99-484

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the jurisdiction aforesaid, the within named **Elsie R. Fancher**, 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 Stella B. Stribling, deceased, who was known to the affiant and whose signature is affixed to the Last Will and Testament dated the 13th day of August, 1993.

2. That on the 13th day of August, 1993, the said Stella B. Stribling signed, published and declared the said written instrument to be her last Will and Testament in the presence of this affiant and in the presence of Joe R. Fancher, Jr., the other subscribing witness to the said instrument.

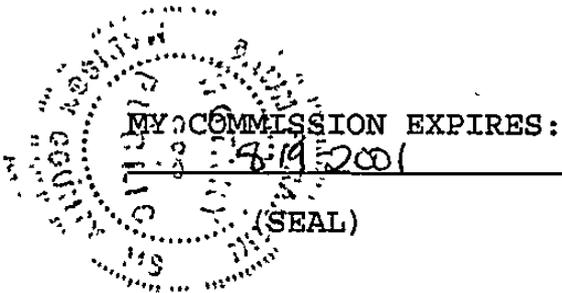
3. That Stella B. Stribling was then and there of sound and disposing mind and memory and well above the age of twenty-one (21) years.

4. That this affiant together with Joe R. Fancher, Jr. subscribed and attested said instrument as witnesses to the signature and publication thereof at the special insistence and request and in the presence of said Stella B. Stribling and in the presence of each other.

Elsie R. Fancher  
Elsie R. Fancher

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 13<sup>th</sup> day of July, 1999.

Lawson J. Rankin  
NOTARY PUBLIC



Damp\Estate\Stribling\Affidavit of Witness (103)

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 15<sup>th</sup> day of July, 1999, at 4:15 o'clock P.M., and was duly recorded on the JUL 15 1999, Book No. 31, Page 635.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

LAST WILL AND TESTAMENT  
OF

**FILLED**  
JUL 20 1999

BOOK 0031 PAGE 637

VILOA MAE VINEYARD

**STEVE DUNCAN  
CHANCERY CLERK**

#99-494

I, VILOA MAE VINEYARD, AN ADULT, RESIDENT CITIZEN OF MADISON COUNTY, MISSISSIPPI, BEING OF SOUND AND DISPOSING MIND AND MEMORY, DO HEREBY MAKE, PUBLISH AND DECLARE THIS TO BE MY LAST WILL AND TESTAMENT AND I DO HEREBY REVOKE ANY AND ALL OTHER WILLS AND CODICILS HERETOFORE MADE BY ME.

FIRST: I DO HEREBY APPOINT MY SON, DONALD LAMAR VINEYARD, AS EXECUTOR OF MY LAST WILL AND TESTAMENT. I DO HEREBY DIRECT THAT THE EXECUTOR OF MY ESTATE SHALL NOT BE REQUIRED TO GIVE ANY BOND AND I HEREBY WAIVE THE NECESSITY OF HAVING A FORMAL APPRAISAL AND INVENTORY MADE OF MY ESTATE.

SECOND: I HEREBY BEQUEATH ALL <sup>my</sup> PERSONAL PROPERTY TO MY CHILDREN, CHARLES T. VINEYARD, SON; JUNE V. MCDANIEL, DAUGHTER; JOHN W. VINEYARD, SON AND DONALD L. VINEYARD, SON, SHARE AND SHARE ALIKE, OR IF ANY OF MY CHILDREN PREDECEASE ME, TO THE ISSUE OF SUCH CHILD OR CHILDREN, PER STIRPES.

UPON MY DEATH, I GIVE AND BEQUEATH ALL <sup>my</sup> REAL <sup>prop</sup> PROPERTY, TO INCLUDE MY RESIDENCE, TO MY CHILDREN, SHARE AND SHARE ALIKE, AND IF ANY OF MY CHILDREN PREDECEASE ME, TO THE ISSUE OF SUCH CHILD OR CHILDREN, PER STIRPES.

WITNESS THIS MY SIGNATURE ON THIS THE 27<sup>th</sup> DAY OF September, A.D., 1990.

Viola Mae Vineyard  
VIOLA MAE VINEYARD

THIS INSTRUMENT WAS, ON THE DAY SHOWN ABOVE, SIGNED, PUBLISHED AND DECLARED BY VILOA MAE VINEAYRD TO BE HER LAST WILL AND TESTAMENT, IN OUR PRESENCE, AND WE, AT HER REQUEST, HAVE SUBSCRIBED OUR NAMES HERETO AS WITNESSES IN HER PRESENCE AND IN THE PRESENCE OF EACH OTHER.

Jean R. Butler, 143 Richardson, Ridgeland  
Pauline P. Kelly, 175 Mackey Dr., Madison, MS  
Stella Stewart 457 Cedar Bluff  
Madison, MS



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20<sup>th</sup> day of July, 1999, at        o'clock        M., and was duly recorded on the 22<sup>nd</sup> day of July, 1999 Book No 31, Page 637.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

FILED

AFFIDAVIT OF SUBSCRIBING WITNESS  
TO  
THE LAST WILL AND TESTAMENT  
OF

JUL 20 1999

VIOLA MAE VINEYARD, DECEASED  
STEVE DUNCAN  
CHANCERY CLERK

PERSONALLY, came and appeared before me the undersigned authority in and for the jurisdiction herein recited the within named Jean R. Butler, who being by me first duly sworn, doth make oath and affidavit, to-wit:

A. The undersigned, upon the request and express direction of Viola Mae Vineyard, Deceased, was a subscribing witnesses to that certain Last Will and Testament which consists of 1 pages, and as the Will was duly signed by Viola Mae Vineyard, on September 27, 1990; And

B. That at the time the said Will was signed by Viola Mae Vineyard, she was then of legal age and possessed of a sound and disposing mind and memory, and the Will was signed by her in the presence of subscribing witnesses; And

C. That when said Will was signed by Viola Mae Vineyard, it was declared by her to be her Last Will and Testament in the presence of said witnesses; And

D. That said witnesses did then and there sign as subscribing witnesses to said Will upon the express request of Viola Mae Vineyard, and that all signatures thereto were affixed in her presence and in the presence of each other.

Pauline P. Kelly  
PAULINE P. KELLY

Address and Social Security Number: 200 Dominion Dr.  
Madison, MS 39110  
SSN No. 236-30-2932

SWORN to and subscribed before me by the aforementioned on this the 29 day of June, 1999.

[Signature]  
NOTARY PUBLIC, MISSISSIPPI  
STATEWIDE AUTHORITY

My Comm. Expires: Notary Public State of Mississippi At Large  
My Commission Expires October 21, 2000  
BONDED THRU HEIDEN-KARCHETT, INC.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20<sup>th</sup> day of July, 1999, at — o'clock — M, and was duly recorded on the 27<sup>th</sup> day of July, 1999, Book No. 31, Page 638.

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

**FILED**

JUL 20 1999

**AFFIDAVIT OF SUBSCRIBING WITNESSES  
TO  
THE LAST WILL AND TESTAMENT  
OF  
VIOLA MAE VINEYARD, DECEASED**

**STEVE DUNCAN  
CHANCERY CLERK**

PERSONALLY, came and appeared before me the undersigned *by: STACY HILL, D.C.*  
authority in and for the jurisdiction herein recited the within named Jean R. Butler,  
who being by me first duly sworn, doth make oath and affidavit, to-wit:

- A. The undersigned, upon the request and express direction of Viola Mae Vineyard, Deceased, was a subscribing witnesses to that certain Last Will and Testament which consists of 1 pages, and as the Will was duly signed by Viola Mae Vineyard, on September 27, 1990; And
- B. That at the time the said Will was signed by Viola Mae Vineyard, she was then of legal age and possessed of a sound and disposing mind and memory, and the Will was signed by her in the presence of subscribing witnesses; And
- C. That when said Will was signed by Viola Mae Vineyard, it was declared by her to be her Last Will and Testament in the presence of said witnesses; And
- D. That said witnesses did then and there sign as subscribing witnesses to said Will upon the express request of Viola Mae Vineyard, and that all signatures thereto were affixed in her presence and in the presence of each other.

Jean R. Butler  
JEAN R. BUTLER

Address and Social Security Number: 143 Richardson Rd  
Ridgeland, Ms 39157  
SSN No. 486-12-2230

SWORN to and subscribed before me by the aforementioned on this the 29 day of June, 1999.

[Signature]  
NOTARY PUBLIC, MISSISSIPPI  
STATEWIDE AUTHORITY



My Comm. Expires: \_\_\_\_\_  
Notary Public State of Mississippi At Large  
My Commission Expires: October 21, 2000  
BONDED THRU HEIDEN-MARCHETTI, INC.



STATE OF MISSISSIPPI, COUNTY OF MADISON:  
I certify that the within instrument was filed for record in my office this 20<sup>th</sup> day of July, 1999, at \_\_\_\_\_ o'clock \_\_\_\_\_ M., and was duly recorded on the 22<sup>nd</sup> day of July, 1999, Book No. 31, Page 639.  
STEVE DUNCAN, CHANCERY CLERK BY: Stacy Hill D.C.

BOOK 0031 PAGE 640

**FILED**

JUL 22 1988  
9.00 A.M.

**STEVE DUNCAN  
CHANCERY CLERK**

LAST WILL AND TESTAMENT  
OF  
NITA P. FERRELL

*By: Karen Jupp, PC  
#99-469*

I, Nita P. Ferrell, an adult resident citizen of the City of Madison, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all other Wills and Codicils heretofore made by me.

ITEM I.

I hereby nominate, appoint and designate my daughter, Bonnie F. Parkison, as Executrix of this my Last Will and Testament. I do hereby waive the necessity of my Executors' (including any successor-Executor, as the case may be) entering into any bond as such and I waive the necessity of any accountings, inventory or formal appraisal of my estate. I do hereby grant my Executors (including any successor-Executor, as the case may be) all the powers set forth in Sections 91-9-101 to 91-9-119 of the Mississippi Code of 1972, as amended, and any others that may be granted by law.

The terms "Executrix," "Executor," and "Executors" as used in this Will or any Codicil hereto, and all references thereto through any type of pronoun, shall include any person or persons, whether male or female, who may be serving hereunder at any time as a personal representative of my estate.

ITEM II.

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

It is my intention, however, that nothing in this Item of

my Will should be construed as creating an express Trust or fund for the payment of debts and expenses, which would in any way extend the normal statute of limitations for the payment of my debts or enlarge upon my statutory duty to pay debts.

ITEM III.

I direct that my Executor pay out of my Residuary Estate without apportionment, all estate, inheritance, succession and other taxes, together with any interest or penalty thereon, (but not including any taxes imposed on generation-skipping transfers under the Federal tax laws) assessed by reason of my death and imposed by the government of the United States, or any state or territory thereof, or by any foreign government or political subdivision thereof, in respect of all property required to be included in my gross estate for estate or like tax purposes by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a power of appointment without contribution by any recipient of any such property.

ITEM IV.

I give and bequeath, in fee, all of my personal and household effects of every kind held for personal use at the time of my death, including, but not limited to, furniture, furnishings, rugs, pictures, books, silverware, linen, china, glassware, objects of art, wearing apparel, jewelry and automobiles (but excluding cash on hand or on deposit securities, choses in action or other intangibles), to my daughter, Bonnie F. Parkison, if my daughter survives me. If my said daughter, Bonnie F. Parkison, does not survive me, then and in such event I give and bequeath all of said property to my sister, Katherine Vivian Abel. In the event that my sister does not survive me, this bequest shall lapse and shall pass as part of my Residuary Estate.

All of my insurance policies which provide indemnity for the loss of any of my personal or real property by fire, windstorm, or other casualty (including any claim for such loss of any such property which I might have at the time of my death against any

insurance company) I give and bequeath respectively to those persons or corporations, as the case may be, who shall become owners of such properties by reason of my death; whether such ownership be acquired under the provisions of this Will, by survivorship or by other means.

I direct that any expenses incurred in safeguarding or delivering such property be paid from my estate as an administrative expense thereof.

ITEM V.

All the rest, residue and remainder of the property which I may own at the time of my death, real, personal and mixed, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, including all lapsed legacies and devises (but excluding any property over or concerning which I have any power of appointment) I give, devise and bequeath to my daughter, Bonnie F. Parkison. If my said daughter shall not survive me, then and in such event, I give, devise and bequeath the property to my sister, Katherine Vivian Abel. If my sister, Katherine Vivian Abel shall predecease me, I give, devise and bequeath the property in equal shares to my grandchildren, Stephanie Carol Parkison and Scott Cleavlen Parkison. If either of my said grandchildren shall predecease me leaving issue, then the share of such deceased grandchild, to the issue of such deceased grandchild, per stirpes. If either of my said grandchildren shall predecease me without leaving issue, then I give, devise and bequeath the share of such deceased grandchild to my remaining grandchild, or their issue, per stirpes. In the event that a distribution pursuant to this Item is to be made to a minor, my Executor shall distribute such amount to the legal guardian of such minor and my Executor shall have no further responsibilities with respect to any amount so distributed.

ITEM VI.

If any beneficiary should die simultaneously with me, or

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

ITEM VII.

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

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 17th day of Dec., 1987.

Nita P Ferrell  
Nita P. Ferrell

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

WITNESSES:

Kathleen P Rapp  
NAME  
240 Old Canton Rd.  
ADDRESS  
Madison, MS. 39110

Charles D. Blackwell  
NAME  
131 Kaye St  
ADDRESS  
Madison, Me. 39110

Mari W. Blackwell  
NAME  
131 Kaye St  
ADDRESS  
Madison, Ms 39110

NPF  
NPF



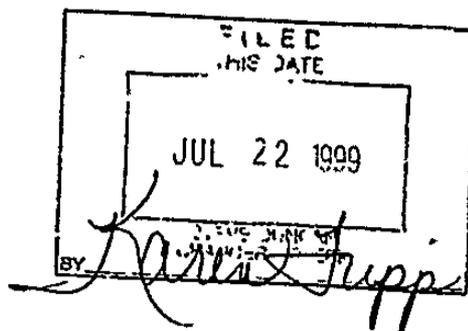
STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 22nd day of July, 1999, at 9:00 o'clock A. M., and was duly recorded on the 22nd day of July, 1999, Book No. 31, Page 640.

STEVE DUNCAN, CHANCERY CLERK

BY: STEVEN HILL D.C.

PROOF OF WILL  
# 99-469



STATE OF MISSISSIPPI  
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Marie W. Blackwell, who by me being first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Nita P. Ferrell and that the said Nita P. Ferrell signed, published and declared said instrument to be her Last Will and Testament on the 11<sup>th</sup> day of December, 1987, in the presence of this affiant and Charles D. Blackwell, the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Charles D. Blackwell 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.

Marie W. Blackwell  
MARIE W. BLACKWELL

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 25 day of JUNE 1999.

Jessie L. High  
NOTARY PUBLIC

My commission expires:  
My Commission Expires March 18, 2002

My Commission Expires March 18, 2002

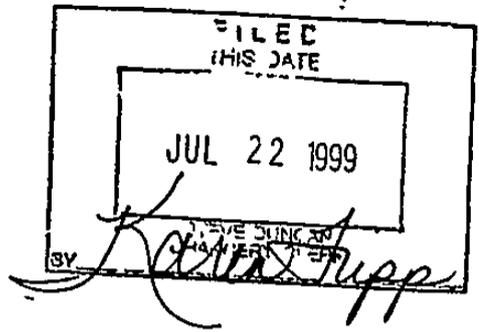


STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 22<sup>nd</sup> day of July, 1999, at        o'clock        M., and was duly recorded on the 22<sup>nd</sup> day of July, 1999, Book No. 31, Page 644.

STEVE DUNCAN, CHANCERY CLERK

BY: Jessie L. High D.C.



**PROOF OF WILL**

#99-469

STATE OF MISSISSIPPI

COUNTY OF Madison

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Charles D. Blackwell, who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Nita P. Ferrell and that the said Nita P. Ferrell signed, published and declared said instrument to be her Last Will and Testament on the 11<sup>th</sup> day of December, 1987, in the presence of this affiant and Marie W. Blackwell, the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Marie W. Blackwell 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.

Charles D. Blackwell  
CHARLES D. BLACKWELL

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 3<sup>rd</sup> day of July 1999.

Jerric Jo Fitzhugh  
NOTARY PUBLIC

My commission expires:  
My Commission Expires March 18, 2002



**STATE OF MISSISSIPPI, COUNTY OF MADISON:**

I certify that the within instrument was filed for record in my office this 22<sup>nd</sup> day of July, 1999, at        o'clock        M., and was duly recorded on the 22<sup>nd</sup> day of July, 1999, Book No. 31, Page 645.

STEVE DUNCAN, CHANCERY CLERK

BY: Steve Duncan D.C.

**FILED**

JUL 23 1999

AT 8:15 O'CLOCK A. M.  
STEVE DUNCAN, CHANCERY CLERKBy: *Karen Trapp, PC*

BOOK 0031 PAGE 646

STATE OF MISSISSIPPI:

COUNTY OF MADISON:

*#99-495*

I, ALVIN W. LEVY, of said State and County, do make and publish this my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

## ITEM ONE

Burial; Payment of Debts

(a) I wish my body buried in a suitable manner and a suitable memorial erected and the cost thereof paid out of my estate.

(b) All of my due and payable debts shall be paid out of my estate as soon as practicable.

## ITEM TWO

Executor; Trustee

I hereby name, constitute and appoint my brother, LOUIS K. LEVY, JR., as Executor of my Will and also as Trustee of any trusts created by the terms of this Will. If for any reason my said brother should fail, decline, or be unable or unwilling to serve in such capacity hereunder, then I constitute and appoint my nephew, BERTRAM L. LEVY, to serve as Executor and/or Trustee hereunder, as the case may be. If he should be unable or unwilling to serve, then my nephew, ROBERT M. LEVY, shall serve as Executor and/or Trustee hereunder, as the case may be. Neither LOUIS K. LEVY, JR., BERTRAM L. LEVY, nor ROBERT M. LEVY, as Executor of my estate or Trustee of any trusts created under this Will, shall be required to make bond in any capacity and I do hereby expressly

*act*

relieve all of said parties as Executor and/or Trustee hereunder from making bond or accounting to any court.

ITEM THREE

Tangible Personal Property

All my household furniture and furnishings, books, pictures, objects of art, silverware, jewelry, clothing and other such personal effects, I give and bequeath among my spouse, my brother, and my brother's children, as the Executor shall determine.

ITEM FOUR

Marital Trust I

(a) If my spouse, PATRICIA LEVY, survives me, I give, devise and bequeath to the Trustee, as Trustee, the sum of One Hundred Fifty Thousand (\$150,000) Dollars upon the following uses in trust.

(b) The Trustee shall pay over to my spouse all income from the property, in quarterly or more frequent installments, from the time of my death until my spouse's death.

(c) On the death of my spouse, the property then remaining in this trust (other than accrued or undistributed income, which shall be distributed to my spouse's estate) shall be distributed per stirpes among the then living descendants of my brother, LOUIS K. LEVY, JR.

(d) I anticipate that the Executor will elect to treat the property in this trust as qualified terminable interest

OWL

property that qualifies for the marital deduction in the determination of the federal estate tax liability imposed upon my estate.

(e) The Executor, in implementing this bequest, shall distribute assets having an aggregate fair market value at the date or dates of distribution equal to the amount of this bequest, and this bequest shall carry with it a proportionate part of the income of my estate from the date of my death.

(f) The Executor shall not use to satisfy the bequest in this Item, or any part thereof, any asset in respect of which no marital deduction would be allowed if such asset passed to my spouse or any asset in respect of which a credit is allowed against United States estate tax for any estate, inheritance, legacy or succession tax imposed by any foreign country or political subdivision thereof, if and to the extent there are other assets sufficient to satisfy this bequest.

ITEM FIVE

MARITAL TRUST II

(a) If my wife, PATRICIA LEVY, survives me, I give, devise, and bequeath the sum of Three Hundred Fifty Thousand (\$350,000) Dollars to the Trustee, as Trustee, upon the following uses in trust:

(b) The Trustee shall pay all the net income of this trust to my wife, in quarterly or more frequent installments, from the time of my death until her death.

*awh*

(c) The Trustee shall be authorized to encroach upon the principal hereof as the Trustee determines necessary in order to provide for the support in reasonable comfort and maintenance in health of my said wife, taking into consideration any other sources of support available to her and known to the Trustee. It is my expectation that my spouse will receive income from all sources after my death of at least \$30,000 per year, and the Trustee shall be guided by this in making encroachment decisions.

(d) At the death of my wife, the property of this trust (other than accrued or undistributed income, which shall be distributed to the personal representative of my wife's estate) shall be distributed per stirpes among the then living descendants of my brother, LOUIS K. LEVY, JR.

(e) Unless my spouse's will expressly directs otherwise, the Trustee shall pay on the death of my spouse, either directly or through said spouse's personal representative, as the Trustee determines, the federal estate tax and state death tax attributable to the inclusion of property in this trust, and the trust created under Item Four, in the gross estate of my spouse, computing the amount of the federal estate tax for this purpose in accordance with the applicable federal statute extending a right of recovery for such tax to said spouse's personal representative, and the amount of the state death tax as the difference between the death tax payable on account of the death of my spouse with and without the inclusion of the property in this trust, and the trust created

*awl*

under Item Four, in the calculation. The Trustee may withhold distribution of an amount of property sufficient, in its judgment, to cover any liability imposed on the Trustee hereunder until such liability is finally satisfied.

(f) I anticipate that the Executor will elect to treat the property in this trust as qualified terminable interest property that qualifies for the marital deduction in the determination of the federal estate tax liability imposed upon my estate.

(g) The Executor, in implementing this bequest, shall distribute assets having an aggregate fair market value at the date or dates of distribution equal to the amount of this bequest, and this bequest shall carry with it a proportionate part of the income of my estate from the date of my death.

(h) The Executor shall not use to satisfy the bequest in this Item, or any part thereof, any asset in respect of which no marital deduction would be allowed if such asset passed to my spouse or any asset in respect of which a credit is allowed against United States estate tax for any estate, inheritance, legacy or succession tax imposed by any foreign country or political subdivision thereof, if and to the extent there are other assets sufficient to satisfy this bequest.

(i) If I should own property jointly with my wife at the time of my death, the amount of the bequest under this Item Five shall be reduced by the value of the property which passes to her by right of survivorship, to the extent such amount exceeds Fifty Thousand (\$50,000) Dollars.

ITEM SIX

Residuary Bequest

All of the rest, residue and remainder of my property of every kind and description, and wherever located, including any lapsed or void legacy or devise (but not including any property over which I may have the power of disposition or appointment), I give, devise and bequeath equally between my nephews, ROBERT M. LEVY and BERTRAM L. LEVY, provided that if one of them does not survive me, his share shall instead be distributed per stirpes among such nephew's descendants who survive me.

ITEM SEVEN

Payment of Taxes and Expenses of Administration

All transfer, estate, inheritance, succession and other death taxes which shall become payable by reason of my death, other than any tax on any generation-skipping transfer and any additional estate tax imposed pursuant to section 2032A(c) of the Internal Revenue Code of 1986, as amended, and all debts and expenses of administration of my estate, whether in respect of property passing under this Will or otherwise, shall, unless

otherwise expressly provided elsewhere in this Will, be paid from the residue of my estate, without apportionment.

ITEM EIGHT

Powers of Executor and Trustee

(a) In the management, care and disposition of my estate and of every trust I confer upon the Executor of this Will, and the Trustee of every trust created by this Will, and their successors in office, the power to do all things and execute such instruments as may be deemed necessary or proper, including the following powers, all of which may be exercised without order of or report to any court.

(1) To sell, exchange, or otherwise dispose of any property at any time held or acquired under this Will, at public or private sale, for cash or on terms, without advertisement;

(2) To invest all monies in such stocks, bonds, securities, investment company or trust shares, mortgages, notes, and other property as the Executor or Trustee may deem best without regard to any law now or hereafter in force limiting investments of fiduciaries;

(3) To vote in person or by proxy any corporate stock or other security and to agree to or take any other action in regard to any reorganization, merger, consolidation, liquidation, bankruptcy or other procedure

or proceeding affecting any stock, bond, note or other property;

(4) To use real estate brokers, accountants and other agents, if such employment be deemed necessary, and to pay reasonable compensation for their services;

(5) To compromise, settle or adjust any claim or demand by or against my estate or trust and to agree to any rescission or modification of any contract or agreement affecting my estate or trust;

(6) To renew any indebtedness, as well as to borrow money, and to secure the same by mortgaging, pledging or conveying any property of my estate or trust, including the power to borrow from either the Executor or Trustee at a reasonable rate of interest;

(b) Whenever the Executor or Trustee is directed to distribute any property in fee simple to a person who is then under twenty-one (21) years of age, the Trustee shall be authorized to hold such property in trust for such person until he or she becomes twenty-one (21) years of age, and in the meantime shall use such part of the income and the principal of the trust as the Trustee may deem necessary to provide for the proper support and education of such person. If such person should die before becoming twenty-one (21) years of age, the property then remaining in the trust shall be distributed to the personal representative of such person's estate.

*awh*

(c) In making distributions from my estate or any trust created hereunder to or for the benefit of any minor or other person under a legal disability, the Executor or Trustee need not require the appointment of a guardian, but shall be authorized to pay or deliver the same over to the custodian of such person or to a custodian under the Georgia Transfers to Minors Act, to pay or deliver the same to such person without the intervention of a guardian, to pay or deliver the same to a legal or natural guardian of such person, or to use the same for the benefit of such person.

(d) No Executor or Trustee shall be required to file any inventory or appraisal or any annual or other returns or reports to any court or to give bond, but shall furnish a statement of receipts and disbursements at least annually to each person then entitled to income from my estate or any trust.

(e) In the distribution of my estate and the division into separate trusts and shares, the Executor and Trustee shall be authorized to make the distribution and division in money or in kind or in both, regardless of the basis for income tax purposes of any property distributed or divided in kind, and the distribution and division made and the values established by the Executor or Trustee shall be binding and conclusive on all persons taking hereunder. The Executor or Trustee may, in making such distribution or division, allot undivided interests in the same property to several trusts or shares.

*awf*

(f) The Executor or Trustee shall have discretion to determine whether items should be charged or credited to income or principal or allocated between income and principal as the Executor or Trustee may deem equitable and fair under all the circumstances, including the power to amortize or fail to amortize any part or all of any premium or discount, to treat any part or all of the profit resulting from the maturity or sale of any asset, whether purchased at a premium or at a discount, as income or principal or apportion the same between income and principal, to apportion the sales price of any asset between income and principal, to treat any dividend or other distribution on any investment as income or principal or apportion the same between income and principal, to charge any expense against income or principal or apportion the same, all as the Executor or Trustee may reasonably deem equitable and just under all the circumstances.

(g) The Executor or Trustee shall be authorized to make any election permitted by any tax law, including the filing of joint returns and the consenting to have gifts made by my spouse treated as if made partially by me, if in the opinion of the Executor or Trustee such election is for the combined best interest of my estate and the beneficiaries thereof, and shall be authorized to make, or fail to make, such adjustment between the parties or the several bequests or accounts as the Executor or Trustee may deem equitable and just under all the circumstances. This authority to make tax elections shall specifically include the



power to allocate my generation-skipping transfer tax exemption in such manner (including to inter vivos transfers), as the Executor shall deem best, and the Executor shall incur no liability for the good faith exercise of this authority.

(h) Any Trustee named or acting as Trustee under this Will may refuse to so act or resign and be discharged from acting as a Trustee by giving, personally or by mail, written notice of the Trustee's resignation or refusal, to the current income beneficiaries. Such notice shall specify the date when such resignation shall take effect, which date (except as the person to whom notice of such resignation shall have been given shall otherwise consent) shall be at least sixty (60) days after the service or mailing thereof.

ITEM TEN

Miscellaneous Administrative Provisions

(a) No successor Executor or Trustee shall be required to inquire into or audit the acts or doings of any predecessor Executor or Trustee or to make any claim against any such predecessor Executor or Trustee or his or her estate.

(b) Any successor Executor or Trustee shall have and may exercise any or all of the powers herein conferred on my Executor or Trustee as fully and to the same extent as if such successor had originally been named as Executor or Trustee herein.

*awh*

(c) Pronouns shall be deemed to include masculine, feminine, or neuter forms, or singular or plural forms, in order to reflect the gender or number of the fiduciaries then serving.

(d) Although I may have appointed fiduciaries to serve hereunder (as Executor or Trustee) who may not be residents of the state of my residence at the date of my death, it is my specific request that they be allowed to serve in the positions designated, without bond.

(e) Anything herein to the contrary notwithstanding, no power granted to any Executor or Trustee under this Will shall be exercised in such a manner as to deprive my estate of the marital deduction under the federal estate tax laws, to the extent contemplated under the dispositive terms hereof.

(f) The administration and construction of any trust created hereunder and the rights of the beneficiaries thereof shall be governed by the laws of the State of Georgia.

(g) I specifically give my Executor the power to allocate any federal exemption from the generation-skipping transfer tax to any property with respect to which I am the transferor for purposes of said tax (whether or not such property is included in my probate estate) and to exclude any such properties from allocation, and to make any other generation-skipping tax election. In addition, the Executor or the Trustee of any trust created by this Will shall be authorized for tax, administrative or investment purposes to divide any trust

*awf*

established hereunder, based upon the fair market values of the trust property at the time of division, into two or more separate trusts, the dispositive provisions of which shall be identical to those applicable to the trust prior to division; and if the Executor makes the special election under Section 2652(a)(3) of the Internal Revenue Code of 1986, as amended, the Trustee of any marital deduction qualifying trust as to which such election is made is directed to so divide such trust into portions that have inclusion ratios of zero (0) and one (1). Without limiting the generality of the foregoing, the Executor or Trustee may divide any trust into separate trusts consisting of portions that would, and would not, respectively, be included in the gross estate of my spouse or another beneficiary for federal estate tax purposes if such beneficiary died immediately prior to the division or portions that for federal generation-skipping transfer tax purposes either have inclusion ratios of zero (0) or one (1), or different transferors.

(h) The provisions in my Will for my wife are expressly made in lieu of any statutory rights which my wife might have in my estate. Should any beneficiary contest or initiate proceedings to contest the validity of this Will or any provision herein or to prevent any provision herein from carrying out in accordance with its terms (whether or not in good faith or with probable cause), or should attempt to elect to take any statutory rights against my estate, then all benefits provided for such contesting or electing

*and*

beneficiary, and his or her descendants, in this Will are revoked and annulled. Such benefits, if not part of the residue of my estate, shall go over to and become part of the residue of my estate.

(i) Any and all titles and captions of the various items and/or paragraphs of this Will have been inserted only for the purpose of convenience and shall not be deemed in any manner to modify, explain, enlarge, or restrict any of the provisions of this Will.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal to this my Last Will and Testament, this 23<sup>rd</sup> day of February, 1996.

Alvin W. Levy (SEAL)  
ALVIN W. LEVY  
Testator

Signed, sealed, published and declared by ALVIN W. LEVY as and for his Last Will and Testament in our presence and we at his request and in his presence, and in the presence of each other, have hereunto subscribed our names as witnesses the day and year above set out.

Witnesses:

Addresses:

Shirley Cole

775 Hwy 16 W Canton, MS 39041

Cynthia A. Parker

1419 Hwy 17, Camden, MS 39045

Kouetta Davis

205 Sherwood Ln, Canton MS 390

300331

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23rd day of July, 1999, at 8:15 o'clock A. M., and was duly recorded on the 23rd day of July, 1999, Book No. 31, Page 666.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.



FILED  
THIS DATE  
JUL 23 1999  
BY Karen Tapp  
STEVE DUNCAN  
CHANCERY CLERK  
MADISON COUNTY, MISSISSIPPI

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

This day personally appeared before me, the undersigned authority in and for said County and State, Shirley Cole, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of ALVIN W. LEVY, of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said Testator signed, published and declared said instrument as his Last Will and Testament on February 23, 1996, in the presence of this affiant and in the presence of Cynthia Parker, the other subscribing witness, that said Testator was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that he/she and the said Cynthia Parker subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testator and in the presence of each other.

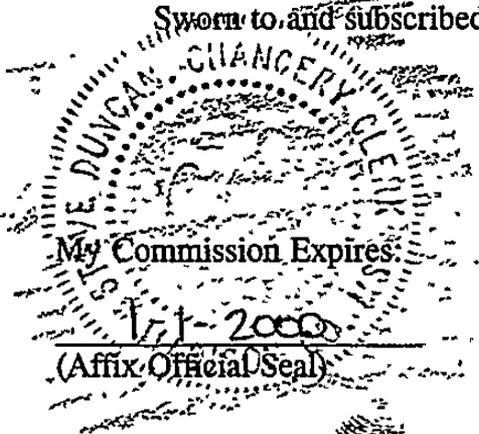
Shirley Cole  
(Signature)

Address of Witness:

775 Hwy 16 W  
Canton, MS 39046

Sworn to and subscribed before me this, the 23 day of February, 1996.

Steve Duncan Chancery Clerk  
NOTARY PUBLIC  
By: KGregory D.C.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23rd day of July, 1999, at 8:15 o'clock A. M., and was duly recorded on the 23rd day of July, 1999, Book No. 31, Page 660.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Tapp D.C.



AFFIDAVIT OF SUBSCRIBING WITNESS

FILED  
THIS DATE  
JUL 23 1999  
BY Karen Stapp

STATE OF MISSISSIPPI

COUNTY OF MADISON

This day personally appeared before me, the undersigned authority in and for said County and State, Cynthia Parker, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of ALVIN W. LEVY, of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said Testator signed, published and declared said instrument as his Last Will and Testament on February 23, 1996, in the presence of this affiant and in the presence of Shirley Cole & Loretta Davis, the other subscribing witness, that said Testator was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that he/she and the said Shirley Cole & Loretta Davis subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testator and in the presence of each other.

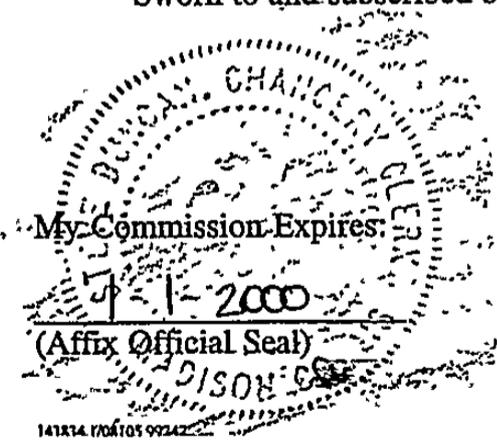
Cynthia A. Parker  
(Signature)

Address of Witness:

1419 Hwy 17  
Caman, MS 39045

Sworn to and subscribed before me this, the 23 day of February, 1996.

Steve Duncan Chancery Clerk  
NOTARY PUBLIC  
By: K. Gregory D.C.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23rd day of July, 1999, at 8:15 o'clock A. M., and was duly recorded on the 23rd day of July, 1999, Book No. 31, Page 661.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Stapp D.C.



AFFIDAVIT OF SUBSCRIBING WITNESS

FILED  
THIS DATE  
JUL 23 1999  
BY *Karen Jupp*

STATE OF MISSISSIPPI  
COUNTY OF MADISON

This day personally appeared before me, the undersigned authority in and for said County and State, *Retta Lewis*, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of ALVIN W. LEVY, of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said Testator signed, published and declared said instrument as his Last Will and Testament on \_\_\_\_\_, 1996, in the presence of this affiant and in the presence of *Cynthia Parker* *Shirley Cole*, the other subscribing witness, that said Testator was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that he/she and the said *Cynthia Parker + Shirley Cole* subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testator and in the presence of each other.

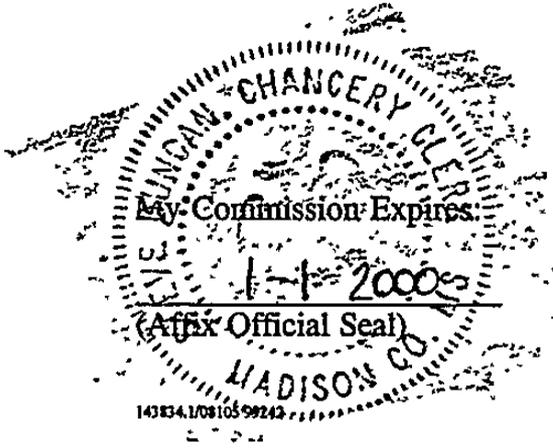
*Retta Lewis*  
(Signature)

Address of Witness:

*205 Sherwood Drive*  
*Canton MS 39044*

Sworn to and subscribed before me this, the *23* day of *February*, 1996.

*Steve Duncan Chancery Clerk*  
NOTARY PUBLIC  
By: *Korogayoc*



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this *23rd* day of *July*, 19*99*, at *8:15* o'clock *A.* M., and was duly recorded on the *23rd day of July, 1999*, Book No. *31*, Page *102*.



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

Last Will and Testament

**FILED**

#99-467

JUL 23 1999

10:00 A.M.

OF

STEVE DUNCAN  
CHANCERY CLERK

ERNEST D. COX

By: *Ernest D. Cox*

I, ERNEST D. COX, a resident of Madison County, Mississippi, being over the age of eighteen (18) 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 do hereby revoke any and all other Wills or Codicils to Wills heretofore made by me.

References herein to "spouse" mean my wife, MARY NELL WRIGHT COX

Unless indicated otherwise, references herein to "child" means my son E. DAVID COX.

I. PAYMENT OF DEBTS

I direct that all of my just debts which may be probated and allowed against my estate, my funeral expenses, and the expenses of my last illness be paid first from the properties of my estate. This clause of my Will shall not be construed as creating a trust for the benefit of my creditors.

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

II. SPECIFIC BEQUESTS

I give to my spouse all of my automobiles, clothing, jewelry, and other personal effects,

*Ernest D. Cox*  
ERNEST D. COX

including all furniture, furnishings, fixtures, books, objects of art, household goods, silverware, china, and ornaments located in my home. If my spouse does not survive me, I give such property to my son, E. DAVID COX.

### III. UNIFIED CREDIT TRUST

I give to E. DAVID COX, as "Trustee", upon the Trust hereinafter provided, a pecuniary sum, as determined by my Executrix, equal to the largest amount, if any, that can pass under this Article free of Federal estate tax by reason of the unified credit under Internal Revenue Code § 2010 (or any similar successor provision).

In determining the largest amount that can pass free of Federal estate tax, my Executrix shall take account of the value of any of my property passing in any manner which is included in my gross estate but which does not qualify for the marital deduction in computing Federal estate tax.

My Executrix shall have the power and the sole discretion to set aside this trust fund wholly or partially in cash or in kind, and to select the assets which shall constitute the fund.

In making the computations to determine the amount to go to this Trust, the final determination of values for Federal estate tax purposes shall control. However, the value of the distribution at date of distribution shall be fairly representative of the appreciation and depreciation of all assets available to pay the bequest.

The amount shall not be diminished by any Federal or State estate or inheritance taxes, or claims against, or administrative expenses of, my estate, unless my residuary estate is insufficient to pay any such taxes, claims, or expenses. However, any expense that is not deductible by my estate shall be charged against this amount.

This Trust shall be known as the "ERNEST D. COX, UNIFIED CREDIT TRUST" and shall be administered as follows.

A If my spouse survives me, the Trustee shall pay the income from this Trust to my spouse in convenient installments, not less frequently than quarter annually, so long as she shall live. For purposes of this provision, the income of the Trust shall include Trust income

  
ERNEST D. COX

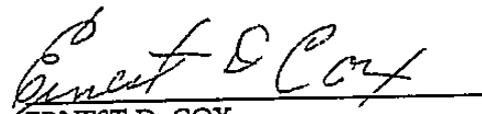
as defined in Internal Revenue Code § 643(b) (or any similar successor provision). Any income which is not distributed at the time of my spouse's death, shall be distributed to her estate as soon as practical.

B. If the total income of my spouse is, in the sole discretion of the Trustee, insufficient to enable her to maintain her standard of living at my death, then the Trustee may pay to her out of the principal of this Trust such additional sum or sums as said Trustee shall deem proper. In making this determination, the Trustee may take into consideration my spouse's assets and income from sources other than this Trust. The Trustee is also authorized to pay any and all medical, nursing, hospital, or other related bills which may be incurred by my spouse, out of the income or corpus, or both.

C. Upon the death of my spouse, or upon my death if my spouse does not survive me, all remaining trust property shall be paid to my son, E. DAVID COX. In the event that E. DAVID COX should not survive the termination of this trust then all remaining trust property shall be paid to LYNN COX and if she should not survive, then in equal shares to ADAM ROBERTS COX and LEIGH ANN COX

D. In case any share of the Trust or any discretionary payment of income or principal from the Trust becomes distributable or payable to a minor, or to a person under a legal disability, or to a person not adjudicated incompetent, but who, by reason of illness or mental or physical disability, is in the opinion of the Trustee, unable to administer properly such amounts, then such amounts shall be paid out by the Trustee in such of the following ways as the Trustee deems best:

- (a) directly to such beneficiary,
- (b) to the legal or natural guardian or the legally appointed conservator of such beneficiary;
- (c) to an apparently qualified individual or bank who, in taking the same as custodian for such person under the appropriate state's "Uniform Gifts to Minors Act", indicates that such sum or property shall be treated in all respects as "custodial property" for the benefit of such person in accordance with the provisions of the Uniform Gifts to Minors Act of such state (whether or not such Act permits custodial property of such an origin),

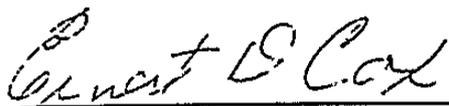
  
ERNEST D COX

- (d) to some relative or friend for the care, support, education, and welfare of such beneficiary;
- (e) by the Trustee, using such amounts directly for such beneficiary's care, support, education, and welfare or for any other proper purpose under this Trust; or
- (f) the making of a deposit into a bank, savings and loan association, brokerage, or other similar account in the sole name of the beneficiary. The receipt for or evidence of such payment, distribution, or application shall be a complete discharge and acquittance of the Trustee to the extent of such payment, distribution, or application and such Trustee shall have no duty to see to the actual application of amounts so paid or distributed to others.

E. Notwithstanding any of the above, if the Trust is funded with any Subchapter S stock, the terms of this Article shall be that all of the Trust income as defined in Internal Revenue Code § 643(b) (or any similar successor provision) shall be distributed to the current income beneficiary or beneficiaries, pro rata based on their separate shares in the Trust if there is more than one current income beneficiary. Furthermore, if the Trust is funded with any Subchapter S stock, the terms of the Trust shall be that any discretionary distributions of corpus shall be made only with respect to the particular beneficiary's share in the Trust. It is my intention that this Trust qualify as a Qualified Subchapter S Trust under Internal Revenue Code § 1361(d) (or any similar successor provision) and that all of the terms of this Article be so construed, including that each beneficiary shall be treated as having a substantially separate and independent share in the Trust within the meaning of Internal Revenue Code § 663(c) (or any similar successor provision). If after the initial funding the Trust ceases to hold Subchapter S stock, the Trustee no longer has to pay out all of the Trust income under this Part. Except as inconsistent with this Part, all of the other terms of the Trust shall apply.

F. In the administration of this Trust, the Trustee, or any successor Trustee, shall have the rights and powers contained in the Uniform Trustees Powers Act of the State of Mississippi, except where expressly contrary to the terms of this Trust.

G. Neither the principal nor the income of the Trust, nor any part of same, shall be liable for the debts or obligations of any beneficiary hereunder, nor shall the same be subject

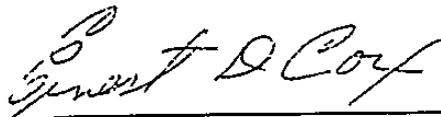
  
ERNEST D. COX

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 the Trust, or any part of same, or the income produced from said Trust, or any part of same.

H. This is a private Trust, and the Trustee shall not be required to obtain the order or approval of any Court for the exercise of any power or discretion herein granted. No Trustee named in this document shall be required to enter into any bond as Trustee, nor shall any Trustee named in this document be required to return to any Court any periodic formal accounting of his administration of the Trust. However, the Trustee shall prepare annual statements of the receipts and disbursements of the income and principal and render such statements to the current income beneficiary of the Trust. No person paying money or delivering property to the Trustee shall be required to see to its application. The Trustee shall not be liable for depreciation in the value of any property held in Trust or for any error of judgment but shall be liable for acts of bad faith or negligence.

I. The Trustee shall be entitled to receive a reasonable fee for his services in administering this Trust. Any Trustee may resign at any time by delivering or mailing written notice of such resignation to the beneficiaries. Such resignation shall take effect upon the dates specified in such notice, but not less than thirty (30) days after the mailing or delivering of such notice, and upon the dates so specified, all duties of the Trustee so resigning shall cease. Any successor Trustee shall have the same rights, powers, duties and discretion conferred or imposed on the original Trustee. No successor Trustee shall be obliged to examine the accounts and actions of any previous Trustee. No Trustee shall be liable for any act or omission unless the same be due to such Trustee's own default.

J. I appoint LYNN COX as successor trustee in the event that E DAVID COX is unable or unwilling to serve as Trustee. In the event that LYNN COX is unable or unwilling to serve as Trustee, then I appoint MIMS BERRY to serve as successor trustee and if he is unable or unwilling to serve, then a successor trustee shall be appointed on petition to the



ERNEST D. COX

Chancery Court of Madison County.

IV. MARITAL DEDUCTION

If my spouse, MARY NELL WRIGHT COX, survives me, then I give all of the rest and remainder of my property of whatever kind or character and wheresoever situated to her. If my spouse does not survive me, I give all of the rest and remainder of my property to E. DAVID COX, and if he should not survive me then to LYNN COX. If none of the foregoing should survive me then I give all of the rest and remainder of my estate to ADAM ROBERTS COX and LEIGH ANN COX in equal shares, per stirpes and not per capita.

V. COMMON DISASTER CLAUSE

In the event that both my spouse and I should die in a common accident or under such circumstances that it cannot be determined which of us survived the other, then I hereby direct that this Will, including all of its provisions, be construed under the conclusive presumption that I survived her.

VI. APPOINTMENT OF EXECUTOR/EXECUTRIX

I appoint my wife, MARY NELL WRIGHT COX, to be Executrix of my Will. If my wife shall predecease me, or be unable or unwilling to serve, I appoint E. DAVID COX as Executor. In the event that E. DAVID COX is unable or unwilling to serve as Executor, I appoint LYNN COX as Executrix. References to Executrix herein shall include Executor, as the case may be. In any such case, I direct that no bond, inventory, appraisal, or accounting shall be required of my Executrix or Executor.

IN WITNESS WHEREOF, I have hereunder set my hand to this my Last Will and Testament in the presence of James T. Knight and Harold G. Corbin whom I have asked to act as subscribing witnesses hereto on this 8th day of July, 1996.

Ernest D. Cox  
ERNEST D. COX

SUBSCRIBING WITNESSES.

James T. Knight  
Harold G. Corbin

5176 Canton Heights  
Jackson, MS 39211  
330 Woodrun Dr.  
Ridgeland, MS 39157

We, each of the subscribing witnesses to the Last Will and Testament of ERNEST D COX, do hereby certify that the said ERNEST D. COX, declared the same to be his Last Will and Testament, that he signed this instrument in the presence of each of us, and that each of us signed it in his presence and in the presence of each other We further certify that on this occasion the said ERNEST D COX, was of sound and disposing mind and memory

WITNESS OUR SIGNATURE this 23<sup>rd</sup> day of July, 1996.

James J. Knight

Harold S. Corbin



STATE OF MISSISSIPPI, COUNTY OF MADISON:

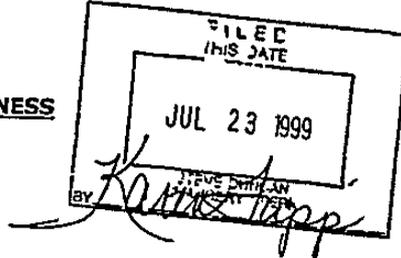
I certify that the within instrument was filed for record in my office this 23rd day of July, 1999, at 10:00 o'clock A M., and was duly recorded on the 23rd day of July, 1999, Book No. 31, Page 663

STEVE DUNCAN, CHANCERY CLERK

BY Karen Supp D C

**AFFIDAVIT OF SUBSCRIBING WITNESS**

STATE OF MISSISSIPPI  
COUNTY OF Madison



This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named JAMES T. KNIGHT, 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 Ernest D. Cox, who was personally known to affiant, and whose signature is affixed to the Last Will and Testament, dated the 8<sup>th</sup> day of July, 1996.

(2) That on the 8<sup>th</sup> day of July, 1996 the said Ernest D. Cox signed, published and declared the Instrument of writing to be his Last Will and Testament, in the presence of this affiant and in the presence of HAROLD G. CORBIN, the other subscribing witness to the instrument.

(3) That Ernest D. Cox was then and there of sound and disposing mind and memory, and above the age of eighteen (18) years.

(4) That this affiant, together with HAROLD G. CORBIN, 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 Ernest D. Cox, and in the presence of each other.

*James T. Knight*  
JAMES T. KNIGHT

SWORN TO AND SUBSCRIBED before me, this the 8<sup>th</sup> day of July, 1999.

*Deandra Jevvings Davis*  
NOTARY PUBLIC

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

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**STATE OF MISSISSIPPI, COUNTY OF MADISON:**

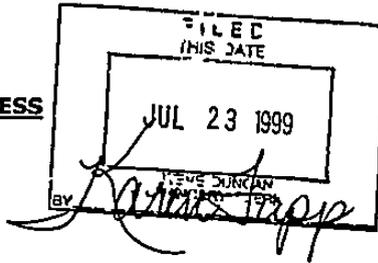
I certify that the within instrument was filed for record in my office this 23rd day of July, 1999, at 10:00 o'clock A M, and was duly recorded on the 23rd day of July, 1999, Book No. 31 Page 670.

STEVE DUNCAN, CHANCERY CLERK

BY: *James T. Knight* D.C.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF Hinds



This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named HAROLD G. CORBIN, 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 Ernest D. Cox, who was personally known to affiant, and whose signature is affixed to the Last Will and Testament, dated the 8<sup>th</sup> day of July, 1996.

(2) That on the 8<sup>th</sup> day of July, 1996 the said Ernest D. Cox signed, published and declared the instrument of writing to be his Last Will and Testament, in the presence of this affiant and in the presence of JAMES T. KNIGHT, the other subscribing witness to the instrument.

(3) That Ernest D. Cox was then and there of sound and disposing mind and memory, and above the age of eighteen (18) years.

(4) That this affiant, together with JAMES T. KNIGHT, 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 Ernest D. Cox, and in the presence of each other.

Harold G. Corbin  
HAROLD G. CORBIN

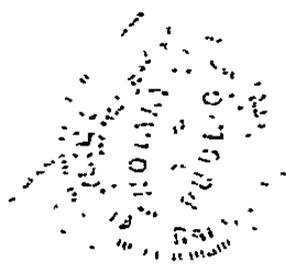
SWORN TO AND SUBSCRIBED before me, this the 8<sup>th</sup> day of July, 1999.

Christe Roberts  
NOTARY PUBLIC

My Commission Expires:

My Commission Expires August 3, 1999

L:\VTK\983-1\Affidavit of Subscribing Witness-hgc.wpd



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23rd day of July, 1999, at 10:00 o'clock A. M., and was duly recorded on the 23rd day of July, 1999, Book No. 31, Page 671.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fupp D.C.

**FILED**

JUL 27 1999

LAST WILL AND TESTAMENT OF

RANDAL R. CRAFT

**STEVE DUNCAN  
CHANCERY CLERK**

*BY: S. DUNCAN REC'D*

I, RANDAL R. CRAFT, an adult resident citizen of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all Wills and Codicils heretofore made by me.

ITEM I.

I do hereby appoint my wife, Mrs. Elizabeth N. Craft, as Executrix, provided if my said wife be unable or unwilling to serve, then my son and daughter, Randal R. Craft, Jr., and Mrs. Ann Craft McKee, as Co-Executors, if able, otherwise either one of them who is willing and able to so serve. I hereby expressly waive all bond, inventory, appraisal and accounting to any Court by any of said named Executrix, Co-Executors or Executor, or any Trustee who serves under this Will; and I give to whoever serves all of the rights, powers and privileges hereinbelow specified for any Trustee acting under this Will during the period of probate of my Will and administration thereof. The words "Executor" and "Trustee" shall include plural, singular and/or feminine gender, whoever or whichever serves.

ITEM II.

I hereby direct my Executor to pay my funeral expenses and all of my just debts which are timely probated, registered and allowed against my estate as soon as may be conveniently done. I direct my Executor to pay out of Item IV of this Will all Federal and State estate, inheritance, succession, transfer, or other death taxes which are assessed against my estate or against any beneficiary, including estate and inheritance taxes assessed on account of life insurance proceeds or any other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate purposes.

ITEM III.

I have previously in writing by Deed conveyed, and my said wife already owns, all of the personal household effects, silver,

*REC'D*

china, crystal, linens, furniture and fixtures situated in our residence, but I give and bequeath to my said wife, Mrs. Elizabeth N. Craft, if she be living at the time of my death, all my automobiles, personal effects and all of my corporeal, tangible personal property; and if she shall not survive me, I give and bequeath all of my automobiles, personal effects and all of my furniture, household effects and other corporeal, tangible personal property which I may then own equally to my two children, Randal R. Craft, Jr., and Mrs. Ann Craft McKee, or if one should predecease my said wife and me, the share for such deceased child shall all go to the issue per stirpes of the body of such deceased child.

## ITEM IV.

I give, devise and bequeath in trust to my wife and two children, Mrs. Elizabeth N. Craft, Randal R. Craft, Jr., and Mrs. Ann Craft McKee, or such thereof who are willing and able to serve as Joint Trustees, Co-Trustees, or Trustee, in trust, a sum or property equal to the largest amount that can pass free of federal estate tax under this Item by reason of the unified credit and the state death tax credit (provided use of this credit does not require an increase in the state death taxes paid) allowable to my estate but no other credit and after taking account of dispositions under previous Items of this Will and property passing outside of this Will which do not qualify for the marital or charitable deduction and after taking account of charges to principal that are not allowed as deductions in computing my federal estate tax. For the purpose of establishing the sum disposed of by this Item the values finally fixed in the federal estate tax proceeding relating to my estate shall be used, and the cash and other property so distributed shall have an aggregate fair market value fairly representative of the appreciation or depreciation to the date or dates of distribution of all property then available for distribution. My said wife may select what property of my estate shall go into this Trust, if she be willing and able so to do. I recognize that there is the possibility that no sum or property may be disposed of by this Item and that the sum or property so

disposed of may be affected by the action of my Executrix or Executor in exercising certain tax elections. The Trustee shall hold said property for the following uses and purposes and upon the following terms and conditions:

A. The Trustee shall invest the trust property and pay the income therefrom monthly to or for the use and benefit of my said wife and my said two children so long as my said wife shall live, all in the sole discretion of the Trustee, who shall have the full and unrestricted right to determine how such income shall be divided, keeping in mind that my said wife's needs and welfare are to be first met to maintain her in the standard of living she enjoyed during my lifetime, with due consideration of her other sources of income which are readily apparent to the said Trustee; and the balance of the income, if any, shall go equally to or for the benefit of my said two children, Randal R. Craft, Jr., and Mrs. Ann Craft McKee, at least annually, or more frequently so long as my said wife lives. Upon the death of my said wife, this trust shall terminate and all property then remaining in this trust shall go to and vest equally in my two children, Randal R. Craft, Jr., and Mrs. Ann Craft McKee, or if either be not then living, the share of such deceased child shall go to the issue per stirpes of such deceased child. This trust shall be known as the Randal R. Craft Exempt Family Trust.

B. Any Trustee and any Executor surviving under this Will shall have all of the following rights and powers in administering my Estate and this Trust, to-wit:

1. To sell, transfer, convey, mortgage, lease and dispose of the trust property upon such terms and in such manner and for such prices as the Trustee shall deem proper.

2. To manage and control the trust property with power to invest and reinvest the same in such property as it shall, in its sole discretion deem proper, and to do all things necessary or incidental to the investment or

re-investment of the trust property of the estate and the collection of income therefrom.

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

4. To retain, with no obligation to sell, any property coming into its hands as Trustee under the terms of this instrument, and may, in its sole judgment, continue to hold and retain any and all of the investments, securities and property which may come into its hands by virtue of this Will, whether or not the same would be treated as legal for the investment of trust funds.

5. To expend from the income, rents, profits, dividends and/or proceeds from sales of the trust property the necessary expenses of administering this trust, including taxes, Trustee's fees and attorneys' fees.

6. To determine upon all allocations, charges or credits as between principal and income. Any dividend payable in the stock of any corporation, or rights to subscribe to shares of stock or other securities or obligations of a corporation which may accrue to the trust, and the proceeds of any sale of such rights, shall be deemed to be principal and shall be treated as such. Likewise, all liquidating dividends shall be deemed to be principal. All other cash dividends received by the Trustee shall be income and shall be disposed of as such.

7. To complete, extend, modify or renew any loans, notes, mortgages, contractors or other obligations which I may owe, in such manner as it may deem desirable.

8. To pay, settle or compromise all claims and obligations held by or asserted against said trusts, all in such manner and upon such terms as it may deem advisable.

9. To participate in any plan of reorganization, consolidation or dissolution or similar proceedings

involving assets comprising the trust estate and to deposit or withdraw securities under any such proceedings.

10. To exercise all conversion, subscription, voting and other rights pertaining to securities held in the trust.

11. To pay such annual delay rentals on oil and gas leases as it shall, in its sole discretion, see fit; and to enter into operating agreements or other contracts for the exploration and development of oil, gas and mineral interests; and to take all other steps necessary to preserve, conserve, develop and operate all oil, gas and mineral rights and leases owned by me at the time of my death, except that the Trustee is prohibited from using any trust funds in connection with the drilling of any oil or gas wells, or in connection with any mining ventures, except that this prohibition shall not apply to the payment by the Trustee from production of its proportionate part of the costs of drilling and completing a producing oil, gas or other mineral well or mine.

12. To permit available trust funds to remain temporarily uninvested, or, in its discretion, to place on time deposit in a Savings Account in any national bank, cash funds coming into its hands which the Trustee deems it desirable to accumulate for use at a given time in the future in connection with the administration of the trust.

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

14. Every trust created under this Will shall be a private trust, and the Trustee shall not be required to obtain the order or approval of any Court for the exercise of any power or discretion herein given. Any trustee not a beneficiary shall have the right to receive and retain for his services in administering said trust reasonable fees and compensation for his actual time

spent for performing trust services for this trust. The income of the trust herein created shall accrue from the date of my death, and during the administering of my estate, and until the trust is established, I hereby authorize my Executrix or Executor, in her or his sole discretion, to pay at least annually out of my general estate to the income beneficiary of such trust, as advanced payments of income, such sums as in its judgment equal the issue which such income beneficiary would receive from the said trust had the same been established. The Trustee shall not be required to enter into any bond as Trustee, nor shall it be required to return to any Court any periodic formal accounting of its administration of said trust, but said Trustee shall render annual accounts to the various beneficiaries of said trust. No person paying money or delivering property to the Trustee shall be required to see to its application. Any Trustee of the trust herein created may resign at any time by giving written notice to the adult beneficiaries entitled to participate in the trust at the time of said resignation. If none of the above stated parties can serve then a successor-Trustee may be appointed on petition of the adult beneficiaries of said trust by the Chancery Court of the First Judicial District of Hinds County, Mississippi, and any Executor under this Will and any successor-Trustee shall have all the same rights, title, powers and discretion herein above given the original Trustee. Whenever any property or payment of any kind is to be distributed to a minor, under any of the provisions of this Will or any Trust established hereunder, any Executor and/or any Trustee then serving, is hereby expressly authorized, in its sole discretion, to deliver same directly to such minor, or to such minor's natural or legal guardian or next of kin, for the use and benefit of such minor and upon taking a

receipt therefor shall be released from any further responsibility thereasto, without any court order and without any bond, appraisal or other accounting thereasto. The word "minor" as used herein shall mean and apply to any person under any legal or actual disability whatsoever, regardless of age.

15. The Trustee is authorized, in its sole discretion to pay out of principal or income any and all medical bills which may be incurred by or for the benefit of my said wife if other funds are not readily available for her medical, nursing, hospital or other related health care needs. Also, if at any time it should appear to the Trustee, in its sole discretion, that the net income above provided for to be paid to my said wife is insufficient to meet her reasonable needs, by reason of some unforeseen casualty or providence or illness, or because of loss of property belonging to her, and that the corpus of the trust fund should be invaded for such needs, then, in its sole discretion, the Trustee may pay over for her benefit such additional sums as the Trustee shall deem proper.

E. Neither the principal nor the income of the trust fund, 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 the trust fund, or any part of same, or the income produced from said fund, or any part of same.

ITEM V.

I bequeath my entire residuary estate, including all lapsed legacies and devises (but excluding any property over or concerning which I may have a power of appointment), to my said wife, Mrs. Elizabeth N. Craft, if living, otherwise equally to my to children, Randal R. Craft, Jr., and Mrs. Ann Craft McKee; provided if either

be not then living, the share of any deceased child shall go to the issue per stirpes of such deceased child.

ITEM VI.

I am at this time a minority partner in the Mississippi General Partnership known as "Randal Craft Realty Co." which has three partners; and we have a Partnership Agreement dated March 1, 1991, notarized April 22, 1991, concerning the ownership thereof, and the implementation of certain provisions of the Partnership Agreement if on of the partners predeceases the termination of their interest in said partnership; and in accordance with said Partnership Agreement, I hereby direct my Executrix or Executor to recognize the ownership provisions set out therein, should I have any interest remaining in said partnership at the time of my death.

ITEM VII.

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

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament on this 26th day of August, 1992.

Randal R. Craft  
RANDAL R. CRAFT

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

Allan Hoggatt  
Joe Jack Hurst  
WITNESSES

STATE OF MISSISSIPPI

COUNTY OF HINDS

AFFIDAVIT OF SUBSCRIBING WITNESSES

THIS DAY personally came and appeared before me, the undersigned authority at law in and for said jurisdiction, Allison Hoggatt and Joe Jack Hurst, the two subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Randal R. Craft, a citizen of the First Judicial District of Hinds County, Mississippi, each of whom having been first duly sworn, each makes oath that the said Randal R. Craft signed, published and declared the original of said instrument as his Last Will and Testament on the 26<sup>th</sup> day of August, 1992, the day and date of said instrument, in the presence of said two affiants, all of whom were the subscribing witnesses to said instrument; that said Testator was then of sound and disposing mind and memory and above the age of twenty-one years; and each of the said two subscribing 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 the said Testator and in the presence of each other.

Allison Hoggatt

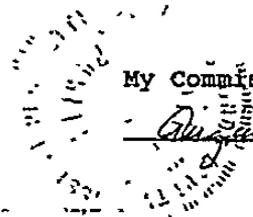
Joe Jack Hurst

SWORN to and subscribed before me, this the 26<sup>th</sup> day of August, 1992.

Bette J. Pierce  
NOTARY PUBLIC

My Commission Expires:

August 2, 1994



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 27 day of July, 1999, at 9:30 o'clock A. M., and was duly recorded on the JUL 27 1999, Book No. 31, Page 672.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF RANDAL R. CRAFT,  
DECEASED

NO. 99-481

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Joe Jack Hurst, 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 Randal R. Craft, deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated August 26, 1992.

2. That on August 26, 1992, the said Randal R. Craft signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Allison Hoggatt, the other subscribing witness to said instrument.

3. That the said Randal R. Craft 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 Allison Hoggatt, 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 Randal R. Craft, and in the presence of each other.

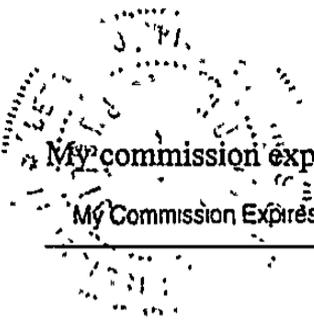
FILED  
THIS DATE  
JUL 27 1999  
STEVE DUNCAN  
CHANCERY CLERK  
BY *K. Arns*

*Joe Jack Hurst*  
JOE JACK HURST

SWORN TO AND SUBSCRIBED BEFORE ME, this the 7<sup>th</sup> day of

June, 1999.

Betti J. Pierce  
NOTARY PUBLIC



My commission expires:

My Commission Expires August 1 2002

REX D. HARVEY - BAR # 8543  
STUBBLEFIELD, MALLETTE & HARVEY, P.A.  
3900 LAKELAND DRIVE, SUITE 401  
JACKSON, MISSISSIPPI 39208  
(601) 936-4910

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 27 day of July, 1999, at 9:30 o'clock A M., and was duly recorded on the JUL 27 1999, Book No. 31, Page 681.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

99505

BOOK 0031 PAGE 683

**FILED**

JUL 29 1999

LAST WILL AND TESTAMENT

OF

STEVE DUNCAN  
CHANCERY CLERK

*By: Karant Jupp, Jr.*

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

ITEM I.

I appoint S. GRIFFIN NORQUIST, JR. of Yazoo City, Mississippi, as Executor of my Estate under this Will. I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ITEM II.

I have five (5) children now living and they are:

NANCY C. GILBERT;

CAROLYN COOPER;

L. OWEN COOPER, JR.;

ELIZABETH T. COOPER; and

FRANCES ANN C. MILES.

They are herein referred to as "my children."

ITEM III.

A. I give and bequeath all of my household furniture, furnishings, ornamental decorations, silverware, china, pictures, linens, glassware and the like located in my home and all of my personal effects to my children, to be divided among them in approximately equal shares as they shall agree.

*Elizabeth J. Cooper*  
ELIZABETH THOMPSON COOPER  
*Elizabeth Thompson Cooper*

B. In the event my children are unable to agree on the division of the assets bequeathed to them in B. above, the said assets shall be distributed to and among my children by the following procedure. My children shall draw numbers and in succession based upon the numbers drawn shall each have a choice of the contents of my home and my personal effects until all are selected or until no child desires to make another choice. Any remaining items shall be sold or given to a worthy charity in the discretion of my Executor.

ITEM IV.

A. I give and bequeath to VIOLA RUCKER of 110 Grady Avenue, Yazoo City, Mississippi, if she survives me, such amount of cash as is necessary to satisfy any mortgage that may be on her home at my death plus a cash bequest of Five Thousand Dollars (\$5,000). My Executor shall pay funds directly to the holder of the mortgage, if any.

B. If VIOLA RUCKER shall not survive me, this bequest shall lapse.

ITEM V.

I give, devise and bequeath all the rest and residue of my estate to S. GRIFFIN NORQUIST, JR., Trustee of the "Elizabeth T. Cooper Revocable Trust" dated March 29, 1989, as amended and restated January 10, 1990, and November 17, 1992, to be distributed in accordance with Article II of that Amended and Restated Trust Agreement. If that trust is not in existence at the time of my death, I give, devise and bequeath all the rest and residue of my estate to my children, in equal shares.

*Elizabeth Thompson Cooper*  
ELIZABETH THOMPSON COOPER  
*Elco*

ITEM VI.

A. In the event S. GRIFFIN NORQUIST, JR. is or becomes unable or unwilling to serve as my Executor, a successor Executor shall be appointed by majority action of my children. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

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

C. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will without respect to the income tax basis of the property. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. My Executor may satisfy any pecuniary bequest provided in this Will in cash or in kind or partly in cash and partly in kind; however, any asset distributed in kind shall be valued at its date of distribution value.

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

*Elizabeth Thompson Cooper*  
ELIZABETH THOMPSON COOPER

E. My Executor shall have the power to disclaim any part or all of my interest in any property which is or has been devised or bequeathed to me, whether outright or in trust, provided such disclaimer is made within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law.

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

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

H. I further nominate and appoint my Executor herein named to petition the proper Court and to take all necessary action to effect an ancillary administration covering any property I may own in any other state. I direct that no bond or other security shall be required of my Executor named herein, nor shall my Executor be required to file an inventory or accounting with any court in any

  
ELIZABETH THOMPSON COOPER

foreign jurisdiction. If the laws of any other foreign jurisdiction in which I may own property require that a resident of that state serve as Executor or Administrator in any ancillary proceeding by my estate, my Executor shall have the power and right to select and designate a proper party resident of the foreign jurisdiction involved to serve with the Executor of my estate as Co-Administrators. In such event, the Co-Administrators shall not be required to post any bond or other security or file any accounting or inventory with any court in the foreign jurisdiction.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 5 pages on the 28 day of April, 1993.

Elizabeth Thompson Cooper  
ELIZABETH THOMPSON COOPER

WITNESSES:

Anne Neal Ketchum

Dana L. Pitts

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by ELIZABETH THOMPSON COOPER 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 28<sup>th</sup> day of April, 1993.

Anne Neal Ketchum  
Dana L. Pitts



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29<sup>th</sup> day of July, 1999, at      o'clock      M., and was duly recorded on the 30<sup>th</sup> day of July, 1999, Book No 31, Page 683.

STEVE DUNCAN, CHANCERY CLERK

BY: M Luckett D.C

FILED

JUL 29 1999

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF MADISON

STEVE DUNCAN  
CHANCERY CLERK

We, Anne Neal Ketchum and Dana L Pittz <sup>By: Aren Stupp, DC</sup> on oath

state that we are the subscribing witnesses to the attached written instrument dated the 28<sup>th</sup> day of April, 1993, which has been represented to us to be the Last Will and Testament of ELIZABETH THOMPSON COOPER, who indicated to us that she is a resident of and has a fixed place of residence in the County of Madison, 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 28<sup>th</sup> day of April, 1993.

Anne Neal Ketchum  
Signature of Witness  
1710 Grand Ave.  
Street Address  
Yazoo City, Ms. 39194  
City and State

Dana L. Pittz  
Signature of Witness  
P.O. Box 1816  
Street Address  
Yazoo City, MS 39194  
City and State

Subscribed and sworn to before me on this the 28<sup>th</sup> day of April, 1993.

Sally C. Eubank  
NOTARY PUBLIC

My Commission Expires:  
7/5/94



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29<sup>th</sup> day of July, 1999, at        o'clock        M., and was duly recorded on the 30<sup>th</sup> day of July, 1999, Book No. 31, Page 688.

STEVE DUNCAN, CHANCERY CLERK

BY: M. Duckett D.C.

MADISON COUNTY, MS

FILED

AUG 08 1999

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

## LAST WILL AND TESTAMENT

OF

VIRGINIA HAWKINS BELLENGER

By: *Walter Jupp, Jr.*  
#99-510

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

## ITEM I.

I appoint my son, PAUL PREVOST BELLENGER, JR., of Jackson, Mississippi, as Executor of my estate under this Will. I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done.

## ITEM II.

I have one (1) child now living, my son, PAUL PREVOST BELLENGER, JR. He is herein referred to as "my son". I have one (1) grandchild now living, my granddaughter, REBECCA LYNN BELLENGER JOHNSON. She is herein referred to as "my granddaughter".

## ITEM III.

I give and bequeath my jewelry, my Francis I silver and my wedgewood china to my granddaughter, REBECCA LYNN BELLENGER JOHNSON, if she survives me. If my granddaughter does not survive me, I give and bequeath these items of personal property to the heirs of my granddaughter, per stirpes.

## ITEM IV.

(A) I give, devise and bequeath all the rest and residue of my estate, of every nature and kind wheresoever situated, including property acquired after the execution of this Will and all lapsed legacies and devises in two equal shares, one to my son, PAUL PREVOST BELLENGER, JR. and one to my granddaughter, REBECCA LYNN BELLENGER JOHNSON.

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(B) If my son, PAUL PREVOST BELLENGER, JR. does not survive me, I give, devise and bequeath the share set forth for him to my granddaughter, REBECCA LYNN BELLENGER JOHNSON.

(C) If my granddaughter, REBECCA LYNN BELLENGER JOHNSON does not survive me, I give, devise and bequeath the share set forth for her to her children, per stirpes, subject to Item V below.

ITEM V.

If my granddaughter, REBECCA LYNN BELLENGER JOHNSON, does not survive me, the share of my estate devised and bequeathed to her children shall be held by my son, PAUL PREVOST BELLENGER, JR., in trust. The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

(A) The Trustee shall pay to or apply for the benefit of the beneficiaries as much of the net income of this trust as the Trustee deems necessary for the health, support and maintenance, including medical, surgical, hospital or other institutional care of the beneficiaries. These income payments shall be made to the beneficiaries in convenient installments as determined by the Trustee. Any income not distributed shall be added to principal.

(B) In addition to the net income, the Trustee, in the exercise of his sole and uncontrolled discretion, may pay to or apply for the benefit of the beneficiaries so much of the principal of this trust as the Trustee deems necessary for the health, support and maintenance, including medical, surgical, hospital or other institutional care of the beneficiaries.

(C) As and when the youngest beneficiary attains the age of twenty-one (21) years, the Trustee shall distribute the entire trust estate to the beneficiaries, per stirpes.

(D) None of the principal or income of this trust shall be liable for the debts or obligations of any beneficiary or be subject to seizure by creditors of any beneficiary. The beneficiaries have no power to sell, assign, transfer, encumber or

in any manner to anticipate or dispose of any part of their interest in the trust funds or the income produced from the funds.

(E) In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, upon death of the survivor of them, the assets shall be distributed outright and free of any trust to my heirs at law, in accordance with the intestacy laws then in effect in the State of Mississippi.

(F) This trust shall be designated and known as the "Rebecca Lynn Bellenger Johnson Trust".

ITEM VI.

(A) Any trust created by this Will is a private trust. The Trustee shall not be required to obtain the order or approval of any court for the exercise of the Trustee's powers and discretions. The income of any trust created by this Will shall accrue from the date of my death. During the administration of my estate and until the trust is established and activated, I authorize the Trustee to request of my Executor, in which case my Executor shall comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the trust. These payments shall be an amount which in the joint judgment of the Trustee and the Executor equals the trust income which the beneficiaries would have received had the trust been established and activated.

(B) In making distributions to beneficiaries from a trust created under this Will, and especially where the beneficiaries are minors or incapable of transacting business due to incapacity or illness, the Trustee, in the Trustee's discretion, may make payments either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, or (d) by applying the payments for the benefit

V H B

of the beneficiary by paying expenses directly. In any event, the Trustee shall require such reports and take such steps as the Trustee deems necessary to assure and enforce the application of such payments for the exclusive benefit of the beneficiary.

ITEM VII.

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

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

(C) If the Trustee dies, resigns or becomes unable to serve, regardless of the cause, TRUSTMARK NATIONAL BANK, Jackson, Mississippi shall serve as successor Trustee.

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

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

(F) Any bank serving as Trustee shall receive reasonable compensation for its services based on its regular compensation schedule for administering trusts of this size and type. Any individual serving as Trustee shall receive reasonable compensation based upon the then current hourly rates being charged in Jackson,

Mississippi, for services comparable to those being rendered by the individual Trustee.

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

ITEM VIII.

Unless otherwise provided, the administration of any trust herein created, the sale and conveyance of trust assets, the investment and reinvestment of trust assets, and the rights, powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustee's Powers Law of Mississippi, as amended.

ITEM IX.

(A) In the event my son, PAUL, is or becomes unable or unwilling to serve as my Executor, I appoint my granddaughter, REBECCA LYNN BELLENGER JOHNSON, of Jackson, Mississippi, to serve as my successor Executor. If my granddaughter is also unable or unwilling to serve, I appoint TRUSTMARK NATIONAL BANK, Jackson, Mississippi, to serve as successor Executor. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

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

(C) My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will without respect to the income tax basis of the property. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. My Executor may satisfy any pecuniary bequest provided in this Will in cash or in kind or partly in cash and partly in kind; however, any asset distributed in kind shall be valued at its date of distribution value.

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

(E) My Executor shall have the power to disclaim any part or all of my interest in any property which is or has been devised or bequeathed to me, whether outright or in trust, provided such disclaimer is made within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law.

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

VHB-

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 17th day of Dec, 1990.

*Virginia Hawkins Belenger*  
VIRGINIA HAWKINS BELLENGER

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

WITNESSES:

*Ann Elwaft*

1300 DGP  
JACKSON, MS

*Karen M. Hogue*

2838 Lakewood  
Jackson, MS 39212



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6th day of August, 1999, at 8:30 o'clock A M., and was duly recorded on the AUG 16 1999, Book No. 31, Page 689.

STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey* DC

PROOF OF WILL

We, PM Edwards and Karon M. Hogue on oath state:

We are the subscribing witnesses to the attached written instrument dated December 7, 1990, which purports to be the Last Will and Testament of VIRGINIA HAWKINS BELLENGER. On the execution date of the instrument, VIRGINIA HAWKINS BELLENGER, in our presence, signed the instrument at the end thereof, acknowledged her signature thereto, declared the instrument to be her Will, and requested that we attest her execution thereof. In the presence of VIRGINIA HAWKINS BELLENGER, each of us signed our respective names as attesting witnesses. At the time of execution of the instrument, VIRGINIA HAWKINS BELLENGER appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

DATED this 7th day of December, 1990.

PM Edwards  
(WITNESS)

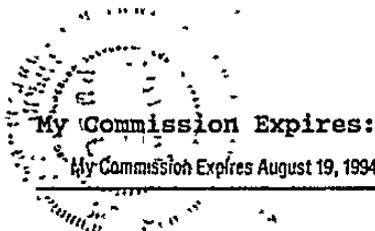
Karon M. Hogue  
(WITNESS)

\* \* \* \* \*

STATE OF MISSISSIPPI  
COUNTY OF HINDS

Subscribed and sworn to before me, the undersigned Notary Public, on this the 7th day of December, 1990.

Smithia B. Peale  
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6th day of August, 1999, at 8:30 o'clock A M, and was duly recorded on the AUG 16 1999, Book No. 31, Page 696.



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

FILED

AUG 16 1999

CODICIL TO THE  
LAST WILL AND TESTAMENT  
OF  
VIRGINIA HAWKINS BELLENGER

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

By: *Karen Trapp, DC*

I, VIRGINIA HAWKINS BELLENGER, an adult resident citizen of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be a Codicil to my Last Will and Testament dated December 7, 1990.

ITEM I.

All references to my granddaughter, REBECCA LYNN BELLENGER JOHNSON are amended to reflect her name as REBECCA LYNN BELLENGER LAMBERT.

ITEM III.

Item III of my Will shall be amended by the addition of a second paragraph to read as follows: I give and bequeath to my granddaughter, REBECCA LYNN BELLENGER LAMBERT, if she survives me, all shares of stock which I own in Exxon Corporation, or any successor entity thereto, at the time of my death.

ITEM IV.

Except as provided herein, my Last Will and Testament dated December 7, 1990, shall remain in full force and effect.

IN WITNESS WHEREOF, I have signed and declared this to be a Codicil to my Last Will and Testament dated December 7, 1990, on this the 6 day of January, 1993.

*Virginia Hawkins Belenger*  
VIRGINIA HAWKINS BELLENGER

This instrument was, on the day and year shown above, signed, published and declared by VIRGINIA HAWKINS BELLENGER to be a Codicil to her Last Will and Testament dated December 7, 1990, in our presence and we have subscribed our names as witnesses in her presence and in the presence of each other.

WITNESSES:

*Ann Edwards*

238 Sundial Rd  
MADISON MS 39110

*Gloria M Cole*

3654 Hood Dr  
Pearl, MS 39208



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6th day of August, 1999, at 8:30 o'clock A.M., and was duly recorded on the AUG 16 1999, Book No 31, Page 697

STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey Hill* D.C.

PROOF OF CODICIL OF WILL

We, A.M. EDWARDS III and GLORIA M. Cole, on oath state:

We are the subscribing witnesses to the attached type-written instrument dated JANUARY 6, 1993, which purports to be a Codicil to the Last Will and Testament of VIRGINIA HAWKINS BELLENGER, dated December 7, 1990. On the execution date of the instrument, VIRGINIA HAWKINS BELLENGER, in our presence, signed the instrument at the end thereof, acknowledged her signature thereto, declared the instrument to be a Codicil to her Will, and requested that we attest her execution thereof. In the presence of VIRGINIA HAWKINS BELLENGER each of us signed our respective names as attesting witnesses. At the time of execution of the instrument, VIRGINIA HAWKINS BELLENGER appeared to be eighteen (18) year of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

DATED this 6<sup>th</sup> day of JANUARY, 1993.

A.M. Edwards III  
(WITNESS)

Gloria M. Cole  
(WITNESS)

\* \* \* \* \*

STATE OF MISSISSIPPI

COUNTY OF HINDS

Subscribed and sworn to before me, the undersigned Notary Public, on this the 6<sup>th</sup> day of JANUARY, 1993.

Cynthia B. Potts  
Notary Public

My Commission Expires:

My Commission Expires August 19 1994

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STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 6<sup>th</sup> day of August, 1999, at 8:30 o'clock A. M., and was duly recorded on the AUG 17 1999, Book No 31, Page 698.

STEVE DUNCAN, CHANCERY CLERK

BY: Sorely Hill D.C.