

BOOK 0031 PAGE 699  
SECOND CODICIL TO  
THE LAST WILL AND TESTAMENT  
OF  
VIRGINIA HAWKINS BELLENGER

MADISON COUNTY, MS

FILED

AUG 06 1999

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

By: *Karen Supp, PC*

I, Virginia Hawkins Bellenger, an adult resident citizen of Ridgeland, Madison County, Mississippi, being of sound and disposing mind and memory, over the age of eighteen (18) years, not acting under duress or undue influence hereby make, publish and declare this to be the Second Codicil to my Last Will and Testament dated December 7, 1990.

ITEM I

The portion of my estate which I have devised and bequeathed to my granddaughter, REBECCA LYNN BELLENGER LAMBERT pursuant to Item IV of my Last Will and Testament dated December 7, 1990, shall be held by Trustmark National Bank, Jackson, Mississippi, in trust, for the benefit of my granddaughter, REBECCA LYNN BELLENGER LAMBERT, rather than left outright to her. The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

A. The Trustee shall distribute to or for the benefit of my granddaughter all of the net income of this trust. These distributions shall be made in such proportions, amounts, and intervals as the Trustee shall determine, but shall be distributed at least quarterly.

B. In addition to the income distributions, the Trustee may distribute to or for the benefit of my granddaughter as much principal as the Trustee shall deem advisable for her education, support, maintenance and health, or for any medical, hospital or other institutional care she may need. These distributions shall be made in such proportions, amounts and intervals as the Trustee shall determine. In considering principal distributions, the Trustee shall consider the needs of my granddaughter and the funds available to her from other sources.

C. Upon the death of my granddaughter, this trust shall continue for her children pursuant to the provisions of Item V of my Last Will and Testament dated December 7, 1990, except that Trustmark National Bank shall continue to serve as Trustee.

**ITEM II**

Item V Paragraph (c) of my Last Will and Testament dated December 7, 1990, shall be deleted and the following shall be substituted therefor:

(c) The assets of any trust held for the benefit of my granddaughter's children shall be distributed to such children, per stirpes, as follows:

1. One-half (1/2) when the youngest such child attains the age of twenty-five (25) years;
2. The balance when the youngest child attains the age of thirty (30) years.

**ITEM III**

For so long as any trust continues hereunder, my son, Paul P. Bellenger, Jr., if he is living and capable of doing so, shall act as an Advisor to the Trustee with respect to the investment of trust assets and the distribution of trust funds. All decisions of the Trustee with respect to investments and distributions shall be approved by the Advisor and the Trustee shall be absolved of any liability for any decisions made by the Advisor. If my son is unable to serve as Advisor, the Trustee shall act alone and shall make all such decisions.

**ITEM IV**

Except as revised herein, my Last Will and Testament dated December 7, 1990, and the Codicil thereto dated January 6, 1993, shall remain in full force and effect.

IN WITNESS WHEREOF, I have signed and declared this instrument to be the Second Codicil to my Last Will and Testament dated December 7, 1990, on this the March day of \_\_\_\_\_, 1994

Virginia Hawkins Bellenger  
VIRGINIA HAWKINS BELLENGER

THIS INSTRUMENT was on the day and year shown above signed, published and declared by Virginia Hawkins Bellenger to be the Second 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 Swartz of 238 SUNDIAL RD.  
MADISON, MS

Cynthia B. Chart of 169 Wesley Street  
Florence, MS



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 699.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy KCO D.C.

We, A. MEDWARD STU and CYNTHIA B. CHAET, on oath state:

We are the subscribing witnesses to the attached type-written instrument dated MARCH 28, 1994, which purports to be the Second Codicil of 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 Second Codicil, 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 28 day of MARCH, 1994.

*Am Edward Stue*  
(WITNESS)

*Cynthia B. Chaet*  
(WITNESS)

\* \* \* \* \*

STATE OF MISSISSIPPI  
COUNTY OF HENOS

Subscribed and sworn to before me, the undersigned Notary Public, on this the 28 day of MARCH, 1994.

*Opethia G. Postle*  
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 6th day of August, 1994, at 8:30 o'clock A.M., and was duly recorded on the AUG 16 1994, Book No. 81, Page 702.



STEVE DUNCAN, CHANCERY CLERK

BY: *Jancy Hill* D.C.

**FILED**

**Last Will and Testament**

AUG 13 1999

OF

MARY LEE PERRY

#99-548

STEVE DUNCAN  
CHANCERY CLERK  
By: *Karen Supp, D.C.*

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

I.

I hereby appoint Luretha McKenzie, as Executrix of this my Last Will and Testament, and it is my desire that my Executrix shall have full and complete power and authority to do and to perform any act deemed by her to be in the best interest of my estate. In the event that Luretha McKenzie is unable or unwilling to serve, I hereby appoint Emma Barnes as Successor Executrix of this my Last Will and Testament. I hereby direct that no bond be required of the Executrix or Successor Executrix and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting and inventory.

II.

I hereby give and bequeath unto, Luretha Mckenzie, Emma Barnes, Sanford McLaughlin and Bernard Warren, share and share alike, all excess funds due as a result of any and all life insurance and/or burial insurance in my name.

III.

I hereby give, devise and bequeath unto Luretha Mckenzie, Emma Barnes, Sanford McLaughlin and Bernard Warren, share and share alike, all the rest and residue of my property both real and personal wheresoever situated and howsoever described.

IN WITNESS WHEREOF, I, MARY LEE PERRY, have hereunto set my signature on, and published and declare this to be my Last Will and

Initial

*MSP*

Testament on this the 6 day of May, 1998, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Mary Lee Perry  
MARY LEE PERRY

WITNESSES:

Benjamin C. Barnes  
Della Griffin

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 6 day of May, 1998.

Benjamin C. Barnes WITNESS  
Della Griffin WITNESS

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI

COUNTY OF MADISON

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, Benjamin C. Barnes and

Della Griffin respectively, whose names appear as Witness

subscribing witnesses to the foregoing and attached instrument of writing, who after having been duly sworn, say on oath that on the

Initial: BB  
DG

6 day of May, 1998, MARY LEE PERRY in their presence, signed her name thereto, and in their presence declared the same to be her Last Will and Testament; that at her 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 MARY LEE PERRY on the 6 day of May, 1998, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Benjamin C. Brown residing at 230 Sherwood Drive  
Witness Canton MS 39046

Della Griffin residing at Della H 3910 Hwy 16  
Witness Canton, Miss.

SWORN TO AND SUBSCRIBED before me this the 6 day of May, 1998.

Wanda J. Thompson  
NOTARY PUBLIC  
EDMOND WILSON COUNTY MS  
PUBLIC

MY COMMISSION EXPIRES:  
MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES NOV 19, 2000  
BONDED THROUGH (STATE) NOTARY SERVICE

GDHPWILLPERRYMAR.110



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 13th day of August, 1999, at 3:00 o'clock P. M., and was duly recorded on the 13th day of August, 1999, Book No. 31 Page 703.

STEVE DUNCAN, CHANCERY CLERK BY: Arant Fupp D.C.

LAST WILL AND TESTAMENT  
OF  
ROBERT SAMPLE TAYLOR, JR.

FILED THIS DATE
AUG 18 1999
STEVE DUNCAN CHANCERY CLERK
BY <i>Steve Duncan</i>

#99-563

I, ROBERT SAMPLE TAYLOR, JR., a resident of Madison County, Mississippi (which I hereby declare to be my domicile) and a citizen of the United States of America, do declare this to be my Will, hereby revoking all Wills and Codicils heretofore made by me.

Several capitalized terms in this Will are defined in Article VII hereof for convenience. I direct that those definitions shall apply throughout this Will unless the context in which a defined term is used clearly implies another meaning.

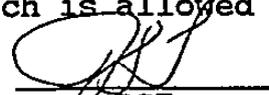
ARTICLE I.  
PAYMENT OF DEBTS, EXPENSES AND TAXES

1.01. Payment of Debts and Expenses. I direct that the following items shall be paid from my estate as soon as practicable and reasonably convenient after my death and, to the extent permitted by law, without the necessity of obtaining court approval to do so:

- (a) All debts that shall be legally owing by me at the time of my death,
- (b) My funeral and burial expenses, and
- (c) The expenses of administration of my estate, including, in the discretion of my Personal Representative, hereinafter named, the costs of ancillary administration and similar proceedings in other jurisdictions.

1.02. Beneficiary Takes Encumbered Property Subject To Debt. In the event that any property or interest in property passing under this Will, by operation of law, or otherwise by reason of my death, shall be encumbered by mortgage or lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not be charged to or paid from my estate, but that the devisee, legatee, joint owner taking by survivorship, or beneficiary receiving such property shall take it subject to all encumbrances existing at the time of my death.

1.03. Payment of Taxes. I direct that all Death Taxes (including the supplemental estate tax on certain qualified plan benefits) which shall become payable by reason of my death shall be equitably apportioned against and paid by the persons receiving the property on which the tax is imposed. In calculating the apportionment, persons receiving property shall be given the benefit of any tax benefits (such as the charitable deduction) attributable to such property. Notwithstanding the foregoing, I direct that such taxes attributable to the following be paid from my estate as an administration expense, without apportionment: (a) amounts passing under Article II hereof, and (b) any property (including property passing outside this Will) which is included in the computation of such taxes and the value of which is allowed as

  
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a marital deduction in the federal estate tax proceeding relating to my estate.

ARTICLE II.  
SPECIFIC BEQUESTS

2.01. Disposition of Household and Personal Effects. I give all of my Personal and Household Effects, to my spouse, DIANE RIDDELL TAYLOR, a resident of Madison County, Mississippi and a citizen of the United States of America (hereinafter referred to as "DIANE"), if she shall survive me, or, if she shall not survive me, then to my surviving issue. If any of such property passes to my issue, such property shall be divided among my issue, Per Stirpes, according to value, in such manner as they shall agree upon, or, if they can not agree, then in such manner as my Personal Representative shall determine. I direct that the cost of packing and of delivering such property to the residence or place of business of any beneficiary entitled thereto shall be paid by my Personal Representative as an administration expense.

2.02. Disposition of Residence. I give my residence located at mailing address 804 Oak Trail, Canton, Mississippi, or such other locations as it may change from time to time, to DIANE, if she shall survive me, or, if she shall not survive me, I direct that such property shall pass as part of my Residuary Estate.

2.03. Insurance Policies on Property Passing Under this Article. I give all of my property insurance and casualty insurance policies on property passing under this Article (including any claims which I might have at the time of my death with respect to the damage or destruction of such property) to the person(s) receiving such property under this Article (or who would have received it but for its destruction prior to my death).

ARTICLE III.  
DISPOSITION OF RESIDUE

3.01. Residue to DIANE. I give all of my Residuary Estate, outright and in fee, to DIANE if she shall survive me, or, if she shall not survive me, I direct that such property shall be disposed of according to the provisions of Article IV of this Will.

3.02. Disclaimer By DIANE. DIANE shall have the right, by acknowledged written instrument signed by her and delivered to my Personal Representative within nine (9) months of my death, to disclaim, in whole or in part, her interest in or power over any property passing under this Article. Upon such disclaimer, my Personal Representative shall dispose of the property, or the portion thereof to which such disclaimer pertains, according to the provisions of by Article IV of this Will. Any such disclaimer must comply with the requirements of IRC 2046 and IRC 2518. To the extent permitted under such provisions, a disclaimer may be made by DIANE's personal representative. A disclaimer by DIANE under this Section shall not affect any of her other rights under this Will.

ARTICLE IV.  
CONTINGENT FAMILY TRUST

4.01. Creation of Contingent Family Trust. My Trustee, hereinafter named, shall hold and administer any property passing under this Article, IN TRUST, for the uses and purposes, upon the terms and conditions and with the powers and duties hereinafter set forth in this Article.

  
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4.02. Distributions During DIANE's Lifetime. Distributions made during DIANE's lifetime shall be in accordance with the following provisions:

(a) Distribution of Income and Principal. During DIANE's lifetime, from time to time, the Trustee may pay to, or apply for the benefit of, any one or more of the group consisting of DIANE and any of my issue who are living, such amount or amounts of the net income or all of the net income as the Trustee may determine. Any net income in any year which is not paid to, or applied for the benefit of, any one or more of said group shall be added to the principal of the trust at the end of the year. In addition, the Trustee may pay to, or apply for the benefit of, any one or more of said group, from the principal of the trust, from time to time, such amount or amounts or all of the principal as it may determine to be necessary and proper to provide for the continued health, education, support, or maintenance of said group in the manner to which they were accustomed during my lifetime. Payments of income and principal to my issue pursuant to the above provisions shall not be taken into account in any later division of the principal and undistributed income into shares for the benefit of such issue.

(b) Standards for Distributions. It is my desire that, in determining which beneficiaries of the trust shall receive distributions, the Trustee shall give preference to the needs of the beneficiaries in the following order: first, to DIANE, second, to my children and, on a Per Stirpes basis, the living children of a deceased child of mine, and, third, to any other beneficiaries. It is my intention that the beneficiaries be enabled, insofar as possible, to maintain the standard of living to which they were accustomed during my lifetime. In determining what distributions should be made, the Trustee may (but is not directed to) take into consideration all other sources of income or principal available to each beneficiary. The Trustee may make unequal distributions among the beneficiaries. No distribution shall be taken into account upon final distribution of the trust property.

(c) Special Considerations Regarding Principal Distributions to DIANE. Without limiting the discretion given the Trustee in Section 4.02(a) hereof, I request that the Trustee consider the estate and inheritance tax impact resulting from distributions to DIANE from the trust created by this Article. In order to minimize the tax burden on my family, I request that distributions of principal to her not be made from the trust under this Article unless the Trustee determines such distributions to be necessary taking into account her other resources and notwithstanding the tax impact of such distributions.

4.03. Division Upon DIANE's Death. Upon DIANE's death, or upon my death if DIANE does not survive me, the Trustee shall divide any property then held in the trust into equal shares, one equal share for each child of mine then living, and one equal share for the group of then living issue of each then deceased child of mine, and shall hold each such share in a separate trust in accordance with the provisions of this Section.

(a) Trusts for Children. With respect to each equal share of the trust property for a child of mine then living, the Trustee shall set aside such property as a separate trust and shall administer such separate trust in accordance with the provisions of this subsection.

(1) Distributions During Child's Lifetime. Distributions made from such trust during my child's lifetime shall be in accordance with the following provisions:

  
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(A) Distribution of Income. Until such child shall attain the age of twenty-one (21) years, the Trustee shall pay to such child or expend on such child's behalf, so much of the net income as the Trustee may deem advisable to provide properly for such child's health, education, support, or maintenance. The Trustee shall incorporate any income not so disbursed into the principal of the trust. After such child has attained the age of twenty-one (21) years, the Trustee shall pay to such child or apply for such child's benefit the entire net income of the trust.

(B) Discretionary Distribution of Principal. The Trustee, in the Trustee's sole discretion, at any time and from time to time, may disburse from the principal of the trust (even to the point of completely exhausting same) such amounts as the Trustee may determine to be necessary or desirable for the health, education, support or maintenance of such child. In determining the amounts of principal to be so disbursed, the Trustee shall take into consideration any other income or property which such child may have from any other source.

(C) Distribution of Principal at Specified Ages: Termination of Trust. When the child attains the age of twenty-five (25) years, the Trustee shall distribute one-half of the principal and undistributed income of the trust to such child. When the child attains the age of twenty-five (25) years, the Trustee shall distribute all of the remaining principal and undistributed income to the child and the trust shall terminate. If any child shall have attained any of such respective ages at the time when such trust fund is directed to be set apart for such child, the Trustee shall distribute to such child such part or parts or all, as the case may be, of such trust fund (instead of holding same in trust) as are directed to be distributed to such child upon attaining such respective ages.

(D) Special Distributions for Housing of Children. The Trustee is authorized, in the Trustee's sole discretion, to distribute to the person with whom any such child who is under the age of twenty-one (21) years resides an amount of trust income or principal sufficient (after the payment of any applicable income taxes) to defray the expense of making additions or improvements to that person's residence or to purchase a larger residence to accommodate such child. Such distributee shall not be required to reimburse the trust for any amount so expended. If more than one of such children of mine reside with such person, the Trustee shall make such distributions pro rata from trusts created hereunder for such children.

(2) Distributions Upon Death of Child. Distributions made upon the death of my child prior to the termination of such child's trust shall be made in accordance with the following provisions:

(A) Inclusion Ratio Greater Than Zero: Generation-Skipping Transfer. Upon the death of such child before the trust has terminated, if the Inclusion Ratio for such trust is greater than zero and if such child's death would result in a generation-skipping transfer under IRC 2611, the Trustee shall distribute the remainder of the trust fund in such proportions and in such manner, outright, or in trust or otherwise, to or for the benefit of any one or more persons or corporations (including such child's estate) as such child may appoint by specific reference thereto in such child's Will (executed by such child after such child has attained the age of eighteen (18) years and admitted to probate).

  
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(B) Inclusion Ratio Zero: No Generation Skipping Transfer. Upon the death of such child before the trust has terminated, if the Inclusion Ratio for such trust is zero or if such child's death would not result in a generation-skipping transfer under IRC 2611, the Trustee shall distribute the remainder of the trust fund in such proportions and in such manner, outright, or in trust or otherwise, to or for the benefit of any one or more persons or corporations as such child may appoint by specific reference thereto in such child's Will (executed by such child after such child has attained the age of eighteen (18) years admitted to probate), provided, however, that such child shall have no power to appoint the principal of the trust or any part thereof to such child, or to such child's estate, or to such child's creditors, or to the creditors of such child's estate.

(C) Takers-in-Default. If such child shall not validly and effectually exercise the power of appointment granted herein with respect to the entire trust, then such part of the trust as such child shall not validly and effectually appoint shall be held in trust for such child's then living issue pursuant to Section 4.03(b) hereof. If such child shall not be survived by issue, the Trustee shall divide the trust property into equal shares, one equal share for each child of mine then living, and one equal share for the group of then living issue of each then deceased child of mine. The share of any person or group of issue for whom a trust created under this Will then exists shall be added to such trust. The share of any person or group of issue for whom no trust created under this Will then exists shall be paid to such child, or, Per Stirpes, to such then living issue. Upon the completion of such distribution, the trust shall terminate.

(b) Trusts for Issue Of Deceased Children. With respect to each equal share of the trust property for the group of then living issue of each then deceased child of mine, the Trustee shall set aside such property in a separate trust and shall administer such separate trust in accordance with the provisions of this subsection.

(1) Distribution of Income. Until the termination of the trust, the Trustee may pay to or apply for the benefit of, any one or more of such issue who are living, such amount or amounts of the net income or all of the net income as the Trustee, in the Trustee's sole discretion, may determine to be necessary and proper to provide for the health, education, support, or maintenance of such issue. Any net income in any year which is not paid to, or applied for the benefit of, any one or more of such issue shall be added to the principal of the trust at the end of the year. In distributing income to or for the benefit of such issue under the foregoing provisions, the Trustee shall not be required to make equal distributions or expenditures to or for the benefit of all of such issue, but may distribute or expend the income to or for the benefit of one or more or all of the issue, equally or unequally, without any duty or responsibility at a later date to equalize unequal payments.

(2) Distribution Of Principal. I hereby authorize the Trustee, in the Trustee's sole discretion, at any time and from time to time to disburse from the principal of the trust estate (even to the point of completely exhausting same) such amounts as the Trustee may determine to be necessary for the health, education, support, or maintenance of the current income beneficiaries. In determining the amounts of principal to be so disbursed, the Trustee shall take into consideration any other income or property which such income beneficiaries may have from any other source. All such disbursements from principal shall be charged against the entire trust fund from which they are made and

  
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shall not be charged against any individual share of the principal subsequently distributed to any beneficiary.

(3) Termination of Trust. Upon the date when the youngest child of such deceased child of mine attains the age of twenty-one (21) years, or upon the date when there is no longer living at least one such child (child of a deceased child of mine) who is under the age of twenty-one (21) years, the Trustee shall distribute the trust property, Per Stirpes, to the then living issue of such deceased child. If such deceased child shall not be survived by issue, the Trustee shall divide the trust property into equal shares, one equal share for each child of mine then living, and one equal share for the group of then living issue of each then deceased child of mine. The share of any person or group of issue for whom a trust created under this Will then exists shall be added to such trust. The share of any person or group of issue for whom no trust created under this Will then exists shall be paid to such child, or, Per Stirpes, to such then living issue. Upon the completion of such distribution, the trust shall terminate.

4.04. Alternate Takers Upon Death Of DIANE and Issue. If DIANE and all of my issue shall die prior to the complete distribution of all of the trusts created herein, then upon the happening of such event, the Trustee shall distribute the trust principal and undistributed income to my sister, BARBARA KIMBERLY MESZAROS, who presently resides in Bay Port, Long Island, New York, if she shall survive me, or, if she shall not survive me, then to my Heirs, provided, however, that no portion of my property that shall be disposed of by the terms of this Will shall pass to my sister, SUZAN BRIER TAYLOR, whose present place of residence is unknown to me.

4.05. Avoidance of Rule Against Perpetuities. Notwithstanding any other provision herein directing the Trustee as to the distribution of income and principal from a trust established by this Will (or established pursuant to a power of appointment granted herein), any such trust shall terminate, if it has not previously terminated, one (1) day prior to the expiration of the permissible period under the relevant application of the rule against perpetuities, if any, and the Trustee of such trust shall pay the then remaining principal and undistributed income of such trust to my issue to whom income payments under such trust could be made in the discretion of the Trustee immediately prior to its termination under this Section, such issue to take Per Stirpes (or, if there are no such issue, to my Heirs).

4.06. Support Obligations of Trustee. Notwithstanding any other provision herein to the contrary, the Trustee shall not make any distribution of income or principal to or on behalf of a beneficiary if such distribution would satisfy a legal obligation of support of the Trustee to such beneficiary. In the event cotrustees are serving, distributions may be made to a beneficiary to whom one of the co-trustees owes a legal obligation of support, but the trustee owing the obligation may not participate in the decision regarding such distribution.

#### ARTICLE V.

#### DESIGNATION OF FIDUCIARIES AND RELATED MATTERS

5.01. Designation of Personal Representative. I hereby designate CHARLES PHILLIP BUFFINGTON, JR., who presently resides in Jackson, Mississippi (hereinafter referred to as "PHIL"), as Personal Representative of my estate. In the event PHIL shall be or become unable or unwilling to serve, I designate Roamona Case, who presently resides

  
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in Clinton, Mississippi, to serve as successor Personal Representative.

No person designated in this Section to serve as Personal Representative shall be required to furnish bond, or, to the extent permitted by law, to file inventory, appraisement, or accounting with any court with respect to the performance of such person's duties.

5.02. Designation of Trustee. I hereby designate PHIL to serve as trustee of any trust created herein. No Trustee designated hereunder or designated pursuant to powers granted hereunder, whether individual or corporate, whether serving singly or jointly, shall be required to furnish bond or, to the extent permitted by law, to make accounting to any court with respect to the performance of such person's duties.

5.03. Power to Remove and Replace Trustee. With respect to any trust created herein, DIANE shall have the power during her lifetime, exercisable at any time and from time to time, to designate a successor for a Trustee who has become unable or unwilling to serve and to discharge a Trustee, with or without cause, and to designate a successor Trustee, provided, however, that (a) DIANE may not designate herself as such successor Trustee, and (b) DIANE may not exercise this power unless at least one of my children who has attained age eighteen (18) years consents to the action, provided, however, that DIANE may appoint only a federally insured commercial bank with assets of Five Hundred Million Dollars (\$500,000,000.00) as the Successor Trustee. After DIANE's death, my children who have attained the age of eighteen (18) years, acting unanimously, shall succeed to such power, provided, however, that such children may appoint only a federally insured commercial bank with assets in excess of Five Hundred Million Dollars (\$500,000,000.00) as successor Trustee. If my children are required or Allowed to take action or to consent under this Section and none of them have attained the age of eighteen (18) years, then the Chancery Court of their county of residence may act for them until one of them has attained such age.

5.04. Exercise of Powers over Trustee Office. The power hereinbefore granted to discharge and designate a successor Trustee shall be exercised only by delivering an instrument in writing signed by the person or persons possessing such power to the Trustee then serving. The change in Trustee thereby effected shall be effective immediately, and title to trust assets shall vest immediately in such additional or successor Trustee without any formal transfer.

5.05. Liability of Successor Trustees. No successor Trustee appointed pursuant to the foregoing provisions shall be liable or responsible in any way for any acts or defaults of any predecessor Trustee prior to such Trustee's designation, or for any loss or expense from or occasioned by anything done or neglected to be done by any predecessor Trustee prior to such Trustee's designation, but such Trustee shall be liable only for such Trustee's own acts and defaults with respect to property actually received by such Trustee. With the consent of the person making designation of a successor Trustee, the successor Trustee may accept the assets and property delivered to such Trustee by the predecessor Trustee as a full and complete discharge to the predecessor Trustee, and shall incur no liability or responsibility to any beneficiary of the trust by reason of so doing.

5.06. Multiple Trustees. In the event there shall be more than one party acting as Trustee, the following provisions shall apply:

(a) if there shall be an odd number of Trustees, the decision of a majority shall control in discretionary matters;

  
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(b) if there should be an even number of Trustees, the decision of a majority shall likewise control in discretionary matters, unless there are only two Trustees, in which case the concurrence of both Trustees shall be required in deciding discretionary matters; and,

(c) the Trustees may designate any one or more of them to sign checks on behalf of the trust.

5.07. Resignation of Trustee. Any person serving as Trustee hereunder may resign at any time upon giving sixty (60) days notice in writing to the current income beneficiaries. Such resigning Trustee shall render an accounting to the current income beneficiaries within sixty (60) days after such resignation unless the current income beneficiaries expressly waive such accounting. If a current income beneficiary is a minor or otherwise legally incapacitated, a parent or legal guardian of such beneficiary may receive notice or waive accounting on behalf of such beneficiary.

5.08. Persons Dealing With Personal Representative or Trustee. No purchaser, lender, lessee or other party dealing with the Personal Representative or Trustee shall be bound or concerned to see to the application of any consideration paid for any conveyance, mortgage, disposition or lease of any property, real or personal.

5.09. Spendthrift Provision. No part of the income or principal of any trust created herein shall be transferred or assigned by any beneficiary, or be subjected to any judicial process against any beneficiary before the same has been paid. No part of the interest of any beneficiary shall in any event be subject to sale, hypothecation, assignment or transfer. Neither the principal nor income of the trust shall be liable for the debt of any beneficiary nor shall any part of the principal or income be seized, attached, or in any manner taken by judicial proceedings against any beneficiary on account of the debts, assignments, sale, divorce, or encumbrance of any beneficiary. In accordance with these provisions, the Trustee shall pay to the beneficiary the sum payable to the beneficiary according to the terms of the trust, notwithstanding any purported sale, assignment, hypothecation, transfer, attachment, or judicial process, exactly as if the same did not exist. Nothing contained in this Section shall be construed as restricting the exercise of any power of appointment granted herein.

5.10. Transactions With Related Persons: Self Dealing. The power of the Personal Representative or Trustee to enter into any transaction shall in no way be limited by the fact that the same or another party to such transaction is a beneficiary, the estate of a beneficiary (whether living or deceased), a trust created by or for the benefit of a beneficiary (whether living or deceased), my estate or the estate of DIANE, a trustee of any trust (including the Trustee appointed herein) acting in a capacity other than as a fiduciary, or an executor or administrator of any estate (including my estate or DIANE's estate) acting in a capacity other than as a fiduciary.

5.11. Ancillary Administration. If ancillary administration of my estate is required in any other jurisdiction, I appoint my Personal Representative to serve as ancillary executor in such jurisdiction, or, if my Personal Representative is unable to serve, such Personal Representative may appoint an ancillary executor for such other jurisdiction. I excuse the ancillary executor from making bond, and to the extent permissible by applicable law, filing inventories or filing accountings with any court. With respect to such ancillary administration, I grant my ancillary

  
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executor all of the powers granted my Personal Representative herein.

5.12. Non-Resident Fiduciaries. If any person named herein as Personal Representative, Trustee or guardian is not a resident of Mississippi and cannot serve unless a Mississippi resident is appointed as co-fiduciary, such person shall have the power to name a Mississippi resident to serve as co-fiduciary.

5.13. Compensation. My Personal Representative and Trustee shall receive reasonable compensation for any services rendered in such capacity. Such compensation shall be based, with respect to any corporate entity so serving, on its regular compensation schedule for administering estates or trusts, as appropriate, of the size and type of mine, and, with respect to any individual so serving, on the average of then current hourly rates charged by individuals in Jackson, Mississippi for services rendered comparable to those rendered by my Personal Representative or Trustee, provided, however, that any corporation or individual serving as my Personal Representative or Trustee may waive payment of compensation.

5.14. Designation of Guardian for Minor Children. If DIANE does not survive me, I hereby designate my parents-in-law, CHARLES AND DOROTHY ANN RIDDELL, who presently reside in Canton, Mississippi (or the survivor of them), as guardian of my minor children. No person appointed hereunder shall be required to furnish bond or make accounting to any court with respect to the performance of his or her duties as guardian. No guardian appointed hereunder shall be liable for any of such person's actions as guardian, except for fraud, dishonesty, or willful misappropriation.

ARTICLE VI.  
ADMINISTRATIVE PROVISIONS

6.01. Fiduciary Powers. I grant my Personal Representative and the Trustee of any trust created herein the powers specified in this Section.

(a) Basic Powers Granted by Law. I direct that my Personal Representative, with respect to my estate, and my Trustee, with respect to each trust created under this Will, be authorized to exercise, in such person's sole discretion and without prior authority from any court, all of the powers granted by law to personal representatives of decedents' estates and trustees in the State of Mississippi (which shall include, with respect to trustees, the Uniform Trustee's Powers Law of Mississippi, as amended, and the power to make "legal investments"). I intend that the scope of such powers shall be construed in the broadest possible manner; notwithstanding the foregoing, if any of such powers are in conflict with the terms of this Will, the terms of this Will shall control.

(b) Special Powers and Discretions to Personal Representative. In addition to the powers set forth in subsections (a) and (c) of this Section, I expressly give to my Personal Representative the powers and discretions set forth in this subsection.

(1) Payment of Debts and Bequests. My Personal Representative shall have the power to pay my lawful debts and funeral and burial expenses as soon as reasonably convenient to do so without the necessity of obtaining court approval for the payment of any such items. My Personal Representative shall pay

  
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any gifts set forth in Article II hereof to the named beneficiary at the earliest practicable date even though this date is earlier than the date prescribed by law, if any, after which interest must be paid on such gift.

(2) Uncertainty Regarding Inclusion of Items in Gross Estate. If my Personal Representative in good faith decides that there is uncertainty as to the inclusion of particular property in my Gross Estate, my Personal Representative shall exclude such property from my Gross Estate in the estate tax return. My Personal Representative shall not be liable for any loss to my estate or to any beneficiary, if such loss results from my Personal Representative's decision made in good faith that there is uncertainty as to inclusion of particular property in my Gross Estate.

(3) Gift-Splitting Election. I authorize my Personal Representative to consent for federal gift tax purposes to gifts made by DIANE during my lifetime as having been made one-half by me and one-half by DIANE.

(4) Authorization to File Joint Income Tax Return. I hereby authorize my Personal Representative to join with DIANE or DIANE's personal representative in filing a joint federal or state income tax return of the income of DIANE and me for any period or periods for which such a return may be permitted. I further authorize my Personal Representative to agree with DIANE or DIANE's personal representative: (i) as to how the burden of liability for federal or state income tax, or interest thereon, arising out of the filing of a joint return by my Personal Representative and DIANE or DIANE's personal representative, shall be borne as between my estate and DIANE or DIANE's estate, and (ii) as to who, as between DIANE or DIANE's estate and my estate, shall be entitled: (A) to any refund or credit of any federal or state income tax, or interest thereon, based on the filing of a joint return by DIANE and me or by my Personal Representative and DIANE or DIANE's personal representative, (B) to any refund or credit of any amount paid on account of any joint declaration of estimated federal or state income tax filed by DIANE and me, and of the interest on any such refund, and, (C) to the benefit of any payment made by DIANE and me on account of any joint or separate declaration of estimated federal or state income tax. My Personal Representative may exercise the foregoing powers in such manner as my Personal Representative shall in my Personal Representative's sole discretion deem best, whether in the interest of DIANE or DIANE's estate or in the interest of my estate.

(5) Interim or Partial Distributions. My Personal Representative is authorized to make partial or complete distributions to estate beneficiaries from time to time during administration, to distribute unequal amounts to similar beneficiaries from time to time during administration, and to make such other distributions during administration as my Personal Representative may determine. Nothing contained in this paragraph shall be construed as authorizing my Personal Representative to vary the dispositive provisions in this Will.

(6) Use of Realty to Satisfy Bequests or Pay Debts or Taxes. My Personal Representative is authorized, in my Personal Representative's sole discretion, to use either real or personal property to pay debts and taxes against my estate or any portion thereof, and to that end my Personal Representative is hereby authorized to sell real estate before the personalty is exhausted.

(7) Tax Elections. My Personal Representative may make such elections under the tax laws as such Personal

  
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Representative, in such Personal Representative's sole discretion, may determine. No compensating adjustments between principal and income shall be made even though the elections made under the tax laws may affect the interests of the beneficiaries.

(c) Additional Fiduciary Powers. Except to the extent the possession of such powers is inconsistent with the allowance of a marital deduction for property passing under this Will which would otherwise be eligible for such marital deduction, in addition to the powers otherwise set forth herein, I expressly authorize my Personal Representative, with respect to my estate, and the Trustee with respect to any trust created under this Will (such Personal Representative or Trustee hereinafter sometimes referred to as "Fiduciary"), to exercise the following powers and discretions:

(1) Distributions to Minors. If any amount is distributable by my Fiduciary to any beneficiary who has not attained the age of majority (other than an amount distributable as a result of the exercise of a power of appointment granted herein) such amount shall immediately vest in such beneficiary, but my Fiduciary may, in its discretion, either:

(A) create a custodianship for the beneficiary under the applicable enactment of the Uniform Gifts to Minors Act and distribute the amount to that custodian;

(B) distribute the amount to a then acting custodian for the beneficiary under the applicable enactment of the Uniform Gifts to Minors Act; or

(C) retain the share in a trust which shall have the following terms: (i) the Fiduciary shall pay to the beneficiary so much of the income and principal of the trust as the Fiduciary determines to be required or advisable from time to time for the beneficiary's reasonable support, education and medical care, considering the beneficiary's other resources known to the Fiduciary, (ii) income not paid to the beneficiary shall be added to trust principal, (iii) when the beneficiary attains the age of majority, the trust shall terminate and the Fiduciary shall distribute to the beneficiary the principal and any accrued and undistributed income of the trust, and (iv) if the beneficiary dies before attaining the age of majority, the trust thereupon shall terminate and the Fiduciary shall distribute the principal and any accrued and undistributed income of the trust to the beneficiary's estate.

(2) In-Kind Distributions. To make distributions, including the satisfaction of any pecuniary bequest, in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and partly in such property, and to do so without regard to the income tax basis of specific property allocated to any beneficiary, including any trusts.

(3) Selection and Retention of Assets. To retain, without liability for loss or depreciation resulting from such retention, any property or undivided interests in property received from any source, including residential property, regardless of any lack of diversification, risk, or nonproductivity, for such time as the Fiduciary shall deem advisable, and the Fiduciary shall be under no obligation to dispose of or convert any such property. Any investments made by the Fiduciary pursuant to the terms of this instrument need not be diversified, may be of a wasting nature, and may be made or retained with a view to possible increase in value. The Fiduciary, except as herein otherwise specifically provided, shall have latitude as wide in the selection, retention, or making of investments as an individual would have in retaining or

  
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investing his own funds, and shall not be limited to, nor be bound or governed by, any rules of law, statutes, or regulations respecting investments by trustees.

(4) Sale or DisPosition of Property. To sell, exchange, give options upon, partition, convey, or otherwise dispose of, with or without covenants (including covenants of warranty of title), any property that may from time to time be or become a part of the estate or trust, at public or private sale or otherwise, for cash or other consideration, or on credit, and upon such terms and conditions as the Fiduciary shall deem advisable, and to transfer and convey the same free of all trusts.

(5) Investments. To invest and reinvest from time to time in any property, real, personal, or mixed, including (without limiting the generality of the foregoing) securities of domestic and foreign corporations and investment trusts, bonds, preferred stocks, common stocks, mortgage participations, and interests in common trust funds, with complete discretion as to converting realty into personalty, or personalty into realty, or otherwise changing the character of the estate or trust, even though such investment (by reason of its character, amount, proportion to the total estate or trust, or otherwise) would not be considered appropriate for a fiduciary apart from this provision, and even though such investment causes a greater proportion of the total estate or trust to be invested in investments of one type or of one business or company than would be considered appropriate for a fiduciary apart from this provision.

(6) Loans. To make loans, secured or unsecured, in such amounts, upon such terms, at such rates of interest, and to such persons, firms, or corporations as the Fiduciary shall deem advisable.

(7) Non-Productive Property: Delayed Income Rule. To acquire property returning no income or slight income, or to retain any such property, so long as the Fiduciary shall deem fit, without the same being in any way chargeable with income, or the proceeds thereof in case of sale or other disposition being in any part deemed income.

(8) Improving and Leasing. To improve any real estate, to demolish any buildings in whole or in part, to erect buildings, to lease real estate or personal property on such terms and conditions and for such length of time [including ninety-nine (99) years or more~ as the Fiduciary shall deem fit, even though such lease may extend beyond the term of any trust hereunder, to foreclose, extend, renew, assign, release, or partially release, and discharge mortgages or other liens, and to accumulate income for the purpose of doing so (except where the Fiduciary is required herein to distribute income).

(9) Borrowing Money. To borrow money and to execute promissory notes therefor, to secure such obligations by mortgages or other liens or pledges of any property of the estate or trust, to make any type of purchase or contract, including installment contracts or credit arrangements, the effect of which is to borrow money, to accumulate income for the purpose of repaying any indebtedness owed by the Fiduciary hereunder (except where the Fiduciary is required herein to distribute income).

(10) Adjustment of Claims and Suits: Prepayment of Existing Mortgage. To prosecute or defend any suit, to compromise or arbitrate any claim (including a claim for taxes) and any litigation, either in favor of or against the estate or trust or the Fiduciary in its capacity hereunder, to pay claims upon such

  
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evidence as the Fiduciary shall deem sufficient, and to prepay all or part of any mortgage.

(11) Employment of Agents. To employ such brokers, bank custodians, investment counsel, attorneys, and other agents or servants, and to delegate to them such duties, rights, and powers of the Fiduciary for such period as the Fiduciary shall deem fit, and to pay such persons reasonable compensation out of the estate or trust, all regardless of whether any such person or entity is (or is a partner, employee, or employer of, or is owned by) a beneficiary or Fiduciary hereunder.

(12) Voting Securities; Reorganization. To vote, in person or by proxy, any stocks or other properties having voting rights, to enter into voting trusts and voting agreements, to exercise any options, rights, or privileges pertaining to any property in the estate or trust, to participate in any merger, reorganization, or consolidation affecting the estate or trust, and, in connection therewith, to take any action which an individual could take with respect to property owned outright by such individual, including the payment of expenses or assessments, the deposit of stock or property with a protective committee, the acceptance or retention of new securities or property, and the payment of such amounts of money as may seem advisable in connection therewith.

(13) Insurance. To insure any part of the estate or trust against such risks as the Fiduciary shall deem fit, such insurance to be based on market values or costs, and the coverage to be full or partial as the Fiduciary shall deem fit, to pay the premiums and to collect or adjust the losses, to acquire, hold, and pay premiums on insurance upon the life of any person or persons, and to exercise any and all rights to ownership thereof, and to purchase other types of insurance or annuities for any beneficiary, provided, however, all incidents of ownership with respect to any policies of insurance on the life of any Fiduciary shall be vested in and exercisable solely by another Fiduciary.

(14) Mineral Contracts and Sales. To execute and deliver oil, gas, and other mineral leases containing such unitization or pooling agreements and other provisions as the Fiduciary shall deem fit, to execute mineral and royalty conveyances, to purchase leases, royalties, and any type of mineral interest, and to execute and deliver drilling contracts and other contracts, options, and other instruments necessary or desirable to participate actively in the oil, gas, or mining business. All of the foregoing may include such terms, conditions, agreements, covenants, provisions, or undertakings as the Fiduciary shall deem fit.

(15) Corporations. To incorporate any property in the estate or trust, to convey any such property to a corporation for all or part of its capital stock or other securities (whether or not any Fiduciary is also a security holder, officer, director, or manager of such corporation in an individual, fiduciary, or other capacity), to dissolve such corporation or any other corporation, the securities of which comprise a part of the estate or trust, and to hold or dispose of, as a part of the estate or trust, any property so received upon such dissolution, all in such manner, at or for such times, and on such terms as the Fiduciary shall deem fit.

(16) Partnerships. To enter into partnerships, to transfer any property in the estate or trust to one or more partnerships for interests in such partnerships, to act as a partner in any partnership or with respect to any property, any

  
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part of which may be or become part of the estate or trust originally or later, to so act as a partner with itself acting in an individual, fiduciary, or other capacity, to participate in the management of such partnerships, to dissolve any partnership in which the Fiduciary acts as a partner, and to hold or dispose of, as part of the estate or trust, any property received upon any such dissolution, all in such manner, at or for such times, and on such terms as the Fiduciary shall deem fit.

(17) Businesses. To start or to enter into any business enterprise, or to continue to operate any business interest which becomes part of the estate or trust, to delegate all or part of the management thereof, to invest other funds of the estate or trust therein, to convert such business from one form (e.g., proprietorship, partnership, corporation) to another, to enlarge, diminish, or change the scope or nature of the activities of any business, to authorize the participation and contribution by the business in any form of employee benefit plan, whether or not the contributions qualify as tax deductible, to use the general assets of the estate or trust for the purposes of the business, to invest additional capital in or make loans to such business, regardless of the speculative nature or nonproductivity of such investment or loan, and without regard to diversification of investment, to endorse or guarantee on behalf of the estate or trust any loan or loans made to the business, and secure said loan or loans by pledge or mortgage of any property of the estate or trust, to employ such officers, managers, employees, or agents as the Fiduciary deems advisable in the management of the business, including electing or employing directors, officers, or employees of the Fiduciary to take part in the management of the business as directors or officers or otherwise, and to pay such person or persons reasonable compensation, and to rely upon the reports of certified public accountants as to the operations and financial condition of the business without independent investigation, all in such manner, at or for such times, and on such terms as the Fiduciary shall deem fit.

(18) Special Farm Powers. To retain any farm or farm property received from any source, and to acquire and retain other such property, to engage in farm operations and the production, harvesting and marketing of farm products, including livestock breeding and feeding and poultry and dairy farming, by operating directly with hired labor, by retaining farm managers or management agencies, by renting on shares or for cash, or in any other manner, to enter into farm programs, to purchase or rent farm machinery and equipment, livestock, poultry, seed and feed; to improve farm property and to repair, improve, and construct farm buildings, fences, and drainage facilities, to borrow money for any of these purposes, and in general to do all things customary or desirable in farm operations.

(19) Payment of Expenses and Taxes. To incur such expenses or charges in the management of the estate or trust as the Fiduciary shall deem fit, to render the estate or trust for taxes if the Fiduciary shall deem it desirable, or to refuse to do so if the Fiduciary shall deem it undesirable, to pay taxes, charges, and governmental assessments against the estate or trust, and, in anticipation of such expenses, charges, taxes, and assessments, to set up such sinking funds or reserves as the Fiduciary shall deem fit.

(20) Reliance on Business Documents. To rely upon the authenticity of affidavits, certificates, opinions of counsel, letters, notices, telegrams, cablegrams, and other methods of communication in general use and usually accepted in business as genuine and as what such documents purport to be.

  
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(21) Acceptance of Additional Property. To accept from any source any property acceptable to the Fiduciary to be held as part of any trust hereunder. The Fiduciary also is authorized (but not directed) to accept from the executor, at the termination of the administration of any estate of which any trust established herein may be the beneficiary, the assets delivered by the executor to the Fiduciary on the basis of the accounting therefor as submitted by the executor, without requiring an audit or other independent accounting of the acts of such executor. No Fiduciary hereunder shall have any duty, responsibility, obligation, or liability whatsoever for, or any duty, responsibility, obligation, or liability whatsoever for failure to rectify, the acts or omissions of said executor.

(22) Custody of Assets: Nominees: Disbursement of Funds. To retain sole custody of the assets of the estate or trust, to keep any of the property of the estate or trust in any place or places in the State of Mississippi or elsewhere in the United States or abroad, or with a depository or custodian at such place or places, to hold any of the securities or other property of the estate or trust for any length of time in the name of a nominee or nominees without mention of any trust created herein in any instrument of ownership, to make all disbursements of funds without any counter-signature, and to make all reports, including tax returns, to any agency of the government, local, state, or federal.

(23) Execution of Documents. To execute and deliver agreements, assignments, bills of sale, contracts, deeds, leases, notes, powers of attorney, warranties, covenants, guaranties, receipts, releases, discharges, acquittances, and other papers or documents reasonably necessary or desirable to carry out the powers granted to a Fiduciary.

(24) Apportionment of Income and Expenses. Where not otherwise clearly provided by law or otherwise set forth herein, to determine with finality, as to each sum of money or other thing of value held or received by any Fiduciary, whether and to what extent the same shall be deemed to be principal or to be income, and as to each charge or expense paid by the Fiduciary, whether and to what extent the same shall be charged against principal or against income, including, without hereby limiting the generality of the foregoing, power to apportion any receipt or disbursement between principal and income and to determine what part, if any, of income is available for distribution according to the terms hereof, and what part, if any, of the actual income received upon a wasting investment, or upon any security purchased or acquired at a premium, shall be returned and added to principal to prevent a diminution of principal upon exhaustion or maturity thereof, and to set up such reserves out of principal or income as the Fiduciary shall deem fit.

(25) Division Into Shares of SeParate Trusts. To hold, manage, invest, and account for several shares or separate trusts which may be held in trust, either as separate funds or as a single fund, as the Fiduciary shall deem fit; if as a single fund, to make division thereof only upon the books of account, to allocate to each share or trust its proportionate part of the principal and income of the single fund, and to charge against each share or trust its proportionate part of the common expense.

(26) OccuPancy of Trust Property. To allow any beneficiary of a trust to use or occupy property of such trust without payment of rent.

  
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(27) Termination of Small Trust. Notwithstanding any other provision of this instrument, the Fiduciary shall have the power to terminate any separate trust established by this instrument whenever in the Fiduciary's opinion such trust is so small in value that the administration thereof no longer is economically advisable, after first considering, however, all financial or special advantages to the beneficiary or beneficiaries of continuing the trust. In the event of such termination, the Fiduciary shall distribute the remaining trust assets to the then income beneficiary or beneficiaries, Per Stirpes. The Fiduciary's judgment shall be final and binding upon all interested parties, and distribution of trust assets in any manner provided in this instrument shall relieve the Fiduciary of any further responsibility with respect to such assets. In no event shall a beneficiary, while serving as a Fiduciary hereunder, exercise the discretion granted in this subsection, such discretion being exercisable solely by another Fiduciary.

(28) Release of Power: Amendment of Trust. The Trustee shall have the power and authority to amend the provisions of this instrument in order to surrender, release, renounce, or disclaim any one or more of the discretionary powers given by this instrument to such Trustee. Any such amendment shall be made by written instrument acknowledged and filed in the register's office of the county where the Trustee resides or maintains its principal office (or, if such instrument is not recordable, filed with the trust records). After any power has been so surrendered, released, renounced, or disclaimed it never again shall be exercised by that Trustee.

(29) Powers Granted Relating to Generation-Skipping Transfer Taxes. My Personal Representative shall have the power to allocate any portion of my exemption under IRC 2631(a) (or any similar exemption, exclusion, or other benefit allowable under federal or state law in force when I die) to any property as to which I am the transferor, including any property transferred by me during life as to which I did not make an allocation prior to my death. To the extent permitted by law, my Personal Representative shall have the power to elect out of any deemed allocation or revoke any prior allocation of such exemption. The Trustee of any trust created herein, in its sole discretion, shall have the power to:

(A) divide property of a trust which has a different transferor under IRC 2652(a) into a separate trust, and

(B) to divide the property in any trust created herein with an Inclusion Ratio of neither one nor zero into two separate trusts representing two fractional shares of the property being divided, one to have an Inclusion Ratio of one and the other to have an Inclusion Ratio of zero.

6.02. Real Estate Subject to Administration. Except as may be otherwise specifically devised in this Will, all interests in real property that I may own at the time of my death and that shall pass under this Will shall, during the pendency of the administration of my estate or the earlier distribution or other disposition of such property, be owned by my estate. My Personal Representative shall have full possession of and exercise full control over such property during such period. Until distribution or other disposition of any such property, my estate shall be entitled to all of the income therefrom and gains from the sale or other disposition thereof and shall discharge all of the responsibilities relating to ownership thereof, including, but not limited to, payment of any taxes with respect thereto and maintenance and repairs thereof. It is my intention that all

  
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interests in real property that pass under this Will shall become assets of my probate estate at my death and shall not pass by operation of any law directly to my heirs or devisees under this Will at my death, except such interests as may be otherwise specifically devised in this Will.

6.03. Provisions Relating to Exercise of Powers of Appointment. The Trustee may rely upon an instrument admitted to probate in any jurisdiction as the Will of any person granted a testamentary power of appointment in this Will, but if the Trustee has no written notice of existence of such a Will within a period of three months after such person's death, the Trustee may assume such person died intestate and shall be protected in acting in accordance with such presumption, but this protection to the Trustee shall not limit or qualify said power of appointment or the right of any person or corporation to pursue the funds affected by the exercise thereof, irrespective of the place of probate or time of discovery of the Will.

6.04. Combining Trusts. When a trust created under this Will (other than a trust for DIANE which is eligible for the marital deduction whether or not such deduction is claimed) and any other trust (whether created under this Will or created under any other instrument by me or anyone else) have the same beneficiary or beneficiaries and substantially identical terms as to the distribution of income and principal, my Trustee may transfer all of the assets of the trust created herein to the trustee(s) of the substantially identical trust and the trust created herein shall thereupon terminate.

6.05. Election Against Will by DIANE. If DIANE should elect to take a statutory share of my estate instead of accepting the provisions made for her in this Will, this Will shall be construed and my estate shall be administered as though DIANE had predeceased me.

VI.  
DEFINITIONS AND MISCELLANEOUS

7.01. "Child" "Children". "Issue". References in this Will to "my child" or "my children" refer to my daughter, KIMBERLY RIDDELL TAYLOR (born 9-6-76), and my daughter, ALLISON BRIER TAYLOR (born 11-18-80), together with any other children hereafter born to or adopted by me. Other references in this Will to "child" or "children" mean lawful blood descendants in the first degree of the parent designated. References to "issue" mean lawful blood descendants in the first, second or any other degree of the ancestor designated, provided always, however, that an adopted child and such adopted child's lawful blood descendants shall be considered in this Will as lawful blood descendants of the adopting parent or parents and of anyone who is by blood or adoption an ancestor of the adopting parent or of either of the adopting parents and shall not be considered descendants of the adopted child's natural parents, except that, if a child is adopted by a spouse of one of his or her natural parents, such child shall be considered a descendant of such natural parent as well as a descendant of the adopting parent.

7.02. Child in Gestation. A child in gestation, who is later born alive, shall be regarded in this Will as a child in being during the period of gestation, in determining whether any person has died without leaving issue surviving him or her, and in determining, on the termination of any trust created hereunder, whether such child is entitled to share in the disposition of the then remaining principal and undistributed income of such trust,

  
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provided, however, that for other purposes such child's right shall accrue from date of birth.

7.03. "Death Taxes". The term "Death Taxes" as used in this instrument means any federal estate tax or state inheritance, estate, succession or other state death taxes, together with any interest or penalties thereon. Such term does not include federal or state generation-skipping transfer taxes.

7.04. Distributions to Issue. Whenever the Trustee has discretion to pay income or principal to designated issue, payment may be made to or for the benefit of an issue of the second or more remote degree even though payment is also made, or could be made, to the parent of such issue.

7.05. Gender and Number. The masculine, feminine and neuter genders whenever used herein shall each be deemed to include the others where the context requires. Moreover, terms referred to in singular form shall be deemed to include the plural where the context requires.

7.06. "Gross Estate". The term "Gross Estate" as used in this instrument means the total amount includible in the estate of the named person for federal estate tax purposes.

7.07. "Heirs". The term "Heirs" as used in this instrument means those persons, other than creditors, who would take the personal property of the designated person under the laws of the State of Mississippi if such person had died intestate at the time stipulated for distribution, not married and domiciled in such state. In determining who such persons are, it shall be assumed that all decrees of divorce rendered by a court of record, wherever located, are valid. Distribution to such persons shall be made in the manner and in the proportion that such person's personal property would be distributed under the laws of the State of Mississippi if such person had died intestate at the time stipulated for distribution, not married, owning the property available for distribution and no other property, and domiciled in such state.

7.08. "Inclusion Ratio". The term "Inclusion Ratio" as used in this instrument means the ratio calculated under IRC 2642(a) used to determine the rate of tax applicable to a generation skipping transfer.

7.09. "IRC". References in this instrument to "IRC" are to sections of the Internal Revenue Code of 1986, as amended, and shall be deemed to refer to corresponding provisions of any subsequent federal tax law.

7.10. "Personal and Household Effects". References in this instrument to "Personal and Household Effects" mean all of my personal effects and tangible personal property held for strictly personal use at the time of my death, including, without limitation, all furniture, library, works of art, chinaware, silverware, tools or equipment located in and around my home, jewelry, clothing, automobiles and other articles of personal use or adornment.

7.11. "Personal Representative". References in this instrument to "Personal Representative" shall be deemed to include the original Personal Representative(s) named herein as well as any successor Personal Representative(s), and all powers and discretions vested in the original Personal Representative(s) shall be vested in and exercisable by any such successor Personal Representative(s).

  
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7.12. "Per Stirpes". Whenever distribution is to be made to designated issue on a "Per Stirpes" basis, the property shall be distributed to the persons and in the proportions that personal property of the named ancestor would be distributed under the laws of the State of Mississippi in force at the time stipulated for distribution if the named ancestor had died intestate at such time, domiciled in such state, not married and survived only by such issue.

7.13. "Residuary Estate". References in this instrument to my "Residuary Estate" mean all of my property (wherever located) passing under this Will, other than the property passing under Article II hereof, less the funeral and burial expenses, debts, taxes and administration expenses payable from my estate. For this purpose, my property shall include, without limitation, all property which I may acquire or become entitled to after the execution of this Will, all lapsed legacies and devises, the proceeds of all life insurance payable to my estate, and all property with respect to which at the time of my death I shall have a general power of appointment exercisable by provision in my Will (hereby exercised).

7.14. "Trustee". References in this Will to "Trustee" shall be deemed to include the original trustee(s) named herein as well as any successor trustee(s), and all powers and discretions vested in the originally-named trustee(s) shall be vested in and exercisable by any such successor trustee(s).

IN WITNESS WHEREOF, I have executed, published and declared this paper writing, consisting of seven (7) Articles, as and for my Will, at Jackson, Mississippi, this the 14 day of May, 1996.

*Robert Sample Taylor, Jr.*  
ROBERT SAMPLE TAYLOR, JR.

The foregoing paper writing consisting of seven (7) Articles was upon this the 14 day of May, 1996, by the said ROBERT SAMPLE TAYLOR, JR., signed, sealed, published and declared to be his Will in the presence of us who, at the testator's request and in his presence and in the presence of each other, hereto affix our signatures as witnesses.

*Ramona Carter*  
Witness

*Mark G Nesbit*  
Witness

*RST*  
RST



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18th day of August, 1999, at 2:00 o'clock P.M., and was duly recorded on the AUG 18 1999, Book No. 31, Page 706

STEVE DUNCAN, CHANCERY CLERK

BY: *Steve Duncan* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI  
IN THE MATTER OF THE ESTATE  
OF ROBERT SAMPLE TAYLOR, JR.

FILED  
THIS DATE  
AUG 18 1999  
STEVE DUNCAN  
CHANCERY CLERK

CIVIL ACTION NO. 99-563

AFFIDAVIT OF SUBSCRIBING WITNESS

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, MARK G. NESBIT, the subscribing witness to a certain instrument in writing purporting to be the Last Will and Testament of ROBERT SAMPLE TAYLOR, JR., deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said ROBERT SAMPLE TAYLOR, JR. signed, published and declared said instrument as his Last Will and Testament on the 14<sup>th</sup> day of May, 1996, the day and date of said instrument, in the presence of this affiant, MARK G. NESBIT; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, MARK G. NESBIT, the Affiant subscribed and attested said instrument as witness to the signature of the testator and the publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

*Mark G. Nesbit*  
MARK G. NESBIT

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 24 day of June, 1999.

*Jimi Stewart*  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
Notary Public, State of Mississippi At Large  
My Commission Expires: February 1, 2003  
Bonded To: Helden, Brooks & Garland, Inc.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18<sup>th</sup> day of August, 1999, at 2:00 o'clock P.M., and was duly recorded on the AUG 18, 1999, Book No. 31, Page 725.

STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey Hill* D.C.



FILED

LAST WILL AND TESTAMENT

OF

CARL ODET MORRIS

#99-559

AUG 24 1999

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

By: *Karen Supp*

I, **CARL ODET MORRIS**, an adult resident citizen of Madison County, Mississippi, above the age of twenty-one years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament and I do hereby revoke any and all other Wills and Codicils heretofore made by me.

ITEM I.

I do hereby appoint my wife, Mary Bernice Snavely Morris, as Executrix of this my Last Will and Testament. In the event my said wife should not survive me or be unable to serve, then I appoint Carla Morris Stringer, as Executrix. I hereby direct that my Executrix shall not be required to give any bond, and I hereby waive appraisal, inventory and accounting to any court. I hereby expressly give and grant unto my Executrix all the rights, powers and discretions hereinafter given to the Trustee in Item IV. The term "Executor" as hereinafter used shall also mean "Executrix".

ITEM II.

I hereby direct my Executrix to pay my funeral expenses and all of my just debts which may be probated, registered and allowed against my estate, as soon as may be conveniently done. I direct my Executor to pay out of Item IV all Federal and State estate, inheritance, succession, transfer, or other death taxes which are

*Carl Odet Morris*

Carl Odet Morris

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 give, devise and bequeath unto my wife, Mary Bernice Snavely Morris, all of my interest in our house and lot which we occupy at my death as our primary residence along with all household effects, furniture, appliances, silverware, chinaware, personal effects, clothing and automobiles. If my said wife shall not survive me, then I give; to my sons, Scott Wayne Morris and Calvin Kelly Morris, my woodworking tools and equipment and supplies, all miscellaneous tools and equipment, 16 gauge Ithaca pump shotgun, and 22 caliber Remington automatic rifle, to be divided between them as they agree; to Scott Wayne Morris, my Garrett metal detector and my 18 H.P. Evinrude outboard motor; to Calvin Kelly Morris, my 1958 Johnson 5.5 H.P. outboard motor; to my grandson, Taylor Stringer, my diamond stick tie pin; and I give One Thousand Dollars (\$1,000.00) to Spring Valley Cemetery in Mathiston, Mississippi. In the event the aforementioned Scott Wayne Morris or Calvin Kelly Morris shall not be living, the share of such deceased individual shall go to his or her children, per stirpes. In the event one of said individuals shall not be living and there shall

Carl Odet Morris  
Carl Odet Morris

be no surviving issue of such deceased individual, then the share of such deceased individual shall go to the other named individual.

ITEM IV.

I give, devise and bequeath unto my wife, Mary Bernice Snavely Morris, and Carla Morris Stringer, as Co-Trustees, property equal to the largest amount that can pass free of federal estate tax under this Item by reason of the federal unified credit allowable to my estate but by reason of 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. My Executor shall select and distribute to the Trustees the cash, securities and other property, including real estate and interests therein, which shall constitute this trust, employing for this purpose values current at the time or times of distribution. The term "Trustee" as hereinafter used shall also mean "Co-Trustees". The Trustee shall hold said property for the following uses and purposes and upon the following terms and conditions:

A. Said Trustee shall pay to my wife, Mary Bernice Snavely Morris, during her lifetime, all of the income of the trust in periodic installments, the frequency of such payments to be determined by my said wife, except that in no event shall such payments be made less frequently than annually.

Carl Odet Morris  
Carl Odet Morris

B. In the event the income from this trust and my wife's income from sources other than this trust are insufficient to provide for her support, maintenance and medical needs, the Trustee in its discretion may pay to my said wife out of the principal of the trust such additional sum or sums as the Trustee shall deem necessary for such purposes.

C. Upon the death of my said wife, the entire remaining corpus and all accrued income of this trust shall be turned over as follows: One-sixth (1/6) to Carla Morris Stringer; one-sixth (1/6) to the children of Carla Morris Stringer, to be divided equally among them; one-sixth (1/6) to Scott Wayne Morris; one-sixth (1/6) to the children of Scott Wayne Morris, to be divided equally among them; one-sixth (1/6) to Calvin Kelly Morris; one-sixth (1/6) to the children of Calvin Kelly Morris, to be divided equally among them. In the event that Carla Morris Stringer, Scott Wayne Morris, or Calvin Kelly Morris predecease me, then his or her aforementioned one-sixth (1/6) distribution shall be divided as follows: Eighteen percent (18%) to their spouse and eighty-two percent (82%) to be divided equally among their children. In the event both parents of our grandchildren are deceased at the time the corpus and all accrued income of the trust are distributed, then the respective grandchildren will receive a full one-third of the trust assets, to be divided equally among them. In the event the aforementioned Carla Morris Stringer or Scott Wayne Morris or Calvin Kelly Morris shall not be living and there shall be no

Carl Odet Morris  
Carl Odet Morris

surviving issue of such deceased individual, then the share of such deceased individual shall go to the two remaining survivors of these three, in equal shares as aforesaid, per stirpes. The Trustee is authorized to hold the trust share for any minor heir hereunder until such heir becomes twenty-one (21) years of age and apply the income and/or principal for such minor heirs as the Trustee in its sole discretion determines to be reasonable.

D. The Trustee shall have full power and authority to invest and reinvest the principal of the trust in such manner and upon such terms and conditions as the Trustee may see fit; to sell, exchange, pledge, mortgage or otherwise dispose of any property, real or personal, originally or subsequently acquired; to retain and hold in unchanged form any property, real or personal, coming into its hands; to rent or lease any of the properties embraced within the trust, upon such terms and conditions as the Trustee deems advisable; to make all determinations respecting division, allotments and distributions of income and principal to the beneficiaries; to pay taxes of every kind existing against the trust property; to hold investments in the name of a nominee; and to do all other acts which, in the judgement of the Trustee, may be necessary or appropriate for the proper and advantageous management, investment and distribution of the trust estate to the same extent as though it were the sole owner of the trust property. In addition, the Trustee shall have all of the powers granted by the "Uniform Trustees' Powers Law," being Sections 91-9-101 through

Carl Odet Morris  
Carl Odet Morris

91-9-119 of the Mississippi Code of 1972 as now enacted or hereafter amended, reference to which statute is hereby made for all purposes. The Trustee is authorized to receive funds from any retirement account of which the trust is named beneficiary.

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, 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.

F. The trust hereinbefore created is a private trust, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee is hereby authorized to receive and retain for its services in administering the trust reasonable fees and compensation in accordance with that which is customarily and generally charged for performing trust services of the nature involved in said trust. The income of the trust herein created shall accrue from the date of my death, and during the period of the administering of my estate, and until the trust is established, I hereby authorize my Executrix, in her sole discretion, to pay at least annually out of my general estate to my wife, as beneficiary of said trust as advanced payment of income, such sums as in his

Carl Odet Morris  
Carl Odet Morris

judgment equal the income which my said wife would receive from 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 the trust, but the Trustee shall render annual accounts to my said wife. No person paying money or delivering property to the Trustee shall be required to see to its application. In the event Mary Bernice Snavely Morris should die or become unable to continue serving as Co-Trustee, then Carla Morris Stringer shall serve as sole Trustee. In the event Carla Morris Stringer should die or become unable to continue serving as Trustee or Co-Trustee, then Calvin Kelly Morris shall serve as the successor-Trustee (Co-Trustee) and the successor-Trustee (Co-Trustee) shall have the same title, power and discretion given the original Trustee (Co-Trustee).

## ITEM V.

I devise and bequeath all the rest and residue of the property comprising my estate, of whatsoever kind or character and wheresoever situated, to my wife, Mary Bernice Snavely Morris. If my said wife shall not survive me, I devise and bequeath all of said rest and residue of the property comprising my estate, of whatsoever kind or character and wheresoever situated, as follows: One-sixth (1/6) to Carla Morris Stringer; one-sixth (1/6) to the children of Carla Morris Stringer, to be divided equally among them; one-sixth (1/6) to Scott Wayne Morris; one-sixth (1/6) to the

Carl Odet Morris  
Carl Odet Morris

children of Scott Wayne Morris, to be divided equally among them; one-sixth (1/6) to Calvin Kelly Morris; one-sixth (1/6) to the children of Calvin Kelly Morris, to be divided equally among them. In the event that Carla Morris Stringer, Scott Wayne Morris, or Calvin Kelly Morris predecease me, then his or her aforementioned one-sixth (1/6) distribution shall be divided as follows: Eighteen percent (18%) to their spouse and eighty-two percent (82%) to be divided equally among their children. In the event both parents of our grandchildren are deceased at the time the rest and residue of the property comprising my estate is distributed, then the respective grandchildren will receive a full one-third of said property, to be divided equally among them. In the event the aforementioned Carla Morris Stringer or Scott Wayne Morris or Calvin Kelly Morris shall not be living and there shall be no surviving issue of such deceased individual, then the share of such deceased individual shall go to the two remaining survivors of these three, in equal shares as aforesaid, per stirpes.

## ITEM VI.

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

Carl Odet Morris  
Carl Odet Morris

ITEM VII.

If any beneficiary hereunder attacks, objects, disputes, contests or in any way opposes any provision of this Will, he or she will lose his or her inheritance and take nothing under this Will.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 2nd day of March, 1999.

Carl Odet Morris  
CARL ODET MORRIS

This instrument was, on the day and year shown above, signed, published and declared by CARL ODET MORRIS 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.

Philip A. Gunn  
Amanda G. Riede

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, Philip A. Gunn and Amanda Riede, the two subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of **CARL ODET MORRIS**, 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 **CARL ODET MORRIS** signed, published and declared the original of said instrument as his Last Will and Testament on the 2d day of March, 1999, 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.

Witness: Philip A. Gunn  
Address: 138 Skyline Dr.  
Clinton, MS 39056

Witness: Amanda F. Riede  
Address: 132 Shady Heights Dr.  
Florence, MS 39073



SWORN to and subscribed before me, this the 2nd day of March, 1999.

Gladys V. Williams  
NOTARY PUBLIC

My Commission Expires:  
May 5, 1999

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

I certify that the within instrument was filed for record in my office this 24th day of August, 1999, at 9:10 o'clock A. M., and was duly recorded on the 24th day of August, 1999, Book No. 31, Page 726.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fupp D.C.

#99-540

FILED  
THIS DATE9:00 A.M.  
AUG 27 1999STEVE DUNCAN  
CHANCERY CLERKBY: *[Signature]*

# Last Will and Testament

OF

LAVONNE LITTLE BISHOP

I, LAVONNE LITTLE BISHOP, a resident of and domiciled in Madison County, Mississippi, make, publish and declare the following to be my last will and testament, revoking all prior wills, codicils and testamentary instruments.

## ARTICLE I

1.1 Personal and Household Effects. I bequeath my interest in all books, pictures, objects of art, glass, china and silverware, linens, furniture and other household goods, yard and gardening tools and equipment, automobiles for personal use, clothing, jewelry, sporting goods and other similar items of tangible personal property that I shall own at my death (together with all policies of insurance relating to such property), per stirpes, to those of my descendants who are living thirty (30) days after my death. I may leave a memorandum in which I recommend the disposition of certain items of my personal property. I hereby request my descendants to abide by the terms of any such memorandum; provided, however, that this request is precatory and not mandatory. Any property not disposed of in accordance with the terms and provisions of any such memorandum shall be partitioned among the legatees by my executor in such manner as my executor shall deem fair.

1.2 Residuary Estate. I devise and bequeath the rest, residue and remainder of all property of every kind and character, wherever situated, that I shall own at my death (such property is termed my "residuary estate") as follows.

(a) Should my Son or a descendant of my Son be living thirty (30) days after my death, I devise and bequeath the following portion (or all) of my residuary estate in accordance with the following terms and provisions.

(i) Should my Daughter or any descendant of my Daughter be living thirty (30) days after my death, I devise and bequeath one-half (1/2) of my residuary estate in accordance with the terms and provisions of section 1.3.

(ii) Should neither my Daughter nor any of her descendants be living thirty (30) days after my death, but should any niece or nephew of my Daughter's Deceased Husband or any descendant of any such niece or nephew then be living, I devise and bequeath three-quarters (3/4) of my residuary estate in accordance with the terms and provisions of section 1.3.

(iii) Should neither my Daughter, nor any of her descendants, nor any niece or nephew of my Daughter's Deceased Husband nor any descendant of any such niece or nephew be living thirty (30) days after my death, I devise and bequeath all of my residuary estate in accordance with the terms and provisions of section 1.3.

(b) I devise and bequeath the balance, if any, of my residuary estate (or my entire residuary estate should neither my Son nor any of his descendants be living thirty (30) days after my death) in accordance with the following terms and provisions.

(i) Should my Daughter or any descendant of hers be living thirty (30) days after my death, I devise and bequeath the property passing pursuant to this section 1.2(b) in accordance with the terms and provisions of section 1.4 of this will.

(ii) Should neither my Daughter nor any of her descendants be living thirty (30) days after my death, but should any niece or nephew of my Daughter's Deceased Husband or any descendant of any such niece or nephew then be living, I direct my executor to divide the property passing pursuant to this section 1.2(b) into equal shares, allocating one (1) share for each niece or nephew of my Daughter's Deceased Husband (X) who is living thirty (30) days after my death, or (Y) who is then deceased but who has any descendant then living. In the event that a niece or nephew of my Daughter's Deceased Husband is deceased with living descendants, the share created for such deceased niece or nephew shall be further divided, per stirpes, among the then living descendants of such deceased niece or nephew. I devise and bequeath each share so allocated to the niece or nephew of my Daughter's Deceased Husband (or the descendant of any such deceased niece or nephew) for whom such share was allocated, outright and free of trust.

(iii) Should neither my Daughter nor any of her descendants, nor my Son nor any of his descendants, nor any niece or nephew of my Daughter's Deceased Husband nor any descendant of any such niece or nephew be living thirty (30) days after my death, then I devise and bequeath the property passing pursuant to this section 1.2(b), one-half (1/2) to the persons living thirty (30) days after my death who would have taken my Daughter's separate personal property, and in the same proportions, as provided by the laws of descent and distribution in force in the state of Mississippi at the date of execution of this will had she, while domiciled therein, died unmarried and intestate immediately after my death, and one-half (1/2) to the persons living thirty (30) days after my death who would have taken my Son's separate personal property, and in the same proportions, as provided by the laws of descent and distribution in force in the state of Mississippi at the date of execution of this will had he, while domiciled therein, died unmarried and intestate immediately after my death.

1.3 Gift for Son or His Descendants. I devise and bequeath all property passing pursuant to this section 1.3 in accordance with the following terms and provisions.

(a) Should a descendant of my Son be living thirty (30) days after my death, I direct that the property passing pursuant to this section 1.3 shall be allocated, per stirpes, among those descendants of my Son who are living thirty (30) days after my death. I devise and bequeath each such descendant's share to the trustee under the Agreement, to be added to the trust under the Agreement of which such person is the income beneficiary, or if there is then no trust under the Agreement of which such person is the income beneficiary, then I devise and bequeath such descendant's share to the trustee under the Agreement, to be held, administered and disposed of in a separate trust, of which the descendant for whom such share was allocated shall be the income beneficiary, in accordance with the terms and provisions of the Agreement, which are incorporated herein by reference.

(b) Should no descendant of my Son be living thirty (30) days after my death, I devise and bequeath the property passing pursuant to this section 1.3 to my Son, outright and free of trust.

1.4 Gift for Daughter or Her Descendants. I devise and bequeath the property passing pursuant to this section 1.4 in accordance with the following terms and provisions.

(a) Should my Daughter be living thirty (30) days after my death, I devise and bequeath the property passing pursuant to this section 1.4 to Deposit Guaranty National Bank, Jackson, Mississippi, as Trustee for THE NELL BISHOP BARTON FAMILY TRUST, in accordance with the terms and provisions of section 1.5.

(b) Should my Daughter not be living thirty (30) days after my death, I direct my executor to divide the property passing pursuant to this section 1.4 into equal shares, allocating one (1) share for my Daughter's Son (if he is then living) and one (1) share for each of my Daughter's grandchildren (X) who is then living, or (Y) who is then deceased but who has any descendant then living. In the event that a grandchild of my Daughter is deceased with living descendants, the share created for such deceased grandchild shall be further divided, per stirpes, among the then living descendants of such deceased grandchild.

(i) I devise and bequeath the share, if any, allocated to my Daughter's Son to him outright, free and clear of trust.

(ii) Should my Daughter's Son not be living thirty (30) days after my death, I devise and bequeath the share, if any, allocated to a grandchild or more remote descendant of my Daughter who has then attained the age of thirty-one (31) years to such descendant outright, free and clear of trust.

(iii) I devise and bequeath each share allocated for a grandchild or more remote descendant of my Daughter which is not distributed outright pursuant to section 1.4(b)(ii) to Deposit Guaranty National Bank, Jackson, Mississippi, to hold in a separate trust, of which such descendant shall be the income beneficiary, in accordance with the terms and provisions of section 1.6.

1.5 THE NELL BISHOP BARTON FAMILY TRUST. Trustee shall hold, administer and dispose of the property held in THE NELL BISHOP BARTON FAMILY TRUST in a separate trust, of which my Daughter shall be the income beneficiary, in accordance with the following terms and provisions of this section 1.5.

(a) The Trustee shall distribute to or for the benefit of my Daughter for her lifetime all of the net income of the trust. Such distributions shall be made at such intervals and in such amounts as the Trustee shall determine, but shall be made at least annually.

(b) In addition to the income distributions provided above, the Trustee may pay to or for the benefit of my Daughter for her lifetime principal of the trust in accordance with the following terms and provisions.

(i) The Trustee may pay to or for the benefit of my Daughter for her lifetime as much principal of the trust as the Trustee deems advisable without regard to any income or any individual property which my Daughter may have outside this Trust (A) for the education, support, maintenance and health of my Daughter, (B) for the maintenance of her accustomed standard of living, and (C) for any medical, hospital or other institutional care which she may require.

(ii) In addition to principal amounts distributable to my Daughter under section 1.5(b)(i), my Daughter may withdraw from the principal of this Trust an amount or amounts not to exceed in the aggregate in any calendar year the greater of (A) Five Thousand and no/100's Dollars (\$5,000.00) or (B) five percent (5%) of the fair market value of the principal of this Trust as of the end of the immediately preceding calendar year; provided, that with respect to any calendar year, this right of withdrawal shall be exercisable by my Daughter only during the month of January. The Trustee shall make payment pursuant to this section 1.5(b)(ii) without question upon Trustee's receipt of my Daughter's written request for such payment, signed by my Daughter and received by the Trustee by January 31 of any calendar year. This withdrawal power is non-cumulative from year to year and shall lapse each calendar year on January 31.

(c) Upon the death of my Daughter, the Trustee shall hold, administer and dispose of the remainder of the assets as follows:

(i) If any descendant of my Daughter is then living, the Trustee shall divide the trust property into equal shares, allocating one (1) share for my Daughter's Son (if he is then living) and one (1) share for each of my Daughter's grandchildren (X) who is then living, or (Y) who is then deceased but who has any descendant then living. In the event that a grandchild of my Daughter is deceased with living descendants, the share created for such deceased grandchild shall be further divided,

per stirpes, among the then living descendants of such deceased grandchild.

(A) Trustee shall pay over and deliver the share, if any, allocated to my Daughter's Son to him outright, free and clear of the trust.

(B) Should my Daughter's Son not survive my Daughter, Trustee shall pay over and deliver the share, if any, allocated to a grandchild or more remote descendant of my Daughter who has then attained the age of thirty-one (31) years to such descendant outright, free and clear of the trust.

(C) Trustee shall continue to hold, administer and dispose of each share allocated for a grandchild or more remote descendant of my Daughter which is not distributed outright pursuant to section 1.5(c)(i)(B) in a separate trust, of which such descendant shall be the income beneficiary, in accordance with the terms and provisions of section 1.6.

(ii) If no descendant of my Daughter is then living, Trustee shall pay over and deliver the property of the trust then on hand in accordance with the following terms and provisions.

(A) Should my Son or a descendant of my Son then be living, trustee shall pay over and deliver one-half (1/2) of the property of the trust then on hand (or all of such property, should no niece or nephew of my Daughter's Deceased Husband or any descendant of any such niece or nephew then be living) in accordance with the terms and provisions of section 1.3, as though my death had occurred immediately after the death of my Daughter.

(B) Trustee shall pay over and deliver the balance, if any, of the property of the trust then on hand (or all of such property, should neither my Son nor any descendant of my Son then be living) in accordance with the terms and provisions of section 1.2(b), as though neither my Daughter nor any of her descendants survived me, and my death had occurred immediately after the death of my Daughter.

1.6 Trusts for Daughter's Descendants. Each trust established for a descendant of my Daughter shall be held, administered and disposed of in accordance with the following terms and provisions. Separate books and records shall be kept for each trust, but the assets may be commingled and need not be physically divided, unless such division is necessary to accomplish the division of a trust into separate trusts as provided in section 1.12(m) for generation-skipping transfer tax purposes.

(a) Until the income beneficiary attains the age of twenty-one (21) years, all or any part of the net income of the trust shall be paid to or for the benefit of the income beneficiary, or accumulated and added to corpus, in the discretion of the Trustee.

(b) After the income beneficiary has attained the age of twenty-one (21) years, the Trustee shall pay all of the net income of the trust to or for the benefit of the income beneficiary in convenient regular installments, at least quarter-annually.

(c) During the term of the trust, the Trustee shall pay to or for the benefit of the income beneficiary so much of the corpus of the trust as the Trustee deems appropriate for the support, maintenance, health and (in the case of an income beneficiary who is a grandchild of mine) education of such beneficiary or an immediate family member of such beneficiary.

(d) After the death of my Daughter's Son, the Trustee shall distribute to the income beneficiary such part of, or all of, the following portions of the remaining corpus of the trust as the income beneficiary shall in writing request at or after the following designated times:

(i) After the income beneficiary shall have attained age twenty-five (25) years, property equal in value to one-fourth (1/4) of the fair market value of the trust corpus on the income beneficiary's twenty-fifth (25th) birthday (or on the establishment of the trust, should the income beneficiary have attained the age of twenty-five (25) years but not have attained the age of twenty-seven (27) years when the trust is established);

(ii) After the income beneficiary shall have attained age twenty-seven (27) years, property equal in value to one-third (1/3) of the fair market value of the trust corpus on the income beneficiary's twenty-seventh (27th) birthday (or on the establishment of the trust, should the income beneficiary have attained the age of twenty-seven (27) years but not have attained the age of twenty-nine (29) years when the trust is established);

(iii) After the income beneficiary shall have attained age twenty-nine (29) years, property equal in value to one-half (1/2) of the fair market value of the trust corpus on the income beneficiary's twenty-ninth (29th) birthday (or on the establishment of the trust, should the income beneficiary have attained the age of twenty-nine (29) years but not have attained the age of thirty-one (31) years when the trust is established);

(e) Upon the later to occur of (i) the death of my Daughter's Son, ROBERT EUGENE BARTON, and (ii) the thirty-first (31st) birthday of the income beneficiary, Trustee shall pay over and deliver the entire corpus of the trust then on hand to the income beneficiary outright, free and clear of the trust.

(f) If the income beneficiary should die before termination of the trust as provided in section 1.6(e), the trust corpus then on hand shall be distributed to the descendants of the income beneficiary in such proportions, either outright or subject to such trusts, as the deceased income beneficiary shall appoint and direct in his or her Last Will and Testament by making specific reference to this special power of appointment. In the absence of the exercise of this power of appointment, the trust corpus shall be allocated, per stirpes, among the then living descendants of the income beneficiary, or if there are none, per stirpes, among the then living descendants of the income beneficiary's nearest lineal ancestor who (X) is my Daughter or a descendant of my Daughter, and (Y) has descendants then living, or if there are none, Trustee shall pay over and deliver the property of the trust then on hand as provided in section 1.6(g).

(i) The share, if any, allocated to my Daughter's Son shall be distributed to him outright, free and clear of the trust.

(ii) Should my Daughter's Son not then be living, Trustee shall pay over and deliver the share, if any, allocated to a grandchild or more remote descendant of my Daughter who has then attained the age of thirty-one (31) years to such descendant outright, free and clear of the trust.

(iii) Trustee shall continue to hold, administer and dispose of each share allocated for a grandchild or more remote descendant of my Daughter which is not distributed outright pursuant to section 1.6(f)(ii) in the trust herein created for such descendant, or if there is no such trust then in existence, such share shall continue to be held in a separate trust, of which such descendant shall be the income beneficiary, in accordance with the terms and provisions of this section 1.6.

(g) If no descendant of my Daughter is living upon the termination of the trust as provided in sections 1.6(e) and (f), Trustee shall pay over and deliver the property of the trust then on hand in accordance with the following terms and provisions.

(i) Should my Son or a descendant of my Son then be living, trustee shall pay over and deliver one-half (1/2) of the property of the trust then on hand (or all of such property, should no niece or nephew of my Daughter's Deceased Husband or any descendant of any such niece or nephew then be living) in accordance with the terms and provisions of section 1.3, as though my death had occurred immediately after the death that terminated the trust.

(ii) Trustee shall pay over and deliver the balance, if any, of the property of the trust then on hand (or all of such property, should neither my Son nor any descendant of my Son then be living) in accordance with the terms and provisions of section 1.2(b), as though neither my Daughter nor any of her descendants

survived me, and my death had occurred immediately after the death that terminated the trust.

1.7 Standards. With respect to each trust hereunder, the power of the Trustee to invade principal is limited to an ascertainable standard related to the beneficiary's health, support, maintenance, and (in the case of my Daughter's grandchildren) education. Except as otherwise provided in section 1.5(b), in exercising its discretion the Trustee shall take into consideration other financial resources of the beneficiary, so far as known to the Trustee, and shall base such exercise on the beneficiary's accustomed manner of living. Such exercise shall extend to, but not be limited to, the power to disburse funds to a beneficiary for the purpose of acquiring a home or an equity therein, for the purpose of acquiring a college education at either an undergraduate or postgraduate level, or for the purpose of investing in a business enterprise or a professional career for a beneficiary. Provided, however, with respect to any trust of which a grandchild of my Daughter is the income beneficiary, it is not my intention that such trust replace any child support obligation imposed on my Daughter's Son for my Daughter's grandchildren. The income and/or principal of any such trust should not be used to discharge such obligation and the Trustee should exercise its discretion based on this intent.

1.8 Evidence of Need. In exercising its discretion with respect to any trust hereunder, the Trustee shall be entitled to rely upon the written certification of the beneficiary or the guardian of the beneficiary as to the nature and extent of the beneficiary's needs, and the inadequacy of the beneficiary's resources apart from the trust. The Trustee may make, but shall not be required to make, further inquiry as to the authenticity of the facts so certified.

1.9 Guardian's Expenditures. The Trustee is authorized to disburse funds from any trust hereunder of which the income beneficiary is a minor for the purpose of reimbursing the guardian of such beneficiary for reasonable expenses incurred for the benefit of such beneficiary. Provided, however, the Trustee shall not use the funds of a beneficiary's trust to discharge a legal support obligation imposed on such guardian.

1.10 Spendthrift Provision. The interest of each beneficiary in the income or principal of the trust shall be free from the control or interference of any creditor of a beneficiary, or of any spouse of a married beneficiary and shall not be subject to attachment, garnishment, execution or other legal or equitable process or writ brought by or in favor of any creditor of his, and no beneficiary's interest in the corpus or income of the trust shall ever be an asset of his in bankruptcy. No assignment, encumbrance or order by any beneficiary of income or corpus shall, by way of anticipation or otherwise, be valid, but all such corpus or income ever payable or distributable to such beneficiary shall be paid or distributed by trustee directly to him, and no interest of any beneficiary in the corpus or income of the trust shall ever be susceptible of anticipation or alienation. Nothing herein shall, however, prevent the making of payments to another for the use of a beneficiary, if and as elsewhere herein permitted.

1.11 Perpetuities Provision. All trusts created under my Will (whether administered in accordance with the terms and provisions of this will or in accordance with the

terms and provisions of the Agreement) shall terminate absolutely twenty-one (21) years, less one day, after the death of the last survivor of all of my descendants who shall be living at my death, if such trusts have not previously been terminated.

1.12 Powers of Trustee. The Trustee shall have all of the powers granted to trustees under the Uniform Trustees' Powers Law of Mississippi. Without limiting the foregoing, the Trustee shall have the following specific powers:

(a) To retain indefinitely any investments and to invest and reinvest in stocks, shares and obligations of corporations, of unincorporated associations or trusts or of investment companies, or in a common trust fund without giving notice to any beneficiary, or in any other kind of personal or real property, notwithstanding the fact that any or all of the investments made or retained are of a character or size which but for this expressed authority would not be considered proper for trustees.

(b) To make loans with adequate interest and with adequate security, unless the loan is made to the income beneficiary, in which case the loan may be made without interest or security.

(c) To sell, to exchange, to lease and to make contracts concerning real or personal property for such consideration, and upon such terms as to credit or otherwise, as the Trustee may determine, which leases and contracts may extend beyond the term of the trust; to give options therefor; to execute deeds, transfers, leases, and other instruments of any kind.

(d) To hold bonds, shares or other securities in bearer form, or in the name of the Trustee or in the name of a nominee, without indication of any fiduciary capacity; to deposit cash in a checking or savings account in a bank, without indication of any fiduciary capacity.

(e) To give general or special proxies or powers of attorney for voting or acting in respect of shares or securities, which may be discretionary and with power of substitution; to deposit shares or securities with, or transfer them to, protective committees or similar bodies; to join in any reorganization and to pay assessments or subscriptions called for in connection with shares or securities held by them.

(f) To improve or develop real estate; to construct, alter or repair buildings or structures on real estate; to settle boundary lines and easements and other rights with respect to real estate; to petition and to join with co-owners and others in dealing with real estate in any way.

(g) To employ and compensate investment counsel, custodians of trust property, brokers, agents and attorneys.

(h) To receive additions to any trust under this instrument by gift or will or otherwise (provided

always such additions are acceptable to trustee), and to hold and administer the same under the provisions hereof.

(i) To pay as income the whole of the interest, dividends, rents or similar receipts of property, whether wasting or not and although bought or taken at a value above par, but if the Trustee sees fit, when property is bought or taken at a value above par, the Trustee may retain a portion of the income to offset such losses to principal; to treat as income or principal or to apportion between them stock dividends, extra dividends, rights to take stock or securities, and proceeds from the sale of real estate, although such real estate may have been wholly or partially unproductive; to charge to income or principal or to apportion between them any expenses of making and changing investments, investment counsel's compensation, custodian's compensation, broker's commissions, agents' compensation, attorneys' fees, insurance premiums, repairs or improvements, taxes, depreciation charges and Trustees' compensation; and generally to determine all questions as between income and principal and to credit or charge to income or principal or to apportion between them any receipt or gain and any charge, disbursement or loss as is deemed advisable in the circumstances of each case as it arises; provided always, however, that the powers granted in this paragraph shall be exercised in a fiduciary capacity and in a manner consistent with the rules of law governing such matters.

(j) When paying trust principal or dividing or distributing any trust funds, to make such payment, division or distribution wholly or partly in cash or in kind, by allotting and transferring specific securities or other personal or real property or undivided interests therein as a part or the whole of any one or more shares or payments, at current value.

(k) To keep any and all of the trust property at any place or places in Mississippi or elsewhere in the United States or abroad or with a depository or custodian at such place or places.

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

(m) (i) To divide (on a fractional share basis) any trust created or to be created by this instrument at any time, without court approval, into two or more separate trusts, in trustee's sole and absolute discretion. Any discretionary division made pursuant to this section may be made after considering all facts and circumstances which are known to trustee, including but not limited to any financial or tax advantages or disadvantages to the beneficiary or beneficiaries of dividing or not

dividing a trust. This section 1.12(m)(i) is subject to the terms and provisions of section 1.12(m)(ii).

(ii) Prior to the funding of any trust to be created hereunder to which property that is exempt or excluded from generation-skipping transfer tax and property which is not exempt or excluded from such tax is to be allocated, I hereby direct the trustee of such trust to divide (on a fractional share basis) the property that would otherwise pass to such trust and to establish separate trusts, with terms identical to the original trust, to hold such property, so that after such division the generation-skipping transfer tax inclusion ratio (as defined in §2642(a) of the Internal Revenue Code of 1986, as amended) with respect to each trust shall be either zero (0) or one (1). With respect to any property which has been divided into separate trusts as described in the preceding sentence, the trustee of such trusts, in making a discretionary distribution to the beneficiary of such trusts in accordance with the terms of such trusts, may make such distribution either all from one trust, all from the other trust, or part from one trust and part from the other trust, in trustee's sole discretion; provided, however, that I hereby recommend, but do not require, that trustee make discretionary distributions in accordance with the terms of such trusts (A) from the trust with an inclusion ratio of zero (0), to the extent possible, if the beneficiary to whom such distribution is to be made is a skip person (as defined in section 2613 of the Internal Revenue Code); and (B) from the trust with an inclusion ratio of one (1), to the extent possible, if the beneficiary to whom any distribution is to be made is a non-skip person (as defined in section 2613 of the Internal Revenue Code). The Trustee may also (I) make different tax elections with respect to each such separate trust, (II) invest the property of each such separate trust differently, and (III) take all other actions consistent with each such trust being a separate entity. Further, the person holding any power of appointment with respect to a trust so divided may exercise such power differently with respect to the separate trusts created by the division.

(iii) Trustee's judgment with respect to the discretionary division of any trust into separate identical trusts pursuant to this section 1.12(m) shall be final, binding and conclusive upon all parties ever interested hereunder.

1.13 Trustee's Compensation. The Trustee shall be entitled to a reasonable Trustee's fee in accordance with fees customarily charged by corporate trustees in Mississippi.

1.14 Bond and Reports. This is a private trust and the Trustee shall not be required to make bond, or to file an inventory or accounting with or otherwise report to any court for its actions. The Trustee shall, however, report annually

to the beneficiaries as to investments, income, expenses and disbursements of this trust.

1.15 Termination of Small Trusts. Notwithstanding any provision of this will to the contrary, the corporate Trustee of any trust created hereunder shall have the discretionary power to terminate such trust (and distribute the property subject to such termination in accordance with the following sentence) whenever the value of the trust is so small that the corporate Trustee, in its sole discretion, deems the continuation of the trust to be uneconomical, after first considering all financial or other special advantages to the beneficiary or beneficiaries of continuing the trust which are known to such Trustee. Upon such termination of any trust, the corpus then on hand shall be distributed outright and free of trust (subject to section 2.6) to the then income beneficiary, to the exclusion of any remaindermen or other beneficiaries designated by the provisions of such trust. The corporate Trustee's judgment shall be final, binding and conclusive upon all parties ever interested hereunder, and distribution of the trust funds in the manner herein provided shall relieve the corporate Trustee of any further responsibility with respect to such funds.

1.16 Succession of Trustee. My Daughter may demand the resignation of the Trustee of any Trust created hereunder by giving written notice to such Trustee. If the Trustee of any Trust created hereunder resigns or otherwise becomes unable to serve, regardless of the cause, my Daughter shall appoint the successor Trustee if she is then living. If my Daughter is not then living or is otherwise unable or unwilling to make such appointment (or if she fails to make such appointment within thirty (30) days of the resignation or other cessation of service of the prior Trustee), such appointment of successor Trustee shall be made by the Chancery Court of Madison County, Mississippi, upon petition brought by or on behalf of the beneficiaries of such Trust. Any successor Trustee appointed pursuant to this section shall be a bank possessing trust powers and an active, fully-staffed Trust Department. The resignation of a Trustee shall become effective upon the qualification of the successor Trustee and the submission of a full accounting by the resigning Trustee; however, the successor Trustee of such Trust and the adult beneficiaries of such Trust may, by written instrument signed by them, agree to waive a final accounting by the Trustee being replaced. Any successor Trustee shall be vested with all the rights, powers, duties and discretions conferred upon the original Trustee.

## ARTICLE II

2.1 (a) Except as otherwise provided in this section 2.1, I direct that my legally enforceable debts, expenses of my last illness, funeral expenses, administration expenses, death taxes and all other claims properly chargeable against my estate shall be paid by my executor from the property of my residuary estate as soon after my death as may be practicable, without undue sacrifice; provided, however, that should my executor deem it in the best interest of my estate to extend the maturity of any indebtedness, my executor shall have authority to do so; and provided, further, that this section shall not be construed as requiring my executor to pay any obligation before it is due.

(b) No beneficiary of proceeds of insurance policies on my life shall be required to reimburse my

executor or any legatee, devisee, transferee or beneficiary for any death tax imposed because of my death; however, my executor shall recover any federal or state death tax imposed because of my death from any person receiving property by reason of the exercise, nonexercise or release of a power of appointment over property which is included in my gross estate for federal estate tax purposes in an amount computed in accordance with the terms and provisions of section 2207 of the Internal Revenue Code.

2.2 In addition, my executor is hereby authorized, in my executor's discretion: to continue any business, or participate in any partnership or other arrangement, in which I shall be engaged at my death; to partition with any other owner or owners any property in which I shall own an undivided interest at my death; to disclaim all or any part of any interest in any property to which I might otherwise be entitled by way of gift or by reason of the death of any person; to retain, or to sell, for any reason, upon such terms, cash or credit, as my executor shall deem in the best interest of my estate, all or any part of my property; to borrow money and secure the repayment thereof in such manner as my executor shall deem proper; to exercise entirely, or partially, any option to purchase real or personal property; to lease any property upon such terms and conditions and for such period of time as my executor may determine, even though such lease may extend beyond the duration of my estate or commence in the future, and to renew, cancel, amend or extend and consent to the assignment or modification of any lease on any terms that my executor may determine; and to settle and compromise any and all claims in favor of or against my executor or my estate, expressly including, but not limited to, controversies in respect of taxes of all kinds.

2.3 To the extent not in conflict with the terms and provisions of this will, during the administration of my estate, my executor shall have not only the powers herein and by law granted to an executor, but also the powers herein granted to my Trustee and by law granted to a trustee under the Uniform Trustees' Powers Law of Mississippi. Without limiting the application of the preceding sentence, my executor shall have the power, directly or indirectly, to purchase property from my estate or from any trust, whether such property is purchased by my executor in his individual capacity, as executor of my estate, executor or co-executor of any other estate, trustee or co-trustee of any trust or in any other capacity, it being my intention that any probate laws of the state of Mississippi to the contrary shall not apply.

2.4 Should it be necessary or desirable for a representative of my estate to qualify in any ancillary proceeding, I appoint, as such ancillary representative, whatever person or entity is then acting as my domiciliary executor. Should my domiciliary executor fail or cease to act as the ancillary representative, I appoint, as such ancillary representative, such person or entity as my domiciliary executor may designate. I direct that no bond shall be required of the ancillary representative, or if, notwithstanding this provision, bond is required by law, no surety on such bond shall be required. The ancillary representative shall have such powers and authority with respect to assets in the ancillary representative's jurisdiction as my domiciliary executor deems necessary or expedient. The ancillary representative shall be accountable

to my domiciliary executor. My domiciliary executor may pay reasonable compensation to the ancillary representative for services rendered.

2.5 My executor is authorized to distribute my estate in cash or in kind or partly in cash and partly in kind, and notwithstanding any provision of this will to the contrary, my executor is further authorized to distribute my estate subject to any and all indebtedness incurred by me or by my executor. My executor shall have absolute discretion to select property to be distributed in satisfaction of any devise or bequest provided for in my will, without respect to the income tax basis of such property, and my executor is specifically excused from any duty of impartiality with respect to the income tax basis of such property.

2.6 Should a beneficiary be less than eighteen (18) years of age, or should my executor or Trustee, in the sole discretion of my executor or Trustee, deem a beneficiary incapable of handling any property otherwise distributable to such beneficiary, my executor or Trustee may make such distribution to any of the following persons, to be used for the benefit of the beneficiary: the natural, testamentary or appointed guardian of the beneficiary's person; the guardian of the beneficiary's estate; the person with whom the beneficiary shall then reside; the person or persons furnishing the beneficiary's support, or any part thereof; any adult person named by my executor or Trustee as custodian for the beneficiary under any applicable Uniform Gifts to Minors Act, Uniform Transfers to Minors Act or similar or successor law; or, any friend or relative of the beneficiary deemed appropriate by my executor or Trustee. My executor or Trustee may make distributions to the beneficiary directly, should my executor or Trustee deem the beneficiary capable of handling the property distributed. Distributions to a guardian specified above may be made even though appointed by a court of competent jurisdiction of a state other than Mississippi. All distributions made pursuant to the terms of this section shall be an acquittance to my executor and Trustee to the extent thereof.

2.7 Any successor executor is authorized and directed to accept from any prior executor the assets delivered by such prior executor on the basis of the accounting therefor as submitted by such prior executor without requiring an audit or other independent accounting of the acts of such prior executor, and no successor executor shall have any duty, responsibility, obligation or liability whatsoever for the acts or omissions of any prior executor.

2.8 If and when in good faith in doubt as to the proper construction, interpretation or operation of this will, or as to what property be comprehended within its terms, or as to any question which may arise during the administration of my estate or any trust created hereunder, or as to the application, interpretation or construction of the Uniform Trustees' Powers Law of Mississippi, or as to any other matter involving the administration of my estate or any trust created hereunder, or as to the rights of any beneficiary or any person otherwise interested in or affected by any trust created hereunder, or as to the rights of any legatee or devisee under this will, my executor or Trustee is authorized to resolve such doubts in such manner as my executor or Trustee shall deem equitable and proper, it being my intention thus to avoid suits for construction or instructions to the fullest extent possible. Subject to my executor's or Trustee's fiduciary obligations, all decisions and actions of my executor or Trustee in the exercise of the discretion and

power vested in my executor or Trustee by the terms and provisions of this section shall be conclusive on all persons ever interested in this will or any trust created hereunder.

2.9 Any corporation or state or national bank having trust powers (a) into which an executor or Trustee appointed hereunder may be merged or with which it may be consolidated, (b) resulting from any merger, reorganization or consolidation to which an executor or Trustee appointed hereunder may be a party or (c) to which all or substantially all of the trust business of an executor or Trustee appointed hereunder may be transferred, shall be the successor independent executor or Trustee, as the case may be, hereunder without bond and without the execution or filing of any instrument or the performance of any further act and with the same powers and duties as conferred upon the executor or Trustee hereunder, as the case may be. In any such event, it shall not be necessary for the executor, Trustee or any successor executor or Trustee to give notice thereof to any person, and any requirement, statutory or otherwise, that notice shall be given is hereby waived.

2.10 (a) Any executor hereunder shall be entitled to receive, for services as executor hereunder, compensation which is fair, reasonable and customary with respect to estates of similar size and character, and shall also be entitled to receive reimbursement for any and all out-of-pocket expenses incurred in connection with the discharge of the duties of said office. Should the same person or entity be acting and entitled to compensation in more than one capacity, such person or entity shall be entitled to reasonable compensation in all capacities in which such person or entity is then acting, but in no event shall any such person or entity be entitled to compensation for the same service in more than one capacity.

(b) Any person or entity who is serving as executor hereunder is specifically authorized to employ, retain or engage any person, firm or organization to render services to my estate without incurring any liability for self-dealing by reason of such employment, retention or engagement, and both the executor and such person, firm or organization shall be entitled to compensation in all capacities in which they are acting and otherwise entitled to compensation.

2.11 My executor is authorized, in my executor's sole and absolute discretion, to exercise any election or option given to my executor under the Internal Revenue Code, or under the laws of any jurisdiction in which this will may be probated, or in which property in which I own an interest at the time of my death may be located. The decision of my executor with respect to any matters set forth in this section shall bind each and every beneficiary of my estate, and my executor shall not be required to make any compensating adjustments among beneficiaries as the result of my executor's action or inaction.

2.12 I hereby authorize my executor to allocate the generation-skipping transfer tax exemption pursuant to section 2632 of the Internal Revenue Code to such gifts or trusts as my executor, in my executor's sole and absolute discretion, shall deem proper, including gifts made and trusts created otherwise than pursuant to this will. In making such allocation, my executor shall have full authority to allocate such exemption to nonprobate assets, even though such allocation may or will result in additional liabilities to

beneficiaries of my estate. Any provision contained in this will to the contrary notwithstanding, my executor is authorized to take any action allowed by this section even though such action is without receipt of consideration and though such action may or will result in additional liabilities for my estate.

### ARTICLE III

Unless the contrary be expressly stated or clearly shown by context, the following definitions and directions shall apply throughout this will.

3.1 . The "Agreement" shall mean that agreement known as THE JOHN HULON BISHOP 1994 TRUST, executed May 6, 1994, by and between GENE HERBERT BISHOP, as settlor, and VESTER T. HUGHES, JR., as trustee.

3.2 (a) "My Son" shall mean GENE HERBERT BISHOP.

(b) "My Daughter" shall mean NELL BISHOP BARTON.

(c) "My Daughter's Son" shall mean ROBERT EUGENE BARTON.

(d) "My Daughter's Deceased Husband" shall mean WADE C. BARTON.

(e) "The nieces and nephews of my Daughter's Deceased Husband" shall mean WILLIAM R. TAYLOR, III, ROBERT PENDLETON TAYLOR, MRS. KAY BARTON POSEY and SARAH CATHERINE BARTON.

(f) "Descendant" shall mean an individual who is in a direct line of descent from a particular person named or referred to, whether such named or referenced person be living or dead, and lawfully related to such person by consanguinity or adoption (except as provided in section 3.2(g)); provided, however, that any individual related to such person by adoption must have been adopted before the adopted individual was eighteen (18) years of age. "Living descendants," "descendants then living" and words of like import shall include a descendant who is conceived but unborn at the time, provided that such individual is later born alive.

(g) "Grandchildren" shall mean descendants, as defined above, related, as above required or permitted, to the particular ancestor in the second degree. Any reference to my grandchildren shall include grandchildren of my Daughter born after the execution of this Will; provided, for purposes of this will my Daughter's grandchildren shall not include any children adopted by my Daughter's Son.

(h) An "immediate family member" of an income beneficiary who is a grandchild of mine shall mean the spouse of such grandchild and any living child of such grandchild.

3.3 "Income beneficiary" shall mean only a beneficiary who is, at the time, specifically designated as income beneficiary of a trust created hereunder. It shall not include other beneficiaries.

3.4 "Trustee" shall mean the Trustee or Trustees and any successor Trustee or Trustees of the trust, acting at the time in question.

3.5 "Income," as used in provisions with respect to its distribution or accumulation, shall mean gross income, less proper income expenses and charges.

3.6 "Corpus," as used in provisions with respect to distribution of property when an income beneficiary reaches a stated age, or dies, shall include any accumulated income and undistributed income then on hand.

3.7 (a) The "Internal Revenue Code" shall mean the Internal Revenue Code of 1986, as amended, in effect at the time in question, and the corresponding provisions of any subsequent federal tax law.

(b) The "Uniform Trustees' Powers Law of Mississippi" shall mean the Uniform Trustees' Powers Law of Mississippi, as amended, in effect at the time in question.

(c) The "probate laws of the state of Mississippi" shall mean the probate laws of the state of Mississippi, as amended, in effect at the time in question.

3.8 "Ancillary proceeding" shall mean any proceeding which (a) deals with the administration of my estate or any asset of my estate, and (b) is not located in the jurisdiction in which I am domiciled at the date of my death.

3.9 "Death taxes" shall mean all estate, inheritance, legacy and succession taxes imposed because of the death of a particular person with respect to any property, including any property which may, for purposes of taxation, be considered part of such person's estate, whether or not so considered for purposes of administration. The term "death taxes" shall include any tax imposed on an excess retirement accumulation as defined in section 4980A of the Internal Revenue Code; however, the term "death taxes" shall not include any tax imposed by the Internal Revenue Code on generation-skipping transfers (other than any generation-skipping transfer tax imposed by section 2601 of the Internal Revenue Code on any direct skip occurring as a result of my death with respect to which I am considered the transferor pursuant to section 2652 of the Internal Revenue Code) or any additional or recapture tax imposed by section 2032A of the Internal Revenue Code.

3.10 "Taxes" shall include interest and penalties thereon.

3.11 When property is to be distributed "per stirpes" among the descendants of any person, the then living descendants who stand in the nearest degree of relationship to such person shall take, per capita, and the then living descendants of any deceased descendant in such degree of relationship shall take, by right of representation, the share to which that deceased descendant would be entitled if that deceased descendant were alive.

3.12 The "spouse" of any person shall mean the individual who is lawfully married to that person at the time in question, or who was lawfully married to that person at the time of that person's death, provided that such individual has not remarried after that person's death.

3.13 Wherever a word is used in plural form, but there is only one person or thing within the scope of its application, the word, though in plural form, shall have a singular meaning, and vice versa. Likewise, words of one gender shall include the other genders.

ARTICLE IV

4.1 If any provision of this will should be held illegal or invalid when applied to any property interest in my estate, such invalidity or illegality shall not affect the remaining provisions, or any other property interests, and each provision of this will shall exist separately and independently, and shall be applied to property interests separately and independently, of every other provision, and this will shall be construed as if such illegal or invalid provision had never existed.

4.2 I direct that no action shall be had in the county or probate court in relation to the settlement of my estate other than the probating and recording of this will and the return of an inventory, appraisement and list of claims of my estate.

4.3 I hereby appoint my son, GENE HERBERT BISHOP, as executor of this will, without bond. Should he fail or cease to act as executor, then I hereby appoint my daughter, NELL BISHOP BARTON, as executor of this will, without bond. To the extent permissible by law, I waive the requirement that my executor or any successor executor be required to make any formal appraisal, make an inventory or file an accounting for my estate with any court.

IN WITNESS WHEREOF, on this 16 day of May, 1994, I hereunto sign my name on this eighteenth (18th) and last page, having signed my initials on the margin of each of the preceding seventeen (17) pages hereof.

Lavonne Little Bishop  
LAVONNE LITTLE BISHOP,  
Testatrix

SIGNED, PUBLISHED AND DECLARED on the above written day by LAVONNE LITTLE BISHOP, Testatrix, as and for her last will and testament, in the presence of us, who, in her presence, at her request and in the presence of each other, have hereunto, on such date, subscribed our names as attesting witnesses.

[Signature]  
Witness

53 Chestnut Drive  
Address Madison MS 39110

Karin K. Blackford  
Witness

5544 Tiki Ln, Jackson, MS 39212  
Address

Debra M Hallaway  
Witness

P.O. Box 342 Benton, MS 39039  
Address

THE STATE OF MISSISSIPPI §  
COUNTY OF Hinds §

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

(1) The within Will was subscribed in our presence by LAVONNE LITTLE BISHOP, the within named Testatrix, on the 16th day of MAY, 1994.

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

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

Signature: Karin K. Blackard  
Name: KARIN K. BLACKARD  
Address: 5544 Tiki Ln.  
JACKSON, MS 39212  
Telephone No.: (601) 371-6481

Signature: David P. Webb  
Name: David P. Webb  
Address: 53 Chestnut Drive  
Madison MS 39110  
Telephone No.: (601) 856-9949

Signature: Debra M. Gallaway  
Name: Debra M. Gallaway  
Address: P.O. Box 342  
Benton MS 39039  
Telephone No.: 601-673-9082

Subscribed and sworn to before me by the above-named Affiants on this 16 day of May, 1994.

Maulyn D. Canedo  
NOTARY

My Commission Expires: May 20, 1995

ESTPLANT 1317



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 27th day of August, 1999, at 9:00 o'clock A M., and was duly recorded on the AUG 27, 1999, Book No. 31, Page 736.

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

LAST WILL AND TESTAMENT

OF

HOWARD MATHEW SHOPTAW

#99-589

Introductory Clause. I, Howard Mathew Shoptaw, a resident of and domiciled in the Town of Madison, County of Madison and State of Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any time heretofore made by me.

I am married to Opal Swanner Shoptaw. I have no living children. My only daughter, Marilee Sue Shoptaw, is deceased.

ITEM I

Direction to Pay Debts. I direct that all my legally enforceable debts, secured and unsecured, be paid as soon as practicable after my death. If at the time of my death any of the real property herein devised is subject to any mortgage, I direct that the devisee taking such mortgaged property shall take it subject to such mortgage and that the devisee shall not be entitled to have the obligation secured thereby paid out of my general estate.

ITEM II

General Bequest. I give and bequeath all of my property, including all of my personal and household effects of every kind, including but not limited to furniture, appliances, furnishings, jewelry, pictures, silverware, china, glass, books, wearing apparel, boats, automobiles, and other vehicles, and all policies of fire, burglary, property damage, and other insurance on or in connection with the use of this property, to my wife, Opal Swanner Shoptaw, if she shall survive me.

ITEM III

Specific Bequest of Specific Items of Personal Effects. In the event that my wife Opal Swanner Shoptaw predeceases me, I give and bequeath to my nephew, Jerry Fine, if he shall survive me, my Rolex watch, my Masonic ring, my sewing machine, and my recliner.

PAGE 1 of 8

**FILED**

AUG 27 1999

9:15 A.M.

STEVE DUNCAN

CHANCERY CLERK

By: *Karen Supp, D.C.*

ITEM IV

Specific Bequest of Specific Items of Personal Effects. In the event that my wife Opal Swanner Shoptaw predeceases me, I give and bequeath to my nephew, J. Byron Fine, if he shall survive me, my gold bracelet and my antique table and six chairs.

ITEM V

Specific Bequest of Specific Items of Personal Effects. In the event that my wife Opal Swanner Shoptaw predeceases me, and I inherit the white gold and diamond wedding and engagement ring that belongs to Opal, then I give and bequeath these rings to her sister, Avenell Blake.

ITEM VI

Residuary Bequest. In the event that my wife Opal Swanner Shoptaw predeceases me, I give and bequeath all of the rest and residue of my property, including all of my personal and household effects of every kind, including but not limited to furniture, appliances, furnishings, jewelry, pictures, silverware, china, glass, books, wearing apparel, boats, automobiles, and other vehicles, and all policies of fire, burglary, property damage, and other insurance on or in connection with the use of this property, to Martha Sanders. The cost of packing and shipping such property shall be charged against my estate as an expense of administration.

ITEM VII

Naming the Executrix, Executrix Succession, Executrix's Fees and Other Matters. The provisions for naming the Executrix, Executrix succession, Executrix's fees and other matters are set forth below:

(1) Naming an Individual Executrix. I hereby nominate, constitute, and appoint as Executrix of this my Last Will and Testament Betty R. Todd and direct that she shall serve without bond. I waive the requirement that my estate be appraised or inventoried or that any accounting be made.

(2) Naming Individual Successor or Substitute Executrix. If my individual Executrix should fail to qualify as Executrix hereunder, or for any reason should cease to act in such capacity, the successor or substitute Executrix shall be Martha Sanders who shall also serve without bond I likewise waive the requirement that my estate be appraised or inventoried or that any accounting be made by Martha Sanders.

(3) Fee Schedule for Individual Executrix. For its services as Executrix, my individual Executrix shall receive reasonable compensation for the services rendered and reimbursement for reasonable expenses.

ITEM VIII

Powers for Executrix. My Executrix is authorized in its fiduciary discretion (which shall be subject to the standard of reasonableness and good faith to all beneficiaries) with respect to any property, real or personal, at any time held under any provision of this my Will and without authorization by any court and in addition to any other rights, powers, authority and privileges granted by any other provision of this my Will or by statute or general rules of law:

(1) To retain any property or undivided interests in property owned by me at the time of my death, including residential property and shares of my Executrix's own stock, regardless of any lack of diversification, risk or nonproductivity, as long as it deems advisable, and to exchange any such security or property for other securities or properties and to retain such items received in exchange, although said property represents a large percentage of the total property of my estate or even the entirety thereof.

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

(3) To sell or dispose of or grant options to purchase any property, real or personal, constituting a part of my estate, for cash or upon credit, to exchange any property of my estate for other property, at such times and upon such terms and conditions as it may deem best, and no person dealing with it shall be bound to see to the application of any monies paid.

(4) To hold any securities or other property in its own name as Executrix, in its own name, in the name of a nominee (with or without disclosure of any fiduciary relationship) or in bearer form.

(5) To keep, at any time and from time to time, all or any portion of my Estate in cash and uninvested for such period or periods of time as it may deem advisable, without liability for any loss in income by reason thereof.

(6) To sell or exercise stock subscription or conversion rights.

(7) To refrain from voting or to vote shares of stock owned by my Estate at shareholders' meetings in person or by special, limited, or general proxy and in general to exercise all the rights, powers and privileges of an owner in respect to any securities constituting a part of my Estate.

(8) To participate in any plan of reorganization or consolidation or merger involving any company or companies whose stock or other securities shall be part of my Estate, and to deposit such stock or other securities under any plan of reorganization or with any protective committee and to delegate to such committee discretionary power with relation thereto, to pay a proportionate part of the expenses of such committee and any assessments levied under any such plan, to accept and retain new securities received by my Executrix pursuant to any such plan, to exercise all conversion, subscription, voting and other rights, of whatsoever nature pertaining to such property, and to pay any amount or amounts of money as it may deem advisable in connection therewith.

(9) To borrow money and to encumber, mortgage or pledge any asset of my estate for a term within or extending beyond the term of the trust, in connection with the exercise of any power vested in my Executrix.

(10) To enter for any purpose into a lease as lessor or lessee with or without option to purchase or renew for a term within or extending beyond the term of the trust.

(11) To subdivide, develop, or dedicate real property to public use or to make or obtain the vacation of plats and adjust boundaries, to adjust differences in valuation on exchange or partition by giving or receiving consideration, and to dedicate easements to public use without consideration

(12) To make ordinary or extraordinary repairs or alterations in buildings or other structures, to demolish any improvements, to raze existing or erect new party walls or buildings.

(13) To continue and operate any business owned by me at my death and to do any and all things deemed needful or appropriate by my Executrix, including the power to incorporate the business and to put additional capital into the business, for such time as it shall deem advisable, without liability for loss resulting from the continuance or operation of the business except for its own negligence; and to close out, liquidate or sell the business at such time and upon such terms as it shall deem best.

(14) To collect, receive, and receipt for rents, issues, profits, and income of my Estate.

(15) To insure the assets of my Estate or of the Trust Estate against damage or loss and my Executrix against liability with respect to third persons.

(16) In buying and selling assets, in lending and borrowing money, and in all other transactions, irrespective of the occupancy by the same person of dual positions, to deal with itself in its separate, or any fiduciary, capacity.

(17) To compromise, adjust, arbitrate, sue on or defend, abandon, or otherwise deal with and settle claims in favor of or against my Estate as my Executrix shall deem best.

(18) To employ and compensate agents, accountants, investment advisers, brokers, attorneys-in-fact, attorneys-at-law, tax specialists, realtors, and other assistants and advisors deemed by my Executrix needful for the proper administration of my Estate, and to do so without liability for any neglect, omission, misconduct, or default of any such agent or professional representative provided such person was selected and retained with reasonable care.

(19) To determine what shall be fairly and equitably charged or credited to income and what to principal.

(20) To hold and retain the principal of my Estate undivided until actual division shall become necessary in order to make distributions; to hold, manage, invest, and account for the several shares or parts thereof by appropriate entries on my Executrix's books of account, and to allocate to each share or part of share its proportionate part of all receipts and expenses, provided, however, the carrying of several trusts as one shall not defer the vesting in title or in possession of any share or part of share thereof.

(21) To make payment in cash or in kind, or partly in cash and partly in kind upon any division or distribution of my Estate (including the satisfaction of any pecuniary distribution) without regard to the income tax basis of any specific property allocated to any beneficiary and to

value and appraise any asset and to distribute such asset in kind at its appraised value; and when dividing fractional interests in property among several beneficiaries to allocate entire interests in some property to one beneficiary and entire interests in other property to another beneficiary or beneficiaries.

(22) To exercise any power herein granted with reference to the control, management, investment or disposition of my Estate either as Executrix without having to declare in which capacity it is acting.

(23) In general, to exercise all powers in the management of my Estate which any individual could exercise in his own right, upon such terms and conditions as it may reasonably deem best, and to do all acts which it may deem reasonably necessary or proper to carry out the purposes of this my Will.

ITEM IX

Discretion Granted to Executrix in Reference to Tax Matters. My Executrix as the fiduciary of my estate shall have the discretion, but shall not be required when allocating receipts of my estate between income and principal, to make adjustments in the rights of any beneficiaries, or among the principal and income accounts to compensate for the consequences of any tax decision or election, or of any investment or administrative decision, that my Executrix believes has had the effect, directly or indirectly, of preferring one beneficiary or group of beneficiaries over others; provided, however, my Executrix shall not exercise its discretion in a manner which would cause the loss or reduction of the marital deduction as may be herein provided. In determining the state or federal estate and income tax liabilities of my estate, my Executrix shall have discretion to select the valuation date and to determine whether any or all of the allowable administration expenses in my estate shall be used as state or federal estate tax deductions or as state or federal income tax deductions and shall have the discretion to file a joint income tax return with my wife.

ITEM X

Simultaneous Death Provision Presuming Beneficiary Predeceases Testator. If any beneficiary and I should die under such circumstances as would make it doubtful whether the beneficiary or I died first, then it shall be conclusively presumed for the purposes of this Will that the beneficiary predeceased me.

ITEM XI

Testimonium Clause. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 10<sup>th</sup> day of April, 1998.

Howard Mathew Shoptaw  
Howard Mathew Shoptaw

WITNESSES:

Cherry A. Smith

Patsy B. Sempier

Attestation clause. The foregoing Will bearing on the margin the signature of the Testator, was this 10<sup>th</sup> day of April, 1998, signed, sealed, published and declared by the Testator 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 on the above date.

WITNESSES:

Cherry A. Smith

Patsy B. Sempier

FILED  
THIS DATE  
AUG 27 1999  
STEVE DUNCAN  
CHANCERY CLERK  
RY *Karen Trapp*

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI

COUNTY OF HINDS

PERSONALLY appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the within named ~~Chaney A. Smith~~ <sup>*Patsy B. Simpson P&S*</sup>, whose address is 5858 Clubview Drive, Jackson, Mississippi 39211, and ~~Patsy B. Simpson~~ <sup>*Chaney A. Smith Cal*</sup>, whose address is 15 Northtown Drive, Jackson, Mississippi 39211, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who, after being first duly sworn, stated on oath that Howard Mathew Shoptaw signed, published and declared said instrument to be his Last Will and Testament on the 10<sup>th</sup> day of April, 1998; that at his request, in his presence and in the presence of each other the said Affiants subscribed their names thereto as witnesses to its execution and publications; that on the 10<sup>th</sup> day of April, 1998, the said Howard Mathew Shoptaw was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

*Chaney A. Smith*

*Patsy B. Simpson*

SWORN TO AND SUBSCRIBED before me, this the 28<sup>th</sup> day of July, 1999.

*Jerry L. Spivey*  
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 27<sup>th</sup> day of August, 1999, at 9:15 o'clock A. M., and was duly recorded on the 27<sup>th</sup> day of August, 1999, Book No. 31, Page 755.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Trapp* D.C.



MADISON COUNTY, MS.

FILED

AUG 27 1999

AT 1:40 O'CLOCK P. M.  
STEVE DUNCAN, CHANCERY CLERKBy: *Karen Jupp, D.C.*

#99-598

LAST WILL AND TESTAMENT  
OF  
EVELINE MOWRY GERNERT

KNOW ALL PERSONS BY THESE PRESENTS; That I, the undersigned, Eveline Mowry Gernert, of the City of Cleveland, County of Bolivar, State of Mississippi, being above the age of eighteen years, and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all other Wills and Codicils heretofore made by me.

## ARTICLE I.

PAYMENT OF DEBTS. I direct that all of my just debts, all taxes, and all expenses of my last illness and funeral be paid as soon after my death as conveniently can be done; provided, however, that nothing herein shall be construed to create a constructive trust for the payment of such amounts. I will and direct that the administration of my estate be closed as soon after my death as is reasonably possible.

## ARTICLE II.

GENERAL DEVISES AND BEQUESTS. I hereby give, devise and bequeath all of my property, real, personal and mixed, and wherever situated, of which I may die seized or possessed, or in which I may have any interest at the time of my death, unto my husband, Richard Thomas Gernert, Sr., if he survives me.

If my said husband does not survive me, or if my husband and I should die or be killed in a common accident or disaster under such circumstances that it shall be impractical to decide which of us survived the other, then, in either of such events, I hereby give, devise and bequeath all of my property, real, personal and mixed, wherever situated, of which I may die seized or possessed, or in which I may have any interest at the time of my death in equal shares unto my children, Richard Thomas Gernert, Jr. and

*Eveline Mowry Gernert*  
EVELINE MOWRY GERNERT

Elisabeth Gernert Rosenblatt or unto the descendants of such children who may have predeceased me, in equal shares, per stirpes, subject to the terms and provisions of Article III below.

ARTICLE III.

TRUSTS FOR MINORS. Should any descendant of mine, having become entitled to any of my property under Article II of this Will, be under the age of twenty-one (21) years, or be under any other legal disability, I direct that his or her share be held in a separate trust until he or she attains the age of twenty-one (21) years or until the legal disability of such beneficiary is removed, at which time his or her property shall be delivered to him or her free of trust. The Trustee shall pay, apply or accumulate the income from each such separate trust estate to or for the use of the beneficiary thereof in such amounts and in such manner as he shall determine as are necessary for such beneficiary's health, education, support, or maintenance, and said Trustee may pay or apply such amounts of principal in like manner if the income is not sufficient for the health, education, support, or maintenance of any such beneficiary.

ARTICLE IV.

APPOINTMENT OF TRUSTEE. I appoint my son, Richard T. Gernert, Jr. as Trustee of any and all trusts hereby created. Should my son be unable or unwilling to serve as such, either before or after entering upon his duties, I hereby appoint my son-in-law, Stephen W. Rosenblatt as successor Trustee of any and all trusts hereby created. I direct that my Trustee and/or successor Trustee be allowed to serve without bond and without accounting to any court.

ARTICLE V.

TRUSTEE'S POWERS. The trust or trusts specified herein are intended to be within the definition of a "trust" as set forth in the Uniform Trustees' Powers Act, Chapter 372, Mississippi Laws of 1966 (Sections 91-9-101 through 91-9-119 of the Mississippi Code of 1972, Annotated), and the Trustee shall have all the

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EVELINE MOWRY GERNERT

powers afforded to trustees, in and by the terms and provisions of said Act, as now or hereafter amended, reference to which Act is hereby made for all purposes.

ARTICLE VI.

APPOINTMENT OF EXECUTOR. I appoint my husband, Richard Thomas Gernert, Sr., as Executor of this my Last Will and Testament. Should my said husband be unable or unwilling to serve as such, either before or after entering upon his duties, I hereby appoint my son, Richard T. Gernert, Jr., as successor Executor of this Will. I direct that my Executor and/or successor Executor be allowed to serve as such without bond and without accounting to any court and I hereby waive the requirement of an appraisal of my estate.

ARTICLE VII.

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

WITNESS MY SIGNATURE, this the \_\_\_\_\_ day of March, 1980.

*Eveline Mowry Gernert*  
EVELINE MOWRY GERNERT

WITNESSES:

*W. J. Mitchell*  
*Betty B. Nitchell*

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by Eveline Mowry Gernert 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 \_\_\_\_ day of March, 1980.

[Signature]  
Betty B. Nitdore

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 27th day of August, 1999, at 1:40 o'clock P. M., and was duly recorded on the 27th day of August, 1999, Book No. 31, Page 763.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE

OF

CIVIL ACTION NO. 99-598

EVELINE MOWRY GERNERT, DECEASED

AFFIDAVIT

FILED  
THIS DATE

AUG 27 1999

STEVE DUNCAN  
CHANCERY CLERK

BY

STATE OF MISSISSIPPI

COUNTY OF BOLIVAR

This date personally appeared before me, the undersigned authority at law in and for the state and county aforesaid, the within named NED MITCHELL, P. O. Box 720, Cleveland, Mississippi 38732, 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 Eveline Mowry Gernert, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated March 1980, a true and correct copy of which is attached hereto as an Exhibit.

(2) That in March 1980, said Eveline Mowry Gernert, signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Bettye Mitchell, the other subscribing witnesses to the instrument.

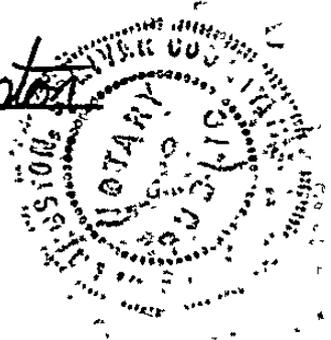
(3) That Eveline Mowry Gernert was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

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

Ned Mitchell  
NED MITCHELL

SWORN TO AND SUBSCRIBED before me, as of the 25 day of August, 1999.

Mark W. Langston  
Notary Public



My Commission Expires:

My Commission Expires November 20, 2000

OF COUNSEL:

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

Gernert, E. - P.A. Esq. & Ned Mitchell

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 27th day of August, 1999, at 1:40 o'clock P. M., and was duly recorded on the 27th day of August, 1999 Book No. 31 Page 767.

STEVE DUNCAN, CHANCERY CLERK

BY: Steve Duncan D.C.



#99604

LAST WILL AND TESTAMENT OF AMELIA S. SHROCK

I, Amelia S. Shrock, a widow, and resident of Madison County, Mississippi, being over the age of eighteen years and of sound and disposing mind and memory, do hereby make, publish and declare this to be MY LAST WILL AND TESTAMENT, and do hereby revoke all other wills and/or codicils heretofore made by me.

1. I hereby bequeath and devise all of my property, real, personal and mixed of whatsoever nature it may be, of which I die seized and possessed to my only child and son, Claude Bolton.

2. I hereby appoint my son, Claude Bolton, executor of my said estate without bond, waiving all requirements whatever of bond from him as such executor. I hereby waive an inventory and an appraisement of my estate as required by statute, and relieve my said executor of all duty to account to the courts for his act and doings as such, and do hereby waive all court proceedings whatever in the administration of my estate, save the probate of this, MY LAST WILL AND TESTAMENT.

SIGNED AND DECLARED TO BE MY LAST WILL AND TESTAMENT, this 22<sup>nd</sup> day of May, 1985.

*Amelia S. Shrock*  
AMELIA S. SHROCK

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES: this 22<sup>nd</sup> day of May, 1985.

*Jacqueline Hood* 122 N. Liberty St. Canton, MS. 39024  
*Alma Alfred* 419 Frolic St. Canton, MS. 39046

**FILED**  
11:00 A.M.  
SEP 01 1989

STEVE DUNCAN  
CHANCERY CLERK  
*By: Karen Supp, D.C.*



STATE OF MISSISSIPPI, COUNTY OF MADISON:  
I certify that the within instrument was filed for record in my office this 1st day of September, 1989, at 11:15 o'clock A.M., and was duly recorded on the 1st day of September, 1989, Book No. 31, Page 769.  
STEVE DUNCAN, CHANCERY CLERK BY: *Karen Supp* D.C.

FILED

IN THE CHANCERY COURT OF MADISON COUNTY SEP 01 1999  
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
AMELIA S. SHROCK, DECEASED

AT 11:00 O'CLOCK A.M.  
STEVE DUNCAN, CHANCERY CLERK  
CIVIL ACTION  
FILE NO. 99-604  
*By: Kara Supp*

PROOF OF WILL

STATE OF MISSISSIPPI  
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, **Alma Alfred**, a subscribing witness to a certain instrument of writing purported to be the *Last Will and Testament of Amelia S. Shrock*, who being duly sworn, deposed and said that the said *Amelia S. Shrock* signed, published and declared said instrument as her *Last Will and Testament* on the 22nd day of May, 1985 the day of the date of said instrument, in the presence of this deponent and in the presence of Josephine Hood, and that said Testator was then of sound and disposing mind and memory and more than twenty-one (21) years of age, and this deponent and Josephine Hood, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said Testator and in the presence of said Testator and in the presence of each other on the day and year of the date of said instrument.

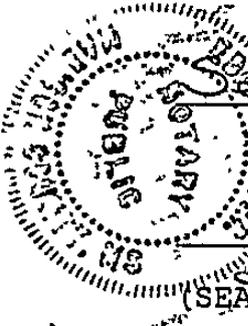
WITNESS MY SIGNATURE on this the 1<sup>st</sup> day of September, 1999.

Alma Alfred  
Alma Alfred

SWORN TO AND SUBSCRIBED BEFORE ME on this the 1<sup>st</sup> day of September, 1999.

Edith Stater  
NOTARY PUBLIC

My Commission Expires: 3-6-2003



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 1<sup>st</sup> day of September, 1999, at 11:00 o'clock A. M., and was duly recorded on the 1<sup>st</sup> day of September, 1999, Book No. 31 Page 770.

STEVE DUNCAN, CHANCERY CLERK BY: Kara Supp D.C.



SEP 02 1999

## LAST WILL AND TESTAMENT

OF

PAWAN KUMAR CHANDNA

STEVE DUNCAN  
CHANCERY CLERK  
By: Steve Kelly, DC

#99-619

I, Pawan Kumar Chandna, a resident of Canton, Madison County, Mississippi, declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

ARTICLE I

I direct that all of my debts, all expenses of my last illness, and funeral and burial expenses (including the cost of a suitable monument at my grave) and the costs of administration of my estate be paid as soon as practicable after my death out of the principal of my residuary estate.

In the event that any property or interest in property passing under this Will or by operation of law or otherwise by reason of my death shall be incumbered by a mortgage or a lien, or shall be pledged to secure any obligation (whether the property or interest in property so incumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not be charged to or paid from my estate, but that the devisee, legatee, joint owner taking by survivorship or beneficiary shall take such property or interest in property subject to all incumbrances existing at the time of my death. It is my intention, however, that nothing in this Article of my Will shall be construed as creating an express trust or fund for the payment of debts any expenses which would in any way extend the normal statute of limitations for the payment of my debts or enlarge upon my statutory duty to pay debts.

ARTICLE II

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



PAWAN KUMAR CHANDNA

generations skipping transfers under the federal tax laws, nor any qualified terminable interest property tax, which shall become payable upon or by any reason of my death with respect to any property passing by or under the terms of this Will or any codicil to it hereafter executed by me, or with respect to the proceeds of any policy or policies of life insurance on my life, or with respect to any other property (including property over which I have a taxable power of appointment) included in my gross estate for the purposes of such taxes, shall be paid by my executor out of the principal of my residuary estate, and I direct that no part of any 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 appoint Sheetal Chandna, my wife, to be the Executor of this my Last Will and Testament and I hereby waive any security required on any bond required by law and without any accountings, inventory, or appraisal to any court and to have all the powers and discretions that may be granted by law, all to be exercised without court order. If my wife, Sheetal Chandna, shall predecease me or for any reason shall fail to qualify as executor hereunder (or having qualified, shall die or resign) then in such event I appoint my brother, Arun Kumar Chandna, as sole Executor of my estate, to serve without security on any bond required by law and without any accountings, inventory, or appraisal to any court and to have all the powers and discretions that may be granted by law, all to be exercised without court order.

ARTICLE IV

I hereby direct that my Executor shall receive all the rest, residue and remainder of my residuary estate wheresoever situated,

  
PAWAN KUMAR CHANDNA

including all lapsed legacies and devises, including all proceeds from any insurance benefits, or other gifts made by this Will which fail for any reason, in trust for the use and purposes hereinafter set forth, and I further appoint my wife, Sheetal Chandna, to serve as trustee for this trust. I further direct that my brother, Arun Kumar Chandna, serve as trustee should my wife be unable to fulfill the duties of trustee or predecease me. I further direct that such remainder of my residuary estate (hereinafter referred to as my trust estate) so passing to my trustee shall be administered and disposed of upon the following terms and provisions - that is to say:

SECTION 1

The trustee shall receive, hold, manage, convert, sell, exchange, assign, alter, invest, reinvest and otherwise care for the above-described property as in his/her discretion shall deem to be for the best interest of the beneficiaries hereunder. Further the trustee shall have those powers specifically enumerated and set forth in the Mississippi Code of 1972, as amended. I further direct that the trustee shall serve without bond.

SECTION 2

I hereby direct that the income from said trust be distributed to my children, Sonal Chandna and Samin Chandna, in equal amounts until they reach the age of twenty-five (25) when such trust be terminated and the corpus paid to them in equal parts. I further direct the trustee to make said payments no less than annually. I further direct that my brother, Arun Kumar Chandna, be appointed the guardian of my children should my wife predecease me.

ARTICLE V

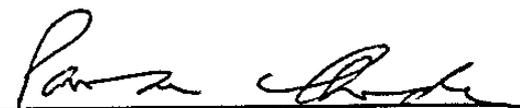
I hereby direct that my personal property be given to my wife, Sheetal Chandna, if she shall survive me.

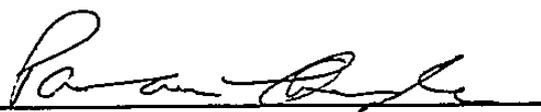
  
PAWAN KUMAR CHANDNA

ARTICLE VI

If any beneficiary hereunder shall contest the probate or validity of this Will or any provision thereof, or shall institute or join in (except as a party defendant) any proceeding to contest the validity of this Will or to prevent any provision thereof from being carried out in accordance with its terms (regardless of whether or not such proceedings are instituted in good faith and with probable cause), then all benefits provided for such beneficiary are revoked and such benefit shall pass to the residuary beneficiary of this Will. If the residuary beneficiary joins in such contest or proceedings, then such benefits shall pass to those persons (other than the persons joining in such contest) who are living at my death and who would have been my distributees had I died intestate as a resident of the State of Mississippi and had the person or persons contesting my Will died immediately before me. Each benefit conferred herein is made on the condition precedent that the beneficiary shall accept and agree to the provisions of this Will and the provisions of this Article are an essential part of each and every benefit.

IN WITNESS WHEREOF, I sign, seal, publish, and declare this instrument to be my Last Will and Testament this the 21 day of Nov, 1989, at Jackson, Mississippi.

  
PAWAN KUMAR CHANDNA

  
PAWAN KUMAR CHANDNA

The foregoing instrument, consisting of this and four preceding typewritten pages, was signed, sealed, published, and declared by Pawan Kumar Chandna, the Testator, to be 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, this the 21<sup>st</sup> day of November, 1989, at Jackson, Mississippi.

Bobby M. Elliott  
Name

1330 St Ann  
Address

Jackson, Mo 39202  
City, State

Alison L. Curren  
Name

2517 Colover Place  
Address

Jackson MS 39204  
City, State

Pawan Kumar Chandna  
PAWAN KUMAR CHANDNA

Page Five of Five



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 2nd day of Sept 1999, at 9:00 o'clock A.M., and was duly recorded on the SEP 22 1999, Book No. 31, Page 771

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D C

PROOF OF WILL

STATE OF MISSISSIPPI  
COUNTY OF HINDS

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, the within named and below subscribed Bobby M. Elliott, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Pawan Kumar Chandna, of Madison County, Mississippi, who, having been first duly sworn by me, on oath states, deposes, and says that the said Pawan Kumar Chandna, signed, published and declared said instrument to be his Last Will and Testament on the 21<sup>st</sup> day of November, 1989, the day and date of said instrument, in the presence of Affiant and others, and that this Affiant and at least one other qualified witness subscribed and attested said instrument as witnesses to the signature and publication of said Last Will and Testament, at the special instance and in the presence of said Testator, and in the presence of each other, on the day and year written therein, and that at such time Affiant knew that the Testator was more than twenty (21) years of age, and of sound and disposing mind and memory; that said Testator, at said time was fully aware of his surroundings and that he recognized and intelligently communicated with Affiant and the other subscribing witnesses.

Bobby M. Elliott

SWORN AND SUBSCRIBED BEFORE ME, this the 21<sup>st</sup> day of November, 1989.

[Signature]  
NOTARY PUBLIC

My Commission Expires:  
My Commission Expires July 28, 1991



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 2nd day of Sept, 1999, at 9:00 o'clock A M., and was duly recorded on the SEP 12 1999, Book No. 31, Page 776.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, the within named and below subscribed Alison L. Curren, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Pawan Kumar Chandna, of Madison County, Mississippi, who, having been first duly sworn by me, on oath states, deposes, and says that the said Pawan Kumar Chandna, signed, published and declared said instrument to be his Last Will and Testament on the 21<sup>st</sup> day of November, 1989, the day and date of said instrument, in the presence of Affiant and others, and that this Affiant and at least one other qualified witness subscribed and attested said instrument as witnesses to the signature and publication of said Last Will and Testament, at the special instance and in the presence of said Testator, and in the presence of each other, on the day and year written therein, and that at such time Affiant knew that the Testator was more than twenty (21) years of age, and of sound and disposing mind and memory; that said Testator, at said time was fully aware of his surroundings and that he recognized and intelligently communicated with Affiant and the other subscribing witnesses.

Alison L. Curren

SWORN AND SUBSCRIBED BEFORE ME, this the 21<sup>st</sup> day of November, 1989.

[Signature]  
 NOTARY PUBLIC

My Commission Expires:  
 My Commission Expires July 28, 1991



STATE OF MISSISSIPPI, COUNTY OF MADISON:  
 I certify that the within instrument was filed for record in my office this 2nd day of Sept, 1999, at 9:00 o'clock A.M., and was duly recorded on the SEP 12 1999, Book No 31, Page 777  
 STEVE DUNCAN, CHANCERY CLERK BY Stacey [Signature] DC

6/46 #99-564

LAST WILL AND TESTIMENT OF WESSIE BARNARD ROSAMOND

BEING OF SOUND MIND AND MENTALLY COMPETENT, I, Wessie Barnard Rosamond, do hereby will all my worldly goods, including but not limited to my home, household goods, all personal items, all assets, and any real property that I may own to my nephew, Brashier Temple Barnard of Dallas, Texas.

THE REAL PROPERTY INCLUDES any part of the 34 acres in the E 1/2 of the SW 1/4 of Section 15, Township 13 N; and/or any part of the 37 acres in the W 1/2 of the SE 1/4; and/or any land south of Bayou in Section 15, Township 13 N.; and/or any land that I may have a legal claim to by right of Eminent domain that was previously Holland Bayou; and/or any other part of my Father and Mother's estate that is not already deeded to my nephew, Brashier Temple Barnard with possession to be at my death.

SHOULD THE DEED BE nullified and prove invalid that I was tricked into signing by my ex-husband Johnny Rosamond involving my home in Flora, Miss. Lot 9, block 8, Kearney Park and/or the next adjacent lot that I own, I also will this to Brashier Temple Barnard at my death.

*Wessie Rosamond*

Wessie Barnard Rosamond

Signed on this the 27<sup>th</sup> day of July, 1998, at the Guest House, Rayville, Louisiana in the Parish of Richland .

Witness: Theresa R. Lynn of Rayville, LA

Witness: Jammie Woodward of Rayville, LA

MADISON COUNTY, M.

FILED

SEP 03 1999

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

By: *Karen Jupp, D.C.*

FILED

JUL 02 '99

SANDRA OXNER, Clerk D.C.  
*Sandra Oxner*

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 3rd day of Sept, 1999, at 9:15 o'clock A. M., and was duly recorded on the SEP 13 1999, Book No. 31, Page 778.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.



STATE OF LOUISIANA

PARISH OF RICHLAND

MADISON COUNTY, MISSISSIPPI

FILED

SEP 03 1999

AFFIDAVIT OF SUBSCRIBING WITNESSES AT 9:15 O'CLOCK A.M. TO THE LAST WILL AND TESTAMENT OF STEVE DUNCAN, CHANCERY CLERK WESSIE BARNARD ROSAMOND

By: Karen Jupp, D.C.

BE IT REMEMBERED that on this day personally appeared before me, the undersigned authority of law in and for the Parish of Richland, State of Louisiana, TAMMIE WOODWARD, subscribing witness to a certain instrument of writing purported to be the Last Will and Testament of WESSIE BARNARD ROSAMOND, late of Richland Parish, Louisiana, now deceased, which instrument bears the date of July 27, 1998, and said affiant being by me first duly sworn, deposes and says that WESSIE BARNARD ROSAMOND, signed, published, and declared said instrument of writing to be her Last Will and Testament in the presence of said affiant and THERESA A. LYNN who witnessed the execution of said instrument as the Last Will and Testament of the said WESSIE BARNARD ROSAMOND, at her instance and request. Affiant further deposes and says that said testatrix was then of sound and disposing mind, memory and understanding and was over the age of twenty-one years and under no duress whatsoever, and that said affiant affixed her name to said Last Will and Testament in the presence of said deceased at her request, and in the presence of each other, on the 27th day of July, 1998.

Tammie Woodward
TAMMIE WOODWARD

Sworn to and subscribed before me, this 9th day of August, 1999.

[Signature]
NOTARY PUBLIC

My Commission Expires: AT Death

Exhibit "B "

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 3rd day of Sept, 1999, at 9:15 o'clock A.M., and was duly recorded on the SEP 3 1999, Book No. 31, Page 779.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.



STATE OF LOUISIANA  
PARISH OF RICHLAND

BOOK 0031 PAGE 780

MADISON COUNTY, MISSISSIPPI  
**FILED**

SEP 03 1999

**AFFIDAVIT OF SUBSCRIBING WITNESSES AT 9:15 O'CLOCK A.M.  
TO THE LAST WILL AND TESTAMENT OF STEVE DUNCAN, CHANCERY CLERK  
WESSIE BARNARD ROSAMOND**

By: *Karrie Fippie*

BE IT REMEMBERED that on this day personally appeared before me, the undersigned authority of law in and for the Parish of Richland, State of Louisiana, THERESA A. LYNN, subscribing witness to a certain instrument of writing purported to be the Last Will and Testament of WESSIE BARNARD ROSAMOND, late of Richland Parish, Louisiana, now deceased, which instrument bears the date of July 27, 1998, and said affiant being by me first duly sworn, deposes and says that WESSIE BARNARD ROSAMOND, signed, published, and declared said instrument of writing to be her Last Will and Testament in the presence of said affiant and TAMMIE WOODARD, who witnessed the execution of said instrument as the Last Will and Testament of the said WESSIE BARNARD ROSAMOND, at her instance and request. Affiant further deposes and says that said testatrix was then of sound and disposing mind, memory and understanding and was over the age of twenty-one years and under no duress whatsoever, and that said affiant affixed her name to said Last Will and Testament in the presence of said deceased at her request, and in the presence of each other, on the 27th day of July, 1998.

*Theresa A. Lynn*  
THERESA A. LYNN

Sworn to and subscribed before me, this 9<sup>th</sup> day of August, 1999.

*J. Channing T. D.*  
NOTARY PUBLIC

My Commission Expires:  
AT Death

Exhibit "C"

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

I certify that the within instrument was filed for record in my office this 3<sup>rd</sup> day of Sept, 1999, at 9:15 o'clock A.M., and was duly recorded on the SEP 3 1999, Book No. 31, Page 780.

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



#99-593

# Last Will and Testament

**FILED**  
8:45 A.M.  
SEP 10 1999

OF  
HANNAH BANKS

**STEVE DUNCAN**  
**CHANCERY CLERK**  
By: *Steve Duncan*

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

I.

I hereby appoint Ada Banks, as Executrix of this my Last Will and Testament, and it is my desire that my Executrix shall have full and complete power and authority to do and to perform any act deemed by her to be in the best interest of my estate.

II.

I hereby give and devise unto Ada Banks, Henry Banks, Lillie Banks Perry and Ida Horn the following described property, to wit:

Lot One (1) of Block "A" of Brame's Addition, being an addition in the SE1/4 of Section 25, Township 7 North, Range 1 East, Madison County, Mississippi, according to a map or plat of which is on file and of record in the office of the Chancery Clerk of Madison County, at Canton, Mississippi in Plat Book 3, at page 16 thereof, reference to which is hereby made in aid of this description.

No interest in said property may be conveyed, transferred, mortgaged or encumbered without the consent of at least three (3) of the devisees listed herein.

III.

I hereby give, devise and bequeath all of the remainder of my property whether it be real, personal, or mixed; wheresoever situated or howsoever described unto Ada Banks, Henry Banks, Lillie

Banks Perry and Ida Horn.

IN WITNESS WHEREOF, I HANNAH BANKS, have hereunto set my signature on, and published and declared this to be my Last Will and Testament on this the 13th day of November, 1991, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Hannah Banks  
Hannah Banks

Susan J. Russell  
Witness

Ava Paula Teraci  
Witness

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 13th day of November, 1991.

Susan J. Russell

Ava Paula Teraci  
Witnesses

E1091201  
7338-1/31,030



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of Sept, 1999, at 8:45 o'clock A.M., and was duly recorded on the SEP 10 1999, Book No. 31, Page 781.

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

**FILED**

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI  
IN THE MATTER OF THE ESTATE  
OF HANNAH MORRIS BANKS  
SEP 10 1999

CAUSE NO. 99-593

**STEVE DUNCAN**  
**CHANCERY CLERK**

AFFIDAVIT OF SUBSCRIBING WITNESS  
PROOF OF WILL

*Karen Supp, D.C.*  
STATE OF MISSISSIPPI  
COUNTY OF ~~HINDS~~ MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid Susan F. Russell, who by me being first duly sworn, deposes and state 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 Hannah Morris Banks; that the said Hannah Morris Banks signed, published and declared said instrument to be her Last Will and Testament on the 13th day of November, 1991, in the presence of this affiant and Ava Paula Feraci, the other subscribing witness to said instrument, and that said testator was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Ava Paula Feraci 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.

*Susan F. Russell*  
Susan F. Russell, Subscribing Witness

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 26<sup>th</sup> day of August, 1999.

*Jessie Lynn Jackson*  
Notary Public

MY COMMISSION EXPIRES

My Commission Expires September 9, 2000

**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 Sept, 1999, at 8:45 o'clock A M., and was duly recorded on the SEP 10 1999, Book No. 31, Page 783.

STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey Hill* D.C.



FILED

SEP 10 1999

## LAST WILL AND TESTAMENT

OF

RUTH MOORE LAWRENCE

AT 9:15 O'CLOCK A.M.  
 STEVE DUNCAN, CHANCERY CLERK  
 By: *Stacey R. O'Neil*  
 #99-638

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

## I.

I hereby appoint my daughter, Patsy R. Johnson, as Executrix of this my Last Will and Testament, and it is my desire that my Executrix shall have full and complete power and authority to do and to perform any act deemed by her to be in the best interest of my estate. I hereby direct that no bond be required of the Executrix and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting. Should Patsy R. Johnson be unwilling or unable to serve, I hereby appoint my son, Edwin Lee Lawrence, as Executor.

## II.

I desire that my just debts, including the expenses of my last illness and funeral, be paid as soon as practical after my death.

## III.

I hereby give, devise and bequeath unto Patsy R. Johnson, Edwin Lee Lawrence, and Patsy Hicks, to share and share alike, all of my property, whether it be real, personal or mixed, wheresoever situated or howsoever situated or howsoever described. It is my desire that Patsy Hicks shall equally share her portion with her brothers and sisters.

IN WITNESS WHEREOF, I, Ruth Moore Lawrence, have hereunto set my signature on, and publish and declare this to be my Last Will and Testament on this the 12<sup>th</sup> day of September, 1997, in the

presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Ruth Moore Lawrence  
Ruth Moore Lawrence

WITNESSES:

Emma Cook  
Judith E. Maddox

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 12<sup>th</sup> day of September, 1997.

Emma Cook  
Judith E. Maddox  
WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of Sept, 19 99, at 9:15 o'clock A.M., and was duly recorded on the SEP 10 1999, Book No. 31, Page 784.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Kido D.C.

FILED

SEP 10 1999

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI

COUNTY OF MADISON

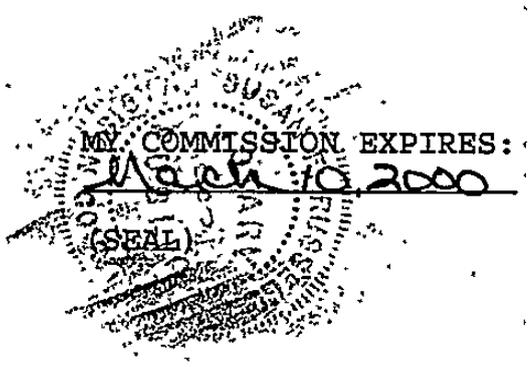
AT 9:15 O'CLOCK A.M.  
STEVE DUNCAN, CHANCERY CLERK  
By: Stacy Hill, DC

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, Erma Cook and Judith E. Maulott, 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 \_\_\_ day of September, 1997, Ruth Moore Lawrence, in their presence, signed her name thereto, and in their presence declared the same to be her Last Will and Testament; that at her 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 Ruth Moore Lawrence on the \_\_\_ day of September, 1997, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Erma Cook residing at 709 E. Academy St  
Canton, MS 39046  
Judith E. Maulott residing at 721 E. Academy St  
Canton, MS 39046

SWORN TO AND SUBSCRIBED before me this the 10th day of September, 1997.

Steve J. Russell  
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of Sept, 1999 at 9:15 o'clock A.M., and was duly recorded on the SEP 10, 1999, Book No. 31, Page 786.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.

FILED  
SEP 10 1999

LAST WILL AND TESTAMENT  
OF  
Lena Mae Harris

STEVE DUNCAN  
CHANCERY CLERK

BE IT KNOWN, that I, *Lena Mae Harris*, County of *Madison*, By: *Stacy [Signature]*  
a resident of *Canton*, in the State of *Mississippi*, being of sound mind, do make and declare this to be my Last Will and Testament expressly revoking all my prior Wills and Codicils at any time made. #99-647

I. EXECUTOR:

I appoint *BARBARA Anne Evans*, of *Jackson, Mississippi*, as Executor of this my Last Will and Testament and provide if this Executor is unable or unwilling to serve then I appoint *Joanna Jackson* of *Canton, Miss*, as alternate Executor. My Executor shall be authorized to carry out all provisions of this Will and pay my just debts, obligations and funeral expenses. I further provide my Executor shall not be required to post surety bond in this or any other jurisdiction, and direct that no expert appraisal be made of my estate unless required by law.

II. BEQUESTS:

I direct that after payment of all my just debts, my property be bequeathed in the manner following:

I leave to my daughter *BARBARA A. Evans* my home at *509 Johnson Street, Canton, Miss.* subject to all mortgages and her two daughters, *Natalie Nicole Evans*, and *Shanita Rena Evans*.

I request that my daughter, *Delores Harris*, and her son, *Christopher Troy Harris*, may reside at *509 Johnson Street* as long as he or she wants & lives.

I request that the house of *509 Johnson Street*, is not to be sold or mortgaged.

I recognize my daughter, *Joanna Jackson* is financially secure and therefore leave her my gold watch and any of my personal clothing and items of *509 Johnson Street*.

*Lena M Harris*

STATEMENT OF WISHES  
OF

I, Lena Mae Harris, do hereby set forth certain wishes and requests to my personal representatives, heirs, family, friends and others who may carry out these wishes. I understand that these wishes are advisory only and not mandatory.

My wishes are: I leave to my son Daniel  
Checks \$10.00

I leave my nephew Fred Otto Jr.  
my white gold diamond ring.

If my daughter, Barbara A Evans, shall  
predecease me, I leave my house of 509  
Johnson Street, to her two daughters,  
Natalie Nicole Evans & Shantana Evans

Dated:

Lena M. Harris  
Signature

IN WITNESS WHEREOF, I have hereunto set my hand this 4<sup>th</sup> day of May, 1993, to this my Last Will and Testament.

Lena M Harris  
Signature

III. WITNESSED:

This Last Will and Testament of Lena Mae Harris was signed and declared to be the signatory's Last Will and Testament in our presence and at the signatory's request and in the signatory's presence and in the presence of each other, we do hereby witness same on this 4<sup>th</sup> day of May, 1993.

Rosie Lee Day  
Witness Signature

501 Johnson St  
Address

James P. Moore  
Witness Signature

504 Johnson St Canton Miss  
Address

\_\_\_\_\_  
Witness Signature

\_\_\_\_\_  
Address

ACKNOWLEDGEMENT

STATE OF

Date:

COUNTY OF

Before me, the undersigned Notary Public, personally appeared the above Signatory and Witnesses, respectively, known to me or satisfactorily proven to be the person whose names are subscribed to this instrument. These persons, being duly sworn, did hereby declare that Signatory signed and executed this instrument as Signatory's Last Will and Testament and had signed willingly or directed another to sign and executed it as Signatory's free and voluntary act for the purposes therein expressed, and that each of the Witnesses, in the presence of Signatory, signed this Last Will and Testament as witnesses and that to the best of their knowledge, Signatory was at the time an adult, of sound mind and under no constraint or undue influence. This instrument was subscribed, sworn and acknowledged before me.

\_\_\_\_\_  
Notary Public  
My Commission Expires:

Page 3 of 3.

K107



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 Sept, 1999, at 2:00 o'clock P.M., and was duly recorded on the SEP 10 1999, Book No. 31, Page 787.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

**FILED**

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI  
SEP 10 1999

IN THE MATTER OF THE ESTATE OF **STEVE DUNCAN** CIVIL ACTION  
LENA MAE HARRIS, DECEASED **CHANCERY CLERK** NO. 99-647

By: *Sorey [Signature]*

**AFFIDAVIT OF SUBSCRIBING WITNESS**

**STATE OF MISSISSIPPI  
COUNTY OF MADISON**

This date personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named **JAMES L. MOORE**, who being by me first duly sworn according to law states on oath as follows, to-wit:

(1). That this affiant is one of two subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of **LENA MAE HARRIS**, whose signature is affix to the Last Will and Testament dated May 4, 1993.

(2). That on the 4th day of May, 1993, the said **LENA MAE HARRIS** signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the affiant and in the presence of **JAMES L. MOORE**, the other subscribing witness to the instrument.

(3). That **LENA MAE HARRIS** was then and there of sound and disposing mind and memory and well above the age of eighteen (18) years.

(4). That this affiant, together with **ROSIE LEE DAY**, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request, and in the presence of **LENA MAE HARRIS**, and in the presence of each other.

*[Signature]*  
\_\_\_\_\_  
**JAMES L. MOORE**

SWORN TO AND SUBSCRIBED before me, this the 16<sup>th</sup> day of

December, 1998.

[Signature]  
NOTARY PUBLIC



l-haris4

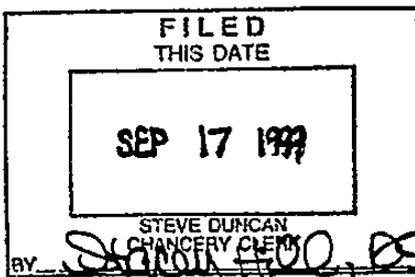
**STATE OF MISSISSIPPI, COUNTY OF MADISON:**

I certify that the within instrument was filed for record in my office this 10<sup>th</sup> day of Sept, 1999, at 2:00 o'clock P M., and was duly recorded on the SEP 10 1999, Book No. 31, Page 790.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.





## LAST WILL AND TESTAMENT

OF

MURRAY E. CALHOUN

I, MURRAY E. CALHOUN, an adult resident citizen of Hinds County, Mississippi, being over the age of eighteen (18) years and of sound and disposing mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

## ARTICLE I.

I hereby direct that all my just debts and expenses of my final illness and burial be paid out of the principal of my estate.

## ARTICLE II.

I hereby nominate and appoint my son, Joe E. Calhoun, to be Executor of this my Last Will and Testament, to serve without security or bond and without any accounting or inventory to any court.

## ARTICLE III.

I hereby give, devise and bequeath all the property I may own at the time of my death, real and personal, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to, to my son, Joe E. Calhoun.

## ARTICLE IV.

I recognize that my other three children, Janice Sue Hegwood, Stanley Patrick Calhoun and Sandra Jean Yoakum, are independent and

PAGE ONE OF TWO

are not in need of my financial assistance and therefore I hereby make no provision for them in this Will..

WITNESS MY SIGNATURE on this the 10<sup>th</sup> day of June, 1993.

Murray E. Calhoun  
MURRAY E. CALHOUN

ATTESTATION

The foregoing instrument, consisting of this and one (1) other page, was signed, published and declared by Murray E. Calhoun, Testator, to be his Last Will and Testament, in our presence and we, at his request and his presence and in the presence of each other, have hereunto subscribed our names as witnesses, on this the 10<sup>th</sup> day of June, 1993, at Jackson, Mississippi.

Dorothy Perrett Brown  
WITNESS  
118 Adkins Dr., Pearl, MS 39208  
ADDRESS

Neil B. Borden  
WITNESS  
P.O. Box 10534, Jackson, MS 39289  
ADDRESS

PAGE TWO OF TWO

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17<sup>th</sup> day of Sept, 1999, at 9:00 o'clock A M., and was duly recorded on the SEP 17, 1999, Book No. 31, Page 792.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.

#99-642

BOOK 0031 462 794  
LAST WILL AND TESTAMENT

OF

PEARL A. BRANTLEY

FILED  
THIS DATE  
SEP 17 1999  
STEVE DUNCAN  
CHANCERY CLERK  
BY *Steve Duncan*

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned, PEARL A. BRANTLEY, of the City of Jackson, County of Hinds, State of Mississippi, being above the age of eighteen years and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all other Wills and Codicils heretofore made by me.

ARTICLE I.

I direct that all of my just debts, all taxes and all expenses of my last illness and funeral be paid as soon after my death as conveniently can be done.

ARTICLE II.

I hereby give, devise and bequeath all of my property, real, personal and mixed, and wherever situated, of which I may die seized or possessed, or in which I may have any interest at the time of my death, unto my husband, Otho Monroe Brantley, if he survives me.

ARTICLE III.

If my said husband does not survive me, or if my husband and I should die or be killed in a common accident or disaster under such circumstances that it shall be impractical to decide which of us survived the other, then, in either of such events, I hereby give, devise and bequeath all of my property, real, personal and mixed, and wherever situated, of which I may die seized or possessed, or in which I may have any interest at the time of my death as follows:

*no longer have*  
A. I give and devise all of my oil, <sup>P.A.</sup> (gas and mineral interests) (either royalty interest or minerals in place, producing or nonproducing) wherever situated, unto Wood Junior College, a Mississippi nonprofit corporation, domiciled in Mathiston, Mississippi. *instead, see incised envelope to*

11-8-98

*Pearl A. Brantley*

B. I give, devise and bequeath all of the rest, residue and remainder of my property, wherever situated, unto my three daughters, Mrs. Joy Brantley Carleton, Mrs. Gay Brantley Ratcliff, and Mrs. Nell Brantley Brown, in equal shares, or unto the descendants of any of my said daughters who may have predeceased me, in equal shares, per stirpes, subject to the terms and provisions of Article IV below.

ARTICLE IV.

Should any descendant of my said daughters, having become entitled to any of my property under Article III of this Will, be under the age of twenty-one (21) years, or is under any other legal disability, I direct that his or her share be held in a separate trust until he or she attains the age of twenty-one (21) years or until such beneficiary is removed from legal disability, at which time his or her property shall be delivered to him or her free of trust. The Trustee shall pay, apply or accumulate the income from each such separate trust estate to or for the use of the beneficiary thereof in such amounts and in such manner as he shall determine in his uncontrolled discretion, and said Trustee may pay or apply such amounts of principal in like manner if the income is not sufficient for the comfort, maintenance and education of any such beneficiary.

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

ARTICLE V.

I appoint my daughter, Mrs. Joy Brantley Carleton as Executrix of this my Last Will and Testament. Should my said daughter be unable or unwilling to act as such either before or

*Please note: If it is more convenient for daughters, Gay B. Ratcliff or Nell B. Brown, Executrix, may be changed - or all 3 daughters may work together - At this writing it may be more convenient for Gay B. Ratcliff.*

*Signed, Page 2. 7-14-93 - Pearl A. Brantley*

*Pearl A. Brantley*

after entering upon her duties, I hereby appoint my son-in-law, Harold G. Carleton, as alternate Executor. I appoint my son-in-law, Harold G. Carleton, as Trustee of any trusts herein created for the descendants of my daughter, Mrs. Joy Brantley Carleton; I appoint my son-in-law, Robert G. Ratcliff, as Trustee of any trusts herein created for the descendants of my daughter, Mrs. Gay Brantley Ratcliff, and I appoint my son-in-law, James E. Brown, as Trustee of any trusts herein created for the descendants of my daughter, Mrs. Nell Brantley Brown. I direct that my Executrix (or alternate Executor) and my Trustee (or Trustees) be allowed to serve without bond, and I hereby waive the requirement of an appraisal of my estate, and an accounting to the Court in which this Will is probated.

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

WITNESS MY SIGNATURE, this the 31 day of March, 1980.

Pearl A. Brantley  
PEARL A. BRANTLEY

WITNESSES:

George M. Hargill, C.P.A.  
John W. Conroy, M.D.

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by PEARL A. BRANTLEY 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 31 day of March, 1980.

George W. Hamigill  
John W. Coulney

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17th day of Sept, 1999, at 1:30 o'clock P M., and was duly recorded on the SEP 17 1999, Book No. 31 Page 794.

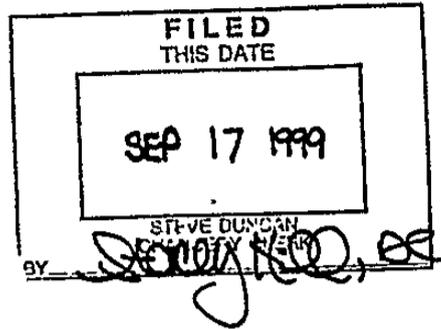
STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

NO. 99-642



IN THE MATTER OF THE  
LAST WILL AND TESTAMENT OF  
PEARL A. BRANTLEY, DECEASED

STATE OF MISSISSIPPI )

AFFIDAVIT OF SUBSCRIBING WITNESS

COUNTY OF MADISON )

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

That he was personally acquainted with Pearl A. Brantley, late of Madison County, Mississippi; that the said Pearl A. Brantley was a resident of and had a fixed place of residence in Ridgeland, Madison County, Mississippi; that affiant, in the presence of John W. Courtney, subscribing witness, and at the special instance and request of the said Pearl A. Brantley did, on the 31st day of March, 1980, sign and subscribe an instrument of writing represented to be the Last Will and Testament of the said Pearl A. Brantley, Deceased; that said instrument, the original of which is attached hereto, was signed by Pearl A. Brantley as Testatrix, and the said Testatrix declared in the presence of affiant and in the presence of the said John W. Courtney, that said instrument constituted her Last Will and Testament and thereupon affiant, in the presence of the said Pearl A. Brantley and in the presence of John W. Courtney, the other subscribing witness thereto, signed and subscribed the said instrument as one of the attesting witnesses thereto, both of the witnesses signing said Will in the presence of the said Testatrix and in the presence of each other; that at the time of the said attestation and signing of said instrument the said Pearl A. Brantley was above the age of eighteen years, was then of sound and disposing mind and memory, and in full possession of all of her mental faculties.

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

George M. Harrigill  
GEORGE M. HARRIGILL

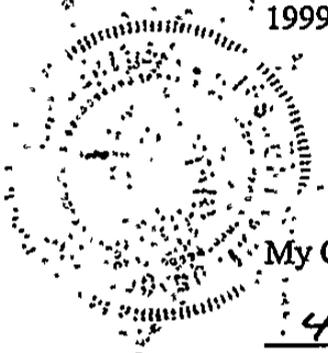
SWORN TO AND SUBSCRIBED before me, this the 29<sup>th</sup> day of July

1999.

Margaret B. Ainsworth  
NOTARY PUBLIC

My Commission Expires:

4/1/2002



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17<sup>th</sup> day of Sept, 19 99, at 1:30 o'clock P.M., and was duly recorded on the SEP, 17 1999, Book No. 31, Page 798.

STEVE DUNCAN, CHANCERY CLERK

BY: Jacoby K. Q. D.C.



To whom it may concern:

I am of a sound mind and good health as I write this note, in relation to my will which was drawn up earlier.

Please contact the business office of Wood Jr. College in Mathiston, Miss. according to their instruction, I would like to specify \$10,000.00 to be placed in an endowment fund, set up for the one purpose <sup>only</sup> of giving aid to young people who probably otherwise <sup>would</sup> not be able to go to college.

Mrs. Etho M. (Pearl A.) Brantley  
Signed this day - 11-8-93

FILED  
THIS DATE  
SEP 17 1999  
STEVE DUNCAN  
CHANCERY CLERK  
BY: *Stacey Hill*



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17th day of Sept, 1999, at 1:30 o'clock P M., and was duly recorded on the SEP 17 1999, Book No. 31, Page 800.

STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey Hill* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

NO. 99-642

IN THE MATTER OF THE  
LAST WILL AND TESTAMENT OF  
PEARL A. BRANTLEY, DECEASED

FILED THIS DATE
SEP 17 1999
STEVE DUNCAN CHANCERY CLERK
BY <i>[Signature]</i>

STATE OF MISSISSIPPI

COUNTY OF Hinds

**AFFIDAVIT TO AUTHENTICATE HOLOGRAPHIC CODICIL**

Personally appeared before me, the undersigned authority in and for said County and State, CHARLES B. SCHLOEMER, an adult resident citizen of Madison, Mississippi, who, after being by me first duly sworn makes oath to the following:

That he was personally acquainted with Pearl A. Brantley, late of Madison County, Mississippi; that he was acquainted with Pearl A. Brantley for several years; that he observed the handwriting and signature of the said Pearl A. Brantley during said years; that during that time he had an opportunity to become familiar with the handwriting and signature of Pearl A. Brantley; that he examined the writing dated July 14, 1993, located on Page 2 of the original Last Will and Testament of the said Pearl A. Brantley, represented to be a Codicil (Amendment) to the said Last Will and Testament; that in his opinion said writing is wholly in the handwriting of the decedent and the signature on said writing is genuine, and that the writing was made and executed by Pearl A. Brantley. At the time of the said execution of said writing, Pearl A. Brantley was above the age of eighteen years and, in the opinion of the undersigned, was of sound and disposing mind and memory, and in full possession of all of her mental faculties. The said original Last Will and Testament containing the said writing is attached to this Affidavit, and this Affidavit is executed by Affiant in proof of said Codicil, and for the purpose of probating the same in the Chancery Court of Madison County, Mississippi.

*[Signature]*  
CHARLES B. SCHLOEMER

SWORN TO AND SUBSCRIBED before me, this the 16<sup>th</sup> day of August, 1999.

Peggy P. Ivica  
NOTARY PUBLIC

My Commission Expires:  
January 29, 2001



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17<sup>th</sup> day of Sept, 19 99, at 1:30 o'clock P.M., and was duly recorded on the SEP 17, 1999, Book No. 31, Page 801.

STEVE DUNCAN, CHANCERY CLERK

BY: Stanley Hill D.C.

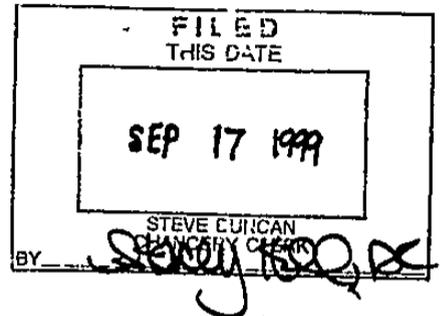
IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

NO. 99-642

IN THE MATTER OF THE  
LAST WILL AND TESTAMENT OF  
PEARL A. BRANTLEY, DECEASED

STATE OF MISSISSIPPI

COUNTY OF MADISON



**AFFIDAVIT TO AUTHENTICATE HOLOGRAPHIC CODICIL**

Personally appeared before me, the undersigned authority in and for said County and State, GEORGE M. HARRIGILL, an adult resident citizen of Jackson, Mississippi, who, after being by me first duly sworn makes oath to the following:

That he was personally acquainted with Pearl A. Brantley, late of the Madison County, Mississippi; that he was a friend of Pearl A. Brantley for several years; that he observed the handwriting and signature of the said Pearl A. Brantley during said years; that during that time he had an opportunity to become familiar with the handwriting and signature of Pearl A. Brantley; that he examined the instrument of writing dated November 8, 1993, represented to be a Codicil (Amendment) to the Last Will and Testament of the said Pearl A. Brantley; that in his opinion said instrument is wholly in the handwriting of the decedent and the signature on said instrument of writing is genuine, and that the Codicil was made and executed by Pearl A. Brantley. At the time of the execution of said instrument of writing, Pearl A. Brantley was above the age of eighteen years and, in the opinion of the undersigned, was of sound and disposing mind and memory, and in full possession of all of her mental faculties. The original of said instrument of writing is attached to this Affidavit, and this Affidavit is executed by Affiant in proof of said Codicil, and for the purpose of probating the same in the Chancery Court of Madison County, Mississippi.

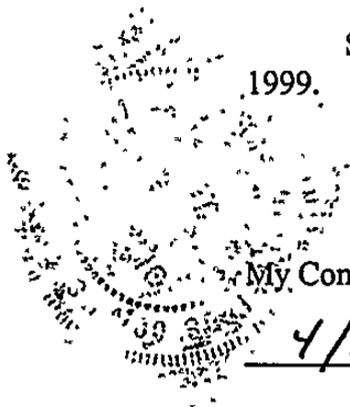
  
\_\_\_\_\_  
GEORGE M. HARRIGILL

SWORN TO AND SUBSCRIBED before me, this the 29<sup>th</sup> day of July, 1999.

Marguerite B. Brantley  
NOTARY PUBLIC

My Commission Expires:

4/1/2002



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17<sup>th</sup> day of Sept, 1999, at 1:30 o'clock P.M., and was duly recorded on the SEP 17, 1999, Book No. 31, Page 203.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

NO. 99-642

IN THE MATTER OF THE  
LAST WILL AND TESTAMENT OF  
PEARL A. BRANTLEY, DECEASED

STATE OF MISSISSIPPI

COUNTY OF Hinds

FILED THIS DATE
SEP 17 1999
STEVE DUNCAN CHANCERY CLERK
BY <u>[Signature]</u>

**AFFIDAVIT TO AUTHENTICATE HOLOGRAPHIC CODICIL**

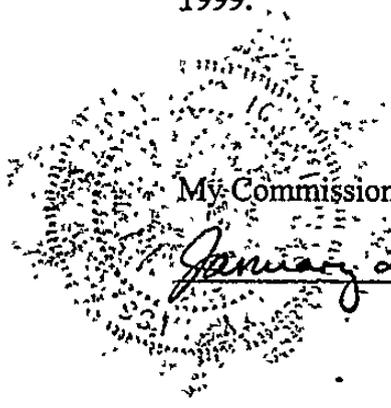
Personally appeared before me, the undersigned authority in, and for said County and State, CHARLES B. SCHLOEMER, an adult resident citizen of Madison, Mississippi, who, after being by me first duly sworn makes oath to the following:

That he was personally acquainted with Pearl A. Brantley, late of the Madison County, Mississippi; that he was an acquaintance of Pearl A. Brantley for several years; that he observed the handwriting and signature of the said Pearl A. Brantley during said years; that during that time he had an opportunity to become familiar with the handwriting and signature of Pearl A. Brantley; that he examined the instrument of writing dated November 8, 1993, represented to be a Codicil (Amendment) to the Last Will and Testament of the said Pearl A. Brantley; that in his opinion said instrument is wholly in the handwriting of the decedent and the signature on said instrument of writing is genuine, and that the Codicil was made and executed by Pearl A. Brantley. At the time of the execution of said instrument of writing, Pearl A. Brantley was above the age of eighteen years and, in the opinion of the undersigned, was of sound and disposing mind and memory, and in full possession of all of her mental faculties. The original of said instrument of writing is attached to this Affidavit, and this Affidavit is executed by Affiant in proof of said Codicil, and for the purpose of probating the same in the Chancery Court of Madison County, Mississippi.

[Signature]  
CHARLES B. SCHLOEMER

SWORN TO AND SUBSCRIBED before me, this the 16<sup>th</sup> day of August, 1999.

Peggy D. Price  
NOTARY PUBLIC



My Commission Expires:

January 29, 2001

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17<sup>th</sup> day of Sept, 19 99, at 1:30 o'clock P.M., and was duly recorded on the SEP 17, 1999, Book No. 31, Page 805.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey HLO D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

NO. 99-642

IN THE MATTER OF THE  
LAST WILL AND TESTAMENT OF  
PEARL A. BRANTLEY, DECEASED

STATE OF MISSISSIPPI

COUNTY OF MADISON

FILED THIS DATE
SEP 17 1999
STEVE DUNCAN CHANCERY CLERK
BY <u>Steve Duncan</u>

**AFFIDAVIT TO AUTHENTICATE HOLOGRAPHIC CODICIL**

Personally appeared before me, the undersigned authority in and for said County and State, GEORGE M. HARRIGILL, an adult resident citizen of Jackson, Mississippi, who, after being by me first duly sworn makes oath to the following:

That he was personally acquainted with Pearl A. Brantley, late of the Madison County, Mississippi; that he was a friend of Pearl A. Brantley for several years; that he observed the handwriting and signature of the said Pearl A. Brantley during said years, that during that time he had an opportunity to become familiar with the handwriting and signature of Pearl A. Brantley; that he examined the writing dated July 14, 1993, located on Page 2 of the original Last Will and Testament of the said Pearl A. Brantley, represented to be a Codicil (Amendment) to the said Last Will and Testament; that in his opinion said writing is wholly in the handwriting of the decedent and the signature on said writing is genuine, and that the writing was made and executed by Pearl A. Brantley. At the time of the said execution of said writing, Pearl A. Brantley was above the age of eighteen years and, in the opinion of the undersigned, was of sound and disposing mind and memory, and in full possession of all of her mental faculties. The said original Last Will and Testament containing the said writing is attached to this Affidavit, and this Affidavit is executed by Affiant in proof of said Codicil, and for the purpose of probating the same in the Chancery Court of Madison County, Mississippi.

George M. Harrigill  
GEORGE M. HARRIGILL

SWORN TO AND SUBSCRIBED before me, this the 27<sup>th</sup> day of July, 1999.

Marguerite B. Cindworth  
NOTARY PUBLIC

My Commission Expires:

4/1/2002

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17<sup>th</sup> day of Sept, 19 99, at 1:30 o'clock P M., and was duly recorded on the SEP 17 1999, Book No. 31, Page 807.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.



# Last Will and Testament

**FILED**

SEP 21 1999

1:45 P.M.

OF

ELIZABETH CRAWFORD COLEMAN

STEVE DUNCAN

CHANCERY CLERK

By: *Karen Tapp, P.C.*

#99-671

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

I.

I hereby appoint my daughter, Charlotte Coleman Powell, as Executrix of this my Last Will and Testament, and it is my desire that my Executrix shall have full and complete power and authority to do and to perform any act deemed by her to be in the best interest of my estate. I hereby direct that no bond be required of the Executrix and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting.

II.

I hereby give, devise and bequeath unto my daughter, CHARLOTTE COLEMAN POWELL, all of my property, whether it be real, personal or mixed, wheresoever situated or howsoever situated or howsoever described.

IN WITNESS WHEREOF, I, ELIZABETH CRAWFORD COLEMAN, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 6th day of March, 1997, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

*Elizabeth Crawford Coleman*  
ELIZABETH CRAWFORD COLEMAN

WITNESSES:

*Ava Paula Feraci*  
*Ranetta Oberer*

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 6<sup>th</sup> day of March, 1997.

Ava Paula Feraci

Arnetta Oscar

WITNESSES

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI

COUNTY OF MADISON

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, Arnetta Oscar and Ava Paula Feraci, 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 6<sup>th</sup> day of March, 1997, Elizabeth Crawford Coleman, in their presence, signed her name thereto, and in their presence declared the same to be her Last Will and Testament; that at her 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 Elizabeth Crawford Coleman, on the 6<sup>th</sup> day of March, 1997, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Initial ECF

Arnetta Oscar residing at 313 N. Hickory St.  
Canton, MS 39046

Ava Paula Feraci residing at 1649 Sunset Drive  
Canton, MS 39046

SWORN TO AND SUBSCRIBED before me this the 6th day of  
March, 1997.

Ameda Rocha  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
1-21-99

(SEAL)

1 FIRMICRMPWILD COLEMAN 103  
8723/41070

Initial ESL



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 21st day  
of September, 1999, at 1:45 o'clock P.M., and was duly recorded  
on the 21st day of September, 1999, Book No. 31, Page 809.

STEVE DUNCAN, CHANCERY CLERK

BY: Loren Jupp D.C.