

#99-677

Last Will and Testament

OF

MARIE THELMA HALL DEAN

FILED
THIS DATE

SEP 24 1999

STEVE DUNCAN
LEWIS & CLARK
BY *Steve Duncan*

I, Marie Thelma Hall Dean, an adult resident citizen of the First Judicial District of Harrison County, Gulfport, Mississippi do make, publish and declare this instrument as and for my Last Will and Testament, hereby revoking all other wills or codicils at any time heretofore made by me.

ARTICLE I

I direct my Executor to pay the expenses of my last illness and interment as soon as practicable after my death.

ARTICLE II

I bequeath and devise all of my estate, whether real, personal or mixed in fee simple to my son, Gary Wayne Dean, and my daughter, Debra Lynn Dean Fountain, the same to be theirs, share and share alike.

ARTICLE III

I nominate and appoint my son, Gary Wayne Dean to serve as Executor of this my Last Will and Testament, the same Gary Wayne Dean to serve without bond or other undertaking; provided however, that should my son, Gary Wayne Dean, predecease me, I nominate and appoint my daughter, Debra Lynn Dean Fountain, to serve as Executrix of this my Last Will and Testament, the said Debra Lynn Dean Fountain to serve without bond or other undertaking.

In witness whereof, I have set my hand and seal to this, my Last Will and Testament, this 4th day of January, 1978, at Gulfport, Mississippi.

Marie Thelma Hall Dean
MARIE THELMA HALL DEAN

The above and foregoing Will of MARIE THELMA HALL DEAN was declared and acknowledged in our presence to be her Will and was signed and subscribed by the said MARIE THELMA HALL DEAN in our presence and we, the undersigned, at her request and in her presence and in the presence of each other, have witnessed the execution of the Will of MARIE THELMA HALL DEAN.

Signatures this 4th day of January, 1978.

D. A. [Signature]
WITNESS

12712 Hanover Dr
Ocean Springs Ms 39564
ADDRESS

William H. Roberts
WITNESS

406 Russell ave. apt 4
Long Beach, Ms. 39560
ADDRESS



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 24th day of Sept, 1999, at 9:30 o'clock A M., and was duly recorded on the SEP 24 1999, Book No. 32, Page 1.

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

FILED THIS DATE
SEP 24 1999
STEVE DUNCAN
CHANCERY CLERK

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
MARIE THELMA HALL DEAN, DECEASED

CAUSE NO. 99-677

AFFIDAVIT OF SUBSCRIBING WITNESS
IN PROOF OF WILL

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid the undersigned Affiant, D. L. Anderson, who being by me first duly sworn, makes oath to the following:

That the undersigned D. L. Anderson, at the special request of Marie Thelma Hall Dean, did, on the 4th day of January, 1978, sign and subscribe an instrument of writing represented to be the Last Will and Testament of Marie Thelma Hall Dean.

That said instrument was signed by Marie Thelma Hall Dean as Testatrix in the presence of the undersigned D. L. Anderson and in the presence of the other subscribing witness, William H. Roberts; and the said Testatrix declared said instrument to be her Last Will and Testament in the presence of the undersigned D. L. Anderson and in the presence of said other subscribing witness, that the undersigned D. L. Anderson signed and subscribed the said instrument as an attesting witness thereto, in the presence of the Testatrix and in the presence of the said other subscribing witness.

At the time of the attestation and signing of said instrument, the said Marie Thelma Hall Dean 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.



D. L. Anderson 9-16-99
D. L. ANDERSON - AFFIANT
Address: 105 Lynne Therese, Ocean Springs, MS 39564-9733

SWORN TO AND SUBSCRIBED BEFORE ME, this the 16 day of July, 1999.

Catherine M. Blower
NOTARY PUBLIC in and for the State of Mississippi

MY COMMISSION EXPIRES: SEP 24 1999
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES DEC. 11, 2002
BONDED THRU STEGALL NOTARY SERVICE

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 24th day of Sept, 1999, at 9:30 o'clock A. M., and was duly recorded on the SEP. 24. 1999, Book No. 32, Page 3.



STEVE DUNCAN, CHANCERY CLERK

BY: Jacey Hill D.C.

000002 PAGE 004

FILED

OCT 04 1999

LAST WILL AND TESTAMENT

OF

MISS MARCELLA CATHRYN KLAAS

**STEVE DUNCAN
CHANCERY CLERK**

By: Karen Jupp, D.C.

#99-705

I, MARCELLA CATHRYN KLAAS, an adult resident citizen of Madison County, Mississippi, being above the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all previous wills and/or codicils heretofore made by me.

ITEM I.

I hereby appoint, nominate and constitute my brother, Leo J. Klaas, as the Executor of this my Last Will and Testament, and if he is unable or unwilling to serve then my brother, Fred J. Klaas, Jr., as Executor of this my Last Will and Testament, and in either event I do hereby waive all bond, inventory, appraisal and accounting by either Executor insofar as I am legally entitled to waive same.

ITEM II.

I hereby give, devise and bequeath all of my property, both real, personal and mixed, equally to my mother, Mrs. Veronica Klaas, and my two brothers, Leo J. Klaas and Fred J. Klaas, Jr. In the event my said mother predeceases me, then I give, devise and bequeath all of my property, both real, personal and mixed, to my said two brothers, and in the event that either of my said two brothers predeceases me, then the share which would otherwise go to such predeceased brother shall go to the children of his body,

MCK

Marcella Cathryn Klaas

per stirpes, if any, and if none, then to my other brother and my mother equally.

WITNESS my signature to this my Last Will and Testament on this the 9th day of June, 1971.

Marcella Cathryn Klaas
MARCELLA CATHRYN KLAAS

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

Linda Perkins

Jays Williams

Joe Jack Hurst

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of October, 1999, at 1:00 o'clock P. M., and was duly recorded on the 4th day of October, 1999, Book No. 32, Page 4.

STEVE DUNCAN, CHANCERY CLERK

BY: *Allen Tupp* D.C.



FILED

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
OCT 04 1999

IN THE MATTER OF THE ESTATE
OF MARCELLA CATHRYN KLAAS, DECEASED

STEVE DUNCAN
CHANCERY CLERK
By: *Wm. J. ...*
CIVIL ACTION FILE NO. 99-705

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HANDS

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, **LINDA PERKINS JENNINGS**, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Marcella Cathryn Klaas, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Marcella Cathryn Klaas signed, published and declared said instrument as her Last Will and Testament on the 6th day of June, 1971, the day and date of said instrument, in the presence of this affiant, Joye Williams and Joe Jack Hurst, the other subscribing witnesses to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, **Linda Perkins Jennings**, the Affiant, Joye Williams and Joe Jack Hurst, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

Linda Perkins Jennings

Linda Perkins Jennings

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 1st day of October, 1999.

Ann B. Pepper
NOTARY PUBLIC

MY COMMISSION EXPIRES:
5-22-2001



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of October, 1999, at 1:00 o'clock P. M., and was duly recorded on the 4th day of October, 1999 Book No. 32, Page 6.

STEVE DUNCAN, CHANCERY CLERK

BY: Arant Fuip D.C.

LAST WILL AND TESTAMENT

OF

A. KELLUM LONG, JR.

THIS DAY
FILED
 3:45 P.M.
 OCT 07 1999
 STEVE DUNCAN
 Chancery Clerk
 By *[Signature]*
 #99-678

I, A. KELLUM LONG, JR., of MADISON COUNTY, MISSISSIPPI, do make, declare, and publish this my Last Will and Testament, hereby revoking all other Wills and Codicils which I have previously made.

ITEM 1

FAMILY

At the time of the Execution of this Will, my immediate family group consists of the following:

My sons, A. KEL LONG, III, and JOHN MCELROY LONG; and My daughter, EMILY LONG BENNETT, my sons and daughter being hereafter sometimes referred to collectively as my "children" and individually as my "child."

There are no deceased children of mine at this time who have left descendants living. "Descendants" shall mean the lawful lineal descendants in any degree of the ancestor designated and are intended to include an adopted person for all purposes whether such person is adopted before or after the execution of this Will or after my death.

ITEM 2

BURIAL

I wish my body buried as my Executor shall decide, and a suitable memorial erected, but without unnecessary expenses or

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extravagancies. The entire cost of such shall be borne by my estate and paid by my Executor.

ITEM 3

PAYMENT OF DEBTS, EXPENSES, AND TAXES

I direct that all my legally enforceable debts that are due and payable by me, any unpaid charitable pledges whether such pledges are legally enforceable or not, my funeral expenses, the expenses of my last illness, and the expenses of administration of my estate be paid as soon as practicable. However, my Executor may cause any just debt to be carried, renewed and/or refinanced from time to time upon such securities or collateral for its repayment as my Executor may deem advisable taking into consideration the best interests of all the beneficiaries hereunder. In addition, as to any debt secured by property, whether by mortgage or by any other security instrument, my Executor may, in his sole discretion, permit such property to pass subject to such debt. I further direct my Executor to pay all estate, inheritance, and death taxes that shall be imposed and which shall be payable with respect to any devise, legacy, or distribution under this Will or that shall be imposed by reason of my death (except for any tax on any generation-skipping transfer), including such taxes on proceeds of insurance on my life, whether or not the property, transfer or proceeds with respect to which said taxes are levied was a part of my testamentary estate at my death. The taxes, including any penalties and interest thereon, so paid by my Executor shall be charged against and paid from the residue of my estate. I authorize my Executor to claim any of the expenses of administration of my estate as income tax deductions upon an income tax return or returns whenever my Executor deems such

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action advisable to achieve an overall reduction in the income and death taxes payable by my estate.

ITEM 4

DISPOSITION OF TANGIBLE PERSONAL PROPERTY

I give and bequeath all of the tangible personal property owned by me at the time of my death (however, such shall not include any tangible personal property owned by me that is utilized directly or indirectly in any trade or business that I was involved in at the time of my death), as provided, and to the persons designated, in a written instrument executed by me and witnessed by two individuals, which refers to this Item of my Last Will and Testament, and which will be kept with this Will or in my safe deposit box. In the event that no such written instrument is found at the time of my death, or in the event such written instrument fails to dispose of all such tangible personal property owned by me at the time of my death, then I give and bequeath said undisposed tangible personal property to my children, in equal shares, if they survive me. If my children do not survive me, then my Executor, in my Executor's sole and absolute discretion, shall distribute such property to my descendants as deemed practicable or dispose of it and the proceeds of which shall be distributed in accordance with the remainder of this Will.

ITEM 5

POUR-OVER BEQUEST

All of the rest, residue and remainder of my property of every kind and description, and wherever located, including any lapsed or void legacy or devise (but not including any property

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over which I may have the power of disposition or appointment), I give, devise and bequeath to the Trustee of THE REVOCABLE LIVING TRUST of A. KELLUM LONG, JR., executed by me on the same date hereof and immediately heretofore, which instrument is incorporated herein and made a part hereof by reference. The property so bequeathed in this Item 5 of My Last Will and Testament is to be held in trust by the Trustee of my Revocable Living Trust and is to be distributed and administered according to the terms and provisions therein, as amended to the date of my death.

ITEM 6
YEAR'S SUPPORT

The provisions made in this Will for my children are in lieu of year's support, or of any forced share or mandatory distribution required by state law.

ITEM 7
JOINT BANK ACCOUNTS

All bonds, bank accounts, savings accounts, savings and loan accounts and other similar property I may own at the time of my death in the name of myself and any other person which are in terms payable on or after my death to such person shall be the sole property of such person, and my Executor shall make no claim against such person on account thereof.

ITEM 8
ALIENATION AND ASSIGNMENT

The interest of any beneficiary in the corpus or income of my estate or of any trust created under this Will shall not be

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transferred, assigned, pledged, encumbered, or conveyed and shall not be subject to the claims of any creditors of such beneficiary, voluntarily or involuntarily and the Executor or Trustee, as the case may be, shall continue distributing estate or trust property directly to or for the benefit of such beneficiary as provided for herein notwithstanding any transfer, assignment, pledge, encumbrance, or conveyance, or action by creditors; provided, however, that to the extent the Executor or Trustee is granted discretion in making or withholding distributions from the estate or trust to such beneficiary, nothing contained in this Item 8 shall be construed as requiring the Executor or Trustee to exercise discretion in favor of such beneficiary.

ITEM 9
EXECUTORS

9.1 Appointment of Executor. I nominate and appoint my children, A. KEL LONG, III, JOHN MCELROY LONG, and EMILY LONG BENNETT, as Co-Executors of this Will. If my one or more of them should fail to qualify or cease to serve, then the other(s) shall serve alone without the necessity of replacements. In the event there should ever be a vacancy in the office of Executor and no successor is appointed pursuant to this Item, then the adult beneficiaries and the guardians of any minor beneficiaries then entitled to the income of the estate shall by a majority vote appoint the successor Executor. All appointments of successor Executors made pursuant to this Item shall be effective without the necessity of court approval.

9.2 Appointment of Co-Executor. Any individual Executor, named and appointed as provided herein, is authorized but not required to select and appoint a person, including a bank or

trust company, to serve as Co-Executor. Should any Executor named in Item 9.1 above cease to serve as Co-Executor of this Will, then the remaining Co-Executor, if any, that was appointed pursuant to this Item 9.2 shall also cease to so serve, in which event I nominate and appoint the preceding persons in the preference and order indicated in Item 9.1 to serve as Executor of my Will.

9.3 Provision for Several Executors: In all matters relating to my estate or any trust, the decision of a majority of the Executors then acting shall control, unless specifically otherwise provided in this Will. Any writing signed by the persons whose decision shall control shall be valid and effective for all purposes as if signed by all such Executors.

9.4 Liability of Executors. No successor Executor shall be liable for any act of any predecessor Executor, nor shall such successor be required to inquire into or audit the acts of any predecessor or to make any claim against any predecessor Executor or his estate. Each Executor shall be responsible only for his own acts or omissions in bad faith.

9.5 Bond and Use of Terms. I direct that any Executor appointed to serve under this Will, whether original or successor, be permitted to qualify and serve without giving bond in this or any other jurisdiction. Any reference in this Will to "Executor" or "Executrix" shall mean the Executor or Executors serving from time to time under this Will, whether original or successor. Any use of the masculine shall include the feminine, the neuter the masculine or the feminine, and the singular the plural when such meaning is appropriate.

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ITEM 10

POWERS, DUTIES, AND OBLIGATIONS OF EXECUTOR

10.1 Powers. My Executor, his successors and survivors in office, shall, in addition to all applicable common law and statutory powers, have the following privileges and exemptions, without the order of any court:

(a) In General. To exercise all rights, powers, and privileges not inconsistent with the terms of this Will granted to Executors and generally under the laws of the State of Mississippi in effect at the time of my death, even though said laws should be thereafter repealed; provided, however, that my Executor shall not be required to obtain any order from or approval of any court, nor give notice to or obtain the consent of anyone, in conjunction with the exercise of any such right, power, or privilege.

(b) Sell and Exchange Property. To sell, exchange, partition or otherwise dispose of any property or interest therein from time to time at public or private sale, with or without advertisement, upon such terms and conditions, including credit, as my Executor shall deem advisable.

(c) Leases and Options. To improve, repair, or lease (as lessor or lessee) any real or personal property and to grant or receive options to purchase property; and a lease or option may be made for a term which may extend beyond the duration of the administration of my estate.

(d) Investments. Without limitation, to retain any property owned by me including any stock owned by me in a corporate Executor; to invest in stocks, whether common, preferred or otherwise, bonds, loans, securities, interest in partnerships, or other property, real or personal, or in any common trust fund of a corporate Executor; to register any

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securities in their own names, or in the names of nominees, with or without indicating the fiduciary character of such investments; and to vote any stock by themselves or by proxy, it being my intention to give my Executor the same investment powers which I possess with respect to my own funds.

(e) Diversification. To acquire, receive, and retain investments without regard to principles of diversification, and without regard to the predominance of common stock, or stock in closely held corporations.

(f) Reorganization. To enter into any plan or agreement for the sale, merger, consolidation, liquidation, recapitalization, or other disposition of any estate property, or of any corporation issuing securities held as part of my estate; and to accept in such transactions any cash, securities, or property that my Executor deems proper.

(g) Business Interests. To operate and continue any and all businesses, including proprietorships and partnerships, in which I may have an interest at the time of my death; to acquire additional interests in any such businesses; to liquidate or join in the liquidation of any such businesses; to sell or otherwise dispose of the same as going concerns; to incorporate or cause to be incorporated as they shall see fit, and to retain stock in any such businesses so incorporated without liability for depreciation in value; to become or remain a general or limited partner in any new or continuing partnership and to take such other action as they may deem necessary or proper for the purpose of beginning or continuing the operation or liquidation of such businesses; to act as directors, officers, or employees of any such businesses, and receive reasonable compensation therefor.

(h) Compromise of Claims. To compromise or settle any and all claims for or against my estate; and to rescind or modify

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any contract affecting my estate, all in such manner and upon such terms as my Executor deems best.

(i) Borrowing. To borrow money for any purpose that my Executor may deem proper, including the power to borrow from any corporate Executor upon reasonable terms, and to secure such indebtedness by mortgage, loan deed, or otherwise.

(j) Insurance Proceeds. To receive and accept the proceeds of any life insurance policy which may be payable to my estate and to treat the proceeds thereof as a part of the original fiduciary funds; the receipt of my Executor for the proceeds of any such insurance policy shall constitute a complete, conclusive and final release of the insurance company from any further liability upon such life insurance policy, and such insurance company shall have no obligation to inquire into the application of such proceeds by my Executor.

(k) Amortization and Depreciation. To calculate income from securities without amortizing any premiums at which they were acquired or accumulating the discounts; to provide reserves, from income otherwise distributable, for depreciation, obsolescence, or other prospective loss, reduction in value, or casualty, at the discretion of my Executor, if such calculations or reserve provisions are reasonable.

(l) Allocations to Corpus. To reasonably determine, in their sole discretion, what is income or corpus of fiduciary funds and apportion and allocate all receipts, credits, disbursements, expenses and charges to income or corpus as they shall deem proper.

(m) Payment to incapacitated Beneficiaries. To make payment, in the sole discretion of my Executor, in any one or more of the following ways during the minority or physical or mental incapacity of any beneficiary to whom corpus or income may be paid: (1) to such beneficiary directly; (2) to the guardian,

committee, conservator, or other similar official of such beneficiary; (3) to a relative of such beneficiary to be expended by such relative for the care, support, education, or maintenance of such beneficiary; or (4) by my Executor expending the same directly for the care, support, education, or maintenance of such beneficiary. My Executor's determination of the minority or incapacity of any beneficiary shall be final, and they shall not be responsible for the application of any payment after the same has been made to any person in accordance with the provisions hereof.

(n) Dealing with Related Entities. To publicly or privately sell property to or purchase property from any trust created by me during my lifetime, or by my spouse during my spouse's lifetime, or by any other relative at any time, with proceeds from any such other trust, for a consideration equal to the then fair market value of the property sold, notwithstanding that my Executor may also be the Trustee or Co-Trustee of such.

(o) Distributions from Pension and Profit Sharing Plans. If my estate is the beneficiary of any pension or profit sharing trust, and if my Executor has the discretion to elect or to participate in an election on how the pension or profit sharing proceeds are to be distributed, my Executor shall elect to have such proceeds distributed in a manner that will minimize the combined federal and state income and estate taxes, taking into consideration all relevant facts known to my Executor at the time of such election. In making an election under the provisions of this Item:

(1) My Executor is specifically authorized to elect to have the amounts paid over a period of time even though such payments may extend beyond the administration of my Estate; and

(2) My Executor may, but shall not be required to, consent to an election under which the payment period of the

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proceeds from the pension or profit sharing plan extends beyond ten (10) years.

10.2 Estate Administration. In addition to all estate law of general applicability, the following provisions shall govern the administration of my estate:

(a) Employment of Agents. My Executor may employ agents, custodians, attorneys, accountants and other experts and pay them reasonable compensation for their services.

(b) Employment of Appraisers. My Executor shall be authorized to employ and compensate such appraisers deemed by my Executor needful for the proper appraisal of the assets of my estate and to do so without liability for any neglect, omission, misconduct or default of any such appraiser provided such appraiser was selected and retained with reasonable care. Any penalty assessed which relates to the valuation of any asset shall be paid from my estate so long as my Executor selected such appraiser with reasonable care.

(c) Resignation. Any Executor may resign or renounce his or her appointment at any time by giving thirty (30) days prior written notice to each then living adult beneficiary and to the natural or legal guardian, if any, of each living minor beneficiary, and to the Trustee of any Trusts which are beneficiaries.

(d) Compensation of Executors. My individual Executor who is serving hereunder may receive reasonable compensation for his or her services. In the sole discretion of the individual Executor, any compensation payable hereunder may be charged currently, deferred, or waived. Any corporate Executor who is serving hereunder shall receive reasonable compensation for its services as it normally charges for like services under its regularly published fee schedule as the same may, from time to time, be amended.

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[Signature]
[Signature]

10.3 Distributions. Distributions by my Executor shall be carried out in accordance with the directions in this Will and the following provisions:

(a) Distributions in Kind. My Executor may make division or distribution in kind or in money, or partly in kind and partly in money. Any asset distributed in kind need not be distributed pro rata among beneficiaries. Instead, my Executor may, in his or her discretion, allocate particular assets or portions thereof or undivided interests therein to any one or more of the beneficiaries hereunder, taking into account the income tax basis of such assets as my Executor, in his or her discretion, shall deem to be for the best interests of the beneficiaries of my estate. The judgment of my Executor concerning the value of property for distribution, and which properties are to be distributed to the various beneficiaries, shall be binding and conclusive on all interested parties.

(b) During Administration. During the period of administration of my estate, my Executor is authorized to make distributions of the income of my estate to the same persons, and in the same proportions, as might be made if the administration were completed. Whenever the Trustee of my Revocable Living Trust is authorized or directed to make payment to or distribute property to a beneficiary from property received pursuant to Item 5 herein, my Executor may, during the period of administration, make such payment or distribution directly to the beneficiary. Moreover, until the property described in Item 5 herein passes to such Trust, my Executor shall have authority from time to time in his discretion, to distribute or make advances of income or principal to the beneficiaries of such Trust who would or might have been entitled to receive the same had such property passed to such Trust been established as of the date of my death. Any such sum which is advanced from the principal may in the

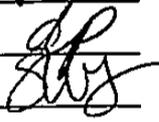
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discretion of the Trustee of such Trust be restored to principal from income otherwise payable or distributable to the beneficiary to whom such advance shall have been made. All advances shall be deemed to have been made without interest.

(c) Considerations Relative to Distributions. In determining whether and the extent to which any discretionary distribution of income or discretionary encroachment on corpus shall be made, my Executor may take into consideration the amounts and sources of other income of the beneficiary, his or her other resources and other monetary needs, and my Executor shall make distribution in accordance with the provisions of this Will and in the best interests of the beneficiary. My Executor shall be fully protected in acting upon any document or other evidence which is believed to be genuine relating to the income of the beneficiary or to any other factor my Executor consider relevant.

(d) Preference of Current Beneficiaries. In exercising discretionary powers, my Executor is authorized to favor the persons who are permissible current beneficiaries when my Executor believes it to be for their best interest to do so. The rights of all subsequent beneficiaries shall be subordinate to this priority. My Executor shall not be answerable to any subsequent beneficiary for any discretionary act done or omitted in favor of a current beneficiary, but no current beneficiary may compel any such preferential treatment.

10.4 Bond, Inventories, and Reports. All Executors hereunder are relieved from any obligation to file or make any bond, inventory, appraisalment, return, or report to any court, but shall render at least annually, within a reasonable time after the end of the applicable accounting period, a statement to beneficiaries with vested interests showing the condition of the

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estate and the receipts and disbursements during that preceding year.

10.5 Dealing with Executor. No person dealing with my Executor in the capacity of purchaser, seller, lender, tenant, lessee, or party to any other contract shall be bound to inquire into the capacity to act on the part of any Fiduciary or into the authority for, or propriety of, any act or to see to the application or disposition of any money or other property paid, delivered, or loaned to my Executor.

10.6 Ancillary Administration. In the event I own an interest in real property located outside the state of my domicile or in the event ancillary administration of my estate is needed for any other reason outside the state of my domicile, I appoint my domiciliary Executor, so long as my Executor may be permitted to qualify in such other jurisdiction, as my Executor in such other jurisdiction; and if my domiciliary Executor is unable or unwilling to qualify as such, then I appoint as my Executor in such other jurisdiction the person selected by my domiciliary Executor, by an instrument in writing signed by my domiciliary Executor, and delivered to the person so selected and to the court in such other jurisdiction having jurisdiction over the ancillary probate of my Will. Any Executor acting in such other jurisdiction shall have all of the powers, privileges, and immunities granted in this Will to my domiciliary Executor, and shall not be required to post bond, file inventories, or make reports to any court. Such Executor shall administer the assets of my estate in such other jurisdiction as promptly as possible and shall turn such assets over to my domiciliary Executor as and when appropriate.

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ITEM 11
SEVERABILITY

If any provision of this Will shall be unenforceable, the remaining provisions shall nevertheless be carried into effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal to this my Last Will and Testament consisting of 15 pages, including this page, each of which preceding page is identified by my initials and by the initials of each of the witnesses, this 17th day of ~~June~~, 1997.
October

A. Kellum Long, Jr. (SEAL)
A. KELLUM LONG, JR.

This Will was, in our presence, signed, published and declared by A. KELLUM LONG, JR. as and for his Last Will and Testament; and each of us, at his request and in his presence, and in the presence of each other, has hereunto subscribed his or her name and affixed their seal as Witness the day and year above set out.

WITNESSES:

ADDRESSES:

Velma Lamson (SEAL)

2114 A Thousand Oaks Dr.
Jackson, MS. 39212

Walter Pruitt (SEAL)

6325 Cedarwood Dr
Jackson 39213

Sheribets W. Jarner (SEAL)

416 Beechwood Lane
Madison, MS 39110

Last Will and Testament of
A. Kellum Long, Jr.

Page 15 of 15 Pages

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7th day of October, 1999, at 3:45 o'clock P. M., and was duly recorded on the 7th day of October, 1999, Book No. 32, Page 8.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Tups D.C.



FIRST CODICIL TO
THE LAST WILL AND TESTAMENT OF
A. KELLUM LONG, JR.

THIS DAY
FILED
OCT 07 1999
STEVE DUNCAN
Notary Clerk
By *[Signature]*

I, A. KELLUM LONG, JR., of MADISON COUNTY, MISSISSIPPI, do hereby make, declare, and publish this First Codicil to my Last Will and Testament executed on the 17th day of October, 1997 before Velma Lawson, Delois Pruitt, and Sherribeth W. (Mattox) Farmer, as attesting witnesses.

ITEM 1 OF CODICIL

I hereby amend my said Last Will and Testament by inserting new Item 4A immediately after Item 4 and before Item 5 to read as follows:

"ITEM 4A

Pursuant to the power of appointment granted to me under Article 5.3(B) of The IHL Family Trust u/a/d 12/23/93, Ivy H. Long, Trustor and A. Kellum Long and William Long, Co-Trustees (the "IHL Family Trust"), I hereby direct and appoint that so much of the share that would otherwise pass to my ^{children} son, A. Kel Long, III, ^{and JOHN M. LONG} and as is exempt from the GST Tax upon my death by allocation by my executor, upon my death pursuant to said Article 5.3(B) if I had not exercised such power shall not be held for him under Articles 5.3(C) and 5.3(D), of the IHL Family Trust, but shall instead be distributed to the trustee and held in trust for him pursuant to the terms of the trust for his benefit under Article 7.2 of my Revocable Living Trust u/a/d October 17, 1997, and as amended on the same date hereof and immediately heretofore (my Revocable Living Trust).

Notwithstanding any provision of this Will which may be construed to the contrary, in no event do I intend the property distributed pursuant to the exercise of my limited power of appointment in favor of the Trust established under Item 7.2 of my Revocable Living Trust to result in such property having an Inclusion Ratio of more than zero (0). My Executor shall have

[Signature]

the sole discretion to select the assets which shall be distributed pursuant to this power of appointment and such property shall carry with it a proportionate part of trust income. Further, notwithstanding the terms of the Trust established under Item 7.2 of my Revocable Living Trust, with respect to the property over which I have exercised my power of appointment, such Trust administered under Item 7.2 of my Revocable Living Trust shall terminate within the time specified as the maximum permissible period under Article 10.3 of the IHL Family Trust, and to the extent necessary, my Trustee shall keep separate trust records or accounts to ensure that this requirement is met.

Any property which would pass to the trust for my ^{children} son, A. Kel Long, III ^{and JOHN M. LONG} under my Revocable Living Trust which is not exempt from the GST Tax shall be held and distributed to my ^{children} son, A. Kel Long, III ^{and JOHN M. LONG} under the terms of the IHL Family Trust, and I do not exercise any power of appointment over such property."

OK
MWS
RHe

AKS
MWS
JGL
RHe

ITEM 2 OF CODICIL

Except as herein modified, I hereby remake, republish and redeclare my said Last Will and Testament.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal to this First Codicil to my said Last Will and Testament, consisting of 3 pages, including this page, the preceding page of which is identified by my initials, this 3 day of September, 1999.

A. Kellum Long, Jr. (SEAL)
A. KELLUM LONG, JR.

Signed, sealed, published and declared by A. KELLUM LONG, JR. as and for a First Codicil to his Last Will and Testament executed on October 17, 1997 and we, at his request and in his presence, and in the presence of each other, have hereunto subscribed our names as witnesses the day and year above set out.

WITNESSES:

ADDRESSES:

George W. Shaffer

1017 Bridgeport Dr.
Madison, MS 39110-8901

Fairy J. Shaffer

1017 Bridgeport Dr
Madison, MS 39110-8901

Harold F. Ellis

1634 Wilhurst St
JX, MS, 39211

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7th day of October, 1999, at 3:45 o'clock P. M., and was duly recorded on the 7th day of October, 1999, Book No. 32, Page 23.



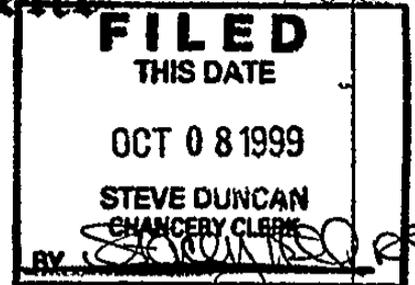
STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

Last Will and Testament #9-717

OF

WINNIE ELLIS PHILLIPS



I, WINNIE ELLIS PHILLIPS, an adult resident citizen of Madison, Madison County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby expressly revoke any former Wills and Codicils heretofore made by me.

ITEM I.

I do hereby designate my nephew, Stephen Wade Ellis, as Executor of my Last Will and Testament, without bond. I ask that he counsel with William H. Cox, Jr. of Watkins & Eager, Jackson, Mississippi, in the probating of this my Will, and the handling and administration of my Estate.

ITEM II.

I give, devise and bequeath my land, property and improvements thereon located at Route #1, Carthage, Mississippi, generally described as 153½ acres in Section 7, Township 9 North, Range 8 East, Leake County, Mississippi, to my nephew, Stephen Wade Ellis, together with any and all title documents, notes, survey, and deeds of trust relating to this property and its improvements. This is less and except the approximately eight acres of this property I conveyed on or about December 15, 1980 to Phillip and Jeanie Seymer.

ITEM III.

I give, devise and bequeath unto Kathy Morris Murray all books owned by me at the time of my death, together with the

balance of my personal historical documents and papers. These papers are stored in two 4-drawer file cabinets, one of which is locked.

ITEM IV.

I give, devise and bequeath unto the First United Methodist Church of Clinton, Mississippi, my land and property at Rio Rico, Arizona, described as Block 339, Lot or Tract 42, Unit 10, Santa Cruz County, Arizona. I also bequeath and give to First United Methodist Church of Clinton, Mississippi the 4-drawer file cabinet records containing History of (1) First United Methodist Church, (2) United Methodist Church, (3) Methodist Women, and (4) Methodist Women.

ITEM V.

The balance of my personal effects are to be distributed by my Executor, Stephen Wade Ellis, as follows:

A. I give, devise and bequeath to Eleanor Phillips Harris, my late husband's daughter, two items:

1. Painting: Phillips Coat of Arms (May 1961) by Pauline Wright (Mrs. Irby C. Nichols, Baton Rouge, LA);
2. Earl L. Phillips' Photo Album (1921).

B. I give, devise and bequeath to Lida Kendrick Mayfield, my late husband's granddaughter, the hand-made Food Tray made by Earl L. Phillips, using some cigar wrappers.

C. I give, devise and bequeath to Robert Craig Mayfield, my late husband's great-grandson, a photograph of Earl L. Phillips, "GG", ca 1919.

D. I give, devise and bequeath to James Bradford Mayfield, my late husband's great-grandson, two items:

1. Framed photograph of Earl L. Phillips, "GG" with curls;
2. Albrecht Durer's Betende Hands by Brower - "Praying Hands".

E. I give, devise and bequeath to William Earl Kendrick, my late husband's grandson, two items:

1. Elgin Quartz pocket watch, which had been a 1983 Christmas gift to Earl L. Phillips from Bootsie, Jack, Billy and Elizabeth;
2. Movie tapes of the Phillips Family.

F. I give, devise and bequeath to Elizabeth Kendrick Overby, my late husband's granddaughter, three items:

1. Framed photograph of Earl L. Phillips' mother, "Bessie" Emma Elizabeth Love (b. 4-27-1877, d. 2-20-1920; m. George Fall Phillips 2-20-1896;
2. Three (3) 5x7 Lionel Barrymore gold prints in one long frame.
3. A round Mahogany Duncan Fife table with drawer.

G. I give, devise and bequeath to Louise Ellen Harris, my late husband's granddaughter, three items:

1. Table with swivel hand made by Earl L. Phillips;
2. Earl L. Phillips' briefcase;
3. Portrait of Earl L. Phillips by Sara Withers.

H. I give, devise and bequeath to Eleanor Love Harris, my late husband's granddaughter, two items:

1. One of his favorite books, Rhymes of a Rolling Stone, by Robert W. Service (1923);
2. Painting of our former home, 550 Spring Ridge Road, Clinton, Mississippi, by Sara Withers.

I. I give, devise and bequeath to my late husband's grandniece, Cindy Payne Wingerter, a blue floral hand painted antique pitcher. Cindy's mother, Jacqueline Phillips Payne, gave the pitcher to us after the death of her mother, Fredna Haralson Phillips.

J. I give, devise and bequeath to Bruce Homan Caldwell the inlaid board carved by his father, James Leon Caldwell, Jr.

K. I give, devise and bequeath to Amy Lou Ellis McNeill three (3) Chinese words: 1. Happiness or Amusement; 2. Prosperity; and 3. Fortune or Wealth.

L. I give, devise and bequeath to Katherine Morris Murray, six (6) items:

1. My United Methodist Women's Special Membership Pin;
2. Earl L. Phillips' wedding ring;
3. Winnie Ellis Phillips' wedding ring;
4. Aerial photograph of our home, 550 Spring Ridge Road, Clinton, Mississippi;
5. Jewelry shadow box, including USNR hat insignia, and more;
6. My briefcase.

M. I give, devise and bequeath to my friend, Patricia Carroll, two (2) items, as follows:

1. Framed etching of our former home, 550 Spring Ridge Road, Clinton, Mississippi;
2. Carved Bowl, Monkeypod Hardwoods, Hawaii.

N. I give, devise and bequeath to our friend, Cecelle T. Custer, a print of the Amalfi Coast, Italy, framed.

O. I give, devise and bequeath to our friend, Reverend James R. Dabbs, two items:

1. Mockingbird music box, Judy Garland singing, "Over The Rainbow";
2. Electric Supply Company's Dated Events War Map, WWII, V-E Commemorating Victory in Europe, 8-1945.

P. I give, devise and bequeath to St. Catherine's Village my painting, "The Rosary", by Joan Crenshaw.

Q. I give, devise and bequeath to my nephew, Stephen Wade Ellis, all of my china, crystal, silver, home furnishings and clothing.

R. I give, devise and bequeath to my niece, Paula Veal Ellis, my pendant watch purchased in 1965 from Max Birnbaum Uhrmacher, Luzern, Switzerland, Pilatusstrasse 34, together with all other jewelry owned by me at the time of my death other than specifically covered in other parts of this Will.

ITEM VI.

After the foregoing gifts, devises and bequests are made, then as to the rest, residue, and balance of my Estate, I give, devise and bequeath the balance of my Estate unto the following named individuals:

A. To my nephew, Stephen Wade Ellis, twenty-five per cent (25%);

B. To my material relative, Katherine Morris Murray, fifteen per cent (15%);

C. To the children and grandchildren of my late husband, Earl L. Phillips, twenty-five per cent (25%), in equal parts, share and share alike. Said children being Earline Phillips Kendrick and Eleanor Phillips Harris, and said grandchildren being Lida Louise Kendrick Mayfield, William Earl Kendrick, Elizabeth Love Kendrick Overby, Louise Ellen Harris, and Eleanor Love Harris.

D. To be divided among the great grandchildren of my late husband, Earl L. Phillips, I give, devise and bequeath ten per cent (10%), in equal parts, share and share alike, said great grandchildren being Robert Craig Mayfield, James Bradford Mayfield, Courtney Elizabeth Mayfield, Jonathan Alexander Mayfield, Erin Leigh Kendrick, Lauren Marie Kendrick, and William Mark Overby, Jr.

E. To Joseph Philip Seymer, Jeanie Tolson Seymer, Jennifer Nichole Seymer, and Ura Seymer, I give, devise and bequeath ten per cent (10%) each, in four equal parts, share and share alike.

F. I give, devise and bequeath ten per cent (10%) unto The First United Methodist Church of Clinton, Mississippi.

G. I give, devise and bequeath five per cent (5%) unto Mississippi Conference of United Methodist Women, specifically for the Frances Perry Scholarship.

H. Should any of the individuals named in A-D predecease me, in such event that person's share shall be divided equally among that person's heirs.

WITNESS MY SIGNATURE, this 12th day of November, 1992.

Winnie Ellis Phillips
Winnie Ellis Phillips, Testatrix

WITNESSES:

Kathryn Dale
Josh Dehmer

CERTIFICATE OF SUBSCRIBING WITNESSES

We, the undersigned, do hereby certify that Winnie Ellis Phillips made, declared and published the foregoing instrument as her Last Will and Testament in our presence and that she signed and subscribed the same in our presence, especially requesting us to be subscribing witnesses, and that we signed as such witnesses in the presence of the Testatrix and in the presence of each other.

WITNESS our signatures on this 12th day of November, 1992.

Kathryn Dale
340 Amber Dr. Ridgeland MS 39157
Address

Josh Dehmer
100 Trace Ridge, Ridgeland MS 39157
Address

SUBSCRIBING WITNESSES



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 8th day of October, 1999, at 9:30 o'clock A.M., and was duly recorded on the OCT 28 1999, Book No. 32, Page 28

STEVE DUNCAN, CHANCERY CLERK

BY: Jacey Kell D.C.

FILED
THIS DATE
OCT 08 1999
STEVE DUNCAN
CHANCERY CLERK
BY: *[Signature]*

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Kathryn Dale and Josh Dehmer credible and competent subscribing witnesses to the Last Will and Testament dated November 12, 1992, purporting to be the Last Will and Testament of Winnie Ellis Phillips, each of whom having been first duly sworn, state on oath that the said Winnie Ellis Phillips signed, made and published and declared said instrument as her Last Will and Testament on the 12th day of November, 1992, the date of said instrument, in the presence of these affiants; that the Testatrix was then of sound and disposing mind and memory, and above the age of eighteen (18) years; that the Testatrix was acting voluntarily without undue influence, fraud or restraint; that the affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of Winnie Ellis Phillips and in the presence of Winnie Ellis Phillips and in the presence of each other; that the Testatrix at the time of the attestation was mentally capable of recognizing and actually conscious of said act and attestation; that the subscribing witnesses were, at the time of said attestation, competent witnesses under the laws of the State of Mississippi; that at the time of said attestation the Testatrix, Winnie Ellis Phillips, indicated to the affiants that she was a resident of and had a fixed place of residence in Madison County, Mississippi; and that this Proof of Will is attached to the original of that certain foregoing written instrument signed, made, published and declared by the said Testatrix, Winnie Ellis Phillips, as her Last Will and Testament on the 12th day of November, 1992.

Kathryn Dale
Josh Dehmer

SWORN TO AND SUBSCRIBED before me on this the 12 day of November, 1992.

Barbara Ann [Signature]
NOTARY PUBLIC
[Notary Seal: BARBARA ANN [Signature] NOTARY PUBLIC, MISSISSIPPI]

My Commission Expires: _____

Names and Addresses of Subscribing Witnesses:

Kathryn Dale
340 Arbor Dr. Ridgeland, MS 39157

Josh Dehmer
100 Trace Ridge Dr. Ridgeland MS 39157



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 8th day of Oct, 1999, at 9:30 o'clock A.M., and was duly recorded on the OCT +8 1999, Book No. 32, Page 34.

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

THE PEOPLE OF THE STATE OF NEW YORK

BY THE GRACE OF GOD FREE AND INDEPENDENT BOOK 0032 PAGE 035

To all whom these presents shall come or may concern, GREETING: #99-716

Know Ye,

That we, having examined the records and files in the office of the Surrogate of the County of Broome, do find there remaining a certain record of the Last Will and Testament of ANNE R. CHARVAT Deceased; together with (name of decedent)

the Probate Proceeding thereof and Letters Testamentary granted thereon; said Will having been duly executed and proven agreeably to the laws and usages of the State of New York and admitted to Probate as a Will of Real and Personal Property on OCTOBER 30, 1998 (date of probate)

FILED THIS DATE OCT 08 1999 STEVE DUNCAN CHANCERY CLERK BY [Signature]

in the words and figures following, to wit:

EXHIBIT "A"

All of which we have caused by these presents to be exemplified, and the seal of our said Surrogate's court to be hereunder affixed.

WITNESS, HON. JOHN M. THOMAS, Surrogate of Broome County at the City of Binghamton, New York.

Date December 10, 1998

Marilyn A. Vescio
Chief Clerk of the Surrogate's Court

STATE OF NEW YORK

SS:

COUNTY OF BROOME

I, JOHN M. THOMAS, Presiding Judge of the Surrogate's Court within and for the County of Broome and State aforesaid, do hereby certify that MARILYN A. VESCIO, who signed the foregoing certificate, is, and was at the time of signing and sealing the same, Chief Clerk of the Surrogate's Court in and for the County and State aforesaid, duly appointed and qualified; that she is the proper custodian of the books and records of said Court; that her signature is her own genuine handwriting, and that said certificate is in due form of law and by the proper officer.

(L.S.)

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said court at Binghamton, Broome County, New York on

December 10, 19 98

STATE OF NEW YORK

SS:

COUNTY OF BROOME

[Signature]
Surrogate of Broome County

I, MARILYN A. VESCIO, Chief Clerk of the Surrogate's Court within and for the County of Broome and State aforesaid, do hereby certify that HON. JOHN M. THOMAS who signed the foregoing certificate, is now and was at the time of signing and sealing the same, Presiding Judge of said Surrogate's Court, duly elected and qualified, that full faith and credit are and of right ought to be given to all his official acts as such, and that his signature is in his own genuine and proper handwriting.

(L.S.)

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said court at Binghamton, Broome County, New York on

December 10, 19 98

Marilyn A. Vescio
Chief Clerk of the Surrogate's Court

OCT 29 1998

STATE OF NEW YORK
SURROGATE'S COURT

COUNTY OF BROOME

Marilyn A. Vescio
CHIEF CLERK

Probate Proceeding, Will of

ANNE R. CHARVAT X

PROBATE
PETITION

File No. 98-711

TO THE SURROGATE'S COURT, COUNTY OF BROOME:

It is respectfully alleged:

(1) The name(s), domicile(s), (or, in the case of a bank or trust company, its principal office) and interest(s) in this proceeding of the petitioner(s) are as follows:

Name: Anthony A. Charvat X
Domicile or
Principal Office: 581 Sequoia Lane
Vestal, New York 13850

Citizenship of Petitioner: USA

Name:
Domicile:
Citizenship of Petitioner:

Interest of Petitioner: Executor named in decedent's Last Will presented herewith

Other (Specify)
 Proposed executor/trustee is an attorney

(2) The name, domicile, date and place of death, and national citizenship of the above named deceased are as follows:

Name: Anne R. Charvat X
Domicile: 581 Sequoia Lane
X Vestal, New York 13850

Date of Death: June 6, 1998 X Place of Death: Johnson City, NY X

Citizen: (Subject) of USA

(3) The Last Will, herewith presented, relates to both real and personal property and consists of an instrument or instruments dated as shown below and signed at the end thereof by the decedent and the following subscribing witnesses:

X X X X
(Will) February 7, 1985 Katherine A. Fitzgerald, Lawrence C. Anderson, Colin T. Naylor, III

(Codicil) None

(4) There is no other will or codicil of the decedent on file in the office of the Surrogate, and upon information and belief, there exists no will, codicil or other testamentary instrument of the decedent later in date to any of the instruments mentioned in paragraph (3) hereof.

(5) The decedent left surviving:

- (a) Spouse (husband/wife). IF DIVORCED. Copy of Decree must be filed with this petition.
- (b) Child or children; or descendants of predeceased child or children.
- (c) Father/mother.
- (d) Brothers or sisters, either of the whole or half-blood; or descendants of such predeceased brothers or sister.
- (e) Grandfather/grandmother.
- (f) Uncles or aunts.
- (g) Descendants of predeceased uncles or aunts.

(Information is required only as to those classes of surviving relatives who would take the property of the decedent if there were no will. State number of survivors in each such class. Insert "1" in all subsequent classes and "No" in all prior classes. The term "child or children" includes adopted as well as natural children.)

(5.A) The names and addresses of any non marital children or marital children who were adopted out (also list in paragraph 6a or 6b).

None.

(5.B) If decedent was divorced, a copy of the divorce decree must be filed with this petition.

(6) The names, relationships and addresses of all distributees, of each person designated in the Last Will herewith presented as primary executor, of all persons adversely affected by the purported exercise by such Will of any power of appointment of all persons adversely affected by any codicil and of all persons having an interest under any prior will of the decedent on file in the Surrogate's office, are hereinafter set forth in subdivisions (a) and (b):

(a) All persons and parties so interested who are of full age and sound mind, or which are corporations or associations, are as follows:

Name and Address	Relationship (If Non Marital so Indicate)	Description of Legacy, Devise or other Interest, or Nature of Fiduciary Status
P Anthony R. Charvat 581 Sequoia Lane Vestal, NY 13850	Spouse ✓	Entire estate pursuant to Paragraph "SECOND"; ✓ Executor pursuant to Paragraph "LAST" of the Will. ✓
W Lorelei Charvat 4051 Huaco Lane Waco, Texas 76710	Daughter ✓	Distributee ✓

(b) All persons so interested who are persons under disability are as follows:
(Please furnish all information specified in NOTE to paragraph 7(b) hereof)

(7) The names and residence addresses of all substitute or successor executors and of all trustees, guardians, legatees and devisees, and other beneficiaries named in the Last Will herewith presented, other than those named in Paragraph (6), are hereinafter set forth in subdivision (a) and (b):

(a) All such other legatees and devisees who are of full age and sound mind, or which are corporations or associations, are as follows:

Name	Address	Description of Legacy, Devise or Other Interest or Nature of Fiduciary Status
------	---------	---

(b) All such other legatees, devisees and beneficiaries who are persons under disability are as follows: (Please furnish all information specified in NOTE below).

None

(NOTE: In the case of each infant, state (a) name, birth date, age, relationship to decedent, domicile and residence address, and the person with whom he resides; (b) whether or not he has a guardian or testamentary guardian, and whether or not his father, or if dead, his mother, is living; and (c) the name and residence address of any guardian and any living parent. In the case of each other person under disability state (a) name, relationship to decedent, and residence address (b) facts regarding his disability, including whether or not a committee has been appointed and whether or not he has been committed to any institution; and (c) the names and addresses of any committee, any person or institution having care and custody of him, and any relative or friend having an interest in his welfare. In the case of person confined as a prisoner, state place of incarceration, in the case of unknowns, describe such persons in the same language as will be used in the process. In each case give a brief description of the party's legacy, devise or other interest.)

(8) There are no persons interested in this proceeding other than those hereinabove mentioned.

(9) To the best of the knowledge of the undersigned, the approximate total value of all property constituting the decedent's gross testamentary is not less than \$20,000 but under \$50,000.

(10) Upon information and belief, no other petition for the probate of any will of the decedent or for the granting of letters of administration on the decedent's estate has heretofore been filed in any Court.

WHEREFORE, your petitioner(s) pray(s) (a) that process be issued to all necessary parties to show cause why the Last Will herewith presented should not be admitted to probate; (b) that an order be granted directing the service of process pursuant to the provisions of Article 3 of the SCPA, upon the persons named in Paragraph (6) hereof who are non-domiciliaries, or whose names or whereabouts are unknown and cannot be ascertained; and (c) that such Last Will be admitted to probate as a will of real and personal property and that letters issue thereon as follows: (check and complete appropriate request).

- Preliminary Letters to
- Letters Testamentary to Anthony R. Charvat
- Letters of Trusteeship to

BOOK 0032 PAGE 040

Dated: October 14, 1998

Anthony R. Charvat
Anthony R. Charvat

STATE OF NEW YORK
SS:
COUNTY OF BROOME

COMBINED VERIFICATION, OATH AND DESIGNATION
(For use when a petitioner to be appointed executor
is not a bank or trust company)

I, the undersigned, Anthony R. Charvat, being duly sworn, say:

(1) VERIFICATION: I have read the foregoing petition subscribed by me and know the contents thereof, and the same is true of my own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matters I believe it to be true.

(2) OATH AS EXECUTOR: I am over eighteen (18) years of age and a citizen of the United States; I am the executor(trix) named in the Last Will described in the foregoing petition and will well, faithfully and honestly discharge the duties of such executor(trix). I am not ineligible to receive letters.

(3) DESIGNATION OF CLERK FOR SERVICE OF PROCESS: I hereby designate the Chief Clerk of the Surrogate's Court of Broome County, and his or her successor in office, as a person on whom service of any process issuing from such Surrogate's Court may be made, in like manner and with like effect as if it were served personally upon me whenever I cannot be found and served within the State of New York after due diligence used.

My domicile is 581 Sequoia Lane, Vestal, NY 13850-2531

Anthony R. Charvat
(Signature of Petitioner)
Anthony R. Charvat

On October 14, 1998, before me personally came Anthony R. Charvat to me known to be the person described in and who executed the foregoing instrument. Such person duly swore to such instrument before me and duly acknowledged that he or she executed the same.

Joanne Stachyra
(Notary Public)
JOANNE STACHYRA
Notary Public, State of New York
No. 4816874
Residing in Broome County
My commission expires Nov. 30, 1998

ATTORNEY

Name of Attorney Colin T. Naylor, III

Tel. No. (607) 723-5341

Address of Attorney Hinman, Howard & Kattell, LLP, 80 Exchange Street, Binghamton, NY 13901

Colin T. Naylor III
Colin T. Naylor, III

PRESENT: HON. JOHN M. THOMAS, Surrogate

BOOK 0032 PAGE 041

Probate Proceeding, Will of

Decedent ANNE R. CHARVAT 98-0711

Domicile: TOWN OF VESTAL

Date/Death: 06-06-1998 JOHNSON CITY, NY

Representative(s) ANTHONY A. CHARVAT

Nominated

Letters Requested: LETTERS TESTAMENTARY

DECREE OF PROBATE (No Contest)

A petition herein, alleging the facts set forth above, having been filed by:

ANTHONY A. CHARVAT

praying for the probate of a certain instrument in writing purporting to be the Last Will and Testament of this decedent, executed on

(Codicil)

FEBRUARY 7, 1985

and all persons named in such petition, required to be cited, having been duly cited to show cause why such instrument should not be admitted to probate or having duly waived the issuance of such citation and consented thereto; and all such persons being of full age and sound mind.

FILED

OCT 23 1998

Marilyn A. Vesco

CHIEF CLERK

(Guardian) (Miscellaneous) (CTA)

and all facts and circumstances of the instrument and its execution having been inquired into, and the Surrogate being satisfied with the genuineness thereof, and that the same was duly and validly executed, and that decedent at the time of execution was not under restraint and was in all respects competent to make a Will and it appearing that the representative(s) nominated above are entitled to letters and have qualified therefor, and that the provisions of SCPA 707, 708 and 1409 have been complied with; now after due deliberation, with no one appearing in opposition thereto; it is

ORDERED AND DECREED that such instrument be admitted to probate and recorded as the Last Will and Testament of this decedent, valid to pass both real and personal property, and it is further

(CTA)

ORDERED AND DECREED that Letters Testamentary issue to the representative(s) nominated above.

(Trust) (Limit)

Dated: October 30, 1998


Surrogate

FILED

OCT 31 1998

Marilyn A. Vessio

CHIEF CLERK

BOOK 0032 PAGE 042

LETTERS

The People of the State of New York:

SEND GREETING To the Representative Named Below and Others Concerned

Letters are on this date granted by the Surrogate's Court of Broome County, New York, as follows:

Name of Decedent: ANNE R. CHARVAT 98-0711

Residence of Decedent. TOWN OF VESTAL
 Date/Place of Death: 06-06-1998 JOHNSON CITY, NY

Representative(s) ANTHONY A. CHARVAT
 to Whom

Letters Issued:

Type of Letters Issued: LETTERS TESTAMENTARY

These letters authorize and empower the representative(s) above-named to do and perform all acts requisite to the proper administration and disposition of the estate of such decedent, in accordance with the laws of this State and the limitations, if any, contained herein.

IN TESTIMONY WHEREOF, the seal of the Surrogate's Court of Broome County, New York, has been affixed

(L.S.)

WITNESS, HON. JOHN M. THOMAS, Surrogate of said County at the City of Binghamton, New York.

Dated: October 30, 1998

Marilyn A. Vessio
 Chief Clerk of the Surrogate's Court

FILED

OCT 28 1998

BOOK 0032 PAGE 043

Marilyn A. Viscio
CHIEF CLERK

LAST WILL AND TESTAMENT

I, ANNE R. CHARVAT, a resident of Broome County, New York, make, publish and declare this to be my Last Will and Testament, revoking all prior wills and codicils.

FIRST: I give, devise and bequeath all my property, real and personal, owned by me at my death to my husband, ANTHONY A. CHARVAT, provided that he is living on the thirtieth day following the date of my death.

SECOND: If my husband ANTHONY A. CHARVAT is not living on the thirtieth day following the date of my death, I give, devise and bequeath all my property owned by me at my death to my daughter, LORELEI CHARVAT, provided she is living on the thirtieth day following the date of my death. If my said daughter does not survive for at least thirty days after the date of my death but should leave issue, I leave all property owned at my death to such issue who shall be living on the thirtieth day after the date of my death, per stirpes. If none of the above mentioned persons are living on the thirtieth day after the date of my death, I leave all property owned by me at my death to my sister, JULIE RICHARDS, now residing in Dallas, Texas.

THIRD: I direct that all estate, inheritance and other death taxes, both state and federal that may become payable because of my death in respect of all property comprising my gross estate for death tax purposes, whether or not such property passes under this Will, shall be paid out of my residuary estate.

FOURTH: If any portion of my estate shall become distributable to a minor, my Executor may in his absolute discretion pay over such portion at any time to the guardian of the property of such minor, or to a custodian under the uniform gift to minors act of any state for such minor, and may make an "age twenty-one" election pursuant to the Estates, Powers and Trusts Law of the State of New York regarding such payment or payments, or may retain the same for such minor during minority. In case of such retention, my Executor may apply such principal and the income therefrom to the support, maintenance and education of such minor, either directly or by payments to the guardian of the property or person of such minor, or to the person with whom such minor shall reside, in any case without requiring any bond; and the receipt of any such persons shall be a complete discharge to my Executor, who shall not be bound to see to the application of any such payment. Any unapplied principal and income shall be paid over to such legatee upon his attaining majority, or, if he shall die before attaining majority, to his estate. In holding any funds for any minor, my Executor shall have all the powers and rights to exercise discretion hereinafter conferred.

THIS INSTRUMENT HAS BEEN UNBOUND
FOR REPRODUCTION PURPOSES.

Dated October 28 1998

FIFTH: I authorize my Executor and any successor executor:

A. To hold and retain any securities or other property in the same form of investment in which they are at the time of my decease, although they may not be of the character of investment permitted by law.

B. To invest any funds in my estate, in such property as my Executor may consider prudent, without being limited or restricted to investments authorized by the laws of New York State or any other state. It is my intention to give my Executor the same power of investment which I possess with respect to my own funds.

C. To sell, exchange, partition or otherwise dispose of any property, real or personal, of which I may die seized or possessed, and which may at any time form part of my estate, at public or private sale, for such purposes and upon such terms, including sales on credit, with or without security, in such manner and at such prices, as my fiduciaries may determine.

D. To borrow money and pledge or mortgage any property for any purpose.

E. To make distributions in cash or in kind or partly in each and to allocate assets to any share different from the assets allocated to any other share as my fiduciaries determine to be for the best interests of the beneficiaries.

F. To exercise all rights and make all elections granted to my fiduciaries by the U.S. Internal Revenue Code or the tax law of any state, in such manner as my Executor in his sole discretion shall determine.

G. In addition to the other powers contained in this Will, I give my Executor all the powers and privileges set forth in Section 11-1.1 of the New York Estates, Powers and Trusts Law or any amendment thereto.

LASTLY, I name my husband, ANTHONY A. CHARVAT, Executor of my Will and direct that he serve without bond or other security in any jurisdiction.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 7th day of February, in the year One Thousand Nine Hundred and Eighty-five.

Anne R. Charvat
Anne R. Charvat

The foregoing instrument was subscribed by the said ANNE R. CHARVAT, in our presence on the day and date above written, and she then and there acknowledged to each of us that she had executed the same, and she at the same time declared the said instrument so subscribed by her to be her Last Will and Testament, and we, at her request, have signed our names as witnesses hereto in her presence and in the presence of each other, and written opposite our names our respective places of residence.

AND WE DO CERTIFY, that the said ANNE R. CHARVAT, at the time she so executed said instrument in our presence and declared the same to each of us to be her Last Will and Testament, was in all respects competent to make the same and was not under any restraint.

Katherine C. Stoyan residing at Brookhaven, N.Y.

Lawrence C. Anderson residing at Castle Creek, N.Y.

Colin T. Meyler residing at Banghantun, N.Y.



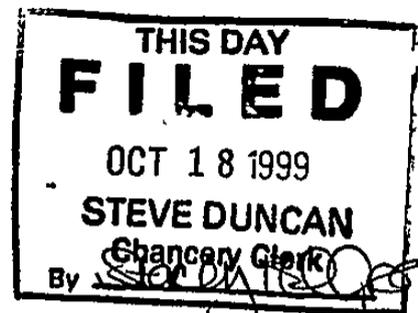
STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 8th day of October, 1999, at 9:00 o'clock A.M., and was duly recorded on the OCT 8 1999, Book No. 32, Page 35.

STEVE DUNCAN, CHANCERY CLERK

BY: Steve Duncan D.C.

Last Will and Testament
of
William E. Ivey Sr.



I William E. Ivey Sr. an adult resident of Lake Lorman, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament and I do hereby revoke any and all other wills and codicils heretofore made by me.

I

I direct my Executrix to pay all my just debts probated against my estate and all funeral and medical expenses as soon after my death as conveniently can be done.

II

I hereby give, devise and bequeath unto my wife, Merlene Ivey, my home and lot located at Lot 13, Lake Lorman Subdivision, Madison County, Mississippi.

III

I hereby give, devise and bequeath unto my wife, Merlene Ivey, Lot 242 and my 1/2 ownership of Lot 243, Lake Lorman Subdivision, Madison County, Mississippi.

IV

I hereby give, devise and bequeath unto my wife, Merlene Ivey, the business properties which I jointly own located at 3900 Medgar Evers Blvd Lot 6; 2529 Emmett Ave. Lot 7, Blk 2 Greenfield Subdivision; and Lot 1 and Lot 2 Blk 2 Greenfield Subdivision located at 3836 Medgar Evers Blvd., City of Jackson, Hinds County, Mississippi.

V

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

#99-712

bequests; of which I shall die seized or possessed or to which I shall be entitled at the time of my death or over which I shall have any power of appointment, I do hereby give, devise and bequeath unto my wife, Merlene S. Ivey.

VI

I hereby nominate, appoint and constitute Merlene S. Ivey as Executrix of this my Last Will and Testament. My Executrix shall have full and plenary power and authority to do and perform any act deemed by her to be for the best interest of my estate without any limitations whatsoever, and without surety bond. Said authority shall include, but shall not be limited to, the right to take possession, hold, and manage, invest and reinvest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorney, agents and accountants that they may deem necessary and for the best interest of my estate.

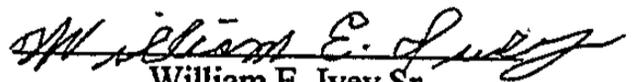
VII

In the event that Merlene S. Ivey is unable to serve, or precedes me in death, I hereby nominate, appoint and constitute Ronnie L. Ivey, my son and Teresa Ann Miles, my daughter as Co-Executors with the same power and authority as stated in VI.

VIII

I direct my Executor to bury me in Lakewood Cemetery and use those burial plots presently owned by me and my wife Merlene S. Ivey.

In witness whereof, I have hereunto signed my name on this the 12th
day of May 1999.


William E. Ivey Sr.

We each of the subscribing witnesses to the Last Will and Testament of William E. Ivey, Sr., do hereby certify that said instrument was signed by said William E. Ivey, Sr., in our presence and in the presence of each of us, and that the said William E. Ivey declared the same to be his Last Will and Testament in the presence of each of us, and that we each signed as subscribing witnesses to be said will at the request of William E. Ivey, Sr., in his presence and in the presence of each other.

Witness our signatures on this the 12th day of May, 1999.

Archie D. Coode

Mitzi C. Watson

Witnesses

COUNTY OF HINDS

DATED THIS 12TH DAY OF MAY, 1999.



Lawrence J. Lyle
NOTARY

COMMISSION EXPIRES

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18th day of Oct, 1999, at 1:30 o'clock P.M., and was duly recorded on the OCT 18 1999, Book No. 32, Page 46.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF Madison COUNTY, MISSISSIPPI

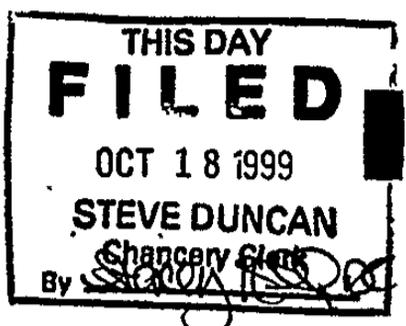
ESTATE OF WILLIAM E. IVEY, SR., DECEASED

NO. 99-712

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI

COUNTY OF Hinds



This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named CYNTHIA D. GOODE and MITZIE C. NATIONS and who being by me first duly sworn according to the law, say on oath:

(1) That the affiants are the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of WILLIAM E. IVEY, SR., deceased, who was personally known to the affiants, and whose signature is affixed to the Last Will and Testament, dated the 12th day of May, 1999.

(2) That on the 12th day of May, 1999, the said WILLIAM E. IVEY, SR., signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of the affiants and in the presence of each other as subscribing witnesses to the instrument.

(3) That WILLIAM E. IVEY, SR. was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

(4) That the affiants, together 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 WILLIAM E. IVEY, SR. and in the presence of each other.

Cynthia D. Goode
CYNTHIA D. GOODE

Mitzie C. Nations
MITZIE C. NATIONS

SWORN TO AND SUBSCRIBED BEFORE ME this 1st day of October, 1999.

Laura J. Lyle
NOTARY PUBLIC



MY COMMISSION EXPIRES:

STATE OF MISSISSIPPI NOTARY PUBLIC
MY COMMISSION EXPIRES MAR. 19, 2000
BONDED THRU STEGALL NOTARY SERVICE

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 18th day of Oct, 19 99, at 1:30 o'clock P M., and was duly recorded on the OCT 18 1999, Book No. 32 Page 49.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.



FILED

THE LAST WILL AND TESTAMENT

OF

SELINA LOUISE TOURTILLOTT

OCT 19 1989

9:25 A.M.

STEVE DUNCAN

CHANCERY CLERK

#99-732

By: *Alta Jupp, D.*

I, SELINA LOUISE TOURTILLOTT, whose present address is 200 Dominican Drive, Apartment 2217, Madison, Mississippi, 39110, being over the age of twenty-one, and of sound and disposing mind, memory and understanding, do hereby make, declare and publish this my Last Will and Testament, hereby revoking all former wills and codicils by me heretofore made.

I.

I direct that my Executor pay all of my just debts, including those expenses incurred during my last illness, and my funeral and burial expense, that have been registered and allowed against my estate, as soon as convenient after my demise.

II.

All the rest, residue and remainder of my estate, of whatsoever kind and character, and wheresoever the same may be located, of which I may die seized or possessed or to which I may be entitled at the time of my demise, I give, devise and bequeath as follows:

A) I give, devise and bequeath one third (1/3) of my said residuary estate to my son, DONALD DOTY TOURTILLOTT, absolutely and forever.

B) I give, devise and bequeath one third (1/3) of my said residuary estate to my daughter, BARBARA L. GARDNER, absolutely and forever. In the event, however, that my said daughter, Barbara L. Gardner, predeceases me, I then give, devise and bequeath one-third (1/3) of my said residuary estate to her living children, in equal shares, share and share alike.

C) I give, devise and bequeath one third (1/3) of my said residuary estate to my three grandchildren, LINDA LOUISE HOLMES, KEITH HAROLD GARDNER and KATHLEEN MAE THOMAS, or the survivors or survivor of them, in equal shares, share and share alike.

III.

I nominate, constitute and appoint my son-in-law, FRANK K. GARDNER, Executor of this, my Last Will and Testament, and request that he be allowed to serve in such office without the necessity of filing an appraisal of my estate or posting bond. In the event the said Frank Gardner is for any reason unable or unwilling to serve in such capacity I then nominate, constitute and appoint my daughter, BARBARA L. GARDNER, as Executrix of my said estate, and request that she also be permitted to serve in such capacity without the necessity of filing an appraisal of my estate or posting bond. In addition to any powers granted by the State of Mississippi, I grant unto my said Executor or his successor the following powers respecting my estate: Full power and authority to sell, mortgage, lease, assign, exchange and

otherwise to convey and encumber any and all of my real and personal property, at such prices and upon such terms as to him shall seem reasonable and proper, and my Executor may at his sole discretion, retain any securities, real property, or other investments and continue to hold, manage and operate any property that I may own in whole or in part at the time of my death, with or without order of court, the profits and losses therefrom, if any, to inure to and be chargeable against my estate and not my Executor.

IN WITNESS WHEREOF, I have hereunto signed, executed, and delivered this, my Last Will and Testament on the 12th day of August, 1993.

Selina Louise Tourtilott
SELINA LOUISE TOURTILLOTT

WITNESSES:

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

ATTESTATION CLAUSE

We, the subscribing witnesses to the above and foregoing instrument, do hereby certify and attest to the fact that SELINA LOUISE TOURTILLOT, in our presence, did sign said instrument and declare unto us that it was her Last Will and Testament; and that she did request that we, and each of us, subscribe our names thereto as witnesses thereof; and we further certify that at her special request we did execute and sign said instrument in her presence, and in the presence of each other, as witnesses thereof. We further declare and certify that at the time the said SELINA LOUISE TOURTILLOT did sign said instrument before us and declare to us that it was her Last Will and Testament she was of sound, disposing mind, memory and understanding and over the age of twenty-one.

This, the 12th day of August, 1993.

B. R. Hardin
Sarah R. Ward



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 19th day of October, 1999, at 9:25 o'clock A. M., and was duly recorded on the 19th day of October, 1999, Book No. 32, Page 51.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF:
SELINA LOUISE TOURTILLOTT, DECEASED CASE NO. 99-732

STATE OF MISSISSIPPI
COUNTY OF HINDS

FILED
THIS DATE
OCT 19 1999
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

AFFIDAVIT OF SUBSCRIBING WITNESS

PERSONALLY CAME and appeared before me, the under-
signed authority in and for the above jurisdiction, SARAH R.
HARDIN, who, having been by me first duly sworn on oath
states the following:

1. That she is SARAH R. HARDIN, an adult resident
citizen of the First Judicial District of Hinds County,
Mississippi, residing 1444 Woody Drive, Jackson, Ms. 39212.

2. That she was personally acquainted with SELINA
LOUISE TOURTILLOTT during her lifetime and that on August
12, 1993, said SELINA LOUISE TOURTILLOTT, now deceased,
presented before the said SARAH R. HARDIN an instrument
which she declared to be her Last Will and Testament; and
that while in her presence the said SELINA LOUISE
TOURTILLOTT did execute and sign said instrument and did
then request that the said SARAH R. HARDIN subscribe her
name thereto as a witness thereof which affiant did.

3. Affiant further states that the said SELINA LOUISE
TOURTILLOTT was over the age of eighteen (18) and of sound

Exhibit "C"

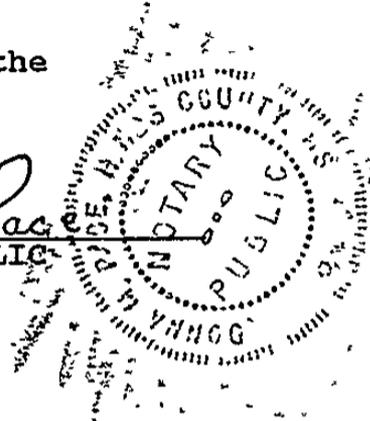
and disposing mind, memory and understanding at the time that she executed said instrument and declared it to be her Last Will and Testament.

WITNESS AFFIANT'S SIGNATURE on this, the 18th day of October, 1999

Sarah R. Hardin
SARAH R. HARDIN

SWORN TO AND SUBSCRIBED BEFORE ME on this, the 18th day of October, 1999.

Donna M. Pascoe
NOTARY PUBLIC



My Commission expires:
5-11-2003

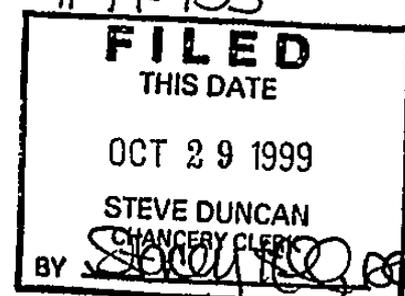
STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 19th day of October, 1999, at 9:25 o'clock A. M., and was duly recorded on the 19th day of October, 1999, Book No. 32, Page 5.

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

#99-755



LAST WILL AND TESTAMENT

OF

ELDRED WHITTLE

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

ITEM I.

I appoint HUGH C. MONTGOMERY, JR. of Madison County, Mississippi as Executor of my Estate under this Will. I direct my Executor to pay all of my just debts and obligations which may be probated, registered, and allowed against my estate as soon as may be conveniently done.

ITEM II.

I request that I be buried in the Montgomery Cemetery in Madison County, Mississippi. My Executor shall have the discretion to determine the reasonableness and feasibility of this request.

Eldred Whittle

ELDRED WHITTLE

ITEM III.

A. I give and bequeath the sum of One Hundred and No/100 Dollars (\$100.00) to the WILLARD F. BOND HOME in Madison County, Mississippi.

B. I give and bequeath the sum of Two Hundred and No/100 Dollars (\$200.00) to the MONTGOMERY CEMETERY in Madison County, Mississippi.

ITEM IV.

A. I devise and bequeath one-third (1/3) of the residue of my estate to MARIE CHAPMAN. If MARIE CHAPMAN shall not survive me, this devise and bequest shall lapse.

B. I devise and bequeath the rest and residue of my estate to FAYE H. MONTGOMERY. If FAYE H. MONTGOMERY shall not survive me, then I devise and bequeath the rest and residue of my estate to HUGH C. MONTGOMERY, JR., and if he shall not survive me, then I devise and bequeath the rest and residue of my estate to the surviving issue of Faye H. Montgomery in equal shares, per stirpes.

ITEM V.

A. In the event Hugh C. Montgomery, Jr. is or becomes unable or unwilling to serve as my Executor, I appoint FAYE H. MONTGOMERY

Eldred Whittle
ELDRED WHITTLE

of Madison County, Mississippi as my successor Executor. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

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

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

Eldred Whittle
ELDRED WHITTLE

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

E. My Executor shall have all power and authority given to Trustees by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi, as amended.

F. Notwithstanding any other provision contained in this Will to the contrary, I hereby authorize and empower my Executor to sell any real property or personal property owned by me at the time of my death, except such real or personal property as may be specifically devised or bequeathed hereinabove in this Will. My Executor is hereby authorized and empowered to determine whether to sell any such property, and if so, the terms and conditions of such sale. In the event of any such sale, it shall not be necessary for my Executor to give notice to any beneficiaries under this Will, it being my intention and direction that my Executor be authorized and empowered to sell any such property without the necessity of notice to, or joinder by, any beneficiary under this Will.

Eldred Whittle
ELDRED WHITTLE

G. My Executor shall have power and authority to retain, and pay the compensation of, investment bankers, appraisers, accountants, legal counsel, and others when my Executor shall determine that such services are desirable in connection with the administration of my estate.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 5 pages on the 11 day of October, 1996.

Eldred Whittle
ELDRED WHITTLE

WITNESSES:

Quina McGraw
Jammy L. Barham

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by ELDRED WHITTLE 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 11 day of October, 1996.

Joia McGraw
Tammy L. Barham

Page 6.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day of Oct, 19 99, at 9:00 o'clock A M., and was duly recorded on the OCT 29 1999, Book No. 32, Page 57.

STEVE DUNCAN, CHANCERY CLERK

BY: Jacey Hill D.C.

FILED
THIS DATE
OCT 29 1999
STEVE DUNCAN
CHANCERY CLERK
BY: *Stacey Hill*

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF HINDS

We, GINA McGRAW and Tammy L. Barham, on oath state that we are the subscribing witnesses to the attached written instrument dated the _____ day of October, 1996, which has been represented to us to be the Last Will and Testament of ELDRED WHITTLE, who indicated to us that she is a resident of and has a fixed place of residence in the County of Madison, State of Mississippi. On the execution date of the instrument, the Testatrix, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

DATED this 11th day of October, 1996.

Gina McGraw
Signature of Witness
133 Harbor Road
Street Address
Madison, MS 39110
City and State

Tammy L. Barham
Signature of Witness
32 Breakers Lane
Street Address
Ridgeland, MS 39157
City and State

Subscribed and sworn to before me on this the 11th day of October, 1996.

Linda J. Bankston
NOTARY PUBLIC

My Commission Expires:
My Commission Expires
March 15, 1999

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day of Oct, 1999, at 9:00 o'clock A M., and was duly recorded on the OCT 29 1999, Book No. 32, Page 63.

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



LAST WILL AND TESTAMENT

OF

ELEANOR ANNETTE CRAIN McBETH

#99-711

FILED
 THIS DATE
 OCT 29 1999
 STEVE DUNCAN
 CHANCERY CLERK
 BY *[Signature]*

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

ITEM I

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

ITEM II

I hereby name, constitute and appoint my daughter, MARY SUE PRATT as Executrix of this my Last Will and Testament. I direct that she be allowed to act in that capacity without the necessity of posting bond to insure the faithful performance of her duties. I further waive appraisal and accounting of my Estate and, insofar as is lawful, inventory thereof. Should my daughter predecease me, or if she is unable, unwilling, or incompetent to act as Executrix, I then hereby name, constitute and appoint my other child, CHARLES REDMAN McBETH, as Alternate Executor under the same terms and conditions heretofore imposed upon my daughter.

ITEM III

I hereby give, devise and bequeath all property owned by me at the time of my death, whether the same is real, personal, or mixed, and wheresoever the same may be situated, to my two children, MARY SUE PRATT and CHARLES REDMAN McBETH, in equal shares, share and share alike, or, should either of my children have predeceased me, to their issue, per stirpes.

WITNESS THE SIGNATURE of the undersigned Testatrix on this, the 15th day of April, 1998.

Eleanor Annette Crain McBeth
 ELEANOR ANNETTE CRAIN McBETH

EXL. A

CERTIFICATE OF WITNESSES

We, the undersigned subscribing witnesses to the Last Will and Testament of ELEANOR ANNETTE CRAIN McBETH hereby certify that we signed her Last Will and Testament at her special instance and request, in her presence, and in the presence of each other. We further certify that when she signed her Last Will and Testament ELEANOR ANNETTE CRAIN McBETH was above the age of twenty-one years, and was of sound and disposing mind and memory

WITNESS OUR SIGNATURES on this, the 15th day of April, 1998

Alma L. Clouston Residing at 638 S. Kelly Circle, Canton, MS.
39046

Marilyn Jacqueline VanBuren Residing at 707 Mace St. Apt. C-28 Canton
Miss. 39046

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 29 day of October, 1999, at 9:30 o'clock A.M., and was duly recorded on the 29th day of October, 1999, Book No. 32, Page 64.

STEVE DUNCAN, CHANCERY CLERK

BY. Karen Tupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
 THIS DATE
 OCT 29 1999
 STEVE DUNCAN
 CHANCERY CLERK
 BY *[Signature]*

IN THE MATTER OF THE
 LAST WILL AND TESTAMENT
 OF ELEANOR ANNETTE CRAIN McBETH,
 DECEASED

CIVIL ACTION NO. 99-711

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the jurisdiction aforesaid, the within named ALMA L. CLUNAN, 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 attached instrument of writing purporting to be the Last Will and Testament of ELEANOR ANNETTE CRAIN McBETH, deceased, who was personally known to the Affiant, and whose signature is affixed to the Last Will and Testament, dated the 15th day of April, 1998.

2. That on the 15th day of April, 1998, the said ELEANOR ANNETTE CRAIN McBETH 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 MARILYN JACQUELINE VANBUREN, the other subscribing witness.

3. That ELEANOR ANNETTE CRAIN McBETH 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 MARILYN JACQUELINE VANBUREN, subscribed and attested said instrument, as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of ELEANOR ANNETTE CRAIN McBETH and in the presence of each other.

And further, your Affiant says naught.

Alma L. Clunan
ALMA L. CLUNAN

SWORN TO AND SUBSCRIBED BEFORE ME, on this, the 29th day of September, 1999.

Marilyn Ann Johnson
NOTARY PUBLIC

MY COMMISSION EXPIRES:

May 20, 2003



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day of October, 1999, at 9:30 o'clock A. M., and was duly recorded on the 29th day of October, 1999, Book No. 32, Page 66.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

Last Will and Testament

OF

AUBREY DONALD CULLEY

FILED
THIS DATE
OCT 29 1999
STEVE DUNCAN CHANCERY CLERK
BY <i>[Signature]</i>

#99-756

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

ITEM I

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

ITEM II

All the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests of which I shall die seized and possessed or to which I shall be entitled at the time of my death or over which I shall have any power of appointment, I do hereby give, devise and bequeath to JANET Y. DAVIS, DEBORAH Y. TOLBERT, and CHRISTIE LYNN YOUNG, and same shall be theirs absolutely, share and share alike.

[Signature]
AUBREY DONALD CULLEY

AAH
acc

PAGE TWO OF THREE PAGES

ITEM III

I hereby nominate, appoint and constitute, CHRISTIE LYNN YOUNG, as Executrix of this my Last Will and Testament. My Executrix shall have full and plenary power and authority to do and perform any act deemed by her to be for the best interest of my estate, without any limitations whatsoever, and without surety bond, and said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest, and reinvest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents or accountants that she may deem necessary and for the best interest of my estate and to pay unto herself a just and reasonable compensation as Executrix.

The foregoing Will consists of Three Pages at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, on this the 11th day of February, 1987.

Aubrey Donald Culley
AUBREY DONALD CULLEY

STATE OF MISSISSIPPI

COUNTY OF MADISON

WE, each of the subscribing witnesses to the Last Will and Testament of Aubrey Donald Culley, do hereby certify that said instrument was signed by the said Aubrey Donald

AAA
acc

PAGE THREE OF THREE PAGES

Culley, in our presence and in the presence of each of us, and that the said Aubrey Donald Culley, declared the same to be his Last Will and Testament in the presence of each of us, and that we each signed as subscribing witnesses to said Will at the request of Aubrey Donald Culley, in his presence and in the presence of each other.

Agnita Ann Nitzel
ADDRESS: 29 Pointrie Place
Jackson, Ms.

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

Aubrey Donald Culley
AUBREY DONALD CULLEY

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day of October, 1999, at 9:30 o'clock A. M., and was duly recorded on the 29th day of October, 1999, Book No. 32, Page 68.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fupp D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
OCT 29 1999
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

IN THE MATTER OF THE ESTATE OF
AUBREY DONALD CULLEY, DECEASED

CIVIL ACTION NO. 99-756

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI)

COUNTY OF Hinds)

PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the jurisdiction aforesaid, the within named AQUITA ANN HUTZELI, *oah* who being by me first duly sworn according to law, says on oath:

1. This Affiant is one of the Subscribing Witnesses to an attached instrument of writing purporting to be the Last Will and Testament of Aubrey Donald Culley, deceased, who was personally known to the Affiant, and whose signature is affixed to the Last Will and Testament dated the 11th day of February, 1987.

2. That on the 11th day of February, 1987, Aubrey Donald Culley signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of the undersigned Affiant, and also in the presence of Alice C. Cote, the other Subscribing Witness to the instrument.

3. That Aubrey Donald Culley was then and there of sound and disposing mind and memory and well above the age of twenty-one years.

4. That this Affiant and Alice C. Cote subscribed and attested said instrument, as witnesses to the signature and publication thereof, and at the special instance and request of, and in the presence of the said Aubrey Donald Culley, and in the presence of each other.

5. And further, your Affiant says naught.

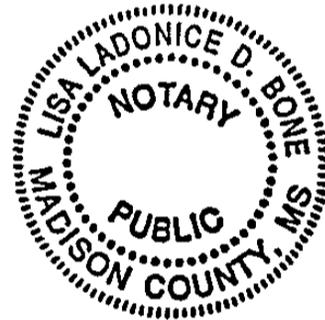
Aquita Ann Hutzeli
AQUITA ANN HUTZELI

SWORN TO AND SUBSCRIBED BEFORE ME on this the 29th day of October, 1999.

Lisa Ladonice D. Bone
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Notary Public State of Mississippi At Large
My Commission Expires June 29, 2000
BONDED THRU HEIDEN-MARCHETTI, INC.



C:\DOCS\FROBATE\CULLEY\WITNESS 1.FX

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day of October, 1999, at 9:30 o'clock A. M., and was duly recorded on the 29th day of October, 1999, Book No. 32, Page 71.

STEVE DUNCAN, CHANCERY CLERK

BY: *Narent Jupp* D.C.



FILED
THIS DATE
8:30 A.M.
NOV 10 1999
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

BOOK 0032 PAGE 073

LAST WILL AND TESTAMENT

OF

MARY STEEN

#99-784

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

ITEM I.

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

ITEM II.

A. I give, devise and bequeath my entire estate to my sister, WILLIE MAE STEEN, if she survives me.

B. If my sister does not survive me, I give and bequeath Fifty Thousand Dollars (\$50,000) to JANE RIDDELL LEWIS. Any residue of my estate remaining after the bequest to JANE RIDDELL LEWIS is satisfied shall be distributed as follows:

1. To H. VAUGHN STEEN of Jackson, Mississippi, Ten Thousand Dollars (\$10,000);
2. To NANCY H. ODOM of Florence, Mississippi, Five Thousand Dollars (\$5,000);
3. To LOIS S. JORDAN of Jackson, Mississippi, Two Thousand Five Hundred Dollars (\$2,500);
4. To FIRST BAPTIST CHURCH, Jackson, Mississippi, Two Thousand Five Hundred Dollars (\$2,500);

Mary Steen

MARY STEEN

5. To FIRST BAPTIST CHURCH, Florence, Mississippi, Two Thousand Dollars (\$2,000);

6. To FLORENCE CEMETERY, INC., Florence, Mississippi, Two Thousand Dollars (\$2,000);

7. To QUINCIE BURCH of Jackson, Mississippi, Two Thousand Dollars (\$2,000); and

8. All of the rest and residue of my estate to JANE RIDDELL LEWIS.

C. In the event JANE RIDDELL LEWIS does not survive me, her share of my estate shall go to LEON E. LEWIS, and if he does not survive me, to his surviving issue per stirpes. If one or more of the other beneficiaries in Paragraph B above does not survive me, the bequest to that deceased beneficiary shall lapse.

ITEM III.

A. In the event my sister, WILLIE MAE, is or becomes unable or unwilling to serve as my Executor, I appoint JANE RIDDELL LEWIS, to serve as my successor Executor. If JANE is unable or unwilling to serve, LEON E. LEWIS shall serve as successor Executor. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

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

Mary Steen
MARY STEEN

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

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

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

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

Mary Steen
MARY STEEN

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

H. My Executor shall have all rights and powers given to trustees by the Uniform Trustees' Powers Law of Mississippi, as amended:

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 4 pages on the 25th day of May, 1989.

Mary Steen
 MARY STEEN

WITNESSES:

Ernestine A. Wallace
Ruth C. Nichols

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by MARY STEEN 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 25th day of
May, 1989.

Ernestine A. Wallace
Ruth L. Nichols

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, Ernestine A. Wallace and Ruth C. Nichols, on oath state that we are the subscribing witnesses to the attached written instrument dated the 25th day of May, 1989, which has been represented to us to be the Last Will and Testament of MARY STEEN, who indicated to us that she is a resident of and has a fixed place of residence in the City of Jackson, County of Hinds, State of Mississippi. On the execution date of the instrument, the Testatrix, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

DATED this 25th day of May, 1989.

Ernestine A. Wallace

Ruth C. Nichols

Subscribed and sworn to before me on this the 25th day of May, 1989.

Danny D Brown
NOTARY PUBLIC

My Commission Expires:

November 15, 1992

Page 6.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of NOV, 1999, at 8:30 o'clock A M, and was duly recorded on the NOV 10 1999, Book No 32, Page 73.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy HCO DC

Last Will and Testament

FILED
 THIS DATE
 NOV 15 1999
 STEVE DUNCAN
 CHANCERY CLERK
 BY *[Signature]*

OF

#99-795

AUDREY C. REAGAN

* * * * *

I, Audrey C. Reagan, of the City of Madison, Madison County, Mississippi, being of sound and disposing mind and memory and of lawful age, do hereby make, publish and declare this as and for my Last Will and Testament, hereby revoking any and all former wills and codicils by me at any time heretofore made.

I authorize my
 Executrix (Executor)
 to pay all my legal

ITEM I.

debts as speedily as practicable after my death, but this authority does not create any trust for the payment of debts nor extend any legal time limit for creditors to file claims against my estate.

ITEM II.

I give, devise and bequeath my estate, being all of my property of every kind and character and wheresoever located, unto my children, WOODROW W. REAGAN, JR., ALBERT CHRISTOPHER REAGAN, JOHN DAVID REAGAN, AMELIA REAGAN DAVIS, and WILLIAM STUART "JOSH" REAGAN, share and share alike. Should any one of them predecease me, leaving a child or children, the share that would have gone to such deceased child shall go to his or her descendants, per stirpes. Should any one of my children predecease me leaving no descendant, the share that would have gone to such deceased child shall go, pro rata, to augment the shares of my other children or their descendants, if any predecease me leaving a descendant.

ITEM III.

I nominate and appoint my daughter, AMELIA REAGAN DAVIS, to serve as Executrix of this, my Will, and I relieve her of filing any inventory, posting bond, or accounting to any court for her actions as such Executrix. If Amelia Reagan Davis is

unable or unwilling to serve, I nominate and appoint my son, JOHN DAVID REAGAN, as Executor, and I likewise relieve him of inventory, bond and accounting. I hereby direct that my Executrix (Executor) shall have, with reference to my estate, all of the powers during the administration of my estate as are granted to trustees under the Mississippi Uniform Trustees' Powers Law, more specifically §§ 91-9-101 through 91-9-119, Miss. Code Ann. (1972), in addition to all inherent, implied and statutory powers of an executor, and without in any manner limiting or restricting such powers.

IN TESTIMONY WHEREOF, I have hereunto set my hand on this, the 15th day of October, 1998.

Audrey C. Reagan
AUDREY C. REAGAN

WITNESSES:

W. McDonald Nichols
W. McDONALD NICHOLS

Lynn O. Holder
LYNN O. HOLDER

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, W. McDONALD NICHOLS and LYNN O. HOLDER, who after being duly sworn, on oath stated as follows:

That the above and foregoing Last Will and Testament of AUDREY C. REAGAN, herein referred to as "Testatrix", dated October 15, 1998, was exhibited by the said Testatrix to affiants as Testatrix's Last Will and Testament, and was signed by Testatrix on said date in the presence of affiants, declaring the same to be the Last Will and Testament of the Testatrix, and at the Testatrix's request and in the Testatrix's presence and in the presence of each other, the affiants signed the same as witnesses.

That the Testatrix was on the 15th day of October, 1998, of sound and disposing mind and memory and was over the age of eighteen (18) years.

W. McDonald Nichols

W. McDONALD NICHOLS
172 St. Andrews Drive
Jackson, MS 39211

Lynn O Holder

LYNN O. HOLDER
2008 Fox Hill Lane
Jackson, MS 39212

SWORN TO AND SUBSCRIBED before me, this the 15th day of October, 1998.

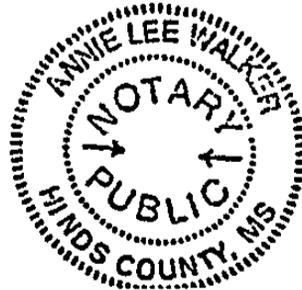
Annie Lee Walker

NOTARY PUBLIC

My commission expires:

My Commission Expires August 10, 1999

Page 4.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15th day of November, 1999, at 1:15 o'clock P. M., and was duly recorded on the 15th day of November, 1999, Book No. 32 Page 79.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* D.C.



Last Will and Testament

FILED
THIS DATE

OF

NOV 15 1999

CELESTE H. WHITE

STEVE DUNCAN
CHANCERY CLERK

BY

[Handwritten Signature]

#99-794

* * * * *

I, CELESTE H. WHITE, of Ridgeland, Mississippi, being of sound and disposing mind and memory and of lawful age, do hereby make, publish and declare this to be my Last Will and Testament, and I hereby revoke any and all former wills and codicils which I have heretofore made.

I hereby appoint

ITEM I.

my son, JOSEPH

ALLEN HENRY, Exe-

cutor of this my Last Will and Testament and my estate. If my said son is unable or unwilling to serve in such capacity, I then appoint my brother, M. GUY HALL, as Executor of my Last Will and Testament. In any event, I direct that no bond, appraisal, inventory or accounting be required of my Executor insofar as the same may be legally waived.

A.

I hereby direct that my Executor shall, out of the property and estate coming into his hands which is subject to the payment of

debts, pay all of my just debts which are properly probated and allowed as claims against my estate and all expenses of my last illness and funeral.

B.

I hereby direct that my Executor shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate, but in his discretion may sell only so much of my property as is necessary to obtain adequate cash (in addition to the cash which I leave at the time of my death) to pay taxes, debts, and the costs of the administration of my estate, and after the payment of the said items, my Executor is authorized in his sole discretion to make distribution to my devisees and legatees either in cash or in kind or in both.

C.

I hereby direct that my Executor shall have, with reference to my estate, all of the powers during the administration of my estate as are granted to trustees under the Missis-

issippi Uniform Trustees Powers Law, more specifically §§91-9-101 thru 91-9-119, Miss. Code Ann. (1972), including the power to sell any of my real or personal property at public or private sale for cash or credit, or to mortgage, pledge, lease or exchange it, all to be exercisable without court order.

D.

I hereby authorize my Executor to acquire any necessary cemetery lot or lots for my burial and any appropriate marker for my grave, the expense of such to be paid for out of my estate.

ITEM II.

I give, devise and bequeath all of my property and estate

of every kind and character and wheresoever located, whether real, personal or mixed, unto my children, JOSEPH ALLEN HENRY and ROBERT HALL HENRY, in equal shares. If my son, Joseph Allen Henry, predeceases me, then I give, devise and bequeath the share to which he would have been entitled had he survived me unto his wife, AMELIA HENRY, or in the even that she also predeceases me, then to the children of Joseph Allen Henry, per stirpes. If my

son, Robert Hall Henry, predeceases me, then I give, devise and bequeath the share to which he would have been entitled had he survived me unto his children, per stirpes.

IN WITNESS WHEREOF, I have hereunto set my hand on this, the 28 day of April, 1994.

Celeste H. White
CELESTE H. WHITE

WITNESSES:

Annie Lee Walker
W. McDonald Nichols

ATTESTATION

We, the undersigned subscribing witnesses to the within and foregoing Last Will and Testament of CELESTE H. WHITE, do hereby acknowledge and attest that the same was exhibited to us by the said Celeste H. White as her Last Will and Testament, that she signed the same in our presence and in the presence of each of us, and that at her request and in her presence and in the presence of each other, we signed the same as subscribing witnesses thereto.

This the 28th day of April, 1994.

Annie Lee Walker
W. McDonald Nichols

Page 4.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15th day of NOV, 1999, at 9:00 o'clock A M., and was duly recorded on the NOV 15 1999, Book No. 32, Page 83.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey KEO D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN RE: WILL AND ESTATE OF
CELESTE H. WHITEFILED
THIS DATE
NOV 15 1999STEVE DUNCAN
CHANCERY CLERKBY *Steve Duncan*

NO. 99-794

AFFIDAVIT OF SUBSCRIBING WITNESSSTATE OF MISSISSIPPI
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, W. McDONALD NICHOLS, who being by me first duly sworn, on oath stated:

That he is an adult resident citizen of the state of Mississippi, and that he knew Celeste H. White, Deceased, who departed this life on October 25, 1999; and

That the attached document entitled "LAST WILL AND TESTAMENT OF CELESTE H. WHITE" dated April 28, 1994, was exhibited by the said Celeste H. White to affiant and Annie Lee Walker as her Last Will and Testament and was signed by her on the 28th day of April, 1994, in the presence of affiant and Annie Lee Walker, declaring the same to be her Last Will and Testament, and at her request and in her presence and in the presence of each other, the affiant and Annie Lee Walker signed the same as witnesses; and

That the signature of the said Celeste H. White is her genuine signature and the signatures of the affiant and Annie Lee Walker are their genuine signatures; and

That the said Celeste H. White was on the 28th day of April, 1994, of sound and disposing mind and memory and was over the age of eighteen (18) years.

W. McDonald Nichols
W. McDONALD NICHOLS

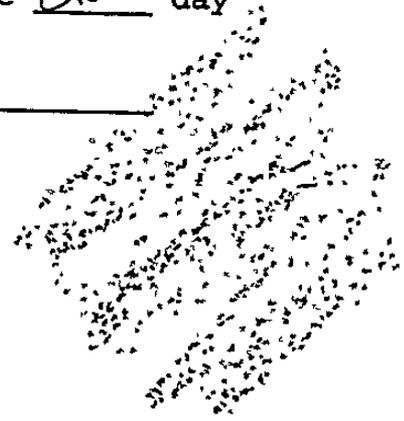
SWORN TO AND SUBSCRIBED before me, this the 28th day of October, 1999.

Pam Fairley
Notary Public

My commission expires:

1-5-2002

white.aff



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 15th day of NOV, 19 99, at 9:00 o'clock A M., and was duly recorded on the NOV. 15, 1999, Book No. 32, Page 87.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey HOO D.C.

ITEM IV.

Any Trust herein 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 his powers and discretions herein given. The income of any Trust herein created shall accrue from the date of my death. During the period of the administration of my estate, and until the Trust created herein is established, I hereby authorize the Trustee, in his or her sole discretion, to request of my Executrix, in which case my Executrix shall comply with that request, to pay at least annually, out of my general estate, to the respective income beneficiaries of such Trust, as advanced payments of income, such income as, in the judgment of the Trustee and the Executrix jointly, equals the income which such income beneficiaries would receive from the said Trust had the same been established.

The Trustee shall not be required to enter into any bond as Trustee, nor shall he be required to return to any court any periodic formal accounting of his administration of said Trust, but said Trustee shall render annual accounts to the various beneficiaries of any Trust herein created. No persons paying money or delivering property to the Trustee shall be required to see to its application.

The Trustee may resign at any time by giving written notice, specifying the effective date of such resignation, by personal delivery or by registered mail, to those persons who are beneficiaries of the Trust at that particular time. In the event of such resignation, a Successor Trustee shall be appointed by the Chancery Court of Madison County, Mississippi, upon petition brought by the beneficiaries of the Trust, as of the date of such resignation; and any such resignation shall become effective upon the qualification of a Successor Trustee and submission of a full

accounting by the Trustee being replaced. Any Successor Trustee shall be vested with all the rights, powers, duties and discretions herein conferred upon the original Trustee.

ITEM V.

Except as otherwise herein expressly provided, the administration and management of any Trust herein created, the sale and conveyance of the Trust assets, the investment and reinvestment of Trust assets and the rights, powers, duties, and liabilities of the Trustee shall be in accordance with and governed by the terms and provisions of the Uniform Trustees' Powers Act of Mississippi, as it now exists or may hereafter be amended. However, in addition to the powers contained in that Act, the Trustee shall have full power and authority:

A. To permit available Trust funds to remain temporarily uninvested, or, in his or her discretion, to place on time deposit in a savings account in a commercial or any other bank or savings and loan association, cash funds coming into his or her hands which the Trustee deems desirable to accumulate for use at a given time in the future in connection with the administration of the Trust.

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

C. In distributing income of any Trust contained herein, the Trustee, in his or her sole discretion, may distribute income of the Trust in cash or in kind. In making distributions of both principal and income of any Trust contained herein, the Trustee, in his or her sole discretion, may make a non-prorata distribution of property in kind. The judgment of the Trustee concerning values and purposes of such division or distribution of the

(2) As and when each of my children attains the age of 22 years, the Trustee shall pay over to that child, free and clear of any trust, one-half of that child's entire Trust estate. When each of my children attains the age of 26 years, the Trustee shall pay over to that child the remainder of that child's Trust estate. The principal and any accumulated income of a Trust for surviving issue of a child of mine who is deceased shall be distributed to such surviving issue when the youngest attains the age of 21 years. Upon distribution of the entire Trust estate to the beneficiaries thereof, this Trust shall terminate.

(3) In the event of the death of any of my children subsequent to the division of this Trust into separate shares for my children, and prior to the receipt by such child of his or her entire Trust estate, then the balance remaining in the separate share of my deceased child, or any part hereof, shall be paid over and distributed, free and clear of any trust, to the then living issue of my deceased child, in equal shares. If, at the time of the death of such child, he or she shall leave no issue surviving, that child's Trust estate shall be paid over and added to the Trusts herein created for any other children, in equal shares, and shall be held, administered and disposed of, in accordance with the terms of these Trusts, or distributed outright to any of the beneficiaries who had previously received a distribution of his or her entire Trust estate. In the event all of my children shall die prior to the receipt of their entire Trust estates, and none of them shall leave issue surviving, upon the death of the survivor, the entire Trust estate herein created shall be distributed to and among my heirs-at-law.

B. In the event all of the persons named and classes designated as beneficiaries of any Trust hereinabove created shall die prior to the complete distribution of all Trust assets, said assets shall be distributed to and among my heirs-at-law, in accordance with the intestacy laws then in effect in the State of Mississippi.

C. In making payments for beneficiaries, as required herein, and especially where such beneficiaries may be minors, or by reason of illness are incapable of transacting business, the Trustee, in his sole discretion, may make such payments either (a) directly to such beneficiary, (b) to the legal or natural guardian of such beneficiary, (c) to any relative or guardian of the person of such beneficiary who shall have custody and care of the person of such beneficiary, or (d) by applying such payments for the benefit of such beneficiary by paying his or her expenses directly. In any event, the Trustee shall require such reports and take such steps as he or she may deem requisite to assure and enforce the due application of such payments for the exclusive benefit of the said beneficiary.

D. Neither the principal nor the income of this Trust, nor any part of same, shall be liable for the debts of any of the beneficiaries hereof, nor shall the same be subject to seizure by any creditors of said beneficiaries. The said beneficiaries shall not have any power to sell, assign, transfer, encumber, or in any manner to anticipate or dispose of their interest in the Trust funds, or any part of same, or the income produced from said funds or any part of same.

E. This Trust shall be designated and known as "THE ROBERT MAC JOHNSON TESTAMENTARY TRUST."

LAST WILL AND TESTAMENT
OF
ROBERT MAC JOHNSON

FILED
THIS DATE 3
NOV 16 1999
STEVE DUNCAN
CHANCERY CLERK
BY *Steve Duncan*

#99-805

I, ROBERT MAC JOHNSON, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other Wills and Codicils heretofore made by me.

ITEM I.

I direct that my Executrix pay all of my debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ITEM II.

I give, 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, BETTY JO JOHNSON.

ITEM III.

In the event my wife should not survive me, or my wife and I die as a result of a simultaneous disaster, I give, devise and bequeath to my Trustee in trust for the uses and purposes hereinafter set forth, all the rest and residue of my estate, for the benefit of my children, JAMES KEITH JOHNSON (whose birth date is March 9, 1969), ROBERT HOWARD JOHNSON (whose birth date is April 28, 1972), and LEE SCOTT JOHNSON (whose birth date is May 9, 1975), and any other children hereafter born of the marriage of my wife and me. My son, James Keith Johnson, shall serve as

trustee if he has reached the age of twenty-one at that time. In the event he has not reached the age of twenty-one Myrtis Johnson shall serve as trustee until such time as my son, James Keith Johnson shall reach the age of twenty-one, at which time he shall succeed Myrtis Johnson as trustee.

A. The Trustee shall divide this Trust into equal shares, one for each of my children then living and one for each of the children of mine who are deceased, leaving issue surviving; and each share shall be held, managed and invested as a separate and distinct trust.

(1) The Trustee shall distribute, at least annually, to the beneficiary of each Trust, such part or all the net income of that Trust, as the Trustee deems necessary or desirable for the beneficiary's comfort, education, maintenance, and welfare. Any income not distributed shall be held in the Trust of such beneficiary and shall be added to the principal of that Trust. If any of my children shall be deceased and leave surviving issue, the net income of the Trust for such surviving issue shall be distributed to and among them, or paid for their benefit, in equal shares. In addition to the net income, if in the sole and absolute discretion of the Trustee, circumstances have arisen which make it desirable for their comfort, education, maintenance and welfare, he or she shall distribute to, or for the benefit of, any of the beneficiaries such amount or amounts of principal from that beneficiary's Trust as the Trustee deems proper. In the exercise of this discretion, the Trustee shall consider the needs of the beneficiaries and the income available to them from other sources. In distributing both income and principal to the Trust beneficiaries, the Trustee shall adequately provide for them, but he or she shall not distribute excessive sums to them that might encourage them to become spendthrifts.

property or securities held in the Trust shall be binding and conclusive on all parties interested therein.

ITEM VI.

If my wife and I shall die simultaneously or under circumstances which make it difficult or impossible to determine which of us died first, I direct that my wife shall be deemed to have survived me for the purposes of this Will, and I further direct that the provisions of this Will shall be construed upon that assumption, irrespective of any provisions of law establishing a contrary presumption or requiring survivorship as a condition of taking property by inheritance.

ITEM VII.

In order to provide for the security of my minor children in the event of the death of my wife and me during the minority of my said children, I hereby designate and appoint my son, James Keith Johnson, as Guardian of my said minor children, if he has attained the age of twenty-one at that time. In the event he has not reached the age of twenty-one, Myrtis Johnson shall serve as guardian until such time as my son, James Keith Johnson reaches the age of twenty-one, at which time he shall succeed Myrtis Johnson as the guardian of my minor children. The said Guardian shall have custody and tuition of my minor children until they attain the age of 21 years. I direct that the aforesaid Guardian shall not be required to furnish any bond or other security for the faithful performance of the duties of Guardian. To the extent possible I direct that any and all accountings, inventories, and the like, ordinarily required of a guardian, shall not be required of said Guardian.

ITEM VIII.

And now, having disposed of my entire estate, I hereby nominate and appoint BETTY JO JOHNSON as Executrix of my Estate, under this my Last Will and Testament. In the event my said Executrix shall predecease me or shall be or become unable or unwilling to serve as Executrix, I nominate and appoint my son, James Keith Johnson, to serve as Successor Executor if he has reached the age of eighteen at that time. In the event he has not reached the age of eighteen, Myrtis Johnson shall serve as successor executrix. To the extent permissible by law, I waive the requirement that my Executrix or any Successor Executor or Executrix be required to make a formal appraisal of my estate or provide any inventory or an accounting to be filed with any court.

In the administration of my estate, my Executrix herein named shall have all the rights, powers and discretions herein granted to the Trustee. Specifically, my Executrix shall have full power and authority to continue any and all business operations in which I may be interested at the time of my death for such time as may be permitted by law, so as to avoid as far as possible any depreciation in value of such assets and interests or losses to my business associates or to my estate. My Executrix may continue to act as partner and engage in any partnership in which I may be interested, and to take any and all actions with regard thereto that my Executrix may deem necessary or advisable.

IN WITNESS WHEREOF, I have executed the foregoing paperwriting and declare the same to be my Last Will and Testament, on this the 16 day of OCTOBER, 1986.

Robert Mac Johnson
ROBERT MAC JOHNSON
Testator

Robert Mac Johnson
ROBERT MAC JOHNSON
Testator
Date: 10/16/86

This instrument, consisting of this and eight preceding pages, was, on the day and year shown above, signed, published and declared by ROBERT MAC JOHNSON to be his Last Will and Testament, and we, at his request, have subscribed our names hereto as witness, in his presence and in the presence of each other.

WITNESSES:

[Signature]

[Signature]

ADDRESSES:

727 N. President St
Jackson, MS 39202

727 N. President St
Jackson, MS 39202



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16th day of Nov, 1999, at 3:30 o'clock P.M., and was duly recorded on the NOV 16 1999, Book No 32, Page 89

STEVE DUNCAN, CHANCERY CLERK

BY [Signature] D.C.

FILED
THIS DATE
NOV 16 1999
STEVE DUNCAN
CHANCERY CLERK
BY *S. Bailey*

BOOK **0032** PAGE **098**

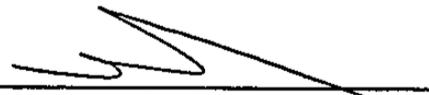
**IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI**

**IN THE MATTER OF THE ESTATE OF
ROBERT MAC JOHNSON, DECEASED**

CIVIL ACTION FILE NO. 99-805

PROOF OF WILL

COMES NOW, Ms. Eileen Shaffer Bailey, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Robert Mac Johnson, and enters her appearance herein as provided by 91-7-9 of the Mississippi Code of 1972, Annotated, as amended, and makes oath before the undersigned authority that Robert Mac Johnson, the above named decedent, signed, published and declared said instrument as his Last Will and Testament on the 16th day of October, 1986, the day and the date of said instrument, in the presence of this deponent and Linda B. Sherman, the other subscribing witness, and that said Testatrix was then of sound and disposing mind and memory, and more than twenty-one (21) years of age, and having his usual place of abode in Madison County, Mississippi, and that she and Linda B. Sherman, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix and in the presence of the Testatrix and in the presence of each other on the day of the date of said instrument.


MS. EILEEN SHAFFER BAILEY

STATE OF MISSISSIPPI

BOOK 0032 PAGE 099

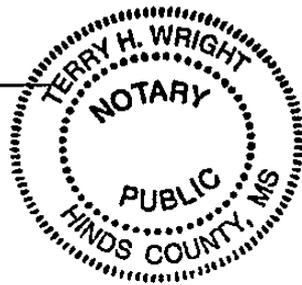
COUNTY OF Hinds

Personally appeared before me, the undersigned authority in and for said county and state, the within named **EILEEN SHAFFER BAILEY**, who, being first duly sworn by me, state on her oath that the matters and facts contained and set forth in the above and foregoing Proof of Will are true and correct as therein stated.

[Signature]
EILEEN SHAFFER BAILEY

SWORN TO AND SUBSCRIBED BEFORE ME, this the 4th day of Nov., 1999

[Signature]
NOTARY



MY COMMISSION EXPIRES:

Notary Public State of Mississippi At Large
My Commission Expires: May 18, 2002
~~Bonded Thru Halden, Brooks & Garland, Inc.~~

(SEAL)

JAMES H. HERRING
MSB#2308
HERRING, LONG & CREWS, P.C.
ATTORNEYS AT LAW
129 EAST PEACE STREET
P. O. BOX 344
CANTON, MISSISSIPPI 39046
(601)859-2573
(601)859-3955 (FAX)
E-MAIL: HLCPC@MSN.COM

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 16th day of Nov, 1999, at 3:30 o'clock P.M., and was duly recorded on the NOV 16 1999, Book No. 32, Page 98.



STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.