

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

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 Linda B. Sherman, 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 Eileen Shaffer Bailey, 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 Eileen Shaffer Bailey, 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. LINDA B. SHERMAN

STATE OF MISSISSIPPI

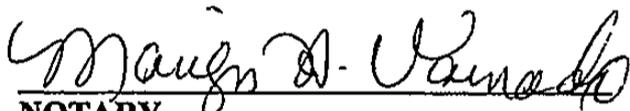
BOOK 0032 PAGE 101

COUNTY OF Hinds

Personally appeared before me, the undersigned authority in and for said county and state, the within named **LINDA B. SHERMAN**, 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

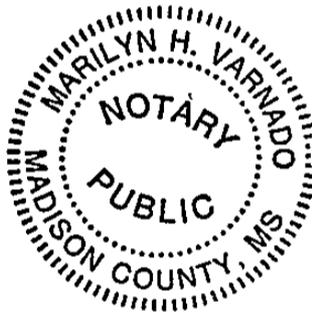

LINDA B. SHERMAN

SWORN TO AND SUBSCRIBED BEFORE ME, this the 11 day of November, 1999


NOTARY

MY COMMISSION EXPIRES:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 25, 2003
BONDED THRU STEGALL NOTARY SERVICE
(SEAL)

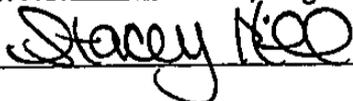


JAMES H. HERRING
MSB#2308
HERRING, LONG & CREWS, P.C.
ATTORNEYS AT LAW
129 EAST PEACE STREET
P. O. BOX 344
CANTON, MISSISSIPPI 39046
(601)859-2573
(601)859-3955 (FAX)
E-MAIL: HLCPC@MSN.COM

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 100.

STEVE DUNCAN, CHANCERY CLERK

BY:  D.C.



MADISON COUNTY, MO

Last Will and Testament

FILED

NOV 23 1999

AT 8:10 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By Montgomery DC

#99-813

OF

JOHN T. MONTGOMERY

I, JOHN T. MONTGOMERY, domiciled in Tequesta, Martin County, Florida, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ARTICLE I

I direct that all of my legal debts, (excluding debts secured by mortgage) evidence by claims timely filed against my estate, my funeral expenses and the costs of administration of my estate be paid as soon as practicable after my death. My Personal Representative may, in its sole discretion, pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

ARTICLE II

I direct that my Personal Representative pay, out of that certain portion of my residuary estate which is not included in the share qualifying for the marital deduction, without apportionment, all estate, inheritance, succession and other taxes (together with any penalty thereon), assessed by reason of my death imposed by the government of the United States, or any state or territory thereof, or by any foreign government or political subdivision thereof, in respect to all property required to be included in my gross estate for estate or like death tax purposes by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a power of appointment, with out contribution by any recipient of any such property.

I identify this as Page One of my Last Will & Testament

John T. Montgomery
JOHN T. MONTGOMERY

ARTICLE III

I hereby specifically declare that I intend to leave at my death a Separate Writing, by which instrument I intend to devise certain of my tangible property to the devisees named therein. Should I leave more than one such Separate Writing, all said documents shall be construed as one; however, if any item of tangible property shall be mentioned more than once, the last dated Separate Writing shall devise such item. If no Separate Writing is in existence at my death, my tangible property shall pass as otherwise provided herein. The cost of shipping any of said items shall be a general administration expense of my estate.

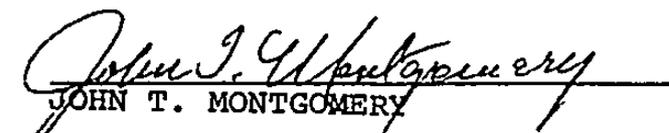
ARTICLE IV

I give to my beloved wife, HARRIET, in fee, all clothing, jewelry, household goods, personal effects, automobiles and other tangible personal property not otherwise specifically bequeathed by Will, Codicil or Separate Writing, except cash on hand, owned by me at the time of my death. I direct that any expenses incurred in safeguarding or delivering such property be paid from my estate as an administration expense thereof. If my wife, HARRIET, does not survive me, I bequeath all of the aforesaid property in equal shares to my sons who survive me. If my sons cannot agree upon the disposition of such property, my Personal Representative shall effect the distribution by having my sons cast lots and draw straws to determine who shall have first choice and then shall alternate the choice between my sons until all my personal property shall have been distributed.

ARTICLE V

I authorize my Personal Representative to request funds to meet the expenses, taxes and claims set forth in the foregoing ARTICLES from the Trustee of the Trust I have established on August 1, 1975, or the Trustee of any Trust which shall have replaced said Trust, irrespective of the nature or amounts of the assets in the hands of the Personal Representative.

I identify this as Page Two
of my Last Will & Testament


JOHN T. MONTGOMERY

ARTICLE VI

All the rest, residue and remainder of the property which I may own at the time of my death, real, personal and mixed, tangible and intangible, of whatsoever nature and where-soever situated, including all property which I may acquire or become entitled to after the execution of this Will, the proceeds of any policy of life insurance on my life payable to my estate or to my Personal Representative, any and all lapsed or void legacies or devises, and any property over which I may now have or hereafter have any power of appointment exercisable by Will, I bequeath and devise to the Trustee of that Trust Agreement executed by me on August 1, 1975, said assets to be held IN TRUST as part of the Trust Estate as that term is used in said Trust Agreement as further amended at any time prior to my death. If said Trust Agreement is not in effect or is for any reason declared to be invalid, I give my residuary estate to the persons named as Trustees in said Trust Agreement, to hold IN TRUST on the terms and conditions specified in said Trust Agreement and any amendment thereto as in effect on the date of this Will or prior to the latest Codicil hereto with like effect as if the terms and conditions had been as set forth herein or in the most recent Codicil verbatim.

ARTICLE VII

I hereby appoint my wife, HARRIET, to be my Personal Representative of this my Last Will and Testament. If my wife, HARRIET, shall predecease me or for any reason shall fail to qualify as my Personal Representative hereunder, or having qualified, shall die or resign, then in such event my Personal Representative shall be chosen from among my sons in the following order: JOHN T. MONTGOMERY, JR., SAMUEL A. MONTGOMERY, and RICHARD P. MONTGOMERY. I direct that no bond be required of my Personal Representative, and I give to my Personal Representative

I identify this as Page Three
of my Last Will & Testament


JOHN T. MONTGOMERY

all those powers specified in Section 733.612 of the Florida Statutes as in effect on the date of the execution of this Will, as well as the power to buy or sell, to rent or lease, or to mortgage real or personal property, or to borrow money to pay claims or charges against my estate, to register intangible personal property in the name of a nominee, to renew or extend mortgages or leases, to insure the property contained herein, to collect, receive and receipt for rents, profits and income of my estate, and to make distributions hereunder in cash or in kind, all without any order of Court.

ARTICLE VIII

If my wife, HARRIET and I die in a common disaster or under circumstances wherein it is difficult or impossible to determine which of us was the first to die, it shall be presumed for purposes of administering my estate that my wife survived me.

If any other beneficiary and I die in a common disaster or under circumstances wherein it is difficult or impossible to determine which of us was the first to die, it shall be presumed for purposes of administering my estate that I survived said beneficiary.

ARTICLE IX

This Will has been drafted pursuant to the laws of the State of Florida in existence on the date of the signing of this document. All words and phrases are to be interpreted pursuant to said law and the definitions contained therein. Further, where appropriate, the singular shall mean the plural and the plural the singular, and the masculine shall mean the feminine and the feminine the masculine.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument to be my Last Will and Testament,

I identify this as Page Four
of my Last Will & Testament


JOHN T. MONTGOMERY

signed the instrument as his Last Will and that he signed voluntarily and each of the witnesses in the presence of the testator, at his request, and in the presence of each other signed the Will as a witness and that to the best of the knowledge of each witness the testator was, at the time, eighteen (18) or more years of age, of sound mind and under no constraint or undue influence.

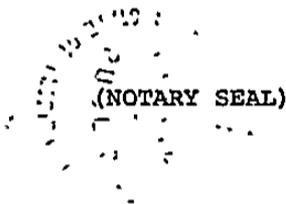
John T. Montgomery
JOHN T. MONTGOMERY
Thornton M. Henry
Patricia A. Sellers
Lora Morrison

SUBSCRIBED AND ACKNOWLEDGED before me by JOHN T. MONTGOMERY, the testator, and subscribed and sworn to before me by Thornton M. Henry, Patricia A. Sellers, and Lora Morrison, the witnesses, on this 1st day of October, 1980.

Russ W. Hoeft
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires October 17 1983
Bonded thru Maynard Bonding Agency



I identify this as Page Six of my Last Will & Testament

John T. Montgomery
JOHN T. MONTGOMERY

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 23rd day of November, 1999, at 8 10 o'clock A.M., and was duly recorded on the 23rd day of November, 1999, Book No 32, Page 102.

STEVE DUNCAN, CHANCERY CLERK

BY *Carolyn Thipp* DC

MADISON COUNTY, Md.
FILED

NOV 29 1999

AT 8:10 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

by: *Karegouf DC*

FIRST CODICIL
TO
LAST WILL AND TESTAMENT
OF
JOHN T. MONTGOMERY

#99-813

I, JOHN T. MONTGOMERY, of Tequesta, Martin County, Florida, do hereby make publish and declare this to be the First Codicil to my Last Will and Testament heretofore signed, sealed, published, declared and executed by me and bearing the date October 1st, 1980.

FIRST: I hereby declare that I have completely restated my trust dated August 1, 1975 on October 1, 1980, which has been amended subsequently and on this date.

SECOND: I hereby amend Article VII to state that the order in which my Personal Representatives shall be selected is as follows: SAMUEL A. MONTGOMERY, JOHN T. MONTGOMERY, JR., and RICHARD P. MONTGOMERY.

THIRD: In all other respects I ratify, confirm, and republish all of the provisions of said Will dated October 1, 1980.

IN WITNESS WHEREOF, I have set my hand and seal, and for the purpose of identification have signed my name at the foot of each page at West Palm Beach, Florida, this 6th day of April, 1990.

John T. Montgomery (SEAL)
JOHN T. MONTGOMERY

I identify this as Page 1
of my First Codicil

John T. Montgomery
JOHN T. MONTGOMERY

Signed, sealed, published, and declared by the said JOHN T. MONTGOMERY, as and for his First Codicil to his Last Will and Testament dated October 1, 1980, in the presence of us, who, at his request and in his presence and in the presence of each other have hereunto subscribed our names as witnesses thereto this 6th day of April, 1990.

Phyllis D. Welch residing at 401 Quaker Lane
Palm Beach Gardens, FL 33418

Sally A. Stroh residing at 308 Princeton Drive
Lake Worth FL 33460

Donna Stewart residing at 2544 Canterbury Dr N
West Palm Bch, FL

STATE OF FLORIDA)
COUNTY OF) ss:

WE, JOHN T. MONTGOMERY, _____,
Phyllis D. Welch and Sally A. Stroh,
the testator and the witnesses respectively, whose names are signed to the attached or foregoing instrument, being first duly sworn, do hereby declare to the undersigned officer that the testator signed the instrument as his First Codicil to his Last

I identify this as Page 2
of my First Codicil

John T. Montgomery
JOHN T. MONTGOMERY

Will and Testament dated October 1, 1980, and that he signed voluntarily and that each of the witnesses in the presence of the testator at his request, and in the presence of each other signed the First Codicil as a witness and that to the best of the knowledge of each witness the testator was at that time eighteen or more years of age, of sound mind and under no constraint or undue influence.

John T. Montgomery
JOHN T. MONTGOMERY

Phyllis D. Welch
Witness

Sally A. Stroh
Witness

Witness

SUBSCRIBED AND SWORN to before me by JOHN T. MONTGOMERY, the testator, and subscribed and sworn to before me by Phyllis D. Welch, Sally A. Stroh, and Donna Stewart, the witnesses, on this 6th day of April, 1990.

Donna Stewart
Notary Public

My Commission Expires:



(NOTARY SEAL)

TMH16R
3/28/90

I identify this as Page 3
of my First Codicil

John T. Montgomery
JOHN T. MONTGOMERY

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 23rd day of November, 1999, at 8:10 o'clock A. M., and was duly recorded on the 23rd day of November, 1999 Book No. 32 Page 108.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Tapp D.C.



FILED
THIS DATE
9:30 A.M.
DEC 03 1999
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

LAST WILL AND TESTAMENT
OF
JONAS HENDERSON

99-816

I, Jonas Henderson, of Madison County, Mississippi, being of the age of twenty-one years and over and of sound and disposing mind and memory, do make, declare and publish this to be my last will and testament, revoking all previous wills and codicils.

-I-

I name, constitute and appoint Henry Henderson, my son, as executor of this, my last will and testament, and direct that he be not required to give bond or make any formal accounting to any Court other than the probate of this my last will and testament.

-II-

I will, devise and bequeath unto my Children, Bernice H. Smith, Clara H. Flemmings, Sylvia H. Grayson, Henry Henderson, Mary Lee Henderson Vann, Jonas Henderson, Jr., Melva Henderson, Bertha Henderson, and King Henderson, all of my estate, real, personal and mixed, of whatever nature and wheresoever located or situated, in equal shares, share and share alike.

IN WITNESS WHEREOF I have executed this last will and testament on this the 28th day of August, 1972, in the presence of the undersigned attesting and credible witnesses who, at my request, and in my presence, and in the presence of each other, have witnessed my signature hereto.

Witness: *[Signature]* ^{his} Jonas Henderson
[Signature] Jonas Henderson
[Signature]

Signed, published and declared by the testator, Jonas Henderson, as and for his Last Will and Testament in the presence of us, who, at his request and in his presence and in the presence of each other, subscribe our names hereto as attesting witnesses, this the 28th day of August, 1972.

[Signature]
[Signature]

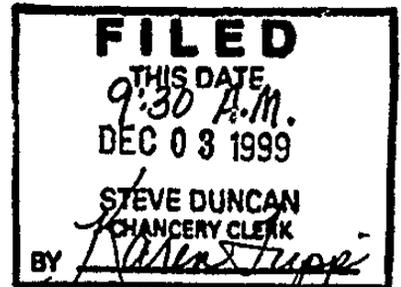
Witnesses. -



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 3rd day of December, 1999, at 9:30 o'clock A.M., and was duly recorded on the 3rd day of December, 1999, Book No 32, Page 111

STEVE DUNCAN, CHANCERY CLERK BY *[Signature]* DC



IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
JONAS HENDERSON, DECEASED

CIVIL ACTION FILE NO. 99-816

PROOF OF WILL

COMES NOW, Ms Beverly G Stevenson, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Jonas Henderson, 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 Jonas Henderson, the above named decedent, signed, published and declared said instrument as his Last Will and Testament on the 28th day of August, 1972, the day and the date of said instrument, in the presence of this deponent and Joe R. Fancher, Jr., 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 Joe R. Fancher, Jr, 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.

Arkansas
STATE OF MISSISSIPPI

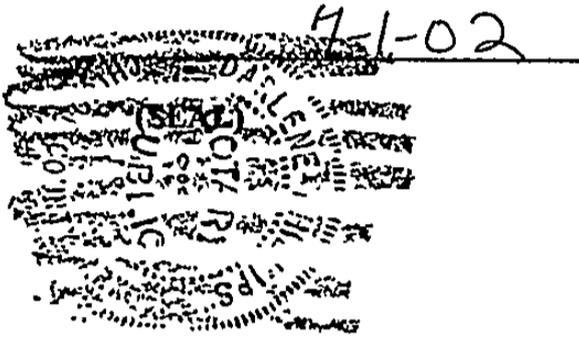
Mrs Beverly G Stevenson
MS. BEVERLY G. STEVENSON

COUNTY OF Chicot

SWORN TO AND SUBSCRIBED BEFORE ME, this the 23rd day of
August, 1999

Darlene Phillips
NOTARY

MY COMMISSION EXPIRES:

7-1-02




STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 3rd day
of December, 1999, at 9:30 o'clock A. M., and was duly recorded
on the 3rd day of December, 1999, Book No. 32, Page 112.

STEVE DUNCAN, CHANCERY CLERK

BY: Darlene Phillips D.C.

WAD032 PAGE 114

FILED
THIS DATE
DEC 10 1999
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

LAST WILL AND TESTAMENT
OF
OSIE BELL JONES

#99-793

I, OSIE BELL JONES, of Canton, Madison County, Mississippi, being of sound and disposing mind and memory, realizing the uncertainty of life and the certainty of death, do hereby make, publish and declare this to be my Last Will and Testament and revoke any and all other wills or codicils heretofore made by me.

I.

I hereby appoint, nominate, and constitute my sister, Gussie Kelly, as Executrix of this my Last Will and Testament and my estate. In the event that Gussie Kelly should predecease me or is otherwise unable to serve as my Executrix, then I appoint, nominate and constitute Georgia Kelly to serve as my Executrix. In any event, I direct that my Executrix shall not be required to enter into any bond as such Executrix, and I direct that no bond, appraisal, inventory or accounting be required insofar as the same can be legally waived.

II.

I direct that my Executrix pay all of my just debts which may be registered against my estate and all funeral expenses as soon after my death as can be conveniently done.

III.

I give, devise and bequeath unto the following named individuals the acreage hereinafter mentioned, to-wit:

- (1) Cornelius Jones, one(1) acre of land; (2) My sister,

Page 1 of my Will: *Osie Bell Jones*

Witness: *Verton C. Little*

Witness: *Georgia Kelly*

Barbara Ann Kelly, my home along with 1.26 acres upon which my home is situated, located at 253 Hawkins Thompson Road, Canton, Madison County, Mississippi 39046; Further, Barbara Ann Kelly, shall have the final choice in selecting the boundary lines of this 1.26 acre tract. The entire 2.26 acreage described as:

A parcel of land containing 2.26 acres more or less lying and being situated in the S 1/2 of the N 1/2 of Section 3, Township 8 North, Range 2 East, Madison, County, Mississippi and more particularly described as commencing at the intersection of a fence on the south line of said S 1/2 of the N 1/2 with the west right-of-way line of U.S. Interstate Highway No. 55 run S. 88 degrees 52'W along said fence 286.9 feet to an iron pin in the center of a gravel road; thence along the centerline of said gravel road as follows; N 12 degrees 25'E 356.2 feet to an iron pin, N 04 degrees 40'W 191.6 feet to an iron pin, N 48 degrees 16'W 107.94 feet to an iron pin and the point of beginning, and from said point of beginning continue N 48 degrees 16'W along the centerline of the gravel road 339.96 feet to an iron pin; thence N. 00 degrees 19' W along the centerline of the gravel road 132 feet to an iron pin; thence leaving the gravel road run N 89 degrees 56'W along an existing fence 194 feet to an iron pin at a fence corner; thence S 00 degrees 04'W along The fence 358 feet to an iron pin at a fence corner; thence S 89 degrees 56'E 448.84 feet to the point of beginning.

Page 2 of my Will: Barbara Ann Kelly
 Witness: Hertie C. Miller
 Witness: Barbara Kelly

IV.

RESIDUARY ESTATE

All of my residuary estate, being all of my other property, real or personal, I give, devise and bequeath to Gussie Kelly, Evangeline Hill, Alberta Williams, Josphine Collins, Florida Nash, Rosa Lee Bilbrew, and Cornelius Jones, in equal shares, to share and share alike.

IN WITNESS WHEREOF, I do hereby sign, publish and declare this as my Last Will and Testament in the presence of the persons witnessing it at my request, on this 25th day of October, 1993.

Osie Bell Jones
OSIE BELL JONES

ATTESTATION

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

This, the 25th day of October, 1993.

Hortense C. Lott
WITNESS

128 Chess Road
ADDRESS

Shreve, MS 39163

Georgia Kelly
WITNESS

239 Hopkins Skempson Rd.
ADDRESS

Canton Miss 39046

Page 3 of my Will: Osie Bell Jones



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of Dec, 1999, at 10:45 o'clock A M, and was duly recorded on the DEC 10 1999, Book No. 32, Page 114.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill DC

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
OSIE BELL JONES, DECEASED

FILED
THIS DATE
DEC 10 1999
STEVE DUNCAN
CHANCERY CLERK
BY *Stacy [Signature]*

CIVIL ACTION

FILE NO. 99-793

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

(1). That this affiant is one of two subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of **OSIE BELL JONES**, whose signature is affix to the Last Will and Testament dated October 25, 1993.

(2). That on the 25th day of October, 1993, the said **OSIE BELL JONES** signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the affiant and in the presence of **HERTISTINE LATIKER** the other subscribing witness to the instrument

(3). That **OSIE BELL JONES** was then and there of sound and disposing mind and memory and well above the age of eighteen (18) years

(4). That this affiant, together with HERTISTINE LATIKER, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request, and in the presence of OSIE BELL JONES, and in the presence of each other.

Georgia Kelly

GEORGIA KELLY

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

November, 1999.

James P. [Signature]

NOTARY PUBLIC



My commission expires:

5-14-2000

o-jones4

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of Dec, 19 99, at 10:45 o'clock A M., and was duly recorded on the DEC 10 1999, Book No. 32, Page 117.



STEVE DUNCAN, CHANCERY CLERK

BY: Steve Hill D.C.

I, Bessie Lee Barrow, an adult female citizen of the City of Canton, Madison County, Mississippi, being of sound disposing mind + memory do hereby make, publish and declare this to be my Last Will + Testament hereby revoking all previous wills and Codicils.

I direct that all of my legal debts + funeral expenses be paid as soon after my death as conveniently as can be done.

I give, devise + bequeath to my husband, Grover D. Barrow all of my estate, real + personal, wherever it may be located. In the event that my husband and I die simultaneously or that he predeceases me, I give, devise + bequeath all of my estate to my children, Grover D. Barrow, Jr., Donald R. Barrow and Donald L. Barrow in three equal shares. Should any of my children predecease me, then the deceased child's share of my estate shall vest in his children, if any, share and share alike. If the deceased child's children are not of age twenty-one at my death, then their shares shall be held by my surviving child or children for the education of said deceased child's children. If such deceased child has no children, then his share shall go to my surviving child or children. I hereby direct that should my husband predecease me or die in such a manner that it cannot be determined who died first, that for all purposes it shall be deemed that my husband predeceased me. I hereby direct that my house, free of any liens, be left to my three children equally and cannot be sold as long as any of the three do not own a home.

I hereby appoint Grover D. Barrow as Executor of my estate, and hereby direct that he is to serve without bond, and I hereby waive any inventory, appraisal or accounting of the assets of my estate.

Signed this the 28th day of June, 1978.

Bessie Lee Barrow

FILED
THIS DATE
DEC 14 1999
STEVE DUNCAN
CHANCERY CLERK
BY: *[Signature]*



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14th day of Dec, 1999, at 2:00 o'clock P.M., and was duly recorded on the DEC 14 1999, Book No 32, Page 119.

STEVE DUNCAN, CHANCERY CLERK

BY: *[Signature]* D.C

PROOF OF HANDWRITING OF TESTATRIX

STATE OF MISSISSIPPI
COUNTY OF MADISON

FILED
THIS DATE
DEC 14 1999
STEVE DUNCAN
CHANCERY CLERK
BY: *[Signature]*

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, L J DAVIS, who is an adult resident citizen of Madison County, Mississippi, and who, being duly sworn, deposed and said that he/she knew and was personally acquainted with Bessie Lee Barrow for several years, and is well acquainted with the handwriting and signature of the said Bessie Lee Barrow; and that the handwritten instrument dated June 28, 1978, purporting to be the Last Will and Testament of Bessie Lee Barrow, is written fully in her handwriting and has her signature subscribed thereto; that on the date of the said Bessie Lee Barrow's Last Will and Testament, the said Bessie Lee Barrow was over the age of 21 years, and at the time said Will was made and executed, Bessie Lee Barrow, as far as is known to this affiant, was of sound mind and had testamentary capacity.

WITNESS my hand this 24th day of Nov., 1999.
L. J. Davis

SWORN TO AND SUBSCRIBED before me this 8 day of December, 1999.

Samuel Sutherland Coy
NOTARY PUBLIC



L:\SSG\1992-1 - Grover Barrow\proof of handwriting of testrix wpd

DEFENDANT'S EXHIBIT
C

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14th day of Dec, 1999, at 2:00 o'clock P.M., and was duly recorded on the DEC 14 1999, Book No. 32, Page 120.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

FILED
THIS DATE
DEC 14 1999
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

PROOF OF HANDWRITING OF TESTATRIX

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, Tom wood, who is an adult resident citizen of Madison County, Mississippi, and who, being duly sworn, deposed and said that he/she knew and was personally acquainted with Bessie Lee Barrow for several years, and is well acquainted with the handwriting and signature of the said Bessie Lee Barrow; and that the handwritten instrument dated June 28, 1978, purporting to be the Last Will and Testament of Bessie Lee Barrow, is written fully in her handwriting and has her signature subscribed thereto; that on the date of the said Bessie Lee Barrow's Last Will and Testament, the said Bessie Lee Barrow was over the age of 21 years, and at the time said Will was made and executed, Bessie Lee Barrow, as far as is known to this affiant, was of sound mind and had testamentary capacity.

WITNESS my hand this 23 day of November, 1999.

Tom Wood

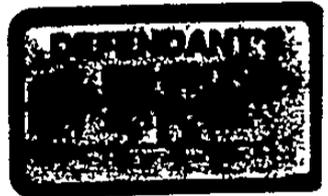
SWORN TO AND SUBSCRIBED before me this 8 day of December, 1999.

Samuel Suttled Gay
NOTARY PUBLIC

My Commission Expires:

June 25, 2003

L:\SSG\1992-1 - Grover Barrow\proof of handwriting of testrix wpd



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14th day of Dec, 1999, at 2:00 o'clock P M., and was duly recorded on the DEC 14 1999, Book No. 32, Page 121.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.



LAST WILL AND TESTAMENT OF CLAUDE MOORE AND RACHEL D. MOORE

We, Claude Moore and wife, Rachel D. Moore, both resident citizens of Madison County, Mississippi, both being over the age of eighteen years of age and of disposing mind and memory, do hereby make, publish and declare this to be our LAST WILL AND TESTAMENT, and do hereby revoke all other wills and/or codicils heretofore made by us.

ITEM 1. We hereby nominate and appoint the survivor of us as executor or executrix of this our LAST WILL AND TESTAMENT and do especially excuse said survivor from entering into bond. Upon the death of the survivor of us we nominate and appoint Claude Moore, Jr. as executor of the estate of the survivor of us and do especially excuse him from entering into bond as such executor.

ITEM 2. We devise and bequeath our home residence and twenty acres surrounding same to our grandson, Tyrone Levell Moore, and all furniture, fixtures and appliances located in our home residence. We also devise and bequeath unto Tyrone Lavell Moore all trucks, automobiles and all farm equipment and livestock. The said Tyrone Lavell Moore shall have the sole right in selecting the 20 acre tract above mentioned without the consent of the other beneficiaries named herein.

ITEM 3. We desire that in the event any of the beneficiaries named herein desire to sell their interest in any of the real estate they receive through this instrument to give any of the other beneficiaries herein named the first refusal offer.

ITEM 4. The survivor shall have the authority to mortgage any of our property as freely as if it were his or her own and this power is without restriction.

ITEM 5. We devise and bequeath the remainder of our property, real, personal and mixed to our children, to-wit: Claude Moore, Jr., Alladee Moore Smith and Johnnie Moore, each to share alike.

SIGNED AND DECLARED to be our LAST WILL AND TESTAMENT, this 26TH day of DECEMBER, 1984.

Claude Moore
CLAUDE MOORE
Rachel D. Moore
RACHEL D. MOORE

WITNESSES TO SIGNATURES:

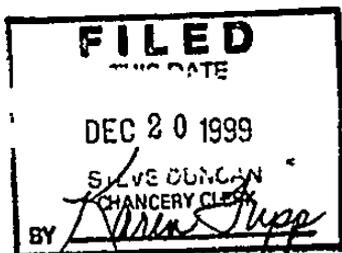
Justine Hood
Alma Alfred

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES, this 26TH day of December, 1984.

Justine Hood (WITNESS)
Alma Alfred (WITNESS)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

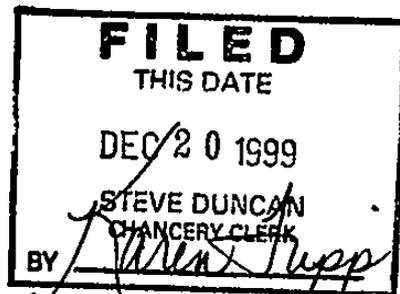
I certify that the within instrument was filed for record in my office this 20th day of Dec, 1999, at 11:00 o'clock A M., and was duly recorded on the DEC 20 1999, Book No. 32, Page 122.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

AFFIDAVIT OF LILLIE R. HORNE

STATE OF MISSISSIPPI
COUNTY OF HINDS



The undersigned **Lillie R. Horne**, being first duly sworn, deposes and says:

1.

She is an adult resident of Hinds County, Mississippi, residing at 1360 Brinkley Drive, Jackson, Mississippi, 39213.

2.

For more than thirty (30) years prior to the death of Rachel D. Moore on December 22, 1998, Affiant was acquainted with the said Rachel D. Moore. On several occasions Affiant saw Rachel D. Moore sign her name to various documents. Affiant, therefore, is familiar with Rachel D. Moore's manner and style of handwriting, having seen her write and sign her name on several occasions.

3.

Attached hereto as Exhibit "A" is a copy of the Last Will and Testament of the said Rachel D. Moore dated December 26, 1984. Affiant has carefully examined the signature of the said Rachel D. Moore on said Last Will and Testament. Affiant has compared said signature with Affiant's recollections of the signature of Rachel D. Moore. Based on said examination and knowledge, Affiant believes and states that the signature of Rachel D. Moore on said Last Will and Testament

dated December 26, 1984, is the proper, genuine, true and authentic signature and handwriting of the said Rachel D. Moore.

Further Affiant saith not.

Dated this the 30 day of November, 1999.

Lillian R. Horne
Lillian R. Horne

Sworn to and subscribed before me this the 30 day of November, 1999.

Kel D. Borgard
Notary Public

My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES SEPT 21 2002
BONDED THRU STEGALL NOTARY SERVICE



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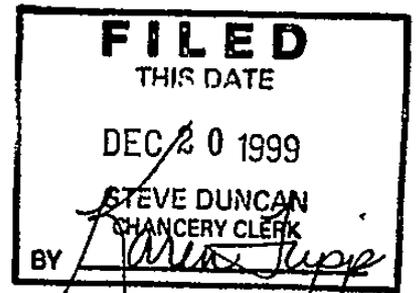
STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of Dec, 1999, at 11:00 o'clock A M., and was duly recorded on the DEC 20 1999, Book No. 32, Page 123.

STEVE DUNCAN, CHANCERY CLERK

BY: Stanley Hill D.C.

AFFIDAVIT OF LILLIE R. HORNE



STATE OF MISSISSIPPI
COUNTY OF HINDS

The undersigned Lillie R. Horne, being first duly sworn, deposes and says:

1.

She is an adult resident of Hinds County, Mississippi, residing at 1360 Brinkley Drive, Jackson, Mississippi, 39213.

2.

For more than thirty (30) years prior to the death of Claude Moore on October 2, 1998, Affiant was acquainted with the said Claude Moore. On several occasions Affiant saw Claude Moore sign his name to various documents. Affiant, therefore, is familiar with Claude Moore's manner and style of handwriting, having seen him write and sign his name on several occasions.

3.

Attached hereto as Exhibit "A" is a copy of the Last Will and Testament of the said Claude Moore dated December 26, 1984. Affiant has carefully examined the signature of the said Claude Moore on said Last Will and Testament. Affiant has compared said signature with Affiant's recollections of the signature of Claude Moore. Based on said examination and knowledge, Affiant believes and states that the signature of Claude Moore on said Last Will and Testament dated

December 26, 1984, is the proper, genuine, true and authentic signature and handwriting of the said Claude Moore.

Further Affiant saith not.

Dated this the 30 day of November, 1999,

Lillian R. Horne
Lillian R. Horne

Sworn to and subscribed before me this the 30 day of November, 1999.

Keh D. Bouquard
Notary Public

My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES SEPT 21 2003
BONDED THRU STEGALL NOTARY SERVICE



H:\KHarmon\MooreEstates\home.aff



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of Dec, 1999, at 11:00 o'clock A M., and was duly recorded on the DEC 20 1999, Book No. KK, Page 125.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

LAST WILL AND TESTAMENT

I, William Robert Sharman II, an adult resident citizen of the City of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all former wills and codicils heretofore executed by me.

ARTICLE I

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

ARTICLE II

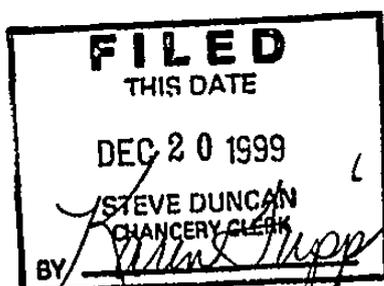
If my beloved wife, Charlene Burley Sharman, survives me, I give, devise and bequeath to her all my property, of whatsoever kind or character and wheresoever situated.

ARTICLE III

If my said wife, Charlene Burley Sharman, predeceases me, then I give, devise and bequeath all of my property, of whatsoever kind or character and wheresoever situated, share and share alike, to my children, William Robert Sharman III, Sandra Jeanne Sharman Carr and Charles Moss Sharman, or if any of my children should predecease me, to the issue of such deceased child or children, per stirpes.

ARTICLE IV

I nominate and appoint my wife, Charlene Burley Sharman, Jackson, Mississippi, as Executrix of my Last Will and Testament, and I direct that she not be required to enter into any bond as such Executrix and I hereby waive the necessity of filing any inventory or of having a formal appraisal made of my estate. If my wife, Charlene Burley Sharman, predeceases me, then I nominate and appoint my older son, William Robert Sharman III, as Executor of my Last Will and Testament, and I direct that he



W. R. Sharman

shall not be required to enter into any bond as such Executor, and I hereby waive the necessity of filing any inventory or of having a formal appraisement made of my estate.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 25th day of February, 1985.

William Robert Sharman II
WILLIAM ROBERT SHARMAN II

Robert R Crauch
WITNESS

Wanda Haining
WITNESS

CERTIFICATE

We, the undersigned two above subscribing witnesses to the will of William Robert Sharman II, hereby certify that we signed said will as subscribing witnesses at his special instance and request, in his presence and in the presence of each other.

WITNESS OUR SIGNATURES this, the 25th day of February, 1985.

Robert R Crauch
WITNESS

Wanda Haining
WITNESS



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of Dec, 1999, at 11:00 o'clock A.M., and was duly recorded on the DEC 20 1999, Book No. KK, Page 127.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacy Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN RE THE ESTATE OF WILLIAM
ROBERT SHARMAN, II, DECEASED

NO. 99-883

AFFIDAVIT OF SUBSCRIBING WITNES

STATE OF KENTUCKY
COUNTY OF JEFFERSON

FILED
THIS DATE
DEC 20 1999
STEVE DUNCAN CHANCERY CLERK
BY <i>[Signature]</i>

THIS DATE personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named, ROBYN CROUCH, who being by me first duly sworn according to law says on oath:

1. The affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of ROBERT SHARMAN, II, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament dated the 25th day of February, 1985.

2. That on the 25th day of February, 1985, the decedent, ROBERT SHARMAN, II signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of WANDA HENNINGTON, the other subscribing witness

3. That ROBERT SHARMAN, II, 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 WANDA HENNINGTON, subscribed and attested the said instrument as witnesses to the signature and publication thereof, at the special instance and request and in the presence of ROBERT SHARMAN, II, and in the presence of each other.

Robert J. Crowder

SWORN AND SUBSCRIBED before me, this the 20th day of DECEMBER 1999.

Juan Martin
NOTARY PUBLIC

My Commission Expires 3-4-2003

MY COMMISSION EXPIRES:

DAN W. DUGGAN, JR.
1700 W. GOVERNMENT #B201
BRANDON, MS 39042
601-825-8090/825-8062-FAX
MSB 6206



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of Dec, 19 99, at 11:00 o'clock A M., and was duly recorded on the DEC 20 1999, Book No. KK, Page 129.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

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INTENTIONALLY

Steve Dunc, Chancery Clerk

This page number was skipped.

S. Duncan, C.C.

By: Storey HCO, &

LAST WILL AND TESTAMENT

OF

C. EDMONSON JONES, JR.

FILED
THIS DATE
DEC 28 1999
STEVE DUNCAN
CHANCERY CLERK
BY <i>[Signature]</i>

#99-686

KNOW ALL MEN BY THESE PRESENTS, That I, C. Edmonson Jones, Jr., one and the same person as Dr. C. Edmonson Jones, Jr., a resident of Madison County, Mississippi, being above the age of eighteen years and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ARTICLE I.

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

ARTICLE II.

A. If my wife survives me, I hereby direct my Executor to pay all federal and state estate, inheritance, succession, transfer or other death taxes (singularly and collectively, "Death Taxes") which are assessed against my estate or against any beneficiary, including estate and inheritance taxes assessed on account of life insurance proceeds or other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate purposes, out of the property passing under Article VI hereof; provided, however, that this provision shall not apply to any tax imposed as a result of Section 2041 or Chapter 13 of the Internal Revenue Code of 1986, as amended, or any corresponding provision of state law, and provided further that this



C. EDMONSON JONES, JR.

provision shall not override the provisions contained hereafter requiring that the non-elected portion of any marital trust bear any death taxes attributable to such non-election. Based upon present federal and Mississippi tax laws, it is my opinion that no Death Taxes shall accrue as a result of my death if my wife survives me (1) unless a disclaimer is executed with respect to some portion or all of the property passing under Article VII hereof, in which case any increase in Death Taxes attributable to such disclaimer shall be borne by the property to which such disclaimer relates, or (2) if an election is made not to qualify some portion of the Louise B. Jones Marital Trust for the marital deduction, in which case, such death taxes generated by such non-election shall be paid from the non-elected portion of such Louise B. Jones Marital Trust.

B. If my wife survives me and if an election is made not to qualify a portion of the Louise B. Jones Marital Trust for the federal estate tax marital deduction, then any such Death Taxes generated at my death from such non-election shall be paid from the non-elected portion of the Louise B. Jones Marital Trust.

C. If my wife does not survive me, all of the Death Taxes imposed upon my estate as a result of my death shall be paid from the assets and property passing under the provisions of Article VIII hereafter.

D. Any amount received by my estate pursuant to a right of reimbursement of any Death Taxes paid by my estate on property not includable in my probate estate shall be applied to reimburse the sources, in their reverse order, from which such Death Taxes were paid under this Will.

E. If my wife survives me, I direct that all fees and expenses of administration of my estate that are not taken as deductions on my federal estate tax return (Form 706) shall, to the extent possible, be paid from the income generated by assets that will pass under the provisions of Article VI of this Will. To the extent that such income is not sufficient for the payment of said fees and expenses of administration, I direct that the fees and expenses of administration that are not taken as deductions on my federal estate tax return (Form 706) shall be allocated against the corpus of the property passing under Article VI of this Will. Thus, no fees and expenses of administration (not taken as deductions on Form 706) shall be chargeable to the property passing under Article VII hereof, but instead shall be either paid from or charged to the income from, or the corpus of, the property passing under the provisions of Article VI hereof. However, if my wife does not survive me, or if there is not sufficient property passing under Article VI to pay the fees and expenses of



C. EDMONSON JONES, JR.

administration that are not taken as deductions on Form 706, such deductions shall be paid in the same manner that Death Taxes are required to be paid from my residuary estate as provided hereinabove in this Article.

ARTICLE III.

My wife is Louise B. Jones, being one and the same as Louise Burris and Miriam Louise Burris, and all references in this Will to "my wife" or "said wife" or Louise shall be deemed to refer to her. I have three (3) children who are as follows: Yancey Carolyn Jones; Charles Edmonson Jones III; and Lindsey Frances Jones. Although Lindsey Frances Jones is one of my children, I have decided, for various reasons, not to make any provision for her under the terms and provisions of this Will except as set forth in Article VIII. I have given this matter much thought and have reached this decision after much concern and prayer. For all purposes, in construing any and all provisions of this Will, Lindsey Frances Jones shall be deemed to have predeceased me by one day except with respect to Article VIII. All references in this Will to "children" or "said children" shall be deemed to refer only to Yancey Carolyn Jones and Charles Edmonson Jones, III.

ARTICLE IV.

A. 1. I give and bequeath to my son, Charles Edmonson Jones, III, all of the hunting and fishing equipment owned by me at the time of my death, including, but not limited to, guns, boats, electric motors, and all other types and kinds of hunting and fishing equipment.

2. I give and bequeath to my son, Charles Edmonson Jones, III, any automobile owned by me at the time of my death, my 1983 Ford truck, my 1986 Ford truck and any subsequent trucks or 4-wheel drive vehicles obtained as a replacement of either or both of said Ford trucks.

3. Subject to the right of my wife to use the property for her lifetime as provided in Article V, I give and bequeath to Yancey Carolyn Jones and Charles Edmonson Jones, III, in equal shares, all of my right, title and interest in and to the household furniture, furnishings and effects, including but not limited to, chinaware, silverware, glassware, linens, rugs, fixtures, portraits and works of art, which are in or used in connection with the homestead occupied by me. If either



C. EDMONSON JONES, JR.

of my said children should predecease me, all of the property described in this subparagraph 3 shall pass to the survivor of Yancey Carolyn Jones and Charles Edmonson Jones, III.

4. I give and bequeath unto Charles Edmonson Jones, III, all of my strictly personal belongings, consisting of jewelry, my wearing apparel, and similar male type personal property owned by me at the time of my death.

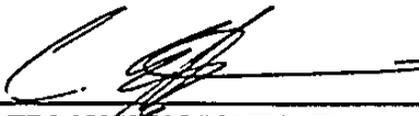
B. Charles Edmonson Jones, III and Yancey Carolyn Jones shall divide the property bequeathed hereinabove in this Article to them in such manner as they may agree. In the event that either of my said two children predeceases me, the bequest of tangible personal property contained in this Article IV shall lapse and all of such property shall pass to the other named legatee.

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

ARTICLE V.

A. If at my death I own all or any part of our residence occupied by us as a family home, and my wife, Louise, survives me, I devise and bequeath to her, for her lifetime only, my interest in our residence. During her lifetime my wife shall have unrestricted use and occupancy of the residence. Upon the death of my wife, or if she shall not survive me, I devise and bequeath my interest in our residence to Charles Edmonson Jones, III, provided, however, that he shall then pay to my daughter, Yancey, the sum of \$125,000, or alternatively, she shall receive a bequest in such amount prior to any division of my residuary estate.

B. If my wife, Louise, survives me, I also give and bequeath to her, for her lifetime only, all of my interest in the household furniture, furnishings and effects, including but not limited to chinaware, silverware, glassware, linens, rugs, fixtures, portraits and works of art, which are in or used as part of our residence. During her lifetime, she shall have unrestricted use of such items. Louise shall forfeit her right to use the household furniture, furnishings, and effects upon the first to occur of the following: (1) her remarriage, or (2) her failure to continue to physically reside in and occupy the residence as her homestead for a minimum of 70% of each calendar year, measured on a per day basis, provided, however, that any period of absence due to her illness or rehabilitation


C. EDMONSON JONES, JR.

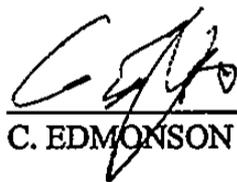
from illness shall not be considered in the calculation of usage so long as she intends to resume occupancy of the residence after such illness or rehabilitation period, and such period of absence from the residence does not exceed one year, or (3) her death.

ARTICLE VI.

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

B. In the event that either Yancey Carolyn Jones or Charles Edmonson Jones, III, shall predecease me and shall leave descendants surviving him or her, the share that would have passed to such child shall instead pass to his or her descendants, per stirpes, subject to the provisions of Paragraph C below. In the event that either Yancey Carolyn Jones or Charles Edmonson Jones, III shall predecease me and shall not leave any descendants surviving him or her, the share that would have passed to such child shall instead pass to my surviving child, or his or her descendants if that child is then deceased, subject to the provisions of Paragraph C below.

C. If any beneficiary more remote than my children becomes entitled to distributions of a portion of my estate under the terms and provisions of the foregoing paragraphs in this Article and shall be under the age of twenty-five (25) years or be under any legal disability, his or her share shall be vested in him or her but distribution shall be postponed until he or she attains such age, or until such legal disability is removed. The Trustee shall pay to or for the benefit of such descendant such



C. EDMONSON JONES, JR.

part of the income and principal of the retained share as the Trustee considers necessary for his or her support, education, maintenance, medical care, and welfare and may add to the principal any income not so expended. If such beneficiary dies before reaching the age of twenty-five (25) years, the Trustee shall distribute the then principal of said trust to the executor or administrator of such beneficiary's estate to be held, administered and distributed as a part thereof.

ARTICLE VII.

A. If my wife, Louise, survives me, I give, devise and bequeath all of the rest, residue and remainder of my property, real, personal and mixed, and wherever situated, including all failed and lapsed legacies, unto my Trustee hereinafter named, IN TRUST NEVERTHELESS, for the use and benefit of my wife as hereinafter set forth. Such trust shall be known as the Louise B. Jones Marital Trust, and the trust estate shall be held, administered and distributed in accordance with the provisions of this Article VII. My wife may disclaim any part or all of her interest in the Louise B. Jones Marital Trust by giving written notice of such disclaimer to my Executor. If my wife disclaims in whole or in part, such disclaimed property shall be held, administered and distributed in accordance with the provisions of Article VIII.

1. a. The Trustee of this trust shall hold, manage, invest and reinvest the property comprising the trust, shall collect the income thereon, and shall pay to my wife the net income thereof, in convenient installments at least quarter-annually (four times a year) during her lifetime.

b. In addition, the Trustee is authorized to make such invasions of principal as the Trustee, in the Trustee's sole discretion, may determine to be necessary for my wife's health, support, education, and maintenance. In making decisions as to whether or not to make invasions of principal for the benefit of my wife, the Trustee shall take into consideration the sources of income of my wife that are known to the Trustee and shall also take into consideration other assets owned by my wife and whether or not it is in the ultimate best interest of the beneficiaries of my estate, considered collectively and in the aggregate, for her assets to be converted into cash to provide for her health, support, education and maintenance or whether it is in the best interest of my wife and children for assets from this trust to be used for such purpose. Notwithstanding the foregoing, the Trustee shall not withhold distributions of corpus for the reason that my wife may be making gifts of certain

of her assets and property to my children and more remote descendants. I anticipate that my wife may want to make gifts to my children and more remote descendants in an amount equal to the annual per donee exclusion and perhaps in a greater amount or amounts. Further, she may also decide to make gifts to certain of the spouses of my children in an amount not to exceed the annual per donee exclusion. If such is being done, the Trustee shall exclude the value of such gifted property in making an analysis as to whether or not additional invasions of principal may be needed in order to permit my wife to enjoy the standard of living after my death that she has enjoyed prior to my death. The Trustee shall be very liberal in making corpus distributions to my wife if the Trustee considers such distributions to be in the best interest of my wife. Notwithstanding the foregoing, in the event that my wife remarries after my death, the Trustee, during any period of remarriage, shall, if necessary, expend principal for the health needs only of my wife, including, but not limited to, dental, medical, eye care, nursing or healthcare and other related health expenses, including payment of health insurance premiums. During any period of remarriage, the Trustee shall use principal for her benefit only for such health needs. All of the provisions contained in this Article with respect to invasions of principal or corpus for my wife shall be subject to the foregoing sentence regarding the limitations on any such authority by my Trustee to invade corpus or principal on her behalf if she marries after my death.

c. It is my desire that my wife have sufficient assets to permit her to continue her standard of living following my death and prior to her remarriage. Notwithstanding subparagraphs 1a and 1b above, to the extent the income distributable to my wife under this trust annually is less than the Mandatory Distribution, the Trustee shall invade principal to make up any deficiency between the income and the Mandatory Distribution, and shall distribute such amount to my wife so that she receives an aggregate distribution of income and principal in an amount not less than the Mandatory Distribution. For these purposes, the term "Mandatory Distribution" shall mean Fifty Thousand Dollars (\$50,000) as adjusted annually by the Trustee, beginning with first calendar year following my death, to reflect the increase in the cost of living pursuant to the consumer price index issued by the Bureau of Labor Statistics of the United States Department of Labor. The specific consumer price index selected by the Trustee shall be the index most reflective of the changes in prices in the Jackson, Mississippi metropolitan area. This subparagraph 1c shall have no application once my wife remarries after my death.

d. In the event that my Trustee determines that an invasion of corpus should be made to provide for the health, support, education, and/or maintenance of my wife, it is my precatory desire that my Trustee first invade corpus of that portion of the Louise B. Jones Marital Trust as to which an election was made to qualify for the marital deduction to the extent that such action by the Trustee shall create no adverse estate, gift, or generation-skipping transfer tax consequences. Under present law, Treasury regulations and IRS rulings it is my understanding that no adverse tax consequences, as described above, would result from such procedure. However, if such procedure would result in any adverse gift, estate, or generation-skipping transfer tax consequences, a pro rata part of both the non-elected and elected portions of such trust shall be so invaded.

2. This subparagraph A, 2 shall apply if this trust or the trustee of this trust is named a beneficiary of my interest in a Retirement Account and one or more Retirement Accounts are distributed to this trust in installment payments. For purposes of this Will, the term Retirement Account shall mean one or more plans which are qualified under Sections 401(a) of the Internal Revenue Code, one or more qualified retirement annuities as defined in Sections 403(a) or 403(b) of the Internal Revenue Code, or one or more Individual Retirement Accounts qualified under Section 408 of the Internal Revenue Code.

a. The Trustee shall direct the custodian or trustee of the Retirement Account to make distributions at least annually to this trust of an amount equal to the greater of. (i) all the income earned by the Retirement Account or (ii) the amount required to be distributed from such Retirement Account under Section 401(a)(9) of the Internal Revenue Code. The Trustee shall take all necessary action to cause the custodian or trustee of the Retirement Account to distribute to this trust the amount required to be distributed to my wife under this Article, and my wife shall have the power to direct the Trustee to take such action.

b. The net income distributed to my wife under subparagraph A, 1 above shall include, without limitation, all of the income earned by the Retirement Account and paid to this trust.

c. The Trustee shall allocate to the net income of this trust all of the income earned by the Retirement Account and paid to this trust regardless of whether the Retirement Account is allocated to principal for trust accounting purposes. The Trustee shall allocate to the principal of this trust all other distributions from the Retirement Account.

d. The Trustee shall have the power to compel any Retirement Account from which distributions are made to this trust to make any unproductive property productive or to convert any unproductive property into income-producing property within a reasonable time. My wife shall have the power to direct the Trustee to compel any Retirement Account from which distributions are made to this trust to make any unproductive property of the Retirement Account productive or to convert any unproductive property of the Retirement Account into income-producing property within a reasonable time.

e. The Trustee may elect an option under each Retirement Account which allows the Trustee in the Trustee's discretion to accelerate distributions and to receive one or more lump sum payments from such Retirement Account so that the Trustee has flexibility to withdraw principal in the Trustee's discretion from the Retirement Account. If such an option is not available under the Retirement Account, the Trustee may take all necessary action to cause such Retirement Account to be transferred to an Individual Retirement Account which offers such flexibility and which is titled in my name and is qualified under Section 408 of the Internal Revenue Code, if, and only if, such transfer is not treated as a taxable distribution for income tax purposes.

f. Notwithstanding the powers enumerated above, the Trustee shall be authorized to take any action with respect to the Retirement Account that I could have taken with respect thereto, provided this power shall not include any power to designate or change the beneficiary or beneficiaries of any Retirement Account.

3. Upon the death of my wife, the then principal of this trust shall be held, administered, and distributed in accordance with the provisions contained in Article VIII hereafter as if I had survived my wife by one second and as if I had died one second after her actual death. Thus, for example, if both Yancey Carolyn Jones and Charles Edmonson Jones, III both survive my wife, the principal of the Louise B. Jones Marital Trust, at her death, shall be distributed outright and free of trust to them, share and share alike. Notwithstanding any of the foregoing, unless my wife directs otherwise by her Will, the Trustee shall first pay from the principal of this trust, directly or



C. EDMONSON JONES, JR.

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

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

5. It is my intention that this trust shall qualify for the marital deduction allowable in determining the federal estate tax upon my estate. Accordingly, I hereby direct that no authorization or direction or other provisions contained in this Will, if any, which would prevent this trust from so qualifying shall apply to this trust; provided, however, that my Executor may, in the Executor's sole discretion, elect not to treat any fraction or portion of the property passing under this Article as qualifying for the marital deduction for federal estate tax purposes. If this trust or the Trustee of this trust is named as the beneficiary of any Retirement Accounts, the Trustee shall, to the extent required, also make an election whether to treat such Retirement Accounts as qualifying for the marital deduction for federal estate tax purposes. In such events, both the property as to which an election has been made and the fraction or portion of the property not covered by the election shall be held and distributed as provided in this Article VII. Notwithstanding any other provision in this Will to the contrary, to the extent that a fraction or a portion of the property which passes under this Article is not elected to qualify for the marital deduction, then any additional estate taxes generated as a result of such non-election shall be paid from such non-elected portion. To the extent that a portion of this trust is not elected to qualify for the federal estate tax marital deduction, the Trustee shall first make all distributions of principal from that portion of this trust as to which an election to qualify for the marital deduction has been made (elected trust or portion) and after such trust or portion has been totally distributed shall then make distributions from the non-elected trust or portion.

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



C. EDMONSON JONES, JR.

ARTICLE VIII.

If my wife fails to survive me, all of the rest, residue and remainder of my property, real, personal, and mixed, and wherever situated, including all failed and lapsed legacies (and including any distribution from the Louise B. Jones Marital Trust if she has survived me), shall be distributed outright and free of trust to Yancey Carolyn Jones and Charles Edmonson Jones, III. In the event that either of said children is then deceased and has left descendants surviving, his or her share shall be distributed to his or her descendants, per stirpes, subject to the provisions contained in Article VI, Paragraph C above. In the event that either of my said children is then deceased without leaving descendants surviving him or her, all of my residuary estate shall be distributed to the survivor of Yancey Carolyn Jones and Charles Edmonson Jones, III. In the unlikely event that both of them should then be deceased, and neither has any then living descendants, my residuary estate shall be distributed to Lindsey Frances Jones.

ARTICLE IX.

A. 1. The trusts specified herein are intended to be within the definition of a "trust" as set forth in the Uniform Trustees' Powers Act, Chapter 372, Mississippi Laws of 1966 (Section 91-9-101, et seq., Mississippi Code of 1972), and the said Trustee shall have all of the powers afforded to trustees in and by the terms and provisions of said statute, as now or hereafter amended, reference to which statute is hereby made for all purposes.

2. 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 nor to any Trustee of any trust created hereunder, nor to any beneficiaries of any trust created hereunder, 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 or any beneficiary of any trust created under this Will.



C. EDMONSON JONES, JR.

B. None of the beneficiaries hereunder shall have any power to sell, transfer, convey, pledge, encumber, or in any other manner alienate their interest in either the income or principal of this estate or of any trust created hereunder. In addition, all sums payable to such beneficiaries hereunder, whether income or principal, shall be free and clear of the debts, contracts, alienations and anticipations of the beneficiaries and shall not be subject to be taken, by any process whatsoever, by the creditors of any beneficiary.

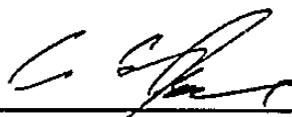
C. During the continuance of the trusts under this Will, my Trustee shall render not less frequently than annually statements of account to the beneficiary or beneficiaries then entitled to current income. In the event that any person entitled to statements hereunder is a minor or otherwise legally incapacitated, such statements are to be rendered to the guardian of or the individual with whom such person resides. The statement shall show all receipts and disbursements and a list of all assets held as of the closing dates of the accountings.

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

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

F. No distribution of the principal or income of the trusts as created herein shall be made in satisfaction of a legal obligation, including, but not limited to, a legal obligation of support, of the parent of any trust beneficiary, or of a Trustee.

G. If at any time the Trustee determines that the value of any trust under this instrument is \$50,000 or less, the Trustee may in its discretion distribute that trust, as then constituted, to the



C. EDMONSON JONES, JR.

beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if there is more than one beneficiary to whom the current income of any trust could then be paid and if their interests are indefinite, the Trustee shall distribute the trust, per stirpes, to such of those beneficiaries as are descendants of mine or, if no beneficiary is a descendant of mine, to those beneficiaries in equal shares.

H. Notwithstanding anything to the contrary, the trusts under this instrument shall terminate not later than twenty-one years after the death of the last survivor of my wife and my descendants living on the date of my death, at the end of which period the Trustee shall distribute each remaining portion of the trust property to the beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if there is more than one beneficiary to whom the current income of any trust could then be paid and if their interests are indefinite, the Trustee shall distribute the trust, per stirpes, to such of those beneficiaries as are descendants of mine or, if no beneficiary is a descendant of mine, to those beneficiaries in equal shares.

I. The Trustee may consolidate and merge for any purpose a trust created under this Will with any other trust which contains substantially the same provisions as this trust, and is administered for the same beneficiary or beneficiaries by the same trustee. The Trustee may thereafter administer such consolidated and merged trusts as one unit; but if such consolidation and merger does not appear desirable or feasible, the Trustee may consolidate the property of such trusts for purposes of investment and administration while retaining separate records and accounts for the separate trusts. Trusts with different inclusion ratios, however, may only be consolidated and merged provided that their respective inclusion ratios are maintained unchanged through establishment by the Trustee of substantially separate and independent shares. The power to consolidate and merge trusts hereunder may be exercised by the Trustee at any time and from time to time, and may be used to modify or reverse the prior exercise of a power to divide trusts provided under this Will.

J. Without in any way limiting the powers of the Trustee, I expressly authorize the Trustee to make direct "trustee-to-trustee" or similar type transfers of the assets contained in any Retirement Account (as defined in Paragraph A of Article VII). For example, I authorize the Trustee to arrange for the direct transfer of assets in an individual retirement account of which it is the beneficiary to another individual retirement account of which it will be the beneficiary. At any time


C. EDMONSON JONES, JR.

when there is more than one trust hereunder that is a beneficiary of a Retirement Account, separate accounts or shares shall be maintained for each such trust in proportion to the trust's interest, by initially determining the benefits that are owed to the trust at such time. From that time forward, each such account or share shall bear its own pro rata share of gains and losses and shall otherwise be separately accounted for. It is intended that such separate accounts or shares shall be separate accounts or shares within the meaning of Proposed Regulations Section 1.401(a)(9)-1, Q&A H-2(b) and H-2A. All distributions to a trust shall be charged to that trust's respective separate account or share.

ARTICLE X.

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

ARTICLE XI.

I hereby nominate, constitute and appoint my daughter, Yancey Carolyn Jones, and my son, Charles Edmonson Jones III, as Co-Executors of this my Last Will and Testament. I hereby appoint my daughter, Yancey Carolyn Jones, and my son, Charles Edmonson Jones III, and my wife, Louise, as Co-Trustees of the Louise B. Jones Marital Trust and of any other trusts created under the terms and provisions of this Will. Should any of such individuals be unable or unwilling to serve as Co-Trustee of any of such trusts, either before or after entering upon such duties, I hereby direct that the survivor or survivors shall serve as Co-Trustees or sole Trustee, as applicable. During any such time that three persons are serving as Co-Trustees, investment decisions shall be made by all of the Co-Trustees, but in the event that there is not a unanimous agreement on the making of investments, any decision made by two of the three Co-Trustees shall govern. Also, while three persons are serving as Co-Trustees, the Trustees shall act by a majority of their number. During such time as

my two children are serving as Co-Executors and/or the sole Co-Trustees, they must both concur and act jointly on all decisions. I hereby relieve my said Co-Executors and my Co-Trustees from giving bond, from having an appraisal made of my estate and of making or filing any reports, returns, inventory, or accountings of any kind or character to any court or tribunal.

During such time as my wife is serving as Co-Trustee of a trust created under this Will and my wife is also a beneficiary of such trust, my wife shall not make any decision regarding the payment of income or principal to her that is not limited by an ascertainable standard.

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

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

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

b. To litigate, compound, or settle inheritance, estate, transfer or succession taxes assessed by reason of my death, and gift, income or other taxes assessed against me or my estate; and to make deposits to secure the payment of any inheritance tax, which deposits shall be conclusive upon all persons.

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

d. To make elections permitted by any tax law as to the filing of joint returns and the consenting to have gifts made by another treated as being made in part by me.



C. EDMONSON JONES, JR.

e. To make any and all other elections permitted by any tax law applicable to the estate and in the discretion of the Executor to make or not make adjustments among the beneficiaries as to the income or principal of the estate as a result of the exercise of such election(s).

f. To divide in the discretion of my Executor or Trustees any trust established by this instrument, at any time, into two or more separate trusts so that the federal generation-skipping transfer tax inclusion ratio as defined in Section 2642(a) of the Internal Revenue Code of 1986 for each trust shall be either zero or one. Any such separate trusts shall have the identical provisions as the original trust.

ARTICLE XII.

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

B. The term "Executor" as used herein shall be deemed to refer to my Executrix and my alternate Executor. The term "Trustee" as used herein shall be deemed to refer to any Trustee or successor Trustee and to refer collectively to any Co-Trustees.

IN WITNESS WHEREOF, I have executed this my Last Will and Testament, consisting of 16 pages on the 12th day of April, 1999.
13th

C. Edmonson Jones Jr.
C. EDMONSON JONES, JR.

WITNESSES:

Jayton
John C. Jones

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by C. Edmonson Jones, Jr., as his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the ~~12th~~ day of April, 1999.
13th

Joy Davis
John C. Van Horn

Page 17.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 28th day of December, 1999, at 8:20 o'clock A. M., and was duly recorded on the 28th day of December, 1999, Book No. 32, Page 132.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

NO. 99-686

MADISON COUNTY, MS

FILED

DEC 28 1999

AT 8:20 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Supje, D.C.*

IN THE MATTER OF THE
LAST WILL AND TESTAMENT
OF C. EDMONSON JONES, JR., DECEASED

STATE OF MISSISSIPPI)

AFFIDAVIT OF SUBSCRIBING WITNESS

COUNTY OF HINDS)

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Gilbert C. Van Loon, being first duly sworn, makes oath to the following:

That he was personally acquainted with C. Edmonson Jones, Jr., late of Madison County, Mississippi; that the said C. Edmonson Jones, Jr. was a resident of and had a fixed place of residence in Madison County, Mississippi; that affiant, in the presence of Jay A. Travis III, subscribing witness, and at the special instance and request of the said C. Edmonson Jones, Jr., did, on the 13th day of April, 1999, sign and subscribe an instrument of writing represented to be the Last Will and Testament of the said C. Edmonson Jones, Jr., Deceased; that said instrument, the original of which is attached hereto, was signed by C. Edmonson Jones, Jr. as Testator, and the said Testator declared in the presence of affiant and in the presence of the said Jay A. Travis III, that said instrument constituted his Last Will and Testament and thereupon affiant, in the presence of the said C. Edmonson Jones, Jr. and in the presence of Jay A. Travis III, the other subscribing witness thereto, signed and subscribed the said instrument as one of the attesting witnesses thereto, both of the witnesses signing said Will in the presence of the said Testator and in the presence of each other; that at the time of the said attestation and signing of said instrument the said C. Edmonson Jones, Jr. was above the age of eighteen years, was then of sound and disposing mind and memory, and in full possession of all of his mental faculties.

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

Gilbert C. Van Loon
GILBERT C. VAN LOON

SWORN TO AND SUBSCRIBED before me, this the 9th day of June, 1999.

Doris H. Hudgens
NOTARY PUBLIC

My Commission Expires:
My Commission Expires
November 2, 2000



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 28th day of December, 1999, at 8:20 o'clock A. M., and was duly recorded on the 28th day of December, 1999, Book No 32, Page 149.



STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

MADISON COUNTY, MS

FILED

DEC 28 1999

AT 8:20 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

C. EDMONSON JONES, JR

Codicil to Will

#99-686

May 22, 1999

By: *Kenn Supp, D.C.*

I hereby amend my last Will and Testament dated April 13, 1999 as follows:

I hereby delete Paragraph A of Article V in its entirety and substitute in place thereof the following:

I hereby give, bequeath and devise to my wife, Louise, the right to continue to live in our homestead on the terms and conditions set forth in a pre-nuptial agreement entered into between us on September 27, 1976 until the earlier of her remarriage, death, or failure to continue to physically reside in and occupy the residence as her homestead for a minimum of 70% of each calendar year, all as set forth in said pre-nuptial agreement. Upon her death or the cessation of her right to live in our homestead, I give and bequeath and devise my interest in our homestead to Charles Edmondson Jones III, provided, however, that he shall then pay to my daughter, Yancy, the sum of \$125,000, or alternatively, she shall receive a bequest of \$125,000 plus interest at ~~Trustmark National Bank prime interest rate at the death of~~ ^{my wife from Article VII assets.} ~~my interest~~ shall pass in equal shares to Charles and my daughter, Yancy.

WITNESSES

1) *Gay B. Davis*
2) *W. Light*

1523 Myrtle St., Jackson
(601) 940-0832

His Mark *(initials)*
(JB)

C. EDMONSON JONES, JR.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 28th day of December, 1999, at 8:20 o'clock A. M., and was duly recorded on the 28th day of December, 1999, Book No. 32, Page 151.

STEVE DUNCAN, CHANCERY CLERK

BY: *Kenn Supp, D.C.*

FILED
THIS DATE
DEC 28 1999
STEVE DUNCAN
CHANCERY CLERK
BY *Karen Tupp*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
LAST WILL AND TESTAMENT
OF C. EDMONSON JONES, JR., DECEASED

NO. 99-686

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Jay Bolin, being first duly sworn, makes oath to the following:

That he was personally acquainted with C. Edmonson Jones, Jr., late of Madison County, Mississippi; that the said C. Edmonson Jones, Jr. was a resident of and had a fixed place of residence in Madison County, Mississippi; that affiant, in the presence of W. Wright Hill, Jr., subscribing witness, and at the special instance and request of the said C. Edmonson Jones, Jr., did on the 22nd day of May, 1999, sign and subscribe an instrument of writing represented to be a Codicil to the Last Will and Testament of the said C. Edmonson Jones, Jr., Deceased; that said instrument, the original of which is attached hereto, was signed by C. Edmonson Jones, Jr. as Testator, and the said Testator declared in the presence of affiant and in the presence of the said W. Wright Hill, Jr., that said instrument constituted a Codicil to his Last Will and Testament and thereupon affiant, in the presence of the said C. Edmonson Jones, Jr. and in the presence of W. Wright Hill, Jr., the other subscribing witness thereto, signed and subscribed the said instrument as one of the attesting witnesses thereto, both of the witnesses signing said Codicil in the presence of the said Testator and in the presence of each other; that at the time of the said attestation and signing of said instrument the said C. Edmonson Jones, Jr. was above the age of eighteen years, was then of sound and disposing mind and memory, and in full possession of all of his mental faculties.

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

Jay Bolin

JAY BOLIN

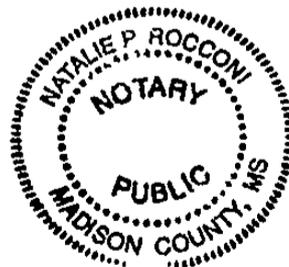
SWORN TO AND SUBSCRIBED before me, this the 29th day of June, 1999.

Natalie P. Rocconi

NOTARY PUBLIC

My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires July 28, 2002
Bonded Thru Holden, Brooks & Garland, Inc.



G:\FIRM\BOLIN\PERSONAL\aff sw

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 28th day of December, 1999, at 8:20 o'clock A. M., and was duly recorded on the 28th day of December, 1999, Book No. 32 Page 152.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Tupp* D.C.



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

LAST WILL AND TESTAMENT
OF
RILEY A. PHARR

#99-901

I, Riley A. Pharr, of P.O. Box 170, Yorktown, Lincoln County, Arkansas 71678, being over the age of eighteen years and of sound and disposing mind and of my own free will and accord do hereby revoke all Wills and Codicils, as well as all other instruments of a testamentary nature heretofore made by me, and do hereby make, publish and declare this to be my Last Will and Testament in manner and form following:

I.

I direct that all my just debts and funeral espenses be paid as soon after my death as can conveniently be done out of my residuary estate.

II.

For the purpose of information, I state that I am now a resident of Lincoln County, Arkansas, although I still own property in the State of Mississippi, and I direct that in so far as possible all laws regarding this Will and my Estate shall be determined by the Laws of the State of Arkansas.

III.

On the condition that Jimmy "Rusty" Hales pays me my rent on the property which is hereinafter described in the State of Mississippi, when it is due, until the date of my death, then and in that event, I hereby give, devise and bequeath unto the said Jimmy "Rusty" Hales the Camden Supermarket building and the lot of land on which it sets, in the State of Mississippi, being a strip of land 142 feet wide off the North end of the following described real property:

A lot or parcel of land in Camden described as from a point that is 880 feet North of and 1000.5 feet West of the Southeast Corner of the SW $\frac{1}{4}$ of SE $\frac{1}{4}$ of Section 24, Township 11 North, Range 4 East, run thence North 12 degrees 40 minutes West for 83.5 feet to the point of beginning of the tract here described, and from said point of beginning run thence North 6 degrees 30 minutes West for 403.0 feet along a street, thence South 83 degrees 12 minutes West for 279 feet, thence South 2 degrees 54 minutes West for 376 feet, thence South 74 degrees 30 minutes West for 110 feet to the approximate center of a creek, thence South 32 degrees 35 minutes East for 70 feet along said creek, thence North 76 degrees East for 422 feet to the point of beginning, and containing in all 3.2 acres, more or less, and all being partly in W $\frac{1}{2}$ of SE $\frac{1}{4}$ and partly in E $\frac{1}{2}$ of SW $\frac{1}{4}$ of said Section 24, Township 11 North, Range 4 East, together with all building and improvements thereon.

Provided, however, that if said Jimmy "Rusty" Hales should not pay me my rent on this property in the manner and when due during my life time, then this property shall go into my residuary estate, and the people mentioned therein.

IV.

All the rest and residue of my property, whether real, personal or mixed, wherever situated, which I may own or to which I may be entitled, or over which I may have any disposing power at the time of my death, or which may come into my estate after my death, I give, bequeath and devise equally, to my wife Minnie White Pharr, Loria McLellan, Leonard A. Frederick, Charlene P. Blalock, Lavern Edmond Harris, and Bobby Dean Curtis Hales, in equal shares, share and share alike. If any one or more of the devisees under this item of my said Will should predecease me then the part that each such devisee would have received had he or she survived me shall go to the remaining devisees equally.

V.

If any beneficiary hereunder shall contest the probate or validity of this Will or any provision thereof, then all

benefits provided for such beneficiary are revoked and such benefits shall pass to the residuary beneficiaries of this Will.

VI.

I appoint Leonard A. Frederick as the Sole Executor of this my Last Will and Testament and direct that no bond or other security shall be required of him for the faithful performance of his duties as Executor. Provided, However, if the said Leonard A. Frederick should predecease me, or should fail or refuse for any reason to serve as Executor, then I appoint Charlene P. Blalock as Executrix, and direct that no bond or other security shall be required of her for the faithful performance of her duties as Executrix.

IN WITNESS WHEREOF, I have hereunto signed my name at Star City, Arkansas on this 25th day of OCT, 1999.


RILEY A. PHARR

We, SHIRLEY REYNOLDS and KATHERINE LAWSON, do hereby certify that Riley A. Pharr, the Testator in the above and foregoing Last Will and Testament, subscribed the same in our presence at the time declaring to us that said instrument was his Last Will and Testament; and we, at his request, and in his presence and in the presence of each other, now sign our names hereto as attesting witnesses.


Shirley Reynolds


Katherine Lawson

FILED
THIS DATE
DEC 29 1999
STEVE DUNCAN
CHANCERY CLERK
BY: *Karen Jupp*

PROOF OF WILL

The undersigned state on oath;

We are the subscribing witnesses to the attached written instrument, dated OCT 25, 1999, which purports to be the Last Will and Testament of Riley A. Pharr. On the execution date of the instrument, the Testator, in our presence, signed the instrument at the end thereof, declared the instrument to be his Last Will and Testament, and requested that we attest the execution thereof; whereupon in the presence of the Testator, and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator appeared to be eighteen years of age or older, of sound mind, and acting without undue influence, fraud or restraint.

DATED this 25th day of OCTOBER, 1999.

Shirley Reynolds

Katherine Lawson

SUBSCRIBED AND SWORN TO before me this 25th day of October, 1999.

Odell C. Carter
NOTARY PUBLIC

My commission expires:

Odell C. Carter, Notary Public
Lincoln County, Arkansas
My Commission Expires 2/24/2002



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 29th day of December, 1999, at 11:00 o'clock A. M., and was duly recorded on the 29th day of December, 1999, Book No. 32 Page 153.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* D.C.

LAST WILL AND TESTAMENT**FILED**

THIS DATE

JAN 04 2000

STEVE DUNCAN

CHANCERY CLERK

BY

S. DUNCAN

I, DORIS SHACKELFORD HINES, a resident of Madison County, Mississippi, being of sound and disposing mind and over the age of twenty-one years, do hereby make, ordain, declare and publish this My Last Will and Testament, and I do hereby revoke all other wills and codicils by me heretofore made.

ITEM 1: I declare that I am a widow. I have no children living or deceased.

ITEM 2: It is my desire that my remains be cremated and I hereby direct my Executor to carry out such wish.

ITEM 3: I hereby devise to ANNE HINES SORY the "Old Richardson Place" in Eden, Yazoo County, Mississippi, consisting of 81 acres, more or less, and I bequeath to the said ANNE HINES SORY the sum of \$25,000.00.

ITEM 4: I devise to PEARL PHILLIPS SHACKELFORD the "Irvin Shackelford" property in Eden, Yazoo County, Mississippi, consisting of 35 acres, more or less.

ITEM 5: I bequeath to JOHN F. SHACKELFORD the sum of \$30,000.00.

ITEM 6: I bequeath to ROBERT DESHA HINES, III, SARA HINES JONES, THOMAS HINES, and VARNER HINES STEWART the sum of \$10,000.00 each.

ITEM 7: My former residence situated at 610 First Street, Belzoni, Mississippi, has been sold for \$70,000.00. I bequeath the sale proceeds in equal shares of \$35,000.00 each to JANE B. HANCOCK and COOPER BLANTON, JR.

ITEM 8: I devise my 600 acres of mineral rights in Beechgrove Plantation near Eden, Yazoo County, Mississippi, to JOHN F. SHACKELFORD 1/6th; PEARL PHILLIPS SHACKELFORD 1/6th; JANE B. HANCOCK 1/12th; COOPER BLANTON, JR. 1/12th; ANNE HINES SORY 1/10th; ROBERT DESHA HINES, III, 1/10th; SARA HINES JONES 1/10th; THOMAS HINES 1/10th; and VARNER HINES STEWART 1/10th.

ITEM 9: I bequeath my violin to SARA BYARS KELLEMS.

ITEM 10: I bequeath to ANNE HINES SORY all of the household goods and furnishing located in my apartment at Pear Orchard Village, Madison, Mississippi.

PAGE #1 OF LAST WILL AND TESTAMENT OF

Doris Shackelford Hines
DORIS SHACKELFORD HINES

ITEM 11: If he survives me, I bequeath to VERNON PEARSON the sum of \$3,000.00.

ITEM 12: All the rest and residue of my estate, real, personal and mixed and wherever situate, I devise and bequeath to JOHN F. SHACKELFORD 1/3rd; PEARL PHILLIPS SHACKELFORD 1/3rd; JANE B. HANCOCK 1/6th; and COOPER BLANTON, JR. 1/6th.

ITEM 13: Any devise or bequest made in this will (except that made to Vernon Pearson in Item 11 above), whether residuary or otherwise, made to any person that would have lapsed shall not lapse, but shall be divided equally among the descendants of that person that survived me by more than 120 days. If no such descendants so survive me, that devise or bequest shall pass under the residuary clause of this will.

ITEM 14: I direct that all inheritance, estate, or other death taxes that may by reason of my death be attributable to my probate estate or any portion of it, or to any property or transfers of property outside my probate estate, shall be paid by my Executor out of the residue of my estate disposed of by this will, without adjustment among the residuary beneficiaries, and shall not be charged against or collected from any beneficiary of my probate estate, or from any transferee or beneficiary of any property outside my probate estate.

ITEM 15: I hereby appoint EDWIN A. SORY Executor of my estate under the terms of this will and waive the requirement of bond from him as such. I also waive an appraisal and inventory of my estate and waive the requirement of an accounting on the part of my Executor to any Court, intending to not only waive annual accounts, but a final account as well.

During the period of the administration thereof, my estate shall be considered as a Trust within the meaning of the Uniform Trustees' Powers Act, Chapter 372, Mississippi Laws of 1966 (§ 91-9-101, et seq., Mississippi Code of 1972), and my said Executor shall have all of the powers during the period of administration that are afforded to Trustees in and by the terms and provisions of said statute, as now or hereafter amended, reference to which is hereby made.

SIGNED, PUBLISHED AND DECLARED as this My Last Will and Testament, this the 4th day of January, 1999.

Doris Shackelford Hines

 DORIS SHACKELFORD HINES

WITNESSES:

Edna J. Rogers

Angela M. Luecke

STATE OF MISSISSIPPI
COUNTY OF YAZOO

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Edna J Rogers and Heidi M Lumb, who after being duly sworn, on oath stated as follows:

That the above and foregoing Last Will and Testament of DORIS SHACKELFORD HINES, herein referred to as "Testatrix", dated the 4th day of January, 1999, was exhibited by said Testatrix to affiants as her Last Will and Testament, and was signed by her on said date in the presence of affiants, declaring the same to be the Last Will and Testament, of the Testatrix and at her request and in her presence and in the presence of each other, the affiants signed the same as witnesses.

That the Testatrix was on the 4th day of January, 1999, of sound and disposing mind and memory and was over the age of twenty-one (21) years.

Signature: Edna J Rogers
Address: P.O. Box 48
Yazoo City, Miss 39194

Signature: Heidi M Lumb
Address: PO Box 48
Yazoo City, Miss. 39194

SWORN TO AND SUBSCRIBED before me, this the 4th day of January, 1999.

Deanne R. Benji
NOTARY PUBLIC

My Commission Expires:

12-7-02



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of Jan, 2000, at 3:30 o'clock PM, and was duly recorded on the JAN 4 2000, Book No. 32, Page 157.

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

Last Will and Testament FILED

THIS DATE

OF

JAN 06 2000

ALICE K. FAJEN

STEVE DUNCAN
CHANCERY CLERK

BY *[Signature]*

I, ALICE K. FAJEN, a resident citizen of Sharon, Madison County, Mississippi, being over the age of eighteen (18) years and of sound and disposing mind and memory, do make, declare and publish this my Last Will and Testament, and I hereby expressly revoke any and all wills and codicils to wills heretofore made by me.

I am widowed. The names of my children are:

- ALICE FAJEN CHANG
- THEODORE E. FAJEN
- WILLIAM A. FAJEN

All references to my child or children in this agreement are to these children. The names of my grandchildren are:

- ALEXANDER W. CHANG
- PATRICK M. CHANG
- NICHOLAS RYAN FAJEN
- PATRICIA LEIGH FAJEN

Alice K. Fajen
ALICE K. FAJEN

If any grandchildren of mine are born or legally adopted after the execution of this Will, they shall be included equally in the class of my grandchildren.

FIRST: I direct that all my just debts, which may be probated and allowed against my estate, and all my funeral expenses be first paid out of my estate; provided, however, that my Co-Executors are authorized to pay any debt that I may owe at the time of my death not exceeding Five Hundred Dollars (\$500.00) without the necessity of such debt being probated, registered or allowed against my estate so long as my Co-Executors determine that such debt is a valid debt of my estate.

From my residuary estate, I direct my Co-Executors to pay all transfer, inheritance, legacy, estate, succession and other taxes, whether federal or state and without apportionment, levied upon or assessed against my estate and attributable to property passing hereunder or otherwise. No devisee, legatee, donee, transferee or insurance beneficiary shall be required to pay or contribute to the payment of such taxes.

In the course of the administration of my estate, my Co-Executors shall be authorized to allocate administrative expenses between income and principal in the discretion of my Co-Executors.

SECOND: After the payment of debts, if any, funeral expenses, taxes and administrative expenses, I give, devise and bequeath all of my estate, of whatever kind and

Alice K. Fajen

ALICE K. FAJEN

character, whether real, personal or mixed property, wheresoever situated, and whether held in possession or expectancy, to my children, ALICE FAJEN CHANG, THEODORE E. FAJEN and WILLIAM A. FAJEN, in equal shares and in fee simple absolute.

If at the time of my death any of my children have predeceased me, his or her share shall go in trust to the Trustees hereinafter named for the benefit of his or her surviving issue, in equal shares per stirpes, including any additional issue hereafter born or legally adopted, and if there are no surviving issue, his or her share shall be divided equally between my two surviving children or equally among my surviving child and the Trustees for the surviving issue if any, in equal shares per stirpes, of any other child of mine who is also then deceased. If at the time of my death I am survived by only one of my children and my then deceased children do not have any issue then surviving, my entire estate shall go to my sole surviving child. If all of my children shall predecease me, then my entire estate shall go in trust to the Trustees hereinafter named for the benefit of the surviving issue of my children in equal shares per stirpes. If at the time of my death I am not survived by any of my children or by any issue of children, then my entire estate shall go to my next of kin, determined as of my date of death, in accordance with the laws of descent and distribution of the State of Mississippi.

Alice K. Fajen
ALICE K. FAJEN

For purposes of this will and its entire interpretation, the term 'child', 'children', 'issue' and other terms of similar meaning and import shall include any and all natural and legally adopted children of the persons referred to in this Will.

THIRD: If any of my children, ALICE FAJEN CHANG, THEODORE E. FAJEN or WILLIAM A. FAJEN, predecease me and leave issue surviving at the time of my death, I give, bequeath and devise a deceased child's share of my estate which would have otherwise passed to the deceased child under Article SECOND of this my Will, to the Trustees hereinafter named, in trust, to be known and designated as the "ALICE K. FAJEN Testamentary Trust for Grandchildren" to hold, administer and distribute in trust in equal shares per stirpes for the benefit of my grandchildren by the deceased child, and for the benefit of any additional grandchildren hereafter born or legally adopted by my then deceased child, as hereinafter set out.

A. The Trustees shall receive, hold and manage, and may sell, invest or reinvest all of the property passing to them under the provisions of this Article THIRD of my Will. The Trustees are authorized further to receive income therefrom and to pay the expenses necessary to the administration of this Trust.

B. The income from this Testamentary Trust shall be distributed as follows:

Alice K. Fajen
ALICE K. FAJEN

1. The Trustees shall pay over to my grandchildren by the deceased child, and any other grandchildren hereafter born to or legally adopted by my then deceased child, or shall pay for their benefit, whichever procedure is appropriate in their sole discretion, sufficient amounts of the annual net income of the Trust, as defined under the statutes of the State of Mississippi, to provide for their reasonable educational needs until they have completed an undergraduate college education and continuing through graduate education, provided they are successful academically and are enrolled in a degree-granting program. The Trustees shall allow no more than a reasonable period of years within which my grandchildren must obtain their undergraduate and graduate degrees; thereafter this educational support shall cease. All terms and provisions of this Trust which affect my grandchildren presently living shall apply equally to any grandchildren of mine hereafter born or legally adopted.

2. After making the necessary annual educational payments for my grandchildren, the Trustees may, in their sole discretion, pay over to my grandchildren, preferably in equal shares, part or all of the balance of the annual net income from said Trust property. The share of annual net income payable to my grandchildren, in the event they have not attained their majority, may be paid to a minor grandchild or to his or her legal guardian only in the discretion of the Trustees for the education, health, maintenance and support of that minor grandchild; any amount not so paid annually shall be accumulated for

Alice K. Fajen

ALICE K. FAJEN

such grandchild until he or she attains his or her majority, at which time such accumulated income may be paid to him in fee simple and free of any trust.

3. Regardless of the income of the Testamentary Trust which may be payable to my grandchildren, if because of illness, accident or other misfortune, the income payable to my grandchildren from said Trust shall, in the sole discretion of the Trustees, be insufficient to meet such unusual expenditures and properly provide for them, the Trustees shall be authorized to encroach upon the corpus of the Testamentary Trust from time to time in such amounts as they in their sole discretion may deem necessary in each calendar year to meet such expenses and properly to provide for, support and maintain my grandchildren.

4. The Trustees shall have the power to encroach from time to time upon the corpus and accumulated income of the Trust property, to the extent that they in their sole discretion may deem necessary, for the purpose of providing for, maintaining and supporting any of my said grandchildren or other lineal descendants; or for the purpose of enabling any of them to enter into a business or profession.

C. For any of my grandchildren, by a child predeceasing me, who shall survive me and who shall be under twenty-five (25) years of age at the time of my death, I direct that as and when such grandchild attains the age of twenty-five (25) years, the Trustees shall pay over, deliver, assign, transfer and convey to such grandchild one-third (1/3) of that

Alice K. Fajen
ALICE K. FAJEN

grandchild's share of the Trust estate. If any of my said grandchildren who survive me shall, at the time of my death, be twenty-five (25) years of age or older, but less than thirty (30) years of age, the Trustees shall pay over, deliver, assign, transfer and convey to such grandchild one-third (1/3) of the share of the Trust estate for that grandchild. As and when each grandchild attains the age of thirty (30) years, the Trustees shall pay over, deliver, assign, transfer and convey to such grandchild one-half (1/2) of that grandchild's remaining share of the Trust estate. As and when each grandchild attains the age of thirty-five (35) years, the Trustees shall pay over, deliver, assign, transfer and convey to such grandchild the remainder of that grandchild's share of the Trust estate and any undistributed income related to that share, and that grandchild's share of the Trust shall thereby be terminated. For any such grandchild of mine who survives me and shall be, at the time of my death, over the age of thirty (30) years, the Trustees shall pay over, deliver, assign, transfer and convey to such grandchild the appropriate one-third (1/3) portions of that grandchild's share of the Trust estate, depending upon his or her age. The Trustees shall have sole and unlimited discretion to determine the kind of property, the proportion of property and the value of the property involved, in order to determine what property shall comprise the said one-third (1/3) portions

Alice K. Fajen

ALICE K. FAJEN

above mentioned. This Trust shall thus terminate upon the death of my last surviving grandchild by a deceased child before attaining the age of thirty-five (35) years or upon my youngest such surviving grandchild's attaining the age of thirty-five (35) years, whichever is the first to occur.

D. If any grandchild of mine by a deceased child dies before attaining thirty-five (35) years of age, distribution of his or her share of income or principal at the prescribed ages shall be made in equal shares per stirpes to the surviving issue of the deceased grandchild, and if there are no surviving issue, then to my surviving grandchildren in equal shares or grandchild by that deceased child or to their surviving issue in equal shares per stirpes if another grandchild is also then deceased; if there are no other surviving grandchildren or grandchild, or surviving issue, then the share of the Trust estate of the grandchild who dies shall be distributed to the estate of said grandchild, and his or her share of the Trust shall then terminate.

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

Alice K. Fajen
ALICE K. FAJEN

FIFTH: No corporation, creditor, debtor, buyer, seller, agent or other person dealing with my Co-Executors hereunder shall be obliged to examine into the terms upon which property is held or any act is done by my Co-Executors; but any such corporation, creditor, debtor, buyer, seller, agent or other person shall be entitled and is expected by me, unless any such person dealing with my Co-Executors acts in bad faith or knows that my Co-Executors are acting without authority, to deal with any property to be administered under this instrument and with my Co-Executors as if such Co-Executors were owners of such property, free of any trust, and to rely upon the assurances and representations of my Co-Executors that my Co-Executors are acting within the scope of their authority and within the provisions of this Will.

SIXTH: I hereby nominate, constitute and appoint my children, ALICE FAJEN CHANG, THEODORE E. FAJEN and WILLIAM A. FAJEN, as Co-Executors of this my Last Will and Testament. In the event any of the three named Co-Executors dies, does not qualify, resigns or refuses to serve, I direct that my other two children shall serve as Co-Executors of my Last Will and Testament. If only one of my children can serve as Executor, then she or he shall serve alone as Executor of my estate. My Co-Executors shall not be required to give any bond or other surety, and I hereby respectfully request that the Court having jurisdiction of the administration of my estate by appropriate order relieve them of any inventory, accounting or appraisal with respect to my said estate. My Co-Executors,

Alice K. Fajen
ALICE K. FAJEN

however, shall keep and maintain complete records and accounts concerning my estate and its receipts, income, disbursements, expenditures and other similar items and shall, when requested to do so, render at reasonable times, a written report and account to any beneficiary of my estate. I further direct that the Co-Executors of my estate be reimbursed for expenses as allowed by the Court wherein my Will is probated pursuant to §91-7-299, *Mississippi Code 1972*, as amended.

I hereby nominate, constitute and appoint my children or child who survives me as Trustees of the Testamentary Trust created under this Will. If two of my children survive me and one of them cannot serve or continue to serve as Trustee, my other surviving child shall serve alone as Trustee. If none of my children survive me, or none can serve as Trustee, I nominate, constitute and appoint Mary K. Heyer presently residing in Franksville, Wisconsin, to serve as Trustee. If two of my children survive me and serve as Trustees, but both die, resign or become unable to continue to serve as Trustees before the final termination of the Testamentary Trust, I then nominate and appoint Mary K. Heyer to serve as successor Trustee and confer upon her all the rights, powers, discretion, privileges and exemptions of my original Trustees.

If there is no named individual who can serve as successor Executor or Trustee, then a successor Executor or Trustee may be appointed in accordance with §91-9-203 of the *Mississippi Code of 1972*, as amended.

Alice K. Fajen
ALICE K. FAJEN

I hereby confer upon my Trustees and Co-Executors those identical powers as set forth in the Mississippi Uniform Trustees' Powers Law, §§91-9-101 through 91-9-119, *Mississippi Code 1972*, as amended, for use wherever and whenever appropriate; for purpose of interpretation, as applied to my Co-Executors, the word "estate" and related words shall be substituted for the word "trust" and related words in such statutory provisions. Should the Mississippi Uniform Trustees' Powers Law be repealed, then my Co-Executors herein named shall continue to have all of the powers, rights and discretions granted by said Law, the same as if it were still in effect.

SEVENTH: If other preceding provisions of my Will do not apply, whenever all or any part of my estate shall be distributable to a person who is then under the age of twenty-one (21) years, my Co-Executors are hereby granted a power in trust, without bond or other undertaking, to hold and administer such property for the benefit of such person during the years of his or her minority, to invest and reinvest such property, to collect the income thereof, and, after deducting therefrom all charges properly allocable thereto, to pay to or apply to the use of such person so much of the net income as my Co-Executors in their discretion deem appropriate. Any remaining principal and accumulated income shall be paid to such person when he or she attains the age of twenty-one (21) years, and thereupon such power in trust hereby granted shall terminate with respect to such person.

Alice K. Fajen

EIGHTH: Having in mind the rule against perpetuities and laws against imposing restraints on alienations and against accumulation of income, each and every trust created by or under this Will shall, unless sooner terminated under other provisions hereunder, terminate twenty (20) years and eleven (11) months from and after the date of the death of the last survivor of such of the beneficiaries hereunder, as are living at the time of my death, any provisions of this Will to the contrary notwithstanding, and thereupon the property held in trust shall be distributed free of all trusts, to the persons then entitled to share the income therefrom in the proportions in which they are then entitled to share such income.

NINTH: I hereby direct that the validity, construction, effect and administration of the testamentary dispositions made in this Will shall be determined by the laws of the State of Mississippi and that the courts of the State of Mississippi shall have jurisdiction over the administration of my estate and each and every trust created hereunder or resulting by reason of any of the provisions of this Will, regardless of where any assets or property, or all of the assets or property, of the estate or trust may be located or situated.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, appearing on this and the preceding eleven (11) pages each written on one side only, and at the bottom of each of which I have signed my name, in the presence of

Alice K. Fajen
ALICE K. FAJEN

Laurel P. Moriarty and Mary Nell D. Holland
whom I have requested to act as subscribing witnesses hereto on this the 14 day of
July, 1997.

Alice K. Fajen
ALICE K. FAJEN

We, Laurel P. Moriarty and Mary Nell D. Holland,
at the request of ALICE K. FAJEN in her presence and in the presence of each other, have
signed this instrument as attesting witnesses, ALICE K. FAJEN having signed, published and
declared the said instrument as and for her Last Will and Testament in our presence; and at
the time of execution of said Will, said testatrix was over the age of eighteen (18) years, was
of sound and disposing mind, memory and understanding, and was under no improper
influence or restraint to the best of our knowledge and belief.

WITNESS OUR SIGNATURES on this the 14th day of July
1997.

Address:

1255 E. County Line Rd E-7
Sachem MS 39211

Address:

Mary Nell D. Holland
P.O. Box 2543
Bidgeland, MS 39158

Alice K. Fajen
ALICE K. FAJEN

Page 13 of 13 Pages



STATE OF MISSISSIPPI, COUNTY OF MADISON:

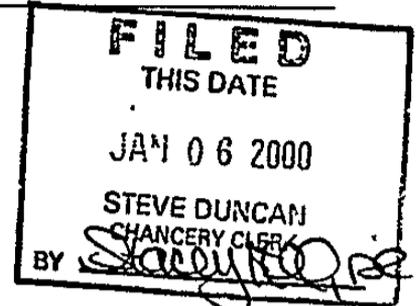
I certify that the within instrument was filed for record in my office this 6th day
of Jan, 2000, at 9:30 o'clock A M., and was duly recorded
on the JAN 6 2000, Book No. 32, Page 160.

STEVE DUNCAN, CHANCERY CLERK

BY: Jacey Hill D.C.

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI

COUNTY OF HINDS

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Laurel P. Moriarty and Mary Nell D. Holland who, after being duly sworn, on oath stated as follows:

That the above and foregoing Last Will and Testament of ALICE K. FAJEN, dated the 14th day of July, 1997, was exhibited by ALICE K. FAJEN to affiants as her Last Will and Testament and was signed by her on said date in the presence of affiants, declaring the same to be the Last Will and Testament of ALICE K. FAJEN, and at her request and in her presence and in the presence of each other, the affiants signed the same as witnesses; that ALICE K. FAJEN, on the 14th day of July, 1997, was of sound and disposing mind, memory and understanding and was mentally capable of recognizing and was actually conscious of the act of making, executing, declaring, attesting and publishing the said instrument of writing as her Last Will and Testament and that she was under no duress or undue influence perceptible to affiants and was over the age of eighteen (18) years.

Affiant: [Signature]
Address: 1255 E. County Line Rd E-7
Jackson MS 39211

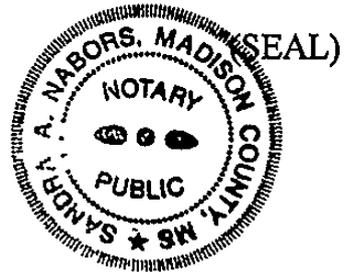
Affiant: Mary Nell D. Holland
Address: P.O. Box 2543
Bidgeland, MS 39158

SWORN TO AND SUBSCRIBED before me, this the 14th day of July, 1997.

[Signature]
NOTARY PUBLIC

My Commission expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 4, 2001



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 06th day of Jan, 2000, at 9:30 o'clock A M, and was duly recorded on the JAN 6 2000, Book No. 32, Page 173.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

2000-008

BOOK 0032 PAGE 175

FILED
THIS DATE
JAN 07 2000
STEVE DUNCAN
CLERK
BY: *[Signature]*

LAST WILL AND TESTAMENT OF LOUIS L. LIPSEY

KNOW ALL MEN BY THESE PRESENTS: That I, LOUIS L. LIPSEY, of Holmes County, Mississippi, being of sound and disposing mind and memory and over the age of twenty-one years, do hereby make, publish and declare this instrument to be my Last Will and Testament, expressly revoking all other wills and testaments and codicils thereto heretofore made by me; WITNESSETH;

ITEM I

I hereby bequeath to Jerusalem Baptist Church, situated several miles southeast of Kosciusko in Attala County, the sum of \$5,000.00, to be used exclusively for the maintenance of the cemetery located on said church grounds.

ITEM II

I hereby bequeath to the Pickens Presbyterian Church, of which I am a member, the sum of \$10,000.00.

ITEM III

After payment of the above bequests and all my debts and any estate taxes due and expenses incurred in administering my estate by reason of my death, I hereby devise and bequeath my house and lot located in Northside Subdivision in Pickens, Mississippi, subject to the direction to my Executor to sell said house, together with all bank accounts, cash and certificates of deposit, to my niece, Sara Lillian Warnack as Trustee for the use and benefit of my wife, Wilna L. Lipsey, for her lifetime, during which time the Trustee shall be required to meet all of my wife's reasonable needs, and specifically required to distribute all the income therefrom to her or for her benefit at least as frequently as annually. The trustee shall be vested with the full power to

operate, control, sell, encumber, lease, distribute and otherwise manage any and all the property in and income from this trust in the same manner such trustee believes I would have done, subject to the above provisions and shall have all powers and duties set forth in the Uniform Trustees' Powers Act as the same is in force in the State of Mississippi on the date of the execution of this will. The trustee shall receive a fee for her services in caring for my wife of \$500.00 per month.

At the death of my wife, all funds remaining in the Trust shall be distributed as follows:

- A. 60% shall be divided equally among my following nieces and nephews: Edward Spivey Lipsey, Rucker Pollard Lipsey, Charles Lipsey Owens, Bobby May Lipsey Ford, William Louis Lipsey, Edward Gibson Lipsey and Sara Lillian Warnack.
- B. $\frac{1}{15}$ th or $6\frac{2}{3}\%$ shall be divided equally among my following great-nieces and nephews: Leslie Louis Lipsey, Barbara L. Saxton and Donna L. Campbell.
- C. $\frac{1}{3}$ or $33\frac{1}{3}\%$ shall be divided equally among my wife's cousins, Ann N. Crumbley and Evelyn Steadman.

If any of the above-named persons in groups A, B or C should predecease both my wife and me, then the persons named in group A who are still living after the death of both my wife and me shall divide such predeceased person's share equally.

ITEM IV

I hereby bequeath all the rest and residue of my estate, both real and personal, of every kind and character and wherever situated, to Edward Spivey

Lipsey, Rucker Pollard Lipsey, Charles Lipsey Owens, Bobby May Lipsey Ford, William Louis Lipsey, Edward Gibson Lipsey and Sara Lillian Warnack, or to the survivor or survivors of them, in equal shares.

ITEM V

I hereby nominate and appoint First National Bank of Holmes County, as Executor of this my Last Will and Testament and I hereby waive bond, appraisement, inventory and accounting to Court. My said Executor shall have full authority, without Court order, to sell or otherwise dispose of any of my property to facilitate distribution, and shall have full authority, in its absolute discretion, to settle any indebtedness probated against my estate. My Executor is hereby directed to sell for market value my house in Pickens so that the net proceeds therefrom may be added to the bequest in Item III.

Witness my signature on this the _____ day of May, 1997.

Louis L. Lipsey
Louis L. Lipsey

STATE OF MISSISSIPPI
COUNTY OF HOLMES

AFFIDAVIT

Personally appeared before me, the undersigned authority in and for the aforesaid County and State, the undersigned, Charles Smith and Marie Thomas

who, being by me first duly sworn, state on their oaths as follows:

That affiants are the subscribing witnesses to the attached instrument

of writing purporting to be the Last Will and Testament of Louis L. Lipsey, of Holmes County, Mississippi; that the said Louis L. Lipsey this day signed, published and declared said instrument to be his Last Will and Testament in the presence of affiants, and that said testator is of sound and disposing mind and memory and more than twenty-one years of age, and these deponents subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request of said testator, and in the presence of said testator, and in the presence of each other, on the date of the execution of said instrument.

Thus the 9th day of May, 1997.

Charlene Smith
Name

Marie Thomas
Name

505 Boulevard

798 Sudbeck Rd

Leukington, MS
Address

Leukington, MS 39015
Address

SWORN TO and subscribed before me, by Charlene Smith and Marie Thomas, on this the 9 day of May, 1997.



Amy A. Ward
Notary Public
My Commission Expires May 14, 2000

u1lwills\lipsey.l



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7th day of Jan, 2000, at 9:00 o'clock A M, and was duly recorded on the JAN 7 2000, Book No. 32, Page 175

STEVE DUNCAN, CHANCERY CLERK

BY Stacey K. Hill D C

2000-011

FILED
THIS DATE
JAN 07 2000
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

LAST WILL AND TESTAMENT
OF
JEWEL ROWE

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

ITEM I.

I appoint my son, ERNEST ROWE, as Executor of my Estate under this Will. I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ITEM II.

I have two (2) children now living and they are:

ANNA MAE ROWE MAJORS and ERNEST ROWE. They are herein referred to as "my children."

Jewel Rowe

JEWEL ROWE

ITEM III.

I devise and bequeath to my children, in equal shares, all of my interest in my home in Houston, Texas, and my house on Galveston Bay. If either of my children shall not survive me, my deceased child's interest in this property shall be distributed to his or then living children, in equal shares. If my deceased child leaves no surviving children, then I devise and bequeath my interest in this property to my surviving child.

ITEM IV.

I give and bequeath to my daughter, ANNA, if she survives me, my clothing, books, jewelry, and other personal effects. If she shall not survive me, I bequeath these items of personal property to my daughter's children, equally.

ITEM V.

I give and bequeath all my household furniture, furnishings, ornamental decorations, silverware, china, pictures, linen, glassware and the like located in my home to my children, in equal shares. If one of my children shall not survive me, his or her interest in these assets shall be distributed to his or her then

living children, in equal shares. If my deceased child leaves no surviving children, then I give and bequeath my interest in these assets to my surviving child.

ITEM VI.

I give, devise and bequeath all the rest and residue of my estate to my children, in equal shares. If either of my children shall not survive me, the interest of my deceased child shall be distributed to his or her then living children, in equal shares. If my deceased child leaves no surviving children, the interest shall be distributed to my surviving child.

ITEM VII.

A. In the event my son, ERNEST, is or becomes unable or unwilling to serve as my Executor, I appoint my daughter, ANNA MAE ROWE MAJORS, of Clinton, Mississippi, to serve 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.

Jewel Rowe

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. 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.

D. 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. 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.

E. My Executor shall have all power and authority given to Trustees by the laws of the State of Texas.

Jewel Rowe

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.

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 6 pages on the 9th day of MAY ~~January~~, 1997.

Jewel Rowe
JEWEL ROWE

WITNESSES:

Frances Tilotta FRANCES TILOTTA
Josefina Sanchez JOSEFINA SANCHEZ
ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by JEWEL ROWE 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 9th day of MAY ~~January~~, 1997.

Frances Tilotta
Josefina Sanchez

STATE OF MISSISSIPPI, COUNTY OF MADISON: -



I certify that the within instrument was filed for record in my office this 7th day of Jan, 2000, at 9:30 o'clock A M., and was duly recorded on the JAN 7 2000, Book No. 32, Page 179.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill DC

FILED
THIS DATE
JUN 07 2000
STEVE DUNCAN
CHANCERY CLERK
BY: Stacey KEO, DC

PROOF OF WILL

STATE OF TEXAS

COUNTY OF HARRIS

Before me, the undersigned authority, on this day personally appeared JEWEL ROWE, Frances Tilotta, and Josefina Sanchez known to me to be the Testatrix and the witnesses, respectively, whose names are subscribed to the foregoing instrument in their respective capacities, and, all of said persons being by me duly sworn, the said JEWEL ROWE, Testatrix, declared to me and to the said witnesses in my presence that said instrument is her Last Will and Testament, and that she had willingly made and executed it as her free act and deed; and the said witnesses, each on oath stated to me in the presence and hearing of the said Testatrix, that the said Testatrix had declared to them that said instrument is her Last Will and Testament, and that she executed same as such and wanted each of them to sign it as a witness; and upon their oath each witness stated further that they did sign the same as witnesses in the presence of the said Testatrix and at her request; that she was at that time eighteen years of age or older and was of sound mind; and that each of said witnesses was then at least fourteen years of age.

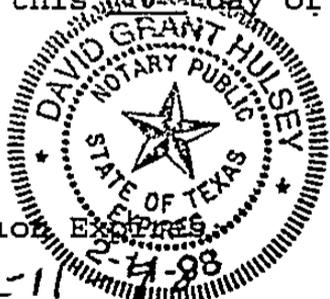
Dated this 9th day of MAY, 1997.

Jewel Rowe
Testatrix

Frances Tilotta
Witness

Josefina Sanchez
Witness

Subscribed and sworn to before me by the said JEWEL ROWE, Testatrix, and by the said FRANCES TILOTTA and JOSEFINA SANCHEZ Witnesses, this 9th day of MAY, 1997.



David Grant Hulsey
NOTARY PUBLIC

My Commission Expires 2-11-98

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7th day of Jan, 2000 at 9:30 o'clock A.M., and was duly recorded on the JAN 7 2000, Book No. 32 Page 185.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey KEO D.C.



LAST WILL AND TESTAMENT
OF
FLORA DAWSON PARRISH

FILED
THIS DATE
JAN 07 2009
STEVE DUNCAN
CHANCERY CLERK
BY *Steve Duncan*
#99-849

STATE OF MISSISSIPPI
COUNTY OF MADISON

I, FLORA DAWSON PARRISH, a resident citizen of the State of Oregon, 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 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 money or cash which I own and have on deposit or in my possession in the State of Oregon at the time of my death, I give, devise and bequeath to my daughter, CARMEN P. WALKER, and same shall be hers absolutely.

ITEM III

All money which I own and have on deposit in the State of Mississippi at the time of my death, I give, devise and bequeath the sum of \$1,000.00 each to my six grandchildren, with the remainder to be divided equally between my two

Flora Dawson Parrish
FLORA DAWSON PARRISH

*JH4
M.D.C.
ALS*

children, LEHMAN E. PARRISH and CARMEN P. WALKER, share and share alike.

ITEM IV

All real estate which I own which is located in the State of Oregon, I give, devise and bequeath to my daughter, CARMEN P. WALKER, and same shall be hers absolutely.

ITEM V

All real estate which I own which is located in the State of Mississippi, I give, devise and bequeath to my two children, LEHMAN E. PARRISH and CARMEN P. WALKER, share and share alike.

ITEM VI

Any automobiles which I own, at the time of my death, I give, devise and bequeath to my grandson, WILSON P. WALKER, and same shall be his absolutely.

ITEM VII

All of my china, I give, devise and bequeath to my granddaughter, LAODICE WALKER, and same shall be hers absolutely.

ITEM VIII

I give, devise and bequeath my black and white television set to my daughter, CARMEN P. WALKER, and same shall be hers absolutely.

ITEM IX

I give, devise and bequeath my cedar chest to my granddaughter, DR. CHERYL P. MITCHELL, and same shall be hers absolutely.

Flora Dawson Parrish
FLORA DAWSON PARRISH

JHM
01.27.
ALS

ITEM X

My antique black chair, I give, devise and bequeath to my granddaughter, DARRELL P. JOHNSON, and same shall be hers absolutely.

ITEM XI

My other two grandchildren, FLORICE WALKER and YOLANDA PARRISH, shall have first choice of one piece each of my remaining furniture not expressly named above.

ITEM XII

If any of the beneficiaries under this Will desire to sell their interest or interests in my estate, they shall first offer said interest to my living children or grandchildren and be refused by each of them before selling their interest to persons outside of my family.

ITEM XIII

All the rest, residue and remainder of my property, real, personal, and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall have any power of appointment, I do hereby give, devise and bequeath to my two children, LEHMAN PARRISH and CARMEN P. WALKER, share and share alike.

ITEM XV

I hereby appoint, nominate and constitute CARMEN P. WALKER, 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,

Flora Hanson Parrish
FLORA HANSON PARRISH

JHK
 57 10 2

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 Five 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 30th day of July, 1982.

Flora Dawson Parrish
FLORA DAWSON PARRISH

JH4
M. D. J.
ALS

STATE OF MISSISSIPPI
COUNTY OF MADISON

WE, each of the subscribing witnesses to the Last Will and Testament of FLORA DAWSON PARRISH, do hereby certify that said instrument was signed by the said FLORA DAWSON PARRISH, in our presence and in the presence of each of us, and that the said FLORA DAWSON PARRISH, declared the same to

be her 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 FLORA DAWSON PARRISH, in her presence and in the presence of each other.

[Signature]
ADDRESS: Canton,
Mississippi

[Signature]
ADDRESS: Canton,
Mississippi

[Signature]
ADDRESS: Canton,
Mississippi

[Signature]
FLORA DAWSON PARRISH

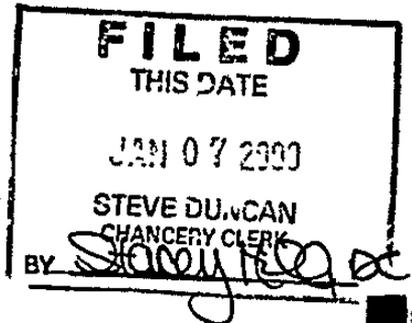
STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 7th day of Jan, 2000, at 12:00 o'clock P.M., and was duly recorded on the JAN 7 2000, Book No. 32, Page 186.



STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.



IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
FLORA DAWSON PARRISH, DECEASED

CIVIL ACTION FILE NO. 99-849

PROOF OF WILL

COMES NOW, Ann S. Hutzel F/K/A Ann L. Scott, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Flora Dawson Parrish, 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 Flora Dawson Parrish, the above named decedent, signed, published and declared said instrument as her Last Will and Testament on the 30th day of July, 1982, the day and the date of said instrument, in the presence of this deponent, James H. Herring and Michael D. Taylor, the other subscribing witnesses, and that said Testatrix was then of sound and disposing mind and memory, and more than twenty-one (21) years of age, and having her usual place of abode in Multnomah County, Oregon, and that she, James H. Herring and Michael D. Taylor, 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

Ann S. Hutzel
ANN S. HUTZEL F/K/A ANN L. SCOTT

COUNTY OF Hinds

Personally appeared before me, the undersigned authority in and for said county and state, the within named ANN S. HUTZEL F/KA ANN L. SCOTT, 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.

Ann S. Hutzel

ANN S. HUTZEL F/KA ANN L. SCOTT

SWORN TO AND SUBSCRIBED BEFORE ME, this the 11th day of November 1999

Lisa Ladonice DeLaughter Bone Taylor
NOTARY

MY COMMISSION EXPIRES:

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

(SEAL)



JAMES H. HERRING
MSB#2380
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 7th day of Jan 2000 at 12:00 o'clock P.M., and was duly recorded on the JAN 7 2000, Book No. 32, Page 191.

STEVE DUNCAN, CHANCERY CLERK

BY: *Steve Hill* D.C.



FILED
THIS DATE
JAN 07 2000
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
FLORA DAWSON PARRISH, DECEASED

CIVIL ACTION FILE NO. 99-849

PROOF OF WILL

COMES NOW, James H. Herring, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Flora Dawson Parrish, and enters his 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 Flora Dawson Parrish, the above named decedent, signed, published and declared said instrument as her Last Will and Testament on the 30th day of July, 1982, the day and the date of said instrument, in the presence of this deponent, Ann L. Scott and Michael D Taylor, the other subscribing witnesses, and that said Testatrix was then of sound and disposing mind and memory, and more than twenty-one (21) years of age, and having her usual place of abode in Multnomah County, Oregon, and that he, Ann L. Scott and Michael D. Taylor, 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.

[Signature]
JAMES H. HERRING

STATE OF MISSISSIPPI

COUNTY OF Madison

Personally appeared before me, the undersigned authority in and for said county and state, the within named **JAMES H. HERRING**, who, being first duly sworn by me, state on his 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

James H. Herring
JAMES H. HERRING



SWORN TO AND SUBSCRIBED BEFORE ME, this the 8 day of December 1999

Donna M. Henry
NOTARY

MY COMMISSION EXPIRES:
Notary Public State of Mississippi At Large
My Commission Expires April 13, 2002
Bonded Thru Heldon, Brooks & Garland, Inc.

(SEAL)

JAMES H. HERRING
MSB#2380
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 7th day of Jan, 2000 at 12:00 o'clock P.M., and was duly recorded on the JAN 7 2000, Book No. 32, Page 193.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.