

Last Will and Testament

#200-172

OF

TECORA M. WILLIAMS

FILED
THIS DATE

MAR 06 2000

STEVE DUNCAN
CHANCERY CLERKBY *Steve Duncan*

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

I.

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

II.

I hereby give, devise and bequeath unto my granddaughter, ETHEL MICHELLE JOHNSON LACY all of my interest in and to the real property, including my home and all furnishings contained therein located at 915 Tithelo Road, Canton, Madison County, Mississippi and being more particularly described as follows:

All that part of southeast quarter of southwest quarter lying south of public road, Section 12; all that part of the northeast quarter of northwest quarter lying south of public black topped road and all that part of northwest quarter of northeast quarter lying south of public black topped road and west of Stump Bridge public gravel road, Section 13, all in Township 10 North, Range 3 East. LESS AND EXCEPT one (1) acre of land as nearly as possible in the shape of a square in the northeast corner of the NW¼ of NE¼ lying south of public black topped road and west of Stump Bridge Road, Section 13, Township 10 North, Range 3 East and being more particularly described as the point of beginning being where the public black topped road intersects the Stump Bridge Road and from said point of beginning run back due west along the south side of the public black topped road 210 feet to a stake, thence run south 210 feet parallel with Stump Bridge Road to a stake, thence run east parallel with the public black topped road 210 feet to a stake on the West margin of Stump Bridge Road and then run north along the west

margin of Stump Bridge Road 210 feet to the point of beginning containing one (1) acre, more or less, and being in the NW $\frac{1}{4}$ of NE $\frac{1}{4}$, Section 13, Township 10 North, Range 3 East, together with the Community Center constructed thereon.

III.

I hereby give, devise and bequeath all of the rest, residue and remainder of my estate, whether it be real, personal or mixed, wheresoever situated or howsoever described unto my children, BESSIE LEE ROSE, HELENE GOINES and OTHO WILLIAMS, JR.; in equal shares to share and share alike.

IN WITNESS WHEREOF, I, TECORA M. WILLIAMS, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 19 day of May, 1997, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Tecora M. Williams
TECORA M. WILLIAMS

WITNESSES:

Jawn J. Paulk
Samuel S. Goze

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 19th day of May, 1997.

Jawn J. Paulk
Samuel S. Goze
WITNESSES

FILED
THIS DATE
MAR 06 2000
STEVE DUNCAN
CHANCERY CLERK
BY Sacey HOO

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI

COUNTY OF MADISON

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, Dawn F. Rankin and Samuel S. Goze, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who after having been duly sworn, say on oath that on the 19th day of May, 1997, TECORA M. WILLIAMS, in their presence; signed her name thereto, and in their presence declared the same to be her Last Will and Testament; that at her request, in their presence, and in the presence of each other, the said affiants subscribed their names thereto as witnesses to its execution and publication; that the said TECORA M. WILLIAMS, on the 19th day of May, 1997, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Dawn F. Rankin residing at 234 Grete Club Rd
Conston, MS

Samuel S. Goze residing at 219 Ray Street
Conston, MS 39046

SWORN TO AND SUBSCRIBED before me this the 19th day of May, 1997.

Ameda Rocha
NOTARY PUBLIC

MY COMMISSION EXPIRES:
11-21-99

(SEAL)

SSQPWILLIAMS.103
8781-1/41,560

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 6th day of March, 2000, at 11:15 o'clock A M., and was duly recorded on the MAR 6 2000, Book No 32, Page 306.

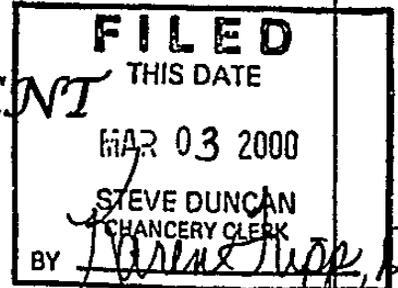


STEVE DUNCAN, CHANCERY CLERK BY: Sacey HOO D.C.

LAST WILL AND TESTAMENT

OF

MINNIE J. BOZEMAN



#2000-166

I, MINNIE J. BOZEMAN, an adult resident of Madison County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all Wills and Codicils heretofore made by me.

ARTICLE I.

I declare that I am the widow of PRENTISS W. BOZEMAN, Deceased, and the mother of DUDLEY R. BOZEMAN and PATSY BOZEMAN SKINNER. All references herein to "my child" or "my daughter" shall refer only to PATSY BOZEMAN SKINNER. My son, DUDLEY R. BOZEMAN, shall only be provided for under this will as specifically set forth hereinafter. All references herein to the spouse or surviving spouse of my above named daughter, shall refer to CHARLES L. SKINNER. For all purposes of this Will and the disposition of my estate hereunder, the terms "issue", "descendants" and "grandchildren" shall be deemed to include all children born to or adopted by my said daughter before and after the execution of this Will, irrespective of any provisions of law establishing a contrary presumption.

ARTICLE II.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled. Further, if any said expenses or costs are not deductible on either the federal or state estate tax returns, such expenses or costs shall be paid from and charged against that portion of my residuary

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estate which is not included in the portion qualifying for and making up the marital deduction. However, my Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate. All property bequeathed or devised under this will either outright or in trust is bequeathed and devised subject to existing mortgages, liens or encumbrances thereon. My Executor is given full discretion as to which debts to pay and which to allow to pass with the property to which such debts apply. However, notwithstanding anything contained herein to the contrary, nothing herein shall be construed to create any express trust for the payment of any such taxes, expenses or debts.

ARTICLE III.

I direct that all estate and inheritance taxes and other taxes in the general nature thereof, including, but not limited to excise taxes on excess retirement payments, together with any interest or penalty thereon (including any and all taxes paid with respect to the proceeds of any policy or policies of insurance or property over which I have a taxable power of appointment included in my gross estate for the purpose of such taxes, but not including any taxes imposed on generation-skipping transfers under the federal tax laws, nor any Qualified Terminable Interest Property tax which shall become payable upon or by reason of my death with respect to any property passing by or under the terms of this Will or any Codicil to it hereafter executed by me), shall be paid by my Executor out of the principal of that portion of my residuary estate which is not included in the portion qualifying for and making up the marital deduction and said beneficiaries under the residuary portion of my Will shall be responsible for that portion of taxes in the proportion that their bequest bears to the total passing under the residuary portion. In the event my spouse predeceases me, all said taxes as set forth herein shall be paid out of my residuary portion of my Will by the residual beneficiaries in the same proportions as immediately set forth above.

ARTICLE IV.

All of my insurance policies which provide indemnity for the loss of or damage to any of my personal or real property by fire, windstorm or other similar casualty, including any claim for the loss of or damage to any such property which I might have at the time of my death against any insurance company, I give and bequeath, respectively, to those persons or corporations or other

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entities, as the case may be, who shall or would have become the owners of such properties by reason of my death, whether such ownership be acquired under the provisions of this Will, by survivorship or by other means. If any of the individual beneficiaries affected by this Article shall not survive me, or if any corporation so affected by this Article shall not be in existence at the time of my death, the bequest to such individuals or corporations shall lapse and same shall become a part of my residuary estate hereinafter disposed of.

ARTICLE V.

1. I give and bequeath the cash sum or equivalent of \$500.00 unto my son, Dudley R. Bozeman, or if he is deceased, then such bequest shall lapse and pass in accordance with Article VII herein.

I fully realize that I am only providing a nominal amount for my said son. My intent in doing so is to partially equalize the total distribution of property that both of my children, Patsy Bozeman Skinner and Dudley R. Bozeman, shall receive under my Will and the Will of my late husband, P W. Bozeman. Under the Will of my late husband, P.W. Bozeman, my son, Dudley R. Bozeman received a substantial portion of my late husband's estate after his death while my daughter received nothing under said Will at my husband's death. Accordingly, it is my intent and desire to leave the majority of my estate to my said daughter in order to partially equalize the distribution that both of my said children will receive as a result of the death of myself and my late husband, although it will still likely result in an overall lesser distribution of assets to my said daughter. I do this, not out of a lack of love for my son, but out of my love for both of my children and out of concern that both of my children be treated fairly.

2. I give and bequeath unto my daughter, if she survives me, all of my remaining personal belongings (except cash, stock, bonds or other like investments on hand or on deposit and the tangible and intangible personal property customarily used in connection with any business in which I shall be engaged or in which I may own any interest at the time of my death), consisting of household furnishings and effects, jewelry, wearing apparel, sporting equipment, club memberships, and similar property owned by me at the time of my death. I also give and bequeath unto my

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daughter, if she survives me, all of the automobiles and other vehicles owned by me at the time of my death.

If my daughter does not survive me, I give and bequeath all household furnishings in my residence to her husband, CHARLES L SKINNER, or if deceased, equally to JAN SKINNER and ELIZABETH SKINNER and all remaining personal property described in this Paragraph 3 of this Article and owned by me at the time of my death unto my daughter's issue, per stirpes. In the event I desire any particular division of such above described property among my grandchildren, I will leave a listing with my Executor to that effect, which I would request my grandchildren honor.

Should any grandchild predecease me, such property bequeathed and devised to such grandchild shall pass to such grandchild's issue, per stirpes, or if a grandchild should die without issue, then such deceased grandchild's share shall pass to my surviving grandchildren, or if deceased, his or her share to his or her issue, per stirpes.

My Executor is hereby given full and complete authority to determine the property and the value of each share passing to each beneficiary and the Executor's decision as to the division of such property shall not be questioned by any beneficiary. Should any disagreement arise, however, as to the equitable division of this property among my grandchildren or such grandchildren's issue, then I authorize my Executor in its discretion, to sell any or all such personal property described herein at public or private sale and divide the proceeds equally among my grandchildren or if deceased, their issue, per stirpes.

ARTICLE VI.

A. I give, devise and bequeath unto my said daughter, if she survives me, my residence located at 45 Bozeman-Paine Circle together with the approximately thirteen and one-half (13 1/2) acres, more or less, surrounding and used as a part of same. In the event my said daughter predeceases me, I give, devise and bequeath such property to her husband, CHARLES L. SKINNER, or if deceased, equally to JAN SKINNER and ELIZABETH SKINNER.

B. I give, bequeath, devise and appoint all the residue and remainder of my property and estate of every nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, all lapsed legacies and devises or other gifts made

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by this Will which fail for any reason, hereinafter referred to as my residuary estate, unto my Executor, and I direct that my Executor shall administer and dispose of my said residuary estate in accordance with the terms and provisions set forth and contained in the succeeding Articles of this Will.

ARTICLE VII.

A. I give, devise and bequeath, and direct my Executor to deliver to my hereinafter named Trustee all of the rest, residue and remainder of my estate, real and personal, of whatsoever kind or character and wheresoever situated, not otherwise disposed of herein, and including any bequest or devise that may lapse or be renounced or disclaimed or that may be otherwise ineffective for any reason, to my Trustee in trust in the Minnie J. Bozeman Family Trust to be administered under the terms contained herein, for the principal benefit of my daughter and her surviving spouse and issue. The assets devised and bequeathed under this Article of my Will shall be charged with the payment of any estate, inheritance or other death taxes other than Qualified Terminable Interest taxes payable by reason of my death, and any and all other expenses of my estate. I recognize the possibility that no property may be disposed of by this Article of my Will and that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections. This Trust may also be funded with any amounts disclaimed by any beneficiary of my estate.

This trust shall be known as the "Minnie J. Bozeman Family Trust" created under my Will, and I direct that such property so passing to my Trustee under this Article shall be administered and disposed of upon the following terms and provisions--that is to say:

B 1. I direct the Trustee to first determine if this trust at any time may be funded with any S-Corporation stock, whether by bequest, gift or purchase by the Trustee. If so, at the time of such funding, then the Trustee shall elect to have said trusts containing S-Corporation stock qualified as Qualified Subchapter S Trusts under the applicable provisions of the Internal Revenue Code of 1986, in effect at that time; and therefore shall separate such stock and shall first divide the assets of this trust into two main, separate parts (Part A and Part B). Part A shall always consist of all S-Corporation stock owned by the Trust. Part B shall always consist of all remaining assets other than S-Corporation stock constituting the residue of the trust assets.

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B. 2. As to the separate trusts under Part A, I direct the Trustee to set up the trust property all in a separate trust for my daughter, if living at that time, or if my said daughter predeceases me or disclaims any property, then I direct the Trustee to divide the trust property into equal parts--one (1) part for my daughter's husband, CHARLES L. SKINNER, if living at that time; one (1) part for each of my said daughter's issue living at that time, and one (1) part for the issue, as a group, of each deceased child of my daughter; and each part shall be a separate trust. Any part provided for CHARLES L. SKINNER and the issue of my daughter's children shall be further divided into separate and equal trusts for each of said individuals.

This trust made up of the above separate trusts shall be known as the Minnie J. Bozeman Family Trust A", (hereinafter referred to as Trust A), for the benefit of my daughter and/or her husband, CHARLES L. SKINNER, and her issue, and I direct that the trust estates of each separate trust under Trust A shall be administered and disposed of upon the following terms and provisions--that is to say:

B. 3. It is my express intention to create the trusts set forth under Trust A to comply with the provisions of Section 1361(d)(3)(A) of the Internal Revenue Code of 1986, as "Qualified S-Corporation/Subchapter S Trusts". Consequently, all provisions of this instrument shall be subordinate to this intention and any provision contained herein that is contrary to this intention and the qualification of the trusts under Trust A as Qualified Subchapter S Trusts shall be void. Notwithstanding any other provisions contained in this Will, my Trustee is prohibited from exercising any powers or authority herein given that by the exercise thereof would disqualify the trusts under Trust A from meeting the qualifications of the Internal Revenue Code to insure the qualification pursuant to this express intention.

B. 4. The Trustee shall distribute to or for the benefit of the beneficiary of each separate trust under Trust A, all of the accounting income of the trust in convenient installments at least annually, or by more frequent installments. In addition, the Trustee may distribute such portions of principal of the separate trust of each beneficiary to the beneficiary as the Trustee shall determine advisable for the maintenance and education of the beneficiary. In determining what payments shall be made out of principal to or for the benefit of the beneficiary, the Trustee may, but

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shall not be required to, take into consideration any other income or resources that may be available to the beneficiary from any source, and the Trustee shall determine what in the Trustee's opinion is in the best interest of the beneficiary, including the desirability of establishing or augmenting the beneficiary's estate, or of enabling the beneficiary to assume responsibility for the beneficiary's own financial affairs, and all other circumstances and factors (including those relating to taxation) that the Trustee may consider pertinent

B 5. As to the separate trusts under Trust A, after my death, my daughter shall be distributed free of trust, the entire remaining principal and accumulated income of her separate trust, with such distribution being subject to Paragraph F of Article IX.

B. 6. Should my daughter die prior to the termination of her separate trust, any accumulated accounting income of her separate trust shall be paid to her estate and the principal of my said deceased daughter's separate trust shall vest equally in such daughter's surviving spouse and living issue, to be maintained in separate trusts for their benefit. After my daughter's death, my Trustee shall pay over, transfer, deliver, assign and convey Charles L. Skinner's equal portion to him outright and such other beneficiary's equal portion of the corpus and any accumulated income of said trust established under Trust A, to such beneficiary outright and free of trust in accordance with the following schedule. when each such beneficiary reaches the age of twenty-five (25) years, one-third (1/3) of the principal and accumulated income of that beneficiary's trust shall be distributed free of trust to said beneficiary; and when each said beneficiary reaches the age of thirty (30) years, one-half (1/2) of the principal and accumulated income of that beneficiary's trust shall be distributed free of trust to said beneficiary; and when each such beneficiary reaches the age of thirty-five (35) years, the remainder of the principal and accumulated income of said beneficiary's trust shall be distributed free of trust to said beneficiary, with all such distributions being subject to the terms and conditions of the aforementioned provisions as well as Paragraph F of Article IX herein. In the event any such child of my daughter dies prior to the termination of his or her separate trust, the accumulated income shall be paid to the estate of the deceased beneficiary, and the remaining assets shall vest in his or her issue, per stirpes, subject to Paragraphs F and I herein; or in default of issue to his or her siblings or if deceased to their issue, per stirpes, subject to Paragraphs F and I of Article IX hereof.

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B. 7. In the event my daughter shall die without leaving a surviving spouse or issue or descendants, the accumulated accounting income of her separate trust shall be paid to her estate. The remaining assets shall be distributed equally to my heirs-at-law at that time computed under the laws of descent and distribution of the State of Mississippi in effect at that time.

B. 8. I hereby grant to my Trustee absolute power and discretion to amend or alter the terms of this trust if necessary to qualify such trusts as Qualified S-Corporation Trusts as provided in the applicable provisions of the Internal Revenue Code, as amended and in effect at that time.

C. The remainder of the trust assets, other than S-Corporation Stock constituting Part B of the trust shall be known as the "Minnie J. Bozeman Family Trust B" (hereinafter referred to as Trust B), and I direct that such portion of the trust assets shall be administered and disposed of upon the following terms and provisions--that is to say:

C. 1. The Trustee shall divide the entire trust property of Trust B all into a separate trust for my daughter, if living at that time, or if my said daughter predeceases me or disclaims any property, then I direct the Trustee to divide the trust property into separate parts--one (1) part for my daughter's husband, CHARLES L SKINNER, if living at that time, consisting of all cash, annuities and investments and one-fifth (1/5) of my General and Limited Units in the Minnie J. Bozeman Family Limited Partnership and all other trust assets; one (1) part for each of my said daughter's issue living at that time, consisting of one-fifth (1/5) interest each in my General and Limited Units in the Minnie J. Bozeman Family Limited Partnership and all other trust assets, and one (1) equal part for the issue, as a group, of each deceased child of my daughter; and each part shall be a separate trust. Any part provided for CHARLES L. SKINNER and the issue of my daughter child shall be further divided into separate and equal trusts for each of said individuals. Said trusts shall continue to be administered under the terms herein at the sole and absolute discretion of my Trustee for the maintenance and education (including post graduate education) of said beneficiaries, and the Trustee is authorized in its sole discretion to distribute net income to such beneficiaries from said trusts, and if distributed, then at least annually, or at more frequent intervals as it determines proper, or accumulate any such income and add same to corpus if such income or portion thereof is not deemed

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in its discretion to be advisable for said beneficiaries' health, maintenance and education. Should Charles L. Skinner die prior to the termination of his trust, his separate trust assets shall be distributed equally to the separate trusts for the issue, per stirpes, of my said daughter.

The Trustee may, in its sole discretion, also invade the principal of any such trust, if it in its sole discretion deems such to be advisable in order to provide for the health, maintenance and education of such beneficiaries.

C. 2 Following my death, as to my daughter if she survives me, my Trustee shall pay over, transfer, deliver, assign and convey the corpus and any accumulated income of said trust to my daughter outright and free of trust, all subject to the provisions of Paragraph F of Article IX of this Will. The Trustee shall have sole and unlimited discretion to determine the property, the proportion of property, and the value of the property involved, in order to determine what property shall comprise the portions to be paid to each beneficiary hereunder.

C. 3. Should my daughter die prior to the termination of her trust under Trust B, said trust estate of my said deceased daughter's trust shall vest equally in my said daughter's husband, CHARLES L. SKINNER, if living at that time, and each of my daughter's issue living at that time, subject to the division of assets stated in Paragraph C.1. above, to be maintained in separate trusts for their benefit, subject to Paragraph F of Article IX of this Will. After my daughter's death, my Trustee shall pay over, transfer, deliver, assign and convey Charles L. Skinner's portion outright to him free of trust and such other beneficiary's equal portion of the corpus and any accumulated income of said trust established under Trust B, to such beneficiary outright and free of trust in accordance with the following schedule: when each such beneficiary reaches the age of twenty-five (25) years, one-third (1/3) of the principal and accumulated income of that beneficiary's trust shall be distributed free of trust to said beneficiary; and when each said beneficiary reaches the age of thirty (30) years, one-half (1/2) of the principal and accumulated income of that beneficiary's trust shall be distributed free of trust to said beneficiary; and when each such beneficiary reaches the age of thirty-five (35) years, the remainder of the principal and accumulated income of said beneficiary's trust shall be distributed free of trust to said beneficiary, with all such distributions being subject to the terms and conditions of the aforementioned provisions as well as Paragraph F

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of Article IX herein. In the event any such child of my daughter dies prior to the termination of his or her separate trust, the accumulated income shall be paid to the estate of the deceased beneficiary, and the remaining assets shall vest in his or her issue, per stirpes, subject to Paragraphs F and I herein; or in default of issue to his or her siblings or if deceased to their issue, per stirpes, subject to Paragraphs F and I of Article IX hereof.

C. 4. In the event my daughter dies prior to the termination of this trust and leaves no surviving spouse or issue, then the entire remainder of the trust estates shall be paid equally outright to my heirs-at-law, determined at that time under the laws of descent and distribution of the State of Mississippi.

ARTICLE VIII.

I direct that as to any and all trusts created herein, except where specified otherwise, the following shall apply:

A. No purchaser, mortgagor or any other person, firm or corporation need see to the application of funds paid or advanced to the Trustee in connection with the business or purposes of any trust, but the receipt of the Trustee therefor shall be a complete acquittance and discharge.

B. Neither the principal nor the income of any trust fund, nor any part of same, shall be liable for the debts of any trust beneficiary, nor shall same be subject to seizure by any creditor of any beneficiary, and they shall not have any power to sell, assign, transfer, convey, encumber, or in any manner to anticipate or dispose of their interests in the trust fund, or any part of same.

If any beneficiary of any trust other than Trust A of the Minnie J. Bozeman Family Trust shall attempt to anticipate, pledge, assign, sell, transfer, alienate or encumber his or her interest, or if any creditor or claimant shall attempt to subject such interest to the payment of any debt, liability or obligation of such beneficiary, then thereupon any perceived right of such beneficiary to income or principal shall terminate and thereafter the Trustee is authorized in its discretion to pay such income or principal to or apply same for the maintenance of one (1) or more of the following persons, namely: (a) such beneficiary, (b) his or her issue, and (c) those who would be entitled to receive the principal of the trust had the beneficiary died immediately prior to receipt of such income or principal by the Trustee, in such manner and proportions as the Trustee in its sole

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discretion may determine, regardless of equality of distribution; but in no event shall the Trustee be required or compelled to pay any part of the income or principal to or for such beneficiary.

This clause shall not apply to the Minnie J. Bozeman Family Trust A, so as to disqualify same as a Qualified S-Corporation Trust.

C. During the minority or incapacity of any beneficiary to or for whom income or principal is authorized or directed to be paid, my Trustee may pay, transfer or assign same in any one or more of the following ways: (a) directly to such beneficiary such amount as it may deem advisable as an allowance; (b) to the guardian of the person or of the property of such beneficiary; (c) to a relative of such beneficiary upon the agreement of such relative to expend such income or principal solely for the benefit of the beneficiary; (d) by expending such income or principal directly for the education and maintenance of such beneficiary. My Trustee shall have the power in its uncontrolled discretion to determine whether a beneficiary is incapacitated, and its determination shall be conclusive.

D. The Trustee is specifically authorized and empowered to invest any part or all of the principal of the trust estate in any common trust fund which may be established and operated by and under the control of the Trustee and may combine any trusts created for the benefit of the same beneficiaries herein with substantially similar terms and provisions.

E. In making distribution of net income to beneficiaries entitled thereto, the Trustee may disburse the same in monthly or other convenient installments based upon its estimate of the amount thereof, and shall annually adjust any difference between estimated and realized net income. If on the death of any beneficiary there is a deficiency of income thus occasioned, the same shall be charged to the principal account from which such income was paid.

F. With regard to the Minnie J. Bozeman Family Trust B, notwithstanding any other provisions herein to the contrary, if in the sole and complete judgment of the Trustee, a beneficiary (at any time such beneficiary would otherwise be entitled to receive a distribution of principal or income from the trust estate) shall not have manifested the ability which would qualify such beneficiary prudently to use and conserve the principal or income of the trust estate provided to be distributed to such beneficiary, then and in such event, the Trustee is fully authorized to withhold

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and defer the delivery and conveyance of any part or all of such principal or income distribution until the Trustee shall deem such beneficiary to be qualified to prudently use and conserve the same; provided, however, such principal or income so retained shall continue to be administered as an integral part of such beneficiary's trust estate and may thereafter, as the Trustee deems wise, be paid over and delivered to such beneficiary in whole or in part and from time to time as and when the Trustee has determined such beneficiary is qualified to prudently use and conserve the same

With regard to the Minnie J. Bozeman Family Trust B, should any beneficiary of the trust be disabled, incompetent, a debtor in any bankruptcy proceeding, a defendant in any filed or threatened legal proceeding, or in any way incapacitated at the time of any scheduled distribution, the Trustee is authorized in its discretion to withhold such distribution and continue to maintain such trust assets for the benefit of said beneficiary until such condition is removed. My Trustee shall have sole and absolute discretion to determine whether a beneficiary is disabled, incompetent or incapacitated and to determine when such conditions as detailed above have been removed.

G. All trusts created in this Will are private trusts, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee shall not be required to return to any court any periodic formal accounting of its administration of the trusts, but said Trustee shall render annual accounts to the income beneficiaries of the trusts. No person paying money or delivering property to the Trustee shall be required to see to its application. Bond shall not be required of the Trustee.

H. Each Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving sixty (60) days written notice to that effect, specifying the effective date of such resignation, to the income beneficiaries of the trust. A Successor Trustee may then be appointed by an instrument delivered to such successor, with a copy to the existing Trustee, and signed by a majority of the income beneficiaries of the trust at that time of legal age, or if any are minors by the Guardian of their persons; and further provided that Successor Co-Trustees may be appointed, but in all instances of any Successor Trustee, not herein named, one (1) such Successor Trustee must always be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust

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investment department with full investment capabilities, or a trust company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location; and further provided that no beneficiary, spouse, parent or child of any beneficiary of the trust be named or appointed as Successor Trustee or Co-Trustee.

Further, a majority of the trust beneficiaries of legal age, or if any are minors, the Guardian of their persons shall have the right to replace any Successor Trustee of any Trust herein, with or without cause; and further provided that Successor Co-Trustees may be appointed, but in all instances of any Successor Trustee, not herein named, one (1) such Successor Trustee must always be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a trust company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location; and further provided that no beneficiary, spouse, parent or child of any beneficiary of the trust be named or appointed as Successor Trustee or Co-Trustee.

In the event that such income beneficiaries shall fail to designate a Successor Trustee within the time specified, then, the acting Trustee, or any other party in interest, may apply to a court of competent jurisdiction for the appointment of a successor and the judicial settlement of the accounts of the acting Trustee

Any Successor Trustee hereunder shall possess and exercise all powers and authority herein conferred on the original Trustee in the trust instrument or by law, without any act of conveyance or transfer.

I. If any beneficiary other than a said child or grandchild of mine having become entitled to a distribution of all or a portion of this trust shall be under the age of twenty-one (21) years or be under any legal disability, his or her share shall be vested in him or her, but distributions shall be postponed until he or she attains such age or until such disability has been removed. The Trustee is authorized to pay to or for the benefit of said beneficiary such part of the income or principal of the retained share as the Trustee considers advisable for said beneficiary's education and

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maintenance and may add to the principal any income not so expended, and shall, subject to Paragraph F of this Article, distribute to such beneficiary, all remaining principal and income at age twenty-one (21).

J. Unless sooner terminated by the provisions of this Will, and notwithstanding the terms of any trust herein, each and every trust created hereby shall come to an end at the expiration of twenty-one (21) years after the death of the last survivor among myself, my daughter, her husband and all of her children and issue who are living at the time of my death, and at the expiration of said time notwithstanding any provision to the contrary herein contained, the Trustee shall pay over to the then living income beneficiaries or if none, equally to my heirs-at-law at that time computed under the laws of descent and distribution of the State of Mississippi. In other words, notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule Against Perpetuities.

K. In the event that any corporate trustee shall hereafter merge or consolidate with any other bank or trust company, then the corporation created by such merger or consolidation shall act as Successor Trustee hereunder, provided that such new surviving bank or trust company must be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a trust company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location; and in such capacity shall possess and exercise all powers and authority herein conferred on the Trustee named herein.

L. The Trustee shall be entitled to receive reasonable compensation for its services rendered hereunder. The amount of compensation shall be no more than that generally charged by like trustees in the Jackson, Mississippi area. Such compensation may be collected in the manner generally collected by like trustees in the Jackson, Mississippi area and shall be shown on the annual accounting.

M. Any trust created herein shall be entitled to a proportionate share of the income of my estate commencing with the date of my death. During the administration of my estate and until each

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trust is established, I authorize the Trustee in the Trustee's discretion to request of my Executor, in which case my Executor shall comply with that request as long as same is practicable, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of such trusts. These payments shall be an amount which in the judgment of the Trustee and Executor, jointly, equals the income which the beneficiaries would receive from the various trusts had each been established.

N. If following my death, the principal of the Minnie J. Bozeman Family Trust estate shall ever be less than \$50,000.00, or otherwise in the discretion of the Trustee there is a detrimental economic reality to maintaining the trust, such trust shall terminate and the assets and any accumulated income therefrom shall be distributed free of trust to the income beneficiaries thereof, or if minors, to their legal guardians in the proportions required under the terms thereof.

O My Trustee shall be prohibited from making any payments in reimbursement to any governmental entity (local, state or federal) which may have incurred expense for the benefit of a beneficiary, and my Trustee shall not pay any obligation of a beneficiary which obligation is otherwise payable by any governmental entity (local, state or federal) or pursuant to any governmental program of reimbursement or payment (local, state or federal). With regard to the Minnie J. Bozeman Family Trust B, regardless of the guidance standards stated therein or anything contained therein to the contrary, it is my intention and I clearly state that such trust and any separate trusts contained therein are discretionary in nature with no requirement in my Trustee to support any beneficiaries therefrom, with my Trustee having sole and absolute discretion as to payment or non-payment of income or principal therefrom until the termination dates thereof.

P. I hereby authorize my trustee to take any necessary action and expend any reasonable amounts from my trust estate that it deems advisable in its sole and absolute discretion for the purposes of complying with all environmental laws and regulations and preventing, correcting, managing, studying, sampling, monitoring, or investigating any environmental problem, whether currently existing or subsequently arising (including, but not limited to, any release or threatened release of any contaminant into the indoor or outdoor environment), existing on, at, under or in connection with any property owned or operated directly by my trust and real property owned or

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operated by a closely held corporation or by a general or limited partnership in which my trust estate has an ownership or management interest (collectively, "Environmental Actions").

This power shall apply to any and all situations in which any governmental authority or third party has in any manner requested or required Environmental Actions, and any and all situations where my trustee has identified a potential or existing environmental problem for which, in its sole and absolute discretion, Environmental Actions should be taken to avoid actual or potential loss to my trust estate, even though no request or requirement for any Environmental Actions has been received from a governmental authority or third party. Such power to expend trust estate funds shall extend to the exhaustion of my entire trust estate if the trustee deems it advisable, in its sole and absolute discretion.

The trustee shall have the power to determine in a fair and equitable manner, to the extent not then covered by statute, how the allocation of disbursements for Environmental Actions shall be charged between income and principal.

Q. My trustee shall be reimbursed and indemnified from my trust estate for, from, and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, claims, costs, expenses, and disbursements of any kind or nature whatsoever (including, without limitation, the reasonable fees and disbursements of counsel or consultants in connection with any investigative, administrative, or judicial proceeding, whether or not my trustee is a party thereto) in any manner arising out of or not limited to, any violation of any applicable legal requirement or any release or threatened release of any contaminant into the indoor or outdoor environment, existing on, at, under or in connection with any property held in my trust estate, including, but not limited to, real property owned or operated directly by my trust and real property owned or operated by a closely held corporation or by a general or limited partnership in which my trust estate has an ownership or management interest (collectively, "Liabilities and Costs"), even if the Liabilities and Costs equal the entire value of my trust estate; provided, however, that my trustee shall have no right to indemnification or reimbursement hereunder for any Liabilities or Costs due solely to my trustee's gross negligence or willful misconduct. My trustee shall not be personally liable to any beneficiary

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or any other party for an decrease in the value of assets in my trust estate by reason of my trustee's compliance with any environmental laws.

R. My trustee shall have the power to disclaim any power which, in its sole discretion, will or may cause my trustee to be considered an "owner" or "operator" of property held in my trust estate, under the provisions of the Comprehensive Environmental Response, Compensation and Liability Act, (CERCLA), as amended from time to time, or which shall cause my trustee to incur liability under CERCLA or any other federal, state, or local law, rule or regulation.

ARTICLE IX.

I am cognizant that the provisions of the federal Internal Revenue Code (and other applicable laws) in force at the time of my death and applicable to my estate may permit my Executor to elect to claim certain expenses and losses as deductions on certain income, estate, or inheritance tax returns. Thus, I authorize my Executor to elect to claim such expenses and losses as deductions on the particular tax return or returns as my Executor in its sole discretion shall deem advisable, irrespective of whether such expenses and losses may be payable from (or attributable to) income or principal, and my Executor is directed not to make adjustments between income or principal or between the property interests passing to the beneficiaries under my Will which may be substantially affected as a result of my Executor's election under this Article. Further, I direct that the property interests determined as the result of my Executor's election under this Article shall be the interest that such beneficiaries will receive. Also, I exonerate my Executor from all liability for any such election and direct that no beneficiary shall have any claim against my Executor or my estate by reason of the exercise of my Executor's judgment in this respect.

ARTICLE X.

I hereby grant to my Executor and my Trustee established hereunder (including any substitute or substitute or successor trustee, personal representative or executor) the continuing, absolute, discretionary power to deal with any property, real or personal, held in trust or in the administration of my estate as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with the Executor or Trustee shall be required to inquire into the propriety of their actions. Without

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limiting the generality of the foregoing, I hereby grant to my Executor and my Trustee and to any successor hereunder the following specific powers and authority in addition to and not in substitution of powers conferred by law:

A. To have all of the specific powers set forth in MISS CODE ANN. §91-9-101 et seq. (1972) as now enacted or hereafter amended.

B. To compromise, settle, or adjust any claim or demand by or against my estate and to agree to any rescission or modification of any contract or agreement.

C. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor and Trustee may presume any securities owned by me at the time of my death to be of investment merit and worthy of retention by my Executor and Trustee. Such presumption shall not impair the power of sale or exchange or any other powers or discretion given the Executor or Trustee, but if said securities or any of them are retained by my Executor or Trustee for the duration of the administration of the estate proceedings or trust or any shorter period of time, my Executor or Trustee shall not be responsible or liable for any loss or decrease in the value of said securities or any of them by reason of such retention. My Executor and Trustee may also presume that the management of the companies whose securities are held in the estate and trust from time to time should be supported. Such presumption shall not impair the power of voting such securities or any other powers or discretion given my Executor and Trustee, but if said securities or any of them are voted by my Executor or Trustee in favor of the management of the respective companies issuing them or in favor of any proposals supported by such management, my Executor or Trustee shall not be responsible or liable for any act of such management or for the loss or decrease in value of said securities or any of them, or of the estate, by reason of such voting.

D. To sell, exchange, assign, transfer, mortgage and convey any security or property, real or personal, held in my estate or trust at public or private sale, at such time and price and upon such terms and conditions (including credit) as they may deem to be advisable and for the best interest of my estate or trust, all without court order or bond.

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E. To invest and reinvest (including accumulated income) in any property (real or personal) as they may deem advisable, including stock (whether listed or unlisted) and unsecured obligations, undivided interests, interests in investment trusts, legal and discretionary common trust funds, leases, and property which is outside of my domicile, all without diversification as to kind or amount without being restricted in any way by any statute or court decision (now or hereafter existing) regulating or limiting investments by fiduciaries.

F. To register and carry any property in their own name or in the name of their nominee or to hold it unregistered, but without thereby increasing or decreasing their liability as fiduciary.

G. To sell or exercise any "rights" issued on any securities held in my estate or trust.

H. Unless inconsistent with other provisions of this instrument, to consider and treat as principal all dividends payable in stock of the issuing corporation, all dividends in liquidation of all "rights" to subscribed to securities of the issuing corporation, and to consider and treat as income all other dividends and rights received (except those declared and payable as of a "record date" preceding my death, which shall be considered and treated as principal).

I. To charge or credit to principal any premiums and discounts on securities purchased at more or less than par.

J. To vote in person or by proxy any stock or securities held, and to grant such proxies and powers of attorney to such person or persons as they may deem proper.

K. To consent to and participate in any plan for the liquidation, any security of which is held.

L. To borrow money (from themselves, including any Trustee's own banking department, individually or from others) upon such terms and conditions as they may determine and to mortgage and pledge estate assets as security for the repayment thereof; and to loan money to any beneficiary of the estate or trust upon such terms as the Executor or Trustee may, in their discretion, determine advisable.

M. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as they may deem advisable (with or without privilege of purchase), including but not limited to agricultural, commercial, and oil, gas and mineral leases, and any lease so made shall

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be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate administration or the trust. With regard to mineral rights, to execute contracts, letter agreements, farm-out agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed in relation thereto. To insure against fire or other risk. To make repairs, replacements and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use and to grant easements as they may deem proper.

N. Whenever required or permitted to divide and distribute my estate or any trust herein, to make such distribution (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, or any such property, and to do so without regard to the income tax basis of specific property allocated to any beneficiary; provided that any assets so distributed in kind shall be valued at their federal estate tax values, but in selecting such assets they shall be fairly representative of appreciation or depreciation in value of all property thus available for distribution in satisfaction of such pecuniary bequests. In making distributions, I request (but do not direct) that my Executor or Trustee do so in a manner which will result in the property to be sold to satisfy obligations of my estate or trust having an aggregate income tax basis as close as possible to their aggregate fair market value and, to the extent consistent with this primary objective, do so in a manner which will result in maximizing the increase in basis for federal and state estate and succession taxes attributable to appreciation. I also authorize my Executor or Trustee, in their absolute discretion, to make in kind and non-prorata distributions under this Will and trust if practicable.

O. To employ accountants, attorneys, investment advisors, money managers and such agents as they deem advisable, and to grant same discretionary powers, as they may deem advisable; to pay reasonable compensation for their services and to charge same to (or apportion same between) income and principal as they may deem proper. In this regard, the Trustee should consider my chosen advisors and the beneficiaries of all trusts may recommend such advisors, attorneys, agents or accountants to my Trustee and I request the Trustee to consider such recommendation and where prudent and advisable consider the investment recommendations of such advisors.

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P. Unless inconsistent with other provisions of this instrument, to hold two (2) or more trusts or funds in one (1) or more consolidated trusts or funds in which the separate funds shall have undivided interests.

Q. If any individual among the legatees named or provided for under the foregoing provisions of this Will (or under the provisions of any codicil to it hereafter executed by me) shall be a minor at the time of my death, then, and in that event, and notwithstanding any statute or rule of law to the contrary, I authorize my Executor or Trustee to pay or deliver the legacy to which each such minor shall be entitled to the parent or to the legal guardian of such minor or to the person with whom such minor shall then reside, and the receipt of such parent or guardian or person with whom such minor shall then reside shall constitute a full acquittance of my Executor or Trustee with respect to the legacy so paid or delivered, all subject to the provisions for distributions in the trusts contained herein.

R. My Executor or Trustee shall not be required to file in any court or with any public official any reports or accounts relating to the administration of my estate or trust, except to the extent that I have no power to excuse the filing of such reports or accounts.

S. Wherever authorized by this instrument to accumulate or distribute income, to make such decision free from attack or question by any person, it being intended that the Executor or Trustee may feel free to make such decisions on the basis of the facts as they exist at the time any such decision is made.

With regard to the Minnie J. Bozeman Family Trust B, since my Trustee is not required to distribute any income, I hereby authorize my Trustee, in its sole and absolute discretion, to decide how much income to distribute or accumulate and I exonerate my Trustee from any liability for additional tax on any trust if they accumulate any income of said trust.

I also authorize my said Trustee under such trust created herein, whether or not required to distribute any income, to elect or not elect to treat all or any portion of any estimated tax paid by any trust created hereunder as a payment by one or more beneficiaries of said trust. Said election may be made either pro-rata among the beneficiaries of each trust or otherwise in the discretion of my Trustee, whose decision shall be binding and conclusive upon all concerned.

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However, the election in the preceding sentence does not authorize principal distributions, unless same are so authorized elsewhere in this will.

T. Abandon, in any way, property which is determined not to be worth protecting.

U. In their sole discretion, if they deem practicable, to disclaim on my behalf any interest, in whole or in part bequeathed or devised to me or otherwise inherited by me or my estate; and to exercise and make any and all tax elections of all kinds and execute and file any and all necessary tax returns and forms.

V. The Trustee is authorized and empowered in its discretion to receive property by gift or by will or otherwise from any person or persons as additions to the trusts created herein and to hold the same and to administer it under the provisions hereof.

W. The power, exercisable in their sole discretion, to make any election permitted under the applicable federal income and estate and gift tax laws and to make such accompanying adjustment between income and principal as they may deem proper. This power includes, but is not limited to, the power to make the election to recognize gain or loss on the distribution of property in kind, as now permitted under Section 643(d)(3) of the Internal Revenue Code of 1986, or as permitted in any later codification.

Certain trusts in this will or transfers made during my lifetime may be subject to taxation under Chapter 13 (§§ 2601 et seq) of the Internal Revenue Code (or similar statutes in force and effect from time to time). In consideration of the special duties and responsibilities imposed upon the Trustee by reason thereof, the following provisions shall be applicable to any such trust:

a. Upon a generation-skipping transfer which is taxable under Chapter 13, the Trustee shall be fully protected by its decision in good faith (1) to withhold distribution of all or any part of the trust, pending final determination of the Generation-Skipping Transfer Tax (GST); (2) to hold the assets on hand which are subject to an alternate valuation election during the full holding period of such election, or to distribute or otherwise effect disposition of any such assets during such period; and (3) to the extent that the Trustee shall have a choice of dates as of which to value property for GST, or a choice to treat or use an item either as an

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income tax deduction or a GST deduction, the Trustee may make such choices as it, in its sole discretion, shall deem advisable, regardless of the resulting effect on any other provisions of the trust or on any person interested therein and any person adversely affected by such a choice shall not be entitled to any reimbursement or adjustment by reason thereof.

b. My Trustee is authorized to allocate any portion of my GST exemption available under Section 2631(a) of the Internal Revenue Code, as amended, or under any corresponding state statute, if any, to any property as to which I am the transferor, including any property transferred by me during life as to which I did not make an allocation prior to my death.

c. My Trustee is authorized to divide property in the trust with an inclusion ratio as defined in Section 2642(a)(1) of the Internal Revenue Code, as amended, of neither one nor zero into separate trusts representing two fractional shares of the property being divided, one to have an inclusion ratio of one and the other to have an inclusion ratio of zero.

d. If any trust created under this will provides that a child of mine shall be the income beneficiary thereof and that upon said child's death, the trust shall be distributable to or continue for the benefit of my grandchildren or more remote issue, and be subject upon the death of the income beneficiary to GST, I hereby grant to such income beneficiary a general power to appoint such portion of the principal of the trust upon his or her death as the Trustee shall determine will result in an over-all savings of estate taxes and GST as between the estate of the income beneficiary and the trust or trusts hereunder which would otherwise be subject to the GST at the income beneficiary's death as to such portion of principal. The determination of the Trustee as to such amount will be conclusive and binding upon all persons interested in trust, and I exonerate the Trustee with respect to its good faith determination of the amount. Such power shall be exercisable to and among such person or persons, including his or her estate and the creditors of his or her estate, and in such

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proportions as the income beneficiary may designate or appoint by will admitted to probate in any jurisdiction. The power shall be exercisable by the beneficiary only by specific references thereto in the beneficiary's will, and upon his or her failure to appoint, or to the extent the exercise of such power is ineffective, the then remaining principal and income shall be distributed or continue to be held in trust pursuant to the provisions of this Trust.

e. No adjustment shall be made between any interested parties by reason of the operation of said Chapter 13 or elections made by the Trustee thereunder.

f. The GST shall be paid (a) in the case of a direct skip, by the Trustee out of the principal of the trust, (b) in the case of a taxable termination, by the Trustee out of the principal of the trust; and (c) in the case of a taxable distribution, out of the amount or property being distributed.

X. No powers of the Executor or Trustee enumerated herein or now or hereafter conferred upon executors or trustee or fiduciaries generally shall be construed to enable the Executor of Trustee, or any other person, or entity, to purchase, exchange, or otherwise deal with or dispose of all or any part of the principal or income of the estate or trusts created herein for less than an adequate consideration in money or money's worth or to enable anyone to borrow all or any part of the principal or income of the estate or trusts, directly or indirectly, without adequate interest or security. No person other than the Executor or Trustee shall have or exercise the power to vote or direct the voting of any stock or other securities held in the estate or trusts, either by directing investments or reinvestments or by vetoing proposed investments or reinvestments.

ARTICLE XI.

I presently own and operate certain business ventures and enterprises, and I anticipate that at the time of my death I will own such interest in such business and possibly other businesses, or that I will own a substantial interest in another business enterprise (whether operated in the form of a corporation, a partnership or a sole proprietorship), hereinafter referred to as "the business," and consequently I expect that some such business enterprise or enterprises will be in my estate at the time of my death. Since I desire that my Executor shall have the discretion to continue to hold and

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operate each such business as a part of my estate, I hereby vest my said Executor, including any successors thereto, with the following powers and authority as supplemental to the ones contained in Article XI (General Powers), the applicability of which to the business I confirm, without limitation by reason of specification, and in addition to powers conferred by law, all of which may be exercised with respect to every such business, whether a corporation, a partnership or a sole proprietorship.

A. To retain and continue to operate the business for such period as the Executor may deem advisable.

B. To control, direct and manage the business. In this connection, the Executor in its sole discretion shall determine the manner and extent of its active participation in the operation, and the Executor may delegate all or any part of its power to supervise and operate to such person or persons as it may select, including, but not limited to, any associate, partner, officer or employee of the business.

C. To hire and discharge officers and employees, fix their compensation and define their duties; and similarly to employ, compensate and discharge agents, attorneys, consultants, advisors, accountants and such other representatives as the Executor may deem appropriate; including the right to employ any beneficiary or my estate in any of the foregoing capacities and to grant same discretionary powers.

D. To invest other estate funds in such business; to pledge other assets of the estate as security for loans made to such business, and to loan funds from the estate to such business or from the business to the estate.

E. To organize a corporation under the laws of this or any other state or country and transfer thereto all or any part of the business or other property held in the estate, and to receive in exchange therefor such stocks, bonds and other securities as the Executor may deem advisable.

F. To take any action required to convert any corporation into a partnership or sole proprietorship or S-Corporation; and to take any action to qualify for farm subsidy or ASCS crop payments as allowed.

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G. To treat the business as an entity separate from the estate. In its accounting to the court and to any beneficiaries, if required, the Executor shall only be required to report the earnings and condition of the business in accordance with standard corporate accounting practice.

H. To retain in the business such amount of the net earnings for working capital and other purposes of the business as the Executor may deem advisable in conformity with sound business practice.

I. To purchase, process and sell merchandise of every kind and description; and to purchase and sell machinery and equipment, furniture, agricultural products, livestock and fixtures and supplies of all kinds.

J. To sell or liquidate all or any part of any business, including but not limited to real property, at such time and price and upon such terms and conditions (including credit) as the Executor may determine. The Executor is specifically authorized and empowered to make such sale to any partner, officer or employee of the business (or to any individual executor) or to any beneficiary hereunder

K. To exercise any of the rights and powers herein conferred in conjunction with another or others.

L. To diminish, enlarge or change the scope or nature of any business.

I am aware that certain risks are inherent in the operation of any business. Therefore, I direct that my Executor shall not be held liable for any loss resulting from the retention and operation of any business unless such loss shall result directly from the Executor's gross negligence or willful misconduct. In determining any question of liability for losses, it should be considered that the Executor is engaging in a speculative enterprise at my express request.

If any business operated by my Executor pursuant to the authorization contained in this Will shall be unincorporated, then I direct that all liabilities arising therefrom shall be satisfied first from the business itself and second out of the estate. It is my intention that in no event shall any such liability be enforced against the Executor personally. If the Executor shall be held personally liable, it shall be entitled to indemnity first from the business and second from the estate. The same

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above-mentioned rights and provisions shall apply to my Trustee in operating any business enterprise(s) that may become a part of any trust created herein.

ARTICLE XII.

I appoint my daughter, PATSY BOZEMAN SKINNER, as Executor of my estate; or if she predeceases me, fails to qualify or otherwise ceases to act, I appoint LEWIS ELTON BOZEMAN and CARL BOZEMAN, as Successor Co-Executors, or the survivor of them as Alternate Successor Executor. I direct that the above-named person(s), or successors thereto, serve in said capacities without the necessity of making bond, inventory, accounting or appraisalment to any court, to the extent that same may be properly waived under the law. However, this waiver shall not prevent my Executor from electing to obtain bond or file such inventory, accounting or appraisalment if it so deems advisable and if so same shall be entitled to reimbursement from the estate for the cost thereof. My Executor shall be entitled to a reasonable commission to compensate her for her time, effort and duties as Executor of my estate.

All references herein to "Executor" or "it", shall be deemed to be gender neutral and include the masculine, the feminine, and shall also be deemed to include an entity or entities, and also includes individual or Co-Executors.

I appoint as Co-Trustees of all trusts created herein, being the "Minnie J. Bozeman Family Trusts A and B", CARL BOZEMAN of Hazlehurst, Mississippi and LEWIS ELTON BOZEMAN of Flora, Mississippi. Should either Co-Trustee predecease me, or otherwise cease to serve as Co-Trustee, I appoint STEVE BOZEMAN, as Successor Trustee to them. Should any such above named individual Co-Trustee cease to serve in said capacity, then the surviving appointed Co-Trustee(s) shall serve in such capacity. My Co-Trustees may divide their duties among them as they see fit. I also direct that said Trustees or any and all successors to them serve without the necessity of making bond, inventory, appraisalment or accounting to any court to the extent that same may be properly waived under law. However, this waiver shall not prevent my Trustees from electing to obtain bond or file such inventory, accounting or appraisalment if they so deem advisable and if so they shall be entitled to reimbursement from the estate for the cost thereof.

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All references herein to "Trustee" or "it" shall be deemed to be gender neutral and include the masculine, the feminine, and shall also be deemed to include an entity or entities, and also includes individual or Co-Trustees.

ARTICLE XIII.

In the event that both my said daughter and I should die in a common disaster or accident, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that she shall be deemed to have predeceased me, and this Will and all of its provisions shall be construed upon that assumption. If any legatee or devisee or beneficiary other than my daughter shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I declare that I shall also be deemed to have survived such legatee or devisee, and this Will and all of its provisions shall be construed upon that assumption.

ARTICLE XIV.

I hereby authorize and empower my daughter and her surviving spouse and issue, and all other beneficiaries of my estate, or if any of such beneficiaries be deceased or otherwise incapacitated, their respective executor or executrix, administrator or administratrix, or personal representative or agent, hereunder to disclaim all or any portion of my estate herein provided for them. To be effective, such disclaimer shall be in writing and shall be delivered to my Executor within the period designated by the Internal Revenue Code effective at the date of my death. Any portion of my estate so disclaimed by any beneficiary of my estate shall be distributed in accordance with the terms of this will, as if said person or persons disclaiming had predeceased me.

ARTICLE XV.

If any beneficiary hereunder shall contest the probate or validity of this will or any provision thereof, or shall institute or join in (except as a party defendant) any proceeding to contest the validity of this will or to prevent any provision thereof from being carried out in accordance with its terms (regardless of whether or not such proceedings are instituted in good faith and with probable cause), then all benefits provided for such beneficiary are revoked and such benefits shall pass to the residuary beneficiaries of this will (other than such beneficiary) in the proportion that the share of each such residuary beneficiary bears to the aggregate of the effective shares of the

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 MINNIE J. BOZEMAN

residuary. If all of the residuary beneficiaries join in such contest or proceedings, then such benefits shall pass to those persons (other than the persons joining in such contest) who are living at my death and who would have been my distributees had I died intestate a resident of the State of Mississippi and had the person or persons contesting my will died immediately before me, subject to and under the terms of any trust under my will containing such assets. Each benefit conferred herein is made on the condition precedent that the beneficiary shall accept and agree to all of the provisions of this will and the provisions of this Article are an essential part of each and every benefit.

I, MINNIE J BOZEMAN, have signed this Will, which consists of twenty-nine (29) pages, on this the 29th day of April, 1998, in the presence of J. STEPHEN SUBBLEFIELD and HELEN M. DEATON, who attested it at my request

Minnie J. Bozeman
MINNIE J BOZEMAN, Testatrix

The above and foregoing Will of Minnie J Bozeman was declared by her in our presence to be her Will and was signed by Minnie J Bozeman in our presence and at her request and in her presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the Will of Minnie J Bozeman on this the 29th day of April, 1998.

J. Stephen Subblefield of 340 Sherburne Place
Jackson, Ms. 39208

Helen M. Deaton of 3119 Rice Street
Pearl, Ms 39208

Minnie J. Bozeman
MINNIE J BOZEMAN

-- Page 29 --



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 3rd day of March, 2000, at 9:30 o'clock A. M., and was duly recorded on the 7th day of March, 2000, Book No. 32, Page 309.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Tupp D.C.

FILED
THIS DATE
MAR 03 2000
STEVE DUNCAN
CHANCERY CLERK

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF MINNIE J. BOZEMAN

CAUSE NO 2000-166

PROOF OF WILL

Be it known and remembered that on this 29th day of April, A.D., 1998, before me, the undersigned authority, personally came and appeared HELEN M. DEATON, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Minnie J. Bozeman, bearing date of the 29th day of April, 1998; and ~~he~~she, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Minnie J. Bozeman, signed, published and declared said instrument of writing as and for her Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Minnie J. Bozeman, was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of Madison County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Minnie J. Bozeman was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid.

Helen M. Deaton
HELEN M. DEATON, Witness

SWORN TO AND SUBSCRIBED before me by HELEN M. DEATON,
this 29th day of April, A.D., 1998. (Witness)

Constance Shone Powell
NOTARY PUBLIC
MADISON COUNTY, MISSISSIPPI

My Commission Expires:
June 5, 1999



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 3rd day of March, 2000, at 9:30 o'clock A. M., and was duly recorded on the 7th day of March, 2000, Book No. 32, Page 338.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

FILED
THIS DATE
MAR 03 2000
STEVE DUNCAN
CHANCERY CLERK
BY *Karen Tupper*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF MINNIE J. BOZEMAN

CAUSE NO. 2000-166

PROOF OF WILL

Be it known and remembered that on this 29th day of April, A.D., 1998, before me, the undersigned authority, personally came and appeared J. STEPHEN STUBBLEFIELD one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Minnie J. Bozeman, bearing date of the 29th day of April, 1998; and he/~~she~~, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Minnie J. Bozeman, signed, published and declared said instrument of writing as and for her Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Minnie J. Bozeman, was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of Madison County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Minnie J. Bozeman was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid.

J. Stephen Stubblefield
J. STEPHEN STUBBLEFIELD Witness

SWORN TO AND SUBSCRIBED before me by J. STEPHEN STUBBLEFIELD
(Witness)
this 29th day of April, A.D., 1998.

3rd
Karen Stubblefield Powell
NOTARY PUBLIC
SHANE POWELL
MADISON COUNTY, MISSISSIPPI

My Commission Expires:
June 5, 1999



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 3rd day of March, 2000, at 9:30 o'clock A. M., and was duly recorded on the 7th day of March, 2000, Book No. 32, Page 339.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Tupper* D.C.

FILED
THIS DATE
MAR 10 2000
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

Last Will and Testament

OF

ANN C. MCKAY

I, ANN C. MCKAY, being over the age of eighteen years and of sound and disposing mind and memory, an adult resident citizen of Madison County, State of Mississippi, do make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ITEM I

I hereby nominate and appoint as Co-Executors of my estate my sons, LARRY R. MCKAY and LANNY F. MCKAY. I waive all bond, appraisal, inventory and accounting insofar as I am legally entitled to waive same for each of them and any other person or persons named or appointed to serve.

ITEM II

I will, devise, and bequeath all my property, both real and personal, of whatsoever kind and character and wheresoever located, to my children, LARRY R. MCKAY and LANNY F. MCKAY, share and share alike per stirpes. However, it is my desire that my two sons do not hold any parcel or item of my estate by joint ownership, and I direct that they be given the opportunity to agree upon an equitable distribution of my estate between them. If either of them fails to agree to the equitable

SEE

Ann C. McKay

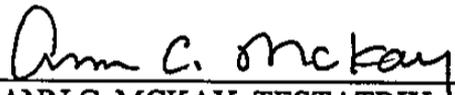
ANN C. MCKAY, TESTATRIX

distribution of my estate, then I direct that the parcels or items upon which they cannot agree be sold and that the proceeds of the sale be divided between them in the proportions to which to which they would be entitled. I direct that any indebtedness owed to me or my estate by either of my sons be included as an asset of my estate and then used to reduce that portion of my estate to be received by the debtor son, so that each son receives equal value, whether it be actual tangible assets or forgiveness of debt.

ITEM III

It is my desire that my Attorney, MARC K. MCKAY, of 665 Highway 51, Suite A, Ridgeland, MS 39157, being familiar with my personal affairs and with my wishes relative to the disposition of my estate, be the Attorney of my Estate.

WITNESS MY SIGNATURE this 12 day of March 1998.


ANN C. MCKAY, TESTATRIX

See

WITNESSES:

This instrument was, on the day and year shown above, signed, published and declared by ANN C. MCKAY, 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.

Marc K. McKay
MARC K. MCKAY

Steranie E. Woods
STERANIE E. WOODS

665 HWY. 51, SUITE A
STREET ADDRESS

665 HWY. 51, SUITE A
STREET ADDRESS

RIDGELAND, MS 39157
CITY, STATE, ZIP

RIDGELAND, MS 39157
CITY, STATE, ZIP

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of March, 2000, at 9:30 o'clock A. M, and was duly recorded on the 10th day of March, 2000, Book No. 32 Page 340.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Tupp D.C.



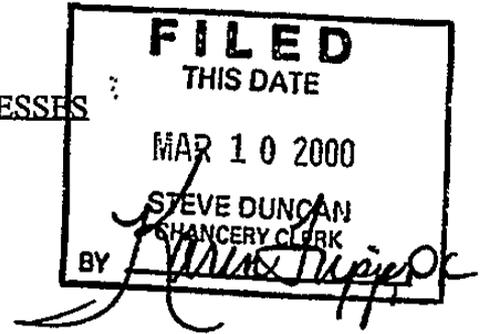
IN THE CHANCERY COURT OF Madison COUNTY, MISSISSIPPI

ESTATE OF ANN C. MCKAY WOOTEN, DECEASED

NO 2000-155

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI
COUNTY OF MADISON



This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named MARC K. MCKAY and STEFANIE E. WOODS and who being by me first duly sworn according to the law, say on oath:

(1) That the affiants are the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of ANN C. MCKAY, deceased, who was personally known to the affiants, and whose signature is affixed to the Last Will and Testament, dated the 12 day of March 1998.

(2) That on the 12 day of March 1998, the said ANN C. MCKAY, signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the affiants and in the presence of each other as subscribing witnesses to the instrument.

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

(4) That the affiants, together subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said ANN C. MCKAY and in the presence of each other.

LAST WILL AND TESTAMENT

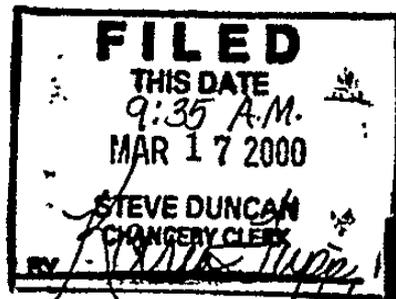
OF

LONNIE STEVENS

#2000-125

STATE OF MISSISSIPPI

COUNTY OF MADISON



I, LONNIE STEVENS, of Oakland, California, declare this to be my Last Will and Testament and revoke any other wills and codicils I may have made.

I.

I hereby appoint Shirley Buckley, of Clinton, Mississippi, as Executrix of my Last Will and Testament and of my estate, and if she is unable or unwilling to served in such capacity, I then appoint my father, Lawrence Taylor, of Oakland, California, as Executor of my Last Will and Testament. In any event, I direct that no bond, appraisal, inventory or accounting be required insofar as the same can be legally waived.

II.

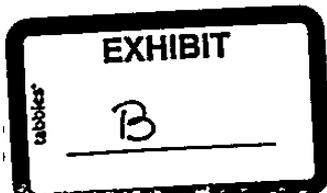
I give, devise and bequeath to my niece, Annette Stevens, and/ of Jackson, Mississippi, my niece, Deloris Stevens, of Jackson, Mississippi, the following:

- (a) All of my right, title and interest in and to the land and property described below:

A lot in City of Canton described as Lot 24 on North side of West Academy Street in the City of Canton as shown by George Dunlap's present map of said City, less and excepting a lot off West side of said lot 30 feet by 90 feet conveyed by me to Robert Patterson by deed recorded in said County in record book on page 552 (Bk.41-407)

RESIDUARY ESTATE

All of the rest, residue and remainder of my property, real personal or mixed, of whatsoever situated including lapsed legacies and bequests, of which I shall die seized or possessed or to which I shall be entitled at the time of my death or over which I shall



have any power of appointment, I do hereby give, devise and bequeath to my niece, Annette Stevens, of Jackson, Mississippi and my niece Deloris Stevens of Jackson, Mississippi.

IN WITNESS WHEREOF, I have hereunto set my hand on this, the 7th day of August, 1981.

Lannie Stevens
LANNIE STEVENS

WITNESSES:

Shirley P. Buckley of 116 Summer Hill Dr., Clinton, MS 39056
Rosie L. Graves of P.O. Box 452 Clinton, MS 39056
Rev James Graves of P.O. Box 452 Clinton MS 39056

ATTESTATION

We, the undersigned subscribing witnesses to the within and foregoing Last Will and Testament of LONNIE STEVENS, do hereby acknowledge and attest that the same was exhibited to us by the said LONNIE STEVENS as his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that at his request and in his presence and in the presence of each of other, we signed the same as subscribing witnesses thereto.

This the 7th day of August, 1981.

Shirley P. Buckley of 116 Summer Hill Dr., Clinton, MS 39056
Rosie L. Graves of P.O. Box 452 Clinton, MS 39056
Rev James Graves of P.O. Box 452 Clinton MS 39056



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17th day of March, 2000, at 9:35 o'clock A. M., and was duly recorded on the 17th day of March, 2000, Book No. 32, Page 345.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
MAR 17 2000
STEVE DUNCAN
CHANCERY CLERK

IN RE:
ESTATE OF LONNIE STEVENS *vs. Mrs. Graves* CAUSE NO. 2000-125

AFFIDAVIT OF SUBSCRIBING WITNESS

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Rev. James Graves, who being by me first duly sworn, makes oath to the following:

That he was personally acquainted with Lonnie Stevens, late of Madison County, Mississippi; that said Lonnie Stevens was a resident of and had a fixed residence in Madison County, Mississippi;

That affiant, in the presence of Rosie L. Graves, the other subscribing witness and at the special request of Lonnie Stevens, Deceased, did, on the 7th day of August, 1981, sign and subscribe an instrument of writing represented to be the Last Will and Testament of Lonnie Stevens, Deceased.

That said Last Will and Testament, the original of which is attached hereto, was signed by Lonnie Stevens, as Testator, and the said Testator declared in the presence of the affiant and in the presence of Rosie L. Graves, the other subscribing witness, 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 Testator and in the presence of each other.

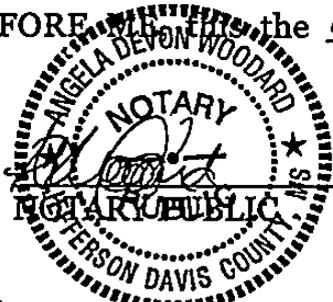
At the time of the attestation and signing of said instrument, the said Lonnie Stevens was above the age of 18 years, was then of sound and disposing mind and memory, and in full possession of all of his mental faculties.

EXHIBIT
C

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

Rev. James Graves
Rev. James Graves

SWORN TO AND SUBSCRIBED BEFORE me this the 15th day of February, 2000.



MY COMMISSION EXPIRES: February 1, 2002
My Commission Expires February 1, 2002

Notary Public State of Mississippi AS Lessor
My Commission Expires: February 1, 2002
Bonded thru Holden, Brooks & Garland, MS.



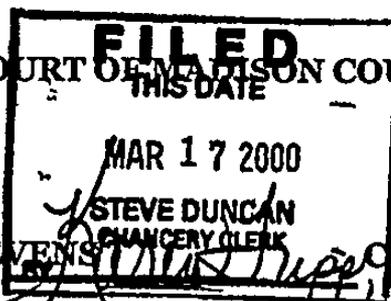
STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17th day of March, 2000, at 9:35 o'clock A M., and was duly recorded on the 17th day of March, 2000, Book No. 32, Page 347.

STEVE DUNCAN, CHANCERY CLERK

BY: Aren Tipp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI



IN RE:

ESTATE OF LONNIE STEVENS CHANCERY CLERK CAUSE NO. 2000-125AFFIDAVIT OF SUBSCRIBING WITNESS

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Rosie L. Graves, who being by me first duly sworn, makes oath to the following:

That she was personally acquainted with Lonnie Stevens, late of Madison County, Mississippi; that said Lonnie Stevens was a resident of and had a fixed residence in Madison County, Mississippi;

That affiant, in the presence of Rev. James Graves, the other subscribing witness and at the special request of Lonnie Stevens, Deceased, did, on the 7th day of August, 1981, sign and subscribe an instrument of writing represented to be the Last Will and Testament of Lonnie Stevens, Deceased.

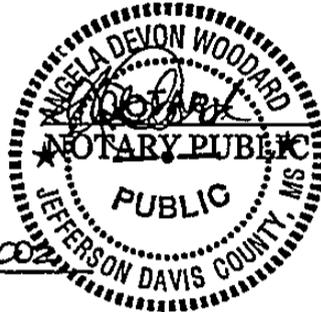
That said Last Will and Testament, the original of which is attached hereto, was signed by Lonnie Stevens, as Testator, and the said Testator declared in the presence of the affiant and in the presence of Rev. James Graves, the other subscribing witness, signed and subscribed the said instrument as one of the attesting witnesses thereto, both of the witnesses signing said Will in the presence of the Testator and in the presence of each other.

At the time of the attestation and signing of said instrument, the said Lonnie Stevens was above the age of 18 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 proof of said Will, and for the purpose of probating the same in the Chancery Court of Madison County, Mississippi.

Rosie L. Graves
Rosie L. Graves

SWORN TO AND SUBSCRIBED BEFORE ME, this the 15th day of February, 2000.



MY COMMISSION EXPIRES: February 1, 2002

My Commission Expires February 1, 2002
Notary Public State of Mississippi At Large
My Commission Expires: February 1, 2002
Bonded thru Halden, Brooks & Garland, Inc.

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17th day of March, 2000, at 9:35 o'clock A. M., and was duly recorded on the 17th day of March, 2000, Book No. 32, Page 349.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.



#2000-179

BOOK 0032 PAGE 351

FILED
THIS DATE
MAR 17 2000
STEVE DUNCAN
CHANCERY CLERK
[Signature]

LAST WILL AND TESTAMENT OF ZETTIE M. HAMILTON

I, ZETTIE M. HAMILTON, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I hereby specifically revoke any and all former wills and codicils heretofore executed by me.

ARTICLE I.

I hereby give, devise and bequeath my property, both real and personal, of whatsoever kind or character and wheresoever situated, unto my Trustee, hereinafter named, in trust for the use and benefit of my Great Nephew, Timothy J. Jones for the following purposes:

1. Calculated from the date of my death, the Trustee shall pay over to or apply for the sole benefit of my Great Nephew, Timothy J. Jones, in monthly installments as nearly as equal as practical, so much of the net income, if any, of this trust as the Trustee in its sole discretion shall determine adequate for the support and maintenance of my Great Nephew in accordance with the terms and conditions of this trust. In the event the Trustee deems it necessary, and in his sole discretion, the Trustee may invade the corpus of these trust to such an extent and so often as may be necessary to supplement the net annual income distributed to my Great Nephew as may be deemed and appropriate by the Trustee.

2. In addition to the distribution provided in paragraph 1 above, the Trustee, in the exercise of his uncontrolled discretion, shall pay over to or apply for the sole benefit of my Great Nephew so much of the principal of this trust as it may deem needful or desirable for his

Zettie M. Hamilton
ZETTIE M. HAMILTON

comfortable support and maintenance, including medical, surgical, hospital or other care, having in mind both the standard of living to which the child has become accustomed and his income from other sources.

3. When Timothy J. Jones, attains the age of twenty-one (21) years or reaches the age of majority, if lower, the trust that is hereby established for him shall terminate and any and all property remaining in that respective trust shall be distributed to him. It is my intention that the trust for Timothy J. Jones, remain in full force and effect until he reaches the age of twenty-one (21) years, at which time the trust will terminate and he will receive the remaining interest of the trust. It is my wish that he continue to consult with Harold W. Brooks as an advisor after the termination of this trust as I have great confidence in him for that purpose.

ARTICLE II.

In addition to any inherent or implied powers that he may hereafter acquire, I specifically direct that my Trustee be clothed with all of the statutory powers as included in the Uniform Trustee's Powers Act as it now is or as it may be amended.

ARTICLE III.

1. Any Trustee may resign at any time by giving written notice specifying the effective date of such resignation, to the beneficiary entitled to participate in the trust at the time of resignation. A successor Trustee may be appointed on Petition of the Beneficiary, or any other interested party, by the Chancery Court of Madison County, Mississippi or any other Court of competent jurisdiction, and the successor Trustee shall have same title, powers and discretions herein.

Zettie M. Hamilton
ZETTIE M. HAMILTON

given the original Trustee.

2. To the extent that such requirements can be legally waived, no Trustee or Executor herein nor successor Trustee nor successor Executor shall be required to give any bond to serve in any such capacity or capacities and such Trustee or Executor shall not be required to obtain the Order or approval of the Court to exercise any power or discretion given.

ARTICLE IV.

If my Great Nephew, Timothy J. Jones, predeceases me then I hereby give, devise and bequeath my property, both real and personal, of whatsoever kind or character and wheresoever situated unto my Brother, Harold W. Brooks.

ARTICLE V.

1. I hereby appoint my Brother, Harold W. Brooks as Executor of my Last Will and Testament and designate him as Trustee in the trust provisions hereof, and said Executor is hereby granted all of the powers and discretions, with respect to my estate during administration that are herein given to the Trustee with respect to the trust property, including the power to sell real or personal property at public or private sale, to be exercised without Court Order, and to serve in such capacity without bond.

2. In the event that my Brother, Harold W. Brooks, shall predecease me, become disqualified or otherwise fails to qualify as Executor of my Will and Estate, then I nominate and appoint Rosiland Jones to serve as Executrix of my Last Will and Testament and direct that she should not be required to enter into any bond as such Executrix and direct that she shall have the same authority and power as is set

Zettie M. Hamilton
ZETTIE M. HAMILTON

forth for my Executor and Trustee herein and above.

IN WITNESS WHEREOF I have hereunto affixed my signature and published and declared this to be my Last Will and Testament on this the 5 day of November, 1987.

Zettie M. Hamilton
ZETTIE M. HAMILTON

This instrument was on the date shown above, signed, published declared by ZETTIE M. HAMILTON to be her Last Will and Testament in our presence and we, at her request, have subscribed our names hereto in her presence and in the presence of each other.

Dewey Hembree
Witness

P.O. Box 527
Address

Canton, MS 39046
Address

Joan Berne
Witness

P.O. Box 724
Address

Canton, MS 39046
Address

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 17th day of March, 2000, at 9:00 o'clock A M., and was duly recorded on the MAR 17 2000, Book No. 32, Page 351

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

#2000-213

FILED
THIS DATE
9:50 A.M.
MAR 17 2000
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

LAST WILL
OF
ELLEN BIRCHETT YARBOROUGH

R. JAMES YOUNG, ESQ.
YOUNG & MARCHETTI, PLLC
Post Office Box 35
Jackson, Mississippi 39205-0035

Last Will and Testament

OF
ELLEN BIRCHETT YARBOROUGH

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

I declare that I am single and have no children.

ITEM I.

Direction to Pay Debts. I direct that all my legally enforceable debts, secured and unsecured, be paid as soon as practicable after my death. I further direct that all of my funeral expenses (including the cost of a suitable monument at my grave), expenses of my last illness, any unpaid charitable pledges (regardless of whether said pledges may be enforceable obligations of my estate), and the costs of administration of my estate be paid as soon as practicable after my death; provided, however, my Executor shall not be required to pay any obligation in advance of its maturity. Wright and Ferguson Funeral Home, Jackson, Mississippi, has written instructions from me as to my funeral. My Executor, in my Executor's sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions. If at the time of my death any of the real property herein devised is subject to any mortgage, I direct that the devisee taking such mortgaged property shall take it subject to such mortgage and that the devisee shall not be entitled to have the obligation secured thereby paid out of my general estate. It is my intention, however, that nothing in this Item of my Will should be construed as creating an express trust or fund for the payment of debts and expenses which would in any way extend the normal statute of limitations for the payment of my debts or enlarge upon my statutory duty to pay debts.

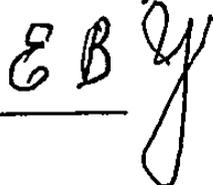
ITEM II.

Direction to Pay All Taxes from Residuary Estate. I direct that all estate, inheritance, succession, death or similar taxes (except generation-skipping transfer taxes and taxes imposed by reason of Sections 2041 and 2044 of the Internal Revenue Code of 1986, as amended) assessed with respect to my estate herein disposed of, or any part thereof, or on any bequest or devise contained in this my Last Will (which term wherever used herein shall include any Codicil hereto), or on any insurance upon my life or on any property held jointly by me with another or on any transfer made by me during my lifetime or on any other property or interests in property included in my estate for such tax purposes be paid out of my residuary estate and shall not be charged to or against any recipient, beneficiary, transferee or owner of any such property or interests in property included in my estate for such tax purposes.

ITEM III.

Specific Direction to Executor. I hereby direct my Executor to sell, at public or private sale, my two (2) ladies rings which it holds, in trust, under the terms of that certain Revocable Trust Agreement, dated October 1, 1990. The proceeds of any such sale shall form part of my residuary estate. Any determination made or other action taken by my Executor pursuant to the provisions of this Item shall be conclusive upon all persons interested in my estate.

EBY



ITEM IV.General Bequest of Personal and Household Effects.

A. To my friend, MRS. AVENELL ALLISON (a/k/a Mrs. William B. Allison, Jr.), 5474 River Thames Place, Jackson, MS 39211, if she survives me, my large dresser and mirror with marble top, which is presently in storage at Allied Van Lines/Southern Heritage, Jackson, Mississippi; and my secretary/desk which is presently in my room at St. Catherine's Village, Madison, Mississippi.

B. To the WILLARD F. BOND HOME, INC., Madison County, or its successor, all of my clothing and wearing apparel.

C. To my friend, MATTIE WINTERS, if she survives me and is still in my employ as set out in Item V. of this Will, the remainder of my tangible personal property, including the tangible personal property in storage at Allied Van Lines/Southern Heritage, Jackson, Mississippi, and including the remainder of my tangible personal property in my possession at St. Catherine's Village, Madison, Mississippi.

If either or both of the individual beneficiaries named in this Item shall not survive me or shall not take under the provisions hereof, the bequest to such individual or individuals shall lapse and same shall become part of the bequest disposed of under Paragraph B of this Item IV.

ITEM V.

Specific Bequest. To my friend, MATTIE WINTERS, should she survive me and still be in my employ at the date of my death, the sum of Ten Thousand Dollars (\$10,000). By way of explanation, MATTIE WINTERS is currently serving as my sitter and is working through Progressive Nursing Care. This bequest shall be liberally construed regardless of the working arrangement for which MATTIE WINTERS may be attending me as a sitter and regardless of whether or not my final illness is an arrangement which prevents MATTIE WINTERS from attending me. If she shall not survive me or if she is not under my employ according to the aforesaid standard, this bequest to her shall lapse and the same shall become a part of my residuary estate disposed of under Item VI. of this Will.

ITEM VI.

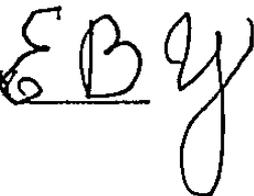
Outright Gift of Residue. I give, devise and bequeath all of the rest, residue and remainder of my property of every kind and description (including lapsed legacies and devises) wherever situate and whether acquired before or after the execution of this Will, in equal shares to the following three charities, to-wit:

A. ST. RICHARD CATHOLIC CHURCH, Jackson, Mississippi, or its successor;

B. LITTLE SISTERS OF THE POOR, HOME FOR THE AGED, INC., 1655 McGill Avenue, Mobile, Alabama 36604, or its successor; and

C. WILLARD F. BOND HOME, INC., Madison, Mississippi, or its successor.

If any of the institutions named in this Item or their successor shall not be in existence at the time of my death, the bequest to such institutions shall lapse and same shall remain a part of my residuary estate and shall be distributed proportionately to the other beneficiaries of the residuary estate.



ITEM VII.

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

A. Naming Executor. I hereby nominate, constitute, and appoint as Executor of this my Last Will and Testament, TRUSTMARK NATIONAL BANK, Jackson, Mississippi.

B. Waiver of Bond, Appraisal, Inventory and Accounting. I direct that neither my Executor nor any successor Executor or personal representative 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. Third Parties Not Obligated to See to Application of Property Delivered to Executor. 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. Fee Schedule for Executor. For its services as Executor, the Executor shall receive reasonable compensation for the services rendered and reimbursement for reasonable expenses.

ITEM VIII.

Definition of Executor Whenever the word "Executor" or any modifying or substituted pronoun therefor is used in this my Will, such words and respective pronouns shall include both the singular and the plural, the masculine, feminine and neuter gender thereof, and shall apply equally to the Executor named herein and to any successor or substitute Executor acting hereunder, and such successor or substitute Executor shall possess all the rights, powers and duties, authority and responsibility conferred upon the Executor originally named herein.

ITEM IX.

Powers for Executor. By way of illustration and not of limitation and in addition to any inherent, implied or statutory powers granted to Executors generally, my Executor is specifically authorized and empowered with respect to any property, real or personal, at any time held under any provision of this my Will: to allot, allocate between principal and income, assign, borrow, buy, care for, collect, compromise claims, contract with respect to, continue any business of mine, convey, convert, deal with, dispose of, enter into, exchange, hold, improve, incorporate any business of mine, invest, lease, manage, mortgage, grant and exercise options with respect to, take possession of, pledge, receive, release, repair, sell, sue for, to make distributions or divisions in cash or in kind or partly in each without regard to the income tax basis of such asset, and in general, to exercise all the powers in the management of my Estate which any individual could exercise in the management of similar property owned in his or her own right, upon such terms and conditions as to my Executor may seem best, and to execute and deliver any and all instruments and to do all acts which my Executor may deem proper or necessary to carry out the purposes of this my Will, without being limited in any way by the specific grants of power made, and without the necessity of a court order. Without in any way limiting the generality of the foregoing, my Executor shall have the following powers:

A. Executor's Right to Disclaim. My Executor shall have the power to disclaim any part or all of my interest in any property which is or has been devised or bequeathed to me, whether outright or in trust, provided such disclaimer is made within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of

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1986, as amended, or corresponding provisions of any future law.

B Executor to Have All Powers Conferred by Law. My Executor shall have the power to exercise all powers conferred by law upon trustees by the Uniform Trustees' Powers Law of Mississippi and all powers conferred by law upon executors and all powers granted herein without prior authority from any Court; however, my Executor may seek Court authority if doing so is in the best interest of my Executor, my estate or my beneficiaries.

C. Executor to Determine Dates of Distribution. My Executor may pay or deliver part or all of the property bequeathed or devised herein as soon as it is convenient to do so without jeopardizing the ability of my estate to satisfy its taxes and obligations. In any event, the date or dates of distribution shall be determined in the discretion of my Executor.

D. Executor May Continue Any Business Operations. To avoid depreciation in value of the interests or losses to my estate or my business associates, my Executor shall have authority to continue any business operations in which I am engaged at my death for the time permitted by law. My Executor may continue to act as a partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable.

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

F Power to Invest. My Executor shall have the power to invest or reinvest my assets in such bank accounts, securities, or real or personal property or to retain any of my assets as my Executor determines.

G. Right to Sell or Lease Without Court Approval. My Executor shall not be required to reduce all or any of my personal or real property to cash during the administration of my estate, but in my Executor's discretion may sell or lease any of my property in such manner and on such terms and conditions as my Executor may deem advisable, without notice and without the necessity of Court approval or authorization. In connection with a sale or lease, my Executor may execute and deliver such deeds, leases or other instruments relating thereto.

H. Right to Comply With My Lifetime Agreements. My Executor shall take all actions necessary to comply with any agreements I have made during my lifetime, including the consummation of any agreements relating to the stock of corporations I own or interests in partnerships I own whenever the terms of any such agreement obligate my estate or my personal representatives to sell my interest therein. My Executor shall have the power to continue or permit the continuance of any business which I own or in which I have an interest at the time of my death.

I. Right to Employ Agents. My Executor may employ and compensate from estate assets any attorneys, accountants, custodians or other agents necessary to the administration of my estate.

J. Ancillary Administration. I further nominate and appoint my Executor herein named to petition the proper Court and to take all necessary action to effect an ancillary administration covering any property I may own in another jurisdiction. I direct that no

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bond or other security shall be required of my Executor named herein, nor shall my Executor be required to file an inventory or accounting with any court in any foreign jurisdiction. If the laws of any other jurisdiction in which I may own property require that a resident of that jurisdiction serve as Executor or Administrator in any ancillary proceeding by my estate, my Executor shall have the power and right to select and designate a proper party resident of the foreign jurisdiction involved to serve with the Executor of my estate as Co-Administrators. In such event, the Co-Administrators shall not be required to post any bond or other security or file any accounting or inventory with any court in the foreign jurisdiction.

ITEM X

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

Testimonium Clause. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 14th day of January, 1997.

Ellen Birchett Yarborough

ELLEN BIRCHETT YARBOROUGH

Attestation Clause. The foregoing Will, consisting of this and the preceding 4 pages bearing on the margin the initials of the Testatrix, was this ____ day of January, 1997, signed, sealed, published and declared by the Testator as and for his Last Will and Testament in our presence, and we, at her request and in her presence, and in the presence of each other, have hereunto subscribed our names as witnesses on the above date.

Jamie C. Taylor

residing at:

460 El Dorado Rd

Pearl, MS 39208

Agnes P. Fubler

residing at:

103 Fern Court

Brandon, MS 39042

SELF-PROVING AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF Hinds

We, ELLEN BIRCHETT YARBOROUGH, and JANIE C. TAYLOR and AGNES A. TRIBBLE, the Testatrix and the witnesses, respectively, whose names are signed to the attached or foregoing instrument, being first duly sworn, do hereby declare to the undersigned authority that the Testatrix signed and executed the instrument as her Last Will and that she had signed willingly (or willingly directed another to sign for her), and that she executed it as her free and voluntary act for the purposes therein expressed, and that each of the witnesses, in the presence and hearing of the Testatrix, and in the presence of each other, signed the Will as witness and to the best of our knowledge the Testatrix was at that time eighteen years of age or older, of sound mind, and under no constraint or undue influence

Ellen Birchett Yarborough

ELLEN BIRCHETT YARBOROUGH

Janie C. Taylor
Witness

Agnes A. Tribble
Witness

Subscribed, sworn to, and acknowledged before me by ELLEN BIRCHETT YARBOROUGH, the Testatrix and subscribed and sworn to before me by JANIE C. TAYLOR and AGNES A. TRIBBLE, witnesses, this 17th day of January, 1997.

J. Jana Young (Seal)
Notary Public

My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires August 18, 2000
BONDED THRU HEIDEN MARCHETTI, INC



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17th day of March, 2000, at 9:50 o'clock A.-M., and was duly recorded on the 17th day of March, 2000, Book No. 32, Page 355.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

#2000-006

LAST WILL AND TESTAMENT
OF
ROLLIN LOYD DUTRO

FILED
THIS DATE
MAR 17 2000
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

I, Rollin L. Dutro, having a fixed place of residence in the City of Jackson, County of Hinds, State of Mississippi, being over the age of eighteen years, and being of sound and disposing mind and memory do make, publish and declare this my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

I.

I hereby appoint as executrix of this my Last Will and Testament my wife, Elizabeth Ann Dutro, and direct that she be allowed to serve without bond and that she not be required to make a formal inventory of my estate. In the event Elizabeth Ann Dutro is unable to serve, or should she desire not to serve, then I appoint as successor executor of this my Last Will and Testament my brother, Rodney L. Dutro of Gulfport, Mississippi.

II.

It is my will and I hereby direct that all of my just debts be paid and such of my lawful debts as may be properly presented against my estate, including funeral expenses and expenses of last illness, all of which are to be paid as soon after my death as the orderly administration of my estate will permit. Further, my executrix is to have the power to pay from my estate all taxes on property passing within my estate and outside my estate.

I direct that my executrix in her absolute discretion be allowed to settle, compromise or litigate any doubtful claim which may be probated against my estate.

III.

I hereby give, devise and bequeath to my wife, Elizabeth Ann Dutro, my undivided one-half interest in our home located at 1203 Woody Drive, City of Jackson, Hinds County, Mississippi. I further give, devise and bequeath to my wife, Elizabeth Ann Dutro, any other real property wherever situated and whatever my interest might be.

Rollin Loyd Dutro
ROLLIN LOYD DUTRO

In the event my wife and I shall change our residence then I give to my wife any interest which I may own in the house we are occupying as a residence at the time of my death, together with all of my personal effects, including clothing, personal jewelry, automobiles, furniture and other household goods, monies, stocks, bonds, security or other choses in action, all of which property passing to my wife, is to be held by my wife, Elizabeth Ann Dutro, as her own personal property to the exclusion of all others; however, if my wife does not survive me, then I hereby give, devise and bequeath the same to my children, Martin E. Dutro, Steven L. Dutro and Leland N. Dutro, and any other children hereinafter born of this marriage, to share and share alike.

IV.

I hereby give, devise and bequeath to my beloved wife, Elizabeth Ann Dutro, all of the rest, residue and remainder of my estate, both real and personal and wheresoever situated. Should my wife predecease me, then I hereby give, devise and bequeath the same to my children, Martin E. Dutro, Steven L. Dutro and Leland N. Dutro, and any other children hereinafter born of this marriage, to share and share alike.

V.

Should my wife and I be killed in a common disaster wherein it is impossible to determine which of us died first, or should my wife die within six months of the date of my death, then I direct that it be presumed that I predeceased my wife, and this presumption is to apply throughout this will.

Lloyd Dutro
 ROLLIN LOYD DUTRO

IN WITNESS WHEREOF, I have caused to be written and declared this my Last Will and Testament, consisting of three pages, and I do hereby declare and publish this my Last Will and Testament in the presence of the subscribing witnesses hereto, and in witness whereof I have signed this the 1st day of March, 1976.

Rollin Loyd Dutro
ROLLIN LOYD DUTRO

WITNESS:

Evelyn Lindsey
Peggy K Day

We, the undersigned witnesses to the above and foregoing Will, hereby certify that we and each of us signed the said Will as witnesses thereto in the presence of Rollin L. Dutro, and that each of us saw Rollin L. Dutro sign the same and that he and the witnesses thereto signed said Will at one and the same time and in the presence of each other, and that all of the said parties signed the same as hereinabove appears.

WITNESS our signatures, this the 1st day of March, 1976.

Evelyn Lindsey
Peggy K Day

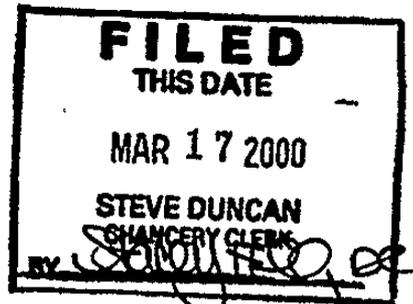
STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 17th day of March, 2000, at 2:30 o'clock P.M., and was duly recorded on the MAR 17 2000, Book No 32, Page 362.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey K. Hill D.C.



AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF Madison

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named **Earlene Lindsey**, who being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Rollin L. Dutro, who was personally known to affiant, and whose signature is affixed to the Last Will and Testament, dated the 1st day of March, 1976.

(2) That on the 1st day of March, 1976, the said Rollin L. Dutro signed, published and declared the instrument of writing to be his Last Will and Testament, in the presence of this affiant and in the presence of Peggy K. Day, the other subscribing witness to the instrument.

(3) That Rollin L. Dutro was then and there of sound and disposing mind and memory, and above the age of eighteen (18) years.

(4) That this affiant, together with Peggy K. Day, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Rollin L. Dutro, and in the presence of each other.

Earlene Lindsey
EARLENE LINDSEY

SWORN TO AND SUBSCRIBED before me, this the 22nd day of February, 2000.

Deandria Springs Davis
NOTARY PUBLIC

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

L:\JTK\848-1 Dutro, Steven\Affidavit of Subscribing Witness - Lindsey.wpd



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 17th day of March, 2000, at 2:30 o'clock P M., and was duly recorded on the MAR 17 2000, Book No. 32, Page 365.



STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey Hill* D.C.

AFFIDAVIT OF SUBSCRIBING WITNESS

FILED
THIS DATE
MAR 17 2000
STEVE DUNCAN
CHANCERY CLERK
BY: *[Signature]*

STATE OF MISSISSIPPI
COUNTY OF Hinds

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named **Peggy K. Day**, who being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Rollin L. Dutro, who was personally known to affiant, and whose signature is affixed to the Last Will and Testament, dated the 1st day of March, 1976.

(2) That on the 1st day of March, 1976, the said Rollin L. Dutro signed, published and declared the instrument of writing to be his Last Will and Testament, in the presence of this affiant and in the presence of Earlene Lindsey, the other subscribing witness to the instrument.

(3) That Rollin L. Dutro was then and there of sound and disposing mind and memory, and above the age of eighteen (18) years.

(4) That this affiant, together with Earlene Lindsey, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Rollin L. Dutro, and in the presence of each other.

[Signature: Peggy K. Day]
PEGGY K. DAY

SWORN TO AND SUBSCRIBED before me, this the 24th day of February, 2000.

[Signature: Sallie W. Brooks]
NOTARY PUBLIC

My Commission Expires:

~~My Commission Expires April 19, 2000~~

L:\JTK\848-1 Dutro, Steven\Affidavit of Subscribing Witness - Day.wpd



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 17th day of March, 2000, at 2:30 o'clock P M., and was duly recorded on the MAR 17 2000, Book No. 32, Page 366.



STEVE DUNCAN, CHANCERY CLERK

BY: *[Signature: Jarey Hill]* D.C.

#2000-205 do.

STATE OF MISSISSIPPI
COUNTY OF MADISON

FILED
THIS DATE
MAR 17 2000
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

LAST WILL AND TESTAMENT OF EUNICE WILDER HART

I, EUNICE WILDER HART, being over the age of twenty-one (21) years and of sound and disposing mind and memory, and a resident citizen of Madison County, Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, expressly revoking all other wills and codicils thereto heretofore made by me.

ITEM ONE: I give, devise, and bequeath all of my properties, real, personal and mixed of every nature and kind, and wherever the same may be situated, of which I may die seized and possessed, to my daughter, Elsie Hart Johnson.

ITEM FOUR: I hereby name, constitute, and designate my daughter, Elsie Hart Johnson, as Executrix of this my Last Will and Testament. I hereby direct that the Executrix of this my Last Will and Testament not be required to give bond, make inventory, appraisement, or accounting, and to the extent such requirements may be waived, I hereby waive for my Executor the requirements of bond, inventory, appraisal, and accounting.

SIGNED, PUBLISHED, AND DECLARED by me as my Last Will and Testament on this the 3rd day of September, 1991, in the presence of these witnesses who attest to the same, as witnesses hereto at my request, in my presence, and in the presence of each other.

Eunice Wilder Hart
EUNICE WILDER HART

WITNESSES:

Jean Marie Lubett
Bentley E. Conroy

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 17th day of March, 2000, at 3:00 o'clock P M., and was duly recorded on the MAR 17 2000, Book No. 32, Page 367.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
MAR 17 2000
STEVE DUNCAN
CHANCERY CLERK
BY Stacey Hill

IN THE MATTER OF THE ESTATE OF
EUNICE WILDER HART, DECEASED

CIVIL ACTION FILE
NO. 2000-205

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

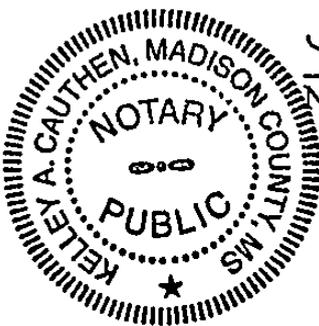
Personally appeared before me, the undersigned authority in and for said county and state, **JEAN MARIE LUCKETT**, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of Eunice Wilder Hart, deceased, and who, being by me first duly sworn, deposed and said that the said Eunice Wilder Hart signed, published and declared said instrument as her Last Will and Testament on September 3, 1991, the date of said instrument, in the presence of this deponent, and that the said Testator was then of sound and disposing mind and memory, more than twenty-one years of age, and had her usual place of residence in Canton, Madison County, Mississippi; and the said Jean Marie Lockett subscribed and attested said instrument, as witness to the signature and publication thereof, at the special instance of the said testator, in the presence of the said Eunice Wilder Hart and in the presence of Bentley E. Conner, the other subscribing witness, on the day and year of the date of said instrument.

And Affiant affirmed under oath that she is in no wise interested in the estate of the Testatrix.

Jean Marie Lockett
JEAN MARIE LUCKETT

SWORN TO AND SUBSCRIBED before me, this the 13th day of March, 2000.

Kelley A. Caution
NOTARY PUBLIC



My Commission Expires:
MY COMMISSION EXPIRES FEB. 15, 2003

c:\wp\keldisp\Hart-Lockett-Proof of Will

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 17th day of March, 2000, at 3:00 o'clock P M., and was duly recorded on the MAR 17 2000, Book No. 32, Page 368

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
MAR 17 2000
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

IN THE MATTER OF THE ESTATE OF
EUNICE WILDER HART, DECEASED

CIVIL ACTION FILE
NO. 2000-205

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

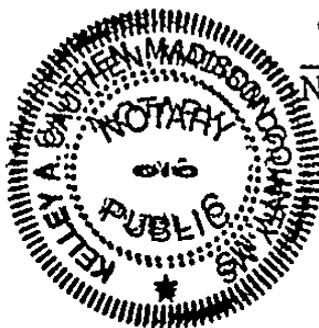
Personally appeared before me, the undersigned authority in and for said county and state, **BENTLEY E. CONNER**, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of Eunice Wilder Hart, deceased, and who, being by me first duly sworn, deposed and said that the said Eunice Wilder Hart signed, published and declared said instrument as her Last Will and Testament on September 3, 1991, the date of said instrument, in the presence of this deponent, and that the said Testator was then of sound and disposing mind and memory, more than twenty-one years of age, and had her usual place of residence in Canton, Madison County, Mississippi; and the said Bentley E. Conner subscribed and attested said instrument, as witness to the signature and publication thereof, at the special instance of the said testator, in the presence of the said Eunice Wilder Hart and in the presence of Jean Marie Luckett, the other subscribing witness, on the day and year of the date of said instrument.

And Affiant affirmed under oath that he is in no wise interested in the estate of the Testatrix.

[Signature: Bentley E. Conner]
BENTLEY E. CONNER

SWORN TO AND SUBSCRIBED before me, this the 10th day of March, 2000.

[Signature: Kelley A. Carter]
NOTARY PUBLIC



My Commission Expires:
MY COMMISSION EXPIRES FEB 15, 2003

c:\wp\k\dwy\Hart-Conner-Proof of Will

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 17th day of March, 2000, at 3:00 o'clock P.M., and was duly recorded on the MAR 17 2000, Book No. 32, Page 369.



STEVE DUNCAN, CHANCERY CLERK

BY: *[Signature: Steve Duncan]* D.C.

Last Will and Testament

#2000-229

OF
CLIFTON GOODLOE, SR.
and
HELENE H. GOODLOE

FILED
THIS DATE
MAR 24 2000
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

The undersigned, CLIFTON GOODLOE, SR., and HELENE H. GOODLOE, husband and wife, each being of sound and disposing mind and memory, do hereby make, publish and declare this to be our joint Last Will and Testament, hereby expressly revoking any and all previous wills or codicils by us, or either of us, made, as follows:

I.

We, and each of us, desire that all just debts properly probated against our separate estates be paid, including the expenses of any last illness and funeral bills.

II.

If I, CLIFTON GOODLOE, SR., should predecease my wife, HELENE H. GOODLOE, then I will, devise and bequeath all real, personal or mixed property owned by me, wheresoever situated, unto our children, MARCELLA G. JENKINS, RUBY JEAN G. SEALS, RUTH MARIE G. RHODES, MILDRED G. BATCHELOR, HENRY GOODLOE, FLOYD GOODLOE, CLIFTON GOODLOE, JR. and EDWARD GOODLOE, in equal shares, share and share alike, reserving unto HELENE H. GOODLOE a life estate in the residence property situated in Madison County, Mississippi; it being my intention hereby that my wife, HELENE H. GOODLOE, should have the right during her natural life to occupy and live in the residence property which is our home in Madison County, Mississippi.

III.

If I, HELENE H. GOODLOE, should predecease my husband,

CLIFTON GOODLOE, SR., then I hereby will, devise and bequeath all of the real, personal, and mixed property which I may own, wheresoever situated, unto our children named in the preceding paragraph, in equal shares, share and share alike, reserving unto my husband, CLIFTON GOODLOE, SR., a life estate in and to the residence property which we occupied in Madison County, Mississippi, as our home; it being my intention hereby that my husband, CLIFTON GOODLOE, SR., should have the right to possess and occupy the homestead residence during his natural life.

IV.

In leaving the real property owned by us in Madison County, Mississippi, to our children, it is our desire that no child should convey away the interest acquired by him or her under this Last Will and Testament without first offering to convey the property to one of the other children, since it is our will and desire that the land which we owned should remain intact in the Goodloe family, and to the extent permitted by law, we do hereby restrict the sale and conveyance of the property to any other person other than one of the children named above or his or her heirs.

V.

We, and each of us, do hereby name and appoint CLIFTON GOODLOE, JR., to be the executor of this our joint Last Will and Testament, and direct that he serve as such without bond or the necessity of formal accounting to any court.

VI.

In Witness Whereof, we have hereunto set our signatures, and made and published this as our joint Last Will and Testament in the presence of two witnesses who have each signed as such in

our presence and at our request and in the presence of each other on this the 17 day of January, 1974.

Clifton Goodloe Sr.
Clifton Goodloe, Sr.

Helene H. Goodloe
Helene H. Goodloe

WITNESSES:

Emeal M. Richards

Henry A. Byson

ATTESTATION CLAUSE

We, each of the subscribing witnesses to the Last Will and Testament of CLIFTON GOODLOE, SR., and HELENE H. GOODLOE, do hereby certify that said instrument was signed by CLIFTON GOODLOE, SR., and HELENE H. GOODLOE in our presence and in the presence of each of us, and that the said CLIFTON GOODLOE, SR., and HELENE H. GOODLOE declared the same to be their Last Will and Testament in the presence of each of us, and that we each signed as subscribing witnesses to said Will at the request of CLIFTON GOODLOE, SR.,

and HELENE H. GOODLOE in their presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 17 day of January, 1974.

Emuel M. Richards

Henry A. Dyson

Witnesses

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 24th day of March, 2000, at 9:00 o'clock A.M., and was duly recorded on the MAR 24 2000, Book No. 32, Page 370.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF

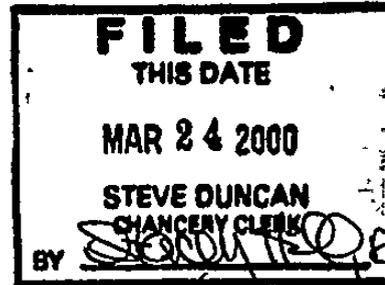
CIVIL ACTION

HELENE H. GOODLOE, DECEASED

FILE NO. 2000-229AFFIDAVIT 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 **EMEAL M. RICHARDS**, 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 **HELENE H. GOODLOE**, whose signature is affix to the Last Will and Testament dated January 17, 1974.

(2). That on the 17th day of January, 1974, the said **HELENE H. GOODLOE** and husband **CLIFTON GOODLOE, Sr.**, signed, published and declared the instrument of writing as their Last Will and Testament, in the presence of the affiant and in the presence of **HENRY A. DYSON**, the other subscribing witness to the instrument.

(3). That **HELENE H. GOODLOE** and **CLIFTON GOODLOE, SR.**, were both then and there of sound and disposing mind and memory and well above the age

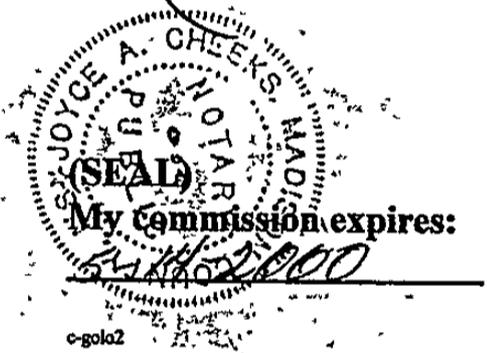
of eighteen (18) years.

(4). That this affiant, together with HENRY A. DYSON, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request, and in the presence of HELENE H. GOODLOE and husband CLIFTON GOODLOE, SR. in the presence of each other.

Emeal M. Richards
EMEAL M. RICHARDS

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

March, 2000.



Joy A. Cheeks
NOTARY PUBLIC

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 24th day of March, 2000, at 9:00 o'clock A M., and was duly recorded on the MAR 24 2000, Book No. 32, Page 374.

STEVE DUNCAN, CHANCERY CLERK

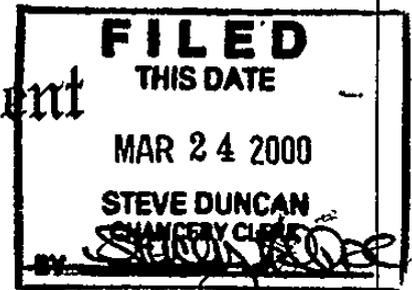
BY: *Jocely Hill* D.

#2000-231

Last Will and Testament

OF

LANNIS FAVER PLUMMER



I, LANNIS FAVER PLUMMER, maintaining my domicile and fixed place of residence in the City of Canton, Madison County, Mississippi, and being over the age of twenty-one (21) years, of sound mind and disposing memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all wills and codicils heretofore made by me.

I.

I hereby nominate and appoint my wife, BETTY JO PLUMMER, as Executrix of my Will and Estate, and direct that she serve as such without bond and without accounting to any Court.

II.

I hereby will, devise and bequeath unto my wife, BETTY JO PLUMMER, all of my property, real, personal and mixed, whatsoever, and wheresoever situated, to have and to hold absolute and forever.

III.

In the event that my wife shall fail to survive me, or in the event that our deaths should occur simultaneously or under such circumstances which render it doubtful as to which of us survived the other, then in those events, but only in those events and under those circumstances:

- (a) I nominate and appoint my son, JAMES WALTER PLUMMER, as Executor of my Will and Estate.

(b) I will, devise and bequeath all of my property, real, personal and mixed, unto my three children, RHONDA GAIL PLUMMER GREEN, LANNIS PLUMMER DUNCAN, and JAMES WALTER PLUMMER, in equal shares, share and share alike.

IN WITNESS WHEREOF, I have hereunto set my hand unto this my Last Will and Testament on this 21st day of July, 1979.

Lannis Faver Plummer
LANNIS FAVER PLUMMER

TESTATOR

ATTESTING WITNESSES:

R. R. Hays

James T. Plummer

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 21st day of July, 1979.

R. L. Goyen

Gene T. Allister

WITNESSES

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 24th day of March, 2000, at 9:30 o'clock A M., and was duly recorded on the MAR 24 2000, Book No. 32, Page 376.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
MAR 24 2000
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

IN THE MATTER OF THE ESTATE OF
LANNIS FAVER PLUMMER, DECEASED

CIVIL ACTION FILE

NO. 2000 - 231

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for said county and state, **R. L. GOZA**, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of Lannis Faver Plummer, deceased, and who, being by me first duly sworn, deposed and said that the said Lannis Faver Plummer signed, published and declared said instrument as his Last Will and Testament on July 21, 1979, the date of said instrument, in the presence of this deponent, and that the said Testator was then of sound and disposing mind and memory, more than twenty-one years of age, and had his usual place of residence in Canton, Madison County, Mississippi; and the said R. L. Goza subscribed and attested said instrument, as witness to the signature and publication thereof, at the special instance of the said testator, in the presence of the said Lannis Faver Plummer and in the presence of Merle T. Albritton, the other subscribing witness, on the day and year of the date of said instrument.

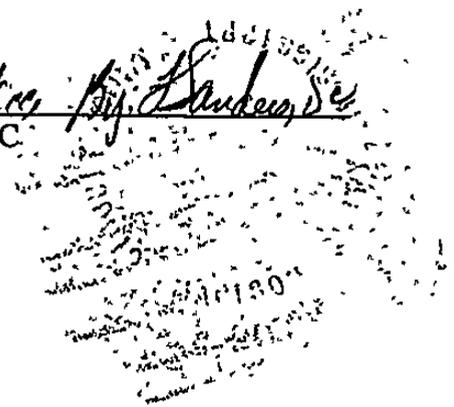
And Affiant affirmed under oath that he is in no wise interested in the estate of the Testator.

[Signature]

R. L. GOZA

SWORN TO AND SUBSCRIBED before me, this the 20th day of March, 2000.

Lee Westbrook, Notary Public
NOTARY PUBLIC



My Commission Expires:

01-01-04

c:\wp\kcl\lisp\Plummer Estate/Proof of H111

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 24th day of March, 20 00, at 9:30 o'clock A. M., and was duly recorded on the MAR 24 2000, Book No. 32, Page 379.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
 THIS DATE
 MAR 24 2000
 STEVE DUNCAN
 CHANCERY CLERK
 BY *[Signature]*

IN THE MATTER OF THE ESTATE OF LANNIS FAVER PLUMMER, DECEASED

CIVIL ACTION FILE

NO. 2006-231

PROOF OF WILL

STATE OF MISSISSIPPI
 COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for said county and state, **MERLE T. ALBRITTON**, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of Lannis Faver Plummer, deceased, and who, being by me first duly sworn, deposed and said that the said Lannis Faver Plummer signed, published and declared said instrument as his Last Will and Testament on July 21, 1979, the date of said instrument, in the presence of this deponent, and that the said Testator was then of sound and disposing mind and memory, more than twenty-one years of age, and had his usual place of residence in Canton, Madison County, Mississippi; and the said Merle T. Albritton subscribed and attested said instrument, as witness to the signature and publication thereof, at the special instance of the said testator, in the presence of the said Lannis Faver Plummer and in the presence of R. L. Goza, the other subscribing witness, on the day and year of the date of said instrument.

And Affiant affirmed under oath that she is in no wise interested in the estate of the Testator.

[Signature of Merle T. Albritton]
 MERLE T. ALBRITTON

SWORN TO AND SUBSCRIBED before me, this the 20th day of March, 2000.

Lee W. [Signature]
NOTARY PUBLIC



My Commission Expires:

01-01-2004

c:\wp\k\cl\dep\Plummer Ennis\ADriver - POW

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 24th day of March, 2000, at 9:30 o'clock A M., and was duly recorded on the MAR 24 2000, Book No. 32, Page 381.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

#2000-252

FILED
THIS DATE
APR 04 2000
STEVE DUNCAN
CHANCERY CLERK
BY *S. Young*

LAST WILL AND TESTAMENT
OF
RUTH FOSTER SILVERMAN

R. JAMES YOUNG, ESQ.
WELLS MARBLE & HURST, PLLC
Post Office Box 131
Jackson, Mississippi 39205-0131
Tel. (601) 969-7007
Fax. (601) 969-7012

Last Will and Testament

OF

RUTH FOSTER SILVERMAN

I, RUTH FOSTER SILVERMAN, an adult resident of Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

I declare that I am a widow, and that I have one (1) child living, who is an adult, namely, JACK SAMUEL SILVERMAN My daughter, JILL SILVERMAN SONNABEND, predeceased me leaving two (2) children, namely, KAREN SONNABEND and MARC SONNABEND, both of whom are adults.

ITEM II.

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

ITEM III.

I give and bequeath my personal and household effects as follows:

- A. I give and bequeath to my grandson, MARC, the statue of a camel with figures.
- B. I give and bequeath to my granddaughter, KAREN, the leaf chair and all my family photographs, papers and the like.
- C. I give and bequeath to my niece, SUE PASKERT, of Tampa Florida, the two (2) big pictures of my great-grandparents now in my locker at St. Catherine's Village.
- D. My Executor shall divide the rest of my personal and household effects into two (2) shares. The first share shall comprise those items of sentimental, but no substantial monetary value, which my Executor determines should be preserved for my beneficiaries. The second share shall be the balance of such property. The first share shall be distributed to and among my family members as my Executor shall deem best. The second share shall be sold or otherwise disposed of as my Executor shall deem best, and any proceeds from such sale shall become part of my residuary estate hereafter disposed of.

ITEM IV.

Cash Legacies. To each of the following individuals, I give and bequeath the following:

- A. To my friend, LAWRENCE W. PAFF, of Cincinnati, Ohio, if he survives me, the sum of Two Thousand and 00/100 Dollars (\$2,000.00).
- B. To my granddaughter, LAUREN S. STANTON, if she survives me, the sum of Two Thousand and 00/100 Dollars (\$2,000.00).

RFS

R.F.S.

C. To my granddaughter, AMY S. SMOLIK, if she survives me, the sum of Two Thousand and 00/100 Dollars (\$2,000.00).

D. To my niece, SUE PASKERT, if she survives me, the sum of Two Thousand and 00/100 Dollars (\$2,000.00).

ITEM V.

I give, devise and bequeath the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever located, including all property which I may acquire or become entitled to after the execution of this Will, including all lapsed legacies and devises, or other gifts made by this Will which fail for any reason, to LAWRENCE W. PAFF, of Cincinnati, Ohio, as Trustee for the uses and purposes set out as follows:

A. The Trustee may pay to my son, JACK SAMUEL SILVERMAN, as much of the net income and/or principal of this trust as the Trustee deems advisable from time to time, subject to the limitations set forth below. Any income not distributed shall be added to principal.

B. It is my intent to create a supplemental needs trust the assets of which will be used to supplement, not supplant, impair or diminish, any benefits or assistance of any federal, state, county, city, or other governmental entity for which my said son may otherwise be eligible or which he may be receiving. Consistent with this intent, it is my desire that, before expending any amounts from the net income and/or principal of this trust, the Trustee consider the availability of all benefits from government or private assistance programs for which my son may be eligible and that, where appropriate and to the extent possible, the Trustee endeavor to maximize the collection of such benefits and to facilitate the distribution of such benefits for the benefit of my son.

C. None of the income or principal of this trust shall be applied in such a manner as to supplant, impair or diminish benefits or assistance of any federal, state, county, city, or other governmental entity for which my son may otherwise be eligible or which he may be receiving.

D. My beneficiary does not have the power to assign, encumber, direct, distribute or authorize distributions from this trust.

E. Upon the death of the survivor of my son and me, Seventy-five percent (75%) of the trust estate as then constituted shall be distributed to my granddaughter, KAREN, and Twenty-five percent (25%) to my grandson, MARC. If either of them is then deceased, his or her share shall be distributed to his or her then-living issue, per stirpes, or in default of such then-living issue, to the other beneficiary named herein, or his or her then-living issue, per stirpes.

F. If LAWRENCE W. PAFF, should fail to qualify as Trustee hereunder, or having qualified, should become unable or unwilling to serve, then I appoint my friend and attorney, R. JAMES YOUNG, of Jackson, Mississippi as successor Trustee. This appointment is made entirely upon my initiation and request because of my knowledge of and confidence in the said R. JAMES YOUNG to serve in such capacity. If R. JAMES YOUNG is unwilling or unable to serve, then I appoint my granddaughter, KAREN, as alternate successor. If none of the named Trustees is willing or able to serve, a successor shall be appointed by my grandson, MARC.

ITEM VI.

If at any time, in following the directions of this Will, the Executor is required to distribute all or any part of my estate outright to a person who is then a minor, the Executor shall not require the appointment of a guardian, but shall be authorized to pay the same over to the natural guardian or such other person having custody of such minor, to pay the same to such minor without intervention of a guardian, to pay the same to a legal guardian of such minor, if one has already been appointed, or to use the same for the benefit of such minor. I direct that the guardian or such other person having custody of such minor shall not be required to furnish any bond or security. To the

extent possible, I direct that all accountings, inventories and the like ordinarily required of a guardian shall not be required of such guardian or other person having custody of such minor

ITEM VII.

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

ITEM VIII.

I appoint my attorney, R. JAMES YOUNG, of Jackson, Mississippi, as Executor of this my Last Will and Testament. This appointment is made entirely upon my initiation and request because of my knowledge of and confidence in the said R. JAMES YOUNG to serve in such capacity. If for any reason my Executor is or becomes unable to unwilling to serve, the I appoint my friend, LAWRENCE W. PAFF, to serve as successor Executor. When used throughout this Will, unless otherwise stated, the terms "Executor," "Co-Executors" and "Executrix" may be used interchangeably and shall apply to whomever may be serving as personal representative of my estate. Unless otherwise provided, in referring to the Executor, any masculine terminology also includes the feminine and neuter or vice versa and any reference in the singular shall include the plural or vice versa.

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

I expressly confer upon my Executor the specific powers set forth in Mississippi Code Annotated §91-9-101 - 91-1-109 (1972) as now enacted or hereafter amended. Without limiting the generality of the foregoing, I hereby relieve my Executor of any requirement to reduce any of my personal or real property to cash during the administration of my estate; and I vest my Executor with full power and authority to sell, transfer and convey any property, real or personal, which I may own at the time of my death at such time and price and upon such terms and conditions (including credit) as my Executor may determine and to do every other act and thing necessary or appropriate for the complete administration of my estate. Such sale, transfer or conveyance may be made without notice and without seeking approval of any court.

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

expenses, my Executor is authorized to make distributions to beneficiaries in cash, in kind, or in a combination of each.

Testimonium Clause. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 26th day of April, 1999.

Ruth Foster Silverman
RUTH FOSTER SILVERMAN

Attestation Clause. The foregoing Last Will and Testament was signed, sealed, published and declared by RUTH FOSTER SILVERMAN as and for her Last Will and Testament and she did also publish and affirm this her Last Will and Testament in our presence, and we, at her request and in her presence, and in the presence of each other, have hereunto subscribed our names as witnesses on the above date.

John B Donigey
JOHN B DONGREUX of 933 S. COLLEGE
BRANDON, MS 39042
(address)

Leta Bonnet of 2318 Padem St.
Jackson, MS 39204
(address)

SELF-PROVING AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, RUTH FOSTER SILVERMAN, and JOHN B DONGIEUX and Reta Bonnett, the Testatrix and the witnesses, respectively, whose names are signed to the attached or foregoing instrument, being first duly sworn, do hereby declare to the undersigned authority that the Testatrix signed and executed the instrument as her Last Will and that she had signed willingly (or willingly directed another to sign for her), and that she executed it as her free and voluntary act for the purposes therein expressed, and that each of the witnesses, in the presence and hearing of the Testatrix, and in the presence of each other, signed the codicil as witness and to the best of our knowledge the Testatrix was at that time eighteen years of age or older, of sound mind, and under no constraint or undue influence

Ruth Foster Silverman
RUTH FOSTER SILVERMAN

John B Dongieux
Witness

Residing at 933 S. College
Brandon, MS 39048

Reta Bonnett
Witness

Residing at 2318 Ladem St.
Jackson, MS 39204

Subscribed, sworn to, and acknowledged before me by RUTH FOSTER SILVERMAN, the Testatrix and subscribed and sworn to before me by JOHN B. DONGIEUX and Reta Bonnett, witnesses, this 26th day of April, 1999

Constance Webb
Notary Public for Mississippi

My Commission Expires

Notary Public State of Mississippi At Large
My Commission Expires October 17, 2000
BONDED THRU HEIDEN MARCHETTI, INC



STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 4th day of April, 2000, at 9:00 o'clock A M, and was duly recorded on the APR 4 2000, Book No 32, Page 383

STEVE DUNCAN, CHANCERY CLERK BY Stacy Hill D.C

A. To my grandson, JAMES BOYD CAMPBELL, JR., if he survives me, the sum of \$20,000.00.

B. To my grandson, JOSEPH WILLIAM CAMPBELL, if he survives me, the sum of \$20,000.00.

C. To my grandson, ALEXANDER BOYD CAMPBELL, II, if he survives me, the sum of \$20,000.00.

D. To my granddaughter, MARTHA HARRIS CAMPBELL COOKE, if she survives me, the sum of \$20,000.00.

E. To my grandson, JOHN ALBERT WATTS, JR., if he survives me, the sum of \$20,000.00.

F. To my grandson, JAMES CAMPBELL WATTS, if he survives me, the sum of \$20,000.00.

In the event that any of the individual beneficiaries hereinabove named in this Article shall not survive me, then the bequest given to such individual beneficiary shall be distributed in equal shares to the children of such deceased beneficiary, or if such deceased beneficiary has no surviving children then the bequest to such deceased beneficiary shall lapse and the same shall be added to and become a part of my residuary estate to be disposed of as hereinafter set forth.

ARTICLE THREE

I specifically give and bequeath to my daughter, EVELYN CAMPBELL WATTS, and my daughter-in-law, MARTHA HARRIS CAMPBELL, in equal shares, all of the tangible personal property normally and customarily contained within and used in connection with my principal residence including, without limitation, all furniture, furnishings, fixtures, chinaware, silverware, paintings, photographs, appliances, tools, clothing, jewelry, and other personal effects, together with any vehicle which I may own at the time of my death, and policies of insurance insuring said tangible personal property. I direct that my Executor distribute said property to my said daughter and daughter-in-law, in equal shares, as soon as reasonably practicable after my death, and that the specific items of

W

property distributed to each of them shall be as they may agree, but if they cannot reach an agreement as to any of such property, then I hereby direct my Executor to distribute the balance of the property to them, in equal shares, taking into account the value of all of such property which each of them shall have received. The determination of my Executor as to the method of distribution and the selection of items distributed to my daughter and daughter-in-law, if they have been unable to agree, shall be binding and conclusive upon them and upon all other parties interested in my estate.

ARTICLE FOUR

After payment of any and all estate and inheritance taxes payable by my estate, including any interest and penalty thereon, regardless of whether such taxes are attributable to property included in my probate estate or to property passing outside of my probate estate, either by operation of law, by contract, or otherwise, then I direct that my Executor shall divide all of the rest, residue and remainder of my estate, whether real, personal or mixed, and of whatsoever kind and character or wheresoever situated, into two separate and equal shares, and I give, devise and bequeath one of such shares to TRUSTMARK NATIONAL BANK, as Trustee, In Trust, Nevertheless, and I give, devise and bequeath the other of such shares to my grandsons, JOHN ALBERT WATTS, JR. and JAMES CAMPBELL WATTS, as Co-Trustees, In Trust, Nevertheless, which trust estates shall be held, maintained, administered, invested, reinvested and distributed for the uses and purposes and upon the terms and conditions hereinafter set forth:

A. The equal share of my residuary estate which is bequeathed and distributed to Trustmark National Bank as Trustee shall be known as the James B. Campbell Family Trust and shall be held, administered and distributed in accordance with the following provisions:

1. The Trustee shall distribute to or for the benefit of MARTHA HARRIS CAMPBELL, surviving spouse of my deceased son, JAMES BOYD CAMPBELL, all of the net income of the Trust for as long as she shall live. These distributions shall be made at such intervals as the Trustee shall determine, but no less frequently than annually. Provided, however, that if my Trustee, in its discretion, shall determine that the income of MARTHA HARRIS CAMPBELL from sources other than this Trust is sufficient to enable her to maintain the standard of living to which she was accustomed at the time of my son's death then my Trustee may withhold distributions of income or may distribute income to one or more of the children of my deceased son, JAMES BOYD CAMPBELL, to be used for their education, support, maintenance and health. It is unnecessary that equal distributions be made to the children of my said deceased son, and it is also unnecessary for my Trustee to distribute all of the income of the Trust each year.

2. In addition to distributions of income as hereinabove provided, my Trustee shall distribute to or for the benefit of MARTHA HARRIS CAMPBELL so much of the principal of the Trust as is necessary for her support and maintenance in the standard of living to which she was accustomed at the time of the death of my son, JAMES BOYD CAMPBELL, and for her health, including any medical, hospital, nursing, or institutional care which she may require as my Trustee shall determine. In making the determination as to whether principal should be distributed, my Trustee may consider funds available to MARTHA HARRIS CAMPBELL from sources other than this Trust.

3. Upon the death of MARTHA HARRIS CAMPBELL the Trustee shall pay all unpaid expenses of the administration of the Trust (including expenses attributable to the final distribution and termination of the trust) and any taxes attributable to property or income of the Trust (including any applicable income, estate and generation skipping taxes) and shall distribute the balance of the Trust property to the children of my son, JAMES BOYD CAMPBELL, in equal shares, per stirpes, discharged of trust, thereby terminating the Trust.

B. The equal share of my residuary estate which is bequeathed and distributed to JOHN ALBERT WATTS, JR. and JAMES CAMPBELL WATTS as Co-Trustees shall be known as the Evelyn Campbell Watts Family Trust and shall be held, administered and distributed in accordance with the following provisions:

1. The Trustee shall distribute to or for the benefit of my daughter, EVELYN CAMPBELL WATTS, all of the net income of the Trust during her lifetime. Upon my daughter's death, the Trustee shall distribute all of the net income of the Trust to or for the benefit of my daughter's husband, JOHN ALBERT WATTS, for as long as he shall live.

2. In addition to the income distributions as hereinabove provided, the Trustee shall distribute to or for the benefit of EVELYN CAMPBELL WATTS and JOHN ALBERT WATTS as much of the principal of the Trust as is necessary for the education, support and maintenance of EVELYN CAMPBELL WATTS and JOHN ALBERT WATTS in the standard of living to which they are presently accustomed, and for their health, including any medical, hospital, nursing or institutional care which they, or either of them, may require as my Co-

Trustees shall determine. In making the determination as to whether principal should be distributed my Co-Trustees may consider funds available to my daughter and her husband from sources other than this Trust.

3. Upon the death of the survivor of my daughter, **EVELYN CAMPBELL WATTS**, and her husband, **JOHN ALBERT WATTS**, the Co-Trustees shall pay all unpaid expenses of administration (including expenses attributable to the final distribution and termination of the Trust) and any taxes attributable to the property or income of the Trust (including any applicable income, estate and generation skipping taxes) and shall distribute the balance of the Trust to the children of my daughter **EVELYN CAMPBELL WATTS**, in equal shares, per stirpes, discharged of Trust, thereby terminating the Trust.

EC

C. My Executor shall have sole authority to determine which property of my estate shall be distributed to the **James B. Campbell Family Trust** and which property shall be distributed to the **Evelyn Campbell Watts Family Trust** and I hereby grant my Executor power and authority to make said distributions in cash or in specific property, real or personal, or in undivided interests therein, or partly in cash or partly in other property, and to do so with or without regard to the income tax basis of specific property allocated to each Trust and without the necessity of making pro rata distributions of specific assets to each Trust; and the determination of my Executor as to the method of distribution and the selection of items distributed to the Trustees of said Trusts shall be binding and conclusive upon the Trustees and all other parties interested in my estate and in said Trusts.

D. If all of the persons named and classes designated as the beneficiaries of any Trust created under this Article

of my Will shall die prior to the distribution of all of the assets of the Trust estate, then upon the death of the last survivor of them, the Trust assets shall be distributed outright and discharged of trust to my heirs at law determined in accordance with the laws of intestacy then in effect in the State of Mississippi as if I had died on the day following the death of the last of said survivors.

E. At any time any beneficiary may irrevocably disclaim or renounce any further interest in any Trust created herein by notifying the Trustee(s) in writing of the beneficiary's disclaimer or renunciation. In such event, the trust estate shall be held, administered and distributed as though such beneficiary had died on the day before the effective date of such disclaimer or renunciation.

F. Neither the principal nor the income of the any Trust created hereunder, nor any part of same, shall be liable for the debts of any beneficiary hereunder, nor shall the same be subject to seizure by any creditor of any beneficiary hereunder, and no beneficiary hereunder shall have any power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of his or her interest in any Trust, or any part of same, or the income produced from any Trust, or any part of same. No part of any Trust created hereunder, principal, income or increment shall be attachable, assignable, trustable or liable to be taken at law or in equity for or on account of any debt, obligation or contract of the beneficiary hereunder.

G. Any Trust created under this, my Last Will and Testament, shall be a private trust and the Trustee(s) shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee(s) shall not be required to return to any court any periodic formal accounting of the

administration of any Trust, but said Trustee(s) shall render annual accounts to the beneficiaries of each Trust.

H. No person paying money or delivering property to a Trustee named herein shall be required to see to its application. No bond or other security shall be required of my Trustees. The Trustee(s) of any Trust created hereunder is authorized to receive and retain for services rendered in administering each Trust reasonable compensation in accordance with that which is customarily and generally charged for performing Trust services of the nature involved in such Trust.

I. Whenever any property, whether principal or income, vests pursuant to the provisions of this, my Will, in a minor, persons acting hereunder as Executor or Trustee(s), as the case may be, shall have the right as donees of a power during minority, upon distribution of such property, to hold and manage the same until such minor attains his or her majority, and may exercise in respect of such property, and the income thereof, all powers conferred by this, my Will, or by law, upon my Executor or Trustee(s), including the power to apply any such property or the income thereof to the use or for the benefit of such minor. Said donees shall be entitled to receive such compensation as they would be entitled to receive if they were holding the property as Trustee(s) of a separate Trust under this Will, and shall not be required to render periodic accounts to any Court. Alternatively, whenever any property, whether principal or income, vests pursuant to the provisions of this, my Will, in a minor, persons acting hereunder as Executor or Trustee(s), as the case may be, shall have the right to distribute such property to the natural or legal guardian of such minor for the benefit of such minor and upon taking receipt therefor shall be relieved of any further liability or obligation with respect to such

property, and the determination as to whether such property shall be distributed to the natural or legal guardian of the minor or held pursuant to the power herein granted shall be vested solely in my Executor or Trustee(s), as the case may be, who shall have the legal duty to make such determination.

J. Notwithstanding any other provision of this Will to the contrary, the interest of every beneficiary of each Trust created herein shall vest within the period prescribed by the Rule against Perpetuities as it is applied under Mississippi law and I direct, therefore, that each Trust created hereunder shall terminate within twenty-one (21) years after the death of the survivor of my hereinabove named daughter, **EVELYN CAMPBELL WATTS**, her husband, **JOHN ALBERT WATTS**, **MARTHA HARRIS CAMPBELL**, surviving wife of my deceased son, **JAMES B. CAMPBELL**, and their children living upon the date of my death. I further direct that in the event such termination is required, the principal of any Trust then in effect shall be paid over to the primary income beneficiary of such Trust, or if there is then more than one, in equal shares to the income beneficiaries, thereby terminating such Trust.

ARTICLE FIVE

W
I hereby authorize and empower my Executor, with respect to my estate, and my Trustees, with respect to any Trust created hereunder, and any successor or successors thereof, in their sole and absolute discretion, to do the following:

A. To exercise, in their sole and absolute discretion, all of the powers, rights and discretions granted by virtue of the "Uniform Trustees' Powers Law", being §§91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, as now enacted, or as hereafter amended, which "Uniform Trustees' Powers Law" is hereby incorporated by reference as though fully and completely copied herein.

Should said "Uniform Trustees' Powers Law" be repealed, then my Executor and Trustees herein named shall continue to have all of the powers, rights and discretions granted by said "Uniform Trustees' Powers Law", the same as if it were still in effect.

B. To purchase or otherwise acquire and to retain, whether originally a part of the estate or subsequently acquired, any and all stocks, bonds, notes or other securities, or stocks or interests in investment trusts and common trust funds, or in any other property, real, personal or mixed, as they may deem advisable, whether or not such investments or property be of the character permissible by fiduciaries, without being liable to any person for such retention or investment.

C. To pay all necessary expenses of administering the estate and any trust including taxes, trustees' fees, fees for the services of accountants, agents and attorneys, and to reimburse said parties for expenses incurred on behalf of the estate or any trust hereunder.

D. To determine what is principal and what is income with respect to all receipts and disbursements; to establish and maintain reserves for depreciation, depletion, obsolescence, taxes, insurance premiums, and any other purpose deemed necessary and proper by them and to partite and to distribute property of the estate or trust in kind or in undivided interests, and to determine the value of such property. The Trustees are hereby authorized and empowered to hold and invest the assets of any trust created hereunder jointly and in undivided shares or interests.

E. To perform any and all other acts, and to take any and all other proceedings and to exercise all other rights and privileges in respect to any property, as if they were the absolute owners thereof, and in connection therewith to

enter into and execute any and all agreements binding my estate and any trust created hereunder, including the express right, power, and discretion to sell any and all property, real, personal or mixed, at public or private sale, to be exercised without court order.

F. To borrow money from such source or sources and upon such terms and conditions as my Executor or Trustees shall determine, and to give such security therefor as my Executor or Trustees may determine.

G. To participate in any plan of reorganization, consolidation, dissolution, redemption, or similar proceedings involving assets comprising my estate or any trust created hereunder, and to deposit or withdraw securities under any such proceedings.

H. To invest or reinvest the funds belonging to the estate or any trust in units of any common trust fund of the Trustee or in any other securities issued by a corporate trustee or in such common or preferred stocks or bonds or other securities, whether listed or unlisted, or properties (real or personal) including, without limitation, the stock of Trustmark National Bank, First Capital Corporation, MISSCO Corporation, or any subsidiary, parent or affiliate of any of said corporations, as the Executor or Trustees shall from time to time determine, and to hold any investment belonging to the estate or any trust in bearer form or to register or hold any such investment in the name of the duly authorized nominee of the Executor or Trustee; and to invest or reinvest the funds belonging to the estate or any trust in units of any proprietary mutual fund of the Trustee.

I. To compromise, settle or adjust any claim or demand by or against my estate, or any trust, to litigate any such claim, including, without limitation, any claim relating to

estate or income taxes, and to agree to rescission or modification of any contract or agreement.

J. To sell, exchange, assign, transfer and convey any security or property, real or personal, held in my estate, or in any trust, at public or private sale, at such time and price and upon such terms and conditions (including credit) as my Executor or Trustees may deem advisable and for the best interest of my estate, or any trust. I hereby waive any requirement of issuing summons, giving notice of any hearing, conducting or holding any such hearing, filing bond or other security, or in any way obtaining court authority or approval for any such sale, exchange, assignment, transfer or conveyance of any real or personal property.

K. To lease any real or personal property for such term and upon such terms and conditions and rentals and in such manner as may be deemed advisable (with or without privilege of purchase), and any lease so made shall be valid and binding for the full term thereof even though the same shall extend beyond the duration of the administration of my estate, or any trust created hereunder, all without the approval or authority of any court; and to insure against fire or other risks, to make repairs, replacements and improvements, structural or otherwise, to any real property, to improve any real property and to pay the cost out of principal.

L. Unless otherwise specifically provided, to make distributions (including the satisfaction of any pecuniary bequest) in cash or in specific property, real or personal, or in an undivided interest therein, or partly in cash and partly in other property, and to do so with or without regard to the income tax basis of specific property allocated to any beneficiary and without making pro rata distributions of specific assets.

M. To settle, adjust, dissolve, windup or continue any partnership in which I may own a partnership interest at the time of my death, subject, however, to the terms of any partnership agreement to which I am a party at the time of my death. I authorize my Executor to continue in any partnership for such periods and upon such terms as it shall determine. My Executor shall not be disqualified by reason of being a partner in such firm from participating on behalf of my estate in any dealings herein authorized to be carried on between my Executor and the partners of any such partnership.

N. To make any elections and to take any actions necessary in connection therewith which are available under the Internal Revenue Code of 1986, as amended, including, but not limited to, Section 2032, Section 2032A, and Section 6166.

O. To disclaim any property which my estate or any trust created hereunder may otherwise be entitled to receive and to take any and all necessary or proper actions to make and fully effectuate a qualified disclaimer or disclaimers under Internal Revenue Code Section 2518, or any similar provision which may be subsequently enacted, and under any disclaimer statute or law which may at any time be in effect under Mississippi law.

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

ARTICLE SIX

I hereby appoint TRUSTMARK NATIONAL BANK, Jackson, Mississippi, to be Executor of this, my Last Will and Testament. In the event that TRUSTMARK NATIONAL BANK shall at any time fail to qualify or cease to act as my Executor, then I hereby appoint

my daughter, EVELYN CAMPBELL WATTS, to serve as successor Executrix of this, my Last Will and Testament. Any reference herein to my "Executor" shall include and refer to my successor Executrix herein named, and I confer upon said successor Executrix all of the rights, powers, duties, discretions and obligations conferred upon my original Executor hereinabove designated. My Executor and successor Executrix, hereinabove named, shall serve without any bond, and I hereby waive the necessity of the preparation or filing of any inventory, accounting or formal appraisalment of my estate.

ARTICLE SEVEN

I have hereinabove appointed TRUSTMARK NATIONAL BANK to serve as Trustee of the James B. Campbell Family Trust and JOHN ALBERT WATTS, JR. and JAMES CAMPBELL WATTS to serve as Co-Trustees of the Evelyn Campbell Watts Family Trust. In the event that either JOHN ALBERT WATTS, JR. or JAMES CAMPBELL WATTS shall at any time be or become unable or unwilling to serve as Co-Trustee of the Evelyn Campbell Watts Family Trust, whether as the result of the death of a Co-Trustee or otherwise, or if one of them shall for any reason cease to act as my Co-Trustee, or shall resign as Co-Trustee, then I hereby appoint my other grandson who is serving as Co-Trustee to serve as the sole Trustee of the Evelyn Campbell Watts Family Trust, and if one of my said grandsons who is serving as sole Trustee shall at any time be or become unable or unwilling to serve as sole Trustee, or shall cease for any reason to act as Trustee, or shall resign as Trustee, then I hereby appoint TRUSTMARK NATIONAL BANK to serve as successor Trustee of the Evelyn Campbell Watts Family Trust. If at any time Trustmark National Bank, while acting as Trustee, shall be or become unable or unwilling to serve as Trustee, or shall for any reason cease to act as my Trustee, or shall resign as Trustee of either the James B. Campbell Family Trust or the Evelyn Campbell Watts Family Trust then, in that event, a successor Trustee shall be appointed on petition of any

interested party by the Chancery Court of the First Judicial District of Hinds County, Mississippi. My successor Trustees herein named shall have all of those rights, powers and authorities herein granted to my original Trustees, and shall have such duties and obligations as are imposed herein upon my original Trustees. Any successor Trustee appointed by the Chancery Court of the First Judicial District of Hinds County, Mississippi, or by any other court of competent jurisdiction, shall have such rights, powers and authorities as may be granted by said court, and such duties and obligations as may be imposed by said court.

IN WITNESS WHEREOF, I have hereunto affixed my signature in the presence of Jamie G. Houston, III and Susan G. Hebert, whom I have requested to act as subscribing witnesses hereto on this the 14th day of May, 1992.

Evelyn Flowers Campbell
EVELYN FLOWERS CAMPBELL

Witnesses:

Jamie G. Houston, III
Jamie G. Houston, III

Susan G. Hebert
Susan G. Hebert

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

WITNESS OUR SIGNATURES on this, the 14th day of May, 1992.

WITNESS:

ADDRESS:

Janie G. Houston, III
Janie G. Houston, III

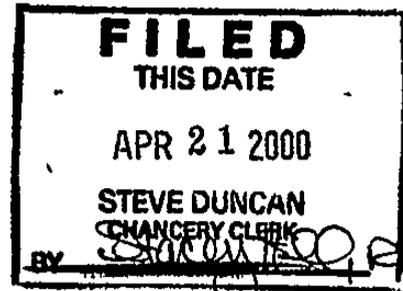
400 E. Capitol St., Suite 300
Jackson, Mississippi 39201

Susan G. Hebert
Susan G. Hebert

400 E. Capitol St., Suite 300
Jackson, Mississippi 39201

PROOF OF WILL

STATE OF MISSISSIPPI
 COUNTY OF MADISON



Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Jamie G. Houston, III and Susan G. Hobert, credible and competent subscribing witnesses to the foregoing instrument of writing dated May 14, 1992, purporting to be the Last Will and Testament of EVELYN FLOWERS CAMPBELL, each of whom having been first duly sworn, state on oath that the said EVELYN FLOWERS CAMPBELL, signed, made, published and declared said instrument as her Last Will and Testament on the 14th day of May, 1992, the date of said instrument, in the presence of these affiants; that the Testatrix was then of sound and disposing mind and memory, and above the age of twenty-one (21) years; that the Testatrix was acting voluntarily without undue influence, fraud or restraint; that the affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of EVELYN FLOWERS CAMPBELL and in the presence of EVELYN FLOWERS CAMPBELL and in the presence of each other; that the Testatrix at the time of the attestation was mentally capable of recognizing, and actually conscious of said act and attestation; that the subscribing witnesses were, at the time of said attestation, competent witnesses under the laws of the State of Mississippi; that at the time of said attestation the Testatrix, EVELYN FLOWERS CAMPBELL, indicated to the affiants that she was a resident of and had a fixed place of residence in the Madison County, State of Mississippi; and that this Proof of Will is attached to the original of that certain foregoing written instrument signed, made,

published and declared by the said Testatrix, EVELYN FLOWERS CAMPBELL, as her Last Will and Testament on this, the 14th day of May, 1992.

Jamie G. Houston, III
Jamie G. Houston, III

Susan G. Hebert
Susan G. Hebert

SWORN TO AND SUBSCRIBED before me on this, the 14th day of May, 1992.

Olivia Christie
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Oct. 22, 1994



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STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 21st day of April, 2000, at 10:00 o'clock A M, and was duly recorded on the April 21, 2000, Book No. 32, Page 389

STEVE DUNCAN, CHANCERY CLERK BY: Stacey Hill