

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
AUG 02 2001
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

ESTATE OF KATHERINE S. EVANS
DECEASED

NO. 2001-635

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named JAMES K DOSSETT, JR., 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 KATHERINE S. EVANS, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 7th day of August, 1997.

(2) That on the 7th day of August, 1997, the said KATHERINE S. EVANS, signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of TAMMY E. CRAWFORD, the other subscribing witness to said instrument.

(3) That the said KATHERINE S. EVANS was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with TAMMY E. CRAWFORD, 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 KATHERINE S. EVANS, and in the presence of each other.

James K. Dossett, Jr.
James K. Dossett, Jr.

SWORN TO AND SUBSCRIBED BEFORE ME on this the 20 day of

July, 2001.

Alex J. Smith
Notary Public

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES AUG 19, 2001
BONDED THRU STEGALL NOTARY SERVICE

Leonard C. Martin

Leonard C. Martin
BAKER, DONELSON, BEARMAN & CALDWELL
Post Office Box 14167
Jackson, Mississippi 39236
Telephone: (601) 351-2482
State Bar #1897

ATTORNEY

- 3 -

JM JKD 125990 v1
138225-00001 07/18/2001

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 2nd day of August, 2001, at 9:30 o'clock A. M., and was duly recorded on the 2nd day of August, 2001, Book No 33, Page 705.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Tupp D.C.

BOOK 0033 PAGE 708

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

FILED THIS DATE AUG 02 2001 STEVE DUNCAN CHANCERY CLERK BY <i>[Signature]</i>

ESTATE OF KATHERINE S. EVANS
DECEASED

NO. 2001-635

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

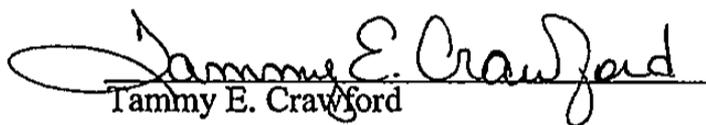
This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named TAMMY E. CRAWFORD, who being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of KATHERINE S. EVANS, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 7th day of August, 1997.

(2) That on the 7th day of August, 1997, the said KATHERINE S. EVANS, signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of JAMES K. DOSSETT, JR., the other subscribing witness to said instrument.

(3) That the said KATHERINE S. EVANS was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with JAMES K. DOSSETT, JR., 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 KATHERINE S. EVANS, and in the presence of each other.


Tammy E. Crawford

SWORN TO AND SUBSCRIBED BEFORE ME on this the 20 day of

July, 2001.


Notary Public

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES AUG. 15, 2001
BONDED THRU STEGALL NOTARY SERVICE

Leonard C. Martin

Leonard C. Martin
BAKER, DONELSON, BEARMAN & CALDWELL
Post Office Box 14167
Jackson, Mississippi 39236
Telephone: (601) 351-2482
State Bar #1897

ATTORNEY

- 3 -

JM JKD 125991 v1
138225-00001 07/18/2001

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 2nd day of August, 2001, at 9:30 o'clock A. M., and was duly recorded on the 2nd day of August, 2001, Book No. 33, Page 708.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trupp D.C.

LAST WILL AND TESTAMENT
OF
LOUISE COX CRAWFORD

2001-664

FILED
THIS DATE
AUG 02 2001
STEVE DUNCAN
CHANCERY CLERK

I, LOUISE COX CRAWFORD, of Ridgeland, ~~Madison County,~~ Mississippi, being above the age of eighteen years and being of sound and disposing mind and memory, do hereby make, publish, and declare this to be my Last Will and Testament and hereby revoke all Last Wills and Testaments and Codicils previously made by me.

ARTICLE 1
GENERAL DEFINITIONS

1.1 Children.

For purposes of this Will, "Jane" and "John" mean my children Jane Crawford McInnis and John Adam Crawford, respectively.

1.2 Executor.

For purposes of this Will, "Executor" means as defined at Section C of Subarticle 7.1.

ARTICLE 2
ADMINISTRATION OF ESTATE

2.1 Payment of Taxes and Expenses.

All of the taxes imposed upon me or my estate and all of the expenses of my last illness and funeral shall be paid as soon as reasonably possible after my death.

2.2 Payment of Debts.

All of my debts shall be paid according to their schedules of payment or to the contrary discretion of the Executor. None of my property or properties securing any or all of my debts shall be exonerated from that debt or debts.

Louise Cox Crawford
LOUISE COX CRAWFORD

2.3 Closing of Estate.

The administration of my estate shall be closed as soon as reasonably possible after my death.

ARTICLE 3 PAYMENT OF ESTATE TAXES

3.1 Source of Payment.

All of the death taxes assessed by reason of my death shall be paid from the devises and bequests under Article 4, first from the devise and bequest under Section C of Article 4 and then proportionately from the devises and bequests under Sections A and B of Article 4.

3.2 Right of Recovery.

I do not waive any right of recovery, including but not being limited to any right of recovery under Section 2206, 2207, 2207A, or 2207B of the Internal Revenue Code of 1986, as now or hereafter amended, or under the Mississippi Uniform Estate Tax Apportionment Act, as now or hereafter amended. For this purpose, "right of recovery" means any right of my estate to be reimbursed by any person for, or otherwise to recover from any person, any death tax assessed by reason of my death.

ARTICLE 4 DEVISE AND BEQUEST OF ESTATE

I devise and bequeath all of my estate as follows:

A. if Jane survives me, one-half (1/2) (or all if neither John nor any of his descendants survive me) to her;

B. if John or any of his descendants survive me, one-half (1/2) (or all if Jane does not survive me) to the trust under Article 5 ("John's Trust") if he survives me or, if he does not survive me, to his descendants who survive me, per stirpes; and

C. if neither Jane nor John or any of his descendants survive me, to my heirs at law under the then statutes of descent and distribution of the State of Mississippi.

Louise Cox Crawford

LOUISE COX CRAWFORD

ARTICLE 5
JOHN'S TRUST5.1 Applicability of Provisions.

John's Trust shall be administered according to this Article 5.

5.2 Dispositive Provisions.

A. The Trustee may distribute all or any part of the income or principal of John's Trust to or for the benefit of John as the Trustee may determine for his education, for his reasonable support and comfort, for his health and medical, hospital, and institutional care, and for his maintenance in his accustomed standard of living. In making such distributions, the Trustee may take into consideration his needs, his other income and properties, and any other circumstances and factors that the Trustee considers pertinent. In addition, the Trustee may distribute, free of trust, at any time or from time to time, to John all or any part of the trust if the Trustee determines that the distribution is appropriate in light of John's financial circumstances and needs. Any income not distributed according to this Section A shall be accumulated and added to principal.

B. If Mary Frances Crawford ("Mary Frances") survives John, the Trustee may distribute all or any part of the income or principal of John's Trust to or for the benefit of Mary Frances as the Trustee may determine for her education, for her reasonable support and comfort, for her health and medical, hospital, and institutional care, and for her maintenance in her accustomed standard of living. In making such distributions, the Trustee may take into consideration her needs, her other income and properties, and any other circumstances and factors that the Trustee considers pertinent. Any income not distributed according to this Section B shall be accumulated and added to principal.

C. At the later of John's or Mary Frances' death, John's Trust shall be distributed, free of trust, (1) to John's then living descendants, per stirpes, or (2) if he has no then living descendants, to Jane if she is then living or, if she is not then

Louise Cox Crawford
LOUISE COX CRAWFORD

living, to my then heirs at law under the then statutes of descent and distribution of the State of Mississippi.

D. If John survives me, he shall have the power to appoint, in his sole discretion, at any time or from time to time, all or any part of John's Trust to or for the benefit of any person or persons (other than to or for the benefit of John or his estate or of a creditor of John or his estate). To be effective, the appointment must be exercised in a written document that is signed by John and delivered by him to the Trustee before his death or exercised in a last will and testament of his that is duly probated within three months of his death. If John appoints by more than one such document or last will and testament, the appointments shall be given effect in the reverse order in which they were delivered by John to the Trustee, with his last will and testament considered so delivered by him at his death. John's power shall not be a general power of appointment, within the meaning of Section 2041 or 2514 of the Internal Revenue Code of 1986, as amended, with respect to all or any part of John's Trust. The provisions of this Will shall be construed and interpreted accordingly, and no provision in this Will that would cause John's power to be such a general power of appointment shall apply to his power. Any part of John's Trust not effectively appointed by John under his power shall be administered according to Sections A, B, and C without regard to this Section D.

5.3 Spendthrift Provision.

Neither the income nor the principal of John's Trust shall be alienable, through assignment or any other method, by any beneficiary or subject to be taken, through any process whatsoever, by any beneficiary's creditors.

5.4 Prohibition Against Distribution in Satisfaction of Legal Obligations.

Notwithstanding any provision to the contrary in this Will, no distribution from John's Trust shall be made in satisfaction of a legal obligation of support of a trustee of John's Trust.

Louise Cox Crawford

 LOUISE COX CRAWFORD

5.5 Appointment and Resignation of Trustee.

A. Mary Frances is hereby appointed as the trustee of John's Trust. If Mary Frances or any successor trustee resigns, is removed, or is unable to serve, the successor trustee shall be appointed by the beneficiary.

B. A trustee of John's Trust may resign and shall then be acquitted and discharged in the manner set forth in Sections 91-9-203 and 91-9-205, respectively, of the Mississippi Code of 1972, as amended.

C. Notwithstanding any provision to the contrary in this Will--

(1) John shall not serve as a trustee of John's Trust;
and

(2) any trustee during John's lifetime must be Mary Frances or a descendant of mine.

D. For purposes of this Will, "Trustee" means the trustee or trustees of John's Trust.

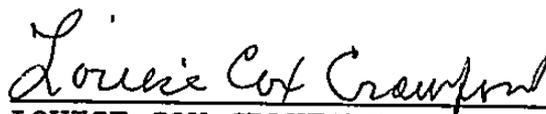
5.6 Accountings and Bond.

A. Each year the Trustee shall prepare and deliver an accounting of the administration of John's Trust to the beneficiary, but shall not be required to file the accounting with any court. If the beneficiary is under any legal disability, the accounting shall instead be delivered to a person who is under no legal disability, is not the Trustee, and is, in order of preference, a legal guardian or conservator of the beneficiary or a person related to the beneficiary within the third degree according to civil law.

B. No bond shall be required of the Trustee.

5.7 Powers of Trustee.

A. John's Trust is intended to be a "trust" within the meaning of the Mississippi Uniform Trustees' Powers Law, as amended, and unless otherwise specified herein, the Trustee shall



LOUISE COX CRAWFORD

have all of the powers afforded to trustees by that Law, as amended.

B. Without limiting the powers afforded to the Trustee under Section A, the Trustee shall also have the following powers:

(1) The Trustee may, as an addition to John's Trust, receive property transferred in any manner by me or any person and administer the property according to this Will without regard (a) to whether the property is authorized by law as a trust investment and (b) to the portion that the property and properties of a similar character held by John's Trust may bear to its total properties.

(2) The Trustee may, for John's Trust, acquire properties from or make loans to John's estate without regard (a) to whether the properties or loans are authorized by law as trust investments and (b) to the portion that the properties and properties of a similar character or the loans and loans of a similar character held by John's Trust may bear to its total properties.

C. Unless otherwise specified herein, any determination or other act permitted but not required to be made or taken by the Trustee may be made or taken in the sole discretion of the Trustee.

5.8 Limitations for Purposes of Distributions.

A. While a beneficiary of John's Trust serves as the sole or joint trustee of John's Trust, the standards otherwise provided in this Will for discretionary distributions of income or principal from John's Trust to or for the benefit of that beneficiary shall not apply. Instead, notwithstanding any provision to the contrary in this Will, the Trustee shall distribute to or for the benefit of that beneficiary all or any part of the income or principal, otherwise to be distributed according to the discretionary standards, as the Trustee shall determine for that beneficiary's health (including but not being limited to medical, dental, hospital, and nursing expenses and expenses of invalidism), education (including but not being limited to college and professional educational expenses), and support in reasonable comfort. The standards provided in this Will for discretionary distributions from John's Trust to or for the benefit of the other beneficiaries shall remain unchanged.

Louise Cox Crawford

 LOUISE COX CRAWFORD

B. No beneficiary while serving as the sole or joint trustee of John's Trust shall be treated as having a general power of appointment, within the meaning of Code Section 2041 or 2514 of the Internal Revenue Code of 1986, as amended, with respect to all or any part of John's Trust. The provisions of this Will shall be construed and interpreted accordingly, and no provision in this Will that would cause a beneficiary to be so treated shall apply to John's Trust.

5.9 Compensation of Trustee.

The Trustee shall be entitled to receive a reasonable compensation for the services rendered hereunder. That compensation shall be collected by the Trustee from the properties of John's Trust and shall be shown on the Trustee's annual accountings for John's Trust.

**ARTICLE 6
SPECIAL DISPOSITIVE PROVISIONS**

6.1 Simultaneous Death.

If I and another person die simultaneously or under such circumstances in which it is impossible or difficult to determine who predeceased the other, that person shall be deemed to have predeceased me, notwithstanding any law to the contrary.

6.2 Adopted Children.

For purposes of this Will--

A. a person who is not otherwise a descendant of mine and is legally adopted, before attaining the age of seven years, by a grandchild or later descendant of mine shall be considered as a child of the adopting person;

B. a person legally adopted according to Section A shall cease, as and from the time of adoption, to be considered as a child of any other person who is not, at the time of the adoption, the then spouse of the adopting person; and

C. except as otherwise provided in Sections A and B, an adopted person shall not be considered as a child of an adopting person or cease to be considered as a child of any other person.

Louise Cox Crawford
LOUISE COX CRAWFORD

ARTICLE 7
APPOINTMENT AND POWERS OF EXECUTOR

7.1 Appointment of Executor.

A. John is hereby appointed as the executor of my estate. Jane is hereby appointed as the successor executrix of my estate, in case John at any time resigns, is removed, or is unable to serve.

B. The representatives named at Section A, but no other legal representatives of my estate, are hereby relieved from giving bond, from having an appraisal made of my estate, and of making or filing any reports, returns, or accountings with any court.

C. For purposes of this Will, "Executor" means any legal representative or representatives of my estate.

7.2 Powers of Executor.

A. Unless otherwise specified herein, my estate shall be considered as a "trust" within the meaning of the Mississippi Uniform Trustee's Powers Law, as now or hereafter amended, and the Executor shall have all of the powers afforded to trustees under that Law, as now or hereafter amended.

B. Without limiting the powers of the Executor under Section A, the Executor may sell or dispose, for cash or on credit and on such terms and conditions as the Executor may determine, any real or personal property of my estate without the necessity of any court order or joinder of any devisee or legatee herein.

C. Unless specified otherwise herein, any determination or other act permitted but not required to be made or taken by the Executor may be made or taken in the sole discretion of the Executor.

ARTICLE 8
HEADINGS

The headings in this Will are solely for convenience of reference and shall be given no effect in the construction or interpretation of this Will.

Louise Cox Crawford
LOUISE COX CRAWFORD

I hereby execute this my Last Will and Testament on this the July 27 day of J.C.C., 1995.

Louise Cox Crawford
LOUISE COX CRAWFORD

WITNESSES:

Angela S. Nunnelee

Wesley B. Bruce

ATTESTATION

We, the undersigned, as attesting and subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by LOUISE COX CRAWFORD as her Last Will and Testament, that she signed the instrument in our presence and in the presence of each of us, and that we, at her request and in her presence and in the presence of each other, signed our signatures above as attesting and subscribing witnesses thereto on this the 28th day of July, 1995.

Angela S. Nunnelee

Wesley B. Bruce

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 2nd day of August, 2001, at 1:15 o'clock P. M., and was duly recorded on the 2nd day of August, 2001, Book No 33, Page 711.



STEVE DUNCAN, CHANCERY CLERK

BY:

Karen Trupp

D.C.

FILED
THIS DATE
AUG 02 2001
STEVE DUNCAN
CHANCERY CLERK
BY *Karen Tupper*

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF Hinds

We, Angela L. Nunnelee and Wendy B. Bruce, on oath state that we are the attesting and subscribing witnesses to the attached written instrument signed by LOUISE COX CRAWFORD and dated the 28th day of July, 1995. LOUISE COX CRAWFORD represented to us that she is a resident of and has a fixed place of residence in Ridgeland, Madison County, Mississippi. On the date of execution of the instrument, LOUISE COX CRAWFORD, in our presence and in the presence of each of us, signed the instrument and declared it to be her Last Will and Testament and requested that we attest to that execution. Thereupon, in the presence of LOUISE COX CRAWFORD and in the presence of each other, each of us signed our respective names as attesting and subscribing witnesses. At the time of the execution of the instrument, LOUISE COX CRAWFORD was over eighteen years of age and, in our opinion, was of sound mind, was in full possession of her mental faculties, and was acting without undue influence, fraud, or restraint.

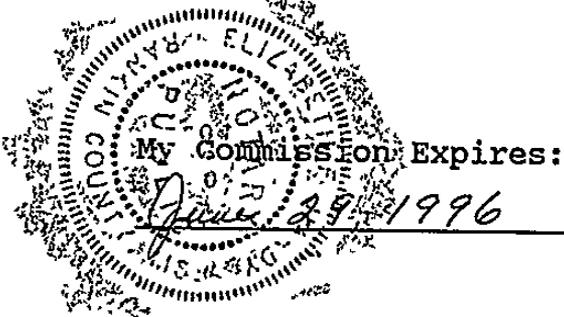
DATED this the 31st day of July, 1995.

Angela L. Nunnelee
Name
4 River Run Dr.
Street Address
Jackson, MS 39211
City and State

Wendy B. Bruce
Name
111 Fairfield Circle
Street Address
Madison, MS 39110
City and State

Subscribed and sworn to before me on this the 31st day of July, 1995.

Elizabeth J. Hardy
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 2nd day of August, 2001, at 1:15 o'clock P. M., and was duly recorded on the 2nd day of August, 2001, Book No. 33, Page 720.

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

FILED
THIS DATE

LAST WILL AND TESTAMENT

OF

AUG 09 2001

MARY M. ELDRED

CHARLES A. WEEMS
CHANCERY CLERK
By: *[Signature]* D.C.

2001-685

I, MARY M. ELDRED, a resident of Shelby County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ARTICLE I

I appoint my nephew, WILLIAM H. MOUNGER, JR. of Jackson, Mississippi, to serve as Personal Representative of my estate. Should he for any reason fail to serve or cease to serve, I appoint DALTON M. MOUNGER to serve as successor Personal Representative. I direct that the above-named persons shall be excused from giving bond for the faithful performance of their duties.

ARTICLE II

I hereby confer upon my Personal Representative and the Trustee named hereinbelow (including any successors) all the powers set forth in T.C.A. Section 35-50-110 to the extent applicable, all of which provisions are incorporated herein by reference as fully as if copied verbatim.

ARTICLE III

I direct my Personal Representative to pay as soon as practicable after my death my legally enforceable debts, funeral expenses, costs of administration of my estate and estate, inheritance and like taxes that may be imposed by reason of my death.

Mary M. Eldred

ARTICLE IV

I give and bequeath all my tangible personal property, household effects and any other property of a purely personal nature to my three nephews, WILLIAM H. MOUNGER, JR., DALTON M. MOUNGER and J. HARBOUR MOUNGER in equal shares to be distributed as they agree or to be sold and the proceeds divided equally.

ARTICLE V

There is currently in existence a Living Trust Agreement dated February 1, 1992, of which I am beneficiary. WILLIAM H. MOUNGER, JR. and I serve as Co-Trustees of the Living Trust. This Trust contains the majority of my assets and upon my death, the terms of the Living Trust Agreement provide how those assets shall be distributed. Separate and apart from the aforementioned Trust, I am the owner of a savings account at First Tennessee Bank in my name which currently contains approximately Ten Thousand Dollars (\$10,000.00). My son, FRANK G. ELDRED, is presently incarcerated in prison in Kentucky. I hereby direct that upon my death these funds (or funds from any future savings or investment account that was funded with these funds) be delivered to WILLIAM H. MOUNGER, JR. as Trustee to hold and administer for the benefit of FRANK G. ELDRED. In the event WILLIAM H. MOUNGER, JR. shall fail or cease to serve for any reason, then the Successor Trustee of this Trust shall be DALTON M. MOUNGER.

Upon my son's release from prison, this Trust shall terminate and the principal and interest in the Trust at that time shall be paid and distributed outright to FRANK G. ELDRED. In the event of FRANK G. ELDRED's death prior to his release from prison, this Trust shall terminate and all principal and interest held in trust shall be paid and distributed in accordance with Article VI below.

The Trustee (or any Successor Trustee) shall have sole discretion in the management and investment of the Trust assets and the Trustee, in his sole discretion, shall have the right to use any portion or all of the principal and interest in the Trust for the benefit or welfare of FRANK G. ELDRED.

THIS IS PAGE 2 OF MY
LAST WILL AND TESTAMENT

Mary M. Eldred

ARTICLE VI

I give, devise and bequeath the balance of my estate, real, personal and mixed, wheresoever located, to the following persons in equal shares:

1. WILLIAM H. MOUNGER, JR.
2. DALTON M. MOUNGER
3. J HARBOUR MOUNGER
4. GARY GASSER
5. MARY JANE RAY
6. DON and CARLA THOMPSON of Memphis, Tennessee or the survivor of them.

In the event any of the above-named persons predecease me, that person's (or persons in the case of Don and Carla Thompson) share shall be distributed to the children of the deceased in equal shares and, if applicable, in accordance with Article VII. In the event a person dies leaving no children, that person's bequest shall lapse and that share shall be divided equally among the other persons named in this Article.

ARTICLE VII

My Personal Representative may make payments and distribute property under the provisions of this Will on behalf of any minor or incompetent beneficiary to any person having the care, custody, or control of said beneficiary or to any other person my Personal Representative may deem proper, or directly to said beneficiary, without the necessity of the intervention of a legally appointed guardian and without any duty on the part of my Personal Representative to supervise or inquire into the application thereof.

IN TESTIMONY WHEREOF, I have subscribed my name to this my Last Will and Testament in the presence of the persons witnessing it at my request on this 19th day of October, 1999, at Memphis, Tennessee.

Mary M. Eldred
MARY M. ELDRÉD

The foregoing instrument was published, declared and executed by MARY M. ELDRED, the Testatrix, to be 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 this 19th day of October, 1999, at Memphis, Tennessee.

DENA EDELEN
Witness

Jana Mer
Witness

FILED
THIS DATE

A F F I D A V I T

AUG 09 2001

STATE OF TENNESSEE)
COUNTY OF SHELBY)

CHARLES A WEEMS
CHANCERY CLERK
By: Jacey HCO D.C.

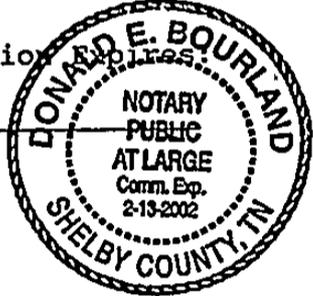
We, the undersigned, DENA EDELEN, and
Jenna Moss, being first duly sworn, make
oath that MARY M. ELDRED, Testatrix, on the 19th day of
OCTOBER, 1999, declared and signified to us that the
attached instrument is her Last Will and Testament; that she signed
said instrument in our sight and presence, that we, at her request
and in her sight and presence, and in the sight and presence of
each other, then subscribed our names hereto as attesting
witnesses; that at the time of execution the Testatrix was more
than eighteen (18) years of age, of sound mind and disposing
memory, and did not appear under any undue influence; and that the
undersigned, each being more than eighteen (18) years of age, make
and sign this Affidavit at the request of Testatrix on the day and
date above written.

Dena Edelen

Jenna Moss

Sworn to and Subscribed before me this 19th day of
October, 1999.

[Signature]
Notary Public

My Commission Expires
[Signature]




STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this
9th day of Aug, 2001, at 2:30 o'clock
PM, and was duly recorded on AUG 10 2001
Book No 33, Page 721

CHARLES A. WEEMS, CHANCERY CLERK BY: Jacey HCO D.C.

FILED
THIS DATE

Last Will and Testament AUG 21 2001

OF

RITA LORRAINE FOGARTY CHANNELL

CHARLES A. WEEMS
CHANCERY CLERK
By: Stacy T. O.C.

I, Rita Lorraine Fogarty Channell, of the City of Jackson, County of Hinds, State of Mississippi, being over the age of twenty-one years and being of sound mind and memory and mindful of the uncertainty of life and certainty of death, do now make, publish and declare this and only this to be my last will and testament, hereby revoking any and all former wills, as follows:

FIRST: It is directed that the executor and/or executrix pay all excess debts of last illness and funeral expenses as soon as possible.

SECOND: It is my desire that my personal property of every kind and character whatsoever of which I die siezed and possessed be bequeathed to my beloved mother, Elilia Thibeault Marston.

THIRD: I hereby nominate, constitute and appoint my beloved mother, Exilia Thibeault Marston, as Executrix of this my last will and testament and request that she be permitted to serve without giving bond and the necessity of making accounting.

FOURTH: In the event my mother predeceases my stepfather, Thomas J. Marston, it is my desire that my personal property of every kind and character of which I die siezed and possessed be bequeathed to my stepfather, Thomas J. Marston.

FIFTH: Should my beloved mother, Exilia Thibeault Marston, fail to survive me, or if for some reason she be unable to serve as my Executrix of my last will and testament, then in that event, I nominate, constitute and appoint my beloved stepfather, Thomas J. Marston, as Executor of my estate and request that he, also, be permitted to serve without giving bond and the necessity of making an accounting.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this the 20th day of July, in the year of our Lord,

nineteen hundred and seventy-nine, at Jackson, Mississippi, in the presence of each and all the subscribing witnesses, each of whom I have requested in the presence of the others to subscribe his name, with his address written opposite thereto, as an attesting witness, in my presence and in the presence of all the others.

Rita Lorraine Fogarty Channell
RITA LORRAINE FOGARTY CHANNELL

WITNESSES:

Rachel Rivers

Lillian S. Sadler

The above and foregoing instrument, consisting of one (1) other typewritten page besides this was, on the date thereof, subscribed and sealed by Rita Lorraine Fogarty Channell, the testatrix therein named, and declared by her to be 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 thereto.

WITNESS: *Rachel Rivers* ADDRESS: *4425 Wear Ave.*
Jackson, Ms

WITNESS: *Lillian S. Sadler* ADDRESS: *219 Broadmoor Dr.*
Jackson, Ms. 39206

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 21st day of aug, 2001, at 2:00 o'clock P M., and was duly recorded on the AUG 21 2001, Book No. 33, Page 726



CHARLES A. WEEMS, CHANCERY CLERK

BY: *Stacey Hill* D.C

FILED
THIS DATE

AUG 24 2001

STATE OF MISSISSIPPI
COUNTY OF MADISON

CHARLES A. WEEMS
CHANCERY CLERK
By: *Kenneth Tupp* DC

#2001-724

LAST WILL AND TESTAMENT OF MARIE ANNE SPIVEY LLOYD

Being of sound and disposing mind, memory and understanding and of lawful age, I, MARIE ANNE SPIVEY LLOYD, do hereby revoke all wills heretofore made by me and do hereby make, publish and declare this to be my LAST WILL AND TESTAMENT, to-wit:

ITEM ONE: I direct that all of my just debts, funeral expenses, and the expenses of probating this, my LAST WILL AND TESTAMENT be paid out of my estate as soon as practicable after my demise, by my Executor herein-after appointed.

ITEM TWO: I hereby give, devise and bequeath all of my estate and property of whatsoever kind and nature, be it real, personal, or mixed, and wheresoever located to my husband, SAMUEL THAMES LLOYD, JR.

ITEM THREE: In the event that said husband predeceases me, or if we should both die as a result of the same common disaster, then and in that event I do hereby give, devise and bequeath all of my property, of whatsoever kind and nature, be it real, personal or mixed, and wheresoever located to my children, share and share alike.

ITEM FOUR: I hereby name, constitute, and appoint my husband, SAMUEL THAMES LLOYD, JR. as Executor of this will, without bond and without being required at any time to report to any court.

ITEM FIVE: If my husband shall predecease me, or if we die as a result of the same common disaster, or if for any other reason he is unable to serve as my Executor, then it is my will and desire that my brother, LLOYD G. SPIVEY, JR. be, and he is hereby appointed Executor of this my LAST WILL AND TESTAMENT, and he is to serve without bond or any other security except such as may be required by the court.

SIGNED, PUBLISHED AND DECLARED BY ME as my LAST WILL AND TESTAMENT on this the nineteenth day of September, 1988, in the presence of these witnesses, who also signed the same as witnesses hereto, at my request, in my presence, and in the presence of each other, on this day.

Marie Anne Spivey Lloyd
MARIE ANNE SPIVEY LLOYD

WITNESSES:

James T. Gussard
John L. Surtyn

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 24th day of August, 2001, at 1:00 o'clock P. M., and was duly recorded on the 24th day of August, 2001, Book No. 33, Page 728.

CHARLES A. WEEMS, CHANCERY CLERK BY: *Kenneth Tupp* D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
MARIE ANNE SPIVEY LLOYD, DECEASED

CIVIL ACTION FILE
FILED 2001-724
THIS DATE

PROOF OF WILL

AUG 24 2001

STATE OF MISSISSIPPI
COUNTY OF MADISON

CHARLES A. WEEMS
CHANCERY CLERK

Personally appeared before me, the undersigned authority in and for said county and state,
ZELLA D. BUNTYN, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of Marie Anne Spivey Lloyd, deceased, and who, being by me first duly sworn, deposed and said that the said Marie Anne Spivey Lloyd signed, published and declared said instrument as her Last Will and Testament on September 19, 1988, the date of said instrument, in the presence of this deponent, and that the said Testatrix 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 Zella D Buntyn subscribed and attested said instrument, as witness to the signature and publication thereof, at the special instance of the said Testatrix, in the presence of the said Marie Anne Spivey Lloyd and in the presence of Susie T. Burns, 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.

Zella D. Buntyn
ZELLA D. BUNTYN

SWORN TO AND SUBSCRIBED before me, this the 20th day of August, 2001

Haligh Ann Pharo
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 August, 2001, at 1:00 o'clock P. M., and was duly recorded on the 24th day of August, 2001, Book No 33, Page 729.



CHARLES A. WEEMS, CHANCERY CLERK

BY: *Karen Jupp* D.C

#2001-743

LAST WILL AND TESTAMENT

BOOK 0033 PAGE 730

FILED

THIS DATE

SEP 04 2001

ANNIE LOIS T. WREN

CHARLES A WEEMS
CHANCERY CLERK
By: *Sacey K* D.C.

I, ANNIE LOIS T. WREN OF CANTON, MADISON COUNTY, MISSISSIPPI BEING OF SOUND AND DISPOSING MIND, MEMORY AND UNDERSTANDING AND OVER THE AGE OF TWENTY-ONE YEARS, DO HEREBY MAKE, PUBLISH AND DECLARE THIS TO BE MY LAST WILL AND TESTAMENT HEREBY REVOKING ALL OTHER WILLS HERETOFORE MADE BY ME.

ITEM 1 - I DIRECT THAT MY JUST DEBTS BE PAID BY MY EXECUTRIX.

ITEM 2 - I WILL, BEQUEATH AND DEVISE TO MY SISTER ELLIE JOYCE THOMASON ALL OF MY PROPERTY, BOTH REAL, PERSONAL AND MIXED AND WHEREVER THE SAME MAY BE LOCATED.

ITEM 3 - I NAME, CONSTITUTE AND APPOINT MY SISTER ELLIE JOYCE THOMASON, AS EXECUTRIX OF THIS MY LAST WILL AND TESTAMENT AND I DIRECT THAT SHE NOT BE REQUIRED TO MAKE BOND AS SUCH EXECUTRIX AND THAT SHE NOT BE REQUIRED TO ACCOUNT TO ANY PERSON OR COURT AS SUCH EXECUTRIX.

ITEM 4 - SHOULD MY SISTER ELLIE JOYCE THOMASON, NOT BE LIVING AT THE TIME OF MY DEATH, THEN I WILL, BEQUEATH AND DEVISE TO MY TWO NEPHEWS, NORMAN OWEN HALL AND VICTOR SCOTT HALL AND ONE NEICE JOYCE RENEE HALL, SHARE AND SHARE ALIKE, ALL OF MY PROPERTY, BOTH REAL, PERSONAL AND MIXED AND WHEREVER THE SAME MAY BE LOCATED.

ITEM 5 - SHOULD DEATH OCCUR WITH NORMAN OWEN HALL, VICTOR SCOTT HALL OR JOYCE RENEE HALL, THE SURVIVORS OF THEM SHALL SHARE AND SHARE ALIKE, ALL OF MY PROPERTY, BOTH REAL, PERSONAL AND MIXED AND WHEREVER THE SAME MAY BE LOCATED.

SIGNED, PUBLISHED AND DECLARED, BY ME TO BE MY LAST WILL AND TESTAMENT ON THIS THE 20th DAY OF OCTOBER, 1978 IN THE PRESENCE OF THE UNDERSIGNED WITNESSES WHO, AT MY REQUEST, IN MY PRESENCE AND IN THE PRESENCE OF EACH OTHER AFFIXED THEIR NAMES AS WITNESSES THERETO ON THE DAY AND DATE AFORESAID.

Annie Lois T. Wren
ANNIE LOIS T. WREN

WITNESSES TO SIGNATURE:

Charles E. Bartwell
Ala. M. Campbell



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 4th day of Sept, 2001, at 2:00 o'clock P M., and was duly recorded on the SEP 14 2001, Book No. 33, Page 730.

CHARLES A. WEEMS, CHANCERY CLERK

BY: *Sacey K* D.C.

SEP 04 2001

CHARLES A. WEEMS
CHANCERY CLERK

By: Jacoby HCO D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF ANNIE LOIS WREN, DECEASED

NO. 2001-743

PROOF OF WILL

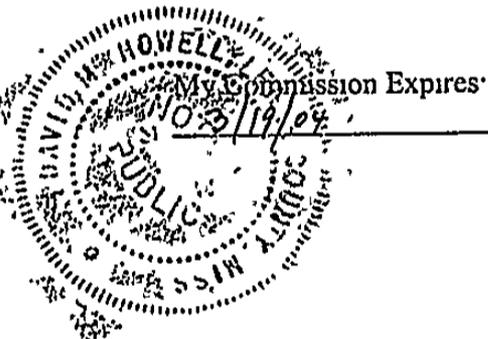
STATE OF MISSISSIPPI
COUNTY OF HINDS:.....

THIS DAY personally appeared before me, the undersigned authority in and for said County and State, the within named Charles E Boutwell, who, having been by me first duly sworn deposes and says that Annie Lois Wren on October 20, 1978, executed the alleged Last Will and Testament of which is attached, in his presence and declared the same to be her true Last Will and Testament and requested Affiant, Charles E. Boutwell, to sign his name thereto as an attesting witness, and that I did sign my name thereto as such attesting witness in the presence of the Testator and in the presence of an additional subscribing witness, the said Annie Lois Wren, Deceased at the time and on the day and date of execution of said Will signed the same in the presence of the subscribing witnesses and declared same to be her Last Will and Testament, and at the time of the execution of said Will the said Annie Lois Wren, Deceased, was more than twenty-one years of age and was of sound and disposing mind and memory.

Charles E. Boutwell
CHARLES E BOUTWELL

SWORN TO AND SUBSCRIBED before me, this, the 13 day of August, 2001.

David M. Howell
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 4th day of Sept, 2001, at 2:00 o'clock P M., and was duly recorded on the SEP 4 2001, Book No. 33, Page 731

CHARLES A. WEEMS, CHANCERY CLERK BY: Jacoby HCO D.C.



2001-750

SEP 13 2001

CHARLES A. WEEMS
CHANCERY CLERK
By: *[Signature]* D.C.

Last Will and Testament

OF

ETHEL GILBERT ROSS

I, ETHEL GILBERT ROSS, an adult resident citizen of the City of Canton, Madison County, State of Mississippi, do hereby make, publish, and declare this to be my Last Will and Testament, hereby revoking all previous Wills and Codicils heretofore made by me.

ITEM I

I hereby nominate and appoint my daughter, Mary Ross Moore, as Executrix of this my Last Will and Testament and direct that she be permitted to serve in said capacity without giving bond, appraisal, inventory or accounting. In the event my daughter, Mary Ross Moore, is unable to serve as Executrix, I hereby nominate and appoint my niece and nephew, Martha Walker Adams and husband, Norman L. Adams to serve jointly and/or individually as Executrix/Executor without giving bond, appraisal, inventory or accounting.

ITEM II

I will, devise, and bequeath all my property unto my daughter Mary Ross Moore, except whatever automobile I own at the time of my death I will, devise and bequeath to my grandson, Thomas Michael Ross, Sr.

ITEM III

In the event MARY ROSS MOORE, and I die together in a common disaster, or in the event she predeceases me, then in either of these events I hereby will, devise, and bequeath all my property, both real and personal, to my grandson, THOMAS MICHAEL ROSS, SR.

Ethel Gilbert Ross

ETHEL GILBERT ROSS, TESTATRIX

SV
MSC

ITEM IV

It is my desire that my attorney, Charles O. Moore, of 665 Hwy. 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 for my estate.

IN WITNESS WHEREOF, I have signed, published, and declared the foregoing instrument as and for my Last Will and Testament on this the 29th day of March, 1994.

Ethel Gilbert Ross
ETHEL GILBERT ROSS, TESTATRIX

WITNESSES:

This instrument was, on the day and year shown above, signed, published, and declared by ETHEL GILBERT ROSS, 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.

Sylvia Vandevore
NAME

Mary Beth Cantrell
NAME

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 13th day of Sept, 2001, at 11:45 o'clock a M., and was duly recorded on the SEP 13 2001, Book No. 33, Page 732.



CHARLES A. WEEMS, CHANCERY CLERK

BY. Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
ETHEL GILBERT ROSS DECEASED

FILED CIVIL ACTION,
THIS DATE FILE NO. 2001-750

PROOF OF WILL SEP 13 2001

STATE OF MISSISSIPPI
COUNTY OF MADISON

CHARLES A. WEEMS
CHANCERY CLERK
By: SARON H. D.C.

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, **Mary Beth Cantrell**, a subscribing witness to a certain instrument of writing purported to be the *Last Will and Testament of Ethel Gilbert Ross* who being duly sworn, deposed and said that the said Ethel Gilbert Ross signed, published and declared said instrument as her *Last Will and Testament* on the 29th day of March, 1994 the day of the date of said instrument, in the presence of this deponent and in the presence of **Stephanie Vandevere**, and that said Testatrix was then of sound and disposing mind and memory and more than twenty-one (21) years of age, and this deponent and **Stephanie Vandevere**, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said Testatrix and in the presence of said Testatrix and in the presence of each other on the day and year of the date of said instrument

WITNESS MY SIGNATURE on this the 19th day of June, 2001.

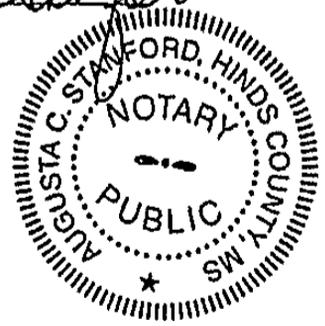
Mary Beth Cantrell
Mary Beth Cantrell

SWORN TO AND SUBSCRIBED BEFORE ME on this the 19th day of June, 2001.

Augusta C. Stanford
NOTARY PUBLIC

(SEAL)

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES SEPT 20, 2004
BONDED THRU STEGALL NOTARY SERVICE



My Commission Expires. _____

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 13th day of Sept, 2001, at 11:45 o'clock a M., and was duly recorded on the SEP 13 2001, Book No. 33, Page 734.

CHARLES A. WEEMS, CHANCERY CLERK BY: SARON H. D.C.



FILED
THIS DATE

LAST WILL AND TESTAMENT

SEP 14 2001

OF

MABEL PRICE

CHARLES A. WEEMS
CHANCERY CLERK
By: *[Signature]*

2001-705

I, Mabel Price, an adult resident of Ridgeland, Mississippi, make this my will and revoke all prior Wills and Codicils.

ITEM I.

I have no husband and no living children or grandchildren. I have one sister now living, Margree Griffin.

ITEM II.

I appoint my sister, Margree Griffin, Executor of my Estate under this Will. In the event my sister is or becomes unable or unwilling to serve as Executor, I appoint my nephew, Lionell Griffin, as successor Executor. Where used throughout this Will, the terms "Executor", "Executrix" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one, and to any successor Executor or Administrator.

ITEM III.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate.

FOR IDENTIFICATION

Mabel Price

ITEM IV.

If my sister, Margree Griffin, survives me, I give, devise and bequeath to her my entire estate, real and personal, of whatsoever kind or character and wheresoever located.

ITEM V.

If I am not survived by my sister, I give, devise and bequeath my entire estate, real and personal, of whatsoever kind or character, and wheresoever located to Lionell Griffin.

ITEM VI.

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 by 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.

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 4th day of JUNE, 2001.

Mabel Price

Mabel Price

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

Philip M. Nelson

P.O. Box 2734 Madison MS 39130

Address

Janice P. Nelson

P.O. Box 2734 Madison MS 39130

Address

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 14th day of Sept, 2001, at 9:30 o'clock a M., and was duly recorded on the SEP 14 2001, Book No. 33, Page 735

CHARLES A. WEEMS, CHANCERY CLERK

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



FILED
THIS DATE

BOOK 0033 PAGE 738

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

SEP 14 2001

IN THE MATTER OF THE ESTATE OF
MABEL PRICE

CHARLES A. WEEMS
CHANCERY CLERK

CAUSE NO. 2001-705

By: *SARON T. [Signature]* D.C.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for the county and state aforesaid, PHILLIP M. NELSON, who, being by me first duly sworn, makes oath to the following:

1. The undersigned, PHILLIP M. NELSON, was a subscribing witness to that certain instrument of writing dated June 4, 2001, which is the true and original Last Will and Testament of Mabel Price.

2. That said Mabel Price signed, published and declared said instrument as her Last Will and Testament on the 4th day of June, 2001 the date of said instrument, in the presence of two (2) subscribing witnesses, JANICE D. NELSON and PHILLIP M. NELSON

3 The said Mabel Price was then and there of sound and disposing mind, memory and understanding and was over eighteen (18) years of age.

4 Affiant, PHILLIP M. NELSON, a competent adult, subscribed and attested said instrument as a witness to the signature, publication and declaration thereof by the said Mabel Price, at the special instance and request of the said Mabel Price, in her presence and in the presence of JANICE D. NELSON.

Phillip M. Nelson
PHILLIP M. NELSON

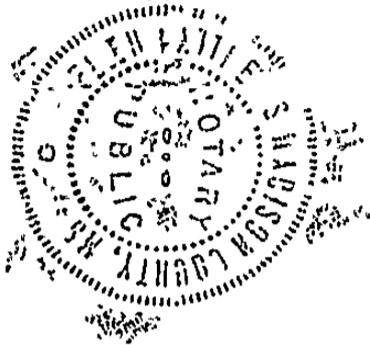
SWORN TO AND SUBSCRIBED before me, this the 15th day of

August, 2001.

Allen Matthews
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Sept 2, 2002



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 14th day of Sept, 20 01, at 9:30 o'clock a M., and was duly recorded on the SEP 14 2001, Book No. 33, Page 738.

CHARLES A. WEEMS, CHANCERY CLERK

BY: Jacory Hill



FILED

BOOK 0033 PAGE 740

THIS DATE

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

SEP 14 2001

IN THE MATTER OF THE ESTATE OF
MABEL PRICE

CHARLES A. WEEMS

CAUSE NO. 2001-705

CHANCERY CLERK

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

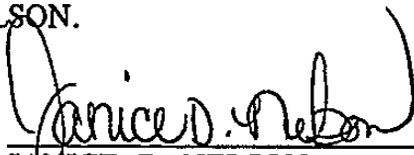
PERSONALLY appeared before me, the undersigned authority in and for the county and state aforesaid, JANICE D. NELSON, who, being by me first duly sworn, makes oath to the following:

1. The undersigned, JANICE D NELSON, was a subscribing witness to that certain instrument of writing dated June 4, 2001 which is the true and original Last Will and Testament of Mabel Price.

2 That said Mabel Price signed, published and declared said instrument as her Last Will and Testament on the 4th day of June, 2001, the date of said instrument, in the presence of two (2) subscribing witnesses, JANICE D. NELSON and PHILLIP M. NELSON.

3. The said Mabel Price was then and there of sound and disposing mind, memory and understanding and was over eighteen (18) years of age.

4. Affiant, JANICE D. NELSON, a competent adult, subscribed and attested said instrument as a witness to the signature, publication and declaration thereof by the said Mabel Price, at the special instance and request of the said Mabel Price, in her presence and in the presence of PHILLIP M. NELSON.



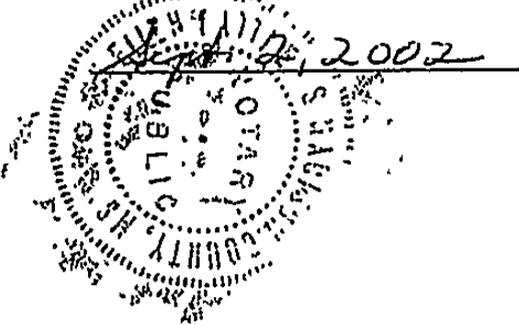
JANICE D. NELSON

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

August, 2001.

Allen Matthews
NOTARY PUBLIC

MY COMMISSION EXPIRES:



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 14th day of Sept, 2001, at 9:30 o'clock a M, and was duly recorded on the SEP 14 2001, Book No. 33, Page 740.



CHARLES A. WEEMS, CHANCERY CLERK

BY: Stacy Hill D.C.

Last Will and Testament

2001-763

FILED
THIS DATE

OF

SEP 14 2001

N. CLARK STRINGER

CHARLES A. WEEMS
CHANCERY CLERK
By: *[Signature]* D.C.

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

ITEM I.

My wife's name is Burma K. Stringer, and she is sometimes referred to herein as my "wife". I have three (3) children now living and they are: Sandra S. Vance, Rebecca S. Blanks, and Steven Clark Stringer. They are herein referred to as my "children".

ITEM II.

I appoint Sandra S. Vance, Rebecca S. Blanks and Steven Clark Stringer or the survivors as Co-Executors of my Last Will and Testament. I direct my Executor to pay all of my just debts which may be probated, registered and allowed against my Estate, and all expenses of my last illness, all funeral and burial expenses as soon as may be conveniently done.

ITEM III.

I devise and bequeath any interest I may own in our residence which is occupied by us as a family home, subject to any indebtedness that may be against our home at my death, to the "N. Clark Stringer Family Trust" created by the provisions of Item VIII of this Will, to be held, administered and disposed of in accordance with the terms of that trust.

ITEM IV.

I give and bequeath to my wife, Burma K. Stringer, if she survives me, my automobiles, club memberships, clothing, books, jewelry, sport equipment and other personal effects. If my wife does not survive me, I bequeath these items of personal property to our children then living, share and share alike.

ITEM V.

The furniture, furnishings and contents of our home are of nominal value. If my wife, Burma K. Stringer, survives me, I devise and bequeath my interest in said contents to her. If my wife does not survive me, I give and bequeath my interest therein to our children then living, to be divided among them as they see fit.

ITEM VI.

If my wife, Burma K. Stringer, survives me, I devise the following:

A. After the payment of any debts, obligations and expenses of my estate, I devise and bequeath to the Trustees of the "N. Clark Stringer Family Trust" provided for in Item VIII of this Will, to be held, administered and disposed of in accordance with the terms of that trust, assets having a sum value equal to the largest amount that can pass free of federal estate tax under this Item by reason of the unified credit and the state death tax credit (provided use of this credit does not require an increase in the state death taxes paid) allowable to my estate but no other credit and after taking account of property disposed of by previous Items of this Will and property passing outside of this Will which is included in my gross estate and does not qualify for the marital or charitable deduction and after taking account of charges to principal that are not allowed as deductions in computing my federal estate tax. For the purpose of establishing the sum disposed of by this Item, the values finally fixed in the federal estate tax proceeding relating to my estate shall be used. I recognize that no sum may be disposed of by this Item and that the sum so disposed of may be affected by the action of my executors in exercising certain tax elections.

B. It is my intention to convey by this bequest the maximum portion of my estate which, at the time of my death, is exempt from federal transfer tax.

ITEM VII.

If my wife, Burma K. Stringer, survives me, I give, devise and bequeath to my wife, all the rest and residue of my estate. If my wife shall not survive me, I give, devise and bequeath all of my estate to my children, Sandra S. Vance, Rebecca S. Blanks, and Steven Clark Stringer, share and share alike per stirpes. It is my intention that each asset be divided among my three children and specifically that shares of stock in Hallmark Cleaners, Inc. owned by me, shall be divided equally among my three children. I further give to my son, Steven

Clark Stringer, the option to purchase the home presently occupied by me and my wife from the estate at the appraised value thereof at the time of my death. This option must be exercised within one (1) year of my death or it shall lapse.

ITEM VIII.

From the assets conveyed by Item VI hereof, my Executor shall pay any and all estate and inheritance taxes payable by my estate. The remainder of those assets shall be held by Sandra S. Vance, Rebecca S Blanks, and Steven Clark Stringer, as Trustee, for the benefit of my wife under the terms hereafter set forth (including the reservation of voting control of stock held in the trust as provided in paragraph H of this item). The Trustee shall hold, administer and distribute the funds of this trust, said decisions to be made by majority vote of the trustees, under the following provisions:

A. The Trustee shall distribute to or for the benefit of my wife the net income. These distributions shall be made in such proportions, amounts, and intervals as the Trustee determines.

B. In addition to the income distributions, the Trustee may pay to or for the benefit of my wife as much principal as the Trustee deems advisable for the education, support, maintenance and health of my wife; for the maintenance of her accustomed standard of living; or for any medical, hospital or other institutional care which he may require. In making principal distributions, the Trustee shall consider the needs of my wife and the funds available to her from other sources.

C In making distributions of income and principal, I direct the Trustee to consider my wife as the primary beneficiary of this trust and to consider her needs above those of my remaindermen. If possible, the Trustee shall see that my wife has sufficient funds to enable her to continue her accustomed standard of living.

D. Upon the death of my wife, the trust shall terminate and the Trustee shall divide and distribute the assets of this trust and any assets added to this trust under the terms of my wife's Will into equal and separate shares, one share for each of my then living children, and one share for each child of mine who is then deceased but who is survived by spouse or children. It is my intention that each asset owned by the trust will be owned equally by my children and consequently, I direct that the trustee shall divide each asset in that manner. I specifically require the shares of stock in Hallmark Cleaners, Inc. owned by the trust shall be divided

equally among my children. The share of any deceased child of mine who is survived by spouse or children will be distributed to or among the appointee or appointees consisting of my said deceased child's spouse and children as my child shall appoint by his or her Last Will and Testament by making reference to this power of appointment. If my said child shall not exercise this power of appointment, his or her share be distributed to his or her children, per stirpes. If the trust shall own any interest in the residence currently occupied by my wife and I as our home at the death of my wife, I give to my son, Steven Clark Stringer, the option to purchase said residence at the value appraised at the time of the death of my wife. Said option must be exercised within one (1) year of the death of my wife or it shall lapse.

E. None of the principal or income of this trust shall be liable for the debts or obligations of any beneficiary or be subject to seizure by creditors of any beneficiary. The beneficiaries have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of their interest in the trust funds or the income produced from the funds.

F. In event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, upon the death of the survivor of them, the assets shall be distributed to my issue, per stirpes.

G. This trust shall be designated and known as the "N. Clark Stringer Family Trust".

H. Notwithstanding any other provisions of this Will or Codicils thereto, should shares of stock of Hallmark Cleaners, Inc. (formerly named Stringer Enterprises, Inc) or any successor thereto by merger, acquisition, name change or otherwise, become an asset of this trust, my wife, Burma K. Stringer, shall have the sole power to vote said stock for all purposes during her lifetime. Further, said stock shall not be sold, exchanged or otherwise disposed of during the lifetime of my wife, Burma K. Stringer, without her specific written consent thereto

ITEM IX.

A. Unless otherwise provided herein, the terms "trust" and "trusts" may be used interchangeably and shall mean all trusts created by this Will.

B. Any trust created by this Will is a private trust. The Trustee shall not be required to obtain the order or approval of any court for the exercise of the Trustee's powers and discretions. The income of any trust created by this Will shall accrue from the date of my death.

During the administration of my estate and until the trust is established and activated, I authorize the Trustee to request of my Executor, in which case my Executor shall comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the trust. These payments shall be an amount which in the joint judgment of the Trustee and the Executor equals the trust income which the beneficiaries would have received had the trust been established and activated.

C. The Trustee shall not be required to make physical division of the properties of any trust created herein, except where necessary, but may keep the trust in one (or more) consolidated fund. The Trustee shall maintain books of account containing accurate records of separate principal, income and expense of each trust.

ITEM X.

A. In making distributions to beneficiaries from a trust created under this Will, and especially where the beneficiaries are minors or incapable of transacting business due to incapacity or illness, the Trustee, in the Trustee's discretion, may make payments either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, or (d) by applying the payments for the benefit of the beneficiary by paying expenses directly. In any event, the Trustee shall require such reports and take such steps as the Trustee deems necessary to assure and enforce the application of such payments for the exclusive benefit of the beneficiary.

B. The interest of every beneficiary of any trust created herein shall vest within the period prescribed by the Rule against Perpetuities. Upon vesting, any trust property held by the Trustee shall be distributed to the current income beneficiary or beneficiaries of the trust property (or to his or her legal guardian or other personal representative) as though such income beneficiary had reached the age at which final distribution was required.

ITEM XI.

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

B. The Trustee may resign at any time by giving each of the beneficiaries of the trust (or his or her guardian) written notice specifying the effective date of such resignation. The notice may be sent by personal delivery or by registered mail. My wife may demand the resignation of any Trustee by giving written notice to the Trustee.

C. If any of the persons named as Trustee resign or become unable to serve, regardless of the cause, a successor-Trustee shall be appointed by my wife, if she is then living. In no event may my wife be appointed nor may she serve as successor-Trustee. If my wife is not living, the remaining Trustees shall appoint a successor.

D. The resigning Trustee shall deliver all trust assets to the successor-Trustee on the effective date of the resignation, and shall, within sixty (60) days of such date, submit a full and final accounting to the successor-Trustee and beneficiaries; however, the successor-Trustee and the beneficiaries may agree to waive a final accounting by the Trustee being replaced.

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

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

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

ITEM XII.

Unless otherwise provided, the administration of any trust herein created, the sale and conveyance of trust assets, the investment and reinvestment of trust assets, and the rights, powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustee's Powers Law of Mississippi, as amended. In addition to the powers contained in that Law, and the power to make "legal investments" under Mississippi law, the Trustee shall have full power and authority:

A. To determine the allocation of receipts and expenses between income and principal. However, such allocation shall not be inconsistent with the beneficial enjoyment of trust property accorded to a life tenant or remainderman under the general principles of the laws of trusts. Further, all rights to subscribe to new or additional stocks or securities and all liquidating dividends shall be deemed to be principal.

B. To place such funds on time deposit in a savings account, certificate of deposit, money market fund or other investment in any federally insured bank or savings and loan association, including any bank which may be serving as Trustee.

C. To receive and retain any assets originally transferred to it so long as it deems advisable, including shares of stock in the Trustee or any parent, subsidiary, or affiliate of the Trustee, and any additional shares of stock received as dividend, splits or reorganization.

D. To receive additional property conveyed to the trust by any person, and to administer and dispose of the property in accordance with the terms of this trust.

E. To distribute income of the trust in cash or in kind. In making distributions of principal and income, the Trustee may make a non pro rata distribution of property in kind. The judgment of the Trustee concerning values and purposes of such division or distribution of the property or securities held in the trust shall be binding and conclusive on all interested parties. In making a division or distribution, the Trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed. The Trustee may select assets to be allocated or distributed without regard to the income tax basis of the property.

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

G. To receive and retain all types of property and especially to receive and retain shares of stock in closely-held corporations and non-income producing real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which trustees generally are authorized to invest by law. This power shall not apply to any trust which qualifies for the estate tax marital deduction.

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

I. To carry out agreements made by me during my lifetime, including the consummation of any agreements relating to the capital stock of corporations owned by me at the time of my death, and including the continuation of any partnership of which I may be a member at the time of my death whether the terms of the partnership agreement obligate my estate or my personal representative to continue my interest therein, and to enter into agreement for the rearrangement or alteration of my interests or obligations under any such agreements in effect at the time of my death.

J. To participate in any reorganization, recapitalization, merger, or similar proceeding affecting any corporation or partnership, the securities of which or interests in which are held in trust.

K. To borrow money to pay taxes; to exercise subscriptions, rights and options; to pay assessments; to accomplish any other purpose of any nature incidental to the administration of the trust, and to pledge any securities or other property held by it as security for such loan.

L. To surrender, disclaim, release, relinquish or amend, after providing written notice to the income beneficiaries, all or any portion of any administrative provision of any trust created herein which causes or may cause adverse or unanticipated tax liability to my estate, the trust, the Trustee, or the beneficiaries.

M. To terminate any trust if the Trustee, in its sole discretion, determines the assets of the trust are of such small value that the continued existence and operation of the trust is not in the best interest of the beneficiaries. This power shall be exercisable only if the income beneficiaries and the remainder beneficiaries are the same and have the same interest in the trust. Upon termination, the Trustee shall distribute the assets of the trust to the beneficiaries in the beneficiaries' proportionate share.

N. To retain such experts, including specialized investment counsel, appraisers, accountants, and attorneys, as it deems appropriate for advice in the selection, maintenance and disposition of trust assets, and to pay the fees of any such experts as well as all expenses incurred in the acquisition, storage, maintenance and delivery of such assets.

ITEM XIII.

In the event that both my said wife and I should die in a common accident, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare

that my wife shall be deemed to have survived me, and this Will and all of its provisions shall be construed upon that assumption

ITEM XIV.

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

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

C. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or request provided in this Will without respect to the income tax basis of the property. In making a selection, my Executor is excused from any duty or impartiality with respect to the income tax basis of the property. However, my Executor shall not exercise this discretion in any manner that will result in a loss of or decrease in the marital deduction otherwise allowable in determining the federal estate tax due my estate.

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

E. My Executor shall have the power to disclaim any part or all of my interest in any property which is or has been devised or bequeathed to me, whether outright or in trust, provided such disclaimer is made within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law. My Executor shall have no liability to any beneficiary of my estate for any consequence of any "qualified disclaimer" made in good faith, or for any failure to make any qualified disclaimer for any reason.

F. In order 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.

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

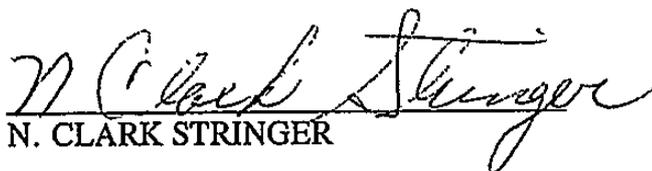
H. My Executor shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate, but in my Executor's discretion may sell only so much of my property as is necessary to obtain cash to pay taxes, debts and costs of the administration of my estate.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

ITEM XV

I have reviewed with my attorney, E. E. Laird, Jr., the disposition of my assets, and he is familiar with my desires concerning the ultimate distribution of assets to my heirs. To the extent possible, I direct my Executor and Trustee to use the services of E. E. Laird, Jr. and the firm of Daniel, Coker, Horton and Bell as attorney and to consult with him concerning the distribution of the assets included in my estate.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this the 6 day of

Feb., 1998.


N. CLARK STRINGER

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

WITNESS:

ADDRESS:

EE Carter III

21 Wismore Way

Ridgeland, MS 39157

EE [Signature]

2483 Lake Dr.

Jackson MS 39211

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 14th day of Sept, 2001, at 1:30 o'clock P M., and was duly recorded on the SEP 14 2001, Book No. 33, Page 742.

CHARLES A. WEEMS, CHANCERY CLERK

BY Stacey Hill D.C.



IN THE CHANCERY COURT OF MISSISSIPPI COUNTY, MISSISSIPPI
FILED
 THIS DATE

ESTATE OF N. CLARK STRINGER
 DECEASED

SEP 14 2001

NO. 2001-763

CHARLES A. WEEMS
 CHANCERY CLERK

[Signature]
 AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
 COUNTY OF HINDS

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named E E LAIRD, JR, 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 N CLARK STRINGER, deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated February 6, 1998

2. That on February 6, 1998, the said N CLARK STRINGER signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of E. E. LAIRD, III, the other subscribing witness to said instrument

3. That the said N. CLARK STRINGER was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

4. That this affiant, together with E E LAIRD, III, 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 N. CLARK STRINGER, and in the presence of each other.

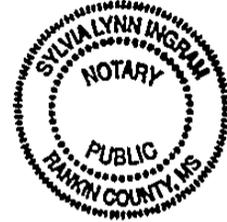
[Signature]
 E. E. LAIRD, JR.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 10 day of Sept, 2001.

Sylvia Lynn Ingram
NOTARY PUBLIC

My commission expires:

1/26/03



My Commission Expires January 26, 2003

E. E. LAIRD, MSB# 1773
ATTORNEY AT LAW
2683 LAKE CIRCLE
P. O BOX 12666
JACKSON, MS 39236

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 14th day of Sept, 2001, at 1:30 o'clock P M., and was duly recorded on the SEP 14 2001, Book No. 33, Page 753.

CHARLES A. WEEMS, CHANCERY CLERK

BY: Stacey Hill D.C.



Last Will and Testament

OF

2001-796

ELIZABETH HEARD

I, **ELIZABETH HEARD**, also known as Ann E Heard, an adult resident citizen of Madison County, Ridgeland, Mississippi, being of sound and disposing mind, memory and understanding and fully able and competent to make a will, and not under the restraint and influence of any person do hereby make, declare, and publish this to be my last will and testament, hereby revoking any and all other wills and codicils heretofore made by me

ARTICLE I.

I appoint my niece, **SADIE HEARD WRIGHT**, as Executrix of this my Last Will and Testament. If for any reason the said Sadie Heard Wright shall be unable or unwilling to serve in such capacity then my niece, **KATE HEARD DANIEL**, shall serve My Executrix shall not be required to enter into any bond to insure the faithful performance of her duties, nor be required to return to

INITIALED FOR IDENTIFICATION

E H.

EH

ARTICLE III.

To each of the following named persons I do hereby give and bequeath the following

- (a) To my niece, KATE H DANIEL, the sum of Forty Thousand Dollars (\$40,000 00)
- (b) To my niece, SADIE H WRIGHT, the sum of Forty Thousand Dollars (\$40,000 00)
- (c) To my grandniece, ANNE D COX, the sum of Ten Thousand Dollars (\$10,000 00)
- (d) To my grandniece, BETH D ARNOLD, the sum of Ten Thousand Dollars (\$10,000.00).
- (e) To my grandniece, VIRGINIA W PHILLIPS, the sum of Ten Thousand Dollars (\$10,000.00)
- (f) To my grandniece, OLGA W GRIFFIN, the sum of Ten Thousand Dollars (\$10,000.00).
- (g) to First Christian Church, of Jackson, Mississippi, the sum of Five Thousand Dollars (\$5,000.00)
- (h) To First Christian Church, of Aberdeen, Mississippi, the sum of Five Thousand Dollars (\$5,000.00)
- (i) To my great, great nephew, WILLIAM DAVID ARNOLD, the sum of Five Thousand Dollars (\$5,000 00).

INITIALED FOR IDENTIFICATION

E. H.

E H

(j) To my great, great niece, KATIE ANNE ARNOLD, the sum of Five Thousand Dollars (\$5,000 00)

(k) To my great, great niece, CHRISTIE ANNE COX ULM, the sum of Five Thousand Dollars (\$5,000 00)

(l) To my great, great niece, KATHRYN BETH COX, the sum of Five Thousand Dollars (\$5,000 00)

(m) To my great, great niece, MARGARET ELIZABETH GRIFFIN, the sum of Five Thousand Dollars (\$5,000 00)

(n) To my great, great niece, VIRGINIA LYNN GRIFFIN, the sum of Five Thousand Dollars (\$5,000 00)

(o) To my great, great niece, SARAH ALLISON BULLOCK, the sum of Five Thousand Dollars (\$5,000 00)

Should any one or more of my above named legatees predecease me, then in that event, the bequest which would have gone to such legatee I give and bequeath unto their then living descendants, per stirpes

INITIALED FOR IDENTIFICATION

E. H.

E.H

subsequent to the date of the execution of this will shall reduce or limit these powers and discretions.

In addition to the powers afforded to my said personal fiduciaries by the aforesaid statutes of the Miss Code Ann (1972), which statutes are hereby adopted by reference thereto, I specifically give and grant to my fiduciaries the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate, as freely as I might in the handling of my own affairs. This shall include the power to sell and transfer any interest I may own in a home or any real estate or personal property of any kind including my personal effects and household goods without prior or subsequent approval of any judicial authority. My fiduciaries shall also have the following powers:

A To retain, or invest in assets in the form of securities of any bank or financial institution and to participate in any buy-sell stock redemption or other corporate agreements to which I shall be a party and to invest trust assets in any investment account, common trust fund, mutual fund or other investment vehicle offered, sponsored, or advised for a fee by any bank or financial institution, or by any successor or assign, and any such successor's or assign's subsidiaries, parents or affiliates. This authority shall apply to banks or financial institutions that might become a successor trustee

B To borrow money from any financial institution or any individuals, to pay taxes, to exercise subscriptions, rights and options, to pay assessments, to accomplish any other purpose of any nature incidental to the administration of my estate and any trust established by this will; and to

INITIALED FOR IDENTIFICATION

E. H.
E H

pledge any securities or other assets as security for such loan. This authority shall apply to banks or financial institutions that might become a successor trustee

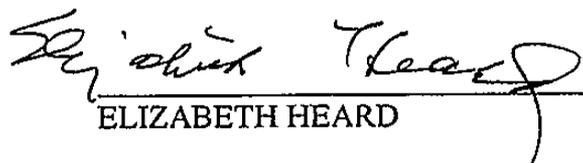
ARTICLE VI.

No persons dealing with the fiduciary hereunder shall be obligated to see to the application of any moneys, securities, or other property paid or delivered to her, or to inquire into the expediency or propriety of any transaction or the authority of such fiduciaries to enter into and consummate the same upon such terms as she may deem advisable

ARTICLE VII.

The fiduciary named herein, shall be entitled to reasonable and normal fees for her services and she is hereby also fully empowered to engage the services of attorneys, accountants, or others capable of rendering services in pursuance of the administration of my estate and the trusts herein

IN WITNESS WHEREOF, I, ELIZABETH HEARD, have hereunto subscribed my name to this, my Last Will and Testament consisting of eight (8) pages, in the presence of two (2) witnesses, who have attested the same in my presence, and at my request and in the presence of each other, on this the 23rd day of August, 1999


ELIZABETH HEARD

WITNESSES.

Gina Truelock

Thelma J Hampton

ATTESTATION

We, Gina Truelock and Thelma J Hampton the subscribing witnesses to the above and foregoing last will and testament of **ELIZABETH HEARD**, certify that the said Testatrix declared to us that the above and foregoing instrument is her true last will and testament and that she especially requested us to act as subscribing and attesting witnesses thereto, that said Testatrix signed said instrument in our presence on the day and year therein mentioned; that we signed said instrument as attesting witnesses on said day and year in the presence of said Testatrix, and in the presence of each other, and that to the personal knowledge of each of us the said Testatrix was at such time above the age of eighteen (18) years and of sound and disposing mind, memory and understanding.

This the 23rd day of August, 1999

Gina Truelock

Address 434 E. Ridgeway

Jackson, Miss. 39206

Thelma J Hampton

Address 1119 Pearl Street

Jackson, Miss. 39209

Page 8 of 8

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 28th day of September, 2001, at 1:15 o'clock P. M., and was duly recorded on the 28th day of September, 2001, Book No. 33, Page 755.

CHARLES A. WEEMS, CHANCERY CLERK

BY: Karen Jupp D.C.



PROOF OF WILL

STATE OF MISSISSIPPI

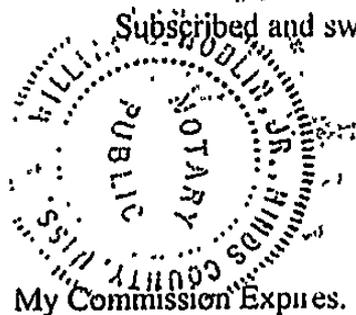
COUNTY OF Madison

We, Gina Teveloce and Helma S. Hampton on oath state that we are subscribing witnesses to the attached written instrument dated the 23rd day of August, 1999, which purports to be the Last Will and Testament of ELIZABETH HEARD, who indicated to us that she is a resident of and has a fixed place of residence in the County of Madison, State of Mississippi. On the execution date of the instrument, the Testatrix in the presence of each of us as subscribing witness, signed the instrument at the end thereof and declared the instrument to be her Will and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each of us as subscribing witness, we signed our respective name as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

DATED this the 23rd day of August, 1999

Gina Teveloce

Helma S. Hampton



Subscribed and sworn to before me on this the 23rd day of August, 1999

William C. Hollings
NOTARY PUBLIC

9-1-2001

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 28th day of September, 2001, at 1:15 o'clock P.M., and was duly recorded on the 28th day of September, 2001, Book No 33, Page 763.

CHARLES A. WEEMS, CHANCERY CLERK

BY Karen Jupp D.C.



LAST WILL AND TESTAMENT

FILED
THIS DATE

OF

OCT 01 2001

2001-482

LOUISE B. BLACKLIDGE

CHARLES A. WEEMS
CHANCERY CLERK

By: *[Signature]* D.C.

KNOW ALL MEN BY THESE PRESENTS, That I, LOUISE B. BLACKLIDGE, a widow, having a fixed place of residence in Laurel, Jones County, Mississippi, and being over the age of twenty-one (21) years, and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all former wills and codicils heretofore made by me.

ARTICLE I.

I direct that the Executor of my estate pay all my legally probated claims as well as funeral expenses as soon as possible after my death.

ARTICLE II.

I hereby give, devise and bequeath unto my two children, SUZANNE B. HEFLIN and NANCY B. CLARK, all my property, real and personal property and mixed property, of whatsoever kind and character and wheresoever located and situated; including all stocks, bonds, all cash and any automobiles that I may own, wheresoever found or situated and it is my desire that they shall have immediate possession of same and I hereby waive formal appraisal or accounting to the Court, share and share alike, per stirpes.

L.B.B.
L.B.B.

ARTICLE III.

In the event that my daughter, SUZANNE B. HEFLIN predeceases me, I do hereby give, devise, and bequeath unto my grandson, CHAD B. MULLINS, one half (1/2) of all my property, real and personal and mixed, whatsoever kind and character and wheresoever located and situated; including all stocks, bonds, and cash and any automobiles I may own, wheresoever found or situated, and it is my desire that he shall have immediate possession of same and I hereby waive formal appraisal or accounting to any Court.

ARTICLE IV.

In the event that my daughter, NANCY B. CLARK, predeceases me, I do hereby give, devise, and bequeath unto my grandsons, DANNY R. CLARK and LANE R. CLARK, the other one half (1/2) of all my property, real and personal and mixed, whatsoever kind and character and wheresoever located and situated; including all stocks, bonds, and cash and any automobiles I may own, wheresoever found or situated, to be divided equally, and it is my desire that they shall have immediate possession of same and I hereby waive formal appraisal or accounting to any Court.

ARTICLE V.

I hereby nominate and appoint SUZANNE B. HEFLIN and NANCY B. CLARK to serve as Co-Executrixes of this my Last Will and Testament and I waive the necessity of the Executrixes entering into any bond as such and I waive the necessity of any accounting or inventory to any Court and I waive the requirement of a surety bond.

L.B.B.
L.B.B.

IN WITNESS WHEREOF, I, LOUISE B. BLACKLIDGE, sign this Last Will and Testament which consist of 4 pages on this the 18th day of June, A.D., 1998, in Laurel, Mississippi, before Wanda Jones, Carol K... .., and Ann Woodruff.

Louise B. Blacklidge
LOUISE B. BLACKLIDGE

WITNESSES:

Wanda A. Jones

Address: 84 Meadow Rd.
Laurel, MS 39440

Carol K...

Address: Box 142
Laurel Miss, 39440

Ann Woodruff

Address: 820 N 6th Avenue
Laurel, MS 39440

We, each of the subscribing witnesses to the Last Will and Testament of LOUISE B. BLACKLIDGE, do hereby certify that said instrument was signed by LOUISE B. BLACKLIDGE in our presence and in the presence of each other and that the said LOUISE B. BLACKLIDGE declared the same to be her Last Will and Testament and that

L.B.B.
L.B.B.

we each signed as subscribing witnesses to said will at the request of LOUISE B. BLACKLIDGE in her presence and in the presence of each other.

WITNESS OUR SIGNATURES, on this, the 18th day of June,
A.D., 1998.

Wanda H. Jones
WITNESS

[Signature]
WITNESS

Ann W. [Signature]
WITNESS

L.B.B.
L.B.B.

STATE OF MISSISSIPPI, COUNTY OF MADISON



... filed for record in my office this 1st day

FILED
THIS DATE

BOOK 0033 PAGE 768

OCT 05 2001

CHARLES A. WEEMS
CHANCERY CLERK
By: *[Signature]* D.C.

LAST WILL AND TESTAMENT

#2001-813

STATE OF GEORGIA)
COUNTY OF FULTON)

I, RALPH ADLBERT SEAYER, JR., of said State and County, being of sound and disposing mind and memory, hereby revoking and annulling all others heretofore made by me, and specifically revoking that of the 25th day of August, 1987, do make, publish and declare this my LAST WILL AND TESTAMENT as follows:

ITEM FIRST

I direct that my body be interred in a decent and respectable manner, befitting my circumstances in life. In the event I have determined prior to the time of the probate of this WILL that my body should go to Emory, or some other institution or agency, for scientific purposes, my election shall have been done in writing; and it is my request that my Executor honor this writing.

ITEM SECOND

In the payment of my debts, I give to my Executor as broad a discretion as the law allows, allowing him to convey subject to the indebtedness, or pay the indebtedness as he deems appropriate.

Ralph Adlbert Seayer Jr.

ITEM THIRD

I give, bequeath and devise all of the property of which I die seized or possessed, regardless of nature, regardless of location, and regardless of estate therein, in equal shares to my sister: NATALIE S. LAWTON, of Rehoboth, Massachusetts; and my deceased wife's sister: SARA W. ANDERSON, of Pearl, Mississippi. In the event either predeceases her taking, then that which would have gone to her hereunder shall pass to my nephew, CHARLES E. ANDERSON, III, of Ridgeland, Mississippi and his wife, MARY JULIA ANDERSON, in equal shares, with the one to take alone in the event the other predeceases his or her taking.

ITEM FOURTH

I hereby name and appoint my nephew, CHARLES F. ANDERSON, III, as Executor of this WILL, and his wife, MARY JULIA ANDERSON, as Alternate Executrix in the event he fails to qualify for any reason whatsoever.

The one serving shall serve without bonds, appraisals, inventories or returns to any Court whatsoever.

The one serving may sell or encumber any item in my estate, with or without Order of Court, with or without notice, and for whatsoever consideration the one serving shall deem appropriate.

The one serving may distribute in kind or in specie, or part in kind and part in specie, with the one serving being the sole judge of values on anything distributed in kind.

By Sarah Adalbert Hoover, J

ITEM FIFTH

I have designated beneficiaries on my 401K and my insurance. It is my intent that these items pass outside my WILL.

ITEM SIXTH

I have, for convenience, placed MARY JULIA ANDERSON on my checking account, but it is my intention that that account pass under the WILL

ITEM SEVENTH

This Will consists of Seven Items and is contained in four sheets, each of which sheets is signed in the margin by me, and this being the last of said Items.

WITNESS my hand and seal, this 30th day of

March, 1992.

Ralph Adelbert Seaver, Jr.
RALPH ADELBERT SEAVEN, JR.

PUBLISHED, DECLARED and EXECUTED by RALPH ADELBERT SEAVEN, JR. as his LAST WILL AND TESTAMENT, this 30 day of March, 1992; he signing in our presence and we signing in his presence and in the presence of each other and at his special instance and request.

121 Ralph Adelbert Seaver, Jr.

<i>James H. Stegall</i>	<i>101 Lakeshore Dr Lynchville, N.C. 28901</i>
WITNESS	Address
<i>Linda P. Fields</i>	<i>393 Taylor Court Lynchville, Va. 28904</i>
WITNESS	Address

151 Leigh Caldwell Street, R

A F F I D A V I T

STATE OF GEORGIA)
COUNTY OF FULTON)

BEFORE ME, the undersigned authority, on this day personally appeared RALPH ADELBERT SFAVER, JR., DORIS N. STEGALI, and LINDA P. NICHOLS, known to me to be the Testator and the witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument. In their respective capacities, and, all of said persons being by me duly sworn, RALPH ADELBERT SFAVER, JR., Testator, declared to me and to the said witnesses in my presence that said instrument is his LAST WILL AND TESTAMENT, and that he had willingly made and executed it as his free act and deed for the purposes therein expressed. The witnesses, each on her oath, stated to me in the presence and hearing of the testator that the testator had declared to them that the instrument is his LAST WILL AND TESTAMENT, and that he executed same as such and wanted each of them to sign it as a witness; and upon her oath each witness stated further that she did sign the same as witness in the presence of the Testator and at his request; that he was at that time fourteen (14) years of age or over and was of sound mind; and that each of said witnesses was then at least fourteen (14) years of age;

12/ Ralph Adelbert Sfaaver Jr

10/ Ralph Adelbert Sfaaver Jr
Testator.
11/ Doris N. Stegali
Witness.
12/ Linda P. Nichols
Witness.

Sworn to and subscribed before me by RALPH ADELBERT SEAVER, JR., and sworn to and subscribed before me by DORIS N. STEGALL and LINDA P. NICHOLS, witnesses, this 30 day of

March, 1992
[Signature]
Notary Public

Commission Expires 4/1/94

Ralph Adelbert Seaver Jr

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 5th day of Oct, 2001, at 9:00 o'clock a M, and was duly recorded on the OCT 15 2001, Book No. 33, Page 768.

CHARLES A. WEEMS, CHANCERY CLERK BY [Signature] D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
RALPH ADELBERT SEAVER, JR., DECEASED

NO. 2001-813

FILED
THIS DATE

AFFIDAVIT OF SUBSCRIBING WITNESS

OCT 05 2001

STATE OF GEORGIA
COUNTY OF FULTON

CHARLES A. WEEMS
CHANCERY CLERK
By: [Signature] D.C.

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named LINDA P NICHOLS, who being by me first duly sworn according to the law, said on oath:

(1) That the affiant is one of the subscribing witness to an instrument of writing purporting to be the Last Will and Testament of RALPH ADELBERT SEAVER, JR., deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament dated the 30th day of March, 1992, a conformed copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.

(2) That on the 30th day of March, 1992, the said RALPH ADELBERT SEAVER, JR., signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of the affiant and in the presence of Doris Stegall, now deceased, as subscribing witnesses to the instrument.

(3) That RALPH ADELBERT SEAVER, JR., was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

(4) That the affiant, together with Doris Stegall, subscribed and attested the original Last Will and Testament as aforesaid, as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said RALPH ADELBERT SEAVER, JR., and in the presence of each other

Linda P. Nichols
LINDA P. NICHOLS

SWORN TO AND SUBSCRIBED BEFORE ME this 20 day of August, 2001.

[Signature]

SCOTT WALTERS, JR. NOTARY PUBLIC
Notary Public, Fulton County, Georgia
My Commission Expires June 4, 2002

MY COMMISSION EXPIRES:

SCOTT WALTERS, JR.
Notary Public, Fulton County, Georgia
My Commission Expires June 4, 2002

Prepared by:
Marc K. McKay, MSB #8732
McKay Simpson Lawler Franklin & Foreman, PLLC
P. O. Box 2488
Ridgeland, MS 39158
(601) 856-5794

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 5th day of Oct, 2001, at 9:00 o'clock a M., and was duly recorded on the OCT 5 2001, Book No. 33, Page 774

CHARLES A. WEEMS, CHANCERY CLERK

BY: *Stacey Hill* D.C.



2001-818

FILED

THIS DATE

BOOK 0033 PAGE 776

OCT 05 2001

CHARLES A. WEEMS
CHANCERY CLERK

By: [Signature] D.C.

WILL OF

TERRY W. FRAZIER

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NOTE

This index does not constitute part of the Will and is prepared only for the convenience of the testatrix and others who may have occasion to consult the Will.

WILL OF
TERRY W. FRAZIER

I, TERRY W. FRAZIER, of the County of Milwaukee, State of Wisconsin, declare this my Will and revoke any former wills and codicils.

I. Tangible Personal Property

(A) I give any interest I may own at my death in personal effects, household furnishings, automobiles, and all other items of tangible personal property to my wife, ESTHER N. FRAZIER, if she survives me by thirty (30) days.

(B) If my wife, ESTHER, does not so survive me, I give to my children who so survive me such items of such tangible personal property as the personal representative shall determine that I would wish to be preserved for my children. The personal representative shall have absolute discretion in valuing and dividing such property, and an approximately equal division shall be sufficient. The gift to any minor child under this clause may be distributed to such child or to any adult person with whom he or she may be residing, to be held for distribution to such child when such adult believes him or her competent to take possession of it. The receipt of such child or adult person shall release the personal representative from any liability for such gift. The remainder of such property shall be distributed with the residue of my estate.

II. Residence

I give any interest which I may own at the time of my death in my then principal residence to my wife, ESTHER, if she survives me by thirty (30) days, and if she does not so survive me, such interest shall be distributed with the residue of my estate. If such interest shall be subject to a mortgage or any other lien, and if my wife so survives me, she shall pay or assume the debt secured by such lien.

III. Residue

(A) I give the residue of my property to my wife, ESTHER, if she survives me.

(B) If my wife does not survive me, I give the residue of my property to the trustee hereinafter

named to be held and administered pursuant to the Family Trust under Article IV.

(C) Notwithstanding paragraph (B), if no part of the residue is effectively given to my wife pursuant to paragraph (A) and if none of my issue survive me, the residue of my property shall be divided into two equal shares to be distributed as follows: One such share shall be distributed to my wife's mother, JANE F. ROBENS, if she survives me and the other such share (or all of such property if my wife's mother does not survive me) shall be distributed to such persons who survive me and in the proportions that my property would be distributed under the law as if I had died unmarried and intestate. For this purpose, the applicable law shall be the law in effect at the time of my death in the state in which I then reside.

(D) If my wife, ESTHER, or the personal representative of her estate, effectively disclaims all or any part or any items of any property to which she would be entitled pursuant to paragraph (A), such disclaimed property shall be distributed to the trustee hereinafter named to be held and administered as a Family Trust pursuant to Article IV.

(E) For purposes of this Article, if my wife, ESTHER, and I die under circumstances where there is no conclusive evidence as to which of us died first, she shall be presumed to have survived me.

IV. Family Trust

All property which is part of this Family Trust shall be held and administered as follows:

(A) Purposes and Guides for Trustee

The provisions of this trust give the trustee broad discretion to distribute income and principal among the group consisting of my wife, ESTHER (if she has disclaimed any portion of the gift under paragraph (A) of Article III), my children and the issue of my children. My purpose in granting such broad discretion is to permit the trustee to administer the trust property and make distributions substantially as I might have done if living, having in mind circumstances as they exist from time to time. As a general guide to the trustee, but without limiting its discretion, I request the trustee to bear in mind the following purposes and guides:

(1) Purposes

My principal purposes are that my wife be able to maintain the approximate standard of

living maintained during my lifetime and that the expenses of raising my children be provided for, including providing or assisting in providing them with as fine an education as their efforts and abilities warrant.

(2) Guides to Trustee

(a) The trustee shall have no duty to preserve principal intact to the extent it shall consider its current use in the best interests of the current beneficiaries. Distributions may be made for a beneficiary's care, comfort, maintenance, education (including graduate or technical education), purchases of homes, or any other worthwhile purpose. The trustee shall have no liability to any beneficiary for any good faith exercise of its powers to make or withhold distributions of principal.

(b) Wherever discretion is given to make distributions among a group of beneficiaries, such distributions shall be made on the basis of the purposes of this trust and the needs and circumstances of the beneficiaries. I anticipate that the needs of beneficiaries may not be equal and that distributions hereunder may also be unequal. However, the trustee may charge all or any part of any distribution hereunder against the share of any beneficiary (or his or her successors in interest) if it shall consider this most equitable under the circumstances.

(c) The trustee may consider other resources known to it to be available to beneficiaries.

(B) Income and Principal Until Division and Distribution

The current and accumulated net income and the principal of this trust may be distributed to or applied for the benefit of any one or more of the group consisting of my wife, ESTHER, my children and my children's issue, in such amounts and at such times as the trustee, in its absolute discretion, may determine.

(C) Division and Distribution

At such time after my wife's death when the trustee shall determine that all of my children have completed an education appropriate to their abilities and interests, but not before my youngest living child has attained age twenty-one (21) and not later than when such child has attained age twenty-five (25), the then remaining net assets of this trust shall be divided into equal shares so that there will be one share for each of my then living children and one share for each of my then deceased children who is survived by then living issue.

(1) Each share for a then living child shall be distributed to my child.

(2) Each share for a then deceased child who is survived by then living issue shall be paid to or held for the benefit of such one or more of the group consisting of my child's issue as my child may have appointed (whether outright, in trust or otherwise) by specific reference to this power in his or her will. Any portion of such share not so appointed shall be distributed to my child's then living issue by right of representation.

(D) Distributions for Beneficiaries

Distributions of principal or income to or for the benefit of any person who is less than twenty-five (25) years of age or is, in the sole judgment of the trustee, incompetent to manage such property may be made in its sole discretion in any one or more of the following ways, and the trustee shall not be responsible for the application of such distributions:

(1) Distribution to said person even if he or she has not reached the age of majority;

(2) Distribution directly for expenses of support, health, education, comfort or welfare of said person;

(3) Distribution to the legal guardian of such person or to a custodian for such person under any applicable Uniform Transfers to Minors Act;

(4) Retention in a separate trust for such person until, in the trustee's discretion, payment may be made by any of the methods set out above. The income and principal of such trust may be distributed to or for the benefit of such person at such times and in such amounts as the trustee in its absolute discretion may determine. The assets remaining in such trust at the time of such person's death shall be distributed to his or her estate.

(E) Failure of Beneficiaries

If at any time after my death there shall be any assets of any trust established under this will not otherwise disposed of, such assets shall be divided into two equal shares to be distributed as follows: One such share shall be distributed to my wife's mother, JANE F. ROBENS, if she is then living and the other such share (or all of such property if my wife's mother is not then living) shall be distributed to such then living persons and in the proportions that my property would be distributed if I had died unmarried and intestate immediately after this paragraph

became operative; provided, however, that the intestate succession laws of the state of my residency in effect at the time of my death shall determine the distributions under this paragraph.

(F) Direction Against Assignments

The provisions of the trusts created under this Article are intended for the personal protection and welfare of the beneficiaries of such trusts. No beneficiary's interest in income or principal shall be subject to voluntary or involuntary alienation. Whenever, from time to time, the trustee shall have notice or shall apprehend that the interest of any beneficiary is threatened to be diverted from the defined purposes of the trusts in any manner, the trustee may, but shall not be required to, withhold any (or all distributions from such beneficiary and may either employ the same in such manner as it shall deem expedient for the health, care, education, and necessities of such beneficiary, or may accumulate the same and add them to the principal of the trust in question, as the trustee, in its sole discretion, shall deem appropriate.

(G) Disclaimer or Release

Notwithstanding paragraph (F), any person, or the personal representative of such person's estate, may at any time disclaim or release all or any part of his or her beneficial interest in any trust hereunder. With respect to the beneficial interest affected, a disclaimer shall have the effect provided by applicable law and a release shall have the same effect as the death of the person executing it. A disclaimer or release hereunder shall be effective upon delivery to the trustee of a signed written instrument of disclaimer or release.

(H) Distributions to or for Guardians

I intend that the persons with whom any minor children of mine reside shall be reimbursed for all expenses incurred as a direct or indirect result of their providing such care. I direct the trustee to make such distributions as it shall consider reasonably in furtherance of this intention.

(I) Merger of Trusts

After the death of both me and my wife, I authorize the trustee to merge any trust created hereunder with any trust established by my wife if the beneficiaries are the same and if the provisions of both trusts are substantially identical. The combined trust shall be administered as a single entity.

V. Claims, Expenses and Taxes

I direct the personal representative to pay from the residue of my estate allowable claims, funeral expenses, and those expenses of administration and taxes that are payable as a result of my death (estate, inheritance and like taxes, including any interest and penalties), except that the personal representative shall not pay, or if required to pay shall seek reimbursement of, the amount of increase in such administration expenses and death taxes resulting from the inclusion in my estate for tax purposes of a power of appointment I did not exercise and transfers, whether during my life or as a result of my death, to or for anyone who is not a beneficiary under this will, any codicil, or any trust established by me or my wife. The personal representative may seek such reimbursement under I.R.C. §2207A for federal estate taxes attributable to property in which I had a qualifying income interest for life if the personal representative shall determine that such reimbursement is in the best interests of the residuary beneficiaries of my estate.

VI. Powers

I hereby authorize the personal representative, trustee, and any successors, without obtaining the authority therefor from any court, to retain, invest and reinvest in any property without regard to whether the same may be authorized by law, regardless of any risk, lack of diversification or unproductivity involved; to lend, to borrow; to pay, collect, enforce and compromise claims; to allot, assign, convey, convert, divide, exchange, hold, improve, insure, lease, maintain, mortgage, operate, repair, grant and exercise options on, pledge, sell at public or private sale, or exchange all or any part of the estate or trust property; to purchase life, liability and any other type of insurance; to pay, from the residue of the estate or trust, packing, storage and shipping expenses for, and related insurance premiums on, any property even though specifically given herein; to exercise all incidents of ownership of insurance policies; to participate in any way in the continuation, organization, operation, discontinuance or dissolution of businesses in corporate or other forms; to vote stock and other rights by proxy or otherwise; to hold the title to property without disclosing fiduciary capacity; to employ agents, assistants, counsel and brokers and to delegate powers to them and to pay their reasonable fees and expenses; to demolish or erect structures; to make income and gift tax returns jointly with my wife; to establish adequate reserves for appropriate purposes; to continue as personal representative and/or trustee and to deal with the estate or trusts without regard to conflicts of interest; to make divisions and distributions in kind or cash, or partly in each; to distribute property to a custodian for a minor

beneficiary under any applicable Uniform Transfers to Minors Act; to allocate property proportionately or disproportionately among beneficiaries or shares; to allocate in their discretion all receipts and disbursements as between principal and income where uncertainty exists as to the proper allocation thereof under applicable law; to make tax elections and decisions (in doing so, they shall seek to create the least aggregate death, income and gift tax burden to my estate and beneficiaries and they shall make no reimbursement or adjustments as between any beneficial interests, whether such interests are income or principal or present or future); to permit occupancy of real property by beneficiaries on any acceptable terms; to deliver tangible personal property directly to minors or to guardians without bond, or to permit its use by beneficiaries, or to abandon, sell or dispose of it; to terminate any trust the corpus of which shall become so small that the trustee deems it to be in the best interests of my beneficiaries to do so, and to distribute the remaining assets of such trust in equal shares to the beneficiaries then eligible to receive income; to accept additions of any kind to the trusts; to waive, release or delegate, temporarily or irrevocably, any power, authority or discretion conferred herein; and in general, without limitation by reason of the foregoing, to do any and every act and thing that such personal representative and/or trustee would have the right to do as personal representative and/or trustee under applicable common and statutory law or as absolute owner of said property. The decision of the personal representative and/or trustee in any such matters shall be final, and they shall not be liable for loss caused to any person by any such decisions if made in good faith.

VII. Personal Representative and Trustee

(A) I appoint my wife, ESTHER N. FRAZIER, as personal representative of my estate. If she does not act or ceases to act, I appoint my brother, ROBBY J. FRAZIER, who presently resides in Janesville, Wisconsin. If he does not act or ceases to act, I appoint my wife's mother, JANE F. ROBENS, who presently resides in Bethesda, Maryland.

(B) I appoint my brother, ROBBY J. FRAZIER, as trustee of the trust created hereunder. He may at any time appoint an individual or corporate co-trustee or successor sole trustee. If he ceases to act while serving as co-trustee, no successor to him need be appointed. If he does not act or ceases to act while serving as sole trustee without having appointed a successor as provided above, my brother, DAVID D. FRAZIER, shall succeed him as sole trustee.

(C) Any fiduciary may resign at any time by filing a written resignation with the court having primary jurisdiction over the estate or trust. Successors shall have authority to act upon filing a written consent to act with

the judicial records of my estate or trust, as the case may be.

(D) No bond shall be required of any fiduciary or successor appointed as herein provided.

(E) If a fiduciary declines to act or ceases to act for any reason and no successor is provided for under paragraph (A), said fiduciary shall designate a successor individual or corporate fiduciary by written instrument filed with the court having jurisdiction over the estate or trust, as the case may be.

VIII. Guardians

If at any time it is desirable to appoint a guardian of the person, estate, or both of any child of mine, I ask that the court appoint my wife, ESTHER, as such guardian. If she does not act or ceases to act, I ask that the court appoint my brother and sister-in-law, ROBBY J. FRAZIER and KIM M. SPERRY-FRAZIER. If they do not act or cease to act, I ask that the court appoint the nominee designated jointly by my mother, GAYNOLD F. FRAZIER, and my wife's mother, JANE F. ROBENS (or the nominee of the survivor of them if only one of them is living). No bond shall be required of any guardian appointed as provided herein. All such guardians shall have all of the powers granted herein to the personal representative. It is my hope that my minor children may live together in the same household. I have made provision in the Family Trust for payments to be made to the guardians to assist them in carrying out their responsibilities as such guardians.

IX. Definitions

Unless the context otherwise requires, all words in this will used in the singular shall include the plural and vice versa; words used in any gender shall include all genders; the words "property" and "estate" include real estate and personal property, whether acquired before or after the execution of this will; the word "residue" includes any lapsed gifts under this will or any codicil but does not include the exercise of any power of appointment; the words "child" and "children" include a legally adopted child and children born or adopted before or after the execution of this will; the word "issue" means lineal descendants forever, including those becoming so by adoption and those born or adopted after the execution of this will; a child in gestation, later born alive, shall be considered a child in being; the words "personal representative" and "trustee" include multiple personal representatives and trustees and any successors; the term "I.R.C." means the United States Internal Revenue Code and references to provisions thereof

are to such provisions as from time to time amended and to corresponding provisions of any future United States Internal Revenue law.

I declare this my Will in the County of Milwaukee, State of Wisconsin, this 13th day of August, 1990.

Terry W. Frazier (SEAL)
Terry W. Frazier

We certify that the foregoing instrument, consisting of eight (8) and a fraction typewritten pages above the testator's signature, was, on the date set forth above, signed, sealed, published and declared by the above named testator, TERRY W. FRAZIER, as and for his Will in our presence; that at his request and in his presence, and in the presence of each other, we subscribed our names as attesting witnesses thereto; and that we believe the testator to be of sound mind and memory, of full age to execute a Will, and not acting under any restraint.

Richard H. Dittman of Milwaukee, Wis
Richard H. Dittman of Milwaukee, Wisconsin

TWE/444/09458004
062790

STATE OF Wisconsin
COUNTY OF Milwaukee

FILED

THIS DATE

OCT 05 2001

AFFIDAVIT OF SUBSCRIBING WITNESS

CHARLES A. WEEMS
CHANCERY CLERK
By: [Signature] D.C.

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Richard H. Dittman, one of the subscribing witnesses to a certain instrument of writing, the original of which is attached hereto, purporting to be the Last Will and Testament of Terry W. Frazier, of the City of Madison, Madison County, Mississippi, who having been by me first duly sworn, did state on oath that the said Terry W. Frazier, on the 13th day of August, 1990, in the presence of this affiant and the other subscribing witness, signed, published, and declared said instrument as his Last Will and Testament and that the said Terry W. Frazier was, at said time, of sound and disposing mind and memory and more than twenty-one (21) years of age, and that this affiant subscribed and attested said instrument as a witness to the signature and publication thereof at the special instance and request of the said Terry W. Frazier in the presence of said Terry W. Frazier and the other subscribing witness.

Richard H. Dittman
Affiant

Sworn to and subscribed before me this the 25th day of September, 2001.

[Signature]
Notary Public



My Commission Expires: 2/15/04

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 5th day of Oct, 2001, at 9:30 o'clock a M., and was duly recorded on the OCT 5 2001, Book No. 33, Page 776.

CHARLES A. WEEMS, CHANCERY CLERK

BY: [Signature] D.C.



2001-821

FILED
THIS DATE

LAST WILL AND TESTAMENT

OCT 05 2001

OF

ROBERT KENT CAUSEY

CHARLES A. WEEMS
CHANCERY CLERK
By: [Signature] DC.

I, ROBERT KENT CAUSEY, an adult resident of Madison County, Mississippi, and being of sound and disposing mind and memory, declare this to be my Last Will and Testament, hereby revoking any and all other Wills and Codicils heretofore made by me, intending hereby to dispose of all my worldly goods.

ARTICLE I

I hereby authorize and direct my Executrix hereinafter named to pay all of my funeral expenses and expenses of my last illness, if any, and all of my just debts as soon as possible

ARTICLE II

I hereby appoint my wife, Lena M. Causey, as Executrix of this, my Last Will and Testament, and my estate. In the event that Lena M Causey should predecease me, or for any reason, shall fail to qualify or decline to act as my Executrix, then I hereby appoint my son, Robert Kent Causey, Jr., to serve as Successor Executor of this my Last Will and Testament, and my estate. Any and all references hereinabove to my "Executrix" shall include and refer to Successor Executor herein named and I herein confer upon said Successor Executor all of the rights, powers and duties, discretion and obligations conferred by law upon my original Executrix. My Executrix and my Successor Executor hereinabove named shall serve without bond, and to the extent as allowed by law, I hereby waive the necessity of preparing or filing any inventory, accounting or formal appraisal of my estate.

ARTICLE III

I hereby grant unto my Executrix the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate, not expressly devised hereinafter, as freely as I

Robert Kent Causey

might in 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 my Executrix shall be required to inquire into the propriety of any of her actions. I expressly confer upon my Executrix to be exercised in her sole and absolute discretion, all of the powers, rights and discretions granted by law in the "Uniform Trustees' Power Law" specifically set forth in Sections 91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, as now enacted or hereafter amended, which "Uniform Trustees' Power Law" is hereby incorporated by reference as though fully and completely copied herein. Should said "Uniform Trustees' Power Law" be repealed, then my Executrix herein named shall continue to have all the powers, rights and discretion granted by said "Uniform Trustees' Power Law" the same as if it were still in effect.

ARTICLE IV

I hereby give, devise and bequeath unto my son, Robert Kent Causey, Jr., personal property of my estate consisting either of money and/or stocks and bonds valued at Three Hundred Thousand Dollars (\$300,000.00). I direct that the form of such bequest be either in money or stocks and bonds to be determined solely in the discretion of my Executrix in determining what is in the best interest of my son, Robert Kent Causey, Jr.

I further give, devise and bequeath unto my son, Robert Kent Causey, Jr., any and all oil, gas and mineral interests of any and every kind or nature which I may own at the time of my death, wheresoever, situated, or to which I may be entitled at the time of my death, whether vested in me at the time of my death, or inherited and to be inherited by me from my mother, Feva Lott Causey.

ARTICLE V

I hereby give, devise and bequeath unto my wife, Lena M. Causey, all the remainder and residue of my property, either real, personal or mixed, tangible or intangible, which I may own at the time of my death, or to which I may be entitled at the time of my death, wheresoever situated.

Page Two of Last Will and Testament of

Robert K. Causey

In the event my wife, Lena M. Causey, should predecease me, or in the event we should die as a result of a common disaster, in which event it is to be conclusively presumed that she predeceased me, then I hereby give, devise and bequeath unto my son, Robert Kent Causey, Jr all my property, real, personal or mixed which I may own at time of my death.

nt e IN WITNESS WHEREOF, I have hereunto signed and subscribed my signature, this, the

31 day of January, 2000

Robert Kent Causey
ROBERT KENT CAUSEY

WITNESSES:

Patricia N. Huffstetler
NAME

P.O. Box 92, Clinton, MS 39060
ADDRESS

Ben Preston
NAME

101 Mauri Cove, Clinton, MS 39056
ADDRESS

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, Catherine Warren Lee, a Notary Public in and for the state and county aforesaid, Patricia N. Huffstetler, one of the subscribing witnesses to this certain instrument of writing, being the Last Will and Testament of Robert Kent Causey of Madison County, Mississippi, who, having been first duly sworn, makes oath that the said Robert Kent Causey signed, published and declared this said instrument as his Last Will and Testament on the 31 day of January, 2000, the date of said instrument, in the presence of this affiant and Ben Preston, the other subscribing witness to said instrument, that, the said Robert Kent Causey was of sound and disposing mind and memory, over the age of twenty-one years and that the said affiants, Patricia N. Huffstetler and Ben Preston subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request of Robert Kent Causey and in the presence of Robert Kent Causey and in the presence of each other

Patricia N. Huffstetler

SWORN TO AND SUBSCRIBED BEFORE ME this, the 31 day of January, 2000

Catherine Warren Lee
NOTARY PUBLIC

MY COMM. EX. 1-23-2003

Robert Kent Causey

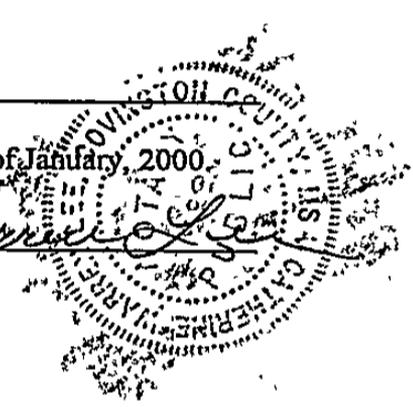
STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, Catherine Warren Lee, a Notary Public in and for the state and county aforesaid, Ben Preston, one of the subscribing witnesses to this certain instrument of writing, being the Last Will and Testament of Robert Kent Causey of Madison County, Mississippi, who, having been first duly sworn, makes oath that the said Robert Kent Causey signed, published and declared this said instrument as his Last Will and Testament on the 31 day of January, 2000, the date of said instrument, in the presence of this affiant and Patricia N. Huffstetler, the other subscribing witness to said instrument; that, the said Robert Kent Causey was of sound and disposing mind and memory, over the age of twenty-one years and that the said affiants, Ben Preston and Patricia N. Huffstetler subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request of Robert Kent Causey and in the presence of Robert Kent Causey and in the presence of each other.

Ben Preston

SWORN TO AND SUBSCRIBED BEFORE ME this, the 31 day of January, 2000.

Catherine Warren Lee
NOTARY PUBLIC



MY COMM EX: 1-23-2003

Page Four of Last Will and Testament of

Robert Kent Causey

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 5th day of Oct, 2001, at 9:30 o'clock a M., and was duly recorded on the OCT 15 2001, Book No. 33, Page 781.

CHARLES A. WEEMS, CHANCERY CLERK

BY: Stacey Lee D.C.



2001-830

BOOKPAGE 71

I, Clarence H. Cain, being an adult
Citizen of Madison County, Wisconsin,
and of sound and disposing mind
and memory, do hereby make, publish
and declare this to be my last
Will and Testament, hereby revoking all
Wills and Codicils thereto, heretofore
made by me.

I do hereby give, devise and
bequeath unto my daughter, Carlye
Cain Wolfe, one half of all my
properties, real, personal and
mixed, and interests the same
may be located or situated at
the time of my death.

I do hereby give, devise and
bequeath unto my son, Donald
Robert Cain III, one half of all
my properties, real, personal and
mixed, and interests the same
may be located or situated at the
time of my death.

Should either or both of
my above named children be
in the will, I give, devise and bequeath
the share of the deceased child

In my granddaughter, Carlisle Wolfe,
with the request that her father,
Richard S. Wolfe, be appointed her
guardian in the event that she is
not of legal age.

I hereby name, constitute and
appoint my daughter, Carlisle Cain wife,
as executrix of this will, to serve
without the necessity of bond, inventory,
appraisal or accounting to any court.

In the event that my daughter,
Carlisle Cain wife produces me in
deeds, I appoint my son Samuel
Robert Cain III as executor of my
estate to serve without the necessity
of bond, inventory, appraisal or
accounting to any court.

Signed and declared by me,
Clarence H. Cain, as my last will and
testament in the presence of three
witnesses, who also signed, at my
request in my presence, and in the
presence of each other.

Witnesses
Wayne H. Spruiell Jr.
Imogene E. Levy

Clarence H. Cain
August 5th, 1994

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 12th day
of Oct, 20 01, at 10:15 o'clock a M., and was duly recorded
on the OCT 12 2001, Book No. 33, Page 791.

CHARLES A. WEEMS, CHANCERY CLERK

BY: Stacey Hill D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
CLARENA H. CAIN, DECEASED

CIVIL ACTION FILE
NO. 200-830
FILED
THIS DATE

PROOF OF WILL

OCT 12 2001

STATE OF MISSISSIPPI
COUNTY OF MADISON

CHARLES A WEEMS
CHANCERY CLERK
By [Signature] D.C.

Personally appeared before me, the undersigned authority in and for said county and state, **IMOGENE E. LEVY**, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of Clarena H Cain, deceased, and who, being by me first duly sworn, deposed and said that the said Clarena H Cain signed, published and declared said instrument as her Last Will and Testament on August 24, 1994, the date of said instrument, in the presence of this deponent, and that the said Testatrix 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 Imogene E Levy subscribed and attested said instrument, as witness to the signature and publication thereof, at the special instance of the said testatrix, in the presence of the said Clarena H Cain and in the presence of Lloyd G. Spivey, Jr, 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.

And Affiant further affirmed that she is familiar with the handwriting of Clarena H. Cain, the Testatrix, and having examined the Last Will and Testament attached as Exhibit "A" to the

EXHIBIT
"B"

Petition for Appointment of Executrix filed in this matter, does hereby attest that such handwriting and signatures are genuine and were made and written by Clarena H. Cain.

Imogene E. Levy
IMOGENE E. LEVY

SWORN TO AND SUBSCRIBED before me, this the 16th day of April, 2001.

Mary Margaret Johnson
NOTARY PUBLIC

My Commission Expires
May 20, 2003



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 12th day of October, 2001, at 10:15 o'clock A. M., and was duly recorded on the 12th day of October 2001 Book No. 33 Page 7B.

CHARLES A. WEEMS, CHANCERY CLERK BY: Michelle Katelye D.C.

#2001-843

LAST WILL AND TESTAMENT

OF

ELIZABETH BENTLEY NEWMAN

FILED

THIS DATE

OCT 19 2001

CHARLES A WEEMS
CHANCERY CLERK

By: S. J. [Signature]

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

ARTICLE I.

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

ARTICLE II.

I hereby direct my Executor to pay all federal and state estate, inheritance, succession, transfer or other death taxes (singularly and collectively, "Death Taxes") which are assessed against my estate or against any beneficiary, including estate and inheritance taxes assessed on account of life insurance proceeds or other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate purposes, out of my residuary estate passing under Article VI hereof; provided, however, that this provision shall not apply to any tax imposed as a result of Section 2041 or 2044 or

Elizabeth Bentley Newman
ELIZABETH BENTLEY NEWMAN

Chapter 13 of the Internal Revenue Code of 1986, as amended, or any corresponding provision of state law. I direct that my Executor not seek reimbursement under Section 2207A of the Internal Revenue Code or any similar provision of any other law for any taxes imposed by reason of inclusion of property in my gross estate under Section 2044 of the Code or any similar provision of any state law.

ARTICLE III.

My husband, William Richard Newman, Jr., has predeceased me. I have three (3) children who are as follows: Barbara Newman Kroeze, William Richard Newman III, and Carolyn Newman McIntyre. All references in this Will to "my children" or "said children" shall be deemed to refer to the above-mentioned children. I have six (6) grandchildren who are as follows: Dr. Louis Ernest Ridgway III, Carolyn Ridgway Walker, Nancy Newman Merrell, William Richard Newman IV, John S. McIntyre III, and Andrews N. McIntyre. All references in this Will to "my grandchildren" or "said grandchildren" shall be deemed to refer to the above-mentioned grandchildren.

ARTICLE IV.

A. I give and bequeath unto my children, in equal shares, all of my tangible personal property owned by me at the time of my death.

ARTICLE V.

A. I give, devise, and bequeath to my grandchildren, in equal shares, outright and free of trust, that amount of property, if any, that has a value equal to the amount of my available generation-skipping transfer exemption from the federal generation-skipping transfer tax. The term "available generation-skipping transfer exemption from the federal


ELIZABETH BENTLEY NEWMAN

generation-skipping transfer tax" means an amount equal to the generation-skipping transfer exemption (sometimes referred to as "GST exemption") provided in Section 2631(a) of the Code that has not been allocated (a) by me as the transferor (as defined in Section 2652(a) of the Code), or (b) by operation of law to property transferred by me during my lifetime or deemed to have been so transferred by me, or (c) by my Executor to transfers made by me during lifetime or at my death. It is my intention that the Executor first distribute any interest that I own in Ric-Car-Bar Ranch, LLC to my grandchildren to satisfy such bequest; but in no event shall the value of my interest in Ric-Car-Bar Ranch, LLC to be transferred to my grandchildren exceed the amount of my available generation-skipping transfer exemption. In the event that the fair market value of the interest in Ric-Car-Bar Ranch, LLC being transferred to my grandchildren under the terms of this Article is less than the amount of my then remaining available generation-skipping transfer exemption, the Executor shall distribute assets, including cash, if any, having an aggregate fair market value on the date or dates of distribution equal to the difference between my available generation-skipping transfer exemption and the fair market value of the interest in Ric-Car-Bar Ranch, LLC transferred to my grandchildren under this Article. The Executor may make a distribution in kind or partly in cash or other assets and partly in kind. In the event of any such distribution other than a distribution in kind of each asset, the Executor shall use the fair market value of the assets as of the date or dates of distribution.

B. If any one or more of my said grandchildren shall have predeceased me, the share that such deceased grandchild or grandchildren would have received shall instead be distributed to their descendants per stirpes, subject to the provisions of Paragraph C of this Article. In the event that a grandchild or grandchildren shall have predeceased me without leaving descendants surviving, the share of a deceased grandchild without descendants

Elizabeth Bentley Newman
 ELIZABETH BENTLEY NEWMAN

surviving shall be distributed pro rata to the siblings of such deceased grandchild with the descendants of any deceased sibling to take per stirpes their deceased parent's share.

C. If any beneficiary more remote than my grandchildren, having become entitled to distributions of all or a portion of the trust estate under the terms and provisions of any of the foregoing paragraphs, except for discretionary distributions of income and/or principal, shall be under the age of twenty-five (25) years or be under any legal disability, his or her share shall be vested in him or her, but distribution shall be postponed until he or she attains such age, or until such legal disability is removed. The Trustee shall pay to or for the benefit of such beneficiary-descendant such part of the income and principal of the retained share as the Trustee considers necessary for his or her support, medical care, education and welfare and may add to the principal any income not so expended. If the beneficiary-descendant dies prior to attaining the age of twenty-five (25) years, the trust assets, including any accumulated income, shall be distributed to the Executor or Administrator of the estate of such deceased beneficiary-descendant.

ARTICLE VI.

A. All of the rest, residue and remainder of my property, real, personal and mixed, and wherever situated, including all failed or lapsed legacies, shall be referred to in this Will as my "residuary estate." I hereby give, devise, and bequeath my residuary estate, outright and free of trust, in equal shares, to my children. In the event that any of my said children predeceases me leaving descendants surviving, then the share of my residuary estate that would have passed to such predeceased child shall pass unto the then living descendants of such child, per stirpes. In the event that any of my said children predeceases me without leaving descendants surviving, then the share of my residuary

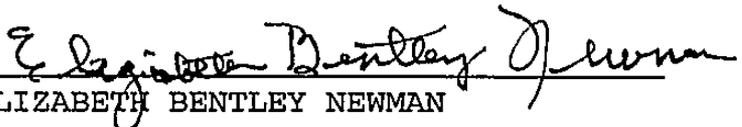

ELIZABETH BENTLEY NEWMAN

estate that would have passed to such predeceased child shall pass to my surviving children (and unto the then living descendants, per stirpes, of any predeceased child) in equal shares, per stirpes. The distribution of such property under this Article to any descendants of my said children shall be distributed outright to such descendants, subject to the terms and provisions of Article VII below.

B. To the extent that any of my children disclaims a part or all of his or her interest in the property passing to him or her under the terms and provisions of this Article VI, then such disclaimed property shall be distributed outright to his or her descendants, per stirpes, subject to the terms and provisions of Article VII below. Any such disclaimed property shall pass and be distributed after the Death Taxes have been paid by, or allocated to, my residuary estate so that the disclaimed property shall pass after Death Taxes have been paid or allocated. To the extent that any generation-skipping transfer taxes are created or are generated as a result of any such disclaimer, any such generation-skipping transfer taxes shall be paid from, and borne by, the disclaimed property.

ARTICLE VII.

Should any descendant of mine, other than my children, having become entitled to any of my property under Article VI of this Will, except for discretionary distributions of income and/or principal, shall be under the age of twenty-five (25) years, or be under any other legal disability, his or her share shall be vested in him or her but his or her share shall be delivered to the Trustee hereinafter named, IN TRUST NEVERTHELESS, to be held in a separate trust until such descendant attains the age of twenty-five (25) years or until such descendant is removed from legal disability, at which time his or her property shall be delivered to him or her free of trust. During the term of any trust created


ELIZABETH BENTLEY NEWMAN

hereunder, the Trustee shall pay, apply or accumulate the income from each such separate trust estate to or for the use of the beneficiary thereof, in such amounts and in such manner as the Trustee may determine in the Trustee's uncontrolled discretion, taking into account the needs of the beneficiary for support, education, medical care, maintenance and welfare. Said Trustee may also pay or apply such part or all of the principal in like manner if the income is not sufficient for the needs of the beneficiary for support, education, medical care, maintenance and welfare. If the beneficiary dies before attaining the age of twenty-five (25) years or prior to such a disability being removed, the Trustee shall distribute the then principal of said trust and any accrued income to the Executor or Administrator of such beneficiary's estate to be held, administered, and distributed as a part thereof.

ARTICLE VIII.

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

2. Notwithstanding any other provision contained in this Will to the contrary, I hereby authorize and empower my Executor to sell any real property owned by me at the time of my death except such real property as may be specifically devised or bequeathed hereinabove in this Will. My Executor is hereby authorized and empowered to determine whether to sell any such property, and if so, the terms and conditions of such sale. In the event of any such sale it shall not be necessary for my Executor to


ELIZABETH BENTLEY NEWMAN

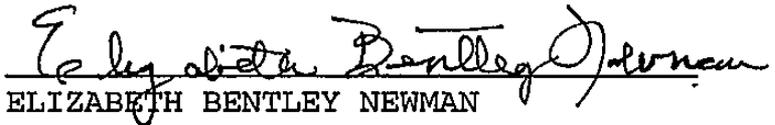
give notice to any beneficiaries under this Will nor to any Trustee of any trust created hereunder, nor to any beneficiaries of any trust created hereunder, it being my intention and direction that my Executor be authorized and empowered to sell any such property without the necessity of notice to, or joinder by, any beneficiary under this Will or any beneficiary of any trust created under this Will.

B. None of the beneficiaries hereunder shall have any power to sell, transfer, convey, or in any other manner alienate their interest in either the income or principal of this estate or of any trust created hereunder. In addition, all sums payable to such beneficiaries hereunder, whether income or principal, shall be free and clear of the debts, contracts and alienations of the beneficiaries and none of such income or principal of any trust created hereunder shall be subject to be taken by any beneficiary's creditors by any process whatsoever.

C. I expressly waive any requirements of law or otherwise that accountings be filed with any court or other public tribunal except upon the written request of any individual having an interest in the trusts or by the voluntary action of the Trustee.

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

E. My Executor and Trustee shall have the power to allocate any of my federal exemption from the federal generation-skipping transfer tax provided in Section 2631 of the Code which is available at the time of my death to any property as to which I am deemed to be the transferor under the provisions of Section 2652(a) of the Code, including any property transferred by me during my life as to which I did not make an allocation prior to my death.


ELIZABETH BENTLEY NEWMAN

Property may be subject to elections and allocations under this Paragraph E whether or not it is included in my probate estate. The elections provided in this paragraph shall be in the discretion of my Executor, except for any specific directions granted to my Executor or Trustee under preceding provisions of this Will, who shall have the power to omit any such property from any such election or allocation. Any decision made by the Executor under this paragraph shall be binding on all persons. I authorize but do not direct my Executor or my Trustee, as the case may be, to divide any trust established by this instrument, at any time, into two or more separate trusts so that the federal generation-skipping transfer tax inclusion ratio as defined in Section 2642(a) of the Code for each trust shall be either zero or one. Any such separate trust shall have the identical provisions as the original trust.

F. If at any time the Trustee determines that the value of any trust under this instrument is \$50,000 or less, the Trustee may in its discretion distribute that trust, as then constituted, to the beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if there is more than one beneficiary to whom the current income of any trust could then be paid and if their interests are indefinite, the Trustee shall distribute the trust, per stirpes, to such of those beneficiaries as are descendants of mine or, if no beneficiary is a descendant of mine, to those beneficiaries in equal shares.

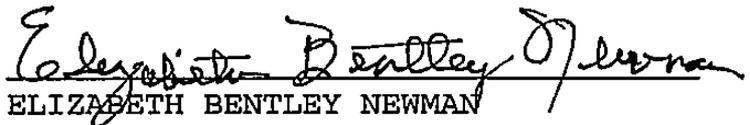
G. Notwithstanding anything herein to the contrary, the trusts under this instrument shall terminate not later than twenty-one years after the death of the last survivor of my descendants living on the date of my death, at the end of which period the Trustee shall distribute each remaining portion of the trust property to the beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if


ELIZABETH BENTLEY NEWMAN

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

H. Anything herein to the contrary notwithstanding, any beneficiary or the duly appointed personal representative of the estate of any beneficiary of my estate or any trust estate hereunder shall have the right and power to disclaim irrevocably such beneficiary's interest in my estate or such trust estate, by written notice delivered to the holder of the legal title to the property to which such interest relates at any time prior to the acceptance by or on behalf of such beneficiary of such interest or any of its benefits and within nine (9) months of the date of my death or such later period as may be permitted by the Internal Revenue Code in the future; and, upon receipt of such written notice, such interest shall be administered in accordance with the provisions hereof as though such beneficiary had predeceased me and as otherwise provided in this Will. In the event that any of the aforementioned persons should disclaim or release an above-described interest more than nine months after the date of my death, such disclaimer or release shall take effect as of the date of such disclaimer or release, and my estate, if it is still open, or any trust estate created hereunder, shall be administered and distributed as though such beneficiary had died as of the date of such disclaimer or release.

I. Notwithstanding any other provision contained in this Will to the contrary, whenever it is provided that there shall be a partial or total termination of a trust at a time when a beneficiary attains a certain age, if the beneficiary who attains such age is under a legal disability, the trust assets that would otherwise be distributed to such beneficiary as a result of such


ELIZABETH BENTLEY NEWMAN

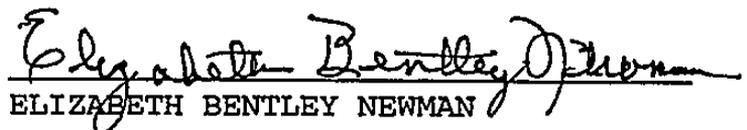
age attainment shall instead continue to be held in trust until such beneficiary is removed from such legal disability. However, if the interest of such beneficiary in the trust has not vested prior to the time that such beneficiary attains such required age, the interest of the beneficiary in the trust property that is directed to be distributed to such beneficiary upon the attainment of a specified age shall then be vested in such beneficiary notwithstanding that the trust property continues to be held in trust because of the legal disability of such beneficiary.

ARTICLE IX.

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

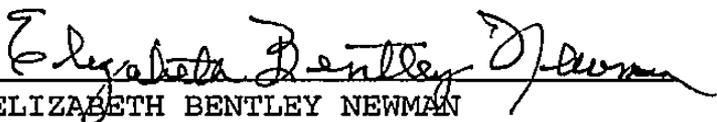
ARTICLE X.

A. I hereby nominate, constitute and appoint my son, William Richard Newman, III, as Executor of this my Last Will and Testament. In the event that he should be unable or unwilling to serve as Executor either before or after entering upon such duties, I hereby appoint First American National Bank, operating as Deposit Guaranty National Bank, as successor Executor of this my Last Will and Testament. I hereby appoint my daughter, Barbara Newman Kroeze, my son, William Richard Newman, III, and my daughter, Carolyn Newman McIntyre, as Trustees of any and all trusts created under the terms and provisions of this Will. Should any of my said children be unable or unwilling to serve as Trustee either before


ELIZABETH BENTLEY NEWMAN

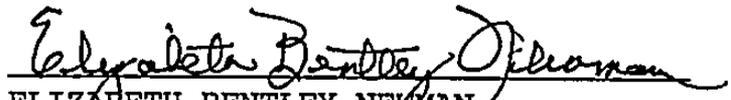
or after entering upon such duties, I hereby authorize and empower my remaining Trustees to designate and appoint a suitable person to fill such vacancy of the Trustee. In the event that a vacancy of the Trustees occurs and my remaining Trustees cannot agree upon a suitable person to fill such vacancy, or in the event that all of my Trustees should become unable or unwilling to serve as Trustee without having designated successor Trustees, then in such case First American National Bank, operating as Deposit Guaranty National Bank, shall serve as successor Trustee of any such trusts created under this Will where a vacancy or vacancies occur. I hereby relieve my Executor, my successor Executor, my Trustees, and my successor Trustee, from giving bond, from having an appraisal made of my estate and of making or filing any reports, inventories, returns, or accountings of any kind or character to any Court or other tribunal.

B. 1. Since Deposit Guaranty National Bank has been involved in a corporate merger or acquisition in which Deposit Guaranty National Bank is not the surviving corporation, any beneficiary of any trust created under this Will shall have the right to petition the appropriate Chancery Court (for purposes of this Will, the "appropriate Chancery Court" shall be deemed to mean the Chancery Court of the First Judicial District of Hinds County, Mississippi, or the Chancery Court in which any of such beneficiaries may reside in the State of Mississippi, if any are later living in such state), for the removal of the Trustee, and in such event, the Court shall determine whether or not it is in the best interest of the beneficiaries of the trusts created under this Will for some other trustee to be designated and appointed or whether it would be in the best interest of the beneficiaries for said Bank to continue serving as Trustee. Based upon facts and circumstances known to me at the time of the execution of this Will, it is my opinion that it would be in the best interest of the beneficiaries of the trusts created hereunder for the trusts to be administered by a Trustee bank which has its principal place of


ELIZABETH BENTLEY NEWMAN

business in the State of Mississippi. However, I recognize that there are only several banks with sizeable trust departments operating in the State of Mississippi at this time and that all of such banks could, in the future, become acquired by, or merge with, some banking corporation domiciled outside the State of Mississippi. Therefore, I must rely upon the appropriate Chancery Court to determine in the future what is in the best interest of the beneficiaries of trusts created under this Will with respect to the office of Trustee. Any successor Trustee appointed by the court shall be an independent corporate trustee who shall serve without bond, unless otherwise specifically ordered by said court, and which Trustee shall also have assets of not less than \$1 billion in terms of 1998 dollars as such may be subsequently adjusted by whatever consumer price index the Chancery Court deems appropriate. The term "independent corporate trustee" shall mean a corporate trustee that is not related or subordinate to the income beneficiary or beneficiaries within the meaning of Section 672(c) of the Internal Revenue Code of 1986, as amended.

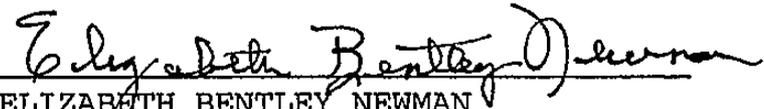
2. In addition to the rights of removal of trustees as conferred by law and as conferred hereinabove in this Article, any beneficiary shall have the right to petition the appropriate Chancery Court for the removal of any corporate Trustee. In such event, such corporate Trustee may be removed by said court with or without cause and without the necessity of finding a breach of trust in the event that the court finds that it would be in the best interest of all beneficiaries of trusts created hereunder that some other corporate trustee serve as Trustee hereunder. The language in this paragraph shall not be deemed to constitute a power of removal of the corporate Trustee by any beneficiary. Further, the court shall not remove the corporate Trustee merely because a beneficiary requests, in a petition, that such be done. The Court shall use its own judgment to determine whether or not under the then existing facts and circumstances it would be in the best interest of the beneficiaries of a trust or trusts for the


ELIZABETH BENTLEY NEWMAN

corporate Trustee to be removed and another corporate trustee appointed. In such event, the court shall appoint an independent corporate trustee who shall meet the same qualifications as are specified in Subparagraph 1 above. Further, in the event that any such petition is filed, only (1) the adult beneficiaries of any trust to whom the petition relates, and (2) the parents, or custodial parent, as the case might be, or if neither, the guardian or adult with whom any minor child is residing, shall be required to be named as parties for any minor beneficiaries to whom such petition relates. There shall be no requirement of any guardian ad litem for any beneficiaries or for any unknown or contingent beneficiaries.

3. In addition to the rights of removal of Trustees granted in this instrument and under Mississippi law or the law of the state having jurisdiction over this Will or any trust created hereunder, I hereby authorize a majority of the then income beneficiaries of any trust created under this Will to remove a corporate Trustee or Trustees appointed hereunder and to appoint a successor Trustee, from time to time, which such successor Trustee shall be an independent corporate Trustee, being a non-related, non-subordinate corporate Trustee. Such removal and designation of a successor shall be handled in the same manner as if the then corporate Trustee had resigned and such successor shall be appointed in the same manner as is provided under the Mississippi Resignation and Succession of Trustees Act (being Section 91-9-201 et seq. of the Mississippi Code of 1972 Annotated).

4. Any successor corporate Trustee shall have all of the rights, powers and discretions given to, and shall be subject to all of the limitations imposed upon, Deposit Guaranty National Bank without any act of conveyance or transfer, except as may otherwise be provided in this Will. Further, the successor Trustee shall have no obligation to investigate any breach of trust nor shall any successor trustee be liable for same. Notwithstanding


ELIZABETH BENTLEY NEWMAN

this provision, the successor trustee shall investigate any breach of trust brought to its attention by any beneficiary and, in the case of any question involving the expenditure of funds, to investigate such breach, shall use its own judgment, or shall seek instructions from an appropriate Chancery Court.

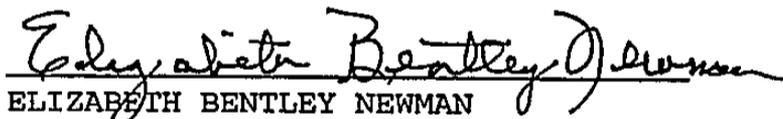
C. During the period of administration of my estate, my Executor shall have all of the powers with reference to my estate and the assets of my estate that are granted to Trustees under the said Uniform Trustees' Powers Act with reference to trusts and trust assets, reference to which Uniform Act is again hereby made, as such act now provides or may hereafter be amended in the future.

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

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

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

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


ELIZABETH BENTLEY NEWMAN

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

D. References to the "Internal Revenue Code" or "Code" or to provisions thereof are to the Internal Revenue Code of 1986, as amended, at the time in question. References to the "Regulations" are to the Treasury Regulations under the Code. If by the time in question a particular provision of the Code has been renumbered, or the Code has been superseded by a subsequent federal tax law, the reference shall be deemed to be to the renumbered provision or the corresponding provision of the subsequent law, unless to do so would clearly be contrary to my intent as expressed in this Will, and a similar rule shall apply to references to the Regulations.

ARTICLE XI.

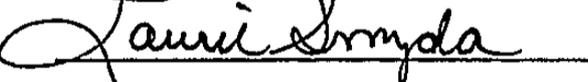
A. Throughout this Will, the masculine gender shall be deemed to include the feminine, and the singular, the plural, and vice versa.

B. The term "Executor" as used herein shall be deemed to refer to my Executor and any successor Executor. The term "Trustee" as used herein shall be deemed to refer to any Trustee or successor Trustee.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this, my Last Will and Testament, consisting of 15 pages on the 30th day of August, 1999.


ELIZABETH BENTLEY NEWMAN

WITNESSES:

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by ELIZABETH BENTLEY NEWMAN, as her Last Will and Testament, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 20th day of August, 1999.

G.W. Estes
Laurie Smyda

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF HINDS

We, A.W. Greer and Laurie Smyda, on oath state that we are the subscribing witnesses to the attached written instrument dated the 30th day of AUGUST, 1999, which has been represented to be the Last Will and Testament of Elizabeth Bentley Newman ("Testatrix"), who stated that she had a fixed place of residence in the City of Jackson, Hinds County, Mississippi. On the execution date of the instrument, the Testatrix, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

DATED this 30th day of AUGUST, 1999.

A.W. Greer
Signature of Witness
22 Village Green Court
Street Address
Jackson, MS 39211
City and State

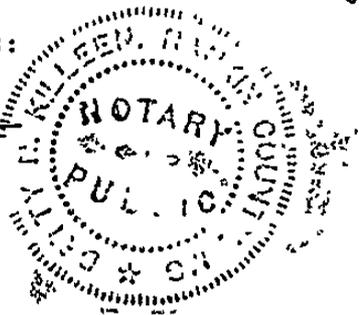
Laurie Smyda
Signature of Witness
154 Indian Mound Ridge
Street Address
Brandon, MS 39042
City and State

Subscribed and sworn to before me on this the 30th day of August, 1999.

Betty N. Killeen
NOTARY PUBLIC

My Commission Expires: SEPT. 2, 2001
MISSISSIPPI STATE NOTARY PUBLIC
MY COMMISSION EXPIRES SEPT. 2, 2001
BONDED THRU STEGALL NOTARY SERVICE

[AFFIX NOTARY SEAL]



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 19th day of Oct, 2001, at 9:30 o'clock a M., and was duly recorded on the OCT 19 2001, Book No. 33, Page 795

CHARLES A. WEEMS, CHANCERY CLERK

BY: Stacey Hill DC



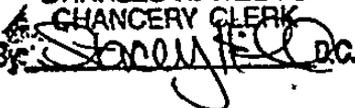
LAST WILL AND TESTAMENT

OCT 19 2001

#2001-847

OF

JAMES DAUSEY WROTEN, JR.

CHARLES A. WEEMS
CHANCERY CLERK
BY  DC.

I, James Dausey Wroten, Jr., an adult resident citizen of Madison County, Mississippi, being above the age of twenty-one years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any previous Wills and/or Codicils heretofore made by me.

ITEM I.

I hereby appoint, nominate and constitute my son, James Dausey Wroten, III, 5529 Ferguson Road, Liberty, N. C. 27298, as Executor of this my Last Will and Testament and if he be unable or unwilling to so serve, then my brother, Joseph Eason Wroten, 906 Cheryl Dr., Aberdeen, MS 39730, as Executor and in either event I waive all bond, inventory, appraisal and accounting, insofar as I am legally entitled to waive same.

ITEM II.

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

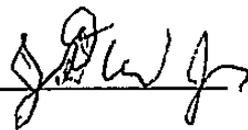
ITEM III.

I give and bequeath my automobiles, household furniture, furnishings, ornamental decorations, silver, china, pictures, linen, glassware, clothing, books, jewelry, sport equipment and other personal effects to my son, James Dausey Wroten, III, if he survives me, or if he does not survive me, to my grandson, James Dausey Wroten, IV.

ITEM IV.

I give and bequeath to my son, James Dausey Wroten, III, as Trustee for the benefit of my grandson, James Dausey Wroten, IV, the sum of \$25,000 to be handled under the

JDW, JR.



terms of the Trust established in Item VIII of this my Last Will and Testament. Should my said son be unable to serve as said Trustee, my brother Joseph Eason Wroten, shall serve

ITEM V.

I give and bequeath to my son, James Dausey Wroten, III, as Trustee for the benefit of my grandson, John McKeigney, the sum of \$10,000 to be handled for the benefit of said John McKeigney under the terms of the Trust established in Item VIII herein. If my said grandchild shall predecease me, then the above \$10,000 bequest shall lapse and pass to my son under Item VII or to my grandson, James Dausey Wroten, IV, under Item VIII of this my Last Will and Testament, as the situation dictates.

Should my son be unable to serve as Trustee then my said brother, Joseph Eason Wroten shall serve.

ITEM VI.

I give and bequeath to my son, James Dausey Wroten, III, as Trustee, for the benefit of my grandson, Will McKeigney, the sum of \$10,000 to be handled for the benefit of said Will McKeigney under the terms of the Trust established under the terms of Item VIII herein. If my said grandchild shall predecease me, then said \$10,000 bequest shall lapse and pass to my son under the terms of Item VII or to my grandson, James Dausey Wroten, IV, under Item VIII of this my Last Will and Testament, as the situation dictates.

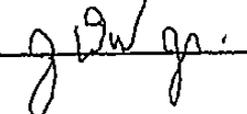
Should my said son be unable to serve as Trustee, then my brother, Joseph Eason Wroten, shall serve.

ITEM VII.

I give, devise and bequeath all the rest, residue and remainder of my property, of whatsoever kind or character and wheresoever situated, to my said son, James Dausey Wroten, III.

ITEM VIII.

In the event my said son, James Dausey Wroten, III, does not survive me, then I give, devise and bequeath all the rest, residue and remainder of my property, of whatsoever kind

JDW, JR. 

or character and wheresoever situated, to my grandson, James Dausey Wroten, IV, provided that if my said grandson is less than thirty years of age said property shall be placed in trust with my brother, Joseph Eason Wroten, as Trustee for said grandchild, until such child becomes thirty years of age, with the full authority in said Trustee to expend from income or corpus such sums as said Trustee, in his sole discretion, deems to be in the best interest of said grandchild from time to time. I waive all bond, inventory, and appraisal by said Trustee and vest full and complete discretion and authority in said Trustee to administer, manage, sell, invest, re-invest, mortgage, encumber, expend income or corpus, all as said Trustee deems to be in the best interest of the said grandchild. When my said grandchild attains the age of twenty-six (26) years, (or if my said grandchild has already attained the age of twenty-six (26) years when this trust comes into existence) the Trustee shall pay over, deliver, assign, transfer and convey to such grandchild one-half (½) of the trust estate, and as and when such grandchild becomes thirty (30) years of age, the Trustee shall pay over, deliver, assign, transfer and convey to such child the remainder of said grandchild's trust estate, and any undistributed income, and the trust shall thereby be terminated. Provided, however, if said grandchild shall predecease his thirtieth birthday, any remaining proceeds from said trust shall vest in such beneficiary's heirs at law at that time with the right in the Trustee to manage the assets under the terms of this trust until any such heirs at law thereunder become twenty-one (21) years of age. In addition to the powers, rights and privileges set out in the Mississippi Uniform Trustees' Powers Law with regard to the administration of this trust, the Trustee shall have all other powers, rights and privileges available under Mississippi law.

Neither the principal nor the income of any trust fund, which may be established hereunder, nor any part of same, shall be liable for the debts of the beneficiary thereof, nor shall the same be subject to seizure by any creditor of the beneficiary thereof, 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.

Any trust which may be established under this Will shall be a private trust, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee shall not be required to return to any court any periodic formal accounting of his administration of the trust, but said Trustee shall render annual account to the beneficiary thereof. No person paying money or delivering property to the Trustee shall be required to see to its application.

In the event my said brother shall predecease me, or should he be unwilling or unable to serve as Trustee, then Trustmark National Bank, a Mississippi banking corporation, shall serve as Trustee.

Under Items IV, V and VI of this my Last Will and Testament certain sums of money are bequeathed to my son, James Dausey Wroten, III, as Trustee for the benefit of my three grandsons. It is my desire that my said son handle said funds as Trustee for the benefit of my said grandsons under the same terms and conditions as stated in this Item VIII

ITEM IX.

Should both my said son and my grandson, James Dausey Wroten, IV, predecease me, then all the rest and remainder of my property, shall be placed in Trust under the terms of Item VIII herein for the benefit of any children of my said grandson, James Dausey Wroten, IV, share and share alike.

However, if both my said son and said grandson shall predecease me and my said grandson has no children, then all of my said property shall pass outright to my brother, Joseph Eason Wroten.

ITEM X.

I authorize my executor, without the order of any court, to sell any of my real estate or personal property not specifically given by me at public or private sale, without the joinder of any beneficiary, in the manner and on the terms and for the price as may seem best, and on each sale of real estate the proceeds are to be treated as forming part of my personal estate.

JDW, JR. J. D. Wroten, Jr.

ITEM XI.

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

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament on this the 7 day of August, 2001.

James Dausey Wrotten, Jr.
JAMES DAUSEY WROTEN, JR.

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

WITNESS: Melisa Shirley

Address: 6000 S. Pear Orchard Rd.
Ridgeland, MS 39157

WITNESS: Margaret Williams

Address: 1025 Bridgeway Dr.
Madison, MS 39110

JDW, JR. J. D. W. Jr.



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 19th day of Oct, 2001, at 9:15 o'clock a M., and was duly recorded on the OCT 19 2001, Book No. 33, Page 812.

CHARLES A. WEEMS, CHANCERY CLERK

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED

THIS DATE

IN THE MATTER OF THE ESTATE OF
JAMES DAUSEY WROTEN, JR.

OCT 19 2001

CIVIL ACTION NO. 2001-847

CHARLES A. WEEMS
CHANCERY CLERK

By: Shirley H. Coe

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the state and county aforesaid, the within named MARGARET WILLIAMS, 1025 Bridgeport Dr., Madison, MS 39110, 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 James Dausey Wroten, Jr, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 7th day of August, 2001, a true and correct copy of which is attached hereto as an Exhibit.

(2) That on the 7th day of August, 2001, said James Dausey Wroten, Jr signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Melisa Shirley, the other subscribing witness to the instrument

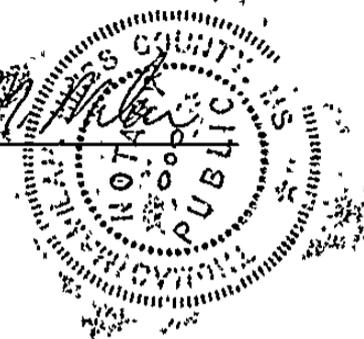
(3) That JAMES DAUSEY WROTEN, JR was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

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

Margaret E. Williams
MARGARET WILLIAMS

SWORN TO AND SUBSCRIBED before me, as of the 15th day of October, 2001.

Thomas M. Milam
Notary Public



My Commission Expires:
Notary Public State of Mississippi At Large
My Commission Expires: July 15, 2002
Bonded Thru Halden, Brooks & Garland, Inc.

OF COUNSEL:

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

Written James - Probate Estate Affidavit-Witness 001

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 19th day of Oct, 2001, at 9:15 o'clock a M., and was duly recorded on the OCT 19 2001, Book No. 33, Page 817.

CHARLES A. WEEMS, CHANCERY CLERK BY Jarvis Hill D.C.



FILED
THIS DATE

NOV 02 2001

#2001-839

LAST WILL AND TESTAMENT
OF
GAY LONGINO DURHAM

CHARLES A WEEMS
CHANCERY CLERK
By: *[Signature]*

I, GAY LONGINO DURHAM, a resident of the City of Jackson, Hinds County, Mississippi, being over the age of eighteen years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking any and all other wills and codicils heretofore made by me.

ARTICLE I

I hereby name, nominate, constitute, and appoint my son, William Edward Durham, as executor of this Last Will and Testament and direct that a formal appraisal of my estate be waived and further direct that my executor shall not be required to give any bond or file any accounting or inventory. My executor, during the period of administration of my estate, shall have full and complete power and authority to do any and all things deemed by him as necessary and in the best interests of my estate and the beneficiaries of this Will, as fully as I might do if living. It is my intention that the executor shall have the fullest possible powers and shall exercise them without the necessity of court authorization whenever possible.

I appoint my daughter-in-law, Robin Durham, as alternate executor to serve in the event that said William Edward Durham is unable or unwilling to serve and upon the same terms and conditions as stated above.

ARTICLE II

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

ARTICLE III

To my niece, Ann Wells Gaudet (whose current address is 130 Cativo Drive, Jackson, Mississippi), if she shall survive me, I

GLD

bequeath my four-piece antique bedroom suit; and I bequeath my sterling silver to whichever of my granddaughters, Martha Elizabeth Durham or Katherine Lowry Durham, first marries, if she shall survive me.

ARTICLE IV

With the exception of those items of personal property specifically bequeathed by this Will and such other items of personal property which I may hereafter separately bequeath by codicil or amendment to this Will, I give, devise and bequeath the rest, remainder and any residue of my property, real, personal and mixed, to my son, William Edward Durham.

WITNESS MY SIGNATURE this the 11th day of December, 1991.

Gay Longino Durham
GAY LONGINO DURHAM

This instrument was, on the day and year sworn above, signed, published, and declared by Gay Longino Durham to be her will in our presence, and we, at her request have subscribed our names hereto as witnesses in her presence and in the presence of each other.

Lisa Ann Armstrong
Witness

Deane Recht
Witness

GLD
GLD

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 2nd day of Nov, 2001, at 9:00 o'clock a M., and was duly recorded on the NOV 2 2001, Book No. 33, Page 819.

CHARLES A. WEEMS, CHANCERY CLERK BY: Jarey Hill D.C.



FILED
THIS DATE

NOV 02 2001

AFFIDAVIT OF WITNESSES
TO LAST WILL AND TESTAMENT OF
GAY LONGINO DURHAM

CHARLES A. WEEMS
CHANCERY CLERK
By: [Signature]

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Leigh Ann Armstrong and Diane Beecht, subscribing witnesses to the Last Will and Testament of Gay Longino Durham, who having been by me first duly sworn, on their oaths state:

That they are the subscribing witnesses to the Last Will and Testament of Gay Longino Durham, which was executed by her on the ___ day of December, 1991, and that they subscribed their names to said Will and Testament at the special instance and request of said Gay Longino Durham and in her presence and in the presence of each other.

That at the time of the execution of said Will and Testament by Gay Longino Durham, she was over the age of eighteen years, was of sound and disposing mind and memory, and competent to make a Will.

And further, affiants saith not.

[Signature]
Witness
[Signature]
Witness

SWORN TO AND SUBSCRIBED BEFORE ME, this the 11th day of December, 1991.

[Signature]
Notary Public



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 2nd day of NOV, 2001, at 9:00 o'clock a M., and was duly recorded on the NOV 2 2001, Book No 33, Page 821.

CHARLES A. WEEMS, CHANCERY CLERK BY: [Signature]

