

2001-881

STATE OF MISSISSIPPI
 COUNTY OF MADISON

FILED
 THIS DATE

NOV 19 2001

LAST WILL AND TESTAMENT
 OF
HAZEL K. GILBERT

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

I, HAZEL K. GILBERT, being of sound and disposing mind and memory, and an adult resident citizen of Canton, Madison County, Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all former wills and codicils thereto heretofore made by me.

ITEM ONE

I do hereby give, devise and bequeath unto my son, Floyd Kern Gilbert, if living, 1/2 of all of my properties, both real, personal and mixed, and wheresoever the same may be located and situated.

Should the said Floyd Kern Gilbert predecease me, then in that event, I give, devise and bequeath the interest next hereinabove devised to him to his daughter, Sandy Ann Gilbert Wheeler.

ITEM TWO

It is my will and I so direct that in the event that Carolyn Dell Kern, who presently resides with me is living with me at the time of my death, that she have the privilege of living in my residence for a period of one year subsequent to the date of my death, and that she not be charged any rent, but she shall be responsible for all utilities which become due and payable and any and all taxes which become due and payable while she so resides in the premises.

ITEM THREE

All of the rest and residue of my properties of which I may die seized and possessed, I give, devise and bequeath unto my grandchildren, who are the children of my deceased

daughter, Blanche Gilbert Gullede, as a class gift and if living, namely: Kathyne Dell Broome, Pamala Harmon Purvis, Susan Loraine Gullede, and Lisa Louise Greenwaldt. Should any of the above named four children of Blanche Gullede predeceased me, then in that event, the remaining ones of the four who are living at the time of my death are to take under this devise.

ITEM FOUR

I hereby name, constitute and appoint my son, Floyd Kern Gilbert, as Executor of this Will; however, in the event that he fails, refuses or neglects to qualify and serve as such Executor, then, in that event, I hereby name, constitute and appoint Kathyne Dell Broome, as successor Executrix of this my Last Will and Testament; and I hereby relieve both the primary executor and the successor executrix from making any bond and without being required at any time to make any report to any Court.

SIGNED, PUBLISHED AND DECLARED by me as my Last Will and Testament, on this the 16th day of March, 1990, 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.

Hazel K. Gilbert
HAZEL K. GILBERT

THIS INSTRUMENT consisting of two (2) pages, was on this date shown above, signed, published and declared by HAZEL K. GILBERT to be her Last Will and Testament, in our presence, and we, at her request, have subscribed our names hereto, as witnesses, in her presence and in the presence of each other.

WITNESSES:

W S Cain

Peggy Sutton

020/WORK16

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 19th day of NOV, 2001, at 10:00 o'clock a M., and was duly recorded on the NOV 19 2001, Book No. 34, Page 1.

CHARLES A. WEEMS, CHANCERY CLERK

BY Stacey Hill D.C.



PROOF OF WILL

NOV 19 2001

STATE OF Mississippi
COUNTY OF Thompson

CHARLES A WEEMS
CHANCERY CLERK
By: Stacy Hill D.C.

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, Peggy Fulton, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of HAZEL K. GILBERT, who, being duly sworn, deposed and said that HAZEL K. GILBERT signed, published and declared said instrument as his Last Will and Testament on March 16, 1990, in the presence of this deponent, and in the presence of W.S. Cain, the other subscribing witness, and that HAZEL K. GILBERT was then of sound and disposing mind and memory, and more than twenty-one years of age, and this deponent and W.S. Cain subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of HAZEL K. GILBERT, and in the presence of HAZEL K. GILBERT and in the presence of each other, on the day and year of the date of said instrument.

Peggy Fulton
Peggy Fulton

SWORN TO AND SUBSCRIBED before me this 9th day of October, 2001.

[Signature]
Notary Public

My Commission Expires: 10-28-2001

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 19th day of Nov, 20 01, at 10:00 o'clock a M., and was duly recorded on the NOV 19 2001, Book No. 34, Page 3

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



Last Will and Testament

#2001-931

FILED
THIS DATE

NOV 19 2001

OF
J. M. WOOD

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

I, **J. M. WOOD**, an adult resident citizen of Hinds County, Mississippi, being of sound and disposing mind and memory and being above the age of twenty-one years, do hereby make, publish and declare this to be my Last Will and Testament and I do hereby revoke all other Wills and Codicils that I may have made.

I.

After the payment of any duly probated and allowed claims and payment of expenses of my estate, if my wife, Gail Richardson Wood, survives me, I devise and bequeath, to Gary Don Wood, as Trustee, upon the terms provided for in Item IV of this Will, an amount equal to the cumulated transfers exempt, at the date of my death, from federal estate tax by the allowance of the Unified Transfer Credit and the Credit for State Death Taxes available to my estate. 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 the federal transfer tax because of the application of the Unified Transfer Credit and the Credit for State Death Taxes.

II.

I give, devise and bequeath all of my residuary estate, being all property, real and personal, wherever situated, in which I may have any interest at the time of my death, not otherwise effectively disposed of, to my wife, Gail Richardson Wood, if she survives me.

III.

In the event my wife does not survive, I give, devise and bequeath all of my residuary estate my children, per stirpes.

J. M. W.

J. M. Wood

Last Will and Testament of J. M. Wood

IV.

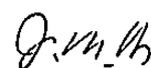
All of the property devised and bequeathed to Gary Don Wood, as Trustee, shall be held, administered and distributed under the following provisions:

A. If my wife survives me:

(1) The Trustee shall distribute to or for the benefit of my wife and children (but not necessarily in equal shares) as much of the net income as the Trustee deems advisable for the education, support, maintenance and health of any of the beneficiaries; for the maintenance of their accustomed standard of living; or for any medical, hospital or other institutional care which any beneficiary may require. These distributions shall be made in such proportions, amounts, and intervals as the Trustee determines. Any income not distributed shall be added to principal and shall be distributed in accordance with provisions of this Item.

(2) In addition to the income distributions, the Trustee may pay to or for the benefit of my wife and children (but not necessarily in equal shares) as much principal as the Trustee deems advisable for the education, support, maintenance and health of any of the beneficiaries; for the maintenance of their accustomed standard of living; or for any medical, hospital or other institutional care which any beneficiary may require. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

(3) 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 children. If possible, the Trustee shall see that my wife has sufficient funds to enable her to continue her accustomed standard of living. Before making distributions of income or principal to my children, I request that the Trustee shall counsel with my wife to determine the needs of the beneficiaries.



J. M. Wood

Last Will and Testament of J M Wood

(4) In making expenditures of income and principal to or for the benefit of my children, while it is my desire that my children be treated impartially and without favoritism, nevertheless realizing that their needs may vary, I specifically direct that the Trustee need not treat them equally. The Trustee shall be impartially guided by the needs of each of my children as those needs present themselves. Insofar as practicable, the Trustee shall afford to each of my children funds necessary to satisfy those needs. I give this broad discretion to the Trustee so that it he may act at all times in the best interest of all of my children as the Trustee may, in his discretion, deem advisable.

B. If my wife survives me, then at the time of her death:

(1) The Trustee shall distribute eight percent (8%) of the trust estate to Oklahoma Baptist University (500 W. University, Shawnee, OK 74804) to endow the J.M. and Gail Wood Church Music Scholarship fund. The scholarship(s) are to be awarded to music majors planning to enter the Church Music Ministry. The scholarship recipient(s) must be Southern Baptist and maintain an overall grade point average of 2.75 on a 4 point scale. Oklahoma Baptist University shall be responsible for selecting the scholarship recipient(s).

(2) The Trustee shall distribute two percent (2%) of the trust estate to the Mississippi Baptist Foundation for the J. M. Wood Church Music Scholarship Fund, said fund having been established at the Mississippi Baptist Foundation by the First Baptist Church of Brandon and friends on or about November 20, 1999.

(3) The Trustee shall divide all of the remaining trust property into separate equal trusts, one for each then living child of mine and one for the then living issue of each deceased child of mine. The trusts shall be known as the Gail Richardson Wood and J. M. Wood Trusts. The Trustee shall distribute each trust set aside for a living child of mine to



J. M. Wood

Last Will and Testament of J M Wood

such child. Each trust set aside for a deceased child of mine shall be held and disposed of as follows:

(a) The Trustee shall divide the trust property of any such trust into equal shares for the benefit of the living children of my deceased child.

(b) While any beneficiary is under the age of thirty (30) years, the Trustee shall pay to him/her, to his/her guardian, or use for his/her benefit so much of the income of his/her trust as the Trustee from time to time determines to be reasonably required, in addition to his/her other income from all sources known to the Trustee, for his/her comfortable support, health and education, adding any excess income to principal at the discretion of the Trustee.

(c) Whenever the Trustee determines that the income of any beneficiary from all sources known to the Trustee is not sufficient for his/her comfortable support, health and education, the Trustee shall pay to him/her, to his/her guardian, or use for his/her benefit, so much of the principal of his/her trust as the Trustee determines to be reasonably required therefor.

(d) When any beneficiary shall have reached the age of thirty (30) years the Trustee shall distribute to him/her the principal of his/her trust, as constituted.

(e) If any beneficiary should die before he/she becomes thirty (30) years of age, the Trustee shall distribute his/her trust, as then constituted, to or in trust for the benefit of such person or persons among my descendants and their spouses, upon such conditions and estates, with such powers, in such manner and at such time or times as he/she appoints and directs by will specifically referring to this power of appointment, and to the extent that he/she does not effectively exercise his/her power of appointment, to his/her then living descendants, per stirpes, or if there are none, to my then living descendants, per stirpes.

J. M. W.

J. M. Wood

Last Will and Testament of J. M. Wood

V.

If any beneficiary to whom the Trustee of any trust hereunder is directed in a preceding provision to distribute a share of the trust principal is under the age of twenty-one years when the distribution is made, and if no other trust is then to be held under this instrument for his primary benefit, his shall vest in interest in him indefeasibly, but the Trustee may in his discretion continue to hold it as a separate trust until the beneficiary reaches that age, in the meantime using for his benefit so much of the income and principal as the Trustee determines to be reasonably required, in addition to his other income from all sources known to the Trustee for his comfortable support and education and adding any excess income to principal at the discretion of the Trustee.

VI.

I hereby grant to my Executor 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. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with the Executor shall be required to inquire into the propriety of any of their actions. I expressly confer upon my Executor the specific powers set forth in Miss. Code Ann. Sections 91-9-101 through 91-9-119 (1972) as now enacted or hereafter amended. Without limiting the generality of the foregoing, I hereby grant to my Executor the following specific power and authority in addition to and not in substitution of powers conferred by law:

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

B. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, and to exchange any such security or property for other securities or properties and to retain such items received in exchange.



J. M. Wood

Last Will and Testament of J. M. Wood

C. To sell, exchange, assign, transfer and convey any security of property, real or personal, held in my estate at public or private sale, at such time and price upon such terms and condition (including credit) as he may deem to be advisable and for the best interest of my estate.

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

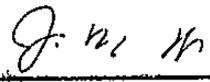
E. To register and carry any property in his own name or in the name of his nominees or to hold it unregistered without thereby increasing or decreasing his liability as fiduciary.

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

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

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

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



J. M. Wood

Last Will and Testament of J. M. Wood

J. To consent to and participate in any plan for the liquidation, reorganization, consolidation or merger of any corporation, any security of which is held.

K. To borrow money (from himself individually or from others) upon such terms and conditions as he may determine and to mortgage and pledge estate assets as security for the repayment thereof.

L To lease any real estate for such term or terms and upon such conditions in rentals and in such manner as he may deem advisable (with or without privilege of purchase), and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate; to insure against fire or other risks; to make repairs, replacements and improvements, structural or otherwise, to any such real estate; to subdivide real estate; to dedicate same to public use; and to grant easements as he may deem proper.

M. Whenever required to or permitted to divide and distribute my estate, to make such distribution including the satisfaction of pecuniary bequest in cash or in specific property, real or personal, or an undivided interest therein or partly in cash or partly in such property, and to do so without regard to the income tax basis of specific property allocated to any beneficiary.

N. To employ accountants, attorneys and such agents as he may deem advisable; to pay reasonable compensation for their services and to charge same to (or apportion same between) income and principal as he may deem proper.

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

P. Abandon, in any way, property which he determines not to be worth protecting.

J. M. Wood

J. M. Wood

Last Will and Testament of J. M. Wood

Q. To buy or sell any stock or security options including, but not limited to, calls, puts, straddles, spreads, strips or straps, whether over any recognized exchange or over-the-county market and whether covered or uncovered.

VII.

1. No interest under the trusts created in this will shall be transferable or assignable, or be subject during any beneficiary's life to the claims of his creditors.

2. The Trustee shall not be required to enter into any bond as Trustee, nor shall he return to any court any periodic formal accounting of his administration of any of said trusts, but the Trustee shall render annual accountings to the beneficiaries of their respective trusts and, if any beneficiary is a minor, to his guardian also.

3. No person paying money to or delivering property to the Trustee shall be required to see to its application.

4. The Trustee shall be entitled to the payment of all his expenses hereunder and to reasonable compensation for his services as Trustee.

5. Should the Trustee of the trusts hereinbefore created resign, be removed or become legally incapable of serving in that capacity at any time while any of the trusts are in force and effect, I hereby appoint Rita Wood Sweatt as successor-Trustee hereunder. If she resigns, is removed or becomes legally incapable of serving in that capacity at any time while any of the trusts are in force and effect, the Chancery Court of the County where this will is admitted to probate, shall upon application of the beneficiary or beneficiaries, or, if minors, their guardian, appoint a successor-Trustee. Any such successor-Trustee shall have all of the authority conferred hereunder upon the original Trustee

6. If at any time any trust property is situated in a jurisdiction in which any Trustee is unable or unwilling to act, such person (who may be an officer or employee of the Trustee) or corporation as may be appointed in an instrument signed by the trustee or a then acting

J. M. Wood

J. M. Wood

Last Will and Testament of J. M. Wood

trust officer of a corporate Trustee shall act as Trustee with respect to that property, and that Trustee and every successor-Trustee so appointed shall have all the title, powers and discretion with respect to that property that are herein given to the Trustee. The income from that property and any proceeds of its sale shall be paid over to the principal Trustee.

X.

If my wife and I die under such circumstances that there is no sufficient evidence that we died otherwise than simultaneously, it shall be presumed that my wife survived me.

XI.

I appoint as Executor of this Will my wife, Gail Richardson Wood, or if she dies, resigns, fails to qualify or is unable to act, Gary Don Wood, or if he dies, resigns or fails to qualify or is unable to act, Rita Wood Sweatt. I direct that neither of them at any time acting as such Executor shall be required to enter into any bond and I hereby waive the necessity of having a formal appraisal or inventory made of my estate. I hereby expressly give and grant unto said Executor all the rights, powers and discretion hereinabove given to the Trustee in Article VI.

I, J. M. Wood, have signed this Will on this the 20 day of April, 2000, in the presence of the undersigned witnesses, who attested this Will at my request, and I have also written my name on the foregoing eight (8) pages and on this page of my Will which consists of ten (10) pages.

J. M. Wood

J. M. Wood

Last Will and Testament of J M Wood

The above and foregoing Will of J. M. Wood, was declared by him in our presence to be his Will and was signed by J. M. Wood in our presence, and at his request and in his presence and in the presence of each other, we, the undersigned, witnessed and attested the duly executed Will of J. M. Wood.

WITNESSETH this our signatures on this the 25th day of APRIL, 2000.

[Signature]
WITNESS

102 Riverbrook Dr
Brown MS 38042

[Signature]
WITNESS

875 William Blvd
Ridgeland MS 39157

[Signature]
WITNESS

3 JENNIFER CT
MADISON, MS 39110

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 19th day of NOV, 2001, at 1:30 o'clock P M, and was duly recorded on the NOV 19 2001, Book No 34, Page 4



CHARLES A. WEEMS, CHANCERY CLERK

BY [Signature] D.C.

NOV 19 2001

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF J.M. WOOD,
DECEASED

CHARLES A. WEEMS
CHANCERY CLERK

By: [Signature] D.C.
NO 200-9315

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 Curtis M Seale, 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 J M. Wood, 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 April 20, 2000.

2 That on April 20, 2000, the said J.M. Wood 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 Jerry P. Seale, the other subscribing witness to said instrument.

3 That the said J M Wood was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

4 That this affiant, together with Jerry P. Seale, 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 J.M. Wood, and in the presence of each other.

[Signature: Curtis M Seale]
CURTIS M. SEALE

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

November, 2001



Jane H. Gunn
NOTARY PUBLIC

My commission expires:

3-31-02

ANGELA B. HEALY - BAR # 9795
KELLY, GAULT & HEALY, L.L.P.
4266 I-55 NORTH, SUITE 104
POST OFFICE BOX 13926
JACKSON, MISSISSIPPI 39236
(601) 366-1243

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 19th day
of NOV, 2001, at 1:30 o'clock PM, and was duly recorded
on the NOV 19 2001, Book No 34, Page 14.

CHARLES A. WEEMS, CHANCERY CLERK

BY: Stacey H. [Signature] DC



NOV 19 2001

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF J.M. WOOD,
DECEASED

CHARLES A. WEEMS
CHANCERY CLERK

NO

By: [Signature] D.C.
2001-930

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 Jerry P. Seale, 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 J.M. Wood, 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 April 20, 2000.

2. That on April 20, 2000, the said J.M. Wood 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 Curtis M. Seale, the other subscribing witness to said instrument.

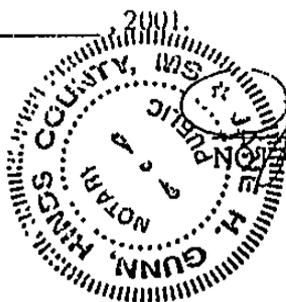
3 That the said J.M. Wood was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

4. That this affiant, together with Curtis M. Seale, 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 J.M. Wood, and in the presence of each other.

[Signature]
JERRY P SEALE

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

November



H. Gunn
NOTARY PUBLIC

My commission expires:

3-31-02

ANGELA B. HEALY - BAR # 9795
KELLY, GAULT & HEALY, L L P.
4266 I-55 NORTH, SUITE 104
POST OFFICE BOX 13926
JACKSON, MISSISSIPPI 39236
(601) 366-1243

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 19th day
of NOV, 2001, at 1:30 o'clock P M, and was duly recorded
on the NOV 19 2001, Book No 34, Page 16

CHARLES A. WEEMS, CHANCERY CLERK

BY: Stacey Hill D.C.



FILED JUN 06 2001

IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT OF HINDS COUNTY, MISSISSIPPI

GLYNN PEPPER, CHANCERY CLERK

IN THE MATTER OF THE ESTATE OF JAMES M HODO, DECEASED

BY [Signature] D.C.

NO. P2001-278 sb

CAROL HODO, PETITIONER

PETITION FOR PROBATE OF WILL AND FOR LETTERS TESTAMENTARY

TO THE HONORABLE CHANCERY COURT AFORESAID

COMES NOW Petitioner, CAROL HODO, and files this Petition for Probate of the Last Will and Testament of JAMES M HODO, Deceased, for appointment of said Petitioner as Executrix and for issuance of Letters Testamentary to her, and would respectfully show unto the Court the following facts, to-wit

I.

That on September 28, 2000, JAMES M. HODO departed this life, having at the time of his death a fixed place of residence in, and being an adult resident citizen of 2611 Terry Road, Jackson, Mississippi He left as his Last Will and Testament an instrument of writing, dated September 9, 1992, consisting of three (3) pages , which instrument was published and declared to be his Last Will and Testament. Said Last Will and Testament was duly signed, published and witnessed on September 9, 1992, in the presence of DONNA PACE and EUGENE S BERRY, JR , the subscribing witnesses thereto A copy of his said Last Will and Testament is attached as Exhibit "A" hereto and made a part hereof as if fully copied herein The Petitioner herewith presents the original of said instrument to this Court for probate and recording as the Last Will and Testament of Decedent

II.

That the said Last Will and Testament, dated September 9, 1992, was duly subscribed by DONNA PACE and EUGENE S BERRY, JR , as witnesses to the signature and publication thereof. A copy of the attesting affidavit, in the form of Proof of Will, of the EUGENE S BERRY, JR to the instrument, duly executed in the manner and form prescribed by law is attached as Exhibit "B" hereto and made a part hereof as if fully copied herein. The Petitioner herewith presents to this Court the original of such affidavit.

III.

That ELISE M. HODO, the Decedent's wife, is named in the Last Will and Testament of the Decedent to serve as Executrix without bond or accounting to any court, however, the said ELISE M. HODO predeceased the Decedent. CAROL HODO, the Decedent's daughter, is named in the Last Will and Testament to serve the place and stead of ELISE M HODO, if she is unable to serve. The said CAROL HODO is in all respects qualified to serve as Executrix and is ready, willing and able to assume and perform the duties required in the administration of this Estate.

IV.

That the Decedent left an estate consisting of real and personal property situated in Hinds County, Mississippi and real property situated in Madison County, Mississippi. The administration thereof should be instituted by the Executrix as soon as it is practical to do so. The Petitioner would show unto the Court that the said CAROL HODO is aware of all of the tangible personal property and other assets comprising the Estate of the Decedent and that no essential purpose would be served by having a formal appraisal made thereof. The Court can safely and should waive any requirement of a bond, appraisement and inventory at this time.

V.

That the Decedent was a widower survived by his daughter, CAROL HODO, the Petitioner herein, whose address is Post Office Box 2326, West Monroe, Louisiana 71294.

WHEREFORE, PREMISES CONSIDERED, Petitioners pray

(a) That the said Last Will and Testament, dated September 9, 1992, executed by JAMES M HODO, Deceased, copy of which is made Exhibit "A" to this Petition, and the original of which is presented to the Court herewith, shall be admitted to probate and filed and recorded as the Last Will and Testament of said Decedent.

(b) That the Petitioner, CAROL HODO, shall be appointed Executrix of the Last Will and Testament of JAMES M HODO, Deceased, and that Letters Testamentary shall be granted to said Executrix upon her taking the oath prescribed by law

(c) That an Executor's bond, appraisalment of personal property and inventory thereof shall be dispensed with at this time

Petitioner further prays that she shall be granted such other relief, either general or specific, or both, to which she may be further entitled in the premises

RESPECTFULLY SUBMITTED,



CAROL HODO, Petitioner

STATE OF Louisiana
COUNTY OF Ouachita Parish

THIS DAY personally appeared before me, the undersigned authority in and for the said jurisdiction aforesaid, CAROL HODO, who, by me duly sworn, states on her oath that the matters

and things set forth and stated in the above and foregoing Petition for Probate of Will, and for Letters Testamentary, and other relief are true and correct as therein stated

Carol Hodo
CAROL HODO

SWORN TO AND SUBSCRIBED before me, this the 1 day of June, 2001

[Signature]
NOTARY PUBLIC

My Commission Expires:

At Death

OF COUNSEL:

JOHN SANFORD MCDAVID
MS BAR NO 2365
McDAVID, NOBLIN & WEST PLLC
840 Trustmark Building
248 East Capitol Street
Jackson, Mississippi 39201
(601) 948-3305

917/Petition HO8541

LAST WILL AND TESTAMENT
OF
JAMES M. HODO

I, JAMES M. HODO, an actual adult legal bona fide resident citizen of the First Judicial District of Hinds 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 and do hereby expressly revoke and cancel all wills and codicils, having been by me previously made.

ARTICLE ONE.

I hereby direct that my Executor or Executrix, to be hereinafter named, pay such of my debts, as may be justly due and owing at the time of my death. I hereby nominate, constitute and appoint my wife, ELISE M. HODO as Executrix of this my Last Will and Testament; if for any reason whatsoever, she is unable to so serve, then I nominate, constitute and appoint my daughter, CAROL HODO to serve in her place and stead. It is my express desire and intention that either of said persons shall so serve without bond, inventory, appraisal or accounting whatsoever.

ARTICLE TWO.

In the event my said wife and I meet our deaths in a common disaster and it cannot be proven as to which of us predeceased the other, then I shall be deemed to have predeceased my said wife.

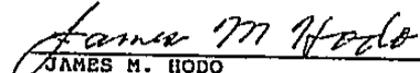
LAST WILL AND TESTAMENT
JAMES M. HODO
September 9th, 1992



ARTICLE THREE.

I hereby give, devise and bequeath all of the property that I may own at the time of my death, whether real, personal or mixed, wherever situated, sometimes referred to as my residuary estate, to my wife, ELISE M. HODO, if living at the time of my death; otherwise, to my daughter, CAROL HODO.

WITNESS MY SIGNATURE, this, the 9th day of September, 1992.


JAMES M. HODO

WITNESSES:


Donna Puce

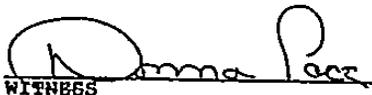
LAST WILL AND TESTAMENT
JAMES M. HODO
September 9th, 1992

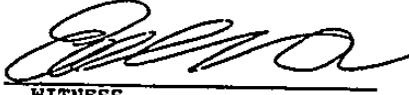
ATTESTATION CLAUSE

STATE OF MISSISSIPPI
COUNTY OF HINDS

We each of the subscribing witnesses to the above and foregoing Last Will and Testament of JAMES M. HODO, do hereby certify that on the 9th day of September, 1992, the said JAMES M. HODO did freely and voluntarily make, publish and declare the above and foregoing instrument to be his Last Will and Testament in our presence and in the presence of each of us; that on said date the said JAMES M. HODO did freely and voluntarily sign and execute said instrument for the purpose therein recited in our presence and in the presence of each of us; and that we signed as subscribing witnesses thereunto on said date in the presence of and at the request of the said JAMES M. HODO and in the presence of each other.

This, the 9th day of September, 1992.


WITNESS


WITNESS

133-C E. Sykes Road
NUMBER AND STREET

133-C E. Sykes Road
NUMBER AND STREET

JACKSON, MISSISSIPPI 39212
CITY AND STATE

JACKSON, MISSISSIPPI 39212
CITY AND STATE

LAST WILL AND TESTAMENT
JAMES M. HODO
September 9th, 1992

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF Madison

I, EUGENE S BERRY, JR., on oath state that I am the subscribing witnesses to the Last Will and Testament dated the 9th day of September, 1992, which purports to be the Last Will and Testament of JAMES M HODO, who indicated to me that he was a resident of and had a fixed place of residence in the County of Hinds, State of Mississippi. On the execution date of the instrument, the Testator in my presence and in the presence of the other subscribing witness, signed the instrument at the end thereof and declared the instrument to be his Will and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of the other subscribing witness, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in my opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this the 21 day of May, 2001

Eugene S. Berry, Jr.
EUGENE S. BERRY, JR.

Subscribed and sworn to before me on this the 21 day of May, 2001

Laurance Wad
NOTARY PUBLIC.

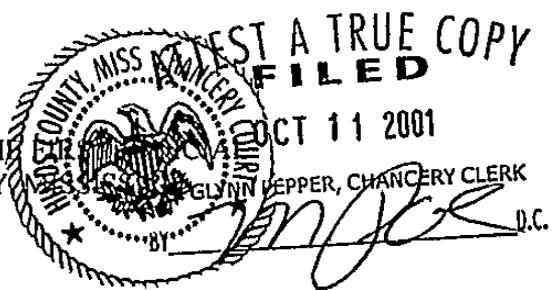
My Commission Expires.

Notary Public State of Mississippi At Large
My Commission Expires: June 7 2004
Boarded Through: Brooker's Garage, etc

917/Proof HO8541-01



STATE OF MISSISSIPPI
 HINDS COUNTY
 FIRST DISTRICT
 I, L. Glynn Epper, Clerk of the Chancery Court and for the
 above-mentioned County and State do hereby certify that the
 foregoing RETURN
 is a true and correct copy as appears on record in my office.
 Given under my hand and official seal of office
 this the 15th day of November, 2001.
 L. Glynn Epper, Chancery Clerk
 BY [Signature] D.C.



IN THE CHANCERY COURT OF THE DISTRICT OF HINDS COUNTY

IN THE MATTER OF THE ESTATE OF JAMES M. HODO, DECEASED

CAROL HODO, PETITIONER

NO P-2001-278S/2

ORDER WAIVING FIRST AND FINAL ACCOUNTING, AUTHORIZING DISTRIBUTION OF PROPERTY, AND DISCHARGING EXECUTRIX

THE HONORABLE CHANCERY COURT AFORESAID

This cause came on to be heard on the Petition of Petitioner, Carol Hodo, Executrix of the Estate of James M. Hodo, Deceased, praying that approval of this Honorable Court be granted for waiver of the first and final accounting, authority to distribute assets of the estate to the beneficiary, and to discharge the Executrix, and in support thereof, Petitioner would respectfully show unto the Court the following facts, to-wit.

I.

That the Decedent, James M Hodo, died testate on September 28, 2000, and at the time of his death he was an adult, resident citizen of Hinds County, 2611 Terry Road, Jackson, Mississippi 39204. His Last Will and Testament was admitted to probate and filed and recorded as such pursuant to a decree entered by this Court on June 6, 2001, and Letters Testamentary were issued to the Executrix herein on June 8, 2001

II.

That the Executrix caused to be published in *The Clarion-Ledger*, a newspaper of general

circulation in Hinds County, Mississippi), a Notice to Creditors as required by law. The notice was printed in issues of said newspaper on June 15, 22, 29, 2001. Proof of publication of such notice has been duly filed among the papers in this cause and an affidavit regarding notice being mailed to known creditors has also been duly filed among the papers in this cause. The time within which claims may be probated has expired and no claims have been filed or probated. Expenses of the Decedent's last illness and funeral, and all personal bills outstanding at the date of death have been paid. There are no remaining creditors or claims against the estate so far as the Petitioner knows or can ascertain.

III.

That no income has been received by the Estate and no fiduciary income tax returns were required to be filed. The Mississippi estate tax exemption and the "exemption equivalent" of the unified credit allowable with respect to the federal estate tax return exceeded the value of the Decedent's property so that no returns were required to be filed with Internal Revenue Service or the State Tax Commission.

IV.

That the Decedent was survived by his daughter, Carol Hodo. The Decedent's will left all of his Estate to his wife, Elise M. Hodo, if she survived him. Elise M. Hodo predeceased the Decedent, having died April 30, 1998. Under the Decedent's will, in the event his wife did not survive him all of the estate was devised to their daughter Carol Hodo, who was the Decedent's only heir at law.

V.

No purpose would be served by a formal accounting and for an accounting to remain on file for a specific period of time and such accounting was waived by the Decedent's Will

VI.

That the Executrix waives any Executrix fee for services rendered in the estate proceedings

VII.

That the law firm of McDavid, Noblin & West PLLC has rendered valuable legal services to the Executrix and the Executrix has made arrangements outside the Estate for payment for such services.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED, as follows

- a. The first and final accounting is hereby waived;
- b. The Executrix is authorized to distribute all remaining assets to Carol Hodo, as sole remaining beneficiary of the Decedent's Last Will and Testament.
- d. The Executrix upon completion of carrying out the Orders of this Court as authorized and directed herein is hereby discharged forever of her trust and from any further duties, obligations or liability in this estate proceeding without any accounting remaining on file for inspection for any specified period of time and without the entry of any other accounting or further orders from this honorable Court and that the Estate of James M. Hodo, Deceased, shall, upon completion of carrying

out the Orders of this Court, be closed.

ORDERED, ADJUDGED AND DECREED, this the 11th day of October, 2001

Signed WILLIAM SINGLETARY

CHANCELLOR

OF COUNSEL

John Sanford McDavid

JOHN SANFORD MCDAVID
McDAVID, NOBLIN & WEST PLLC
840 Trustmark Building
248 East Capitol Street
Jackson, Mississippi 39201
(601) 948-3305

MS BAR NO.: 2365

941/ORDERCLOSEJHODO

STATE OF MISSISSIPPI
 HINDS COUNTY
 FIRST DISTRICT
 I, L. Glynn Pepper, Clerk of the Chancery Court in and for the
 above mentioned County and State do hereby certify that the
 foregoing Correct copy according
 is a true and correct copy as appears of record in my office
 Given under my hand and official seal of office
 this the 18th day of October, 2001.
 BY: [Signature] D.C.
 L. GLYNN PEPPER, Chancery Clerk



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 28th day
 of November, 2001, at 1:00 o'clock P. M., and was duly recorded
 on the 28th day of Nov. 2001, Book No 34, Page 18
 MIKE CROOK, CHANCERY CLERK BY: [Signature] D.C.

IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT OF HINDS COUNTY, MISSISSIPPI

92.00

IN THE MATTER OF THE ESTATE OF ELISE M HODO, DECEASED

F I L E D
JUN 06 2001

NO. P2001-277
w/y

CAROL HODO, PETITIONER

L. GLYNN PEPPER, CHANCERY CLERK

BY [Signature] D.C.

PETITION FOR PROBATE OF WILL AND FOR LETTERS TESTAMENTARY

TO THE HONORABLE CHANCERY COURT AFORESAID

COMES NOW Petitioner, CAROL HODO, and files this Petition for Probate of the Last Will and Testament of ELISE M HODO, Deceased, for appointment of said Petitioner as Executrix and for issuance of Letters Testamentary to her, and would respectfully show unto the Court the following facts, to-wit

I.

That on April 30, 1998, ELISE M HODO departed this life, having at the time of her death a fixed place of residence in, and being an adult resident citizen of 2611 Terry Road, Jackson, Mississippi She left as her Last Will and Testament an instrument of writing, dated September 9, 1992, consisting of three (3) pages, which instrument was published and declared to be her Last Will and Testament Said Last Will and Testament was duly signed, published and witnessed on September 9, 1992, in the presence of DONNA PACE and EUGENE S. BERRY, JR, the subscribing witnesses thereto A copy of her said Last Will and Testament is attached as Exhibit "A" hereto and made a part hereof as if fully copied herein The Petitioner herewith presents the original of said instrument to this Court for probate and recording as the Last Will and Testament of Decedent.

II.

That the said Last Will and Testament, dated September 9, 1992, was duly subscribed by DONNA PACE and EUGENE S BERRY, JR , as witnesses to the signature and publication thereof. A copy of the attesting affidavit, in the form of Proof of Will, of the EUGENE S BERRY, JR to the instrument, duly executed in the manner and form prescribed by law is attached as Exhibit "B" hereto and made a part hereof as if fully copied herein. The Petitioner herewith presents to this Court the original of such affidavit.

III.

That JAMES M HODO, the Decedent's husband, is named in the Last Will and Testament of the Decedent to serve as Executor without bond or accounting to any court, however, the said JAMES M. HODO is now deceased. CAROL HODO, the Decedent's daughter, is named in the Last Will and Testament to serve the place and stead of JAMES M HODO, if he is unable to serve. The said CAROL HODO is in all respects qualified to serve as Executrix and is ready, willing and able to assume and perform the duties required in the administration of this Estate.

IV.

That the Decedent left an estate consisting of personal property situated in Hinds County, Mississippi and real property situated in Madison County, Mississippi. The administration thereof should be instituted by the Executrix as soon as it is practical to do so. The Petitioner would show unto the Court that the said CAROL HODO is aware of all of the tangible personal property and other assets comprising the Estate of the Decedent and that no essential purpose would be served by having a formal appraisal made thereof. The Court can safely and should waive any requirement of a bond, appraisement and inventory at this time.

V.

That the Decedent was survived by her husband, JAMES M. HODO, until his death on September 28, 2000, and her daughter, CAROL HODO, the Petitioner herein, whose address is Post Office Box 2326, West Monroe, Louisiana 71294.

WHEREFORE, PREMISES CONSIDERED, Petitioners pray

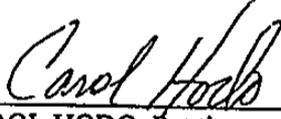
(a) That the said Last Will and Testament, dated September 9, 1992, executed by ELISE M HODO, Deceased, copy of which is made Exhibit "A" to this Petition, and the original of which is presented to the Court herewith, shall be admitted to probate and filed and recorded as the Last Will and Testament of said Decedent.

(b) That the Petitioner, CAROL HODO, shall be appointed Executrix of the Last Will and Testament of ELISE M HODO, Deceased, and that Letters Testamentary shall be granted to said Executrix upon her taking the oath prescribed by law.

(c) That an Executor's bond, appraisal of personal property and inventory thereof shall be dispensed with at this time

Petitioner further prays that she shall be granted such other relief, either general or specific, or both, to which she may be further entitled in the premises.

RESPECTFULLY SUBMITTED,



 CAROL HODO, Petitioner

STATE OF Louisiana
 COUNTY OF Orachide Parish

THIS DAY personally appeared before me, the undersigned authority in and for the said

jurisdiction aforesaid, CAROL HODO, who, by me duly sworn, states on her oath that the matters and things set forth and stated in the above and foregoing Petition for Probate of Will, and for Letters Testamentary, and other relief are true and correct as therein stated

Carol Hodo
CAROL HODO

SWORN TO AND SUBSCRIBED before me, this the 1 day of June, 2001

[Signature]
NOTARY PUBLIC

My Commission Expires

At Death

OF COUNSEL

JOHN SANFORD MCDAVID
MS BAR NO 2365
McDAVID, NOBLIN & WEST PLLC
840 Trustmark Building
248 East Capitol Street
Jackson, Mississippi 39201
(601) 948-3305

917/Petition.1108542

LAST WILL AND TESTAMENT
OF
ELISE M. HODO

I, ELISE M. HODO, an actual adult legal bona fide resident citizen of the First Judicial District of Hinds 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 and do hereby expressly revoke and cancel all wills and codicils, having been by me previously made.

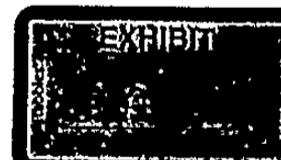
ARTICLE ONE.

I hereby direct that my Executor or Executrix, to be hereinafter named, pay such of my debts, as may be justly due and owing at the time of my death. I hereby nominate, constitute and appoint my husband, JAMES M. HODO as Executor of this my Last Will and Testament; if for any reason whatsoever, he is unable to so serve, then I nominate, constitute and appoint my daughter, CAROL HODO to serve in his place and stead. It is my express desire and intention that either of said persons shall so serve without bond, inventory, appraisal or accounting whatsoever.

ARTICLE TWO.

In the event my said husband and I meet our deaths in a common disaster and it cannot be proven as to which of us predeceased the other, then my said husband shall be deemed to have predeceased me.

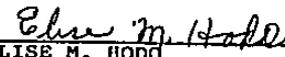
LAST WILL AND TESTAMENT
ELISE M. HODO
September 9, 1992



ARTICLE THREE.

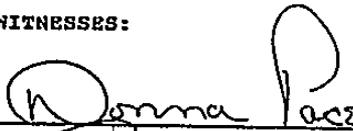
I hereby give, devise and bequeath all of the property that I may own at the time of my death, whether real, personal or mixed, wherever situated, sometimes referred to as my residuary estate, to my husband, JAMES M. HODO, if living at the time of my death; otherwise, to my daughter, CAROL HODO.

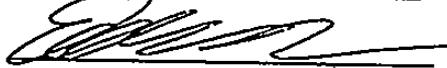
WITNESS MY SIGNATURE, this, the 9th day of September, 1992.



ELISE M. HODO

WITNESSES:





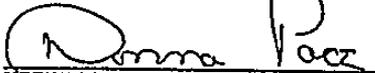
LAST WILL AND TESTAMENT
ELISE M. HODO
September 9, 1992

ATTESTATION CLAUSE

STATE OF MISSISSIPPI
COUNTY OF HINDS

We each of the subscribing witnesses to the above and foregoing Last Will and Testament of ELISE M. HODO, do hereby certify that on the 9th day of September, 1992, the said ELISE M. HODO did freely and voluntarily make, publish and declare the above and foregoing instrument to be her Last Will and Testament in our presence and in the presence of each of us; that on said date the said ELISE M. HODO did freely and voluntarily sign and execute said instrument for the purpose therein recited in our presence and in the presence of each of us; and that we signed as subscribing witnesses thereunto on said date in the presence of and at the request of the said ELISE M. HODO and in the presence of each other.

This, the 9th day of September, 1992.


WITNESS


WITNESS

133-C E. Sykes Road
NUMBER AND STREET

133-C E. Sykes Road
NUMBER AND STREET

JACKSON, MISSISSIPPI 39212
CITY AND STATE

JACKSON, MISSISSIPPI 39212
CITY AND STATE

LAST WILL AND TESTAMENT
ELISE M. HODO
September 9, 1992

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF Madison

I, EUGENE S BERRY, JR., on oath state that I am the subscribing witnesses to the Last Will and Testament dated the 9th day of September, 1992, which purports to be the Last Will and Testament of ELISE M HODO, who indicated to me that she was a resident of and had a fixed place of residence in the County of Hinds, State of Mississippi. On the execution date of the instrument, the Testatrix in my presence and in the presence of the other 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 the other subscribing witness, 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 my opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

DATED this the 24 day of May, 2001

Eugene S Berry, Jr.
EUGENE S BERRY, JR

Subscribed and sworn to before me on this the 24 day of May, 2001

Kavanaugh Wood
NOTARY PUBLIC

My Commission Expires.

Notary Public State of Mississippi At Large
My Commission Expires June 7, 2004
Bonded Through Holder, Brooks & Gordon, Inc.



STATE OF MISSISSIPPI
 HINDS COUNTY
 CHANCERY DISTRICT
 I, L. Glynn Pepper, Clerk of the Chancery Court and for the
 above mentioned County and State do hereby certify that the
 foregoing is a true and correct copy as appears on record in my office
 Given under my hand and official seal of office
 this the 15th day of DECEMBER 2007
 L. G. PEPPER, Chancery Clerk
 BY _____ D.C.

IN THE CHANCERY COURT OF THE DISTRICT OF HINDS COUNTY



TEST A TRUE COPY FILED

OCT 15 2001

GLORIA FERPER, CHANCERY CLERK

NO. P-2001-277W/4

IN THE MATTER OF THE ESTATE OF ELISE M. HODO, DECEASED

CAROL HODO, PETITIONER

ORDER WAIVING WAIVER FIRST AND FINAL ACCOUNTING, AUTHORIZING DISTRIBUTION OF PROPERTY, AND DISCHARGING EXECUTRIX

THE HONORABLE CHANCERY COURT AFORESAID

This cause came on to be heard on Petition of Petitioner, Carol Hodo, Executrix of the Estate of Elise M. Hodo, Deceased, praying that approval of this Honorable Court be granted for waiver of the first and final accounting, authority to distribute assets of the estate to the beneficiary, and to discharge the Executrix, and in support thereof, Petitioner would respectfully show unto the Court the following facts, to-wit:

I.

That the Decedent, Elise M. Hodo, died testate on April 30, 1998, and at the time of her death she was an adult, resident citizen of Hinds County, 2611 Terry Road, Jackson, Mississippi 39204. Her Last Will and Testament was admitted to probate and filed and recorded as such pursuant to a decree entered by this Court on June 6, 2001, and Letters Testamentary were issued to the Executrix herein on June 8, 2001.

II.

That the Executrix caused to be published in *The Clarion-Ledger*, a newspaper of general

circulation in Hinds County, Mississippi, a Notice to Creditors as required by law. The notice was printed in issues of said newspaper on June 15, 22, 29, 2001. Proof of publication of such notice has been duly filed among the papers in this cause and an affidavit regarding notice being mailed to known creditors has also been duly filed among the papers in this cause. The time within which claims may be probated has expired and no claims have been filed or probated. Expenses of the Decedent's last illness and funeral, and all personal bills outstanding at the date of death have been paid. There are no remaining creditors or claims against the estate so far as the Petitioner knows or can ascertain.

III.

That no income has been received by the Estate and no fiduciary income tax returns were required to be filed. The Mississippi estate tax exemption and the "exemption equivalent" of the unified credit allowable with respect to the federal estate tax return exceeded the value of the Decedent's property so that no returns were required to be filed with Internal Revenue Service or the State Tax Commission.

IV.

That the Decedent was survived by her husband, James M. Hodo, 2611 Terry Road, Mississippi 39204, and her daughter, Carol Hodo. The Decedent's husband, James M. Hodo, subsequently died testate on September 28, 2000, and his will left all of his Estate to his daughter Carol Hodo, Petitioner herein. A copy of the Decedent's husband's Will was attached to the Petition herein as Exhibit "A".

V.

Under the Decedent's Will, her sole beneficiary was her husband, James M. Hodo, who subsequently died testate leaving their daughter Carol Hodo as his sole beneficiary and sole heir at law. No purpose would be served by a formal accounting and for an accounting to remain on file for a specific period of time and such accounting was waived by the Decedent's Will

VI.

That the Executrix waives any Executors fee for services rendered in the estate proceedings

VII.

That the law firm of McDavid, Noblin & West PLLC has rendered valuable legal services to the Executrix and the Executrix has made arrangements outside the Estate for payment for such services.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED, as follows

- a. The first and final accounting is hereby waived,
- b. The Executrix is authorized to distribute all remaining assets to Carol Hodo, as sole remaining beneficiary of the Decedent's Last Will and Testament
- d. The Executrix upon completion of carrying out the Orders of this Court as authorized and directed herein is hereby discharged forever of her trust and from any further duties, obligations or liability in this estate proceeding without any accounting remaining on file for inspection for any specified period of time and without the entry of any other accounting or further orders from this

honorable Court and that the Estate of Elise M. Hodo, Deceased, shall, upon completion of carrying out the Orders of this Court, be closed.

ORDERED, ADJUDGED AND DECREED, this the 15th day of October 2001.

Signed PATRICIA D. WISE
CHANCELLOR

OF COUNSEL

John Sanford McDavid
JOHN SANFORD MCDAVID
McDAVID, NOBLIN & WEST PLLC
840 Trustmark Building
248 East Capitol Street
Jackson, Mississippi 39201
(601) 948-3305

MS BAR NO 2365

941/ORDERCLOSEFHODO

4

Order
I, Clerk of the Court in and for the County of Madison, do hereby certify that the foregoing is a true and correct copy as appears in the files of my office and under my hand and official seal of office this the 15th day of October 2001.
M. Joe
CHANCERY CLERK



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 28th day of Nov, 20 01, at 1:00 o'clock P M., and was duly recorded on the 28th day of Nov 2001, Book No. 34 Page 30.
MIKE CROOK, CHANCERY CLERK BY: *Karen Supp* D.C.

#2001-937

FILED
THIS DATE

NOV 28 2001

MIKE CROOK
CHANCERY CLERK
By: *SANDY J. CO.*

LAST WILL AND TESTAMENT

I, ROBERT J. BRANTLEY, JR., a resident of Hinds County, Mississippi, being of sound and disposing mind and memory, and being over the age of twenty-one (21) years, do hereby revoke all wills, codicils and other instruments of like testamentary nature heretofore made by me, and I do hereby make publish and declare this to be my LAST WILL AND TESTAMENT in the manner and form following:

FIRST

I direct all my just debts and funeral expenses to be paid as soon after my death as shall be practical.

SECOND

I hereby nominate and appoint BENTLEY CONNER, as Executor of my LAST WILL AND TESTAMENT. I direct that he shall serve without bond, and that he shall not be required to make an accounting to anyone whatsoever. In the event that BENTLEY CONNER shall predecease me or that he shall be unable to serve as Executor of this Will, then I nominate and appoint STEVE BRANTLEY, as Executor of my LAST WILL AND TESTAMENT, and direct that he shall serve without bond, and that he shall not be required to make an accounting to anyone whatsoever.

PAGE 1 OF MY WILL *RB* DATE 5/23/94

THIRD

1. I hereby will, devise and bequeath to my trustee all of the property which I may own, subject only to any prior specific bequests, whether it be real property, personal property, or mixed.

2. The purposes for which this trust is set up are to provide for the education and support of John Jackson Brantley and Mary Katherine Brantley, and to avoid the waste of their estate until such time as they reach an age of sufficient maturity.

3. I direct the Trustee to use the income of the trust as follows:

A. For any support required for any of the children during their period of minority.

B. To pay any and all college expenses which the children, or any of them, may require.

C. A prorata share of the income from this trust shall be distributed on a semi annual basis to any child who has reached the age of majority.

D. The Trustee is hereby authorized to accumulate any of the annual income which is not needed for the above purposes, and is not herein accounted for, and such accumulated income shall become and be treated as a portion of the corpus.

PAGE 2 OF MY WILL

Q. J. S.

DATE

5/23/94

4. I direct the Trustee to distribute the corpus of the trust as follows:

A. If the income from the trust is insufficient to cover the college expenses of the children, or any of them, the Trustee may at his discretion invade the corpus of the trust to assist in the payment of said college expenses of the children or any of them.

B. The corpus of the trust may be invaded to pay any and all extraordinary medical expenses as required for the children, or any of them.

C. As each of the above named children reaches the age of Twenty-Five years of age, said child shall be entitled to a distribution of one-fourth (1/4) of the corpus of this trust.

D. As each of the above named children reaches the age of Thirty years of age, said child shall be entitled to an additional distribution of one-fourth (1/4) of the corpus of this trust.

E. In the event that one of the above children dies prior to the distribution of the trust, their share of the corpus shall be distributed first to their children, if any, and if there are no children, then their share is to be divided, consistent with the above articles of this trust, among the remainder of the above children. Anything in this

PAGE 3 OF MY WILL RRS DATE 5/27/94

paragraph notwithstanding, this trust provision is not to be construed contrary to the rules of perpetuities.

F. I expressly confer upon the Trustee hereinunder the specific powers set forth in Mississippi Code Annotated, Section 91-9-101 through 91-9-109 as now enacted or hereinafter amended.

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

H. Upon the disability or death of any of the Trustees herein named, successor Trustee consisting of TRUSTMARK NATIONAL BANK will automatically assume the duties of Trustee and shall have the same title, powers and discretion herein given the original Trustee under paragraphs THIRD A) - H).

I. No part of any trust under this WILL, principle income or inclement shall be attachable, assignable, trustable or liable to be taken at law or at equity for or on account of any debt, obligation or contract of any beneficiary hereinunder; but the share I have therein

PAGE 4 OF MY WILL

AGB

DATE 5/27/94

provided such beneficiary should have, shall be transferred and delivered to her or him, as the case may be personally and for his or her sole exclusive use and benefit.

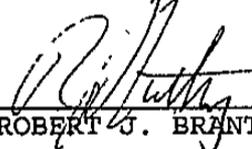
J. I appoint Bentley E. Conner as Trustee in the trust provisions hereof, and with all the powers and discretion with respect to my Estate during administration that are herein given to the Trustee with respect to the trust property (including the power to sell real or personal property at public or private sale), to be exercised without accounting or Court order. It is herein specifically expressed that Mr. Conner is to have complete descretion to fullfill the intent of this trust without oversight by any court

FOURTH

I appoint as testamentary guardian of John Jackson Brantley and Mary Katherine Brantley, STEVE BRANTLEY, brother of ROBERT J. BRANTLEY, JR.

The foregoing shall consist of 5 pages including this one, at the bottom of which I have signed my name.

WITNESS WHEREOF, I have hereunto set my hand to this LAST WILL AND TESTAMENT this, the 23 day of March, 1994.



ROBERT J. BRANTLEY, JR.

PAGE 5 OF MY WILL RJB DATE 5/23/94

The foregoing instrument was subscribed, sealed and published and declared by ROBERT J. BRANTLEY, JR., the Testator above named, as and for his LAST WILL AND TESTAMENT, in our presence, and in the presence of each of us; and we, at the same time, and at his request, in his presence of each of us; and we, at the same time, and at his request, in his presence, and in the presence of each other, hereunto subscribe our name and residence as attesting and subscribing witnesses, this the 23 day of ^{MAY} ~~March~~, 1994.

Alvin J. Shutt
WITNESS

Vincent E. Hicks Sr.
WITNESS

214 Hollow Lane, Pearl MS 39208
ADDRESS

5840 Ridgewood Rd Apt P-3
ADDRESS Greenville, MS 39206

We the undersigned Alvin J. Shutt and Vincent E. Hicks Sr. having this day, to wit: the 23 day of ^{MAY} ~~March~~, 1994, been called upon by the above testatrix to witness the execution of this LAST WILL AND TESTAMENT, do hereby certify that the said ROBERT J. BRANTLEY, JR., is of sound and disposing mind and memory and over the age of twenty-one (21) years, and that he signed the above WILL in our presence and that we, in his presence,

PAGE 6 OF MY WILL 1873 DATE 5/23/94

signed the same and in the presence of each other, at his request, as attesting and subscribing witnesses thereto.

Christie J. Shortt
Wm E. Hill Sr.

PAGE 7 OF MY WILL MS DATE 5/23/94

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 28th day of NOV, 2001, at 2:00 o'clock P M, and was duly recorded on the NOV 28 2001, Book No. 34, Page 42.

MIKE CROOK, CHANCERY CLERK

BY: Stacy H. Crook D.C.



NOV 28 2001

PROOF OF HANDWRITING OF TESTATOR

MIKE CROOK
CHANCERY CLERK
By: [Signature]

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, Pam Stout, who is an adult resident citizen of Madison County, Mississippi, and who, being duly sworn, deposed and said that she knew and was personally acquainted with Robert J. Brantley, Jr. for several years, and is well acquainted with the handwriting and signature of the said Robert J. Brantley, Jr.; and that the instrument dated May 23, 1994, purporting to be the Last Will and Testament of Robert J. Brantley, Jr., has his signature subscribed thereto; that on the date of the said Robert J. Brantley's Last Will and Testament, the said Robert J. Brantley, Jr. was over the age of 21 years, and at the time said Will was made and executed, Robert J. Brantley, Jr., as far as is known to this affiant, was of sound mind and had testamentary capacity.

WITNESS my hand this 21st day of November, 2001.

[Signature: Pam Stout]
Pam Stout

SWORN TO AND SUBSCRIBED before me this 21st day of November, 2001.

[Signature: Stephanie E. Malley]
Notary Public

My Commission Expires: 12-03-04



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 28th day of Nov, 2001, at 2:00 o'clock P M., and was duly recorded on the NOV 28 2001, Book No. 34, Page 49
MIKE CROOK, CHANCERY CLERK BY: [Signature] D.C.

*THIS
SPACE LEFT*

BLANK

INTENTIONALLY

NOV 30 2001

LAST WILL AND TESTAMENT

OF

WILLIAM G. BEANLAND

MIKE CROOK
CHANCERY CLERK
By: SONNIE D.D.

#2001-924

I, William G. Beanland, an adult resident citizen of Lafayette County, Mississippi, being of sound and disposing mind, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all prior testamentary dispositions, and proceeding anew, do declare as follows:

ARTICLE I

TAXES AND EXPENSES

1. Payments My Executor shall not pay expenses of my last illness and funeral, claims, costs of administration and taxes assessed by reason of my death as I have directed their payment under the trust instrument hereafter mentioned, and I hereby confirm that direction.

2. Elections. My Executor shall make such elections under the tax laws as my Executor deems advisable, without regard to the relative interests of the beneficiaries. No adjustment shall be made between principal and income or in the relative interests of the beneficiaries to compensate for the effect of elections under the tax laws made by my Executor or by the Trustee under the trust instrument hereafter mentioned.

ARTICLE II

FAMILY

At the time of the execution of this will, my immediate family consists of my spouse, Martha S. Beanland, who is herein referred to as "my spouse." My spouse and I have two children now living, namely:

Lillian Frances Rush

William Spencer Beanland

ARTICLE III

SPECIFIC GIFTS

1. Written Statement. I may leave a written statement giving certain items of my personal property to certain designated individuals. Any such statement in existence at the time of my death and received by the Executor within thirty (30) days of the appointment of the Executor shall be determinative with respect to all items given therein.

2. Personal Effects. I give the balance of my personal and household effects, automobiles and collections and any insurance policies thereon, to my spouse, Martha, if my spouse survives me by thirty (30) days, otherwise to my children who survive me by thirty (30) days, to be divided equally among them as they agree, or if they shall fail to agree within six (6) months after my death, in shares of substantially equal value as my Executor shall determine.

ARTICLE IV

RESIDUARY ESTATE

All the residue of my estate, wherever situated, including lapsed legacies, but expressly excluding any property over which I may have power of appointment at my death, I give to the then acting Trustee under the Declaration of Trust executed by me on July 17, 1996, before the execution of this will, and under which Martha S. Beanland is presently named as co-Trustee, to be added to the trust estate held under that Declaration of Trust as in effect at my death.

ARTICLE V

Executor

1. Appointment I appoint my spouse, Martha, as Executor of this will. If my spouse fails to become or ceases to act after becoming Executor, I appoint my daughter, Lillian F. Rush as successor Executor. If Lillian is unable or unwilling to act, I appoint my son-in-law, Rex Rush, as successor Executor.

2. Powers. I give my Executor power to invest in bonds, stocks, notes, bank deposits, shares of registered investment companies or other property, lease, borrow with or without security from any lender including an Executor hereunder individually or a parent or affiliate company, sell or exchange all or any part of my estate, real or personal, for such prices and upon such terms as my Executor deems proper; to compromise, contest, prosecute or abandon claims in favor of or against my estate; to distribute income and principal in cash or in kind, or partly in each, and to allocate or distribute undivided interests or different assets or disproportionate interests in assets (and no adjustment shall be made to compensate for a disproportionate allocation of unrealized gain for federal income tax purposes), and to value my estate in order to make allocation or distribution, and no action taken by my Executor pursuant to this power shall be subject to question by any beneficiary; to deal with the fiduciary of any trust or estate in which any beneficiary under the aforementioned trust instrument has an interest, though my Executor hereunder is such fiduciary; and to execute and deliver necessary instruments and give full receipts and discharges. The foregoing powers shall be exercised by my Executor without authorization by any court. No bond or security shall be required of any Executor wherever acting. If permitted by law and if not inconsistent with the best interests of the

beneficiaries as determined by my Executor, the administration of my estate shall be independent of the supervision of any court.

3. Captions The title used on any Article or paragraph of this will is for convenient reference only and is not to be construed as affecting the meaning expressed therein.

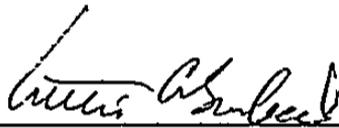
4. Grammatical Changes. Whenever the context requires or admits, the gender and number of words shall be interchangeable.

ARTICLE VI

ANCILLARY ADMINISTRATION

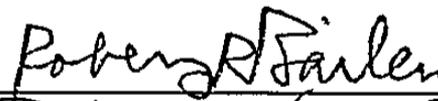
If for any reason my Executor is unable or unwilling to act as Executor as to any property which shall be subject to administration in any jurisdiction, I appoint as Executor as to that property such person or qualified corporation as my principal Executor shall designate in writing. I give the Executor as to that property the same powers granted to my principal Executor, to be exercised without authorization by any court, but only with the approval of my Principal Executor.

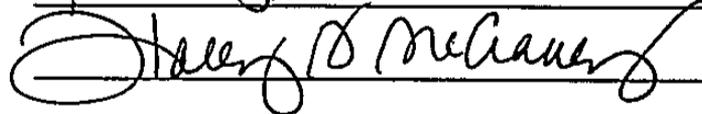
WITNESS my signature on this the 28th day of April, 1999.



WILLIAM G. BEANLAND

SIGNED, PUBLISHED AND DECLARED as the Last Will and Testament of the above Testator in the presence of the undersigned witnesses, who at the request of and in the presence of said Testator and in the presence of each other, subscribed their names as witnesses to said Last Will and Testament on the day of the date thereof.





WRITTEN STATEMENT

UNDER ARTICLE III OF

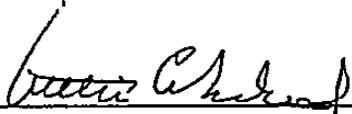
LAST WILL AND TESTAMENT DATED April 28, 1999

<u>Description of Property</u>	<u>Beneficiary</u>
1. Two African elephant tables and ivory tusks, Africa watercolors, old family clock	William S. Beanland
2. Sterling silver (Strasbourg) 16 place setting and serving pieces to be divided equally between	Alyssa Renee Rush and Shelby Nicole Rush
3. All silver plate flatware	William S. Beanland
4. Silver tea set (5 pieces) Silver chaffing dish and tray Old Beanland china (blackberry pattern) One large landscape oil painting Three Bohem birds One Steuben frog Four rose medallion china plates	Alyssa R. Rush Alyssa R. Rush Alyssa R. Rush Alyssa R. Rush Alyssa R. Rush Alyssa R. Rush Alyssa R. Rush
5. Small 3 piece English Sheffield tea set (silver) Wine cooler (silver) Lazy Susan (silver) One large landscape oil painting Royal Tettan china (with rose in center) Three Bohem birds One Baccarrate frog Four rose medallion china plates	Shelby N. Rush Shelby N. Rush
6. One diamond and emerald ring	Lillian B. Rush
7. One diamond with two small diamonds on each side	Alyssa R. Rush
8. One diamond stickpin	Shelby N. Rush

- 9. One gold herringbone necklace and one round gold bracelet Alyssa R. Rush
- 10. Pearls with emerald clasp, one gold chain bracelet and one gold chain necklace Shelby N. Rush
- 11. One gold necklace (locket) Alyssa R. Rush
- 12. All other rings and jewelry Shelby N. Rush
- 13. All civil war pictures and declaration of independence William S. Beanland

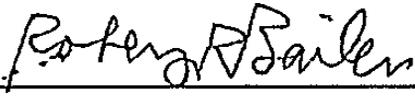
I direct that the items bequeathed in this Paragraph 13 shall not be sold or transferred. These items shall remain in the family.

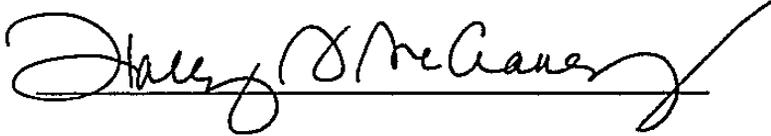
- 14. Any automobile William S. Beanland



 WILLIAM G. BEANLAND
 DATED: April 28, 1999

SIGNED, PUBLISHED AND DECLARED as a Written Statement (Codicil) to the Last Will and Testament of the above Testator in the presence of the undersigned witnesses, who at the request of and in the presence of said Testator and in the presence of each other, subscribed their names as witnesses to said Last Will and Testament on the day of the date thereof.





STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 30th day of Nov, 2001, at 9:00 o'clock a M., and was duly recorded on the NOV 30 2001, Book No. 34, Page 51.

MIKE CROOK, CHANCERY CLERK

BY: Stacy H. B.C.



FILED
THIS DATE

LAST WILL AND TESTAMENT

NOV 30 2001

OF

WILLIAM G. BEANLAND

MIKE CROOK
CHANCERY CLERK
By: Stoney Hill D.C.

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI
COUNTY OF WARREN

PERSONALLY appeared before me, the undersigned Notary Public in and for said County and State, the subscribing witnesses to the Last Will and Testament of the above testator of Lafayette County, Mississippi, dated April 28, 1999, who having been first duly sworn, deposed and said:

That the said testator, being of sound and disposing mind and memory and then more than twenty-one years of age, signed, published and declared said instrument of writing in the presence of the subscribing witnesses on the day of the date thereof and the undersigned subscribed said instrument as a witness thereto at the instance and request, and in the presence of said testator and also in the presence of the other subscribing witness, on the day and year aforesaid, and that the other subscribing witness thereto subscribed said instrument as a witness thereto at the instance and request, and in the presence of said testator and also in the presence of the undersigned, on the day and year aforesaid.

Robert R. Bailess
ROBERT R. BAILESS

Halley A. McCraney
HALEY A. McCRANEY

SWORN TO and subscribed before me, this 24th day of May, 1999.



Jeannie Haley
Notary Public
Commission Expires: 2/23/03

F:\JEANNIE\RRB\WILLS\WITNESS.AFF

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 30th day of Nov, 2001, at 9:00 o'clock a M., and was duly recorded on the NOV 30 2001, Book No. 34, Page 57.
MIKE CROOK, CHANCERY CLERK BY: Stoney Hill D.C.



FILED
THIS DATE

#2001-934

LAST WILL AND TESTAMENT

NOV 30 2001

of

MIKE CROOK
CHANCERY CLERK
By: [Signature] D.C.

GERALDINE ALLEN

I, Geraldine Allen, a resident citizen of Madison County, Mississippi, being more than eighteen (18) years of age and of sound and disposing mind, memory and understanding, and not acting under fraud, duress or undue influence of any person whomsoever, do hereby make, publish and declare this Instrument as my true Last Will and Testament, hereby revoking and making null and void all other and former Wills and Codicils to Wills and any and all other acts of testamentary character whatsoever by me heretofore made.

I.

I do hereby nominate, constitute and appoint my brother, John Hudson Allen, as sole Executor of this my Last Will and Testament. I direct that my Executor serve without the necessity of making or giving bond whatever for the faithful performance of the trust imposed on him and without the necessity of making and filing any inventories of my estate property or properties or accounts or accountings to any Court or tribunal whatsoever, all bonds, inventories and accountings to the Courts being hereby expressly waived by me as being wholly unnecessary. I direct that my said Executor, after

FOR IDENTIFICATION:

[Signature]

qualifying himself as such, publish such notice to creditors of my estate as is required by law, and pay all valid claims filed against my estate as required by said notice. After this is done, no further Court procedure will be necessary. If my said brother, John Hudson Allen, should predecease me or for any other reason be unable or unwilling to serve as my Executor, then and in that event, I nominate, constitute and appoint my father, Elbert Evans Allen, as sole Executor of this my Last Will and Testament with all the duties, rights, powers, liabilities, privileges and immunities which are hereinbefore given to my said brother, John Hudson Allen, as Executor, as aforesaid.

II.

After the payment of debts and expenses as above provided, I do hereby will, devise and bequeath unto my father, Elbert Evans Allen, provided he survives me, all the rest, residue and remainder of my estate; real, personal and mixed, wheresoever such property may be located, and all choses in action to which I may be entitled at the time of my death, including all property over which I have testamentary power of distribution, he to take the same with such title identical to that with which I may own at my death and shall take said property without any condition, term or limitation whatsoever and handle it to the best of his ability.

FOR IDENTIFICATION:

 Dr

Page 2 of 6 Pages

III.

In the event that my said father, Elbert Evans Allen, predecease me, I do hereby will, devise and bequeath all my property of which I seized and possessed, real, personal and mixed, wheresoever such property may be located, and all choses in action to which I may be entitled at the time of my death, including all property over which I have testamentary power of distribution, to my nephew, Evan Chandler Allen, he to take the same with such title identical to that with which I may own at my death and shall take said property without any condition, term or limitation whatsoever and handle it to the best of his ability.

Provided, however, that if my said nephew, Evan Chandler Allen, should not have reached the age of twenty-one (21) years, at the time of my death, then and in that event, I give all my property of which I seized and possessed, real, personal and mixed, wheresoever such property may be located, and all choses in action to which I may be entitled at the time of my death, including all property over which I have testamentary power of distribution, to my brother, John Hudson Allen, to be held by him in Trust for the sole use and benefit of my said nephew, Evan Chandler Allen, and to be used exclusively for his benefit until he reaches the age of twenty-one (21) years. My said Trustee, John Hudson Allen, is to act as Trustee of my estate and may invest the Trust funds in such investments as he thinks is fit and proper and may apply so much of the

FOR IDENTIFICATION:

DA

Page 3 of 6 Pages

principal and income therefrom as shall, At his discretion, be requisite or proper for support and education on my said nephew, Evan Chandler Allen. No bond inventory or accounting shall be required of my said Trustee in his capacity as Trustee, either upon qualification as such or at any other time during the administration of the trust. Any of the principal or income from the Trust may, from time to time, at the discretion of the Trustee, be applied for the education, maintenance, health, care, support and comfort of the beneficiary, my said nephew, Evan Chandler Allen. The Trustee may disburse such funds from the income or principal as he may determine in his sole discretion. Upon my said nephew's becoming twenty-one (21) years of age, the Trust herein created shall terminate, and the remaining corpus of the Trust shall be delivered unto my said nephew, Evan Chandler Allen, to have and to hold absolutely, as heretofore mentioned.

In the event that my said nephew, Evan Chandler Allen, should die prior to reaching the age of twenty-one (21) years, then and in that event, the Trust herein created shall terminate, and all remaining property and proceeds of said trust, including income and principal, shall pass to my brother, John Hudson Allen, in fee simple absolute.

In addition to the powers and authorities specifically granted to my Executor under this Will, I expressly confer upon my Executor all rights, powers, duties, and authorities conferred upon a Trustee under the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. I authorize my Executor to exercise any such

FOR IDENTIFICATION:

Ja

Page 4 of 6 Pages

powers and authorities granted in this Will or by the Uniform Trustees' Powers Law of Mississippi without the necessity of obtaining court approval. All rights, powers, duties and discretion granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator.

IV.

Where it becomes necessary, in order to accomplish the administration of my estate, to sell or liquidate any portion of my estate, I hereby authorize and empower and constitute with authority my said Executor to make instruments of conveyance to sell or convey such part of my estate, whether, real, personal or mixed, upon such terms and conditions as he may deem fit, at public or private sale, with or without notice and without applying to any Court or tribunal whatsoever for authority so to do, and any such instruments made by him on behalf of my estate shall be as legal, valid and binding as though the same had been made by me. My Executor may retain such portions of my estate in the original investments as may appear advisable, without the necessity of liquidation, and may distribute the same in kind at such valuation as he may deem just and proper and equitable, his decision in such matters being binding upon all parties in interest.

FOR IDENTIFICATION:

SA

Page 5 of 6 Pages

IN WITNESS WHEREOF, I have hereunto set my hand in the presence of these subscribing witnesses, to whom I have declared this Instrument to be my true Last Will and Testament, and subscribing the same before them on this, the 21st day of July, 2001.

Geraldine Allen
GERALDINE ALLEN

The foregoing instrument, being the Last Will and Testament of Geraldine Allen, was on this the 21st day of July, 2001, subscribed at the end thereof by Geraldine Allen, the above named Testatrix, and by her signed, published and declared to be her true Last Will and Testament, in the presence of each of us, who thereupon, at her request, in her presence and in the presence of each other, have hereunto subscribed our names as attesting witnesses thereto.

This, the 21st day of July, 2001.

Meredith W. Creekmore

4658 Old Canton Rd.
Jackson, MS 39211
Address

James H Creekmore Sr

4658 Old Canton Rd
Jackson, Ms. 39211
Address

Page 6 of 6 Pages

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 30th day of NOV, 2001, at 1:15 o'clock P M., and was duly recorded on the NOV 30 2001, Book No. 34, Page 58.
MIKE CROOK, CHANCERY CLERK BY: Stacey H. Crook D.C.



FILED
THIS DATE

IN THE CHANCERY COURT OF
OF MADISON COUNTY, MISSISSIPPI

NOV 30 2001

MIKE CROOK
CHANCERY CLERK
By: *[Signature]* D.C.

ESTATE OF GERALDINE ALLEN,
DECEASED

NO. 2001-934

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 Meredith W. Creekmore, who being by me first duly sworn according to law, says on oath:

A. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Geraldine Allen, 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 21st day of July, 2001.

B. That on the 21st day of July, 2001, the said Geraldine Allen, 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 H. Creekmore, Sr., the other subscribing witness to said instrument.

C. That the said Geraldine Allen was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

D. That this affiant, together with James H. Creekmore, Sr., 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 Geraldine Allen, and in the presence of each other.

Meredith W. Creekmore
Meredith W. Creekmore

SWORN TO AND SUBSCRIBED BEFORE ME, this the 8th day of October, 2001.

Carolyn Akers (Inell)
Notary Public



James L. Pettis, III, Esq., MSB #4151
Larry D. Allen, Esq., MSB #1518
ARMSTRONG ALLEN, PLLC
2525 Lakeward Drive, Suite 200
Jackson, Mississippi 39216
(601) 713-1192

ATTORNEYS

K:\WPDATA\JLPA\Allen\affidavit.mwc

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 30th day of Nov, 2001, at 1:15 o'clock P M., and was duly recorded on the NOV 30 2001, Book No. 34, Page 64.
MIKE CROOK, CHANCERY CLERK BY. Stacy H. Crook d.c.



FILED
THIS DATE

NOV 30 2001

IN THE CHANCERY COURT OF
OF MADISON COUNTY, MISSISSIPPI

MIKE CROOK
CHANCERY CLERK
By: *[Signature]* D.C.

ESTATE OF GERALDINE ALLEN,
DECEASED

NO. 2001-934

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 James H. Creekmore, Sr., who being by me first duly sworn according to law, says on oath:

a. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Geraldine Allen, 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 21st day of July, 2001.

b. That on the 21st day of July, 2001, the said Geraldine Allen, 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 Meredith W. Creekmore, the other subscribing witness to said instrument.

c. That the said Geraldine Allen was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

d. That this affiant, together with Meredith W. Creekmore, 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 Geraldine Allen, and in the presence of each other.

James H. Creekmore Sr
James H. Creekmore, Sr.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 27th day of October, 2001.



Carolyn Akers (Inell)
Notary Public

My Commission Expires:
Notary Public of Mississippi At Large
My Commission Expires July 27, 2004
Bonded Thru Holden, Brooks & Garland, Inc.

James L. Pettis, III, Esq., MSB #4151
Larry D. Allen, Esq., MSB #1518
ARMSTRONG ALLEN, PLLC
2525 Lakeward Drive, Suite 200
Jackson, Mississippi 39216
(601) 713-1192

ATTORNEYS

K:\WPDATA\JLP\Allen\affidavit.jhc

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 30th day of NOV, 2001, at 1:15 o'clock P M., and was duly recorded on the NOV 30 2001, Book No. 34, Page 66.
MIKE CROOK, CHANCERY CLERK BY: Stacey Hill D.C.



#2001-975

FILED
THIS DATE

LAST WILL AND TESTAMENT

DEC 07 2001

of

ANNIE BASS WILLIAMSON

MIKE CROOK
CHANCERY CLERK
By: *Sandy H. Crook*

I, Annie Bass Williamson, residing in the First Judicial District of Hinds County, Mississippi, being above the age of Twenty-one (21) years of age and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all other wills and codicils heretofore made by me.

ITEM I

I hereby direct my Executor promptly to pay all of my just debts, including those of my last illness and burial.

ITEM II

I give and bequeath unto my husband, J. D. Williamson, the sum of Ten and no/100 Dollars (\$10.00), being mindful of his ability to provide adequately for himself.

ITEM III

I give and bequeath unto my loving daughter, Margaret Yvonne Bass Dove, she being my only child, all the rest and remainder of my property or every kind and character, whether real, personal or mixed, and wherever situated.

ITEM IV

I hereby designate and appoint John M. Lockett of Jackson, Mississippi, to serve as the Executor of this, my Last Will and Testament, and I direct that he be allowed to serve as such

Executor without bond and that he not be required to have an appraisement made of my estate.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 28 day of May, 1974.

Annie Bass Williamson
ANNIE BASS WILLIAMSON

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

Ray A. Parkman Jr.
WITNESS

P.O. Box 663

Jackson, Mississippi
ADDRESS

Mrs. Kay Griffiths
WITNESS

1211 Woody Drive

Jackson, Mississippi
ADDRESS

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this TH day of Dec, 2001, at 9:00 o'clock a M., and was duly recorded on the DEC 7 2001, Book No. 34, Page 68.
MIKE CROOK, CHANCERY CLERK BY: Stacy Hill D.C.



FILED
THIS DATE

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

DEC 07 2001

IN THE MATTER OF THE ESTATE OF
ANNIE BASS WILLIAMSON, DECEASED

MIKE CROOK
CHANCERY CLERK
By: Sally H. D.G.

CIVIL ACTION NO. 2001-975

PROOF OF DUE EXECUTION OF WILL

WHEREAS, on May 28, 1974 ANNIE BASS WILLIAMSON executed a Last Will and Testament which is being submitted for probate, and

WHEREAS, Ray A. Parkman, Jr. and Mrs. Kay Griffith were the Subscribing Witnesses to said Last Will and Testament, and

WHEREAS, Ray A. Parkman, Jr. is deceased and Mrs. Kay Griffith can not be located.

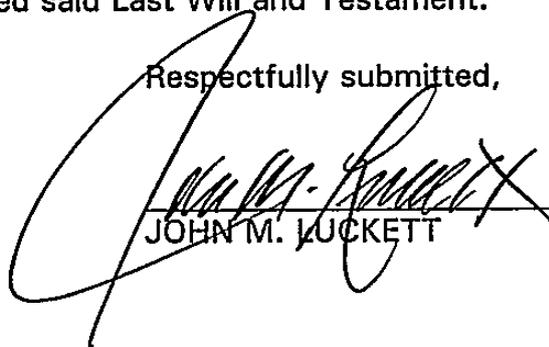
NOW THEREFORE, I the undersigned, John M. Lockett, having been duly sworn, state as follows:

1. My name is John M. Lockett, an Attorney at Law, licensed to practice in the State of Mississippi.
2. The Last Will and Testament of ANNIE BASS WILLIAMSON, dated May 28, 1974, is being tendered for probate.
3. I prepared the subject Will and witnessed the execution thereof.
4. Ray A. Parkman, Jr., one of the Subscribing Witness to said Last Will and Testament, is now deceased. I witnessed Ray A. Parkman, Jr.

sign as a Subscribing Witness. At said time, Ray A. Parkman, Jr. was a law associate of mine. I am familiar with his signature, and the signature of Ray A. Parkman, Jr. on the Last Will and Testament of ANNIE BASS WILLIAMSON is authentic.

5. Mrs. Kay Griffith, one of the Subscribing Witnesses to said Last Will and Testament of ANNIE BASS WILLIAMSON, can not be located after diligent search and inquiry. I personally witnessed Mrs. Kay Griffith sign said Will as a Subscribing Witness and I am familiar with her signature. The signature of Mrs. Kay Griffith on said Last Will and Testament of ANNIE BASS WILLIAMSON is authentic. On the date the subject Last Will and Testament was executed, Mrs. Kay Griffith was one of my secretaries.
6. The signature of ANNIE BASS WILLIAMSON on said Last Will and Testament is authentic and I personally knew Annie Bass Williamson at the time she executed said Last Will and Testament.

Respectfully submitted,


JOHN M. LUCKETT

STATE OF MISSISSIPPI
COUNTY OF HINDS

THIS DAY PERSONALLY came and appeared before me, the undersigned authority, in and for the jurisdiction aforesaid, JOHN M. LUCKETT, who having been duly sworn, stated on oath that the matters and facts contained and set forth in the above and foregoing PROOF OF DUE EXECUTION OF WILL are true and

correct as therein stated.

[Signature]
JOHN M. LUCKETT

SWORN TO AND SUBSCRIBED BEFORE ME, this the 5th day of December, 2001.

[Signature]
NOTARY PUBLIC
TINA M. MCGAHEY
HINDS COUNTY, MS

Notary Public State of Mississippi At Large
My Commission Expires: September 29, 2003
Bonded Thru Heiden, Brooks & Garland, Inc.

MY COMMISSION EXPIRES: _____

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 7th day of Dec, 2001, at 9:00 o'clock a M., and was duly recorded on the DEC 7 2001, Book No. 34, Page 69.

MIKE CROOK, CHANCERY CLERK

BY: *[Signature]* D.C.



FILED
THIS DATE

LAST WILL AND TESTAMENT
OF
ALYCE LYNN RACKLEY

DEC 07 2001

#2001-951

By: MIKE CROOK
CHANCERY CLERK
[Signature] DC.

I, Alyce Lynn Rackley, a resident of and domiciled in Madison County, State of Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, and in all respects competent and qualified, do hereby make, publish and declare this to be my true Last Will and Testament, hereby revoking all previous wills and codicils heretofore made by me.

ARTICLE ONE
Family Members

At the time of the execution of this Will, I am married to Irel (NMI) Rackley, and all references in this Will to "my husband" or "said husband" shall be deemed to refer to him. Neither of us collectively or separately, have any natural or adopted children.

ARTICLE TWO
Payment of Debts and Administrative Expenses

I hereby direct my Executrix, or her successor, to pay all expenses of my last illness and funeral expenses, and to pay all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done; provided, however, that my Executrix is authorized to pay any debt which I may owe at the time of my death not exceeding Five Hundred and No/1 00 Dollars (\$500.00) without the necessity of such debt being probated, registered or allowed against my estate so long as my said Executrix determines that such debt is a valid debt of my estate. It is my intention, however, that nothing in this Article of my Will shall be construed as creating an express trust or fund for the payment of my debts and expenses of administration which would in any way extend the statute of limitations for the payment of debts, or enlarge upon my legal obligation or any statutory duty of my Executrix to pay debts. My Executrix may, in her discretion, pay all or any portion of the expenses of the administration of my estate out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled. However, my Executrix shall

Alyce Lynn Rackley

not exercise this discretion in a manner that would result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

ARTICLE THREE
Payment of Taxes

I direct my Executrix to pay out of my residuary estate all federal and state estate, inheritance, succession and other death taxes which are assessed against my estate, or against any beneficiary, if any, including estate and inheritance taxes assessed on account of life insurance proceeds or any other property which shall be included in my estate for the purpose of such taxes, whether or not included in my estate for probate purposes.

ARTICLE FOUR
Specific Bequests

A. I will, give and bequeath unto my husband, if he survives me, the following described tangible personal property:

1. All of my personal belongings and effects (except my white and blue Afghan) , including jewelry, clothing and books;
2. All vehicles which I may own at the time of my death and all equipment relating thereto not otherwise specifically bequeathed;
3. All of my interest in the household furniture, furnishings and effects including, but not limited to, chinaware, silverware, glassware, linens, rugs, fixtures, paintings, portraits and works of art which are in, or are used in connection with, our homestead; and
4. All club memberships that I own at the time of my death.

I also will, give and bequeath unto my husband, if he survives me, any and all policies of insurance and rights there under pertaining to or insuring the tangible personal property bequeathed under this paragraph A of this Article.

If my husband does not survive me, then the gifts and bequests provided for under this paragraph A of this Article of my Will shall lapse, and the property hereinabove described in this paragraph A of this Article, shall be added to and become a part of my residuary estate to be distributed as hereinafter set forth.

Alyce Lynn Reddy

B. I will, give and devise the following described personal property to Eva Kinard, defined as being one white and blue Afghan.

C. I will, give and hereby bequeath unto Blanche C. Preston, my sister, if she survives me, the cash sum of \$60,000.00. Blanche C. Preston is the natural mother of Ronald A. Preston, a nephew, and Barbara P. Fischer, a niece. Therefore, should Blanche C. Preston, their mother survive me, said niece and nephew would normally inherit the residual of this devise in equal parts from her estate. But should Blanche C. Preston predecease me, then said niece and nephew shall be added as distributees under my residuary estate to share this bequest with the other residuary devisees, and the above financial amount to be transferred thereto.

ARTICLE FIVE
Marital Deduction Bequest In Trust

If my husband, Irel (NMI) Rackley, survives me, then I will, devise and bequeath unto my Trustee, in trust, nevertheless, and subject to the terms and conditions hereinafter set forth, an amount equal to the maximum estate tax marital deduction (allowable in determining the federal estate tax payable by reason of my death) reduced by an amount, if any, needed to increase my taxable estate (taking into account the marital deduction allowed under federal estate tax law) to the largest amount that will, after taking into account all allowable deductions and credits, including, but not limited to, the applicable credit amount (also known as the "applicable exclusion" and "unified credit") allowed under Section 2010 of the Internal Revenue Code of 1986, as amended, result in the imposition of no, or the smallest possible, federal estate tax. Provided, however, that in determining said amount, the state death tax credit provided for under federal estate tax law shall be taken or taken into account only to the extent that use of such credit does not result in an increase in the state death or estate taxes payable by reason of my death. In making the computations necessary to determine the amount of this pecuniary estate tax marital deduction gift, values as finally determined for federal estate tax purposes shall control. Further, in determining the amount which will be distributed to my Trustee under the terms of this Article, my Executrix shall consider and take into account all property which passes or has passed to my husband other than under this Article of my Will and which qualifies for the marital deduction allowed for federal estate tax purposes, which property may include, without limitation, property which has passed or passes to my said husband as a bequest or devise under any other Article of this, my Last Will and Testament, or which has passed or passes to my said husband by beneficiary designation, or by contract, or by virtue of her being a survivor with respect to property which we own as joint tenants with rights of survivorship. My Executrix shall have the sole

Alyce Lynn Rackley

discretion to determine the identity of the property of my estate, whether cash or other property, or partly cash and partly other property, which shall constitute the property to be distributed to my Trustee in satisfaction of the marital deduction gift provided for under this Article of my Will, but in making distributions in satisfaction of said marital deduction gift, only property, including cash, which is fairly representative of the net appreciation or depreciation in the value or values of the available property on the date or dates of distribution shall be selected. No assets shall be made a part of this marital deduction bequest which do not qualify for said marital deduction. The selection of the assets which are used to satisfy the bequest defray provided for under this Article of my Will shall not be subject to question by any beneficiary. This Trust shall be named and known as the "Alyce Lynn Rackley Marital Trust" and shall be administered by my Trustee on the following terms and conditions:

A. My Trustee shall pay all net income to my husband in convenient installments, periodically, at least as often as annually, during his life.

B. If the total income of my husband is, in the discretion of my Trustee, insufficient to enable him to maintain the standard of living to which he is accustomed at the time of my death, then my Trustee may pay to him, out of the trust, such sum or sums as my Trustee shall deem proper to enable him to maintain his accustomed standard of living. In making this determination, my Trustee may take into consideration my said husband's assets and income from sources other than this Trust. My Trustee is also authorized, in his or her discretion, to pay unto my husband the amount of any and all medical, nursing, hospital, institutional care or other related expenses which may be incurred by my said husband, out of income, principal or both. No person shall have any power to appoint any part of the property of this trust to any person other than my said husband during his lifetime.

C. I hereby authorize my Executrix, in her discretion, to elect that all or any fractional or percentile share of this trust be treated as qualified terminable interest property for the purpose of qualifying for the marital deduction allowable in determining the federal estate tax payable upon my death. The election made by my Executrix under this paragraph shall not be subject to question by any beneficiary under this Will. Notwithstanding anything to the contrary contained in this, my Will, I direct that:

(1) My Trustee shall not retain beyond a reasonable time any property which may be or become unproductive property nor shall my Trustee invest in unproductive property;

(2) In the event of any uncertainty regarding the interpretation of provisions of this trust for the benefit of my husband, it is my intention that its provisions shall be interpreted in the manner which would permit the property of

Alyce Lynn Rackley

this trust to qualify for the marital deduction authorized by the United States Internal Revenue Code, as now enacted or hereafter amended; and

(3) None of the powers granted to my Trustee by this Will shall be exercised in such a manner as to disqualify this trust or any part thereof from the marital deduction allowable in determining the federal estate tax on my estate.

D. Upon the death of my said husband, my Trustee shall distribute any undistributed income accrued to the date of his death to my husband's estate and shall distribute, pay over, deliver, assign and convey the then remaining balance of the trust estate as follows:

Husband
 (1) My Trustee shall pay to my said husband's estate, or to the appropriate tax authorities, from the balance of the trust estate remaining at my said wife's death (after payment of all accrued income to his estate), any estate and inheritance taxes and any other taxes in the general nature thereof (together with any interest thereon) which are payable on account of the trust property, as it exists on the date of the death of my husband, being included in his gross estate for estate tax purposes. The amount of such taxes and interest payable shall be determined by my Trustee, it being my intention that such amount be representative of the increase in such taxes fairly attributable to the trust property being included in my husband's estate for estate tax purposes, to the end that the estate and inheritance taxes, and the other taxes in the general nature thereof, paid from my said husband's estate shall not exceed such taxes computed as if the trust property were not taxable in my husband's estate and, to the extent that other assets of my husband's estate shall not provide sufficient funds, my Trustee may, in his discretion, pay any expenses incurred in connection with the administration of the estate of my said husband. My Trustee may retain property in trust or reserve property prior to final distribution for the payment of such taxes and expenses as my Trustee in his discretion shall determine.

(2) After distribution of accrued but undistributed income to my said husband's estate, and after payment of taxes and administrative expenses as hereinabove provided, my Trustee shall then distribute the balance of the property remaining in the trust estate outright, free of trust, in equal undivided amounts, to devisees, to-wit:

- (a) C. L. Conerly, Jr.
- (b) Emily C. White
- (c) Jeanne P. Wright
- (d) Ann P. Jennings
- (e) Carol P. Landon

Oliver Lynn & Co.

- (f) Stella P. Prout
- (g) Martha D. DeKay
- (h) Lynn D. Smith
- (i) Sherry D. Peterson
- (j) Wanda D. Markle,

and should Blanche C. Preston, my sister, not survive me, then added as devisees are

- (k) Ronald A. Preston, and
- (l) Barbara P. Fischer

E. In the event that my husband, Irel (NMI) Rackley, shall predecease me, then the devise and bequest to my Trustee provided for under this Article of my Will shall lapse and all of the property which would have otherwise been distributed to my Trustee under this Article shall pass to and be distributed as a part of my residuary estate as hereinafter provided.

ARTICLE SIX Disposition of Residuary Estate

I will, give, devise and bequeath all of the rest, residue and remainder of my property and estate, real, personal and mixed, of whatsoever kind or character and where so ever situated, together with any lapsed bequests and devises (my "residuary estate") as follows:

A. If my husband, Irel (NMI) Rackley, survives me, then I will, devise and bequeath my entire residuary estate unto my Trustee, in trust, nevertheless, to be held, maintained, administered, invested, reinvested and distributed for the uses and purposes and upon the terms and conditions hereinafter set forth:

1. The name of this trust shall be the "Alyce Lynn Rackley Family Trust."

2. This trust shall be for the primary benefit of my husband, Irel (NMI) Rackley, during his life. Provided, however, until his assets are depleted, my husband shall receive no distribution from this Trust.

3. During the life of my husband, Irel (NMI) Rackley, if his total income is insufficient to provide for his health and to permit him to maintain and support himself in the standard of living to which he is accustomed at the time of my death, then my Trustee shall pay and distribute to my husband out of the principal of the trust such additional sum or sums as are proper for the health care of my

Alyce Lynn Rackley

husband and to enable him to support and maintain himself in such standard of living, taking into account his needs. In making this determination, my Trustee may take into consideration my said husband's assets and income from sources other than this trust known to my Trustee. My Trustee is also authorized to pay any and all medical, nursing, hospital, institutional care and related expenses which may be incurred by my husband out of the principal of the trust.

4. Upon the death of my said husband, my Trustee shall pay or reserve from the trust estate any taxes and expenses attributable to the property and income of the trust, and my Trustee shall then distribute the balance of the property remaining in the trust estate outright, free of trust, in equal undivided amounts, to devisees, to-wit:

- (a) C. L. Conerly, Jr.
- (b) Emily C. White
- (c) Jeanne P. Wright
- (d) Ann P. Jennings
- (e) Carol P. Landon
- (f) Stella P. Prout
- (g) Martha D. DeKay
- (h) Lynn D. Smith
- (i) Sherry D. Peterson
- (j) Wanda D. Markle,

and should Blanche C. Preston, my sister, not survive me, then added as devisees are

- (k) Ronald A. Preston, and
- (l) Barbara P. Fischer

ARTICLE SEVEN

Property Vested In Minor Beneficiary

Whenever any property, whether principal or income, vests pursuant to the provisions of this, my Will, in a minor, persons acting hereunder as Executrix or Trustee, as the case may be, shall have the right as donees of a power during minority, upon distribution of such property, to hold and manage the same until such minor attains his or her majority, and may exercise in respect of such property, and the income thereof, all powers conferred by this my Will, or by law, upon my Executrix or Trustee, including the power to apply any such property or the income thereof to the use or for the benefit of such minor. Said donees shall be entitled to receive such compensation as they would be entitled to receive if they were holding the property as Trustee of a separate trust under this Will and shall not be required

Dlyce Lynn Riddle

to render periodic accounts to any Court. My Executrix and Trustee are not required to exercise the power granted under this Article of my Will, and may, in their discretion, elect to distribute property to or for the benefit of the minor in whom such property has vested, or to such minor's natural or legal guardian, or to an eligible custodian under the Mississippi Uniform Transfers to Minors Act (and my Executrix and Trustee shall not be prohibited from serving as custodian unless otherwise prohibited by law), and upon obtaining receipt therefor shall have no further obligation with respect to such property as Executrix or Trustee.

ARTICLE EIGHT
Trust Provisions

To the extent permitted or required by law, it is my intention and I hereby direct, with respect to any trust created under the terms of this, my Last Will and Testament, that:

A. Neither the principal nor the income of any trust created hereunder, nor any part of same, shall be liable for the debts or torts of any beneficiary hereunder, nor shall the same be subject to seizure by any creditor of any beneficiary hereunder and no beneficiary hereunder shall have any power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of his or her interest in any trust, or any part of same, or the income produced from said trust, or any part of same. No part of any trust created hereunder, principal, income or increment shall be attachable, assignable, trustable or liable to be taken at law or in equity for or on account of any debt, tort, obligation or contract of the beneficiary hereunder. No beneficiary's interest in income or principal or both of any trust created hereunder is subject to voluntary or involuntary transfer. Provided, however, that the "spendthrift" provisions set forth in this Article shall not apply in any manner to disallow or adversely affect the marital deduction to which my estate may be entitled for federal or state of Mississippi estate tax purposes.

B. Any trust created under this, my Last Will and Testament, shall be a private trust, and my Trustee shall not be required to obtain the order or approval of any Court for the exercise of any power or discretion herein given. My Trustee shall not be required to return to any Court any periodic formal accounting of his administration of any trust, but said Trustee shall render annual accounts to each beneficiary of each trust.

C. No person paying money or delivering property to my Trustee shall be required to see to its application. No bond or other security shall be required of my Trustee. The Trustee of any trust created hereunder is authorized to receive and retain for said Trustee's services in administering each trust reasonable

Alyce Lynn Raebler

compensation in accordance with that which is customarily and generally charged for performing trust services of the nature involved in such trust.

D. Notwithstanding any other provision of this Will to the contrary, I direct that any trust created hereunder shall terminate within the period prescribed by any applicable rule against perpetuities. I further direct that in the event such termination is required, the principal of any trust then in effect shall be paid over to the primary income beneficiary of such trust, or if there are more than one, then in equal shares to the income beneficiaries, thereby terminating such trust.

ARTICLE NINE
Powers of Executrix and Trustee

I hereby authorize and empower my Executrix, with respect to my estate, and my Trustee, with respect to any trust created hereunder, and any successor or successors thereof, in their sole and absolute discretion, to do the following:

1. To exercise all of the powers, rights and discretions granted by virtue of the "Uniform Trustees' Powers Law," being § §91-9-1 01 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, as now enacted, or as hereafter amended, which "Uniform Trustees' Powers Law" is hereby incorporated by reference as though fully and completely copied herein. Should said "Uniform Trustee's Powers Law" be repealed, then my Executrix and Trustee herein named shall continue to have all of the powers, rights and discretions granted by said "Uniform Trustees' Powers Law," the same as if it were still in effect.

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

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

4. To determine what is principal and what is income with respect to all receipts and disbursements; to establish and maintain reserves for depreciation, depletion, obsolescence, taxes, insurance premiums, and any other purpose deemed necessary and proper by them and to partite and to distribute property of the estate

Alice Lynn Reekley

or trust in kind or in undivided interests, and to determine the value of such property. My Trustee is hereby authorized and empowered to hold and invest the assets of any trust created hereunder jointly and in undivided shares or interests.

5. To perform such acts, to participate in such proceedings and to exercise such other rights and privileges in respect to any property, as if they were the absolute owner thereof, and in connection therewith to enter into and execute any and all agreements binding my estate and any trust created hereunder.

6. To borrow money from such source or sources and upon such terms and conditions as my Executrix or Trustee shall determine, and to give such security there for as my Executrix or Trustee may determine.

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

8. To compromise, settle or adjust any claim or demand by or against my estate, or any trust, to litigate any such claims, including, without limitation, any claims relating to estate or income taxes, and to agree to any rescission or modification of any contract or agreement.

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

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

Phyllis Lynn Rockley

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

12. To settle, adjust, dissolve, windup or continue any partnership or other entity in which I may own a partnership or equity interest at the time of my death, subject, however, to the terms of any partnership or other agreement to which I am a party at the time of my death. I authorize my Executrix and Trustee to continue in any partnership or other entity for such periods and upon such terms as they shall determine. Neither my Executrix nor my Trustee shall be disqualified by reason of being a partner, equity owner or title holder in such firm from participating on behalf of my estate in any dealings herein authorized to be carried on between my Executrix or Trustee and the partners or equity owners of any such partnership or other entity.

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

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

15. To change the domicile or situs of any trust created hereunder. All authorities and powers hereinabove granted unto my Executrix and Trustee shall be exercised from time to time in their sole and absolute discretion and without prior authority or approval of any Court, and I intend that such powers be construed in the broadest possible manner.

ARTICLE TEN

Appointment of Executrix

I hereby appoint Lynn D. Smith, to be Executrix of this, my Last Will and Testament and my estate. In the event that Lynn D. Smith shall predecease me, or, for any reason, shall fail to qualify or cease to act as my Executrix, then I hereby

Lynn D. Smith

appoint John E. Smith, to serve as successor Executor of my Last Will and Testament, and my estate. Any reference herein to my "Executrix" shall also refer to and include my successor Executor herein named, and I confer upon said successor Executor all of the rights, powers, duties, discretions and obligations conferred upon my original Executrix hereinabove named. My Executrix and my successor Executor, hereinabove named, shall serve without any bond, and I hereby waive the necessity of preparing or filing any inventory, accounting or formal appraisal of my estate.

ARTICLE ELEVEN
Appointment of Trustee

I hereby appoint Lynn D. Smith, to be Trustee of each trust created under this, my Last Will and Testament. If Lynn D. Smith shall be unable or unwilling to accept appointment as Trustee or for any reason shall discontinue his service as Trustee or shall resign as Trustee, then I hereby appoint John E. Smith to be successor Trustee of each trust created under this, my Last Will and Testament. Any successor Trustee shall have all of the rights, powers, duties, discretions and obligations conferred upon my original Trustee hereinabove named.

ARTICLE TWELVE
Construction

Throughout this Will, the masculine gender shall be deemed to include the feminine as well as the neuter, and vice versa, as to each of them; the singular shall be deemed to include the plural, and vice versa. The term "descendants" shall include the legally adopted children and more remote descendants of my children, provided that in each case such adopted child shall have been adopted prior to attaining seven (7) years of age. The headings used herein are for convenience only and shall not be construed or interpreted as limiting the scope of the Article to which the heading pertains.

IN WITNESS WHEREOF, I have hereunto affixed my signature in the presence of Charles R. Mayfield, Jr., and Mark S. Mayfield, who I have requested to act as subscribing witnesses hereto on this August 6, 2001.


ALYCE LYNN RACKLEY

WITNESSES:

Charles R. Mayfield, Jr.
Charles R. Mayfield, Jr.

Mark S. Mayfield
Mark S. Mayfield

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

WITNESS our signatures on this August 6, 2001.

WITNESSES:

Charles R. Mayfield, Jr.
Charles R. Mayfield, Jr.
5420 Marblehead Dr.
Jackson, MS 39211

Mark S. Mayfield
Mark S. Mayfield
208 Mallory Court
Madison, MS 39110

Alyce Lynn Rackley



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 7th day of December, 2001, at 9:00 o'clock A. M., and was duly recorded on the 7th day of December, 2001. Book No. 34, Page 70 1/2.
MIKE CROOK, CHANCERY CLERK BY: Karen Rupp D.C.

PROOF OF WILL

DEC 07 2001

STATE OF MISSISSIPPI, COUNTY OF HINDS

MIKE CROOK
CHANCERY CLERK
By: *[Signature]* D.C.

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid Charles R. Mayfield, Jr., and Mark S. Mayfield, credible and competent subscribing witnesses to the foregoing instrument of writing dated August 6, 2001, purporting to be the Last Will and Testament of Alyce Lynn Rackley, each of whom having been first duly sworn, state on oath that the said Alyce Lynn Rackley signed, made, published and declared said instrument as her Last Will and Testament on August 6, 2001, the date of said instrument, in the presence of these affiants; that the Testator was then of sound and disposing mind and memory, and above the age of twenty-one (21) years; that the Testator was acting voluntarily without undue influence, fraud or restraint; that the affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of Alyce Lynn Rackley, and in the presence of Alyce Lynn Rackley, and in the presence of each other; that the Testator at the time of the attestation was mentally capable of recognizing, and actually conscious of said act and attestation; that the subscribing witnesses were, at the time of said attestation, competent witnesses under the laws of the State of Mississippi; that at the time of said attestation the Testator, Alyce Lynn Rackley, indicated to the affiants that she was a resident of and had a fixed place of residence in Madison County, State of Mississippi; and that this Proof of Will is attached to the original of that certain foregoing written instrument signed, made, published and declared by the said Testator, Alyce Lynn Rackley, as his Last Will and Testament on this August 6, 2001.

[Signature]

Charles R. Mayfield, Jr.

[Signature]

Mark S. Mayfield

SWORN to and subscribed before me on this on this August 6, 2001.

[Signature]
NOTARY

My Commission Expires: 11-25-02

Prepared by: Mayfield & Mayfield, Attys., P. O. Box 2192, Jackson, MS 39225.
Phone 601-948-3590. Fax 601-948-3591

[Signature]

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 7th day of December, 2001, at 9:00 o'clock A. M., and was duly recorded on the 7th day of December, 2001, Book No. 34, Page 83.
MIKE CROOK, CHANCERY CLERK BY: *[Signature]* D.C.



DEC 17 2001

#2001-1031

STATE OF MISSISSIPPI
COUNTY OF MADISON

BOOK 0034 PAGE 084

MIKE CROOK
CHANCERY CLERK

By: [Signature] D.C.

LAST WILL AND TESTAMENT OF CLYDE L. CLUNAN, JR.

I, Clyde L. Clunan, Jr., an adult resident citizen of Canton, Madison County, Mississippi, and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my will, and by so doing I do hereby revoke any and all other wills and codicils thereto which have been heretofore made by me.

ITEM ONE

I am married to Alma Clunan, who is sometimes referred to herein as "my wife". I have two children, namely: Michelle Clunan Mack, my natural daughter, and Jennifer Anne Clunan, my adopted daughter, who are each sometimes referred to herein respectively as "my daughter". I have one grandchild, namely: Jason Allen Thurman, who is sometimes referred to herein as "my grandson".

As I have discussed this will in great detail with my wife and have thereby made my motives known to her, I now want to relate my motives to my daughters and my grandson so that they too will understand why I have made the provisions for them that are set forth in this will. My primary motives with respect to them are: (1) to fulfill my parental obligation to my daughters by establishing separate trusts that will provide adequately for each of them, (2) while at the same time making a greater trust provision for Michelle than for Jennifer, because I am convinced that Michelle will use such property that is ultimately distributed to her, together with all of the various other gifts that I have previously bestowed upon her, to provide adequately for the support and maintenance of my grandson, Jason Allen Thurman.

Whenever used in this will, the words daughter(s), child, children and grandson shall not be deemed to include any after-born or hereafter adopted child or grandchild, any law to the contrary notwithstanding.

ITEM TWO

I have heretofore given unto my wife, Alma Clunan, all of my household goods, furnishings, appliances and other accessories, and

Initials [Signature]

I do hereby ratify and reaffirm such gifts, and declare that I do not now own any such property and therefore make no disposition of the same under this will.

ITEM THREE

I do hereby give and devise unto my wife, Alma Clunan, my residence, subject to any outstanding indebtedness thereon, which is located at 638 South Kathy Circle, Canton, Mississippi, and is more particularly described as follows, to-wit:

A lot or parcel of land fronting 112 feet on the South side of Kathy Circle (south) and being part of Lot 15 and Lot 16 Block "D" of Kathy Subdivision in Canton, Madison County, Mississippi, and more particularly described as beginning at a point 24 feet North 89° 57' East of the Northeast corner of Lot 15, Block "D", run South 89° 57' West for 112 feet along the South line of Kathy Circle (South) to a point; thence South for 200 feet to a point; thence North 89° 57' East for 112 feet to a point; thence North for 200 feet to the point of beginning.

ALSO: A strip of land which is adjacent to and contiguous with the South line of the above described property and being more particularly described as:

Beginning at a point on the South line of Lot 16 in Block D of Kathy Subdivision, as shown on the map or plat thereof which is recorded in Plat Book 4 at page 14 in the office of the Chancery Clerk of Madison County, Mississippi, reference to which is hereby made, which point is 24 feet East of the Southeast corner of Lot 15 in Block D of said subdivision, and from said point of beginning, run thence South 25 feet to the North bank of an existing drainage ditch; thence run West along the North bank of said ditch for a distance of 112 feet; thence run North to a point on the South line of Lot 15 in Block D of said subdivision, which point is 88 feet West of the Southeast corner of said Lot 15, thence run East along the South lines of Lots 15 and 16 for a distance of 112 feet to the point of beginning.

I intend to include in this devise to my wife, all of my right, title and interest in any subsequently acquired residence, but subject to any outstanding indebtedness thereon.

ITEM FOUR

Should my daughter, Michelle Clunan Mack, survive me, then in that event I do hereby give, devise and bequeath unto Deposit Guaranty National Bank, a national banking corporation, as Trustee, in trust for the use and benefit of Michelle Clunan Mack, an amount of property that is equal in value to the lesser of either (1) the gross sum of \$400,000.00 or (2) one-third (1/3) of my net estate remaining after the payment of all expenses of my last illness, funeral and sepulcher, any and all estate and inheritance taxes,

Initials *CLC*

all proper claims which are probated and allowed against my estate, all other proper costs of the administration of my estate, and the payment in full of the devise hereinabove made under Item Three of this will. It is my intention that the property given to said Trustee to fund this trust shall, in no event, exceed the gross sum of \$400,000.00. This trust shall be known as "THE MICHELLE CLUNAN MACK TRUST".

The Trustee shall hold, administer and distribute the Trust estate pursuant to the following terms and provisions:

(A) The Trustee shall distribute to my said daughter, or apply for her benefit, all of the net income of the trust. The net income shall be so distributed or applied in convenient installments, but as least annually.

(B) The Trustee may, in its sole discretion, invade the corpus of this trust and pay therefrom to my said daughter, or apply for her benefit, so much of the principal of the trust as the Trustee deems to be absolutely essential and imperative, by reason of some catastrophic emergency or casualty, to provide for my said daughter's health, support, and maintenance, including expenses which arise by virtue of my said daughter's disability, extended illness, hospitalization, or confinement in a nursing home or other such institution. In the exercise of this discretion, the Trustee shall consider all funds which are available to my said daughter from other sources.

(C) This trust shall terminate five (5) years after the trust has become fully funded. In other words, if all or any part of the promissory note or notes executed by Madison County Equipment Company, Inc., and representing its purchase price for my capital stock in said corporation, pursuant to the terms and provisions of that certain stock purchase agreement of October 1, 1979 and amended November 30, 1992, then in that event it is my intention that this trust shall extend and continue for a period of five (5) years from and after the payment in full of such note or notes. After the trust has become fully funded by virtue of the payment in full by said corporation of such promissory note or notes, the

Initials *CL*

Trustee shall thereupon pay over and deliver the trust estate to Michelle Clunan Mack in five (5) equal annual installments of principal, plus all accrued interest thereon, commencing one (1) year after the date of the payment in full of such promissory note or notes and continuing on the same day in each succeeding year thereafter until the complete and final distribution of the trust estate has been accomplished.

(D) If Michelle Clunan Mack should die prior to the termination and final distribution of the trust pursuant to the foregoing provisions, then in that event one-half (1/2) of all of the principal and accumulated income constituting the trust estate at the time of her death shall inure to the benefit of Jennifer Anne Clunan or her surviving issue, as the case may be, and the same shall be delivered and conveyed to Deposit Guaranty National Bank, as Trustee of the "JENNIFER ANNE CLUNAN TRUST" created under Six of this will, and the remaining one-half (1/2) of all of the principal and accumulated income constituting the trust estate at the time of her death shall inure to the benefit of Jason Allen Thurman or his surviving issue, as the case may be, but subject to the provisions of paragraph E hereunder. However, should Jason Allen Thurman be then deceased without surviving issue, then in that event his share shall vest in and be delivered to Deposit Guaranty National Bank, as Trustee of said "JENNIFER ANNE CLUNAN TRUST"; and conversely should Jennifer Anne Clunan be then deceased without surviving issue, then in that event her share shall vest in and be delivered to Jason Allen Thurman, but subject to the provisions of paragraph E hereunder.

(E) If, pursuant to the foregoing provisions, Jason Allen Thurman is over the age of thirty-five (35) years at the time of the death of Michelle Clunan Mack, then in that event the share hereinabove apportioned to him shall be paid over and delivered to him discharged of the trust. But if Jason Allen Thurman is under the age of thirty-five (35) years at the time of the death of Michelle Clunan Mack, then in that event the share hereinabove apportioned to him shall nevertheless continue to be held in trust

Initials

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hereunder for his benefit and be administered as follows:

(1) Until such time as Jason Allen Thurman shall have either attained the age of twenty-five (25) years or obtained an undergraduate degree from an accredited four year college or university, the Trustee shall distribute to Larry Thurman, the father of my said grandson, for the use and benefit of Jason Allen Thurman, so much of the income and principal of the trust estate as the Trustee in the exercise of its sole discretion may deem to be reasonable and necessary for the proper support, maintenance, education and general welfare of my grandson.

(2) After my grandson shall have either attained the age of twenty-five (25) years or obtained his undergraduate degree from an accredited four year college or university, the Trustee shall distribute to my said grandson, or apply for his benefit, all of the net income of this trust. The net income shall be distributed or applied in convenient installments, but at least annually.

(3) After my grandson shall have become entitled to receive all of the net income of this trust pursuant to the foregoing provisions, the Trustee may also, in its sole discretion, invade the principal of this trust and pay therefrom to my grandson, or apply for his benefit, so much of the principal of this trust as the Trustee deems to be absolutely essential and imperative by reason of some catastrophic emergency or casualty to provide for my said grandson's health, support and maintenance, including expenses which arise by virtue of my grandson's disability, extended illness, hospitalization, or confinement in a nursing home or other such institution. In the exercise of this discretion, the Trustee shall consider all funds which are available to my grandson from other sources.

(4) This trust for the benefit of my grandson shall finally terminate on his thirty-ninth birthday, which is October 11, 2022. The Trustee shall begin to pay over and deliver the trust estate to my grandson in five equal annual installments of principal, together with all accrued interest thereon, commencing upon his thirty-fifth (35th) birthday and continuing on his birthday in each

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succeeding year thereafter, with the fifth and final such annual installment to be made on October 11, 2022.

(F) If my grandson should die prior to the termination of his trust pursuant to the foregoing provisions, the principal and all accumulated income constituting his trust at the time of his death shall thereupon vest in and be delivered and conveyed, subject to the provisions of paragraph G hereunder, to his surviving issue, per stirpes; or if Jason Allen Thurman shall leave no surviving issue, the principal and all accumulated income shall inure to the benefit of Jennifer Anne Clunan or her surviving issue, as the case may be, and the same shall be paid over and delivered to Deposit Guaranty National Bank, as Trustee of the "JENNIFER ANNE CLUNAN TRUST" created under Item Six of this will; or if Jennifer Anne Clunan should be then deceased without surviving issue, the principal and all accumulated income shall inure to the benefit of and be paid over and delivered in equal shares to my heirs at law, computed as of the date of the death of Jason Allen Thurman.

(G) If the trust estate or any part thereof shall vest in the surviving issue of Jason Allen Thurman who shall be under twenty-one (21) years of age at the time of the vesting thereof in accordance with the foregoing provisions, I direct that such principal and accumulated income so vesting shall nevertheless continue to be held in trust by my Trustee under the provisions hereof and be administered as a separate trust for the benefit of each such minor issue of Jason Allen Thurman and be applied, in such manner and at such intervals and in such amounts, as the Trustee, in its sole discretion, shall deem requisite or desirable for the suitable support and education of such person until he or she shall attain the age of twenty-one (21) years, or shall sooner die, whereupon the then principal and accumulated income of such trust shall be delivered and conveyed, discharged of the trust, to such person if he or she shall attain the age of twenty-one (21) years, or if such person shall die prior to his or her attainment of twenty-one (21) years, to such person's Co-Executors or Administrators.

Initials *CL*

the net income of this trust pursuant to the foregoing provisions, the Trustee may also, in its sole discretion, invade the corpus of this Trust and pay therefrom to my said grandson, or apply for his benefit, so much of the principal of this trust as the Trustee deems to be absolutely essential and imperative, by reason of some catastrophic emergency or casualty to provide for my said grandson's health, support, and maintenance, including expenses which arise by virtue of my grandson's disability, extended illness, hospitalization, or confinement in a nursing home or other such institution. In the exercise of this discretion, the Trustee shall consider all funds which are available to my grandson from other sources.

(D) This trust for the benefit of my grandson shall finally terminate on his thirty-ninth birthday, which is October 11, 2022. The Trustee shall begin to pay over and deliver the trust estate to my grandson in five equal annual installments of principal, together with all accrued interest thereon, commencing upon his thirty-fifth (35th) birthday and continuing on his birthday in each succeeding year thereafter, with the fifth and final such annual installment to be made on October 11, 2022.

(E) If my grandson should die prior to the termination of this trust pursuant to the foregoing provisions, the principal and accumulated income constituting this trust at the time of his death shall thereupon vest in and be delivered and conveyed to his surviving issue, per stirpes, but subject to the provisions of paragraph F hereunder, or if my grandson shall leave no surviving issue, the principal and all accumulated income shall thereupon vest in and be delivered and conveyed to Deposit Guaranty National Bank, as Trustee of "THE JENNIFER ANNE CLUNAN TRUST" created under Item Six of this will.

(F) If any of this trust estate shall vest in any person among my deceased grandson's issue who shall be under twenty-one (21) years of age at the time of the vesting thereof in accordance with the foregoing provisions, I direct that such principal and accumulated income so vesting shall nevertheless continue to be

Initials _____

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held in trust by the Trustee under the provisions hereof and be administered as a separate trust and that the net income therefrom and the principal thereof shall be applied, in such manner, and at such intervals, and in such amounts, as my Trustee, in its sole discretion, shall deem requisite or desirable for the suitable support, maintenance and education of such person until he or she shall attain the age of twenty-one (21) years, or shall sooner die, whereupon the then principal and any accumulated income of such trust shall be delivered and conveyed, discharged of the trust, to such person if he or she shall attain the age of twenty-one (21) years, or, if such person shall die prior to his or her attainment of twenty-one (21) years, to such person's Co-Executors or Administrators.

(G) This trust is designed and intended to be an income producing trust. With this in mind, I direct that the Trustee shall prudently keep the trust estate safely invested in Government Securities, insured bank accounts, and/or blue chip investments or securities.

ITEM SIX

Should my daughter, Jennifer Anne Clunan, survive me, then in that event I do hereby give, devise and bequeath unto Deposit Guaranty National Bank, a national banking corporation, as Trustee, in trust for the use and benefit of Jennifer Anne Clunan, an amount of property that is equal in value to the lesser of either (1) the gross sum of \$200,000.00 or (2) one-sixth (1/6) of my net estate remaining after the payment of all expenses of my last illness, funeral and sepulcher, any and all estate and inheritance taxes, all proper claims which are probated and allowed against my estate, all other proper costs of the administration of my estate, and the payment in full of the devise hereinabove made under Item Three of this will. It is my intention that the property given to said Trustee to fund this trust shall, in no event, exceed the gross sum of \$200,000.00. This trust shall be known as "THE JENNIFER ANNE CLUNAN TRUST".

The Trustee shall hold, administer and distribute the trust

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estate pursuant to the following terms and provisions:

(A) Until such time as my said daughter shall have either attained the age of twenty-five (25) years or obtained an undergraduate degree from an accredited four year college or university, the Trustee shall distribute to my wife, but for the use and benefit of my said daughter, so much of the net income of the trust estate as the Trustee, in the exercise of its sole discretion, may deem to be reasonable and necessary for the proper support, maintenance, education and general welfare of my said daughter. Should my wife die prior to the time that my said daughter shall have either attained the age of twenty-five (25) years or obtained an undergraduate degree from an accredited four year college or university, then in that event the Trustee shall distribute to Larry Thurman, but for the use and benefit of my said daughter, so much of the net income of the trust estate as the Trustee, in the exercise of its sole discretion, shall deem to be reasonable and necessary for the proper support, maintenance, education and general welfare of my said daughter.

(B) If, pursuant to the provisions of the foregoing paragraph, the Trustee, in the exercise of its discretion, should distribute less than all of the net annual income of the trust estate either to my wife or to Larry Thurman, as the case may be, for the use and benefit of and for the reasonable, necessary and proper support, maintenance, education and general welfare of my said daughter, then in that event the Trustee shall distribute at least annually and discharged of this trust, all of the remaining surplus of the net annual income of the trust estate to my wife, Alma Clunan, if she be then living, as Custodian for Jennifer Anne Clunan under and pursuant to the terms and provisions the Mississippi Uniform Transfers To Minors Act, being §91-20-1, et seq., of the Mississippi Code, as now enacted or hereafter amended, or, if my wife should be then deceased, then to Deposit Guaranty National Bank, as Custodian for Jennifer Anne Clunan under and pursuant to the terms and provisions of the said Mississippi Uniform Transfers To Minors Act.

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(C) After my said daughter shall have attained the age of twenty-five (25) years or obtained her undergraduate degree from an accredited four year college or university, the Trustee shall distribute to my said daughter, or apply for her benefit, all of the net income of this trust. The net income shall be so distributed or applied in convenient installments, at least annually.

(D) The Trustee may in its sole discretion, invade the principal of this trust and pay therefrom to my said daughter, or apply for her benefit, so much of the principal of this trust as the Trustee deems to be absolutely essential and imperative, by reason of some catastrophic emergency or casualty to provide for my said daughter's health, support and maintenance, including expenses which arise by virtue of her disability, extended illness, hospitalization, or confinement in a nursing home or other such institution. In the exercise of this discretion, the Trustee shall consider all funds which are available to my said daughter from other sources.

(E) This trust shall finally terminate on August 7, 2021, which is my said daughter's thirty-ninth (39th) birthday. The Trustee shall begin to pay over and deliver the trust estate to my said daughter in five (5) equal annual installments of principal, together with all accrued interest thereon, commencing upon her thirty-fifth (35th) birthday and continuing on her birthday in each succeeding year thereafter, with the fifth and final such annual installment to be made on August 7, 2021.

(F) If my said daughter should die prior to the termination of this trust pursuant to the foregoing provisions, the principal and all accumulated income constituting this trust at the time of her death shall thereupon vest in and be delivered and conveyed to her surviving issue, per stirpes, but subject to the provisions of paragraph G hereunder, or if my said daughter shall leave no surviving issue, then in that event one-half (1/2) of all of the principal and accumulated income constituting the trust estate at the time of her death shall inure to the benefit of Michelle Clunan

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Mack and be delivered and conveyed to Deposit Guaranty National Bank as Trustee of THE MICHELLE CLUNAN MACK TRUST created under Item Four of this will, and the remaining one-half (1/2) of all the principal and accumulated income constituting the trust estate at the time of her death shall inure to the benefit of Jason Allen Thurman and be delivered and conveyed to Deposit Guaranty National Bank, as Trustee for Jason Allen Thurman, and which trust estate shall be held and administered in accordance with the provisions of Item Five of this will.

(G) If any of this trust estate shall vest in any person among my deceased daughter's issue who shall be under twenty-one (21) years of age at the time of the vesting thereof in accordance with the foregoing provisions, I direct that such principal and accumulated income so vesting shall nevertheless continue to be held in trust by my Trustee under the provisions hereof and be administered as a separate trust and that the net income therefrom or the principal thereof shall be applied, in such manner, and at such intervals, and in such amounts as my Trustee, in its sole discretion, shall deem requisite or desirable for the suitable support, maintenance and education of such person until he or she shall attain the age of twenty-one (21) years or shall sooner die, whereupon the then principal and any accumulated income of such trust shall be delivered and conveyed, discharged of the trust, to such person if he or she shall attain the age of twenty-one (21) years, or, if such person shall die prior to his or her attainment of twenty-one (21) years, to such person's Co-Executors or Administrators.

(H) This trust is designed and intended to be an income producing trust. With this in mind, I direct that the Trustee shall prudently keep the trust estate safely invested in Government Securities, insured bank accounts, and/or blue chip investments or securities.

ITEM SEVEN

But should my daughter, Jennifer Anne Clunan, predecease me, then in that event I do hereby give, devise and bequeath

Initials _____

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all of the property that would have otherwise passed under Item Six of this will, had my said daughter survived me, to Deposit Guaranty National Bank as Trustee of "THE MICHELLE CLUNAN MACK TRUST" created under Item Four of this will.

ITEM EIGHT

Should my wife, Alma Clunan, survive me, then in that event I do hereby give, devise and bequeath unto Deposit Guaranty National Bank, a national banking corporation, as Trustee, in trust for the use and benefit of my said wife, all of the rest, residue and remainder of all of my real and personal property, of every nature and description and wheresoever located, being all of my remaining net estate after the payment of all expenses of my last illness, funeral and sepulcher, any and all estate and inheritance taxes, all proper claims which are probated and allowed against my estate, all other proper costs of the administration of my estate, and the payment in full of the devise hereinabove made under Item Three of this will and the bequests to THE MICHELLE CLUNAN MACK TRUST created under Item Four of this will and THE JENNIFER ANNE CLUNAN TRUST created under Item Six of this will. This trust shall be known as "THE ALMA CLUNAN MARITAL TRUST".

The Trustee shall hold, administer, and distribute the trust estate pursuant to the following terms and provisions, to-wit:

(A) The Trustee shall distribute to my wife, or apply for her benefit, all of the net income of this trust. The net income shall be so distributed or applied in convenient installments, but at least annually.

(B) The Trustee may, in its sole discretion, invade the corpus of this trust and pay therefrom to my wife, or apply for her benefit, so much of the principal of this trust as the Trustee deems to be absolutely essential and imperative, by reason of some catastrophic emergency or casualty, to provide for my wife's health, support, and maintenance, including expenses which arise by virtue of my wife's disability, extended illness, hospitalization, or confinement in a nursing home or other such institution. In the exercise of this discretion, the Trustee shall consider all funds

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which are available to my wife from other sources.

(C) Upon the death of my wife, any and all undistributed income of this trust shall be distributed to my wife's estate. The remaining corpus of this trust shall be distributed one-half (1/2) to Deposit Guaranty National Bank, a national banking corporation, as Trustee of "THE MICHELLE CLUNAN MACK TRUST" created under Item Four of this will and one-half (1/2) to Deposit Guaranty National Bank, a national banking corporation, as Trustee of "THE JENNIFER ANNE CLUNAN TRUST" created under Item Six of this will, to be held, administered and distributed according to terms of each of those respective trusts.

(D) It is my intention to qualify this bequest for the marital deduction under 26 U.S.C.A. §2056, if my Co-Executors so elect, and any provision herein to the contrary shall be void. Accordingly, I direct (1) that there shall not be allocated to the trust any property which would not qualify for the marital deduction; (2) that the Trustee shall not invest in nor retain beyond a reasonable time, without the consent of my wife, any unproductive property as that property is defined in applicable tax laws, and my wife shall have the power to require the Trustee either to make the property productive or to convert it to productive property within a reasonable time; and (3) that none of the powers or discretions of my Co-Executors or Trustee shall be exercised in a manner which will deny my estate the marital deduction for property passing to this trust.

(E) I authorize my Co-Executors to make the election under 26 U.S.C.A. §2056 to have this trust or any portion hereof treated as "qualified terminable interest property" for the purpose of qualifying for the marital deduction allowable in determining the federal estate tax upon my estate. My Co-Executors shall, in their sole discretion, determine whether to elect, under the provisions of the Internal Revenue Code applicable to my estate, to have a specific portion (herein referred to as the "marital deduction portion") or all of this trust, treated as "qualified terminable interest property" for federal estate tax purposes. If any

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election is made as to less than all of this trust, the specific portion shall be expressed as a percentage, and the value of the marital deduction portion at any time may be determined by multiplying the value of this trust at that time by the percentage. Generally, I anticipate that my Co-Executors will elect to minimize the estate tax payable by my estate, but the determination of my Co-Executors with respect to the exercise of the election shall be conclusive upon all affected persons.

(F) Neither my wife, nor any other person, shall have the right to appoint, prior to my wife's death, any part of the income or principal of the trust to any person other than my wife.

(G) This trust is designed and intended to be an income producing trust. With this in mind, I direct that the Trustee shall prudently keep the trust estate safely invested in government securities, insured bank accounts, and/or other blue chip investments or securities.

ITEM NINE

Should my wife predecease me, then in that event I do hereby give, devise and bequeath, in equal shares, all of the property that would have otherwise passed under Item Eight of this will had my wife survived me, as follows: one-half (1/2) to Deposit Guaranty National Bank, as Trustee of "THE MICHELLE CLUNAN MACK TRUST" created under Item Four of this will, and one-half (1/2) to Deposit Guaranty National Bank, as Trustee of "THE JENNIFER ANNE CLUNAN TRUST" created under Item Six of this will.

ITEM TEN

Should my remaining net estate, that is available for distribution after the payment of all expenses of my last illness, funeral and sepulcher, any and all estate and inheritance taxes, all proper claims which are probated and allowed against my estate, and all other proper costs of the administration of my estate, be sufficient to fully fund both THE MICHELLE CLUNAN MACK TRUST with the gross sum of \$400,000.00 and THE JENNIFER ANNE CLUNAN TRUST with the gross sum of \$200,000.00, then, in that event, it is my intention and I do hereby direct that my Co-Executors shall pay all

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of such expenses, taxes, costs and claims out of the residuary of my estate in order that each of the respective trusts for the benefit of my said daughters will be fully funded. However, should my remaining net estate, that is available for distribution after the payment of all such expenses, taxes, costs and claims be insufficient to fully fund each of the respective trusts for the benefit of my said daughters, then, in that event, it is my intention and I do hereby direct that my Co-Executors shall apportion the payment of all such expenses, taxes, costs and claims among each of the several trusts created under this will, so that each such trust will be required to pay its prorata part of all such expenses, taxes, costs and claims.

ITEM ELEVEN

None of the principal or income of any trust created under this will shall be liable for the debts of any beneficiary or be subject to seizure by the creditors of any beneficiary. No beneficiary of any such trust shall have any power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any of his or her interest in the trust funds or the income produced therefrom.

ITEM TWELVE

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

ITEM THIRTEEN

Each trust created under this will is a private trust. The

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Trustee shall not be required to obtain the prior order or approval of any court for the exercise of any of its powers and discretions. The Trustee shall not be required to enter into any bond or to file a formal accounting of the Trustee's administration with any court. The Trustee shall render annual accounts to the income beneficiaries of each trust. No person paying money or delivering property to the Trustee shall be required to see to its application.

ITEM FOURTEEN

I direct that Deposit Guaranty National Bank, or any successor or Trustee, as compensation for its services rendered as Trustee of any of the several trusts created under this will, shall receive the commission stipulated in its regularly adopted schedule of compensation that is in effect and applicable at the time of the Trustee's performance of such services.

ITEM FIFTEEN

The Trustee of any trust created under this will may resign at any time by giving written notice, specifying the effective date of its resignation, to the person or persons who are income beneficiaries of that trust at that particular time. Such notice of resignation may be made by personal delivery or by registered mail.

My wife may, at any time, demand the resignation of and thereby remove the Trustee of "THE ALMA CLUNAN MARITAL TRUST", by giving written notice to the Trustee, specifying the effective date of its removal. Any such notice of removal may be made by personal delivery or by registered mail. In the event of the resignation or removal of the Trustee of "ALMA CLUNAN MARITAL TRUST", my wife shall appoint a successor Trustee.

My daughter, Michelle Clunan Mack, may, at any time, demand the resignation of and thereby remove the Trustee of "THE MICHELLE CLUNAN MACK TRUST", by giving written notice to the Trustee, specifying the effective date of its removal. Any such notice of removal may be made by personal delivery or by registered mail. In the event of the resignation or removal of the Trustee of "THE

MICHELLE CLUNAN MACK TRUST", my daughter, Michelle Clunan Mack shall appoint a successor Trustee.

During the minority of Jennifer Anne Clunan, my wife may, at any time, demand the resignation of and thereby remove the Trustee of "THE JENNIFER ANNE CLUNAN TRUST", by giving written notice to the Trustee, specifying the effective date of its removal. After her majority, Jennifer Anne Clunan may, at any time, demand the resignation of and thereby remove the Trustee of "THE JENNIFER ANNE CLUNAN TRUST", by giving written notice to the Trustee, specifying the effective date of its removal. Any such notice of removal may be made by personal delivery or by registered mail. In the event of the resignation or removal of the Trustee of "THE JENNIFER ANNE CLUNAN TRUST", my wife, during the minority of Jennifer Anne Clunan, shall appoint a successor Trustee, and thereafter my daughter, Jennifer Anne Clunan, shall appoint a successor Trustee.

During the minority of Jason Allen Thurman, my daughter, Michelle Clunan Mack, may, at any time, demand the resignation of and thereby remove the Trustee of "THE JASON ALLEN THURMAN TRUST", by written notice to the Trustee, specifying the effective date of its removal. After his majority, Jason Allen Thurman may, at any time, demand the resignation of and remove the Trustee of "THE JASON ALLEN THURMAN TRUST", by giving written notice to the Trustee, specifying the effective date of its removal. Any such notice of removal may be made by personal delivery or by registered mail. In the event of the resignation or removal of the Trustee of "THE JASON ALLEN THURMAN TRUST", Michelle Clunan Mack, during the minority of Jason Allen Thurman shall appoint a successor Trustee, and thereafter Jason Allen Thurman shall appoint a successor Trustee.

In any event, a successor Trustee of any of the several trusts created under this will shall be a bank possessing trust powers or a trust company.

Upon its resignation or removal, the Trustee or any successor Trustee shall deliver all trust assets to its successor on the effective date of its resignation or removal, and shall, within

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sixty (60) days thereafter, submit a full and final accounting both to its successor and to the income beneficiaries of any such trust. Any successor Trustee shall be vested with all of the rights, powers, duties and discretions conferred upon the original Trustee.

ITEM SIXTEEN

Unless otherwise provided, the administration and management of any trust created under this will, the sale and conveyance of the trust assets, the investment and reinvestment of trust assets, and the rights, powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi (being §91-9-101 and following of the Mississippi Code of 1972) as it now exists or may hereafter be amended. In addition to the powers contained in that 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, in the discretion of the Trustee, trust funds on time deposit in savings accounts or certificates of deposit in Deposit Guaranty National Bank, or any successor Trustee bank or any other federally insured bank or federally insured savings and loan association.

C. To sell, transfer, convey, mortgage, lease and dispose of the trust property upon such terms and in such manner and for such amounts as the Trustee shall deem proper, and any lease or other instrument which is executed by the Trustee shall continue in full force and effect under its terms, notwithstanding the termination of any trust hereunder.

D. To consolidate and merge any trust created hereunder with any other trust created by me or any other person, whether inter vivos or by will, if the beneficiaries are the same and the terms

of that other trust are substantially the same as this trust.

E. To invest trust assets in a common fund established by the Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi (being §81-5-37 of the Mississippi Code of 1972) as it now exists or may hereafter be amended.

F. To surrender, disclaim, release, relinquish or amend, after having given 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.

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

H. To receive property conveyed to the trust by any person, and to hold, administer and distribute such property in accordance with the terms of the trust.

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

ITEM SEVENTEEN

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

ITEM EIGHTEEN

I do hereby name, constitute and appoint my wife, Alma Clunan, and James Eastland Harreld to serve as Co-Executors of my estate under this will. Should my wife fail, refuse, die or become unable for any reason to qualify, to serve and to continue to serve as Co-Executor of my estate under this will, then in that event I do hereby name, constitute and appoint my daughter, Michelle Clunan Mack, to serve in my wife's place as Co-Executor of my estate with

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James Eastland Harreld.

I direct that my Co-Executors shall not be required to make and enter into any bond as Co-Executors. To the extent permissible by law, I waive the requirement that my Co-Executors be required to make and file any appraisal, inventory, or accounting of my estate with any court.

Except where specific property is devised or bequeathed, my Co-Executors shall have discretion to select the property to be distributed in satisfaction of any devise or bequest set forth in this will. In making any such selection, my Co-Executors are excused from any duty of impartiality with respect to the income tax basis of the property. However, my Co-Executors shall not exercise this discretion in a manner that will result in any loss of or decrease in the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

My Co-Executors shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid any depreciation to or loss in the value of any such interests or to my estate or associates. My Co-Executors may continue to act as partner, engage in any partnership, and take all actions with regard to any partnership property that my Co-Executors deem to be advisable.

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

I desire that THE ALMA CLUNAN MARITAL TRUST, created under Item Eight of this will, shall be promptly funded in order that such trust estate will be in existence and available to provide a

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suitable income to my wife as soon as possible. Accordingly, I do hereby specifically authorize, direct and empower my Co-Executors to make partial distributions to THE ALMA CLUNAN MARITAL TRUST and to each of the other several trusts created under this will, as and when the Co-Executors, in the exercise of their sole discretion, shall deem to be prudent and in the best interest of my estate and of the income beneficiaries under the several trusts created in this will. Any such partial distributions may be made by my Co-Executors without the prior approval of any court.

As it may take as long as five (5) years for Madison County Equipment Company, Inc. to pay in full the promissory notes executed by it and evidencing the purchase price for all of my capital stock in such corporation, I do hereby authorize, direct and empower my Co-Executors, in the exercise of their sole discretion, to make his final distribution prior to said corporation's payment in full of all of such promissory notes by setting over and assigning the same to the Trustee of the several trusts created under this will in the percentages hereinabove set forth, and without the requirement of my Co-Executors having to await the final payment in full of all such promissory notes.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament, on this the 18 day of January, 1995.

Clyde L. Clunan, Jr.
CLYDE L. CLUNAN, JR.

WITNESS ATTESTATION

THIS instrument, was on the day and year shown above, signed, published and declared by CLYDE L. CLUNAN, 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.

WITNESSES:

J. M. Ritchey
T. Helms

CLUNAN.WILL 004/011195

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 17th day of Dec, 2001, at 4:00 o'clock P M., and was duly recorded on the DEC 17 2001, Book No. 34, Page 84.
MIKE CROOK, CHANCERY CLERK BY: Jerry Hill D.C.

