

FILED  
THIS DATE

CODICIL NO. 1  
TO  
THE LAST WILL AND TESTAMENT  
OF  
CLYDE L. CLUNAN, JR.

DEC 17 2001

MIKE CROOK  
CHANCERY CLERK  
By: Mike Crook D.C.

I, Clyde L. Clunan, Jr., an adult resident and citizen of Madison County, Mississippi, and being of sound and disposing mind and memory, do hereby make, publish and declare this to be Codicil No. 1 to my Last Will and Testament, dated January 18, 1995;

## W I T N E S S E T H:

1. I do hereby amend paragraph (C) of ITEM FOUR of my said will, dated January 18, 1995, to read as follows:

(C) This trust shall terminate two (2) 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, is used to fund this trust; then in that event it is my intention that this trust shall extend and continue for a period of two (2) years from and after the payment in full of such note or notes. After the trust has become fully funded by virtue of said corporation's payment in full of such promissory note or notes, the Trustee shall thereupon pay over and deliver the trust estate to Micelle Clunan Mack in two (2) 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 terminating on the same day in the next succeeding year thereafter.

2. I do hereby amend paragraphs (A) and (B) of ITEM SIX of my said will dated January 18, 1995, to read as follows:

(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

Initials CLC

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 Micelle Clunan Mack, but for the use and benefit of Jennifer Anne Clunan, 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 Jennifer Anne Clunan.

(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 Micelle Clunan Mack, 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 Jennifer Anne Clunan, 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 of the Mississippi Uniform Transfers 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.

3. Except as next hereinabove specifically provided, I do hereby ratify and confirm all of the other provisions of my said Last Will and Testament, dated January 18, 1995.

Initials CP

IN WITNESS WHEREOF, I hereby sign, seal, publish and declare this instrument to be Codicil No. 1 to my Last Will and Testament, dated January 18, 1995, on this the 19<sup>th</sup> day of November, 1997.

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., in our presence, to be Codicil No. 1 to his Last Will and Testament dated January 18, 1995; and we, at his request, subscribed our names hereto as witnesses thereto, in his presence and in the presence of each other.

WITNESSES:

Te Helma

Jm Ritchey

clunan.will  
024/111997

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 17<sup>th</sup> day of Dec, 2001, at 4:00 o'clock P M., and was duly recorded on the DEC 17 2001, Book No. 34, Page 106.

MIKE CROOK, CHANCERY CLERK

BY: Jacey D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI  
DEC 17 2001

IN THE MATTER OF THE  
LAST WILL AND TESTAMENT OF  
CLYDE L. CLUNAN, JR., DECEASED

MIKE CROOK  
CHANCERY CLERK  
By: Stacy D.C.

CIVIL ACTION, FILE NO: 2001-1037

PROOF OF WILL AND CODICIL

STATE OF MISSISSIPPI  
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned Notary Public in and for the jurisdiction aforesaid, J. M. Ritchey, one of the two subscribing witnesses to the foregoing and annexed instruments of writing purporting to be the January 18, 1995, last will and testament of Clyde L. Clunan, Jr., deceased, and the November 19, 1997 codicil to the January 18, 1995, last will and testament of Clyde L. Clunan, Jr., deceased, late of Madison County, Mississippi, who, having been by me first duly sworn, stated that the said Clyde L. Clunan, Jr., the testator, signed, published and declared said instrument of writing dated January 18, 1995 to be his last will and testament on the 18th day of January, 1995, and the instrument of writing dated November 19, 1997 to be his codicil to his January 18, 1995 last will and testament on the 19th day of November, 1997, both in the presence of the deponent and Te Helms; that the said testator was then and there of sound and disposing mind and memory and was more than eighteen years of age; that the deponent and Te Helms subscribed and attested both of said instruments of writing, as witnesses to the testator's signature and publication thereof, at the special instance and request of and

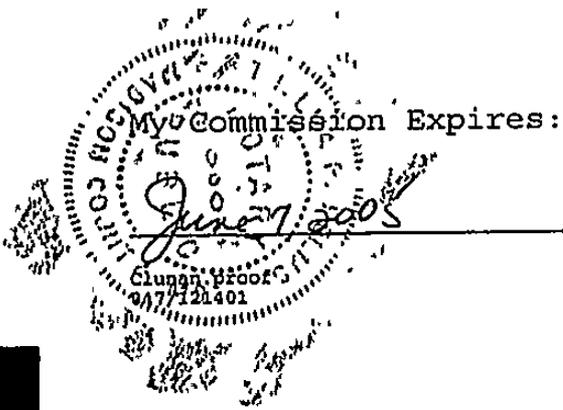
in the presence of the testator, on the day and year of the date thereof; and that the deponent is now and was at the time of said attestation a competent witness under the laws of the State of Mississippi.

WITNESS MY SIGNATURE, this the 17 day of December, 2001.

J. M. Ritchey  
J. M. RITCHEY

SWORN TO and subscribed before me, this the 17<sup>th</sup> day of December, 2001.

Shelvia Helms  
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 17<sup>th</sup> day of Dec, 2001, at 4:00 o'clock P M., and was duly recorded on the DEC 17 2001, Book No. 34, Page 109.

MIKE CROOK, CHANCERY CLERK

BY: Shelvia Helms D.C.



#2001-959

# Last Will and Testament

**FILED**

THIS DATE

DEC 18 2001

OF

PETER LUCKETT

MIKE CROOK  
CHANCERY CLERK

By: Mike Crook J.C.

I, PETER LUCKETT, being over the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me as follows, to wit:

I.

I hereby appoint my son, CLEMENT LUCKETT, as Executor of this my Last Will and Testament, to serve without bond, inventory, or formal appraisal of my estate.

II.

I hereby give devise and bequeath unto my daughter, HELEN LUCKETT WRIGHT, my son, ROY LUCKETT, my son, CLEMENT LUCKETT, in equal shares, to share and share alike, all of my property, real, personal and mixed of whatsoever kind and nature and wheresoever situated.

IN WITNESS WHEREOF, I, PETER LUCKETT, have hereunto set my signature and published this to be my Last Will and Testament on this the 15 day of September, 1986, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Peter Lockett  
PETER LUCKETT

WITNESSES:

Elaine M. Maddox

Ann Paula Teraci

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 15<sup>th</sup> day of September, 1986.

Elaine M. Madala  
Ann Paula Teraci  
WITNESSES

G1091202

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 18<sup>th</sup> day of Dec, 2001, at 9:45 o'clock a M., and was duly recorded on the DEC 18 2001, Book No. 34, Page 111.

MIKE CROOK, CHANCERY CLERK

BY: Stacey H. O'D.C.



FILED  
THIS DATE

DEC 18 2001

PROOF OF WILLSTATE OF Mississippi  
COUNTY OF MadisonMIKE CROOK  
CHANCERY CLERK  
By: [Signature] D.C.

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, Elaine M. Maddox, 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 Peter Luckett, who, being duly sworn, deposed and said that the said he signed, published and declared said instrument as his Last Will and Testament on the 15 day of September, 1986, the day of the date of said instrument, in the presence of this deponent, and in the presence of Ava Paula Feraci, the other subscribing witness, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and this deponent and Ava Paula Feraci subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testator, and in the presence of the said Testator and in the presence of

each other, on the day and year of the date of said instrument.

Elaine M. Maddox  
Elaine M. Maddox

SWORN TO AND SUBSCRIBED before me this 30 day of November, 2001.

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 18th day of Dec, 2001, at 9:45 o'clock a M., and was duly recorded on the DEC 18 2001, Book No. 34, Page 113.  
MIKE CROOK, CHANCERY CLERK BY: Stephanie E. Malley D.C.

Last Will and Testament

FILED THIS DATE

#2001-1028

OF

DEC 18 2001

CHARLES S. TUCKER

AND

MIKE CROOK  
CHANCERY CLERK  
By: [Signature]

FRANCES S. TUCKER

WE, CHARLES S. TUCKER and FRANCES S. TUCKER, both being over the age of twenty-one (21) years and of sound and disposing mind and memory do hereby constitute, make, publish and declare this to be our joint and mutual Last Will and Testament hereby expressly revoking all wills and codicils heretofore made by us or either of us, jointly or severally, as follows, to-wit:

I.

It is our joint will that SHEILA CHARLENE T. PARKER serve as Executrix of this our Last Will and Testament to serve without bond, inventory or formal appraisal of our estate.

II.

That in the event that FRANCES S. TUCKER survives CHARLES S. TUCKER, all of the property of CHARLES S. TUCKER, real, personal and mixed wheresoever situated or howsoever described shall vest in and become the property of FRANCES S. TUCKER. That in the event CHARLES S. TUCKER survives FRANCES S. TUCKER all of the property of FRANCES S. TUCKER, real, personal and mixed wheresoever situated or howsoever described shall vest in and become the property of CHARLES S. TUCKER.

III.

That in the event of our simultaneous deaths or death within one week of each other, or in the event that it cannot be determined who passed away first, we do hereby give, devise and bequeath unto our daughters, VICKY SUE T. COVINGTON, SHEILA CHARLENE T. PARKER and TINA LYNN T. ALGOOD, all of our property real, personal and mixed wheresoever stituated and howsoever described to share and share alike.

IN WITNESS WHEREOF, We, CHARLES S. TUCKER and FRANCES S. TUCKER, husband and wife, and joint testators have hereunto set our signatures and published and declared this to be our Last Will and Testament on this the 17<sup>th</sup> day of April, 1978, in the presence of each other and in the presence of two witnesses, who have each signed as witnesses at our request, in our presence and in the presence of each other.

Charles S. Tucker  
Charles S. Tucker

Frances S. Tucker  
Frances S. Tucker

WITNESSES:

Ana Paula Teraci

Emile C. Murphy Jr

ATTESTATION CLAUSE

We, each of the subscribing witnesses to the Last Will and Testament of CHARLES S. TUCKER and FRANCES S. TUCKER, do hereby certify that said instrument was signed by the said CHARLES S. TUCKER and FRANCES S. TUCKER, in our presence and in the presence of each of us, and that we signed as subscribing witnesses to said Will at the request of CHARLES S. TUCKER and FRANCES S. TUCKER, in their presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 17<sup>th</sup> day of April, 1978.

Ana Paula Teraci

Emile C. Murphy Jr  
WITNESSES

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 18<sup>th</sup> day of Dec, 2001, at 11:30 o'clock a M., and was duly recorded on the DEC 18 2001, Book No. 34, Page 115.  
MIKE CROOK, CHANCERY CLERK BY: Stacey Hill D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF CHARLES S. TUCKER, DECEASED

FILED IN CHANCERY COURT ACTION FILE THIS DATE. 2001-1028

PROOF OF WILL DEC 18 2001

STATE OF MISSISSIPPI COUNTY OF MADISON

MIKE CROOK CHANCERY CLERK By: [Signature]

Personally appeared before me, the undersigned authority in and for said county and state, AVA PAULA FERACI, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of CHARLES S. TUCKER and FRANCES S. TUCKER, and who, being by me first duly sworn, deposed and said that the said CHARLES S. TUCKER, deceased, signed, published and declared said instrument as his Last Will and Testament on April 17, 1978, the date of said instrument, in the presence of this deponent, and that the said Testator was then of sound and disposing mind and memory, more than twenty-one years of age, and had his usual place of residence in Canton, Madison County, Mississippi; and the said AVA PAULA FERACI subscribed and attested said instrument, as witness to the signature and publication thereof, at the special instance of the said testator, in the presence of the said CHARLES S. TUCKER and in the presence of BURKE C. MURPHY, JR., the other subscribing witness, on the day and year of the date of said instrument.

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

[Signature: Ava Paula Feraci] AVA PAULA FERACI

SWORN TO AND SUBSCRIBED before me, this the 17th day of December, 2001.

[Signature: William A. Ophorn] NOTARY PUBLIC

My Commission Expires:

May 20, 2003



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 18th day of Dec, 20 01, at 11:30 o'clock a M., and was duly recorded on the DEC 18 2001, Book No. 34 Page 117 MIKE CROOK, CHANCERY CLERK BY: [Signature]



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
CHARLES S. TUCKER, DECEASED

**FILED**  
THIS DATE IN ACTION FILE  
NO. 2001-1028  
DEC 18 2001

PROOF OF WILL

STATE OF MISSISSIPPI  
COUNTY OF MADISON

MIKE CROOK  
CHANCERY CLERK  
By: Stacey H. Crook DC

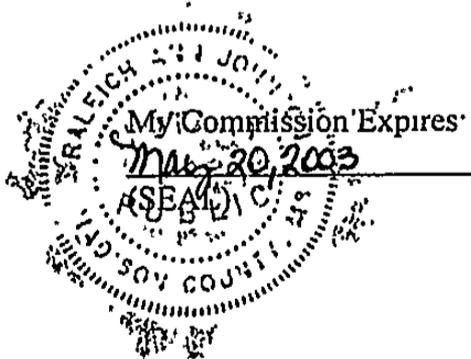
Personally appeared before me, the undersigned authority in and for said county and state, **BURKE C. MURPHY, JR.**, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of **CHARLES S. TUCKER** and **FRANCES S. TUCKER**, and who, being by me first duly sworn, deposed and said that the said **CHARLES S. TUCKER**, deceased, signed, published and declared said instrument as his Last Will and Testament on April 17, 1978, the date of said instrument, in the presence of this deponent, and that the said Testator was then of sound and disposing mind and memory, more than twenty-one years of age, and had his usual place of residence in Canton, Madison County, Mississippi; and the said **BURKE C. MURPHY, JR.** subscribed and attested said instrument, as witness to the signature and publication thereof, at the special instance of the said testator, in the presence of the said **CHARLES S. TUCKER** and in the presence of **AVA PAULA FERACI**, the other subscribing witness, on the day and year of the date of said instrument.

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

Burke C. Murphy, Jr.  
BURKE C. MURPHY, JR.

SWORN TO AND SUBSCRIBED before me, this the 28<sup>th</sup> day of November 2001

Melissa Ann Johnson  
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 18<sup>th</sup> day of Dec, 2001, at 11:30 o'clock a M., and was duly recorded on the DEC 18 2001, Book No. 34, Page 118.  
MIKE CROOK, CHANCERY CLERK BY: Stacey H. Crook DC



**FILED**  
THIS DATE

DEC 21 2001

MIKE CROOK  
CHANCERY CLERK  
By: *[Signature]*

LAST WILL AND TESTAMENT  
OF  
FLORENCE D. LOTT

#2001-1047

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

ARTICLE I.

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

ARTICLE II.

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

ARTICLE III.

My husband, Clarence L. Lott, has predeceased me. I have two (2) children who are as follows: Page Lott Prewitt and Clarence Lee Lott, Jr. All references in this Will to "my children" or "said children" shall be deemed to refer to the above mentioned children.

*Florence D. Lott*  
\_\_\_\_\_  
FLORENCE D. LOTT

## ARTICLE IV.

A. 1. I give and bequeath unto my granddaughter, Virginia Prewitt Mansoor, the diamond engagement ring, which is always worn by me, and which was given to me by my husband, Clarence L. Lott.

2. I give and bequeath the sum of Ten Thousand and no/100 dollars (\$10,000.00) to Galloway Memorial United Methodist Church, of Jackson, Mississippi.

B. I hereby authorize my Executor, in his discretion, to make a gift of any clothing, items of adornment, and similar personal property to Goodwill Industries or to such other charitable organization as he may deem appropriate. I give and bequeath unto my said children, all of my remaining personal belongings, consisting of any wearing apparel not donated to Goodwill or some other charitable organization, items of adornment, and similar property owned by me at the time of my death. I also give and bequeath unto my said children, all of my interest in the household furniture, furnishings and effects, including but not limited to chinaware, silverware, glassware, linens, rugs, fixtures, portraits and works of art, which are in or used in connection with our homestead. In the event that my children have not agreed upon a division of said above described tangible personal property within six months after the date of my death, it shall be assumed that my children were unable to agree upon a division of said tangible personal property, and my Executor shall proceed with the distribution of such tangible personal property in the manner set forth in paragraph "D" hereafter. Any automobile and the equipment thereof owned by me at the time of my death shall be sold by my Executor after my death and the proceeds received from a sale thereof shall constitute a part of my residuary estate. To the extent that either of my children desire to have any automobile and the equipment thereof owned by me at the time of my death allocated to such child, and both of my children can agree upon a value of said automobile, then such automobile may be distributed by my Executor to such child of mine and for such value as may be agreed upon by both of said children.

C. In the event that either or both of said children do not survive me, I give and bequeath the interest that such child would have received in the personal property described in this Article

Florence D. Lott  
FLORENCE D. LOTT

and owned by me at the time of my death unto the descendants of such predeceased child, per stirpes.

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

E. In the event that any of said beneficiaries hereunder is a minor or under any other disability at the time of distribution of the property given and bequeathed unto him or her under this Article, my Executor is hereby authorized and empowered to deliver such property, or any part thereof, as follows: with respect to the children of Clarence Lee Lott, Jr., such property may be delivered to my daughter-in-law, Nina D. Lott. A delivery by the Executor unto any of the aforementioned persons on behalf of the minor beneficiary shall acquit and relieve the Executor from any further liability with regard to the property so delivered.

F. Under the foregoing paragraphs of this Article, I have given and bequeathed certain tangible personal property to my children. Under the provisions of Article V below, I have directed my Executor to sell the property constituting my homestead at the time of my death. I recognize that a difference of opinion could exist regarding the categorization of certain items located in the home and that some items could be deemed to be tangible personal property or alternatively could be deemed to be a part of my homestead. Therefore, I authorize my Executor to make the decision as to which items of property pass under the provisions of Article IV and which items of property should remain in the homestead and be deemed to be part of my homestead. For example, all built in appliances, carpets, lighting fixtures, drapes, and similar items should be deemed to be a part of my homestead. My Executor should exercise the discretion of the Executor in determining whether fireplace accessories, certain major movable appliances, and other items should remain as a part of the homestead or should be distributed under Article IV above. A decision by the Executor regarding these matters shall be binding on all beneficiaries under this Will.

Clarence L. Lott  
FLORENCE D. LOTT

## ARTICLE V.

The house and lot comprising my homestead situated at 4446 East Ridge Drive, in the City of Jackson, Hinds County, Mississippi shall constitute a part of my residuary estate, and for that reason I am making no specific devise of such homestead. Further, based upon present facts and circumstances known to me, it is my opinion that neither of my said children would desire to live in my homestead after my death. Therefore, I hereby authorize the Executor of my estate to sell such homestead during the period of administration of my estate upon such terms and conditions as my Executor may deem to be in the best interest of my estate and of the beneficiaries of my estate. My Executor is hereby given plenary power with regard to any such sale, and I hereby waive any requirement that the Executor seek court approval for any such sale and also waive any requirement that notice of any proposed contract of sale be given to the beneficiaries of this estate. Although it is my opinion that it would be in the best interest of my estate and of the beneficiaries thereof for my homestead to be sold during the period of administration of my estate, I recognize that the real estate market could be such at that time so that it would not be advisable to sell the homestead during such period of administration. Therefore, I also give and grant unto my Executor the power to distribute said homestead in kind or the power to permit the homestead to pass to those persons designated under Article VI hereafter.

## ARTICLE VI.

All of the rest, residue and remainder of my property, real, personal and mixed, and wherever situated, including all failed or lapsed legacies, after the payment of taxes as provided under Article II above, shall be referred to in this Will as my "residuary estate." I hereby give, devise and bequeath two-thirds of my residuary estate to my son, Clarence Lee Lott, Jr. In the event that he does not survive me, the share of my residuary estate that would have passed to him shall pass to his descendants, in equal shares, per stirpes, subject to the provisions of Article VIII below. I hereby give, devise and bequeath one-third of my residuary estate, in trust nevertheless, to my hereinafter named Trustee for the benefit of my daughter, Page Lott Prewitt. In the event that my daughter, Page Lott Prewitt, predeceases me leaving descendants surviving, the share of my residuary Estate

Florence D. Lott  
FLORENCE D. LOTT

that would have passed to her shall pass unto her descendants, in equal shares, per stirpes, subject to the provisions of Article VIII below.

ARTICLE VII.

A. The assets directed to be held in trust for the benefit of my daughter, Page Lott Prewitt, shall be held, administered, and distributed as hereinafter set forth in this Article. Such trust shall be known as the Florence D. Lott Trust FBO Page Lott Prewitt.

B. The Trustee may pay such part of the net income to or for the benefit of Page Lott Prewitt as the Trustee, in its discretion, may determine to be necessary for the support, maintenance, and medical care of Page Lott Prewitt. The Trustee shall be under no obligation to pay all of the net income of the trust to Page Lott Prewitt. However, it is my desire that the Trustee distribute an amount of at least One Thousand Five Hundred Dollars per month, as adjusted as hereinafter provided, for the support, maintenance, and medical care of Page Lott Prewitt. This amount shall be adjusted in accordance with such consumer price index which the Trustee feels is most appropriate to use. Thus, the Trustee is authorized, based upon the area in which my daughter is residing, to use whatever consumer price index is felt to be most reflective of the increased cost of living in the area in which my daughter resides. The judgment of the Trustee in this regard shall not be subject to question but shall be final and binding on my daughter and on all remaindermen of this trust. In the event that the Trustee determines that my daughter needs an amount in excess of One Thousand Five Hundred Dollars per month as adjusted by the consumer price index, as defined above, the Trustee shall be authorized to pay such an additional amount of income of the trust as may be needed by my daughter for her support, maintenance, and medical care. However, the Trustee shall have no authority to invade the principal or corpus of the trust for my daughter except to provide for her health and medical care needs. Medical care needs shall include, but not be limited to, medical, health and dental expenses not covered by insurance, nursing home care, and such other items as the Trustee, in using its best judgment, determines to constitute health and medical care needs. Toward that end, the Trustee is also authorized to purchase health and medical care insurance for my daughter and use either income or principal of the trust to pay for same. Any income not distributed shall be

Florence D. Lott  
FLORENCE D. LOTT

accumulated and added to principal. It is not my intention that the trust estate and income therefrom must be conserved for the ultimate remaindermen. Accordingly, in exercising the discretions given hereunder, the Trustee may give sole consideration to the needs of my daughter and may make investments in such manner as to provide for such needs. However, in the event that the Trustee determines that my daughter does not need all the income generated by the trust for her support, maintenance, and medical care, the Trustee may invest a portion of the Trust assets in growth-oriented investments so as to protect against inflation and so as to preserve the purchasing power of trust assets, to the extent possible.

C. Upon the death of my daughter, the trust shall terminate and the trust assets shall be distributed to her descendants, in equal shares, per stirpes, subject to the provisions of Article VIII below.

#### ARTICLE VIII.

A. Should any descendant of mine, having become entitled to an outright distribution of any of my property under this Will, be under the age of twenty-five (25) years, or be under any other legal disability, I direct that his or her share be given to my Trustee, hereinafter named, IN TRUST NEVERTHELESS, to be held in a separate trust until such descendant attains the age of twenty-five (25) years or until such descendant is removed from legal disability, at which time his or her property shall be delivered to him or her free of trust. During the term of any trust created hereunder the Trustee shall pay, apply or accumulate the income from each such separate trust estate to or for the use of the beneficiary thereof in such amounts and in such manner as the Trustee may determine in the Trustee's uncontrolled discretion taking into account the needs of the beneficiary for support, education, medical care, maintenance, and welfare. Said Trustee may also pay or apply such part or all of the principal in like manner if the income is not sufficient for the needs of the beneficiary for support, education, medical care, maintenance, and welfare. In the event that such beneficiary dies prior to attaining the age of twenty-one (21) years, the trust assets, including accrued income, shall be distributed to the Executor or Administrator of the estate of such beneficiary.

Florence D. Lott  
FLORENCE D. LOTT

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

2. None of the beneficiaries hereunder shall have any power to charge by way of anticipation any interest given to such beneficiary; and all sums payable to such beneficiaries hereunder shall be free and clear of the debts, contracts, alienations and anticipations of the beneficiaries, and of all liabilities, levies, attachments, and proceedings of whatsoever kind, at law and equity, and in the case of a married person, free from control of such person's spouse.

ARTICLE IX.

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

2. Notwithstanding any other provision contained in this Will to the contrary, I hereby authorize and empower my Executor to sell any real property or personal property owned by me at the time of my death except such real or personal property as may be specifically devised or bequeathed hereinabove in this Will. My Executor is hereby authorized and empowered to determine whether to sell any such property, and if so, the terms and conditions of such sale. In the event of any such sale it shall not be necessary for my Executor to give notice to any beneficiaries under this Will nor to any Trustee of any trust created hereunder, nor to any beneficiaries of any trust created hereunder, it being my intention and direction that my Executor be authorized and empowered to sell any such property without the necessity of notice to, or joinder

Florence D. Lott  
FLORENCE D. LOTT

by, any beneficiary under this Will or any beneficiary of any trust created under this Will.

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

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

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

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

Florence D. Lott  
FLORENCE D. LOTT

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

G. My Executor and Trustee shall have the following additional powers:

1. To elect under Section 2652(a)(3) of the Code to treat me as the transferor of any qualified terminable interest property with respect to which my estate was allowed a deduction by reason of Section 2056(b)(7) of the Code and, if they exercise such election, as to any part of any such qualified terminable interest property, to set apart property constituting such part in a separate trust so that its inclusion ratio as defined in Section 2641(a) of the Code is zero.

2. To allocate any of my federal exemption from the federal generation-skipping transfer tax provided in Section 2631 of the Code which is available at the time of my death to any property as to which I am deemed to be the transferor under the provisions of Section 2652(a) of the Code, including any property transferred by me during my life as to which I did not make an allocation prior to my death. Property may be subject to elections and allocations under subparagraphs 1 and 2 of this paragraph G whether or not it is included in my probate estate. The elections provided in this paragraph shall be in the discretion of the Executors who shall have the power to omit any such property from any such election or allocation. Any decision made by the Executors under this paragraph shall be binding on all persons. I authorize but do not direct my Executors or my Trustees, as the case may be, to divide any trust established by this instrument, at any time, into two or more separate trusts so that the federal generation-skipping transfer tax inclusion ratio as defined in Section 2642(a) of the Code for each trust shall be either zero or one. Any such separate trust shall have the identical provisions as the original trust.

H. If at any time the Trustee determines that the value of any trust under this instrument is \$50,000 or less, the Trustee may in its discretion distribute that trust, as then constituted, to the beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the

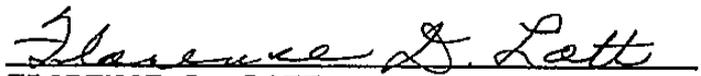
Florence D. Lott  
FLORENCE D. LOTT

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

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

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

K. I suggest that the Trustee consider the advisability of making distributions of trust property, including income, to a non-skip person (as such term is defined in Section 2613(b)) from

  
FLORENCE D. LOTT

the trust, of which the distributee is a beneficiary, which has the largest inclusion ratio; to a skip person (as such term is defined in Section 2613(a)) from the trust, of which the distributee is a beneficiary, which has the smallest inclusion ratio; and for the benefit of a skip person from the trust, of which such person is a beneficiary, which has the largest inclusion ratio to the extent that such distributions are qualified transfers for educational or medical expenses (as defined in Section 2503(e)), paid directly to the provider of such services, which distributions are excluded from the definition of generation-skipping transfer pursuant to the provisions of Section 2611(b). In making distributions to a non-skip person, the Trustee should consider the advisability of distributing trust property to such non-skip person sufficient in amount to an increase the estate of such person to such a size as to make possible the full utilization of such non-skip person's unified transfer tax credit provided under Section 2010, if by making such distributions the Trustee, in its sole and absolute discretion, deems that the inclusion of such trust property in such non-skip person's gross estate for federal estate tax purposes (thereby exempting such trust property from the federal generation-skipping transfer tax) may achieve a significant transfer tax savings in comparison to the federal generation-skipping transfer tax which would otherwise have been imposed, and thereby increase the amount of property ultimately passing to at least some of the beneficiaries of the trust.

## ARTICLE X.

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

## ARTICLE XI.

I hereby nominate, constitute and appoint my son, Clarence Lee Lott, Jr., as the Executor of this my Last Will and Testament. In the event that Clarence Lee Lott, Jr. shall be unable or unwilling to serve as such, either before or after entering upon his duties,

Florence D. Lott  
FLORENCE D. LOTT

I hereby appoint Trustmark National Bank as alternate Executor of this my Last Will and Testament. I hereby appoint Clarence Lee Lott, Jr. as Trustee of any trusts created under the terms of provisions of this Will for the descendants of Page Lott Prewitt. I hereby appoint Trustmark National Bank as the Trustee of any trusts created under the terms and provisions of this Will for Clarence Lee Lott, III and Bradford Brindley Lott. I hereby appoint Nina D. Lott as Trustee of any trusts created under the terms of provisions of this Will for the children of Clarence Lee Lott, Jr. and Nina D. Lott. In the event that either Clarence Lee Lott, Jr. or Nina D. Lott becomes unable or unwilling to serve as Trustee of the aforesaid trusts, I hereby appoint Trustmark National Bank as successor Trustee of the respective trust or trusts. I hereby relieve my said Executor, my alternate Executor, and all Trustees designated herein from giving bond, from having an appraisal made of my estate and of making or filing any reports, returns or accountings of any kind or character to any Court or other tribunal.

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

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

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

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

Florence D. Lott  
FLORENCE D. LOTT

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

ARTICLE XII.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this, my Last Will and Testament, consisting of 13 pages on the 29<sup>th</sup> day of June, 1995.

Florence D. Lott  
FLORENCE D. LOTT

WITNESSES:

Jay Dravitt  
Sandy Russell

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by FLORENCE D. LOTT as her Last Will and Testament, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 29<sup>th</sup> day of June, 1995.

Jay Travis

Jandy Russell

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 21<sup>st</sup> day of Dec, 2001, at 9:20 o'clock a M., and was duly recorded on the DEC 21 2001, Book No. 34, Page 119.  
MIKE CROOK, CHANCERY CLERK BY: Jenny D.C.



FILED  
THIS DATE

PROOF OF WILL

DEC 21 2001

STATE OF MISSISSIPPI

MIKE CROOK  
CHANCERY CLERK  
By: Sandy Russell D.C.

COUNTY OF HINDS

We, Jay A. Travis III and Sandy Russell, on oath state that we are the subscribing witnesses to the attached written instrument dated the 29th day of June, 1995, which has been represented to us to be the Last Will and Testament of FLORENCE D. LOTT ("Testatrix"), who indicated to us that she is a resident of and has a fixed place of residence in the City of Jackson, County of Hinds, State of Mississippi. On the execution date of the instrument, the Testatrix, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

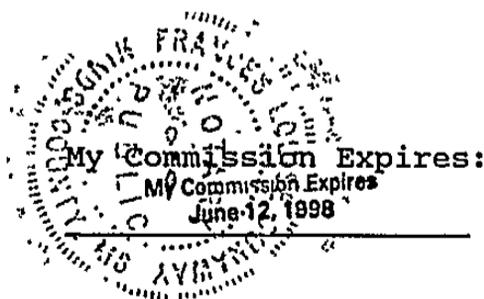
DATED this 29th day of June, 1995.

Jay A. Travis III  
Signature of Witness  
2465 SAND RIDGE DR  
Street Address  
JACKSON, MS 39211  
City and State

Sandy Russell  
Signature of Witness  
102 Dublin  
Street Address  
Clinton MS 39056  
City and State

Subscribed and sworn to before me on this the 29th day of June, 1995.

FRANCES LAISE JEWELL  
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON

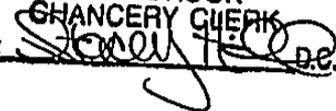
I certify that the within instrument was filed for record in my office this 21st day of Dec, 2001, at 9:30 o'clock a M., and was duly recorded on the DEC 21 2001, Book No. 34, Page 133.  
MIKE CROOK, CHANCERY CLERK BY: Sandy Russell D.C.



CODICIL TO THE  
LAST WILL AND TESTAMENT  
OF  
FLORENCE D. LOTT

**FILED**  
THIS DATE

DEC 21 2001

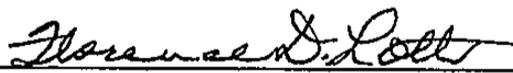
MIKE CROOK  
CHANCERY CLERK  
By:  D.C.

KNOW ALL MEN BY THESE PRESENTS, that I, FLORENCE D. LOTT, of the City of Jackson, County of Hinds, State of Mississippi, being of sound and disposing mind and memory and above the age of eighteen years, do hereby make, publish and declare this to be a Codicil to my Last Will and Testament heretofore made, signed, published, declared and executed by me on the 29th day of June, 1995, as follows:

Article VI of my said Last Will and Testament is hereby deleted in its entirety, and in place thereof the following language shall be inserted so that it shall now read and provide as follows:

"ARTICLE VI.

A. All of the rest, residue and remainder of my property, real, personal and mixed, and wheresoever situated, including all failed or lapsed legacies, after the payment of taxes as provided under Article II above,

  
\_\_\_\_\_  
FLORENCE D. LOTT

shall be referred to in this Will as my "residuary estate."

B. I hereby give, devise and bequeath two-thirds (2/3) of my residuary estate as follows:

1. The sum of \$50,000 shall be delivered to my son, Clarence Lee Lott, Jr., as Custodian for Olivia Dixon Lott under the Mississippi Uniform Transfers to Minors Act. Such amount or value of property shall be held, administered, and distributed by my Custodian as provided in such Act. However, it is my request that, to the extent possible, the funds directed to be delivered to my Custodian be used for the educational expenses of Olivia Dixon Lott, particularly for college expenses. If my son, Clarence Lee Lott, Jr., is not living at the time of my death, I direct that my daughter-in-law, Nina D. Lott, shall serve as Custodian for such grandchild of mine. If Olivia Dixon Lott does not survive me, the bequest to her shall lapse.

2. The sum of \$50,000 shall be delivered to my son, Clarence Lee Lott, Jr., as Custodian for

  
\_\_\_\_\_  
FLORENCE D. LOTT

Victoria Lee Lott under the Mississippi Uniform Transfers to Minors Act. Such amount or value of property shall be held, administered, and distributed by my Custodian as provided in such Act. However, it is my request that, to the extent possible, the funds directed to be delivered to my Custodian be used for the educational expenses of Victoria Lee Lott, particularly for college expenses. If my son, Clarence Lee Lott, Jr., is not living at the time of my death, I direct that my daughter-in-law, Nina D. Lott, shall serve as Custodian for such grandchild of mine. If Victoria Lee Lott does not survive me, the bequest to her shall lapse.

3. The balance of said two-thirds (2/3) of my residuary estate, including any lapsed bequest from subparagraphs 1 or 2 above, shall be delivered to my son, Clarence Lee Lott, Jr. In the event that he does not survive me, the share of my residuary estate that would have passed to him shall pass to his descendants, in equal shares, per

Florence D. Lott  
FLORENCE D. LOTT

stirpes, subject to the provisions of Article VIII below.

C. I hereby give, devise and bequeath one-third of my residuary estate, in trust nevertheless, to my hereinafter named Trustee for the benefit of my daughter, Page Lott Prewitt. In the event that my daughter, Page Lott Prewitt, predeceases me leaving descendants surviving, the share of my residuary Estate that would have passed to her shall pass unto her descendants, in equal shares, per stirpes, subject to the provisions of Article VIII below."

I hereby modify and amend my aforesaid Last Will and Testament in accordance with the provisions of this Codicil and as so modified and amended I do hereby confirm and republish my said Last Will and Testament.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Codicil to my Last Will and Testament, consisting of 4 pages on the 22<sup>nd</sup> day of February, 1996.

Florence D. Lott  
FLORENCE D. LOTT

WITNESSES:

Jay D. Martin  
Sandy Russell

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by FLORENCE D. LOTT as the Codicil to her Last Will and Testament, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 22nd day of February, 1996.

Jay Travis  
Sandy Russell

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 21st day of Dec, 2001, at 9:30 o'clock a M., and was duly recorded on the DEC 21 2001, Book No. 34, Page 134.  
MIKE CROOK, CHANCERY CLERK BY: JERRY HILL D.C.



FILED  
THIS DATE

DEC 21 2001

PROOF OF CODICIL

MIKE CROOK  
CHANCERY CLERK  
By: S. Crook D.C.

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, Jay A. Travis III and Sandy Russell, on oath state that we are the subscribing witnesses to the attached written instrument dated the 22nd day of Feb., 1996, which has been represented to us to be the Codicil to the Last Will and Testament of FLORENCE D. LOTT ("Testatrix"), who indicated to us that she is a resident of and has a fixed place of residence in the City of Jackson, County of Hinds, State of Mississippi. On the execution date of the instrument, the Testatrix, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Codicil, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

DATED this 22nd day of February, 1996.

Jay A. Travis III  
Signature of Witness  
2465 SAND RIDGE DR  
Street Address  
JACKSON, MS 39211  
City and State

Sandy Russell  
Signature of Witness  
102 Dublin  
Street Address  
Cluton, MS 39056  
City and State

Subscribed and sworn to before me on this the 22nd day of February, 1996.

Wendy Biggs Bruce  
NOTARY PUBLIC

My Commission Expires:  
May 4, 1999  
MIKE CROOK  
CHANCERY CLERK  
HINDS COUNTY, MISSISSIPPI

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 21st day of Dec, 2001, at 9:30 o'clock a M., and was duly recorded on the DEC 21 2001, Book No. 34, Page 139

MIKE CROOK, CHANCERY CLERK BY: S. Crook D.C.

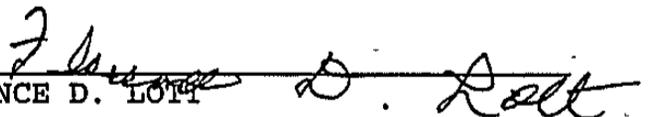




sufficient to provide such support and maintenance for her. However, to the extent that my daughter does not need all of the income generated by the Trust for her support, maintenance, and medical care, then any income not distributed shall be accumulated and added to principal. The Trustee shall have no authority to invade the principal or corpus of the Trust for my daughter except to provide for her health and medical care needs. Medical care needs shall include, but not be limited to, medical, health and dental expenses not covered by insurance, nursing home care, other institutional care, and such other items as the Trustee, in using its best judgment, determines to constitute health and medical care needs. Toward that end, the Trustee is also authorized to purchase health and medical care insurance for my daughter and use either income or principal of the Trust to pay for same. It is not my intention that the Trust estate and income therefrom must be conserved for the ultimate remaindermen. Accordingly, in exercising the discretions given hereunder, the Trustee may give sole consideration to the needs of my daughter and may make investments in such manner as to provide for such needs. However, in the event that the Trustee determines that my daughter has a sufficient amount of income to provide for her support, maintenance, and medical care, the Trustee may invest more of the Trust assets in growth-oriented investments so as to protect against inflation and so as to preserve the purchasing power of Trust assets, to the extent possible. In making decisions regarding the investment of Trust assets, the Trustee shall take into consideration the age and health status of my daughter, the impact that inflation may have on the purchasing power of the income produced by Trust assets, and to the extent possible, the Trustee shall try to invest a portion of the Trust assets in such manner as to provide some protection to my daughter against a decline in purchasing power.

C. Upon the death of my daughter, the Florence D. Lott Trust FBO Page Lott Prewitt shall terminate, and the Trust assets shall be distributed to her then living descendants, in equal shares, per stirpes, subject to the provisions of Article VIII below."

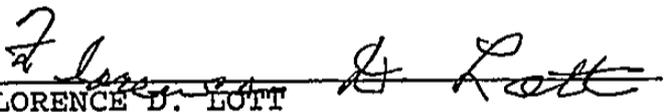
The first unnumbered paragraph of Article XI of my said Last Will and Testament is hereby deleted in its entirety, and in place thereof the following language shall be inserted so that the first paragraph of said Article XI shall now read and provide as follows:

  
 FLORENCE D. LOTT

## "ARTICLE XI"

I hereby nominate, constitute and appoint my son, Clarence Lee Lott, Jr., as the Executor of this my Last Will and Testament. In the event that Clarence Lee Lott, Jr. shall be unable or unwilling to serve as such, either before or after entering upon his duties, I hereby appoint Trustmark National Bank as alternate Executor of this my Last Will and Testament. I hereby appoint Trustmark National Bank, located in Jackson, Mississippi, as Trustee of the Florence D. Lott Trust FBO Page Lott Prewitt created under the provisions of Article VII of this Will, and I also appoint Trustmark National Bank, located in Jackson, Mississippi as Trustee of any Trusts, if any, which may be created under the terms and provisions of this Will for the descendants of Page Lott Prewitt. In the event that any Trusts are created for Clarence Lee Lott III and Bradford Brindley Lott under the terms and provisions of this Will, I hereby appoint Trustmark National Bank, located in Jackson, Mississippi as the Trustee of any such Trusts. In the event that any Trusts are created under the terms and provisions of this Will for Olivia Dixon Lott or for Victoria Lee Lott, I hereby designate and appoint Nina D. Lott as Trustee of any such Trusts. In the event that Nina D. Lott becomes unable or unwilling to serve as Trustee of any such Trusts, I hereby appoint Trustmark National Bank, located in Jackson, Mississippi, as Successor Trustee of such Trusts. I hereby relieve my said Executor, my alternate Executor and all Trustees designated herein from giving bond, from having an appraisal made of my estate and of making or filing any reports, returns or accountings of any kind or character to any Court or other tribunal."

I hereby modify and amend my aforesaid Last Will and Testament and Codicil thereto in accordance with the provisions of this Codicil and as so modified and amended I do hereby confirm and republish my said Last Will and Testament and Codicil thereto.

  
 FLORENCE D. LOTT

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Codicil to my Last Will and Testament, consisting of 4 pages on the 4th day of March, 1997.

Florence D. Lott  
FLORENCE D. LOTT *D. Lott*

WITNESSES:

Jay Martin  
Sonya Robinson

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by FLORENCE D. LOTT as the Codicil to his Last Will and Testament, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in his presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 4th day of March, 1997.

Jay Martin  
Sonya Robinson

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 21st day of Dec, 2001, at 9:30 o'clock a M, and was duly recorded on the DEC 21 2001, Book No. 31, Page 140.  
MIKE CROOK, CHANCERY CLERK BY: Stacy Hill D.C.



FILED  
THIS DATE

DEC 21 2001

PROOF OF CODICIL

STATE OF MISSISSIPPI

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

COUNTY OF HINDS

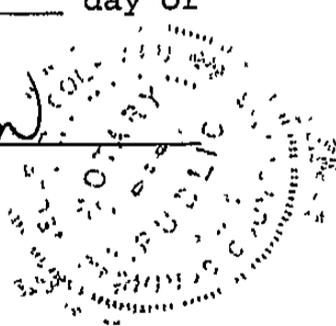
We, JAY A. TRAVIS III and SONYA ROHRMAN, on oath state that we are the subscribing witnesses to the attached written instrument dated the 4th day of March, 1997, which has been represented to us to be the Codicil to the Last Will and Testament of FLORENCE D. LOTT ("Testatrix"), who indicated to us that she is a resident of and has a fixed place of residence in the City of Jackson, County of Hinds, State of Mississippi. On the execution date of the instrument, the Testatrix, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Codicil, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

DATED this 4th day of March, 1997

[Signature]  
Signature of Witness  
2465 SAND RIDGE AL  
Street Address  
JACKSON, MS 39211  
City and State

[Signature]  
Signature of Witness  
5125 Old Canton Road #223  
Street Address  
Jackson MS 39211  
City and State

Subscribed and sworn to before me on this the 4 day of March, 1997.

[Signature]  
NOTARY PUBLIC  


My Commission Expires:

Notary Public State of Mississippi At Large  
My Commission Expires October 21, 2000  
BONDED THROUGH HERGENROTHER, INC.

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 21st day of Dec, 2001, at 9:30 o'clock A M, and was duly recorded on the DEC 21 2001, Book No. 34, Page 144.  
MIKE CROOK, CHANCERY CLERK BY: [Signature] D.C.





administered, and distributed in accordance with the provisions of said trust as they may apply at the time of my death. Such Trust was created by an Irrevocable Trust Agreement entered into by me, as Creator, and by Trustmark National Bank, as Trustee, as of May 1, 2000."

I hereby modify and amend my aforesaid Last Will and Testament and Codicils thereto in accordance with the provisions of this Codicil and as so modified and amended I do hereby confirm and republish my said Last Will and Testament and Codicils thereto.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Codicil to my Last Will and Testament, consisting of 2 pages on the 13<sup>th</sup> day of June, 2000.

Florence D. Lott  
FLORENCE D. LOTT

WITNESSES:

Jane Y. Daly  
Sonya Rokman

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by FLORENCE D. LOTT as the Codicil to her Last Will and Testament, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 13<sup>th</sup> day of June, 2000.

Patricia Daly  
Sonya Robinson

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 21<sup>st</sup> day of Dec, 2001, at 9:30 o'clock a M., and was duly recorded on the DEC 21. 2001, Book No. 34, Page 145.

MIKE CROOK, CHANCERY CLERK

BY: Stacy Hill D.C.



DEC 21 2001

PROOF OF CODICIL

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

STATE OF MISSISSIPPI  
COUNTY OF Madison

We, Patti F. Daly and Sonya Rohrman, on oath state that we are the subscribing witnesses to the attached written instrument dated the 13<sup>th</sup> day of June, 2000, which has been represented to us to be the Codicil to the Last Will and Testament of FLORENCE D. LOTT ("Testatrix"), who indicated to us that she is a resident of and has a fixed place of residence in the City of Jackson, County of Hinds, State of Mississippi. On the execution date of the instrument, the Testatrix, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Codicil, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

DATED this 13<sup>th</sup> day of June, 2000.

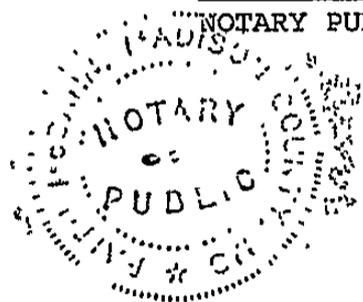
Patti F. Daly  
Signature of Witness  
509 Arbor Dr  
Street Address  
Madison MS 39110  
City and State

Sonya Rohrman  
Signature of Witness  
5125 Old Canton Rd. #223  
Street Address  
Jackson, MS 39211  
City and State

Subscribed and sworn to before me on this the 13<sup>th</sup> day of June, 2000.  
Faith McLean

Faith McLean  
NOTARY PUBLIC

My Commission Expires:  
THIS IS THE OFFICE OF A NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 8 2004  
BONDI D. ENGL. STATE OF MISSISSIPPI



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 21<sup>st</sup> day of Dec, 2001, at 9:30 o'clock a M., and was duly recorded on the DEC 21 2001, Book No. 34, Page 148  
MIKE CROOK, CHANCERY CLERK BY: [Signature] D.C.



CODICIL TO THE  
LAST WILL AND TESTAMENT  
OF  
FLORENCE D. LOTT

**FILED**  
THIS DATE

DEC 21 2001

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

KNOW ALL MEN BY THESE PRESENTS, that I, FLORENCE D. LOTT, of the City of Jackson, County of Hinds, State of Mississippi, being of sound and disposing mind and memory and above the age of eighteen years, do hereby make, publish and declare this to be a Codicil to my Last Will and Testament and Codicils thereto. Such Last Will and Testament was made, signed, published, declared, and executed by me on the 29<sup>th</sup> day of June, 1995; a Codicil to said Last Will and Testament was made, signed, published, declared, and executed by me on the 22<sup>nd</sup> day of February, 1996; a Codicil to said Last Will and Testament was made, signed, published, declared, and executed by me on the 4<sup>th</sup> day of March, 1997; and a third Codicil to said Last Will and Testament was made, signed, published, declared, and executed by me on the 13<sup>th</sup> day of June, 2000. My aforesaid Last Will and Testament and Codicils thereto are hereby amended as follows:

Article IV, Paragraph A, Subparagraph 1, is hereby deleted in its entirety since I have previously made a gift of such diamond engagement ring and no longer own same.

I hereby modify and amend my aforesaid Last Will and Testament and Codicils thereto in accordance with the provisions of this Codicil and as so modified and amended I do hereby confirm and republish my said Last Will and Testament and Codicils thereto.

*[Handwritten Signature]*

\_\_\_\_\_  
FLORENCE D. LOTT

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Codicil to my Last Will and Testament, consisting of 2 pages on the 30 day of October, 2001.

*Lorence D. Lott*

\_\_\_\_\_  
LORENCE D. LOTT

WITNESSES:

*Helen Harris*  
\_\_\_\_\_

*Sonya Robinson*  
\_\_\_\_\_

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by FLORENCE D. LOTT as the Codicil to her Last Will and Testament, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 30 day of October, 2001.

Helen Harris  
Sonya Robinson

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 21st day of Dec, 2001, at 9:30 o'clock 2 M., and was duly recorded on the DEC 21 2001, Book No. 34, Page 149.  
MIKE CROOK, CHANCERY CLERK BY: Jacey Hill D.C.



DEC 21 2001

PROOF OF CODICIL

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

STATE OF MISSISSIPPI  
COUNTY OF HINDS

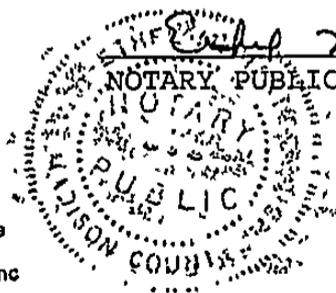
We, HELEN HARRIS and SONYA ROHRMAN, on oath state that we are the subscribing witnesses to the attached written instrument dated the 30<sup>th</sup> day of OCTOBER, 2001, which has been represented to us to be the Codicil to the Last Will and Testament of FLORENCE D. LOTT ("Testatrix"), who indicated to us that she is a resident of and has a fixed place of residence in the City of Jackson, County of Hinds, State of Mississippi. On the execution date of the instrument, the Testatrix, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Codicil, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

DATED this 10<sup>th</sup> day of December, 2001.

[Signature: Helen Harris]  
Signature of Witness  
309 Sharm St  
Street Address  
Bolton MS 39041  
City and State

[Signature: Sonya Rohman]  
Signature of Witness  
5125 Old Canton Rd. #223  
Street Address  
Jackson MS 39211  
City and State

Subscribed and sworn to before me on this the 10<sup>th</sup> day of December, 2001.



My Commission Expires:

Notary Public State of Mississippi At Large  
My Commission Expires August 18, 2002  
Bonded Thru Heidon, Brooks & Garland, Inc

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 21<sup>st</sup> day of Dec, 2001, at 9:30 o'clock A M, and was duly recorded on the DEC 21 2001, Book No. 34, Page 152.  
MIKE CROOK, CHANCERY CLERK BY: [Signature] D.C.



**LAST WILL AND TESTAMENT OF THAD JOHN MACON**

**Original 1 of 3**

*Personal and Confidential*

I, Thad John Macon, of Ridgeland, Mississippi, revoke my former Wills and Codicils and declare this to be my Last Will and Testament

**FILED**  
THIS DATE

**ARTICLE I  
IDENTIFICATION OF FAMILY**

DEC 26 2001

I am not currently married to anyone

The names of my children are:

- Sharon Diane Meece**
- John Phillip Macon**
- Robin Marguerite Newman**

MIKE CROOK  
CHANCERY CLERK  
By: SARON TEL. DC.

All references in this Will to "my children" are references to the above-named children.

**ARTICLE II  
PAYMENT OF DEBTS AND EXPENSES**

I direct that my just debts, funeral expenses and expenses of last illness be first paid from my estate.

**ARTICLE III  
DISPOSITION OF PROPERTY**

*A. Residuary Estate.* I direct that my residuary estate be distributed to my child(ren) in equal shares. If a child of mine does not survive me, such deceased child's share shall be distributed in equal shares to the children of such deceased child who survive me, by right of representation. If a child of mine does not survive me and has no children who survive me, such deceased child's share shall be distributed in equal shares to my other children, if any, or to their respective children by right of representation. If no child of mine survives me, and if none of my deceased children are survived by children, my residuary estate shall be distributed to John Phillip Macon, Jackson, Mississippi. If such beneficiary does not survive me (or is not in existence), my residuary estate shall be distributed to my heirs-at-law, their identities and respective shares to be determined under the laws of the State of Mississippi, then in effect, as if I had died intestate at the time fixed for distribution under this provision.

## LAST WILL AND TESTAMENT OF THAD JOHN MACON

Original 1 of 3

Personal and Confidential

ARTICLE IV  
NOMINATION OF EXECUTOR

I nominate John Phillip Macon, of Jackson, Mississippi, as the Executor, without bond or security

ARTICLE V  
EXECUTOR POWERS

My Executor, in addition to other powers and authority granted by law or necessary or appropriate for proper administration, shall have the right and power to lease, sell, mortgage, or otherwise encumber any real or personal property that may be included in my estate, without order of court and without notice to anyone

My Executor shall have the right to administer my estate using "informal", "unsupervised", or "independent" probate or equivalent legislation designed to operate without unnecessary intervention by the probate court

ARTICLE VI  
MISCELLANEOUS PROVISIONS

*A. Paragraph Titles and Gender.* The titles given to the paragraphs of this Will are inserted for reference purposes only and are not to be considered as forming a part of this Will in interpreting its provisions. All words used in this Will in any gender shall extend to and include all genders, and any singular words shall include the plural expression, and vice versa, specifically including "child" and "children", when the context or facts so require, and any pronouns shall be taken to refer to the person or persons intended regardless of gender or number.

*B. Thirty Day Survival Requirement.* For the purposes of determining the appropriate distributions under this Will, no person or organization shall be deemed to have survived me unless such person or entity is also surviving on the thirtieth day after the date of my death

*C. Liability of Fiduciary.* No fiduciary who is a natural person shall, in the absence of fraudulent conduct or bad faith, be liable individually to any beneficiary of my estate, and my estate shall indemnify such natural person from any and all claims or expenses in connection with or arising out of that fiduciary's good faith actions or non-actions as the fiduciary, except for such actions or non-actions which constitute fraudulent conduct or bad faith

*D. Beneficiary Disputes.* If any bequest requires that the bequest be distributed between or among two or more beneficiaries, the specific items of property comprising the respective shares shall be determined by such beneficiaries if they can agree, and if not, by my Executor.

LAST WILL AND TESTAMENT OF THAD JOHN MACON

Original 1 of 3

Personal and Confidential

IN WITNESS WHEREOF, I have subscribed my name below, this 8<sup>th</sup> day of August, 1997.

Thad John Macon  
Thad John Macon

We, the undersigned, hereby certify that the above instrument, which consists of 5 pages, including the page(s) which contain the witness signatures, was signed in our sight and presence by Thad John Macon (the "Testator"), who declared this instrument to be his/her Last Will and Testament and we, at the Testator's request and in the Testator's sight and presence, and in the sight and presence of each other, do hereby subscribe our names as witnesses on the date shown above

Witness Signature: Betty H. Hulsey  
Name: Betty H. Hulsey  
City: Madison  
State: MS

Witness Signature: Yvonne D. Rogers  
Name: Yvonne D. Rogers  
City: ~~Madison~~ Madison  
State: Mississippi

LAST WILL AND TESTAMENT OF THAD JOHN MACON

Original 1 of 3

Personal and Confidential

AFFIDAVIT

STATE OF Mississippi  
COUNTY OF Hinds

Before me, the undersigned, on this day personally appeared Thad John Macon, Betty H. Hulsey and Yvonne D. Rogers known to me to be the Testator and the witnesses, respectively, whose names are signed to the foregoing instrument. All of these persons were first duly sworn by me. Thad John Macon, the Testator, declared to me and to the witnesses, in my presence, that the foregoing instrument is the Testator's Will and that the Testator willingly signed and executed such instrument (or expressly directed another person to sign the instrument for the Testator in the Testator's presence) in the presence of the witnesses, as the Testator's free and voluntary act for the purposes expressed in the instrument. Each of the witnesses declared in the presence and hearing of the Testator that the foregoing instrument was executed and acknowledged by the Testator as the Testator's Will in their presence and that they, in the Testator's presence, hearing and sight and at the Testator's request, and in the presence of each other, did subscribe their names to the instrument as attesting witnesses on the date of the instrument. The Testator, at the time of the execution of such instrument, was of full age, of sound mind, and the witnesses were of adult age and otherwise competent to be witnesses

Thad John Macon  
Thad John Macon, Testator

Witness Signature: Betty H. Hulsey  
Name: Betty H. Hulsey  
City: Madison  
State: MS

Witness Signature: Yvonne D. Rogers  
Name: Yvonne D. Rogers  
City: Madison  
State: Mississippi

LAST WILL AND TESTAMENT OF THAD JOHN MACON

Original 1 of 3

Personal and Confidential

Subscribed, sworn to and acknowledged before me by Thad John Macon, the Testator; and subscribed and sworn before me by Betty H. Hulsey and Yvonne D. Rogers witnesses, this 8 day of August, 1997

Yvonne D. Rogers  
Notary Public, or other officer authorized to take and certify acknowledgments and administer oaths



Notary Public State of Mississippi At Large  
My Commission Expires October 9, 1999  
BONDED THRU HEIDEN-MARCHETTI, INC.



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 26th day of Dec, 2001, at 11:00 o'clock a M., and was duly recorded on the DEC 26 2001, Book No. 34, Page 153.  
MIKE CROOK, CHANCERY CLERK BY: Stacy Hill D.C.

FILED  
THIS DATE

DEC 26 2001

EXHIBIT "D"  
AFFIDAVIT OF SUBSCRIBING WITNESS

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

STATE OF MISSISSIPPI  
COUNTY OF HINDS

This date personally appeared before me, the under-  
signed authority at law in and for the jurisdiction afore-  
said, the within named Yvonne D. Rogers, who being by me  
first duly sworn according to law, says on oath:

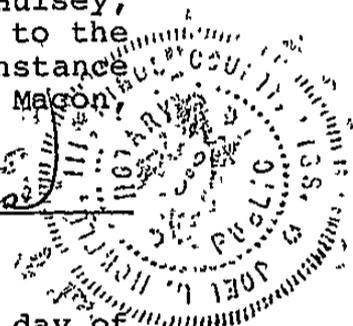
(1) That this affiant is one of the subscribing wit-  
nesses to an instrument of writing purporting to be the Last  
Will and Testament of Thad John Macon, deceased, who was  
personally known to the affiant, and whose signature is af-  
fixed to said Last Will and Testament, which Last Will and  
Testament is dated the 8th day of August, 1997.

(2) That on the 8th day of August, 1997, the said Thad  
John Macon 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 Betty H. Hulsey, the  
other subscribing witness to said instrument.

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

(4) That this affiant, together with Betty H. Hulsey,  
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 Thad John Macon,  
and in the presence of each other.

Yvonne D. Rogers  
Yvonne D. Rogers  
Subscribing Witness



SWORN TO AND SUBSCRIBED before me, this the 26th day of  
December, 2001.

Stanley Hill  
Notary Public

My Commission Expires:  
01/14/2002

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 26th day  
of Dec, 2001, at 11:00 o'clock a M., and was duly recorded  
on the DEC 26 2001, Book No. 34, Page 158.  
MIKE CROOK, CHANCERY CLERK BY: Stanley Hill D.C.



FILED  
THIS DATE

DEC 26 2001

EXHIBIT "E"  
AFFIDAVIT OF SUBSCRIBING WITNESS

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

STATE OF MISSISSIPPI  
COUNTY OF HINDS

This date personally appeared before me, the under-  
signed authority at law in and for the jurisdiction afore-  
said, the within named Betty H. Hulsey, who being by me  
first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing wit-  
nesses to an instrument of writing purporting to be the Last  
Will and Testament of Thad John Macon, deceased, who was  
personally known to the affiant, and whose signature is af-  
fixed to said Last Will and Testament, which Last Will and  
Testament is dated the 8th day of August, 1997.

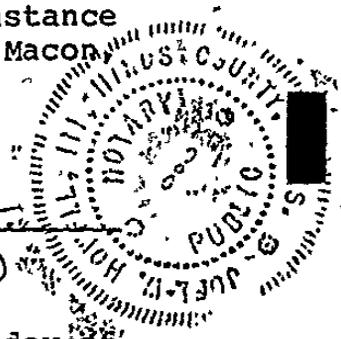
(2) That on the 8th day of August, 1997, the said Thad  
John Macon signed, published and declared said instrument of  
writing as his Last Will and Testament, in the presence of  
this affiant and in the presence of Yvonne D. Rogers, the  
other subscribing witness to said instrument.

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

(4) That this affiant, together with Yvonne D. Rogers,  
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 Thad John Macon  
and in the presence of each other.

FURTHER, AFFIANT SAYETH NOT.

Betty H. Hulsey  
Betty H. Hulsey  
Subscribing Witness



SWORN TO AND SUBSCRIBED before me, this the 26th day of  
December, 2001.

Stanley Hill, III  
Notary Public

My Commission Expires:

01/14/2004

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 26th day  
of Dec, 2001, at 11:00 o'clock a M., and was duly recorded  
on the DEC 26 2001, Book No. 34, Page 159.

MIKE CROOK, CHANCERY CLERK

BY: Stanley Hill D.C.



# Last Will and Testament

**FILED**  
THIS DATE  
1:00 P.M.  
DEC 27 2001

2001-1061

OF

FREDERICK TURNER VARCOE

MIKE CROOK  
CHANCERY CLERK  
By: *[Signature]*

I, FREDERICK TURNER VARCOE, of Madison, Madison County, Mississippi, which I declare to be my domicile, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all other wills and codicils at any time heretofore made by me.

### ARTICLE I

I am now married to Donnie Dale Varcoe (my "Wife"), and no children were born of this marriage. I am the father of Frederick Turner Varcoe, Jr. (my "Son"). My first wife has preceded me in death, and my present wife is Donnie Lee Dale Varcoe as noted above. My wife has two children, a son, Joseph C. Stennett, Jr. and a daughter, Melinda Dale Stennett Lewis. My wife's first Husband has preceded her in death.

### ARTICLE II

I hereby give and bequeath my personal clothing and jewelry to my son, Frederick Turner Varcoe, Jr., including my other personal effects. I hereby give and bequeath all the rest of my tangible personal property (except cash on hand), including automobiles, furniture, furnishings, household goods and contents owned by me at

the time of my death and not otherwise disposed of herein, to my Wife, Donnie Lee Dale Varcoe, or if she shall fail to survive me, then I hereby give my personal effects, clothing jewelry to my son, Frederick Turner Varcoe, Jr., and any interest I have in any furniture, furnishings or household goods, contents or jewelry that belonged to Donnie, I hereby give and bequeath to her children, Joseph C. Stennett, Jr. and Melinda Stennett Lewis, in equal shares, per stirpes. If my wife has predeceased me, any automobile that I own at the time of my death, I hereby give and bequeath in equals shares, one half to Frederick Turner Varcoe, Jr. and one half to Joseph C. Stennett, Jr. and Melinda Stennett Lewis, in equal shares, per stirpes. If my son, Frederick Turner Varcoe, Jr., has predeceased me, then any share under this Article which he is entitled, I give to his children, in equal shares, per stirpes. In the event that my son has preceded me in death, leaving no surviving decedents, I hereby give and bequeath any share to which he is entitled under this Article unto the children of my wife, Joseph C. Stennett, Jr. and Melinda Dale Stennett Lewis, share and share alike, *per stirpes*. I direct that any expenses incurred in obtaining possession, appraising, safe guarding or delivering of any such tangible personal property be paid from my estate as an administration expenses. I give and bequeath all the remainder of my tangible personal property located in my home or apartment, except for cash on hand, to my wife, Donnie Dale Varcoe, provided she survives me, and if not, to my son, Frederick Turner Varcoe,

Jr., if living, and if not, to his children, per stirpes.

ARTICLE III

All of my insurance policies which provide indemnity for loss of or damage to any of my personal or real property by fire, windstorm or similar casualty (including any claim for the loss of or damage to any such property which I may have at the time of my death against any insurance company), I give and bequeath, respectively to those persons who shall or would have become the owners of such properties by reason of my death, whether such ownership be acquired under the provisions of this will, by survivorship or by any other means.

ARTICLE IV

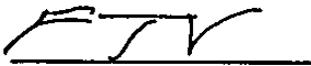
I hereby appoint my Wife, Donnie Dale Varcoe, to serve as Executrix of my will and estate, without bond, inventory, appraisal or accounting. If my Wife, Donnie Dale Varcoe, should predecease me, or should fail to act and qualify, or once having qualified and served shall be unable to continue to serve for any reason, or if she should decline to act or has predeceased me, I appoint my son, Frederick Turner Varcoe, Jr., to serve as Executor of my will and estate, without bond, inventory, appraisal or accounting. In the event that my wife, Donnie Dale Varcoe and my son, Frederick Turner Varcoe, Jr., are both unable to serve as Executrix or Executor of my will and estate, I appoint Larry O. Lewis of Marks, MS, to serve as Executor without bond, inventory, appraisal or accounting, with the same discretions and powers as granted to my wife and my son

herein. Any Executrix or Executor named herein shall have full power and authority to compromise and settle any claim for or against my estate without the approval and ratification of the Court. Any Executrix or Executor named herein shall serve without bond, inventory, appraisal or accounting, and shall have all the powers and discretions with respect to all property which I own at the time of my death and in my estate during its administration as are granted to Trustees under the Mississippi "Uniform Trustees Powers Law," §91-9-101 through 91-9-119 of the Mississippi Code of 1972, annotated, including the power to sell any of the real or personal property in my estate at public or private sale, for cash or on credit, or to mortgage it, pledge it, lease it or exchange it, all to be exercised without Court order. Any Executrix or Executor shall have full power and authority to pay any taxes owing by me or my estate as soon as may be practical and as soon after my death as can be done, including any and all costs of administration of my estate, funeral expenses, including the expense of a suitable monument for my grave, accounting fees, attorneys fees, or other like costs of administration, and all claims owing by me or my estate, regardless of whether such claims are probated and registered and allowed against my estate or not. Nothing in this will shall ever be construed to create a trust for the benefit of creditors or to enlarge upon my statutory duty to creditors.

ARTICLE V

If my Wife, Donnie Dale Varcoe, shall survive me, I hereby

Page No. 4



give, devise and bequeath unto Donnie Dale Varcoe, one half (50%) of all the rest and residue of the property in my estate and the remaining one half (50%) of my residuary estate, I hereby give, devise and bequeathed unto my son, Frederick Turner Varcoe, Jr., if living, and if not, to his children, per stirpes. If Frederick Turner Varcoe, Jr. shall predecease me, without leaving surviving children, I hereby give, devise and bequeath any property which he would have received under this Article of my Will unto Joseph C. Stennett, Jr. and Melinda Dale Stennett Lewis, in equal shares, per stirpes.

ARTICLE VI

If my Wife, Donnie Dale Varcoe, should predecease me, I hereby give, devise and bequeath all the rest and residue of my estate, unto my son, Frederick Turner Varcoe, Jr., provided he survives me, and if he should predecease me, unto his children, per stirpes, and if he should leave no surviving children, unto Joseph C. Stennett, Jr. and Melinda Dale Stennett Lewis, in equal shares, per stirpes.

ARTICLE VII

I authorize my Executor or Executrix herein to join with my surviving spouse in the execution and filing of a joint income tax return for any period prior to my death for which I have not filed a return, and to agree as to apportionment of any tax liability; and, to join with my surviving spouse in the execution of a gift tax return on gifts made by my surviving spouse and to consent to treat such gifts being made one half by me, for any period prior to

my death. Any Executrix or Executor may claim administrative expenses of my estate either as income tax deductions or as estate tax deductions in the sole discretion of my Executrix or Executor without regard to whether such expenses are payable for income or principal. It is my intent, that both probate and non-probate assets will share the apportionment for payment of taxes.

ARTICLE VIII

I hereby grant to my Executor or Executrix or personal representative serving, the right to pay all debts, taxes, funeral expenses and costs of administration of my estate as soon after my death as can be conveniently done, regardless of whether any claims are registered, probated and allowed against my estate or not. Nothing in this will shall be construed to create a trust for the benefit of creditors.

ARTICLE IX

In the event my Wife, Donnie D. Varcoe, and I die under such circumstances that there is not sufficient evidence as to which of us died first, I direct that I shall be deemed to have predeceased her.

ARTICLE X

In the event my wife, Donnie Dale Varcoe, predeceases me, I hereby give, devise and bequeath all the rest and residue of my property unto my son, Frederick Turner Varcoe, Jr., if living, if not, to his children, per stirpes, and if he leaves no surviving descendants, to Joseph C. Stennett, Jr. and Melinda Dale Stennett

Lewis, in equal shares, per stirpes.

IN WITNESS WHEREOF, I have signed, published and declared this instrument as my Last Will and Testament in the presence of the attesting witnesses on this the 22nd day of April, 1998.

*Frederick Turner Varcoe*  
FREDERICK TURNER VARCOE

The above and foregoing Last Will and Testament of FREDERICK TURNER VARCOE was declared by him in our presence to be his Last Will and Testament, and was signed by the said FREDERICK TURNER VARCOE in our presence, and we, at his request and in his presence and in the presence of each other, witnessed and attested the due execution of the Last Will and Testament of Frederick Turner Varcoe.

This, the 22nd day of April, 1998.

*Linda D. O'Neal*  
NAME

*300 Third Street*  
*Merke, MS 38646*  
ADDRESS

*Jennifer M. Atton*  
NAME

*Route 1 Box 427*  
*Merke MS 38646*  
ADDRESS

**FILED**  
THIS DATE

BOOK 0034 PAGE 167

DEC 27 2001

MIKE CROOK  
CHANCERY CLERK

IN THE MATTER OF THE ESTATE OF  
FREDERICK TURNER VARCOE

By: \_\_\_\_\_ DC  
CAUSE NO.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF QUITMAN

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, JENNIFER M. TUTOR, who by me being first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Frederick Turner Varcoe and that the said Frederick Turner Varcoe signed, published and declared said instrument to be his Last Will and Testament on the 22nd day of April, 1998, in the presence of this affiant and LINDA D. O'NEAL, the other subscribing witness to said instrument; and said testator was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and LINDA D. O'NEAL, 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 testator, and in the presence of each other.

Jennifer M. Tutor  
JENNIFER M. TUTOR

SWORN TO AND SUBSCRIBED before me on this, 22nd day of April, 1998.

Cathy H. Cox  
NOTARY PUBLIC

(SEAL)  
My Commission Expires:  
4-9-2000

DEC 27 2001

IN THE MATTER OF THE ESTATE OF  
FREDERICK TURNER VARCOE

MIKE CROOK  
CHANCERY CLERK  
By: Karen Supp D.C.  
CAUSE NO.

AFFIDAVIT OF SUBSCRIBING WITNESS

2001-1061

STATE OF MISSISSIPPI  
COUNTY OF QUITMAN

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, LINDA D. O'NEAL, who by me being first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Frederick Turner Varcoe and that the said Frederick Turner Varcoe signed, published and declared said instrument to be his Last Will and Testament on the 22nd day of April, 1998, in the presence of this affiant and JENNIFER M. TUTOR, the other subscribing witness to said instrument; and said testator was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and JENNIFER M. TUTOR 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 testator, and in the presence of each other.

Linda D. O'Neal  
LINDA D. O'NEAL

SWORN TO AND SUBSCRIBED before me on this, 22nd day of April, 1998

Cathy H. Cox  
NOTARY PUBLIC

(SEAL)  
My Commission Expires: 4/9/2006

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 27th day of December, 2001, at 1:00 o'clock P. M., and was duly recorded on the 27th day of December, 2001, Book No. 34, Page 160.  
MIKE CROOK, CHANCERY CLERK BY: Karen Supp D.C.



**FILED**  
THIS DATE

# 2001-1046

LAST WILL AND TESTAMENT

DEC 28 2001

OF

MARGARET WILDER TAYLOR

MIKE CROOK  
CHANCERY CLERK  
By:  D.C.

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

ITEM I

I hereby name, constitute and appoint my friend, RONALD M. KIRK, as Executor of this my Last Will and Testament, and direct that he act in that capacity without the necessity of posting bond to ensure the faithful performance of his duties. Further, I waive formal appraisal of the assets of my Estate. In the event my friend, RONALD M. KIRK, predeceases me, or is unwilling, unable, or incompetent to act as Executor, I hereby name, constitute and appoint my niece, CONSTANCE WILDER KEY, as an Alternate Executrix, under the same terms and conditions heretofore imposed upon RONALD M. KIRK

ITEM II

I hereby direct my Executor or Alternate Executrix to pay all just debts which may be probated, registered, and allowed against my Estate as soon after my death as is practical, and prior to distribution of assets and I further direct that my Executor or Alternate Executrix be allowed to sell real or personal property as he or she deems necessary without the necessity of first securing approval from the Court

ITEM III

I hereby direct that my home, the lots on which it is situated, and any vehicle I may own at the time of my death be sold and the proceeds derived from the sale of these items be divided equally between my niece, CONSTANCE WILDER KEY and her children, CHRISTY KEY TREJO and KELLY KEY ADAMS, as directed by CONSTANCE WILDER KEY.



I further hereby direct that the contents of the house be divided among my niece, CONSTANCE WILDER KEY and two great-nieces, KRISTY KEY TREJO and KELLY KEY ADAMS, as directed by CONSTANCE WILDER KEY.

ITEM IV

I hereby direct that my jewelry be divided equitably between my great-nieces, KRISTY KEY TREJO and KELLY KEY ADAMS, with the equitable division being monitored and approved by CONSTANCE WILDER KEY.

ITEM V

I hereby direct that any funds remaining in savings accounts or checking accounts held by me at the time of my death shall become the sole property of my niece, CONSTANCE WILDER KEY, and direct that she use her discretion in the division of any such funds, with any other person.

IN WITNESS WHEREOF, I have hereunto set my hand to this, my Last Will and Testament, on this, the 10th day of August, 2000.

*Margaret Wilder Taylor*  
MARGARET WILDER TAYLOR

CERTIFICATE OF SUBSCRIBING WITNESSES

WE, the undersigned subscribing witnesses to the Last Will and Testament of MARGARET WILDER TAYLOR hereby certify that we signed the foregoing instrument in her presence, and in the presence of each other, and that the said MARGARET WILDER TAYLOR signed said instrument as her Last Will and Testament, in our presence, and that, at the time she signed her Last Will and Testament, MARGARET WILDER TAYLOR was of sound and disposing mind and memory and above the age of twenty-one years.

WITNESS OUR SIGNATURES on this, the 10th day of August, 2000.

*Diana H. [unclear]* Whose address is P.O. Box 171  
Flora, MS 39071

*Susan C. Phillips* Whose address is P.O. Box 542  
Flora, MS 39071

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 28th day of Dec, 2001, at 12:40 o'clock P. M., and was duly recorded on the DEC 28 2001, Book No. 34, Page 169.  
MIKE CROOK, CHANCERY CLERK BY: *Stacey [unclear]* D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

**FILED**

THIS DATE

DEC 28 2001

IN THE MATTER OF THE ESTATE OF  
MARGARET WILDER TAYLOR,  
DECEASED

MIKE CROOK  
CHANCERY CLERK  
By: *[Signature]*

CIVIL ACTION NO. 2001-1046

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the jurisdiction aforesaid, the within named SUSAN C. PHILLIPS, who being by me first duly sworn according to law, says on oath:

1. This Affiant is one of the Subscribing Witnesses to an attached instrument of writing purporting to be the Last Will and Testament of Margaret Wilder Taylor, deceased, who was personally known to the Affiant, and whose signature is affixed to the Last Will and Testament dated the 10th day of August, 2000.

2. That on the 10th day of August, 2000, Margaret Wilder Taylor signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the undersigned Affiant, and also in the presence of D. Frances Shannon, the other Subscribing Witness to the instrument.

3. That Margaret Wilder Taylor was then and there of sound and disposing mind and memory and well above the age of twenty-one years

4. That this Affiant and D. Frances Shannon subscribed and attested said instrument, as witnesses to the signature and publication thereof, and at the special instance and request of, and in the presence of the said Margaret Wilder Taylor, and in the presence of each other.

5. And further, your Affiant says naught.

Susan C. Phillips  
SUSAN C. PHILLIPS



SWORN TO AND SUBSCRIBED BEFORE ME on this the 14<sup>th</sup> day of December, 2001.

Ronald M. Kutt  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

11/8/03

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 28<sup>th</sup> day of Dec, 2001, at 1240 o'clock P M., and was duly recorded on the DEC 28 2001, Book No. 34, Page 171.

MIKE CROOK, CHANCERY CLERK

BY: Jarvey [Signature] D.C.



Last Will and Testament of Lillian Bailey Atwood

Because of my love and affection for my fine children, Lillian Bailey Atwood, Lawrence Atwood Comfort, Lawrence Sue Atwood, Linda Gale Atwood Chipley, and Liana Catherine <sup>Atwood</sup> Ramage, I leave the following property and monetary assets to wit:

- 1- Balance of loan on building on highway 12 in Kossick being made to me by B & K. Auto parts in the amount \$900 <sup>00</sup> <sub>monthly</sub> to be rotated among the fine children starting with Liana.
- 2- All my money at my death invested in I D S which at this time is about \$200,000 be left invested and equally be divided among the fine girls, here to all read each year on my place and any and all other expenses needed to keep place in the condition you know I would want it kept. All expenses should be kept up, because all of the property that has always been in Atwood family is forever.
- 3- All personal property such as guns be divided between Lawrence and Liana.
- 4- The 900 acres of land I desire to be left in family and

That to be sold for at least 100 years after my death.  
I leave this as equal ownership among the five girls, to  
share and share alike. Any and all proceeds to be divided  
(from sale)  
equally. The timber should never be sold without consent and  
submitted by Vicens Timber Company.

*Lucas Bentley*

**FILED**  
THIS DATE

DEC 28 2001

MIKE CROOK  
CHANCERY CLERK  
By: *Stacey Hill* D.C.

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 28th day  
of Dec, 2001, at 1:20 o'clock P M, and was duly recorded  
on the DEC 28 2001, Book No. 34, Page 173

MIKE CROOK, CHANCERY CLERK

BY: *Stacey Hill* D.C.



**FILED**  
THIS DATE

DEC 28 2001

STATE OF MISSISSIPPI

COUNTY OF ATTALAMIKE CROOK  
CHANCERY CLERK  
By: [Signature] D.C.

## AFFIDAVIT

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

(1) That this affiant has reviewed and examined an instrument of writing purporting to be the Last Will and Testament of SALLIS BAILEY ATWOOD, who was personally known to the affiant and whose writing and/or signature are recognizable by the affiant.

(2) That the said SALLIS BAILEY ATWOOD was personally known by the affiant

(3) That the said instrument of writing is in the handwriting of the said SALLIS BAILEY ATWOOD.

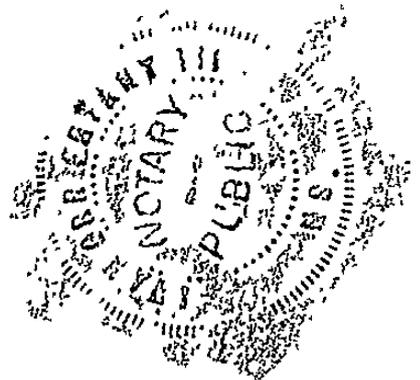
(4) That this affiant is not a beneficiary under said Will, and that this affiant is in no other way interested in the Estate of Sallis Bailey Atwood, Deceased.

---

Sue Blalock  
SUE BLAILOCK

SWORN TO AND SUBSCRIBED BEFORE ME, this the 20<sup>th</sup> day of December, 2001.

[Signature]  
Notary Public



My Commission Expires \_\_\_\_\_

Prepared by  
T. Walton Dallas, J.D., LL M (Taxation)  
Barnes, Broom, Dallas and McLeod, PLLC  
5 River Bend Place, Suite A  
Flowood, Ms 39232-7618  
wdallas@wealthmanagement.net  
Phone: 601-981-6336  
Fax: 601-981-7075

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 28<sup>th</sup> day of Dec, 2001, at 1:20 o'clock P M., and was duly recorded on the DEC 28 2001, Book No. 34, Page 175.

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C



**FILED**  
THIS DATE

STATE OF MISSISSIPPI

DEC 28 2001

COUNTY OF Attala

MIKE CROOK  
CHANCERY CLERK  
By: [Signature]

AFFIDAVIT

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

(1) That this affiant has reviewed and examined an instrument of writing purporting to be the Last Will and Testament of SALLIS BAILEY ATWOOD, who was personally known to the affiant and whose writing and/or signature are recognizable by the affiant.

(2) That the said SALLIS BAILEY ATWOOD was personally known by the affiant.

(3) That the said instrument of writing is in the handwriting of the said SALLIS BAILEY ATWOOD.

(4) That this affiant is not a beneficiary under said Will, and that this affiant is in no other way interested in the Estate of Sallis Bailey Atwood, Deceased.

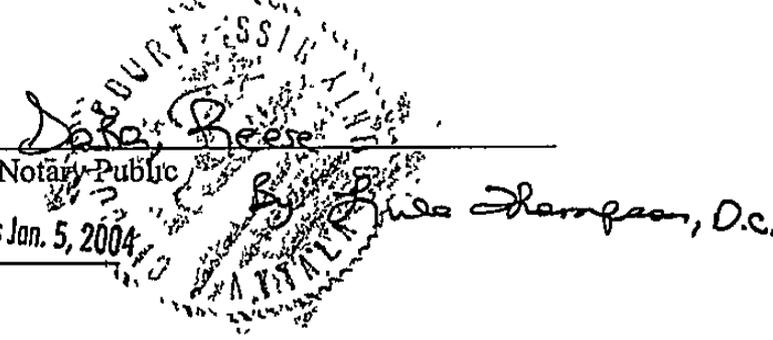
Melvin Beach  
MELVIN BEACH

SWORN TO AND SUBSCRIBED BEFORE ME, this the 17<sup>th</sup> day of December, 2001.

Dana Reese  
Notary Public

My Commission Expires Jan. 5, 2004

My Commission Expires: \_\_\_\_\_



Prepared By:

T. Walton Dallas, Attorney  
Barnes, Broom, Dallas and McLeod, PLLC  
5 River Bend Place, Suite A  
Flowood, Mississippi 39232  
(601) 981-6336

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 28<sup>th</sup> day of Dec, 2001, at 1:20 o'clock P M., and was duly recorded on the DEC 28 2001, Book No. 31, Page 177.

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C.



**FILED**  
THIS DATE

DEC 31 2001

STATE OF MISSISSIPPI  
COUNTY OF MADISON

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

LAST WILL AND TESTAMENT  
OF  
MARY L ELLIS

I, MARY L. ELLIS, an adult resident citizen of Madison County, Mississippi, being of 21 years and over and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all previous Wills and Codicils heretofore made by me and intending to dispose of all my worldly goods and property.

I.

I will, devise and bequeath unto my beloved children, Son, Otis Malcolm Ellis and Daughter, Mavis E. Tatum all of my estate, both real, personal and mixed property, of every kind and nature, wherever located, of which I may die possessed.

II.

In the event that my children, Otis Malcolm Ellis and Mavis E. Tatum predecease me, then I will, devise and bequeath, all my estate, both real, personal and mixed property, of every kind and nature, of which I may die possessed, as follows:

(i) I will, devise and bequeath all of my estate, whether real, personal or mixed property, of every kind and nature, unto my beloved Grandchildren, Robert E. Scott, Melanie T. Whittington, Thomas P. Tatum, Ramona E. Norrell, in equal parts, share and share alike.

I hereby nominate, constitute and appoint, my son, Otis Malcolm Ellis and my daughter, Mavis E. Tatum as Co-Executors of my estate. In the event either predeceases me, or is unable to serve as Co- Executor, I hereby nominate, constitute and appoint the surviving one to serve as Executor of my estate. I request that accounting and appraisal of my estate be waived and dispensed with by the court and that neither Executor named herein be required to post and bond to serve as Executor.

WITNESS MY SIGNATURE on this the 1<sup>st</sup> day of February, 1993.

Mary L. Ellis  
MARY L. ELLIS

WITNESSES:

Kevin J. Canaday  
Danny Coffey

CERTIFICATE

We, each of the subscribing witnesses to the Last Will and Testament of MARY L. ELLIS, do hereby certify that said instrument was signed by the said MARY L. ELLIS in our presence and in the presence of each of us, and that the said MARY L. ELLIS declared the same to be her Last Will and Testament in the presence of each of us and that each of us signed as subscribing witnesses to said Last Will and Testament at the special request of MARY L. ELLIS in her presence and in the presence of each other.

WITNESS OUR SIGNATURES ON THIS THE 1<sup>st</sup> day of February, 1993.

Kevin J. Canaday  
WITNESS  
Danny Coffey  
WITNESS

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 31<sup>st</sup> day of December, 2001, at 2:30 o'clock P. M., and was duly recorded on the 31<sup>st</sup> day of December, 2001, Book No 34, Page 179.  
MIKE CROOK, CHANCERY CLERK BY: Karen Jupp D.C.



**FILED**

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI THIS DATE

DEC 31 2001

IN THE MATTER OF THE ESTATE OF  
MARY L. ELLIS, DECEASED

MIKE CROOK  
CHANCERY CLERK  
By: *[Signature]*

PROBATE FILE NO. 2001-1064

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid, the within named **DANNY COFFEY**, one of the subscribing witnesses of that certain instrument of writing being dated February 1, 1993 and purporting to be the Last Will and Testament of Mary L. Ellis, now deceased, who having been by me first duly sworn, did state on her oath that the said Mary L. Ellis, did, on the 1st day of February, 1993, in the presence of Affiant, and in the presence of Perri C. Cannady, the other subscribing witness to said instrument, did sign her name thereon, and publish and subscribe and declare said instrument to be her Last Will and Testament, this affidavit being attached to the original of said Last Will and Testament; and

That at the signing of said Last Will and Testament, the said Mary L. Ellis was of sound disposing mind and memory and above the age of 21 years, and fully capable of executing and competent to execute the said Last Will and Testament.

Affiant herein, and the other subscribing witness, Perri C. Cannady, did subscribe and attest said Last Will and Testament, as witnesses to the subscription

and publication thereof at the special instance and request of the said Mary L. Ellis, in her presence, and in the presence of each other.

WITNESS MY HAND this the 29 day of November, 2001.

Danny Coffey  
DANNY COFFEY

SWORN TO AND SUBSCRIBED BEFORE ME, this the 29 day of

November, 2001.

Janice Duval  
NOTARY PUBLIC



Phillip M. Nelson  
Attorney for Petitioners  
1220 Highway 51 North  
Madison, MS 39110  
1-601-856-8869  
M.S.B.# 3810

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 31<sup>st</sup> day of December, 2001, at 1:30 o'clock P. M., and was duly recorded on the 31<sup>st</sup> day of December, 2001, Book No. 34, Page 181.  
MIKE CROOK, CHANCERY CLERK BY: James Pupp D.C.



#2001-1018

# Last Will and Testament

JAN 02 2002

STATE OF MISSISSIPPI

COUNTY OF OKTIBBEHA

MIKE CROOK  
CHANCERY CLERK  
By:                      D.C.

I, Harry H. Teasley, Jr., a resident citizen of Oktibbeha County, Mississippi, and being of sound and disposing mind and memory and above the age of 21 years, do hereby make, declare and publish this to be my Last Will and Testament specifically revoking any and all wills that may have been heretofore made by me.

I

It is my will that all my just debts and funeral expenses be paid and that suitable marker be erected at my grave to perpetuate my memory in the minds of my family and friends.

II

It is my will and I hereby grant, devise and bequeath unto my beloved wife, Jean C. Teasley, all the property of which I may die seized and possessed, both real and personal of whatever kind and character the same may be and wherever the same may be situated.

III

In making this will I am not unmindful of my son, Harry Paul Teasley, but leave everything to my wife knowing full well that she will amply provide for and take care of our son.

IV

In the event that my wife should predecease me or that we should depart this life as a result of a common disaster or accident and the provisions heretofore made become inoperative, then it is my will and I do hereby grant, devise and bequeath unto our son, Harry Paul Teasley, all my property, real and personal, of whatever kind and character the same may be and wherever the same may be situated.

v

It is my will and I hereby nominate and appoint my wife, Jean C. Teasley, as the Executrix of this my Last Will and Testament and I hereby request that she be permitted to serve without bond and without accountability to Court and expressly order that no appraisal be had of my estate, that the appointment of appraisers be dispensed with and that no inventory or accounts of the administration of my estate be filed with any Court.

Witness my signature this the 7<sup>th</sup> day of March, 1963.  
Harry H. Teasley, Jr.  
Harry H. Teasley, Jr.

And we, the undersigned subscribing witnesses having been called by the above named Harry H. Teasley, Jr. to witness the signing of this, his Last Will and Testament, hereby certify that the said Harry H. Teasley, Jr. signed the same in our presence as his Last Will and Testament and we and each of us signed the same in the presence of the said Harry H. Teasley, Jr. at his special instance and request and in the presence of each other on the day and date above first written.

William J. Lee  
Peggy H. Matthews

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 2nd day of Jan, 2002, at 1:50 o'clock P M., and was duly recorded on the JAN 2 2002, Book No. 34, Page 183.

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C.



**FILED**  
THIS DATE

JAN 0 4 2002

MIKE CROOK  
CHANCERY CLERK  
By: Mike Crook D.C.

# 2002-003

**LAST WILL AND TESTAMENT  
OF  
PATRICIA CARPENTER PACE**

Dated: August 24, 2000

Prepared by:

R. Barry Vickery, P. C.  
P. O. Box 12411  
Jackson, MS 39236-2411  
(601) 368-9611

c:\dl\pace pc

## LAST WILL AND TESTAMENT

OF

PATRICIA CARPENTER PACE

I, Patricia Carpenter Pace, a resident of and domiciled in the State of Mississippi, make, publish and declare this to be my Last Will and Testament, revoking all wills and codicils at any time heretofore made by me.

**FIRST:** I direct that the expenses of my last illness and funeral, the expenses of the administration of my estate, and all estate, inheritance and similar taxes payable with respect to property included in my estate, whether or not passing under this will, and any interest or penalties thereon, shall be paid out of my residuary estate, without apportionment and with no right of reimbursement from any recipient of any such property.

**SECOND:** I give all tangible personal property owned by me at the time of my death, including without limitation personal effects, clothing, jewelry, furniture, furnishings, household goods, automobiles and other vehicles, together with all insurance policies relating thereto, to my daughter, if she survives me. If my daughter shall be under the age of twenty-one (21) years at my death, my Executor may sell any property bequeathed to my daughter under this Article THIRD, as my Executor may deem appropriate, or my Executor may hold such property or any proceeds thereof, without bond, surety or other security, until my daughter attains said age or such earlier time as my Executor may deem proper to deliver any such property or proceeds to my daughter, or to my daughter's guardian or any person with whom my daughter resides for the use of my daughter, or, if there is a separate trust for the benefit of my daughter, to my Trustee to be administered as a part of said trust. All costs incurred by my Executor in connection with obtaining possession, appraising, safeguarding, delivering or selling such property shall be paid as expenses of administering my estate.

**THIRD:** I give all the rest, residue and remainder of my property and estate, both real and personal, of whatever kind and wherever located, that I own or to which I shall be in any manner entitled at the time of my death (collectively referred to as my "residuary estate"), as follows:

(a) If my daughter survives me, to my daughter, or if she does not survive me to any then living issue of my daughter, in equal shares per stirpes. If, however, my daughter then shall be under the age of twenty-one (21) years (my daughter being hereinafter referred to as the "Beneficiary"), the bequest to such Beneficiary shall not be paid or distributed to such Beneficiary but instead shall be given to my Trustee and held by my Trustee, **IN TRUST**, pursuant to the following provisions:

(i) The trust shall be known as "Patricia Carpenter Pace Trust under will dated August 24, 2000", and my Trustee shall hold, manage,

invest and reinvest this bequest and shall pay so much or all of the net income to or for the benefit of the Beneficiary, for the health, education, maintenance and support of the Beneficiary, to such extent and at such time or times and in such manner as may be determined in the absolute discretion of my Trustee. Any net income not so paid shall be accumulated and added to principal at least annually and thereafter shall be held, administered and disposed of as a part thereof.

(ii) In addition, my Trustee may pay to or for the benefit of the Beneficiary, for the health, education, maintenance and support of the Beneficiary, from the principal of the Beneficiary's trust, such amounts, including the whole thereof, as determined in the absolute discretion of my Trustee.

(iii) When the Beneficiary shall attain the age of twenty-one (21) years, the trust for the Beneficiary shall terminate and any remaining principal and income shall be paid and distributed to the Beneficiary, discharged of trust. If the Beneficiary dies before said age, such principal and income shall be paid and distributed to any then living issue of the Beneficiary, in equal shares per stirpes, or if the Beneficiary has no issue to my then living issue, in equal shares per stirpes. If any such issue is a beneficiary of a trust under this will, the same may be held in accordance with such trust. If there are no then living issue, the same shall be paid and distributed to the beneficiaries of my residuary estate then in being as provided in this will, or if there are none, to those who would take from me as if I were then to die without a will, unmarried and the absolute owner of the same, and a resident of the State of Mississippi.

(b) If no issue of mine survives me, I give my residuary estate to those who would take from me as if I were then to die without a will, unmarried and the absolute owner of my residuary estate, and a resident of the State of Mississippi.

**FOURTH:** The determination of my Trustee as to the amount or advisability of any discretionary payment shall be final and conclusive on all persons, whether or not then in being, having or claiming any interest in such trust.

No disposition, charge or encumbrance on any income or principal of any trust hereunder by any beneficiary thereof shall be valid or binding upon my Trustee. No beneficiary shall have the right to assign, transfer, encumber or otherwise dispose of any such income or principal until the same shall be paid to such beneficiary by my Trustee. No such income or principal shall be subject in any manner to any claim of any creditor of any beneficiary. The right of any beneficiary to any income or principal hereunder shall be subject to all charges or deductions which my Executor or

Trustee may make under law or any provision of this will. Upon making any payment of income or principal from any trust hereunder, my Trustee shall be released fully from all further liability therefor.

**FIFTH:** If any principal or income of my estate or any trust hereunder vests in absolute ownership in a minor or incompetent, my Executor or Trustee, at any time and without court authorization, may: distribute the whole or any part of such property to the beneficiary; or use the whole or any part for the health, education, maintenance and support of the beneficiary; or distribute the whole or any part to a guardian, committee or other legal representative of the beneficiary, or to a custodian for the beneficiary (including a custodian appointed by my Executor or Trustee without court order) under any gifts to minors or transfers to minors act, or to the person or persons with whom the beneficiary resides. Evidence of any such distribution or the receipt therefor executed by the person to whom the distribution is made shall be a full discharge of my Executor and Trustee from any liability with respect thereto, even though my Executor or Trustee may be such person.

If such beneficiary is a minor, my Executor or Trustee may defer the distribution of the whole or any part of such property until the beneficiary attains the age of twenty-one (21) years, and may hold the same as a separate fund for the beneficiary with all of the powers described in Article SEVENTH hereof. If the beneficiary dies before attaining said age, any balance shall be paid and distributed to the estate of the beneficiary.

The word "minor", wherever used in this Article SIXTH, shall mean any person who shall be under the age of twenty-one (21) years.

**SIXTH:** My Executor and Trustee shall have all of the powers conferred by law upon fiduciaries in every jurisdiction in which my Executor and Trustee may act. In addition, the following powers are conferred upon both my Executor and Trustee, exercisable in the absolute discretion of my Executor and Trustee, as the case may be:

- (a) To retain and hold any property for any period, whether or not the property is of the character permissible for investment by fiduciaries under any applicable law, and without regard to the effect the retention may have upon diversification of investments.
- (b) To sell, exchange, grant options on, transfer or otherwise dispose of any property, at public or private sale, for cash or on credit, secured or unsecured, at such time or times, in such manner and upon such terms and conditions as my Executor or Trustee shall deem advisable.
- (c) To invest and reinvest in common or preferred stocks, bonds, securities, mortgages or similar instruments, investment trusts, common trust funds, mutual funds, regulated investment companies, evidences of rights or interests, and other property, real or personal, domestic or foreign, whether or not the investments are

permissible for fiduciaries under any applicable law and without regard to diversification.

(d) To render liquid my estate or any trust in whole or in part, at any time and from time to time, and to hold cash or readily marketable securities of little or no yield for such periods as my Executor or Trustee shall deem advisable.

(e) To manage, maintain, repair, alter, improve, insure, partition, subdivide, lease for any term (whether or not beyond any period fixed by statute for leases made by fiduciaries or beyond the term of any trust created hereunder), mortgage, encumber, grant security interests in, or otherwise purchase, dispose of, or deal with any real or personal property, as my Executor or Trustee shall deem advisable.

(f) To abandon any property which my Executor or Trustee shall deem worthless or not of sufficient value to warrant keeping or protecting; to abstain from the payment of taxes, assessments, repairs, maintenance or other upkeep therefor; to permit any property to be lost by tax sale or other proceedings or to convey any such property for no or a nominal consideration.

(g) To form one or more corporations, alone or with any person, in any jurisdiction, and to transfer assets of my estate or any trust to any new or existing corporation in exchange for stock; to form one or more partnerships with any person in any jurisdiction, to have my estate, any trust or a nominee be a general or limited partner, and to transfer assets of my estate or any trust to any new or existing partnership as a capital contribution; to enter into one or more joint ventures or associations with any person in any jurisdiction, and to commit assets of my estate or any trust to the purposes of those ventures or associations; and to retain as an investment for any period any securities, partnership interests or other assets resulting from any such actions.

(h) To enter into, modify or terminate agreements with any person regarding voting rights, management, operation, retention or disposition of interests in corporations, partnerships, joint ventures, associations or other businesses of my estate or any trust, regardless of whether any agreement is in effect when that business interest is received by my Executor or Trustee; to retain and continue to operate, or permit the operation of, any business, on the terms which governed when received by my Executor or Trustee or on different terms; to invest additional sums in any business, even to the extent that my estate or any trust may be invested entirely in any business, without liability for any loss resulting from lack of diversification; to act as or select other persons (including any beneficiary) to act as directors, officers, managers or employees of any business, with reasonable compensation without regard to their being a fiduciary or beneficiary and, in the case of my Executor or Trustee, without regard to the commissions allowed by law; to discontinue any business or sell or otherwise dispose of any interest therein on such terms and conditions as my Executor

or Trustee shall deem advisable; and to make such other arrangements with respect to any business as my Executor or Trustee shall deem advisable. I exonerate my Executor and Trustee from any loss resulting from the retention or operation of any business or any depreciation in the value thereof, unless such loss shall result from the gross negligence or willful misconduct of my Executor or Trustee.

(i) To vote, in person or by general or limited proxy, any shares of stock or other securities; to exercise or dispose of any options, subscription or conversion rights, or other privileges or rights of any other nature; to become a party to, or deposit securities or other property under, or accept securities issued under any voting trust or similar agreement; to assent to or participate in any reorganization, readjustment, recapitalization, consolidation, merger, dissolution, liquidation, sale or purchase of assets, lease, mortgage or similar instrument, election, contract, agreement, or other action or proceeding by any corporation; to deposit securities or other property under, or become a party to, any agreement or plan for any such action or proceeding or for the protection of holders of securities; to subscribe to new securities or exchange property in connection with the foregoing; to delegate discretionary powers to any reorganization, creditors, stockholders or similar committee or protective group; and to pay any assessments or expenses in connection with the foregoing

(j) To pay, collect, adjust, compromise, settle or refer to arbitration any claim in favor of or against my estate or any trust, and to institute, prosecute or defend such legal proceedings as my Executor or Trustee shall deem advisable.

(k) To foreclose mortgages or similar instruments and bid for property under foreclosure or take title by conveyance in lieu of foreclosure; to continue investments after maturity; to modify, renew or extend any note, bond, mortgage or similar instrument, security agreement or similar instrument upon such terms and conditions as my Executor or Trustee shall deem advisable; to release obligors or guarantors or refrain from instituting suits or actions for deficiencies; and to expend any sums or use any property as my Executor or Trustee shall deem advisable for the protection of any property or interest therein.

(l) To borrow money or assets for any purpose, without personal liability therefor, from any person including my Executor or Trustee, and to secure repayment by mortgage or pledge of any property.

(m) To lend assets to any person, including a beneficiary, the estate of a deceased beneficiary, or an estate or other trust in which a beneficiary has an interest, upon any terms and conditions, with or without security, for any purpose which may or will benefit my estate, any trust or any beneficiary.

(n) To exercise, at such times and in such manner as my Executor or Trustee shall deem advisable, any right of election or other rights which from time to time may be available under the Internal Revenue Code or any other tax law, and to make such other decisions as my Executor or Trustee may deem appropriate with respect to expenses or deductions for estate or income tax purposes, the valuation of assets, the filing of any income, gift or other tax returns, and the payment of any tax or collection of any refund, regardless of the effect of any such action on the interest of any beneficiary of my estate and without the necessity of making adjustments or reimbursements between principal and income or among the beneficiaries of my estate.

(o) To employ and pay the compensation of accountants, attorneys, experts, investment counselors, custodians, agents and other persons or firms providing services or advice, irrespective of whether my Executor or Trustee may be associated therewith; to delegate discretionary powers to such persons or firms; and to rely upon information or advice furnished thereby or to ignore the same, as my Executor or Trustee shall deem advisable.

(p) To pay any and all costs, charges, fees, taxes, interest, penalties or other expenses of the administration of my estate, in installments with interest if desired, and except as expressly provided in Article FIRST hereof or elsewhere herein, to charge the same against the income or principal, or partly against each, of my estate or any trust.

(q) To hold property in their names as Executor or Trustee, or in their names without designation of any fiduciary capacity, or in the name of a nominee or nominees, or unregistered, or in bearer form; to deposit property with a custodian or depository; and to remove property from Mississippi and keep property in other jurisdictions, without bond, surety or other security.

(r) To pay any legacy or distribute, divide or partition property in cash or in kind, or partly in kind, and to allocate different kinds of property, disproportionate amounts of property and undivided interests in property among any trusts, parts, funds or shares, and to determine the fair valuation of the property so allocated, with or without regard to tax basis; to distribute directly from my estate to beneficiaries of any trust hereunder whether or not such trust has been funded; to hold the principal of separate trusts in a consolidated fund and to invest the same as a single fund; and to merge any trusts which have substantially identical terms and beneficiaries, and to hold them as a single trust.

(s) To act or refrain from acting in all respects as if financially uninvolved, regardless of any connection with or investment in any business or any conflict of interest between any fiduciary hereunder and my estate or any trust. No Executor or Trustee shall be disqualified or barred from exercising any power or discretion conferred by law or under this will because such fiduciary may be a shareholder, officer, director,

member, partner or person in any way interested in a corporation, partnership or other person or entity affected by the exercise of such power or discretion. My Executor or Trustee may contract, in any manner that my Executor or Trustee shall deem advisable, with any such corporation, partnership, person or entity.

(t) To do all acts and execute and deliver all instruments as my Executor or Trustee may deem necessary or advisable to carry out any of the foregoing powers.

No fiduciary shall be liable for acts or omissions in administering my estate or any trust created under this will, except for that fiduciary's own actual fraud, gross negligence or willful misconduct. If any fiduciary becomes liable as fiduciary to any other person who is not a beneficiary in connection with any matter not within the fiduciary's control and not due to the fiduciary's actual fraud, gross negligence or willful misconduct, such fiduciary shall be fully indemnified and held harmless by my estate or by the trust created hereunder giving rise to such liability, as the case may be, from and against any liability, claim, loss, damage or expense, including reasonable attorneys' fees, that such fiduciary may sustain.

No person who deals with any fiduciary hereunder shall be bound to see to the application of any asset delivered to such fiduciary, or to inquire into the authority for, or propriety of, any action taken or not taken by such fiduciary

**SEVENTH:** In addition to the other powers granted hereunder, my Executor and Trustee shall be entitled to determine the following:

(a) My Executor or Trustee may determine, when there is reasonable doubt or uncertainty as to the applicable law or the relevant facts, which receipts of money or other assets should be credited to income or principal, and which disbursements, commissions, assessments, fees, taxes (except as provided in Article FIRST hereof), and other expenses should be charged to income or principal.

(b) Any distributions or dividends payable in the stock of a corporation, and rights to subscribe to securities or rights other than cash declared or issued by a corporation, shall be dealt with as principal.

(c) The proceeds from the sale, redemption or other disposition, whether at a profit or loss, and regardless of the tax treatment thereof, of any property constituting principal, including mortgages or similar instruments and real estate acquired through foreclosure or otherwise, shall normally be dealt with as principal, but my Executor or Trustee may allocate a portion of any such proceeds to income if the property disposed of produced no income or substantially less than the current rate of return on trust investments, or if my Executor or Trustee shall deem such action advisable for any other reason.

(d) The preceding provisions of this Article EIGHTH shall not be deemed to authorize any act by my Executor or Trustee which may be a violation of any law prohibiting the accumulation of income.

**EIGHTH:** If any beneficiary under this will and I (or any other person upon whose death the interest of such beneficiary depends) shall die in a common accident or under circumstances in which it is difficult or impractical to determine who survived the other, then I direct that for purposes of this will such beneficiary shall be deemed to have predeceased me (or such other person).

**NINTH:** I appoint Barbara Dean Rawls to be my Executor. If Barbara Dean Rawls shall fail to qualify for any reason as my Executor, or having qualified shall die, resign or cease to act for any reason as my Trustee, I appoint William Thomas Rawls as my Executor.

I appoint Barbara Dean Rawls to be my Trustee. If Barbara Dean Rawls shall fail to qualify for any reason as my Trustee, or having qualified shall die, resign or cease to act for any reason as my Trustee, I appoint William Thomas Rawls as my Trustee. If both Barbara Dean Rawls and William Thomas Rawls shall fail to qualify for any reason as my Trustee, or having qualified shall die, resign or cease to act for any reason as my Trustee, I appoint Ronnie C. Carpenter as my Trustee.

I direct that no Executor or Trustee shall be required to file or furnish any bond, surety or other security in any jurisdiction. No Executor or Trustee shall be required to file or furnish any inventory or to file or furnish any account of their proceedings or of the property which may come into their possession. Nothing herein, however, shall be construed as limiting the right of my Executor or Trustee to seek a judicial settlement of any account.

Any Executor or Trustee may resign at any time by an instrument in writing, signed and acknowledged in duplicate, one counterpart of which shall be delivered to the court in which this will is admitted to probate and the other counterpart of which shall be delivered to the successor Executor or the successor Trustee, as the case may be.

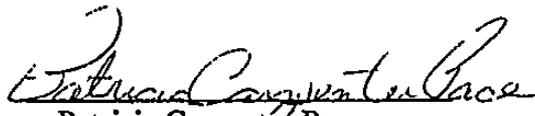
The term "Executor" wherever used herein shall mean the executors, executor, executrix or administrator in office from time to time. The term "Trustee" wherever used herein shall mean the trustees or trustee in office from time to time. Each Executor and Trustee shall have the same rights, powers, duties, authority and privileges, whether or not discretionary, as if originally appointed hereunder.

Any provision herein which refers to a statute, rule, regulation or other specific legal reference which is no longer in effect at the time said provision is to be applied shall be deemed to refer to the successor, replacement or amendment to such statute, rule, regulation or other reference, if any, and shall be interpreted in such a manner so as to carry out the original intent of said provision.

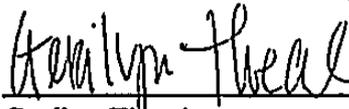
Wherever used in this will and the context so requires, the masculine includes the feminine and the singular includes the plural, and vice versa.

TENTH: I appoint Barbara Dean Rawls to be the Guardian of the person and property of any child of mine who has not attained the age of majority. If Barbara Dean Rawls shall fail or cease to act as Guardian, I appoint Carla Sherie Abney as Guardian. If both Barbara Dean Rawls and Carla Sherie Abney shall fail or cease to act as Guardian, I appoint Ronnie C. Carpenter as Guardian. No Guardian shall be required to file or furnish any bond, surety or other security in any jurisdiction.

IN WITNESS WHEREOF, I, Patricia Carpenter Pace, sign, seal, publish and declare this instrument as my last will and testament this 24th day of August, 2000.

  
Patricia Carpenter Pace

The foregoing instrument was signed, sealed, published and declared by Patricia Carpenter Pace, the above-named Testatrix, to be her last will and testament in our presence, all being present at the same time, and we, at her request and in her presence and in the presence of each other, have subscribed our names as witnesses on the date above written.

  
\_\_\_\_\_

Gerilyn Thead

residing at: 50 Northtown Drive, #3G  
Jackson, MS 39211

  
\_\_\_\_\_

Philip A. Prewette

residing at: 700-C Clinton Boulevard  
Clinton, MS 39056

AFFIDAVIT

STATE OF MISSISSIPPI  
COUNTY OF HINDS

We, Patricia Carpenter Pace and Gerilyn Thead and Philip A. Prewette, the Testatrix and the witnesses respectively, whose names are signed to the attached or foregoing instrument, being first duly sworn, do hereby declare to the undersigned authority that the Testatrix, Patricia Carpenter Pace, signed and executed said instrument as her last will and testament in the presence and hearing of the witnesses, and that she had signed willingly, and that she executed it as her free and voluntary act and deed for the purposes therein expressed, and that each of the witnesses at the request of the Testatrix, in the presence and hearing of the Testatrix and each other, signed the will as witness, and that to the best of his or her knowledge the Testatrix was at the time at least eighteen years of age, of sound mind and under no constraint, duress, fraud or undue influence.

Patricia Carpenter Pace  
Testatrix

Gerilyn Thead  
Witness

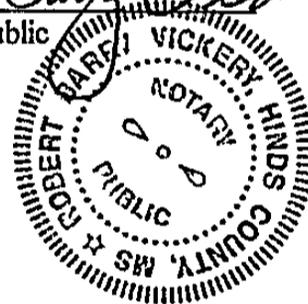
Philip A. Prewette  
Witness

Subscribed, sworn to and acknowledged before me by the said Patricia Carpenter Pace, Testatrix, and subscribed and sworn to before me by the said Gerilyn Thead and Philip A. Prewette as witnesses, this 24th day of August, 2000.

Robert Barry Vickers  
Notary Public

My commission expires on:  
MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES OCT. 9, 2001

c:\dl\pace pc



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 4th day of Jan, 2002, at 9:00 o'clock a M., and was duly recorded on the JAN 14 2002, Book No. 34, Page 185.  
MIKE CROOK, CHANCERY CLERK BY: Stacy D.C.

