

JAN 07 2002

IN THE CHANCERY COURT OF JEFFERSON COUNTY, MISSISSIPPI

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

IN THE MATTER OF THE ESTATE OF
JOHN C. TATUM, DECEASED

CAUSE NO. 2001-115

PETITION FOR PROBATE OF
FOREIGN WILL AS A MUNIMENT OF TITLE

Now into Court comes Lee Tatum Usnick, and with respect show
unto the Court the following facts:

(1)

John C. Tatum, who was at the time of his death a resident of
Wilmington, North Carolina, departed this life on October 24, 1999,
in New Hanover County, North Carolina.

(2)

John C. Tatum left a Last Will and Testament dated April 28,
1997, which said Last Will Testament was probated by Order the
General Court of Justice in and for New Hanover County, North
Carolina, on October 20, 2000, in Suit No. B1065 of said Court. A
copy of the Last Will and Testament of John C. Tatum and Order
Authorizing Issuance of Letters certified under the Acts of
Congress as true and correct copies, have been filed herewith under
separate cover as an exhibit to this Petition.

(3)

The Will of John C. Tatum was proven according to the laws of
the State of North Carolina and that the will affects and disposes
of property in the State of Mississippi, particularly mineral
interest in Jefferson County, Mississippi; the Will is properly
authenticated, and, under the statutes of the State of Mississippi,
may be admitted to probate in this state. The property of John C.

Tatum in the State of Mississippi consisted of mineral interests in Jefferson County, Amite County, Claiborne County, Copiah County, Franklin County, Greene County, Hinds County, Lawrence County, Leake County, Lincoln County, Jasper County, Madison County, Marion County, Pike County, Scott County, Smith County, Walthall County and Wayne County, Mississippi, the value of the personal estate of John C. Tatum in the State of Mississippi at the time of his death did not exceed the sum of \$10,000.00

(4)

All debts of the Decedent and his estate have been paid, including estate and income taxes, if any, except those that may be determined by the State of Mississippi.

(5)

Other than the recording of the Last Will and Testament of John C. Tatum as a muniment of title, there is no reason for the administration of the estate of the decedent in the State of Mississippi and the appointment of or qualification of an Executor or Executrix. The sole beneficiaries under the will of John C. Tatum are Jane Bashford Lewis Tatum, John C. Tatum, Jr., as Trustee of the John C. Tatum, Jr. Special Trust and Lee Tatum Usnick. The sole and only heirs-at-law are Jane Bashford Lewis Tatum, John C. Tatum, Jr. and Lee Tatum Usnick. All parties have either executed the petition or joinders hereto. Said will is being currently probated as a muniment of title in Jefferson County, Mississippi.

(6)

Under the Last Will and Testament of John C. Tatum the mineral interests owned by John C. Tatum in the State of

Mississippi at the time of his death were devised in equal shares as follows:

1. Lee Tatum Usnick, and
2. John C. Tatum, Jr., Trustee of the John C. Tatum, Jr. Special Trust under Article 3 of the Will of John C. Tatum dated April 28, 1997

Petitioner, Lee Tatum Usnick, desires to have the Last Will and Testament probated as a muniment of title for the real property owned by the Decedent in the State of Mississippi at the time of his death to effect the transfer of the ownership of said minerals in and to the devisees set forth in Paragraph (6) hereof.

WHEREFORE, Petitioners pray that upon a hearing of this Petition, this Court will enter a Decree admitting to probate the authenticated copy of the Last Will and Testament of John C. Tatum as his true, last and original Will, and ordering same to be recorded among the Will Records of Jefferson County, Mississippi, as such.

Petitioner prays for general relief.

RESPECTFULLY SUBMITTED, this the 6 day of August, 2001.

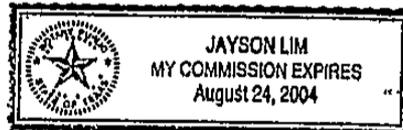
Lee Tatum Usnick
LEE TATUM USNICK

SWORN TO AND SUBSCRIBED
before me by Lee Tatum Usnick,
this the 6 day of August, 2001.

Jayson Lim
NOTARY PUBLIC

MY COMMISSION EXPIRES:

8-24-2004



OF COUNSEL:



ROBERT C. LATHAM

MSB #1076

TRULY, SMITH & LATHAM, P.L.L.C.

P. O. BOX 1307

NATCHEZ, MS 39121

(601) 442-6495

STATE OF NORTH CAROLINA

BOOK 0034 PAGE 200

In The General Court Of Justice

EXEMPLIFICATION

New Hanover County

U.S. Code Title 28-1731

As Clerk of the Superior Court of this County, State of North Carolina, I certify that the attached copies of the documents described below are true and accurate copies of the originals now on file in this office.

Number And Description Of Attached Documents

Last Will and Testament of John C. Tatum (15 pages); Certificate of Probate (1 page); Order Authorizing Issuance of Letters (1 page)

SEAL

Date	6-27-01	
Signature	Kimberly P. Ayers	
Name (Type Or Print)	Kimberly P. Ayers	
<input type="checkbox"/> Deputy CSC	<input checked="" type="checkbox"/> Assistant CSC	<input type="checkbox"/> Clerk Of Superior Court

As a Judge of the General Court of Justice, State of North Carolina, I certify that the signature appearing above is that of the Clerk, Assistant Clerk, or Deputy Clerk of Superior Court for this County, who is duly sworn. I further certify that the seal affixed to the certificate appearing above is the seal of this Court and that it has been used here in good form by the proper officer.

Date	6-27-01
Signature Of Judge	[Signature]
Name Of Judge (Type Or Print)	Ernest B. Fullwood

As Clerk of the Superior Court of this County, State of North Carolina, I certify that the signature appearing above is that of a duly sworn Judge of the General Court of Justice, State of North Carolina.

SEAL

Date	6-27-01
Signature	Kimberly P. Ayers
Name Of Clerk (Type Or Print)	Kimberly P. Ayers
<input checked="" type="checkbox"/> Assistant CSC	<input type="checkbox"/> Clerk Of Superior Court

THIS DATE

Book 34 Page 2010

0E1065

JAN 07 2002 LAST WILL AND TESTAMENT OF

FILED

MIKE CROOK
CHANCERY CLERK
By: [Signature] DC.

JOHN C. TATUM

OCT 10 AM 8:52

I, John C. Tatum, domiciled and residing in Navarro County, Texas, do hereby make, publish, and declare this instrument to be my last will and testament, revoking all prior wills, codicils and other testamentary instruments.

A TRUE COPY
CLERK OF SUPERIOR COURT
NEW HANOVER COUNTY

ARTICLE 1
FAMILY RELATIONSHIPS

BY: [Signature]
Assistant Deputy Clerk Superior Court

- 1.01. Spouse. I am married to Jane Bashford Tatum ("my wife Jane").
- 1.02. Children. I have two children by a previous marriage: John C. Tatum, Jr. ("my son John") and Lee Tatum Usnick ("my daughter Lee").

ARTICLE 2
DISTRIBUTION OF PROPERTY

2.01. Spouse Survives. If my wife Jane survives me, I give the following items to my wife Jane:

- (a) Fifty percent (50%) of the net amount of cash realized from the sale of the real property at Lexington Square, Corsicana, Navarro County, Texas.
- (b) Fifty percent (50%) of the amount of cash on deposit in all bank accounts in which I have an interest at my death.
- (c) Any one of the automobiles which I may own at my death and which my wife Jane chooses.
- (d) All of my right, title, and interest in the real property constituting my residence in the State of North Carolina, subject to the assumption by my wife Jane of all debt secured by liens against the real property constituting my residence in the State of North Carolina and subject to the conveyance by my wife Jane to the executor of my estate of all of her right, title, and interest in the real property constituting my residence in the State of Texas.
- (e) All furniture and furnishings in the real property constituting my residence in the State of North Carolina.
- (f) All furniture and furnishings in the real property constituting my residence in the State of Texas which were

[Signature]
John C. Tatum

originally owned by my wife Jane and which my wife Jane chooses to keep.

2.02. **Specific Bequest.** If my daughter Lee survives me, I give the following items to my daughter Lee:

(a) Fifty percent (50%) of the net amount of cash realized from the sale of the real property at Lexington Square, Corsicana, Navarro County, Texas.

(b) Fifty percent (50%) of the amount of cash on deposit in all bank accounts in which I have an interest at my death.

(c) Any one of the automobiles which I may own at my death and which my daughter Lee chooses (after my wife Jane has made her selection under Section 2.01 of this will).

2.03. **Children and Descendants.** If either of my children or any descendant of either of my children survives me, I give the remainder of my property as follows:

(a) One equal share of the remainder of my property to the trustee of the John C. Tatum, Jr., Special Trust in trust (as described in Article 3 of this will), if my son John survives me, or to the trustee of the John C. Tatum, Jr., Family Trust in trust (as described in Article 4 of this will), if my son John does not survive me but any descendant of my son John survives me.

(b) One equal share of the remainder of my property to my daughter Lee, if my daughter Lee survives me, or to the trustee of the Lee Tatum Usnick Family Trust in trust (as described in Article 4 of this will), if my daughter Lee does not survive me but any descendant of my daughter Lee survives me.

2.04. **Heirs at Law.** If both of my children and all descendants of my children do not survive me, I give the remainder of my property to my heirs at law according to the laws of descent and distribution of the State of Texas in effect at my death.

ARTICLE 3

JOHN C. TATUM, JR., SPECIAL TRUST

3.01. **Beneficiary.**¹ The beneficiary of the John C. Tatum, Jr., Special Trust is my son John.

3.02. **Termination.** The John C. Tatum, Jr., Special Trust terminates on the earlier to occur of the following events:

(a) The distribution of the entire trust estate; or

(b) The death of my son John.

3.03. Distribution During Term. During the term of the John C. Tatum, Jr., Special Trust, the trustee shall distribute all of the net income of the trust to the beneficiary of the trust. In the judgment of the trustee, the trustee may from time to time distribute all or part of the principal of the trust for the reasonable health, education, maintenance, and support of the beneficiary of the trust.

3.04. Mode of Distribution During Term. During the term of the John C. Tatum, Jr., Special Trust, the trustee may make distributions as follows:

(a) Directly to the beneficiary;

(b) If the beneficiary is an incompetent, to the guardian, conservator, or any other person holding a similar fiduciary position in relation to the beneficiary; or

(c) Directly to the persons providing goods or services for the benefit of the beneficiary.

3.05. Special Inter-Vivos Power of Appointment. During the term of the John C. Tatum, Jr., Special Trust, the beneficiary of the trust may from time to time direct the trustee to distribute all or any designated portion of the principal of the trust to one or more persons by a special inter-vivos power of appointment.

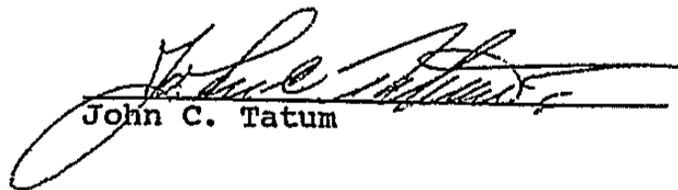
3.06. Distribution on Termination. On the termination of the John C. Tatum, Jr., Special Trust, the trustee shall distribute the trust estate as follows:

(a) To one or more persons designated in a special testamentary power of appointment exercised by the beneficiary of the trust;

(b) If the beneficiary of the trust fails to exercise the special testamentary power of appointment described in Paragraph 3.06(a) of this will, to the descendants of my son John; or

(c) If the beneficiary of the trust fails to exercise the special testamentary power of appointment described in Paragraph 3.06(a) of this will, and if none of the descendants of my son John are alive on the termination of the trust, then as follows:

(1) To my daughter Lee, if my daughter Lee is alive on the termination of this trust;


John C. Tatum

(2) To the trustee of the Lee Tatum Usnick Family Trust established by this will, if my daughter Lee is not alive on the termination of this trust and the Lee Tatum Usnick Family Trust has not terminated or would not have terminated if it had been previously funded;

(3) To the descendants of my daughter Lee, if my daughter Lee is not alive on the termination of this trust and if the Lee Tatum Usnick Family Trust has terminated or would have terminated if it had been previously funded, but any descendant of my daughter Lee is alive on the termination of this trust; or

(4) To my heirs at law according to the laws of descent and distribution of the State of Texas in effect on the termination of this trust, if my daughter Lee and all descendants of my daughter Lee are not alive on the termination of this trust, and if the Lee Tatum Usnick Family Trust has terminated or would have terminated if it had been previously funded.

ARTICLE 4
CHILD'S FAMILY TRUST

4.01. Name. The name of a Child's Family Trust is the name of my child who did not survive me.

4.02. Beneficiaries. The beneficiaries of a Child's Family Trust are my grandchildren who are the children of the child of mine for whom the Child's Family Trust is named.

4.03. Termination. A Child's Family Trust terminates on the earlier to occur of the following events:

(a) The distribution of the entire trust estate; or

(b) The date on which no beneficiary of the trust is both alive and under the age of twenty-one (21) years.

4.04. Distribution or Accumulation During Term. During the term of a Child's Family Trust, the trustee may accumulate all or part of the net income of the trust or may distribute all or part of the net income of the trust and, in the sole judgment of the trustee, all or part of the principal of the trust to or for the benefit of one or more of the beneficiaries of the trust. Any distributions from the principal of the trust shall be for the reasonable health, education, maintenance, and support of a beneficiary. The trustee need not make discretionary distributions equally among the beneficiaries but may take into account the needs of each individual beneficiary. The trustee may make discretionary

distributions to or for the benefit of one or more beneficiaries to the exclusion of the remaining beneficiaries.

4.05. Mode of Distribution During Term.+ During the term of a Child's Family Trust, the trustee may make distributions as follows:

- (a) Directly to a beneficiary;
- (b) If a beneficiary is under the age of twenty-one (21) years, to a custodian for a beneficiary under the Uniform Transfers to Minors Act of any state;
- (c) If a beneficiary is a minor or an incompetent, to the guardian, conservator, or any other person holding a similar fiduciary position in relation to a beneficiary; or
- (d) Directly to the persons providing goods or services for the benefit of a beneficiary.

4.06. Distribution on Termination. On the termination of a Child's Family Trust, the trustee shall distribute the trust estate as follows:

(a) One equal share to each of the beneficiaries who are alive on the termination of this trust and one equal share to the descendants of each of the beneficiaries who are not alive on the termination of this trust but who have any descendant who is alive on the termination of this trust, if any beneficiary or any descendant of any beneficiary is alive on the termination of this trust;

(b) To the other of my children, if no beneficiary and no descendant of any beneficiary are alive on the termination of this trust, but the other of my children is alive on the termination of this trust;

(c) To the trustee of the other Child's Family Trust established by this will, if no beneficiary and no descendant of any beneficiary are alive on the termination of this trust, the other of my children is not alive on the termination of this trust, but the other Child's Family Trust has not terminated or would not have terminated if it had been previously funded;

(d) One equal share to each of my grandchildren who are alive on the termination of this trust and one equal share to the descendants of each of my grandchildren who are not alive on the termination of this trust but who have any descendant who is alive on the termination of this trust, if no beneficiary and no descendant of any beneficiary are alive on the termination of this

trust, the other of my children is not alive on the termination of this trust, the other Child's Family Trust has terminated or would have terminated if it had been previously funded, but any of my grandchildren or any descendant of any of my grandchildren is alive on the termination of this trust; or

(e) To my heirs at law according to the laws of descent and distribution of the State of Texas in effect on the termination of this trust, if all beneficiaries of this trust, all descendants of all beneficiaries of this trust, the other of my children, all of my grandchildren, and all descendants of my grandchildren are not alive on the termination of this trust, and if the other Child's Family Trust has terminated or would have terminated if it had been previously funded.

ARTICLE 5
FIDUCIARIES

5.01. Executor. I appoint my son John and my daughter Lee co-executors of my will and my estate. If my son John or my daughter Lee is unable or unwilling to serve as executor, I appoint the other of my children as sole substitute or successor executor.

5.02. Trustee of the John C. Tatum, Jr., Special Trust. I appoint my son John trustee of the John C. Tatum, Jr., Special Trust.

5.03. Trustee of the John C. Tatum, Jr., Family Trust. I appoint my daughter Lee trustee of the John C. Tatum, Jr., Family Trust which may be established by this will.

5.04. Trustee of the Lee Tatum Usnick Family Trust. I appoint my son John trustee of the Lee Tatum Usnick Family Trust which may be established by this will.

5.05. Substitute or Successor Trustee. The individual who is serving as trustee may appoint a substitute or successor trustee or co-trustees. The designation of substitute trustee or co-trustees shall be by a written instrument signed and acknowledged by the appointing trustee and shall become effective on the occurrence of a vacancy in the office of trustee. The designation may be revoked or modified before it becomes effective and may be executed before or after my death. The designation may designate one or more individuals or qualified banks or trust companies jointly or in succession.

5.06. No Bond. I direct that no bond be required of any original, substitute, or successor executor, co-executor, trustee, co-trustee, or custodian appointed by this will or under authority granted by this will.

5.07. Independent Executor. The executor appointed by this will shall be an independent executor. I direct that no other action shall be had in the county court or any other court of probate jurisdiction in relation to the settlement of my estate than the probating and recording of my will, and the return of an inventory, appraisement, and list of claims of my estate.

5.08. Debts and Taxes. I direct the executor to pay the following items from my residuary estate:

(a) All lawful debts of my estate, except debts secured by deeds of trust, mortgages, liens, or other encumbrances or security interests which, in the sole discretion of the executor, should not be paid before partition and distribution.

(b) All expenses of my last illness, funeral, and burial.

(c) All expenses of the administration of my estate.

(d) All taxes payable by reason of my death, except any generation-skipping taxes imposed by Chapter 13 or its successor provision of the Internal Revenue Code or by any similar statute of any state.

5.09. Apportionment of Taxes. I direct the executor to apportion the taxes payable by reason of my death among the property passing both under and outside this will in accordance with applicable law.

5.10. Powers of Fiduciaries. In addition to the express or implied powers granted by law, the executor and the trustee have the following powers, which may be exercised without court authority or approval:

(a) To engage in the powers necessary or appropriate to the effective administration of corporate securities, including, without limiting the generality of this power:

(1) power to vote in person or by proxy on all securities held by the executor or the trustee;

(2) power to engage in a voting trust or voting agreement with respect to securities;

(3) power to consent or become party to, or participate in, mergers, consolidations, recapitalizations; sale of assets, dissolutions, or other alterations of corporate structure affecting securities held by the executor or the trustee, whether or not these adjustments involve payments by or to the executor or the trustee; and

(4) power to hold securities in unregistered form or in the name of a nominee.

(b) To engage in the powers necessary or appropriate to the effective administration of real property, including, without limiting the generality of this power:

(1) power to let as lessor any real property for those periods as the executor or the trustee finds appropriate, including periods extending beyond the term of the estate or the trust, on whatever terms the executor or the trustee finds proper, and to execute leases containing covenants, including covenants of renewal;

(2) power to erect, alter, improve, repair, and demolish buildings and other improvements to real property, to grant and obtain easements, and make party wall contracts;

(3) power to partition or divide, as the executor or the trustee finds appropriate, any real property owned jointly or in common with others, and to plat and subdivide real property;

(4) power to enter into oil, gas, and other mineral leases, including leases extending beyond the term of the estate or the trust;

(5) power to acquire and retain any type of interest in oil, gas, and other mineral property, even though these property interests may be extrahazardous investments or unproductive or wasting assets;

(6) power to enter into pooling and unitization agreements with individuals, corporations, trusts, estates, partnerships, and other entities;

(7) power to carve out or retain interests in mineral property and enter into farmouts, lease trades, and similar transactions; and

(8) power to enter into agreements for drilling, developing, and operating mineral leases, including the use of secondary recovery operations, and for transporting, processing, and marketing any production obtained from mineral leases.

(c) To form, organize, and become a shareholder of any corporation.

(d) To join in joint ventures and limited or general partnerships for any lawful purpose.

(e) To retain and to invest in property, or an undivided interest in property, including residential real property, regardless of whether or not the property is income-producing, and to make investments without being bound or governed by the provisions of the Texas Probate Code, the Texas Trust Code, or their successor statutes, or by any other statutes or regulations respecting investments by executors and trustees, except to the extent that these statutes or regulations may not be waived.

(f) To sell, transfer, exchange, lease, rent, mortgage, pledge, give options on, partition, and otherwise dispose of real, personal, and mixed property, at a private or public transaction, for cash or on whatever terms the executor or the trustee finds advisable, regardless of whether or not the transaction is necessary to pay the debts of the estate or the trust.

(g) To hold cash or other property of little or no yield for those periods as the executor or the trustee deems advisable.

(h) To borrow in the name of the estate or the trust, on whatever terms and conditions and for whatever periods the executor or the trustee deems advisable, regardless of whether or not the transaction is necessary to pay the debts of the estate or the trust.

(i) To pay, compromise, adjust, settle, compound, renew, or abandon claims held by the executor or the trustee and claims asserted against the estate or the trust on whatever terms the executor or the trustee deems advisable.

(j) To determine the manner in which expenses are to be borne and in which receipts are to be credited as between principal and income of the estate or the trust.

(k) To withhold from the income of the trust the reserves for depreciation or depletion that the executor or the trustee deems fair and equitable, regardless of the provisions of the Texas Probate Code, the Texas Trust Code, or their successor statutes relating to these matters.

(l) To distribute and partition the estate or the trust in cash or in kind, in divided or undivided interests, notwithstanding the fact that distributive shares of beneficiaries may as a result be composed differently.

(m) To employ attorneys, accountants, investment advisors, proxies, agents, appraisers, and other professional assistants.

(n) To insure the property held by the executor or the trustee against risks in the amounts the executor or the trustee finds expedient.

(o) To obtain, renew, and cancel life insurance policies on the life of any person in whom any beneficiary has an insurable interest (except the executor or the trustee).

(p) To enter into transactions with other fiduciaries, including executors and trustees of estates and trusts in which the beneficiaries of the estate or the trust have an interest, and including himself as fiduciary for other estates and trusts.

(q) To pay himself reasonable compensation for his services commensurate with his duties and responsibilities, taking into account the value and nature of the property constituting the estate or the trust and the time and work involved.

(r) To appoint ancillary representatives (including himself) in other states in connection with property of the estate or the trust located in other states, to prescribe the duties and powers of these ancillary representatives consistent with local law, and to allow these ancillary representatives to serve without bond.

(s) To divide any trusts into separate share trusts, if the trustee deems this action to be necessary or appropriate for any purpose, including the reduction or elimination of estate, gift, or generation-skipping taxes. This power specifically includes the power to effect a division into separate shares so that one share may use all of the tax-free amount under the estate or gift tax laws or all of the exemption available under the generation-skipping tax laws.

5.11. **Third Party Protection.** No purchaser at any sale made by the executor or the trustee and no person dealing with the executor or the trustee shall be obligated to see to the application of any money or property paid or delivered to the executor or the trustee. No person dealing with the executor or the trustee shall be obligated to inquire into the expediency or propriety of any transaction or the authority of the executor or the trustee to enter into and consummate the transaction on the terms as the executor or the trustee deems advisable.

5.12. **Legal Obligation.** The executor or the trustee may not make a distribution in a manner that discharges a legal obligation (including a legal obligation of support) of any person other than a beneficiary.

5.13. **Fair Value.** No power granted to the executor or the trustee shall be construed to enable any person to purchase,

exchange, or otherwise deal with or dispose of any property for less than an adequate consideration in money or money's worth; to authorize loans to any person without adequate consideration in money or money's worth; or to authorize loans to any person without adequate interest.

5.14. **Final Distributions to Minors.** If a distributee of my estate or on the termination of any trust established by this will has not reached the age of twenty-one (21) years, the executor or the trustee, as the case may be, shall distribute the portion due to the distributee to a parent, guardian, or adult member of the family of the distributee (as designated by the executor or the trustee, as the case may be) as custodian for the distributee under the Uniform Transfers to Minors Act of any state.

5.15. **Estate and Other Taxes for Trusts.** During the term or on the termination of any trust established by this will, if any event (including the death of a beneficiary) occurs which causes the imposition of any federal or state estate, generation-skipping, or similar taxes (but specifically excluding income taxes), the trustee shall pay from the trust estate the entire increment of estate, generation-skipping, or other taxes payable by reason of the event (including interest or penalty on these taxes) to the extent that the total of these taxes is greater than would have been imposed if the trust estate, any portion of the trust estate, or any distribution from the trust estate were not taken into account in determining these taxes.

ARTICLE 6
MISCELLANEOUS PROVISIONS

6.01. **My Property.** In this will "my property" means one-half (1/2) of the community property owned by my wife Jane and me and all of my separate property, whether real, personal, or mixed, wherever located. I specifically do not exercise any powers of appointment by this will.

6.02. **Survive Me.** In this will "survive me" means to be alive thirty (30) days after the date of my death.

6.03. **My Children.** In this will "my children" means my son John and my daughter Lee.

6.04. **My Grandchildren.** In this will "my grandchildren" means all children who are born to any of my children or adopted by any of my children by court order before the eighteenth (18th) birthday of the child.

6.05. **Descendants.** In this will "descendants" means the legitimate children of the person designated and the legitimate

lineal descendants of these children and includes any person adopted pursuant to a court order before his eighteenth (18th) birthday and the legitimate lineal descendants of the adopted person. A posthumous child shall be considered as living at the death of his parent. In making a distribution to the descendants of any person, the property to be distributed shall be divided into as many shares as there are living children of the person and deceased children who left descendants who are then living. Each living child, if any, shall take one share, and the share of each deceased child shall be divided among his descendants in the same manner.

6.06. **Executor.** In this will "executor" includes co-executors and executrix.

6.07. **Trust Estate.** In this will "trust estate" means all assets, however and whenever acquired, including income, which may belong to a trust at any given time. The trustee is authorized to accept additional contributions to the trust from any other person only if the property to be contributed is acceptable to the trustee and only if the acceptance of the additional property will not cause all or any portion of the trust estate to be subject to any federal or state estate, gift, or generation-skipping tax to which it would not have been subject if the property were not accepted.

6.08. **Spendthrift Provision.** No present, future, or potential beneficiary of any trust established by this will may sell, transfer, assign, pledge, mortgage, alienate, or hypothecate his interest in the trust principal or income in any manner. To the full extent of the law, the interest of a beneficiary shall not be subject to the claims of any of his creditors or the creditors of his estate or liable to attachment, execution, garnishment, bankruptcy proceedings, or any other legal process.

6.09. **Special Inter-Vivos of Appointment.** Any special inter-vivos power of appointment described in this will is exercised by the execution of a written instrument with specific reference to the special inter-vivos power of appointment and the delivery of this written instrument to the trustee. A special testamentary power of appointment may not be exercised in favor of the donee of the power of appointment, his estate, his creditors, or the creditors of his estate.

6.10. **Special Testamentary Power of Appointment.** Any special testamentary power of appointment described in this will is exercised by the execution of a valid will (whether before or after the date of execution of this will) with specific reference to the special testamentary power of appointment. A special testamentary power of appointment may not be exercised in favor of the donee of

the power of appointment, his estate, his creditors, or the creditors of his estate.

6.11. **Exercise of Powers of Appointment.** In exercising a special power of appointment given to a holder of a special power of appointment by this will (whether the power of appointment is inter-vivos or testamentary), the holder may appoint the property subject to the power outright to the appointee, in trust, or to a custodian for the appointee under the Uniform Transfers to Minors Act of any state. If the holder appoints to a custodian, the holder may select the custodian. If the holder appoints in trust, the holder may select the trustee or trustees, may establish the administrative terms for the trust that the holder deems appropriate, and may impose lawful spendthrift restrictions. The holder may give the trustee discretionary powers over the income and principal and may create a trust that has several permissible distributees. The holder may create life interests or other limited interests in some appointees with future interests in favor of other appointees and may appoint different types of interests among the appointees. The holder may create new powers of appointment in a trustee or trustees or in any appointee; these new powers of appointment may be general or special powers of appointment and may be inter-vivos or testamentary powers of appointment. The holder may impose lawful conditions on an appointment and, in general, may appoint in any lawful manner. However, the holder of a special power of appointment (whether inter-vivos or testamentary) may not exercise the power of appointment in a manner that causes the power of appointment to be considered a general power of appointment under Section 2041 or 2514 of the Internal Revenue Code of 1986 or their successor provisions, unless the holder of the power of appointment indicates in writing that the holder is consciously making a decision to cause the exercise of the power of appointment to be considered a general power of appointment.

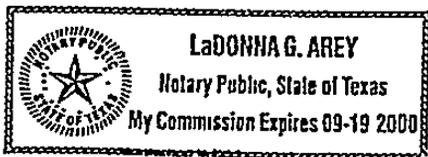
6.12. **Lifetime Gifts.** Real, personal, or mixed property conveyed by me during my lifetime shall not be construed to be an advancement or to affect in any way the disposition of property under this will. No adjustment of my estate shall be made on the basis of lifetime gifts.

6.13. **Document.** This will, including the self-proving affidavit which follows the text of the will, is composed of fifteen (15) typewritten pages numbered consecutively.

same as such and wanted each of them to sign it as a witness; and upon their oaths each witness stated further that they did sign the same as witnesses in the presence of the said testator and at his request; that he was at that time eighteen years of age or over and was of sound mind; and that each of said witnesses was then at least fourteen years of age.

John C. Tatum
Testator
William Bennett Cullum
Witness
Dusty J. Fletcher
Witness

Subscribed and acknowledged before me by the said John C. Tatum, testator, and subscribed and sworn to before me by the said William Bennett Cullum and Dusty J. Fletcher, witnesses, this 28th day of April, A.D. 1997.



LaDonna G. Arey
Notary Public in and for
the State of Texas

Jctsr01

STATE OF NORTH CAROLINA

File No

GE1065

New Hanover County

COPY
FILED

In The General Court Of Justice
Superior Court Division
Before The Clerk

IN THE MATTER OF THE ESTATE OF: JOHN C. TATUM 10 AM 8:52

Name Of Decedent
JOHN C. TATUM

NEW HANOVER CO. S.C.

CERTIFICATE OF PROBATE

BY _____

Date Of Purported Will
APRIL 28, 1997

G.S. 31-17

Date Of Codicil(s)

A paper-writing dated as indicated above, purporting to be the Last Will and Testament or codicil(s) thereto of the above named decedent has been exhibited before me. Sufficient proof of the due execution thereof has been taken in the self-proving paper-writing or as set forth in the accompanying affidavits which are incorporated and made a part hereof.

It is adjudged that the paper-writing and every part thereof is the Last Will and Testament or codicil(s) thereto of the decedent, and the same is ordered admitted to probate.

Date	10-10-00
Signature	<i>Kimberly P. Ayers</i>
<input checked="" type="checkbox"/> Assistant CSC	<input type="checkbox"/> Clerk Of Superior Court

A TRUE COPY
CLERK OF SUPERIOR COURT
NEW HANOVER COUNTY
BY *Kayes*
Assistant, Deputy, Clerk Superior Court

New Hanover County

COPY

In The General Court Of Justice
Superior Court Division
Before The Clerk

IN THE MATTER OF THE ESTATE OF:

OCT 10 AM 8:52

Name Of Decedent
JOHN C TATUM

NEW HANOVER COUNTY, N.C.

ORDER AUTHORIZING
ISSUANCE OF LETTERS

G.S. 28A-6-1

The Court finds from the Application for Letters in the estate named above that the Fiduciary is entitled and is not disqualified to administer the estate.

Based on these findings the Court orders that Letters be issued to the Fiduciary in this estate.

A TRUE COPY
CLERK OF SUPERIOR COURT
NEW HANOVER COUNTY

BY Kayex
Assistant, Deputy, Clerk Superior Court

Name And Address Of Fiduciary 1
EE TATUM USNICK
611 PINE ARBOR
HOUSTON, TEXAS 77066-2434

Date
10-10-00

Clerk Of Superior Court
BRENDA A. TUCKER

Name Of Fiduciary 1
EXECUTOR

Name And Address Of Fiduciary 2

EX OFFICIO JUDGE OF PROBATE

Signature
Kimberly P. Ayers

Assistant CSC Clerk Of Superior Court

FILED

THIS DATE

IN THE CHANCERY COURT OF JEFFERSON COUNTY, MISSISSIPPI

JAN 07 2002

IN THE MATTER OF THE ESTATE OF
JOHN C. TATUM, DECEASEDMIKE CROOK
CHANCERY CLERK
By: *SARON H. D.C.*CAUSE NO. 2001-115DECREE PROBATING
FOREIGN WILL AS A MUNIMENT OF TITLE

This cause this day having come on for hearing on the Petition for Probate of Foreign Will as a Muniment of Title filed hereby by Lee Tatum Usnick, and the Court having heard and considered the matter does hereby order, adjudge and decree as following, to-wit:

(1)

That John C. Tatum, who was at the time of his death a resident of Wilmington, North Carolina, departed this life on October 24, 1999, in New Hanover County, North Carolina.

(2)

That John C. Tatum left a Last Will and Testament dated April 28, 1997, which said Last Will Testament was probated by Order the General Court of Justice in and for New Hanover County, North Carolina, on October 20, 2000, in Suit No. B1065 of said Court. A copy of the Last Will and Testament of John C. Tatum and Order Authorizing Issuance of Letters certified under the Acts of Congress as true and correct copies, have been filed herewith under separate cover as an exhibit to the Petition.

(3)

That the Will of John C. Tatum was proven according to the laws of the State of North Carolina and that the will affects and disposes of property in the State of Mississippi, particularly mineral interest in Jefferson County, Mississippi; the Will is

properly authenticated, and, under the statutes of the State of Mississippi, may be admitted to probate in this state. The property of John C. Tatum in the State of Mississippi consisted of mineral interests in Jefferson County, Amite County, Claiborne County, Copiah County, Franklin County, Greene County, Hinds County, Lawrence County, Leake County, Lincoln County, Jasper County, Madison County, Marion County, Pike County, Scott County, Smith County, Walthall County and Wayne County, Mississippi, the value of the personal estate of John C. Tatum in the State of Mississippi at the time of his death did not exceed the sum of \$10,000.00

(4)

That all debts of the Decedent and his estate have been paid, including estate and income taxes, if any, except those that may be determined by the State of Mississippi.

(5)

That other than the recording of the Last Will and Testament of John C. Tatum as a muniment of title, there is no reason for the administration of the estate of the decedent in the State of Mississippi and the appointment of or qualification of an Executor or Executrix. That the sole beneficiaries under the will of John C. Tatum are Jane Bashford Lewis Tatum, John C. Tatum, Jr., as Trustee of the John C. Tatum, Jr. Special Trust and Lee Tatum Usnick. That the sole and only heirs-at-law are Jane Bashford Lewis Tatum, John C. Tatum, Jr. and Lee Tatum Usnick. That all parties have either executed the petition or joinders hereto. That

said will is being currently probated as a muniment of title in Jefferson County, Mississippi.

(6)

That under the Last Will and Testament of John C. Tatum the mineral interests owned by John C. Tatum in the State of Mississippi at the time of his death were devised in equal shares as follows:

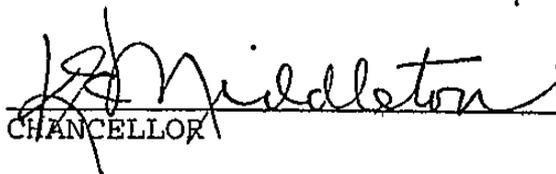
1. Lee Tatum Usnick, and
2. John C. Tatum, Jr., Trustee of the John C. Tatum, Jr. Special Trust under Article 3 of the Will of John C. Tatum dated April 28, 1997.

(7)

That Petitioner, Lee Tatum Usnick, desires to have the Last Will and Testament probated as a muniment of title for the real property owned by the Decedent in the State of Mississippi at the time of his death to effect the transfer of the ownership of said minerals in and to the devisees set forth in Paragraph (6) hereof.

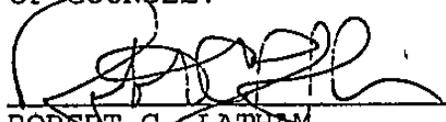
IT IS THEREFORE, ORDERED, ADJUDGED AND DECREED that the authenticated copy of the Last Will and Testament of John C. Tatum, be and it hereby is, admitted to probate as his true, last and original Will, and is ordered recorded among the Will Records of Jefferson County, Mississippi, as such. This is done as an ancillary probate of a foreign Will admitted to probate in the State of North Carolina and certified according to the Acts of Congress.

SO ORDERED, ADJUDGED AND DECREED, this the 20th day of September, 2001.


CHANCELLOR

ESS 1009 1800 1008

OF COUNSEL:



ROBERT C. LATHAM
MSB #1076
TRULY, SMITH & LATHAM, P.L.L.C.
P. O. BOX 1307
NATCHEZ, MS 39121
(601) 442-6495

2025 11

STATE OF MISSISSIPPI
COUNTY OF JEFFERSON

The undersigned Clerk of the Chancery Court in and for said County and State, hereby certify that the within and foregoing instrument is a true and correct copy of that certain

Deed as the same appears of record in Book 3-5 page 158 in my office

Given under my hand and seal of office at Fayette, Mississippi, this 18th day of

December, 2001

DeLorse Frye, Chancery Clerk

By: [Signature] D.C.



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 7th day of Jan, 2002, at 2:00 o'clock P M., and was duly recorded

on the JAN 17 2002, Book No. 34, Page 196

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C.



IN THE CHANCERY COURT OF FRANKLIN COUNTY, MISSISSIPPI

FILED
THIS DATEIN THE MATTER OF THE LAST WILL
AND TESTAMENT OF MARIE H. BAIN

JAN 07 2002

CAUSE NO. 2000-61MIKE CROOK
CHANCERY CLERK
By: [Signature] DC**DECREE ADMITTING DECEDENT'S
FOREIGN WILL TO PROBATE AND RECORD**

THIS CAUSE came on for hearing on the Petition to Admit Decedent's Foreign Will to Probate and Record filed by William L. Bain, Jr., a/k/a William Lamar Bain, Jr., an adult resident citizen of King County, Washington, and Mary Easterling Bain Haik, an adult resident citizen of Shelby County, Tennessee, for the Court to admit the Last Will and Testament of Marie H. Bain to probate and record without administration, the Court having considered said Petition, the documents annexed to it as Exhibit A, and being fully advised in the premises, does find as follows, to-wit, that:

1. Marie H. Bain died testate on the 6th day of December, 1998, having at the time of her death a fixed place of residency in and being an adult resident citizen of Orleans Parish, Louisiana.
2. Decedent left a Will dated the 24th day of September, 1996, which said Will has been heretofore duly proved, allowed and admitted to probate in the Civil District Court for the Parish of Orleans, Louisiana, Docket 1, Cause No. 99-1057, of said Court. At the time of the admitting of said Will to probate, said Court was a court of competent jurisdiction and had jurisdiction of said matters and all parties interested in the estate of Marie H. Bain.

3. The Decedent's Last Will and Testament named Petitioner, William Lamar Bain, Jr , as Testamentary Executor of Marie H. Bain's estate.

4. Copies of the Petition for Probate of Statutory Testament, Affidavit of Death and Heirship, Two Oaths, Letters Testamentary, Order of Probate, Affidavit of Notary and Witnesses and Last Will and Testament, having been duly authenticated according to the acts of Congress as provided in 28 U.S.C.A. § 1738 are attached to the Petition collectively as Exhibit "A," copies of which are attached hereto as Exhibit "A."

5. At the time of her death, Decedent was divorced and not married and owned no personal property in the State of Mississippi. The extent of her estate located in the State of Mississippi consists of various oil, gas and other minerals in Mississippi, including interests in Franklin County, Mississippi. Furthermore, all debts of the Decedent, including estate and income taxes have been paid.

6. Decedent's Will leaves, devises and bequeaths to Petitioners, William L. Bain, Jr , a/k/a William Lamar Bain, Jr., and Mary Easterling Bain Haik, the Decedent's entire estate

7. It is necessary and in the best interest of the Decedent's Estate and of the beneficiaries under her Will that the Decedent's Last Will and Testament be admitted to probate and recorded by this Court as a muniment of title pursuant to Miss. Code Ann. § 91-5-35 (Supp 1993).

8. The Petition is well taken and the relief sought therein should be granted.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED as follows:

a. The Court hereby accepts said authenticated copies of the Petition for Probate of Statutory Testament, Affidavit of Death and Heirship, Two Oaths, Letters Testamentary, Order of Probate, Affidavit of Notary and Witnesses and Last Will and Testament;

b. The said authenticated copies of the Last Will and Testament of Marie H. Bain are hereby admitted to probate and record as the true, whole Last Will and Testament of Marie H. Bain, and the Clerk of this Court shall record same, together with the Petition for Probate of Statutory Testament, Affidavit of Death and Heirship, Two Oaths, Letters Testamentary, Order of Probate, Affidavit of Notary and Witnesses;

c. Petitioners are hereby authorized to record certified copies of this Court's Decree admitting Decedent's Will to probate and record in all other counties within the State of Mississippi in which the Decedent owned any other real property and/or any interest therein; and,

d. The beneficiaries under the Last Will and Testament of Marie H. Bain, William L. Bain, Jr., a/k/a William Lamar Bain, Jr., and Mary Easterling Bain Haik, are hereby placed in full and equal ownership and possession of Decedent's real property and all interests therein located in the State of Mississippi as set forth herein.

SO ORDERED, ADJUDGED AND DECREED this the 4 day of ^{Mar}~~March~~, 2000.



 CHANCELLOR

PRESENTED BY:
 STRATTON BULL (MSB#7489)
 PHELPS DUNBAR, L.L.P.
 Suite 500, Mtel Centre North
 Post Office Box 23066
 Jackson, MS 39225-3066
 (601) 352-2300

UNITED STATES OF AMERICA

STATE OF



LOUISIANA

Civil District Court for the Parish of Orleans

I, DALE N. ATKINS, Clerk of the Civil District Court for the Parish of Orleans, DO HEREBY CERTIFY, THAT the annexed copy of the PETITION FOR PROBATE OF STATUTORY TESTAMENT, AFFIDAVIT OF DEATH & HEIRSHIP, TWO OATHS, LETTERS TESTAMENTARY, ORDER OF PROBATE, AFFIDAVIT OF NOTARY AND WITNESSES AND LIST OF WILL AND TESTAMENTARY is a true and correct copy of the original document that is on file and of record among the archives of my office in the cause entitled "SUCCESSION OF MRS. MARIE H. BAIN, NO. 99-1057" of the docket of this HONORABLE COURT.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court, at the CITY OF NEW ORLEANS, on this 23rd day of February, in the year of our Lord, ~~one thousand nine hundred and~~ two-thousand and in the two hundredth ~~and~~ twenty-fourth year of the Independence of the United States of America.

Dale N. Atkins Clerk.

I, ROBIN M. GIARRUSSO, presiding Judge of the Civil District Court for the Parish of Orleans, DO HEREBY CERTIFY THAT DALE N. ATKINS, is the Clerk of Said Court, that the same is a Court of Record having probate jurisdiction, and that the signature of DALE N. ATKINS, Clerk, to the foregoing certificate is in the proper handwriting of her, the said DALE N. ATKINS, Clerk, to her official act as such, full faith and credit are due; and owing; and I DO FURTHER CERTIFY that her attestation is due form of law.

Given under my hand, at the City of New Orleans, on the 23rd day of February, in the year of our Lord, ~~one thousand nine hundred and~~ two-thousand

Robin M. Giarrusso Presiding Judge.

I, DALE N. ATKINS, Clerk of the Civil District Court for the Parish of Orleans, DO hereby certify that ROBIN M. GIARRUSSO whose genuine signature appears to the foregoing certificate, is, now, and was at the time of signing the same, presiding Judge of the Civil District Court for the Parish of Orleans, duly appointed and commissioned and qualified as such, and that said attestation is in due form of law.

WITNESS, my hand and the seal of said Court, this 23rd day of February 2000

Dale N. Atkins Clerk.

SCANNED

CIVIL DISTRICT COURT FOR THE PARISH OF ORLEANS

STATE OF LOUISIANA

SECTION 13

NO. 99-1057

DIVISION

DOCKET NO. 1

SUCCESSION OF MRS. MARIE H. BAIN

FILED: _____

DEPUTY CLERK

PETITION FOR PROBATE OF STATUTORY TESTAMENT

The petition of William L. Bain, Jr. of full age and domiciled in the County of King, State of Washington, respectfully represents that.

I

Mrs. Marie H. Bain died in New Orleans, Parish of Orleans, Louisiana, where she was domiciled, on the 6th of December, 1998, as will appear by the annexed affidavit.

II

Decedent left a last will and testament attested before David N. Corkern, Notary Public for the Parish of Orleans, and Isabel Maurio and Aylene Smith, witnesses on the 24th day of September, 1996, in accordance with the provisions of R. S. 9:2442, which will petitioner annexes hereto and presents for probate, registry and execution in accordance with law.

III

Under the said will, petitioner has been appointed testamentary executor without bond, which trust petitioner accepts and desires that letters testamentary be issued to him.

IV

Since petitioner is not a resident of Louisiana, he hereby appoints William Shannon, of age and resident of the Parish of Orleans, 1200 Dauphine Street, New Orleans, Louisiana, as agent for service of process for this succession.

V

Petitioner files herewith and makes a part hereof a sworn descriptive list of decedent's estate.

WHEREFORE, prays that the last will and testament of Mrs. Marie H. Bain, filed herewith, be admitted to probate, recorded, filed and executed, that petitioner be confirmed as testamentary executor and that letters testamentary issue to him upon his complying with the requisites of law.

Warren L. Garrunkel
Warren L. Garrunkel
Attorney for petitioner
210 Baronne Street, Suite 1613
New Orleans, La. 70112
(504) 542-8401
Bar No. 5930

VERIFICATION

STATE OF WASHINGTON
COUNTY OF KING

before me, the undersigned authority, personally came and appeared William L. Bain, Jr., who being first duly sworn, deposed that he is the petitioner in the above and foregoing petition and that all of the allegations made therein are true to the best of his information and belief.

Sworn to and subscribed before me this 19th day of January, 1999.

Patrick M. Prebo
NOTARY PUBLIC
State of Washington
King

Will L. Bain

VERIFIED

WITNESS BY ORDER (VAULT)

ORDER

Let the last will and testament of Mrs. Marie h. Bain in statutory form dated the 4th day of September, 1996, filed with the foregoing petition, be proved before me forthwith.

And let letters testamentary be issued to William L. Bain, Jr. executor, upon his complying with legal requisites.

New Orleans, La. January 21, 1999.



J U D G E

AFFIDAVIT OF DEATH AND HEIRSHIP

BAIN

STATE OF LOUISIANA

PARISH OF ORLEANS

ELMORE ME, personally, appeared MRS. WILLIAM (FRANCES) SHANNON and her husband WILLIAM SHANNON, both now residing at 1200 Dauphine Street, New Orleans, Louisiana, the former being a sister of the decedent Mrs. Marie H. Bain, who deposed that

- (1) They were well acquainted with the late Mrs. Marie H. Bain
- (2) The decedent was domiciled at 1214 Lowerline Street, New Orleans, La., 70116, Parish of Orleans at the time of her death
- (3) The decedent died on December 6, 1998 at Touro Infirmary in New Orleans, Louisiana
- (4) The decedent was married but once, and then to William Lamar Bain, from whom she was divorced on December 29, 1958 in Docket No. 357-676 of the Civil District Court for the Parish of Orleans, State of Louisiana
- (5) The decedent had only two children, Mary Easterling Bain, wife of Barrett Haik, and William Lamar Bain, both born of her marriage. She never adopted anyone nor was she adopted by anyone. Both her parents predeceased her.
- (6) The decedent died testate.

William H. Shannon
Frances Shannon

Sworn to and subscribed
 before me this 14th day of
 January, 1999

W. M. Morford
 NOTARY PUBLIC

EM
 VERIFIED

FORM 54-5M-50U.

STATE OF LOUISIANA
CIVIL DISTRICT COURT FOR THE PARISH OF ORLEANS

OATH

NOV 21 19 07

No. _____ DIVISION _____ DOCKET 1
SUCCESSION OF MRS. MARIE H. BAIN

BEFORE ME Warren L. Garfunkel

Notary Public for the Parish of Orleans, personally came and appeared

William L. Bain, Jr.

who solemnly swear that he will well and faithfully perform all and singular
the duties of testamentary executor

So help him God.

Sworn to and subscribed before me
this 21st day of December 1990 A. D.

W. L. Garfunkel
NOTARY PUBLIC

Will L. Bain, Jr.

Filed _____ 19 _____

_____ Deputy Clerk.

pm
VERIFIED

FORM 54-3M-50U

STATE OF LOUISIANA
CIVIL DISTRICT COURT FOR THE PARISH OF ORLEANS

OATH

JAN 21 1929

No. _____ DIVISION _____ DOCKET NO. 1

SUCCESSION OF MRS. MARIE H. BAIN

BEFORE ME Warren L. Garfunkel

Notary Public for the Parish of Orleans, personally came and appeared

William Shannon

who solemnly swear that he will well and faithfully perform all and singular
the duties of agent for service of process in this succession

So help him God.

Sworn to and subscribed before me

this 21st day of January 1929 A. D.

W. L. Garfunkel
NOTARY PUBLIC

[Signature]

Filed _____ 19 _____

Deputy Clerk

VERIFIED

Civil District Court for the Parish of Orleans
STATE OF LOUISIANA

LETTERS TESTAMENTARY

SUCCESSION OF MRS. MARIE H. BAIN

NO. 99-1057

DIVISION J

DOCKET 1

FILED Jan 21 19 99
[Signature] DEPUTY CLERK

BE IT KNOWN:

That William L. Bain, Jr. has been
named, appointed and confirmed as executor of the LAST WILL AND TESTAMENT of the late
Mrs. Marie h. Bain, and, having complied
with all legal requirements relative thereto, is fully qualified, authorized and empowered to col-
lect all property of said deceased, and to perform all other lawful acts as executor aforesaid.

WITNESS our hand and the Seal of said Court, at the

City of New Orleans this 21st

day of January 1999

[Signature] Judge

[Signature] Deputy Clerk

pm
VERIFIED

SCANNED

Civil District Court Parish of Orleans

STATE OF LOUISIANA

99-1057

DIVISION J

COURT DOCKET 1

SUCCESSION OF
MRS. MARIE H. BAIN

ORDER

The last will and testament of the late Mrs. Marie H. Bain

having been drawn

in accordance with the terms of Revised Statutes 9:2442 and having been filed in this proceeding, together with the affidavits of David N. Corkern

Notary Public, and Isabel Madrid

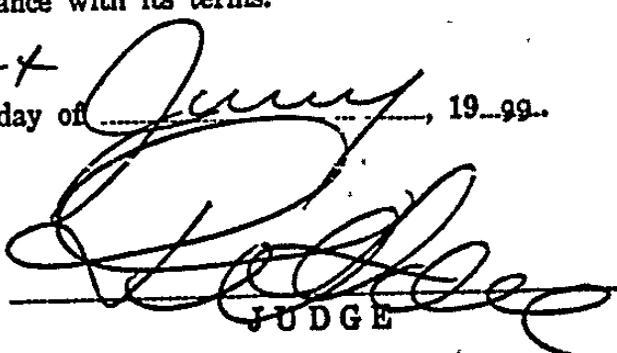
witnesses,

attesting that said last will and testament was executed by Marie Hemerway Bain

in their

presence in the capacities as Notary Public and witnesses respectively, and that at the time of execution declared in their presence that the aforesaid instrument was her last will and testament, in accordance with the terms of Louisiana Code of Civil Procedure Article 2890 as amended;

IT IS ORDERED that the proces verbal be dispensed with and that said testament be recorded, filed and ordered executed in accordance with its terms.

New Orleans, Louisiana, this 21st day of January, 1999.

 JUDGE

AFFIDAVIT BY NOTARY AND
ONE WITNESS AS TO
THEIR PRESENCE AT THE
MAKING OF THE WILL OF
MRS. MARIE H. BAIN IN
STATUTORY FORM

NOTARY
PUBLIC
STATE OF LOUISIANA

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE Me personally came and appeared

- (1) David W. Corkern, and
- (2) Isabel Madrid

who deposed that affiant (1) as notary and affiant (2) as witness were present on
September 24, 1996 when Mrs. Marie H. Bain made her last will by her signature before
the affiants and Adrene Smith, another witness, all of the parties having signed the
will which was now brought forth to implement the Succession of Mrs. Marie H. Bain.

Isabel Madrid
David W. Corkern

Sworn to and subscribed
before me this 16th day of
January, 1999

W. H. Herford
NOTARY PUBLIC

New Orleans, Louisiana

This 24 day of September 1996

I, MARIE HEMENWAY BAIN, do hereby make this my last will and testament, revoking all prior wills.

I.

I leave all of the property of which I die possessed to my children, WILLIAM LAMAR BAIN, JR. (hereinafter "WILLIAM") and MARY EASTERLING BAIN HAIK (hereinafter "MIMI"), in equal portions.

II.

In the event that any of my children predecease me, or disclaim all or any part of the property bequeathed to him or her herein, leaving a child or children who survive me, then I leave the share of such child or that part that is disclaimed to such child's child or children, equally.

III.

I name and appoint WILLIAM as executor of my estate with full seisin and without bond. If, for any reason, he is unwilling or unable to serve or to continue to serve as such, then I name and appoint MIMI as executrix of my estate with full seisin and without bond.

IV.

In accordance with the provisions of Article 1573 of the Louisiana Civil Code, I expressly delegate to my executor the authority to select assets to satisfy the quantum or value as to any legacies made herein either by formula or by specific sum.

V.

My executor shall incur no liability for determining whether or not to exercise the election to secure the marital deduction to my gross estate for federal estate tax purposes, and if so, to what extent. In case of reasonable doubt whether or not to exercise the election, my executor should normally exercise it, and in the case of reasonable doubt as to the extent to which the election should be exercised, my executor should

Marie H. Bain
TESTATRIX

Page 1 of 2 pages

Sept 24, 1996

1-21-99
Date 1-21-99
No Verdict
[Signature]
Judge Div. 1

Marie H. Bain

normally exercise it to obtain a larger, rather than a smaller, marital deduction.

VI.

Pursuant to Article 1521 of the Louisiana Civil Code, I specifically provide that if any heir or legatee provided for herein does not survive me by a period of more than ninety (90) days, then any such heir or legatee shall be considered as having predeceased me.

IN WITNESS WHEREOF, I have signed on each page and declared this to be my last will and testament in the presence of the Notary Public and the witnesses hereafter named and undersigned, at the date and place first above written.

Marie H. Bain
TESTATRIX

The testator has signed this will at the end and on each other separate page, and has declared or signified in our presence that it is his last will and testament, and in the presence of the testator and each other, we have hereunto subscribed our names on this 24 day of September, 1996.

Marie H. Bain
TESTATRIX

WITNESSES:

Isabel Machiel
Adrene Smith

David N. Corbin
NOTARY PUBLIC

Marie H. Bain
TESTATRIX

Page 2 of 2 pages

Sept 24, 1996

Date: 1-21-99
No Variatus
Testatrix
Judge Div.

Certified to be a true copy this
the 26th day of Dec, 2001

Jimmy W. Jones
Jimmy W. Jones
Chancery Clerk, Franklin County, Miss.

By Kim A. [Signature]



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 7th day
of Jan, 2002 at 2:00 o'clock P M., and was duly recorded
on the JAN 7 2002, Book No. 34, Page 224

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C.



JAN 10 2002

#2002-026

LAST WILL AND TESTAMENT

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

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

ITEM 1: I hereby devise and bequeath all of my property whatever, real, personal and mixed and wherever situate to my daughters, JUDITH KAREN MICHAEL and JAN MICHAEL DAUGHERTY, in equal shares.

ITEM 2: I hereby appoint my daughter, JUDITH KAREN MICHAEL, Executrix of my estate under the terms of this Will and I waive the requirement of bond from my Executrix, and I also waive an appraisal and inventory of my estate and waive the requirement of accounting on the part of my Executrix to any Court, intending to not only waive annual accounts, but a final account as well.

SIGNED, PUBLISHED and DECLARED as this My Last Will and Testament, this the 6th day of May, 1991.

Rebecca Moore Michael
REBECCA MOORE MICHAEL

WITNESSES:

Rita H. Middleton
[Signature]

We, the undersigned witnesses to the will of REBECCA MOORE MICHAEL, do hereby certify that said REBECCA MOORE MICHAEL on the day she executed the foregoing will was over the age of twenty-one years and of sound and disposing mind; that she signed and subscribed said will and published it as her Last Will and Testament in our presence and in the presence of each of us and that we at her express instance and request signed and subscribed said will as witnesses thereto in her presence and in the presence of each other as an attestation thereof.

WITNESS our signatures this the 6th day of May, 1991.

Rita H. Middleton
[Signature]

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 10th day of Jan, 2002, at 2:30 o'clock P M., and was duly recorded on the JAN 10 2002, Book No. 34, Page 239.
MIKE CROOK, CHANCERY CLERK BY: [Signature] D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF REBECCA MOORE MICHAEL, DECEASED

CIVIL ACTION, FILE # 2002-026

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF YAZOO

Personally appeared before me, the undersigned authority in and for the state and county aforesaid, RITA H MIDDLETON, who being first by me duly sworn stated on oath that affiant is one of the subscribing witnesses to the foregoing and annexed instrument of writing, purporting to be the Last Will and Testament of Rebecca Moore Michael, deceased late of Madison County, and that the said Rebecca Moore Michael signed, published and declared said instrument as her Last Will and Testament, on the 6th day May, 1991, the day of the date of said instrument in the presence of this affiant, and in the presence of Hugh M. Love, Jr., the other subscribing witness thereto, and that the said testatrix was then of sound, disposing mind and memory, was more than twenty-one years of age, and that this affiant and Hugh M. Love, Jr., the other subscribing witness, subscribed and attested said instrument, as witnesses to the signature and publication thereof, at the special instance and in the presence of testatrix, and in the presence of each other, on the day and year of the date thereof and the affiant's address is 203 South Main Street, Yazoo City, MS 39194.

Rita H. Middleton
Rita H. Middleton



SWORN TO AND SUBSCRIBED BEFORE ME, this the 3rd day of Jan, 2002.

Edna H. Rogers
Notary Public

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 10th day of Jan, 2002 at 2:30 o'clock P M., and was duly recorded on the JAN 10 2002, Book No. 34, Page 210.
MIKE CROOK, CHANCERY CLERK BY: Stacey Hill D.C.



#2002-012

LAST WILL AND TESTAMENT
OF
EVELYN THOMAS MORTIMER

FILED
THIS DATE

JAN 11 2002

MIKE CROOK
CHANCERY CLERK
By: *[Signature]*

I, EVELYN THOMAS MORTIMER, an adult resident of Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils

ITEM I.

I have one (1) adult child now living, JOHN ARTHUR MORTIMER, JR

ITEM II

I appoint my son, JOHN ARTHUR MORTIMER, JR., Executor of my estate under this Will.

ITEM III.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the

FOR IDENTIFICATION:

Evelyn Thomas Mortimer

estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled.

ITEM IV.

Where used throughout this Will, the terms "Executor," "Executrix," and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one, and to any successor Executor or Administrator.

ITEM V.

I give, devise and bequeath any real estate and/or any interests in real estate that I own at the time of my death (other than the house located at 402 Jackson Street, Belzoni, Mississippi) to my son, JOHN ARTHUR MORTIMER, JR.

ITEM VI.

I hereby give, devise and bequeath unto my son, JOHN ARTHUR MORTIMER, JR., one-half of the rest and residue of my estate, real and personal, of whatsoever kind and character and wheresoever situated (other than the real estate devised in ITEM V). In the event that my son, JOHN ARTHUR MORTIMER, JR., does not survive me, I hereby give, devise and bequeath his share of my estate, in equal shares, unto his spouse, MELVA STOCKSTILL MORTIMER, and his daughter, COURTNEY LYNN MORTIMER DOWNS.

FOR IDENTIFICATION:

Evelyn Thomas Mortimer

ITEM VII.

I hereby give, devise and bequeath the remaining one-half of the rest and residue of my estate, real and personal, of whatsoever kind and character and wheresoever situated (other than the real estate devised in ITEM V) in equal shares unto my deceased son's wife, OLIVIA MORRIS MORTIMER, and to my granddaughter, NOELLE MORTIMER CARTER.

ITEM VIII.

In addition to the powers and authorities specifically granted to my Executor under this Will, I expressly confer upon my Executor all rights, powers, duties, and authorities conferred upon a Trustee under the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. I authorize my Executor to exercise any such powers and authorities granted in this Will or by the Uniform Trustees' Powers Law of Mississippi without the necessity of obtaining court approval. All rights, powers, duties and discretion granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executor nor any successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that my Executor, or any successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights

FOR IDENTIFICATION:

Evelyn Thomas Mortimer

which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 16 day of December, 1999.

Evelyn Thomas Mortimer
Evelyn Thomas Mortimer

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

James K. Paschall, Jackson, Mississippi
Address

Jerry B. Martin, Jackson, Mississippi
Address



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 11th day of Jan, 2002 at 9:30 o'clock a M, and was duly recorded on the JAN 11 2002, Book No 34, Page 241.
MIKE CROOK, CHANCERY CLERK BY: Dorothy [Signature] C.C.

FILED

THIS DATE

JAN 11 2002

MIKE CROOK
CHANCERY CLERK

By: [Signature] D.C.

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF EVELYN THOMAS MORTIMER,
DECEASED

NO. 0002-012

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

A. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of EVELYN THOMAS MORTIMER, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 16th day of December, 1999.

B. That on the 16th day of December, 1999, the said EVELYN THOMAS MORTIMER, signed, published and declared said instrument of writing as her Last Will

and Testament, in the presence of this affiant and in the presence of JAMES K.

DOSSETT, JR., the other subscribing witness to said instrument.

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

D That this affiant, together with JAMES K DOSSETT, JR., subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said EVELYN THOMAS MORTIMER, and in the presence of each other.

Judy B. Martin

Judy B. Martin

SWORN TO AND SUBSCRIBED BEFORE ME on this the 3^d day of

January, 2002.

Tammy E. Crawford

Notary Public

My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 13, 2005
BONDED THRU STEGALL NOTARY SERVICE



Valerie R. Meredith

Valerie R. Meredith
BAKER, DONELSON, BEARMAN & CALDWELL
Post Office Box 14167
Jackson, Mississippi 39236
Telephone: (601) 351-2400
State Bar #99635

ATTORNEY

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 11th day
of Jan, 2002, at 9:30 o'clock a M, and was duly recorded
on the JAN 11 2002, Book No. 34, Page 245.
MIKE CROOK, CHANCERY CLERK BY Stacy Hill DC



FILED
THIS DATE

JAN 11 2002

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

MIKE CROOK
CHANCERY CLERK
By: *[Signature]*

ESTATE OF EVELYN THOMAS MORTIMER,
DECEASED

NO. 2002-012

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

A That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of EVELYN THOMAS MORTIMER, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 16th day of December, 1999

B. That on the 16th day of December, 1999, the said EVELYN THOMAS MORTIMER, signed, published and declared said instrument of writing as her Last Will

and Testament, in the presence of this affiant and in the presence of JODY B. MARTIN,
the other subscribing witness to said instrument

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

D. That this affiant, together with JODY B MARTIN, 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 EVELYN THOMAS MORTIMER, and
in the presence of each other.

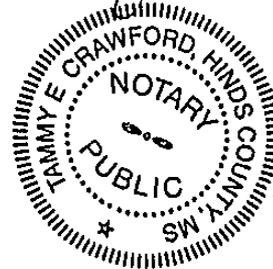
James K. Dossett, Jr
James K. Dossett, Jr

SWORN TO AND SUBSCRIBED BEFORE ME on this the 3^d day of

January, 2002

Tammy E. Crawford
Notary Public

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 13, 2005
BONDED THRU STEGALL NOTARY SERVICE



Valerie R. Meredith

Valerie R. Meredith
BAKER, DONELSON, BEARMAN & CALDWELL
Post Office Box 14167
Jackson, Mississippi 39236
Telephone: (601) 351-2400
State Bar #99635

ATTORNEY

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 11th day of Jan, 2002, at 9:30 o'clock a M., and was duly recorded on the JAN 11 2002, Book No 34, Page 248.
MIKE CROOK, CHANCERY CLERK BY: Stacey Bell DC

FILED
THIS DATE

LAST WILL AND TESTAMENT

JAN 11 2002

#2002-021

OF

HESTER S. OVERSTREET

MIKE CROOK
CHANCERY CLERK
By: *[Signature]* cc.

I, HESTER S. OVERSTREET, an adult resident citizen of Madison County, Mississippi, above the age of twenty-one years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament and I do hereby revoke any and all other wills and codicils heretofore made by me.

ITEM I.

I do hereby appoint my daughter, THERESA OVERSTREET YOUNCE, as Executrix of this my Last will and Testament. In the event my said daughter should not survive me or be unable to serve, I appoint my daughter, Dorothy Overstreet Pratt, as Executrix. I hereby direct that my Executrix shall not be required to give any bond, and I hereby waive appraisal, inventory and accounting to any court. I hereby expressly give and grant unto my Executrix all the rights, powers and discretions hereinafter set forth in Item V.

ITEM II.

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

ITEM III.

I give and bequeath all of my household furniture, personal effects, and clothing equally to my daughters, Teresa Overstreet

Hester Overstreet

Younce, Mary Overstreet Pruett, Dorothy Overstreet Pratt and Patricia Overstreet Miller, or if one of my said daughters should predecease me, to the issue of such daughter, per stirpes.

ITEM IV.

I give, devise and bequeath all the rest and residue of the property comprising my estate, of whatsoever kind or character and wheresoever situated, as follows:

A. Two-Fifths (2/5) to my daughter, Theresa Overstreet Younce, in appreciation for her care of me in recent years.

B. One-Fifth (1/5) to my daughter, Mary Overstreet Pruett.

C. One-Fifth (1/5) to my daughter, Dorothy Overstreet Pratt.

D. One-Fifth (1/5) to my daughter, Patricia Overstreet Miller.

In the event one or more of my said daughters should predecease me, the share of such deceased daughter shall go to her issue, per stirpes.

ITEM V.

My Executrix shall have the power to sell real or personal property which I may own at the time of my death upon such terms and conditions as my Executrix may determine without the necessity of a court order and without bond. My Executrix shall have full

Hester Overstreet

power and authority to invest and reinvest the property of my estate in such manner and upon such terms and conditions as my Executrix may see fit. I give and grant unto my Executrix all of the powers granted by the "Uniform Trustees' Powers Law", being Sections 91-9-101 through 91-9-119 of the Mississippi Code of 1972 as now enacted or hereafter amended.

I direct my Executrix to pay out of Item IV 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 any 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.

IN WITNESS WHEREOF, I have hereunto subscribed my name this

20TH day of August, 2001.

Hester S. Overstreet
HESTER S. OVERSTREET

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

Alendell P. Cook, Jr.
James S. Armstrong
WITNESSES

STATE OF MISSISSIPPI

COUNTY OF Hinds

AFFIDAVIT OF SUBSCRIBING WITNESSES

THIS DAY personally came and appeared before me, the undersigned authority at law in and for said jurisdiction, Wendell H. Cook, Jr. and James S. Armstrong, the two subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of HESTER S. OVERSTREET, a citizen of Madison County, Mississippi, each of whom having been first duly sworn, each makes oath that the said HESTER S. OVERSTREET signed, published and declared the original of said instrument, as her Last Will and Testament on the 20th day of August, 2001, the day and date of said instrument, in the presence of said two affiants, all of whom were the subscribing witnesses to said instrument; that said Testatrix was then of sound and disposing mind and memory and above the age of twenty-one years; and each of the said two subscribing witnesses subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the said Testatrix and in the presence of each other.

Witness: Wendell H. Cook, Jr.
Address: 22 Blackberry Lane
Madison, MS 39110

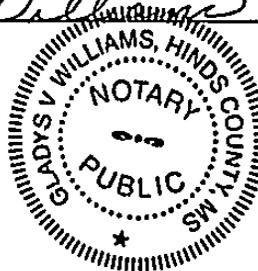
Witness: James S. Armstrong
Address: 1109 Pinchurst St.
Jackson, MS 39202

SWORN to and subscribed before me, this the 20th day of August, 2001.

Gladys V. Williams
NOTARY PUBLIC

My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 5 2003
BONDED THRU STEGALL NOTARY SERVICE



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 11th day of Jan, 2002, at 9:30 o'clock a M., and was duly recorded on the JAN 11 2002, Book No 34, Page 251.
MIKE CROOK, CHANCERY CLERK BY: Stanley Hill D.C.



FILED
THIS DATE

LAST WILL AND TESTAMENT

JAN 22 2002

OF

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

#2002-046

EVA ELIZABETH LUTZ HILL

I, EVA ELIZABETH LUTZ HILL, of JACKSON, HINDS COUNTY, MISSISSIPPI, being of sound and disposing mind and memory and over the age of twenty-one (21) years, and under no disabilities of any kind or character, do hereby make, publish and declare this instrument to be my Last Will and Testament hereby revoking all Wills, Testaments and Codicils heretofore made by me. I was married once, and once only, to John Rimmer Hill, who predeceased me in 1966.

ARTICLE I.

I direct that all my debts, all expenses of my last illness, all funeral and burial expenses (including the cost of a suitable monument at my grave) and the cost of the administration of my estate be paid as soon as practicable after my death out of my estate.

It is my intention, however, that nothing in this article of my Will should be construed as creating an express trust or fund for the payment of debts and expenses which would in any way extend the normal statute of limitations for the payment of my debts or enlarge upon my statutory duty to pay debts.

[Handwritten signature]

ARTICLE II.

I direct that all my estate, inheritance and other taxes in the general nature thereof (together with any interest or penalty thereon), be paid out of my estate.

ARTICLE III.

I hereby give, devise, and bequeath to my son Joseph Lutz Hill the cash sum of Twenty Thousand and no/100 Dollars (\$20,000.00). In the event that Joseph Lutz Hill should predecease me, then I hereby give, devise and bequeath to his spouse and his children this same bequest of the cash sum of Twenty Thousand and no/100 Dollars (\$20,000.00) to be divided equally among them, share and share alike.

All of the remaining cash, certificates of deposit, and other liquid assets in my estate I hereby give, devise, and bequeath to my sons, John Rimmer Hill, Jr., and Joseph Lutz Hill, share and share alike. In the event one of my sons should predecease me, then I hereby give, devise, and bequeath such deceased son's share of any cash, certificates of deposit, and other liquid assets to that son's spouse and children, to be divided equally among them, share and share alike.

I hereby give, devise, and bequeath to my son John Rimmer Hill, Jr., the following:

The Hill family clock;

The Meissen plate mounted on the wall in the dining room on which is painted a religious scene;

All of my Violet (Hill pattern) silver;

The 5 branch silver candelabra.

I hereby give, devise, and bequeath to my son Joseph Lutz Hill the following:

The framed Crucifixion scene that hangs over the secretary in the living room;

All of my Chantilly silver (Joseph having given me most of this silver as presents through the years);

The pair of 4 branch silver candelabra.

I have made certain other special bequests on a list that I have placed with my original will, marked "Special Bequests". I direct that my executor deliver the bequests as stated on the list.

ARTICLE IV.

I hereby give, devise, and bequeath all of the real property in my estate, including my home, to my sons in equal interests, share and share alike. In the event one of my son's shall predecease me, then I hereby give, devise, and bequeath such deceased son's share of my real property to that son's children in equal interests, share and share alike.

ARTICLE V.

All of the remainder of my entire estate, both real and personal, I give, devise and bequeath to my sons equally, share and share alike. If one of my son's should predecease me, then I give, devise and bequeath such deceased son's share to his spouse and his children equally, share and share alike. My executor shall have full discretion to distribute any of my personal property passing under this residuary clause in kind, or he may sell any such personal property and distribute the proceeds.

ARTICLE VI.

I hereby nominate, appoint and constitute my son, Joseph Lutz Hill, as the executor of my estate. If he should predecease me or shall be unwilling or unable to serve as my executor, then I nominate my son, John Rimmer Hill, Jr., as the executor of my estate. Any executor is hereby authorized to serve without posting bond. I hereby waive formal appraisement, inventory, and accounting.

IN WITNESS WHEREOF, I have hereunto signed and subscribed my name in the presence of witnesses who have attested the same in my presence and in the presence of each other on this the 17th day of August, 1995.

Eva Elizabeth Lutz Hill
EVA ELIZABETH LUTZ HILL

ATTESTATION

We, the undersigned subscribing witnesses to the foregoing Last Will and Testament of EVA ELIZABETH LUTZ HILL, do hereby each certify that said instrument was signed by said EVA ELIZABETH LUTZ HILL in our presence and in the presence of each of us, and that the said EVA ELIZABETH LUTZ HILL declared the same to be her Last Will and Testament in the presence of each of us, and that we each signed and subscribed our names as witnesses to said Last Will and Testament at the request of EVA ELIZABETH LUTZ HILL in her presence and in the presence of each other, all this having been done on this the 17th day of August, 1995.

Mike Pumphrey
Mike Pumphrey
3104 Bridgeport Lane
Madison, MS 39110

Margaret M. Orman
Margaret M. Orman
41 Sun Valley Drive
Brandon, MS 39042

I:\...\M\HILL\WTEELH

Page 4 of 4 Pages

Eva E. L. Hill

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 22nd day of Jan, 2002, at 11:00 o'clock a M., and was duly recorded on the JAN 22 2002, Book No. 34, Page 255.

MIKE CROOK, CHANCERY CLERK

BY: JERRY HILL D.C.



AFFIDAVIT OF SUBSCRIBING WITNESS

JAN 22 2002

#2002-046

STATE OF MISSISSIPPI
COUNTY OF HINDS

MIKE CROOK
CHANCERY CLERK
By: *[Signature]*

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named MIKE PUMPHREY, who being by me first duly sworn on oath states that he is one and the same person as the "Mike Pumphrey" appearing as a witness for the signature of EVA ELIZABETH LUTZ HILL to her Last Will and Testament dated August 17, 1995.

Affiant states on oath that said EVA ELIZABETH LUTZ HILL did execute said Will as the testatrix's own voluntary act and deed in his presence and at a time when he and the said EVA ELIZABETH LUTZ HILL were in the presence of the other attesting witness, Margaret M. Orman. Affiant further states that the said EVA ELIZABETH LUTZ HILL at the time she executed her will was over the age of eighteen (18) years, was of sound and disposing mind, memory and understanding, and was not acting under duress or undue influence from any person.

[Signature]
WITNESS

SWORN TO AND SUBSCRIBED BEFORE ME on this the 17th day of August, 1995.

[Signature]
NOTARY PUBLIC

My Commission Expires:
7 June 1997

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 22nd day of Jan, 2002 at 10:00 o'clock a M., and was duly recorded on the JAN 22 2002, Book No. 34, Page 259
MIKE CROOK, CHANCERY CLERK BY: *[Signature]* D.C.



FILED
THIS DATE

AFFIDAVIT OF SUBSCRIBING WITNESS

JAN 22 2002

STATE OF MISSISSIPPI

COUNTY OF HINDS

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

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named MARGARET M. ORMAN, who being by me first duly sworn on oath states that she is one and the same person as the "Margaret M. Orman" appearing as a witness for the signature of EVA ELIZABETH LUTZ HILL to her Last Will and Testament dated August 17, 1995.

Affiant states on oath that said EVA ELIZABETH LUTZ HILL did execute said Will as the testatrix's own voluntary act and deed in her presence and at a time when she and the said EVA ELIZABETH LUTZ HILL were in the presence of the other attesting witness, Mike Pumphrey. Affiant further states that the said EVA ELIZABETH LUTZ HILL at the time she executed her will was over the age of eighteen (18) years, was of sound and disposing mind, memory and understanding, and was not acting under duress or undue influence from any person.

Margaret M. Orman
WITNESS

SWORN TO AND SUBSCRIBED BEFORE ME on this the 17th day of August, 1995.

Kellie L. Roberts
NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES: April 13, 1997
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 22nd day of Jan, 2002 at 10:00 o'clock a M., and was duly recorded on the JAN 22 2002, Book No. 34, Page 260.

MIKE CROOK, CHANCERY CLERK

BY: *[Signature]* D.C.

202-049

JAN 22 2002

LAST WILL AND TESTAMENT OF ANNIE SUE GIPSON SANDERS

MIKE CROOK
CHANCERY CLERK -
By: *[Signature]* DC

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

ITEM ONE. I give, devise, and bequeath unto my daughter, Elizabeth Sue Sanders Maddox all of my properties, real, personal and mixed of every nature and kind, and wherever the same may be situated, of which I may seized and possessed

ITEM TWO: In the event that my daughter and I die simultaneously or under circumstances that it is impossible to ascertain which of us died first, then it shall be presumed that I died first and that my daughter survived me and my Will shall be construed on that premises.

ITEM THREE: In the event that my daughter predeceases me, I give, devise, and bequeath unto my other children, Barbara Jean Sanders Lavender, Ronald Dean Sanders, and William Douglas Sanders, all of my properties, real, personal and mixed of every nature and kind, and wherever the same may be situated, of which I may seize and possessed, in equal shares, share and share alike.

ITEM FOUR: I hereby name, constitute, and designate my daughter, Barbara Jean Sanders Lavender, as Executrix of this my Last Will and Testament Should she for any reason fail, refuse or neglect to serve as Executrix, I hereby name, constitute, and designate my son-in-law Willian Lafayette Lavender Jr. as Executor I hereby direct that the Executrix of this my Last Will and Testament not be required to give bond, make inventory, appraisal, or accounting, and to the extent such requirements of bond, inventory, appraisal, and accounting

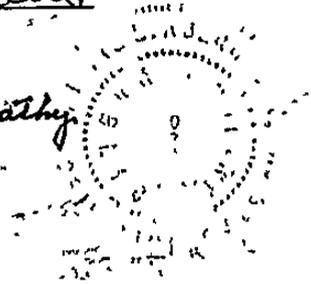
SIGNED, PUBLISHED, AND DECLARED by me as my Last Will and Testament on this the 22nd day of July, 2001, in the presence of these witnesses who attest to the same, as witnesses hereto at my request, in my presence, and in the presence of each other.

Annie S. Sanders

Minnie L. Bernathy

WITNESSES:

Dorothy L. Lavender
Louis Malone



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 22 day of January 2002, at 3:00 o'clock P. M., and was duly recorded on the 22nd day of Jan. 2002, Book No. 347, Page 261
MIKE CROOK, CHANCERY CLERK BY: *[Signature]* D.C.

FILED
THIS DATE

PROOF OF WILL

JAN 22 2002

STATE OF MISSISSIPPI

COUNTY OF MADISON

By: MIKE CROOK
CHANCERY CLERK
[Signature]

COMES NOW CLOVIS MALONE, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of ANNIE SUE GIPSON SANDERS, deceased, and enters her appearance herein as provided by Section 91-7-7, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that ANNIE SUE GIPSON SANDERS, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 24th day of July, 2001, the day of the date of said instrument, in the presence of this deponent and MARGARET L. LAVENDER, the other subscribing witness, and that said testatrix was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and MARGARET L. LAVENDER 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 said testatrix and in the presence of each other, on the day of the date of said instrument

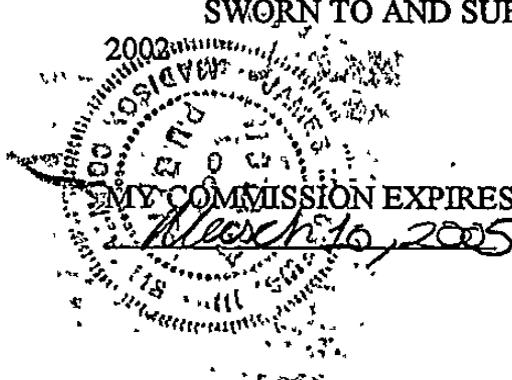
Clovis Malone
CLOVIS MALONE

STATE OF MISSISSIPPI

COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 17th day of January

[Signature]
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 22nd day of January, 2001, at 3:00 o'clock P. M., and was duly recorded on the 22nd day of January 2002, Book No. 347, Page 262.

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C.



FILED
THIS DATE

JAN 28 2002

BOOK 0034 PAGE 263

Last Will and Testament BY *Mike Crook* CHANCERY CLERK D.C.

OF

JAMES J. LIVESAY, SR.

2002-062

I, JAMES J. LIVESAY, SR., an adult resident of the First Judicial District of Hinds County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me.

ARTICLE I.

I declare that I am the husband of MARY LEE LIVESAY to whom all references herein to "my wife" relate. I am the father of JAMES J. LIVESAY, JR. and WILLIAM EUGENE LIVESAY, to whom all references herein to "my child" or "my children" shall relate. For all purposes of this will and the disposition of my estate hereunder, the terms "issue" and "descendants" shall be deemed to include all children born to or adopted by my said children after the execution of this will, irrespective of any provisions of law establishing a contrary presumption.

ARTICLE II.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or

James J. Livesay, Sr.

JAMES J. LIVESAY, SR.

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

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



JAMES J. LIVESAY, SR.

residuary portion of my Will shall be responsible for that portion of taxes in the proportion that their bequest bears to the total passing under the residuary portion. In the event my spouse predeceases me, all said taxes as set forth herein shall be paid out of my residuary portion of my Will by the residual beneficiaries in the same proportions as immediately set forth above.

ARTICLE III.

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

If my wife does not survive me, I give and bequeath all such personal property described in this Article and owned by me at the time of my death unto my children in equal shares. Should any child predecease me, such property bequeathed to said child shall pass to such child's issue, per stirpes or if any child should die without issue, then equally to my surviving child. In the event I desire any particular division of such above described property among my children or their issue I will leave a listing with my Executor to that effect, which latest dated listing I would request such beneficiaries and my Executor honor.

My Executor is hereby given full and complete authority to determine the property and the value of each share passing under this Article and the Executor's decision as to the division of such



JAMES J. LIVESAY, SR.

property shall not be questioned by any beneficiary. Should any disagreement arise as to the equitable division of this property among my children and/or their issue, then I direct my Executor to sell any or all such personal property at public or private sale without Court order or bond and divide the net sale proceeds among such beneficiaries in accordance with the terms hereof.

ARTICLE IV.

I give, devise and bequeath unto my wife, if she survives me, any interest in our homestead and residence which I may own at the time of my death, including in this devise any land adjacent to said homestead and residence and used as a part thereof. If my wife does not survive me, this devise shall lapse, and shall pass in accordance with Article VIII herein.

ARTICLE V.

All of my insurance policies which provide indemnity for the loss of or damage to any of my personal or real property by fire, windstorm or other similar casualty, including any claim for the loss of or damage to any such property which I might have at the time of my death against any insurance company, I give and bequeath, respectively, to those persons or corporations, as the case may be, who shall or would have become the owners of such properties by reason of my death, whether such ownership be acquired under the provisions of this will, by survivorship or by other means. If any of the individual beneficiaries affected by this Article shall not survive me, or if any corporation so affected by this Article shall not be in existence at the time of my death, the bequest to such individuals or corporations shall lapse and same shall become a part of my residuary estate hereinafter disposed of.

ARTICLE VI.

If my said wife survives me, I give, devise and bequeath all of the residue and remainder of my property and estate of every



 JAMES J. LIVESAY, SR.

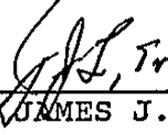
nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this will, all lapsed legacies and devises or other gifts made by this will which fail for any reason, other than disclaimed property, hereinafter referred to as my residuary estate, unto my said wife.

I direct that the sum provided for in this Article shall be satisfied only out of assets that qualify for the marital deduction under the provisions of the Internal Revenue Code applicable to my estate or out of the proceeds of such assets, and that this sum shall not be reduced by any estate, inheritance, transfer, succession, legacy or similar taxes paid out of property passing under this will. To the extent, also, that other assets qualifying for the marital deduction are available, said sum shall not be satisfied by the distribution of: (a) assets with respect to which a credit for foreign taxes paid is allowable under the federal Internal Revenue Code; or (b) United States Treasury Bonds eligible for redemption at par in payment of federal estate tax.

The sum provided for by this Article, as well as any other pecuniary bequest or any other distribution made of assets constituting the residue of my estate, may be satisfied in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and partly in such property and in installments or all at one time; provided that any assets so distributed in kind shall be valued at their date or dates of distribution values.

So long as any part of the bequest provided for by this Article shall remain unpaid, my said wife shall be entitled to receive from my Executor all of that portion of the net income of my estate to which she is entitled under this Article.

Any such income to which my wife is entitled under the provisions of this Article shall be paid over as hereinafter provided at such time or times as may be determined by my Executor



JAMES J. LIVESAY, SR.

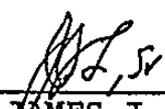
during the settlement of my estate, but not later than at the time of the satisfaction in full of the sum provided for in this Article.

Subject to the foregoing, the decision of my Executor as to which assets shall be distributed in satisfaction of the bequest given by this Article; as to whether my estate shall be valued under the optional valuation provisions of the federal estate tax laws; as to which tax elections should be exercised; and as to what proceedings are necessary to complete the ascertainment of the federal estate tax, shall be conclusive and binding on all persons, and no compensating adjustments between income and principal or between the marital and other bequests shall be made as a result of such tax elections exercised by my Executor; provided that no authority be exercised by my Executor contrary to my intention to qualify this bequest for the marital deduction.

ARTICLE VII.

In the event my wife survives me and disclaims (or if she dies after my death and her Executor disclaims on her behalf) any portion of the property provided for her herein under the disclaimer provisions of Article XIV herein, I direct that my Executor shall deliver and convey all such disclaimed property to the Trustee hereinafter named, in trust. Further, should my wife predecease me, my children's portion of my estate bequeathed and devised under Article VIII herein shall be delivered to my Trustee hereinafter named, in trust. This trust shall be known as the "James J. Livesay, Sr. Family Trust" created under my will, and I direct that such portion of my estate (hereinafter referred to as my trust estate) so passing to my Trustee shall be administered and disposed of upon the following terms and provisions--that is to say:

A. 1. The Trustee is authorized in its sole and absolute discretion to pay all or any portion of the net income of the Trust



 JAMES J. LIVESAY, SR.

to or for the benefit of my said wife in convenient installments periodically, but if paid, then at least as often as annually, during her life. However, the Trustee may in its discretion withhold from my wife so much (or all) of the income as the Trustee determines not to be advisable for her maintenance and health and for the maintenance of her accustomed standard of living. After considering the maintenance of my wife, my Trustee is further authorized in its discretion to pay to or for the benefit of any or all of my children and/or their issue any such withheld income deemed advisable for their maintenance, health and education (including post graduate education). Any excess income not distributed shall be accumulated and added to the principal. Notwithstanding anything to the contrary contained herein, this discretionary trust shall be for the principal benefit of my said wife for her lifetime, and during the term of her lifetime, my Trustee is directed to look first to her maintenance and health prior to acting under its discretion to sprinkle income to other beneficiaries. However, all income and/or principal disbursements herein are to be made solely in the discretion of the Trustee.

A. 2. If the total income of my said wife is, in the sole discretion of the Trustee, insufficient to enable her to maintain her present and accustomed standard of living, then the Trustee may solely in its discretion pay to her or for her benefit out of the principal of the trust such additional sum or sums as the Trustee shall deem proper. In making this determination, the Trustee may take into consideration my said wife's assets and income from sources other than this trust, including, but not limited to, her qualification for governmental payments (local, state or federal). The Trustee is also authorized but not directed, in its sole and absolute discretion, if it deems advisable to pay any and all medical, nursing, hospital, institutional, or other related bills which may be incurred by my said wife, out of income or corpus or



JAMES J. LIVESAY, SR.

both, unless same may be reimbursed under any insurance or governmental program (local, state or federal).

However, nothing herein shall be construed as a right of any beneficiary to income or principal or a requirement that my Trustee provide support for any beneficiary, all payments of income and/or principal of this Trust throughout the term thereof being purely and completely discretionary with my Trustee. Any stated standards are merely stated as a guide to my Trustee and are not to be construed as any right of any beneficiary to support from said trust, whether by income or principal.

B. 1. Upon the death of my said wife, the Trustee shall divide the trust property into two separate parts. The first part shall be known as Trust A of the James J. Livesay, Sr. Family Trust (hereinafter referred to as "Trust A"). Said Trust A shall consist of sixty percent (60%) of the assets of the James J. Livesay, Sr. Family Trust. Said Trust A is to be used solely for the benefit of WILLIAM EUGENE LIVESAY or, if deceased, for his issue per stirpes and each part shall be a separate trust.

The second part shall be known as Trust B of the James J. Livesay, Sr. Family Trust (hereinafter "Trust B"). Said Trust B of the James J. Livesay, Sr. Family Trust is to be used solely for the benefit of JAMES J. LIVESAY, JR. or, if deceased, for his issue per stirpes, which part shall be a separate trust from Trust A above. Any part provided for the issue of any of my said children shall be further divided into separate and equal trusts for each of said issue.

Said trusts shall continue to be administered under the terms herein at the sole and absolute discretion of my Trustee for the maintenance, health and education (including post graduate education) of said beneficiaries, and the Trustee is authorized in its sole discretion to distribute net income to or for the benefit of such beneficiaries from said trusts, and if distributed then at



JAMES J. LIVESAY, SR.

least annually, or at more frequent intervals as it determines proper, or accumulate any such income and add same to corpus if such income or portion thereof is not deemed in its discretion to be advisable for said beneficiaries' maintenance, health and education.

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

B. 2. Following the death of my said wife, as to any child who survives me, my Trustee shall pay over, transfer, deliver, assign and convey each such child's portion of the corpus and any accumulated income of each said child's separate trust established hereunder to each such child outright and free of trust, with all such distributions subject to the provisions of Paragraph I herein. The Trustee shall have sole and unlimited discretion to determine the property, the proportion of property, and the value of the property involved, in order to determine what property shall comprise the portions to be paid to each beneficiary hereunder.

C. 1. Should any of my said children die prior to the termination of their separate trusts, said trust estate of said deceased child's trust shall vest in their living issue, per stirpes, or in default of issue, to the trusts herein for my surviving child, subject to Paragraph I herein. In the event any child of one of my said children becomes the beneficiary of a trust hereunder, such trust assets shall be maintained under the provisions hereof for the benefit of said grandchild in separate trusts for their benefit and distributed to each in accordance with the following schedule: when each said grandchild reaches the age of twenty-one (21) years, one-fourth (1/4) of the then accumulated income and principal of that grandchild's separate trust shall be distributed free of trust to said grandchild; and when each said



 JAMES J. LIVESAY, SR.

interests in the trust fund, or any part of same or the income produced from such fund, or any part of same.

If any beneficiary of any trust shall attempt to anticipate, pledge, assign, sell, transfer, alienate or encumber his or her interest, or if any creditor or claimant shall attempt to subject such interest to the payment of any debt, liability or obligation of such beneficiary, then thereupon any perceived right of such beneficiary to income shall terminate and thereafter the Trustee is authorized in its discretion to pay such income and/or principal to or apply same for the maintenance and health of one (1) or more of the following persons, namely: (a) such beneficiary, (b) his or her issue, and (c) those who would be entitled to receive the principal of the trust had the beneficiary died immediately prior to receipt of such income or principal by the Trustee, in such manner and proportions as the Trustee in its sole discretion may determine, regardless of equality of distribution; but in no event shall the Trustee be required or compelled to pay any part of the income or principal to or for such beneficiary.

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



JAMES J. LIVESAY, SR.

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

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

I. Notwithstanding any other provisions herein to the contrary, if in the sole and complete judgment of the Trustee, a beneficiary (at any time such beneficiary would otherwise be entitled to receive a distribution of principal from the trust estate) shall not have manifested the ability which would qualify such beneficiary prudently to use and conserve the principal of the trust estate provided to be distributed to such beneficiary, then and in such event, the Trustee is fully authorized to withhold and defer the delivery and conveyance of any part or all of such principal distribution until the Trustee shall deem such beneficiary to be qualified to prudently use and conserve the same; provided, however, such principal so retained shall continue to be administered as an integral part of such beneficiary's trust estate and may thereafter, as the Trustee deems wise, be paid over and delivered to such beneficiary in whole or in part and from time to time as and when the Trustee has determined such beneficiary is qualified to prudently use and conserve the same.

Should any beneficiary be disabled, incompetent, a debtor in any bankruptcy proceeding, a defendant in any filed or



JAMES J. LIVESAY, SR.

threatened legal proceeding, or in any way incapacitated at the time of any scheduled distribution, the Trustee is authorized in its discretion to withhold such distribution and continue to maintain such trust assets for the benefit of said beneficiary until such condition is removed. My Trustee shall have sole and absolute discretion to determine whether a beneficiary is disabled, incompetent or incapacitated and to determine when such conditions as detailed above have been removed.

J. This is a private trust, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee shall not be required to return to any court any periodic formal accounting of its administration of the trust, but said Trustee shall render annual accounts to the income beneficiaries of the trust. No person paying money or delivering property to the Trustee shall be required to see to its application. Bond shall not be required of the Trustee.

K. Each Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving sixty (60) days written notice to that effect, specifying the effective date of such resignation, to the current income beneficiary or beneficiaries at the time of giving notice. A Successor Trustee may then be appointed by an instrument delivered to such successor, with a copy to the existing Trustee, and signed by a majority of the beneficiaries of legal age, other than my said wife (or if any are minors, the guardian of their persons) of the trust at that time; provided that Successor Co-Trustees may be appointed, but in all instances of appointment of any Successor Trustee one (1) such Successor Trustee must always be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or



JAMES J. LIVESAY, SR.

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

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

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

L. If any beneficiary other than a said child or grandchild of mine having become entitled to a distribution of all or a portion of my estate or this trust shall be under the age of twenty-one (21) years or be under any legal disability, his or her share shall be vested in him or her, but distributions shall be postponed until he or she attains such age or until such disability has been removed. The Trustee is authorized in its discretion to pay to or for the benefit of said beneficiary such part of the income or principal of the retained share as the Trustee considers advisable for said beneficiary's education, maintenance and health and may add to the principal any income not so expended, and shall, subject to Paragraph I of this Article, distribute to such beneficiary principal and income at age twenty-one (21).

M. Unless sooner terminated by the provisions of this Will, and notwithstanding the terms of any trust herein, each and every trust created hereby shall come to an end at the expiration of



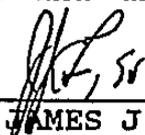
JAMES J. LIVESAY, SR.

twenty-one (21) years after the death of the last survivor among myself, my said wife, my children and all of their issue who are living at the time of my death, and at the expiration of said time notwithstanding any provision to the contrary herein contained, the Trustee shall pay over to the then income beneficiaries or if none then as set forth in Paragraph C.2. herein. In other words, notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of this trust shall vest in the period prescribed by the Rule Against Perpetuities.

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

O. The Trustee shall be entitled to receive reasonable compensation for its services rendered hereunder. The amount of compensation shall be no more than that generally charged by corporate trustees in the same operating area as the Trustee. Such compensation may be collected in the manner generally collected by corporate trustees in the same operating area as the Trustee and shall be shown on the annual accounting.

P. This trust shall be entitled to a proportionate share of the income of my estate commencing with the date of my death. During the administration of my estate and until the trust is



JAMES J. LIVESAY, SR.

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

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

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



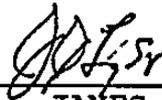
JAMES J. LIVESAY, SR.

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

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

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

T. My trustee shall be reimbursed and indemnified from my trust estate for, from, and against any and all liabilities,



JAMES J. LIVESAY, SR.

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

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



JAMES J. LIVESAY, SR.

ARTICLE VIII.

In the event my wife predeceases me, I direct that, after the payment or provision for payment of all properly probated and allowed debts, expenses and all death taxes as directed in Article II, my Executor shall deliver and convey all of the remainder of my aforesaid residuary estate wheresoever situated, including all of my real, personal and mixed property, lapsed legacies and devises, to my Trustee in trust under the provisions of the "James J. Livesay, Sr. Family Trust" set forth in Article VII herein to be administered and distributed under the terms thereof, for the benefit of my children and their issue.

ARTICLE IX.

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



JAMES J. LIVESAY, SR.

ARTICLE X.

I hereby grant to my Executor and my Trustee established hereunder (including any substitute or successor trustee, personal representative or executor) the continuing, absolute, discretionary power to deal with any property, real or personal, held in trust or in the administration of my estate as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with the Executor or Trustee shall be required to inquire into the propriety of their actions. Without limiting the generality of the foregoing, I hereby grant to my Executor and my Trustee and to any successor hereunder the following specific powers and authority in addition to, and not in substitution of, powers conferred by law:

A. To have all of the specific powers set forth in MISS. CODE ANN. §91-9-101 through §91-9-109 (1972) as now enacted or hereafter amended.

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

C. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor and Trustee may presume any securities owned by me at the time of my death to be of investment merit and worthy of retention by my Executor and Trustee. Such presumption shall not impair the power of sale or exchange or any other powers or discretion given the Executor or Trustee, but if said securities or any of them are retained by my Executor or Trustee for the duration of the administration of the estate proceedings or trust or any shorter period of time, my Executor or Trustee shall not be responsible or



JAMES J. LIVESAY, SR.

liable for any loss or decrease in the value of said securities or any of them by reason of such retention. My Executor and Trustee may also presume that the management of the companies whose securities are held in the estate and trust from time to time should be supported. Such presumption shall not impair the power of voting such securities or any other powers or discretion given my Executor and Trustee, but if said securities or any of them are voted by my Executor or Trustee in favor of the management of the respective companies issuing them or in favor of any proposals supported by such management, my Executor or Trustee shall not be responsible or liable for any act of such management or for the loss or decrease in value of said securities or any of them, or of the estate, by reason of such voting.

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

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

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



JAMES J. LIVESAY, SR.

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

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

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

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

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

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

M. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as they may deem advisable (with or without privilege of purchase), including but not limited to commercial, agricultural and oil, gas and mineral leases, and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate administration or the trust. With regard to mineral rights, to execute contracts, letter agreements, farm-out

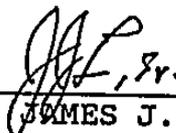
J. J. Livesay, Sr.

JAMES J. LIVESAY, SR.

agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed in relation thereto. To insure against fire or other risk. To make repairs, replacements and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use and to grant easements as they may deem proper; all without court order.

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

O. To employ accountants, attorneys, advisors, including investment advisors and money managers, and such agents as they may deem advisable; and to grant them discretionary powers, to pay reasonable compensation for their services and to charge same to (or apportion same between) income and principal as they may deem proper. In this regard, I encourage the beneficiaries of my estate and trust, if funded herein, if minors, or their guardians, to suggest such advisors to my Executor and/or Trustee and I encourage my Executor and/or Trustee to heed such suggestions if same is in the best interest of my beneficiaries.



JAMES J. LIVESAY, SR.

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

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

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

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

Since my Trustee is not required to distribute any income, I hereby authorize my Trustee, in its sole and absolute discretion, to decide how much income to distribute or accumulate and I exonerate my Trustee from any liability for additional tax on any trust if they accumulate any income of said trust.



JAMES J. LIVESAY, SR.

I also authorize my said Trustee, since not required to distribute any income, to elect or not elect to treat all or any portion of any estimated tax paid by any trust created hereunder as a payment by one or more beneficiaries of said trust. Said election may be made either pro-rata among the beneficiaries of each trust or otherwise in the discretion of my Trustee, whose decision shall be binding and conclusive upon all concerned. However, the election in the preceding sentence does not authorize principal distributions, unless same are so authorized elsewhere in this will.

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

U. To borrow to fund margin accounts and to buy or sell any stock or security options, including but not limited to calls, puts, straddles, spreads, strips or straps, whether over any recognized exchange or over-the-counter market and whether covered or uncovered.

V. In their sole discretion, if they deem practicable, to disclaim, in whole or in part, on my behalf any interest bequeathed or devised to me or otherwise inherited by my estate; and to exercise and make any and all tax elections of all kinds and execute and file any and all necessary tax returns and forms including, but not limited to, a joint income return with my wife, if deemed practicable.

W. The power, exercisable in their sole discretion, to invest in any insurance policy, whether the insured or covered person is a beneficiary or any other person. Such investment may be in part ownership of any insurance policy and may be made in any manner that the Executor or Trustee shall deem appropriate. The propriety of such investment and the nature and amount of the insurance policy in which is invested shall be solely within the discretion of the Executor or Trustee, and the Executor or Trustee



JAMES J. LIVESAY, SR.

shall incur no liability as a result of such investment, even though such insurance policy is not an investment in which trustees are authorized by law or by any rule of court to invest trust funds. The Trustee shall have the power, exercisable in its sole discretion, to retain any such insurance policy as an investment of the trust estate without regard to the portion that such insurance policies of a similar character, so held, may bear to the entire amount of the trust estate. The term "insurance policy" shall be deemed to include life insurance policies, annuity contracts, accident policies, and any retirement plan or contract under which death benefits can or are made payable to the Executor or Trustee.

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

Y. The power, exercisable in their sole discretion, to make any election permitted under the applicable federal income and estate and gift tax laws (including but not limited to converting any corporation to an S-Corporation and deferral of excise taxes on excess retirement benefits) and to make such accompanying adjustment between income and principal as they may deem proper. This power also includes, but is not limited to, the power to make the election to recognize gain or loss on the distribution of property in kind, as now permitted under Section 643(d)(3) of the Internal Revenue Code of 1986, or as permitted in any later codification.

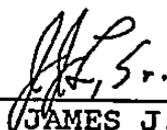
Certain trusts in this will or transfers made during my lifetime may be subject to taxation under Chapter 13 (Sections 2601, et seq.) of the Internal Revenue Code (or similar statutes in force and effect from time to time). In consideration of the special duties and responsibilities imposed upon the Trustee by



JAMES J. LIVESAY, SR.

reason thereof, the following provisions shall be applicable to any such trust:

- a. Upon a generation-skipping transfer which is taxable under Chapter 13, the Trustee shall be fully protected by its decision in good faith (1) to withhold distribution of all or any part of the trust, pending final determination of the Generation-Skipping Transfer Tax (GST); (2) to hold the assets on hand which are subject to an alternate valuation election during the full holding period of such election, or to distribute or otherwise effect disposition of any such assets during such period; and (3) to the extent that the Trustee shall have a choice of dates as of which to value property for GST, or a choice to treat or use an item either as an income tax deduction or a GST deduction, the Trustee may make such choices as it in its sole discretion, shall deem advisable, regardless of the resulting effect on any other provisions of the trust or on any person interested therein and any person adversely affected by such a choice shall not be entitled to any reimbursement or adjustment by reason thereof.
- b. My Trustee is authorized to allocate any portion of my GST exemption available under Section 2631(a) of the Internal Revenue Code, as amended, or under any corresponding state statute, if any, to any property as to which I am the transferor, including any property transferred by me during life as to which I did not make an allocation prior to my death.



JAMES J. LIVESAY, SR.

- c. My Trustee is authorized to divide property in the trust with an inclusion ratio as defined in Section 2642(a)(1) of the Internal Revenue Code, as amended, into separate trusts representing two fractional shares of the property being divided, one to have an inclusion ratio of one and the other to have an inclusion ratio of zero.
- d. If any trust created under this will provides that a child of mine shall be the income beneficiary thereof and that upon said child's death, the trust shall be distributable to or continue for the benefit of my grandchildren or more remote issue, and be subject upon the death of the income beneficiary to GST, I hereby grant to such income beneficiary a general power to appoint such portion of the principal of the trust upon his or her death as the Trustee shall determine will result in an over-all savings of estate taxes and GST as between the estate of the income beneficiary and the trust or trusts hereunder which would otherwise be subject to the GST at the income beneficiary's death as to such portion of principal. The determination of the Trustee as to such amount will be conclusive and binding upon all persons interested in trust, and I exonerate the Trustee with respect to its good faith determination of the amount. Such power shall be exercisable to and among such person or persons, including his or her estate and the creditors of his or her estate, and in such proportions as the income beneficiary may designate or appoint by will admitted to probate in any jurisdiction. The power shall be exercisable



JAMES J. LIVESAY, SR.

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

- e. No adjustment shall be made between any interested parties by reason of the operation of said Chapter 13 or elections made by the Trustee thereunder.
- f. The GST shall be paid (a) in the case of a direct skip, by the Trustee out of the principal of the trust, (b) in the case of a taxable termination, by the Trustee out of the principal of the trust; and (c) in the case of a taxable distribution, out of the amount or property being distributed.

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



JAMES J. LIVESAY, SR.

ARTICLE XI.

I presently own and operate certain business ventures and enterprises, and I anticipate that at the time of my death I will own such interest in such business and possibly other businesses, or that I will own a substantial interest in another business enterprise (whether operated in the form of a corporation, a partnership or a sole proprietorship), hereinafter referred to as "the business," and consequently I expect that some such business enterprise or enterprises will be in my estate at the time of my death. Since I desire that my Executor shall have the discretion to continue to hold and operate each such business as a part of my estate, I hereby vest my said Executor, including any successors thereto, with the following powers and authority as supplemental to the ones contained in Article X (General Powers), the applicability of which to the business I confirm, without limitation by reason of specification, and in addition to powers conferred by law, all of which may be exercised with respect to every such business, whether a corporation, a partnership or a sole proprietorship:

A. To retain and continue to operate the business for such period as the Executor may deem advisable. To vote all stock or issue proxies therefor.

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

C. To hire and discharge officers and employees, fix their compensation and define their duties; and similarly to employ, compensate and discharge agents, attorneys, consultants, accountants and such other representatives as the Executor may deem



JAMES J. LIVESAY, SR.

appropriate; including the right to employ any beneficiary or my estate in any of the foregoing capacities.

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

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

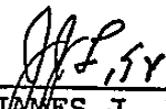
F. To take any action required to convert any corporation into a partnership or sole proprietorship or S-Corporation.

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

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

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

J. To sell or liquidate all or any part of any business, including but not limited to real property, at such time and price and upon such terms and conditions (including credit) as the Executor may determine all without Court order. The Executor is specifically authorized and empowered to make such sale to any partner, officer or employee of the business (or to any individual executor) or to any beneficiary hereunder, and to consummate or



JAMES J. LIVESAY, SR.

carry out any valid and binding agreement for the sale or exchange of said stock or business.

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

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

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

If any business operated by my Executor pursuant to the authorization contained in this Will shall be unincorporated, then I direct that all liabilities arising therefrom shall be satisfied first from the business itself and second out of the estate. It is my intention that in no event shall any such liability be enforced against the Executor personally. If the Executor shall be held personally liable, it shall be entitled to indemnity first from the business and second from the estate. The same above-mentioned rights shall apply to my Trustee in operating any business enterprise(s) that may become a part of any trust created herein.

ARTICLE XII.

I appoint my wife, MARY LEE LIVESAY, as Executor of my estate; or if she predeceases me, fails to qualify or otherwise ceases to act, I appoint my son, JAMES J. LIVESAY, JR., as Successor Executor. If he predeceases me, fails to qualify or otherwise ceases to act, I appoint my son, WILLIAM EUGENE LIVESAY as Alternate Successor Executor. I direct that any and all of the above-named persons serve in said capacities without the necessity



JAMES J. LIVESAY, SR.

of making bond, inventory, accounting or appraisement to any court, to the extent that same may be properly waived under the law.

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

I appoint as Trustee of the James J. Livesay, Sr. Family Trust, created herein FIDUCIARY MANAGEMENT COMPANY, L.L.C., Jackson, Mississippi. I also direct that said Trustee or any successor to it serve without the necessity of making bond, inventory, appraisement or accounting to any court to the extent that same may be properly waived under law.

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

However, the waiver of bond, inventory, accounting and appraisement of my Executor and Trustee shall not prevent any such fiduciaries from filing said documents if they deem same advisable under the circumstances and if filed they shall be entitled to reimbursement for the cost thereof from the estate or trust.

During the existence and duration of the James J. Livesay, Sr. Family Trust, if funded as provided herein, a majority of the beneficiaries of legal age, other than my said wife, (or if any are minors, the guardian of their persons) may demand resignation of any Trustee of the James J. Livesay, Sr. Family Trust with or without cause; provided, however, that upon such demand of resignation of said Trustee or Trustees, a majority of said trust beneficiaries of legal age, other than my said wife, (or if any are minors, the guardian of their persons), shall appoint a Successor Trustee as they in their discretion shall determine for the best interests of the beneficiaries of said trust; provided that



JAMES J. LIVESAY, SR.

Successor Co-Trustees, may be appointed, but in all instances one (1) such Successor Trustee must always be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location. Under no circumstances shall my said wife or any other beneficiary or child, parent or spouse of any beneficiary, of the trust serve as Trustee. Any such Successor Trustee shall be vested with all rights, powers, duties and discretions conferred upon the original Trustee.

ARTICLE XIII.

In the event that both my said wife and I should die in a common disaster or accident, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that she shall be deemed to have survived me, and this will and all of its provisions shall be construed upon that assumption. Should I die in such a common disaster with any beneficiary(ies) of my estate, other than my said wife, and it is impossible to determine who survived, I shall be deemed to have survived such other beneficiary(ies) and this will and all of its provisions shall be construed upon that assumption.

ARTICLE XIV.

I hereby authorize and empower my wife and my herein-named children or their issue, or any other beneficiaries of my estate; or if any of said beneficiaries of my estate are deceased or disabled, I authorize and empower their executor(s) or executrix(es) or agents or personal representatives, or trustees to disclaim all or any portion of my estate herein provided for them. To be effective, such disclaimer shall be in writing and shall be delivered to my Executor within the period designated by the



 JAMES J. LIVESAY, SR.

Internal Revenue Code and any Mississippi disclaimer statutes effective at the date of my death. Any portion of my estate so disclaimed by my said wife shall pass as a part of my estate and be distributed in accordance with the provisions of Article VII; and any portion so disclaimed by any other beneficiary shall pass under this Will, as if said beneficiary disclaiming had predeceased me.

I, JAMES J. LIVESAY, SR., have signed this Will which consists of thirty-five (35) pages, this the 12th day of May, 1995, in the presence of J. STEPHEN STUBBLEFIELD, and EDWIN WOODS, JR., who attested it at my request.

James J. Livesay, Sr.
JAMES J. LIVESAY, SR., Testator

The above and foregoing Will of James J. Livesay, Sr. was declared by him in our presence to be his Will and was signed by James J. Livesay, Sr. in our presence and at his request and in his presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the Will of James J. Livesay, Sr. on this the 12th day of May, 1995.

J. Stephen Stubblefield of 340 Sherborne Place
Jackson, MS 39208
Edwin Woods, Jr. of 3157 Bienville Dr.
Jackson, MS 39212

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

IN THE MATTER OF THE ESTATE
OF JAMES J. LIVESAY, SR.

CAUSE NO. _____

PROOF OF WILL

Be it known and remembered that on this 12 day of May, A.D., 1995, before me, the undersigned authority, personally came and appeared EDWIN WOODS, JR., one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of James J. Livesay, Sr., bearing date of the 12 day of May, 1995; and he/~~she~~, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said James J. Livesay, Sr. signed, published and declared said instrument of writing as and for his Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said James J. Livesay, Sr., was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of The First Judicial District of Hinds County, Mississippi, where he had maintained his fixed place of residence prior to said date; and that said James J. Livesay, Sr. was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testator and in the presence of each other on the date aforesaid.

Edwin Woods, Jr.
EDWIN WOODS, JR. Witness

SWORN TO AND SUBSCRIBED before me by Edwin Woods Jr.
this 12th day of May, A.D., 1995.

Candice Shreve Powell
NOTARY PUBLIC

My Commission Expires:
June 5, 1995

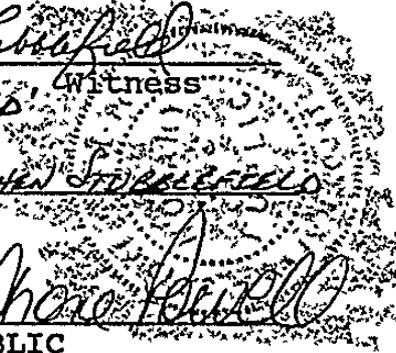
IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT
OF HINDS COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF JAMES J. LIVESAY, SR.

CAUSE NO. _____

PROOF OF WILL

Be it known and remembered that on this 12th day of May, A.D., 1995, before me, the undersigned authority, personally came and appeared J. STEPHEN STUBBLEFIELD, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of James J. Livesay, Sr., bearing date of the 12th day of May, 1995; and he/~~she~~, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said James J. Livesay, Sr. signed, published and declared said instrument of writing as and for his Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said James J. Livesay, Sr., was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of The First Judicial District of Hinds County, Mississippi, where he had maintained his fixed place of residence prior to said date; and that said James J. Livesay, Sr. was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testator and in the presence of each other on the date aforesaid.

J. Stephen Stubblefield
J. STEPHEN STUBBLEFIELD, Witness

Concetta Choro Stubblefield
NOTARY PUBLIC

SWORN TO AND SUBSCRIBED before me by J. STEPHEN STUBBLEFIELD
this 12th day of May, A.D., 1995.

My Commission Expires:
June 5, 1995

LAST WILL AND TESTAMENT

OF

TOMMY EUGENE FULCHER

FILED
THIS DATE

JAN 29 2002

MIKE CROOK
CHANCERY CLERK

By: *[Signature]* D.C.

#2002-008

STATE OF MISSISSIPPI

COUNTY OF MADISON

I, **TOMMY EUGENE FULCHER**, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind, memory and understanding, and being over the age of twenty-one (21) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other Wills, Testaments and Codicils thereto heretofore made by me

ITEM I

I hereby direct my Executrix to pay all of my just debts and obligations which may be probated, registered and allowed against my estate, including expenses of my funeral and a suitable marker for my grave and that the administration of my estate be completed as soon after my death as may be reasonably done

ITEM II

I hereby give, devise and bequeath to my wife, **ARCHIE DEAN FULCHER**, all of my property, real, personal and mixed, of whatsoever kind and nature, and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or over which I shall have any power of appointment, and the same shall be hers absolutely

ITEM III

I hereby appoint, nominate and constitute my wife, **ARCHIE DEAN FULCHER**, as Executrix of this my Last Will and Testament. My Executrix shall have full and plenary power and authority to do and perform any act deemed by her to be for the best interest of my estate, without any limitations whatsoever, and without surety bond, and said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and re-invest the

File
494

TOMMY EUGENE FULCHER

[Signature]

PAGE TWO OF TWO

same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents or accountants that she may deem necessary and for the best interest of my estate and to pay unto herself a just and reasonable compensation as Executrix

The foregoing Last Will and Testament consists of two (2) pages, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament on this the 29th day of Jan, 2001.

new
(19A)

new
(19A)
TOMMY EUGENE FULCHER

STATE OF MISSISSIPPI
COUNTY OF MADISON

We, each of the subscribing witnesses to the Last Will and Testament of TOMMY EUGENE FULCHER do hereby certify that said instrument was signed by the said TOMMY EUGENE FULCHER, in our presence and in the presence of each of us, and that the said TOMMY EUGENE FULCHER declared the same to be his Last Will and Testament in the presence of each of us and that we each signed as subscribing witnesses to his Will at the request of TOMMY EUGENE FULCHER, in his presence and in the presence of each other

Molly E. Waddell
ADDRESS 181 Mockey Dr.
Madison, MS 39110
Donna Oddy
ADDRESS 201 Pecan Cr. Dr.
Derry MS 39170

new
(19A)
TOMMY EUGENE FULCHER
[Signature]

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 29th day of January, 2002, at 11:15 o'clock A. M., and was duly recorded on the 29th day of Jan. 2002 Book No. 34, Page 299
MIKE CROOK, CHANCERY CLERK BY: [Signature] D.C.

