

FILED
THIS DATE

PROOF OF WILL

JAN 29 2002

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

COMES NOW MOLLY E. WALDRUP, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of ARCHIE DEAN FULCHER, 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 ARCHIE DEAN FULCHER, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 24th day of October, 2001, the day of the date of said instrument, in the presence of this deponent and DONNA ADDY, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and that she and DONNA ADDY 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 testator and in the presence of each other, on the day of the date of said instrument

[Signature]
MOLLY E. WALDRUP

STATE OF MISSISSIPPI

COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 16th day of December, 2001.

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:
March 10, 2005
(S.E.A.B.)

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 1301.
MIKE CROOK, CHANCERY CLERK BY: [Signature] D.C.



FILED

THIS DATE

FEB 05 2002

Last Will and Testament

OF

2002-083

GLEN SMITH

MIKE CROOK
CHANCERY CLERK

By: *[Signature]* D.C.

I, GLEN SMITH, an adult resident citizen of Hinds County, Mississippi, being of sound and disposing mind, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all former wills and codicils heretofore executed by me.

ARTICLE I

I hereby will and direct that at the time of my death I be given a Christian-like funeral suitable to my circumstances and station in life, and that my just debts, including funeral expenses and expenses of my last illness, if any, be paid by my Executor as soon after my death as conveniently may be done.

ARTICLE II

I devise and bequeath all of my property, real, personal and mixed, whatsoever and wheresoever located, share and share alike, to my children, Michael Glen Smith and Latricia Ann Cannon, to have and to hold as their property absolute. If either of my said children shall not survive me and that deceased child shall leave heirs of his or her body surviving him or her, then I bequeath and devise that said deceased child's share in this bequest to the living heirs of his or her body, per stirpes, in equal shares. If said deceased child does not leave surviving him or her any issue, then I bequeath and devise all of this bequest to my surviving child.

ARTICLE III

I hereby nominate and appoint my son, Michael Glen Smith, to serve as Executor of this my Last Will and Testament. If my son,

Glen Smith

Michael Glen Smith, is unwilling or unable to serve for any reason, then I nominate and appoint my daughter, Latricia Ann Cannon, to serve as Executrix of this my Last Will and Testament, and direct that either serve without the necessity of making bond. I specifically waive all accountings, inventories, appraisements, and the appointment of and report of appraisers and direct that my Executor not be required to report to any court. I vest my said Executor with full power and authority to sell, transfer and convey any property, real or personal, which I may own at the time of my death, at such time and price and upon such terms and conditions (including credit) as he may determine, and do every act and thing necessary or appropriate for the complete administration of my Estate.

It is my desire, if feasible and practicable, that the law firm of Montgomery, Smith-Vaniz & McGraw be retained by my Executor to assist in the probate of this my Last Will and Testament.

IN WITNESS WHEREOF, I have signed, published and declared this instrument consisting of three (3) pages to be my Last Will and Testament on this, the 13th day of June, 1991.

Glen Smith
GLEN SMITH

Glen Smith

A T T E S T A T I O N

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

THIS the 13th day of June, 1991.

Deborah Kay Hudson
WITNESS

Ruby Michele Bell
WITNESS

Glen Smith

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 5th day of February, 2002, at 1:45 o'clock P. M., and was duly recorded on the 5th day of February, 2002, Book No. 34, Page 302.
MIKE CROOK, CHANCERY CLERK BY: Laraine Trapp D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF GLEN SMITH, DECEASED

CIVIL ACTION, FILE NO. 2002-083

FILED

AFFIDAVIT OF SUBSCRIBING WITNESS THIS DATE

STATE OF MISSISSIPPI

FEB 05 2002

COUNTY OF Warren

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

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Ruby Michele Bell, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Glen Smith, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Glen Smith, signed, published and declared said instrument as his Last Will and Testament on the 13th day of June, 1991, the day and date of said instrument, in the presence of this affiant and Deborah Kay Hudson, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, Ruby Michele Bell, the Affiant and Deborah Kay Hudson, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and

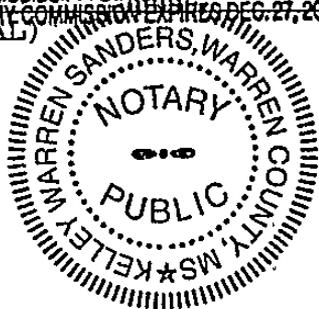
request and in the presence of said testator and in the presence of each other.

Ruby Michele Bell
Ruby Michele Bell

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 30th day of January, 2002.

Kelley Warren Sanders
NOTARY PUBLIC

MY COMMISSION EXPIRES:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
~~MY COMMISSION EXPIRES DEC. 27, 2005~~
(SEAL)



I:\FIRM\DAMP\ESTATE\Smith\Affidaivt (110) wpd

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 5th day of February, 2002, at 1:45 o'clock P. M., and was duly recorded on the 5th day of Feb. 2002, Book No. 34, Page 305.
MIKE CROOK, CHANCERY CLERK BY: Carine Rupp D.C.



#2002-087

FILED
THIS DATE

BOOK 0034 PAGE 307

FEB 08 2002

STATE OF MISSISSIPPI
COUNTY OF MADISON

LAST WILL AND TESTAMENT OF VIRGINIA HILL

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

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

ITEM ONE: Realizing that my husband, Herman Hill, has a separate estate which is of equal or greater value than my own, I give, devise, and bequeath unto my son, FABIAN LEWIS HILL, all of my properties, real, personal, and mixed of every nature and kind, and wherever the same may be situated, of which I may die seized and possessed.

ITEM TWO: I hereby name, constitute, and designate my son, FABIAN LEWIS HILL, as Executor of this my Last Will and Testament. I hereby direct that the Executor of this my Last Will and Testament not be required to give bond, make inventory, appraisement, or accounting, and to the extent such requirements may be waived, I hereby waive for my Executor the requirements of bond, inventory, appraisal, and accounting.

SIGNED, PUBLISHED, AND DECLARED by me as my Last Will and Testament on this the 2 day of August, 1989, 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.

Virginia Leon Hill
VIRGINIA HILL

WITNESSES:

Janetta M. Edwards

Bentley E. Lomax

FILED
THIS DATE

AFFIDAVIT OF SUBSCRIBING WITNESS

FEB 08 2002

STATE OF MISSISSIPPI
COUNTY OF Madison

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

PERSONALLY appeared before me, this date, the undersigned authority, in and for the aforesaid jurisdiction, the within named BENTLEY E. CONNER, who, on his Oath, after being by me first duly sworn, stated that he is one of the Subscribing Witnesses to the Last Will and Testament of VIRGINIA HILL, Deceased, and that he and the other Witness thereto, did in the presence of each other, observe that the said VIRGINIA HILL did declare and execute the document exhibited hereto, as her Last Will and Testament, in their immediate presence, and in the immediate presence of each other, and that he signed his name as a Subscribing Witness thereto, and at the request of the said VIRGINIA HILL, Testatrix, in her immediate presence and in the immediate presence of the other witness herein; That he further would state and certify that he is an adult bona fide resident citizen of the State of Mississippi, and that he is fully competent to testify as to the matters contained herein. That he was personally acquainted with VIRGINIA HILL, during her lifetime, and he knows from his own personal knowledge that the Testatrix was a resident adult bona fide citizen of Madison County, Mississippi, over the age of eighteen (18) years, and of sound and disposing mind and memory and capable of appreciating her acts and the consequences thereof on the date of August 2, 1989, and for some time theretofore, and thereafter.

AND FURTHER AFFIANT SAYETH NOT.

WITNESS MY SIGNATURE this the 30th day of November, 2001.

Bentley E. Conner
BENTLEY E. CONNER

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

Stephanie E. Malley
NOTARY PUBLIC

MY COMMISSION EXPIRES:



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 8th day of Feb, 2002, at 10:30 o'clock a M., and was duly recorded on the FEB 8 2002, Book No. 34, Page 307.

MIKE CROOK, CHANCERY CLERK

BY: Stacey Hill D.C.



FILED
THIS DATE

LAST WILL AND TESTAMENT

FEB 08 2002

OF

HENRY J. HALFORD

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

#2002-029

I, Henry J. Halford, an adult resident citizen of Rankin County, Mississippi, being of sound and disposing mind and memory and being over the age of twenty-one years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all former wills and codicils heretofore executed by me.

I do hereby state that I am a widower and that I have no living children or grandchildren.

I

I do hereby appoint Roy Halford as Executor of this, my Last Will and Testament and direct that he serve without bond and without accounting to the Court, and I further waive the necessity of having a formal appraisal made of my estate and the taking of inventory. My Executor shall be entitled to a reasonable fee for his services.

II

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

Last Will and Testament of H J Halford

III

My Executor shall have sole authority to liquidate my entire estate or to divide my estate as equal and just as he deems may be proper. I do hereby give, devise and bequeath my entire estate, including all of my real, personal and mixed property of every description and kind and wheresoever situated unto my sisters, Maybell Chandler of Leake County, Mississippi, Fannie Rainer of Wiggins, Mississippi and Leona Watts of Long Beach, Mississippi, to share and share alike.

IN WITNESS WHEREOF I have hereunto subscribed my name to this the 24th day of January, 2001.

Henry J. Halford

Henry J. Halford

OATH

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

WITNESS

Annifer M Moore

ADDRESS

2917 Hwy 80 East

Pearl, MS 39208

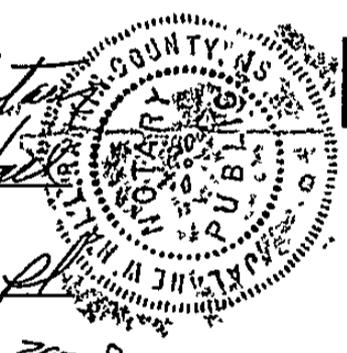
WITNESS & Notary

Jessie Hall

ADDRESS

810 Raymond St

Pearl, Ms. 39208



Last Will and Testament of
Page 2 of 2 Pages

Henry J. Halford

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 24th day of Feb, 2002, at 1:00 o'clock P M., and was duly recorded on the FEB 18 2002, Book No. 34, Page 309.

MIKE CROOK, CHANCERY CLERK

BY: Jessie Hall D.C.



FILED
THIS DATE

#2002-077

FEB 08 2002

LAST WILL AND TESTAMENT

MIKE CROOK
CHANCERY CLERK
By: Sawyer DC

OF

WILLIAM JOHN CARR

I, William John Carr, an adult resident of Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My wife's name is Maxine Pitts Carr and she is herein referred to as "my wife." I have three (3) adult children, as follows:

Kay C. Houck

Judy Aileen Carr

William Stanley Carr

The word "descendants" shall include any person hereafter born to any of my descendants. Each of the words "child," "children" and "descendants" shall include an adopted child or adopted children.

ITEM II.

I appoint my son, Willaim Stanley Carr, as Executor of my Estate.

ITEM III.

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

ITEM IV.

To my wife, Maxine Pitts Carr, if she survives me, I devise and bequeath my automobiles and other vehicles, club memberships, clothing, books, jewelry, sport equipment and other personal effects.

If my wife does not survive me, I devise and bequeath all such personal effects to my surviving children, in equal shares.

ITEM V.

All furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in our home is the property of my wife. I have no right to dispose of these items and confirm her title to them. If my wife predeceases me and I have any right to these items at the time of my death, I give and bequeath all such items to my surviving children, in equal shares.

ITEM VI.

A. After the payment of any debts and expenses of my estate, I devise and bequeath to my children, Kay C. Houck, Judy Aileen Carr, and William Stanley Carr, assets having a value equal to the maximum amount of the exemption

equivalent at the time of my death provided for in Section 2010 of the Internal Revenue Code of 1986, as amended, less any taxable transfers I may have made since 1976.

As used in this Will, the term "taxable transfers" shall mean transfers made by me that are subject to the transfer tax provided for in Section 2001 of the Internal Revenue Code of 1986, as amended. The term "value" shall mean the value as of the date of distribution of any assets distributed to satisfy this bequest.

The amount determined above shall be increased by an amount of property which will allow my estate to receive the maximum benefit from the Credit for State Death Taxes provided by Section 2011 of the Internal Revenue Code of 1986, as amended. However, this increase shall not cause the total of this bequest to exceed the maximum amount on which there would be no federal estate tax due on my estate.

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

ITEM VII.

A. I give, devise and bequeath to William Stanley Carr, as Trustee of the "William John Carr Marital Trust," all the rest and residue of my estate to be held for the benefit of my wife as beneficiary.

B. The Trustee shall hold, manage, invest and reinvest the trust property and, commencing with the date of my death, pay to or apply for the benefit of the beneficiary

all the net income of this trust. These income payments shall be made to the beneficiary in convenient installments, at least quarter-annually.

C. In addition to the net income, the Trustee, in the exercise of its sole and uncontrolled discretion, may pay to or apply for the benefit of the beneficiary so much of the principal of this trust as the Trustee deems needful or desirable for the beneficiary's health, support and maintenance, including medical, surgical, hospital or other institutional care, having in mind both the standard of living to which the beneficiary has been accustomed and the funds available to the beneficiary from other sources.

D. The beneficiary shall have the right to disclaim all or any part of the beneficiary's interest in any property distributed to the beneficiary, whether outright or in trust, provided the beneficiary shall do so within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be timely filed in the Court in which my estate is being probated. If the beneficiary disclaims in whole or in part, the property in which the beneficiary disclaims the beneficiary's interest shall be disposed of in accordance with the provisions of paragraph J of this Item.

E. Upon the death of the beneficiary any

undistributed income of the trust shall be paid to the beneficiary's estate or as the beneficiary appoints by the beneficiary's Last Will and Testament. The entire remaining principal of this trust shall be paid over and distributed as provided in paragraph J of this Item.

F. In establishing this trust for the benefit of the beneficiary, the I direct (a) that except to the extent this trust cannot otherwise be funded by property of my estate which would qualify for the marital deduction, there shall not be allocated to the trust any property, or the proceed of any property which would not qualify for the marital deduction allowable in determining the federal estate tax on my estate, or any property, or the proceeds of any property, includable in my gross estate for federal estate tax purposes and also subject (by reason of my death) to any inheritance tax, transfer tax, estate tax or other death duty in any foreign country, state, province or other political subdivision thereof; (b) that except upon the direction of my beneficiary, the Trustee shall not invest in or retain beyond a reasonable time any unproductive property, as that property with respect to which the marital deduction would not be allowed; and (c) that none of the powers granted to the Trustee by this Trust shall be executed in such a manner as to disqualify this trust or any part thereof from the marital deduction allowable in determining the federal estate tax on my estate.

G. None of the assets of this trust shall be used for

the payment of any estate, inheritance or other death taxes that shall become payable upon or by reason of my death.

H. By the provision of this Item, I have established a "qualified terminable interest property" trust, as that term is defined in Section 2056(b)(7) of the Internal Revenue Code of 1986, as amended, and in effect on the date of this Will. I hereby direct my Executor to file on the federal estate tax return of my estate the election necessary to treat this trust as such for purposes of that provision of the Internal Revenue Code provided my beneficiary is living on the date my estate tax return is required to be filed. If my beneficiary is not living on the date my estate tax return is due to be filed, my Executor shall make this election as to all or part of the assets of this trust or not make any election as my Executor shall determine advisable to obtain the maximum estate tax benefits for both my estate and the estate of my beneficiary.

I. This trust shall be designated and known as the "William John Carr Marital Trust."

J. If my beneficiary shall not survive me, then the residue of my estate shall be paid over and distributed to my children, Kay C. Houck, Judy Aileen Carr, and William Stanley Carr, in equal shares. If one or more of my children shall not be living at the time this distribution is required, the interest of such deceased child shall be distributed to his or her children, per stirpes. If such

deceased child has no surviving descendants, the interest shall be distributed to my other children, per stirpes.

ITEM VIII.

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

B. If at any time any distribution of trust assets from any trust created in the Will is required and a minor is entitled to a share thereof, the trustee is directed to continue to hold the share of the minor in trust for the minor's benefit until such minor attains age thirty (30) years. Until distribution is made, the trustee shall expend such part of the income and/or principal of the share belonging to the minor as the trustee in the trustee's

discretion deems necessary to provide for the education, support, maintenance and health of the minor.

C. Notwithstanding any provision of the Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule Against Perpetuities. Upon such vesting, any trust, property held by the trustee shall be distributed to the beneficiary or beneficiaries of the trust (unless such beneficiary is a minor) as though such beneficiary had reached the age at which final distribution is required by this Will.

D. None of the principal or income of any trust created under this Will shall be liable for debts of any beneficiary. The beneficiaries have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of their interest in the trust funds or the income produced from the funds.

E. Generation-Skipping Tax Provision.

1. Notwithstanding any other provision of this Will:

(a) If a trust created hereunder (the "Initial Trust") would otherwise be partially exempt from generation-skipping tax after the intended allocation of a GST Exemption to it, then, before such allocation and as of the relevant valuation date under Section 2642 of the Code with respect to such allocation, the Trustee may (but need not) create instead two separate trusts of equal or unequal value which shall be identical in all other respects to the Initial

Trust, so that the allocation of GST Exemption can be made to one trust which will be entirely exempt from generation-skipping tax. The two trusts created under this subparagraph (which are sometimes referred to herein as "related") shall have the same name as the Initial Trust except that the trust to which the GST Exemption is allocated shall have the phrase "GST Exempt" added to its name.

(b) If property which is held in, or is to be added or allocated to, a trust pursuant to this Will is subject to different treatment for any reason for purposes of the generation-skipping tax under Chapter 13 of the Code than other property being added to or allocated to, or also held in, that trust, then the Trustee may (but need not) hold such property instead as a separate trust that is appropriately designated to distinguish it from the trust to which the property otherwise would have been allocated, but that is identical in all other respects to that trust. The identical trusts resulting from application of this subparagraph are also sometimes referred to herein as "related".

(c) It is my intent that the Trustee shall not be required to create or administer a trust hereunder that is only partially exempt from generation-skipping taxes, or to commingle property subject to different treatment for generation-skipping tax purposes whether because the transferors with respect to the property are assigned to

different generations or otherwise. The provisions of this Paragraph 1. are intended to enable the Trustee to avoid such situations by empowering the Trustee to segregate trust property (i) that is entirely exempt from generation-skipping tax from trust property that is not exempt, or (ii) that is otherwise treated differently from other trust property for purposes of the generation-skipping tax, and the provisions of this Paragraph 1. should be applied in a manner consistent with this intention.

(d) As used herein, the "GST Exemption" means the exemption from generation-skipping tax allowed under Section 2631 of the Code.

2. To the extent it is consistent with the Trustee's fiduciary obligations, the Trustee, in making discretionary distributions of net income and principal from the related trusts referred to in Paragraph 1. of this Paragraph, shall take advantage of the opportunities provided by the creation of such related trusts to avoid or delay generation-skipping tax when making discretionary distributions, and to maximize the amount of trust property that eventually may be distributed to my grandchildren or more remote descendants without transfer tax of any kind at the termination of all trusts created hereunder.

ITEM IX.

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

estate and until the trust is established, I authorize the trustee, in the trustee's discretion, to request of my executor, in which at least annually out of my estate advanced payments of income to the income beneficiaries of the trust. These payments shall be an amount which in the judgment of the trustee and the executor, jointly, equals the income which the beneficiaries would receive from the trust had it been established at my death.

ITEM X.

Any trust created by this Will is a private trust. The trustee shall not be required to obtain the order or approval of any court for the exercise of its power and discretions.

No trustee hereunder shall be required to enter into any bond or to file with any court a formal accounting of the trustee's administration. The trustee shall render annual accounts to the income beneficiaries of each trust. No persons paying money or delivering property to the trustee shall be required to see to its application.

ITEM XI.

The trustee of any trust created in this Will may resign at any time by giving written notice, specifying the effective date of resignation, to the persons who are income beneficiaries of the trust at that particular time. The notice may be made by personal delivery or sent by registered mail. In the event William Stanley Carr dies, resigns, or becomes unable to serve, regardless of the

cause, Kay C. Houck and Judy Aileen Carr shall serve as trustee. In the event either Kay C. Houck or Judy Aileen Carr dies, resigns, or becomes unable to serve, the other shall serve as trustee. In the event both Kay C. Houck and Judy Aileen Carr dies, resigns or becomes unable to serve, a successor trustee shall be appointed by the Chancery Court of Madison County, Mississippi, upon petition brought by or on behalf of the beneficiaries of the trust. In order to avoid adverse taxation concerns, in no event may my wife be appointed nor may she serve as successor trustee. Any resigning trustee shall deliver all trust assets to the successor trustee on the effective date of the resignation, and shall, within sixty (60) days of such date, submit a full and final accounting to the successor trustee and to the income beneficiaries of the trust. Any successor trustee shall be vested with all the rights, powers, duties and discretions conferred upon the original trustee.

ITEM XII.

Unless otherwise provided, the administration and management of any trust created herein, the sale and conveyance of the trust assets, the investment and reinvestment of trust assets and the rights, powers, duties and liabilities of the trustee shall be governed by the terms and provisions of the Uniform Trustee's Powers Law of Mississippi as it now exists or may hereafter be amended. In addition to the powers contained in that Law, and the power to make "legal investments" under Mississippi Law, the

trustee shall have full power and authority:

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

B. To place funds on time deposit in savings accounts or certificates of deposit in any federally insured bank or federally insured savings and loan association, including any bank which may be serving as trustee.

C. To receive, invest in, and retain in the trust all types of property and, especially, to receive, invest in, and retain in the trust shares of stock in closely held corporations, partnership interests in general and limited partnerships, and unimproved real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which trustees generally are authorized to invest by law.

D. To sell, transfer, convey, mortgage, lease and dispose of the trust property upon such terms and in such manner and for such amounts as the trustee shall deem proper, and any lease or other instrument which is executed

by the trustee shall continue in full force and effect under its terms, notwithstanding the termination of any trust hereunder.

E. To consolidate and merge any trust created hereunder with any other trust created by me or any other person, whether inter vivos or by Will, if the beneficiaries are the same and the terms of that other trust are substantially the same as this trust.

F. To invest trust assets in a prudent manner; however, the trustee may not invest the trust assets in a common trust fund.

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

H. To distribute income of the trust in cash or in kind. In making distributions of both principal and income, the trustee may make a non pro rata distribution of property in kind. The judgment of the trustee concerning values and purposes of such division or distribution of the property or securities held in the trust shall be binding and conclusive on all interested parties. In making a division or distribution, the trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed and may select assets to be

allocated or distributed without regard to the income tax basis of the property.

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

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

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

L. To carry out agreements made by me during my lifetime, including the consummation of any agreements relating to the capital stock of corporations owned by me at the time of my death or to any partnerships of which I may be a member at the time of my death including entering into agreements for the rearrangement, alteration, continuation, or termination of my interests.

M. To borrow money to pay taxes, exercise rights and options, pay assessments, or accomplish any other purpose incidental to the administration of the trust and to pledge property held as security for such loan.

N. To execute and deliver mineral leases, agreements, conveyances, acquisition documents, contracts, or any other types of instruments to engage in and deal with mineral activity and property.

O. To manage any farm and timber property and to perform any act deemed necessary or desirable to operate

such property.

P. To terminate any trust if the trustee determines the assets are of such small value that the existence and operation are not in the best interest of the beneficiaries. This power shall be exercisable only if the income beneficiaries and the remainder beneficiaries are the same and have the same interest in the trust. Upon termination, the trustee shall distribute the assets to the beneficiaries in their proportionate share.

ITEM XIII.

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

ITEM XIV.

All Section references, as used in this Will, refer to the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future laws.

In referring to the trustee, any neuter terminology includes the masculine and feminine or vice versa and any reference in the singular includes the plural or vice versa.

Where used in this Will, "executor," "executrix" and "administrator" may be used interchangeably and applies to

the personal representative of my estate, whether one or more than one, including any successor.

ITEM XV.

A. In the event William Stanley Carr is or becomes unable or unwilling to serve as executor, I appoint Kay C. Houck and Judy Aileen Carr to serve as successor executor. In the event either Kay C. Houck or Judy Aileen Carr is or becomes unable or unwilling to serve, the other shall serve as successor executor. All rights, powers, duties and discretions granted to or imposed upon my executor shall be exercisable by and imposed upon any successor executor.

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

C. 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 and is excused from any duty of impartiality with respect to the income tax basis of the property. 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 estate tax

due by my estate.

D. No person dealing with my executor shall be obligated to see to the application of any money or property delivered to my executor or to inquire into the authority of my executor to consummate any transaction upon such terms as my executor deems advisable.

E. My executor shall have the authority to disclaim all or any part of my interest in property devised or bequeathed to me, outright or in trust, within the time period required to be a qualified disclaimer under Section 2518 of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future laws.

F. My executor shall have the authority to continue all business operations in which I am interested at my death in order to avoid a reduction in the value of my interest or any losses. My executor may continue to act as a partner, engage in a partnership, and take any action with regard to any partnership as my executor deems advisable.

G. My executor shall have the authority to borrow funds necessary to pay debts, administration expenses, taxes, and operating expenses and to pledge property, real or personal, as necessary to secure such loans. My executor shall not be required to repay such loan prior to the closing of my estate but may distribute such pledged property at its value net of such loan in satisfaction of any bequest under this Will. However, my executor shall not pledge any property specifically devised or bequeathed.

H. My executor shall have the authority to take all actions necessary to comply with any agreements made by me during my lifetime.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 30th day of September, 1999.

W. J. Carr
William John Carr

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

Janeh Lee
J. Sandy Lee

Jackson, Miss
Address
Jackson, Miss.
Address



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 8th day of Feb, 2002, at 11:00 o'clock a M., and was duly recorded on the FEB 18 2002, Book No. 34, Page 311.
MIKE CROOK, CHANCERY CLERK BY: Stacy Lee D.C.

FILED
THIS DATE

FEB 08 2002

IN THE CHANCERY COURT
OF
MADISON COUNTY, MISSISSIPPI

MIKE CROOK
CHANCERY CLERK
By: SAWYER DC.

ESTATE OF WILLIAM JOHN CARR
DECEASED

NO. 2002-077

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of William John Carr, Deceased, who was personally known to the affiant, and whose signature is affixed to the Will, which is dated the 30th day of September, 1999.

(2) That on the 30th day of September, 1999, Willaim John Carr signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of

this affiant and in the presence of Jane R. Lee, the other subscribing witness to the Will.

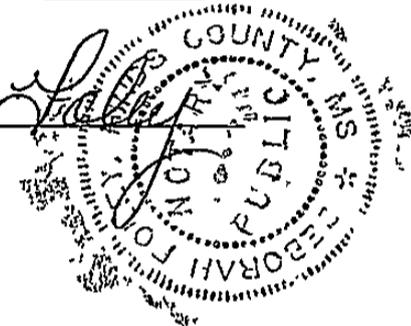
(3) That William John Carr was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

(4) That this affiant, together with Jane R. Lee subscribed and attested the Will as witnesses to the signature and publication thereof, at the request, and in the presence of Willaim John Carr, and in the presence of each other.

J. Larry Lee
J. Larry Lee

SWORN TO AND SUBSCRIBED before me, this the 31st day of ~~November~~, 2001.
January, 2002

Robert [Signature]
Notary Public



My Commission expires:

~~MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 9, 2002
BONDED THRU STEGALL NOTARY SERVICE~~

J. Larry Lee
151 East Griffith St.
Jackson, MS 39201
(601) 925-7134
#1149

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 8th day of Feb, 2002 at 11:00 o'clock a M., and was duly recorded on the FEB 8 2002, Book No. 34, Page 330.
MIKE CROOK, CHANCERY CLERK BY: Jane R. Lee De.



FILED
THIS DATE

FEB 08 2002

IN THE CHANCERY COURT
OF
MADISON COUNTY, MISSISSIPPI

MIKE CROOK
CHANCERY CLERK
By: *[Signature]* d.c.

ESTATE OF WILLIAM JOHN CARR
DECEASED

NO. 2002-077

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of William John Carr, Deceased, who was personally known to the affiant, and whose signature is affixed to the Will, which is dated the 30th day of September, 1999.

(2) That on the 30th day of September, 1999, Willaim John Carr signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of

this affiant and in the presence of J. Larry Lee, the other subscribing witness to the Will.

(3) That William John Carr was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

(4) That this affiant, together with J. Larry Lee subscribed and attested the Will as witnesses to the signature and publication thereof, at the request, and in the presence of Willaim John Carr, and in the presence of each other.

Jane R. Lee
Jane R. Lee.

SWORN TO AND SUBSCRIBED before me, this the 31st day of ~~November, 2001.~~ January, 2002

Melora Salley
Notary Public



My Commission expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 9, 2002
BORDED THRU STEGALL NOTARY SERVICE

J. Larry Lee
151 East Griffith St.
Jackson, MS 39201
(601) 925-7134
#1149

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 8th day of Feb, 2002, at 11:00 o'clock a M., and was duly recorded on the FEB 18 2002, Book No. 34, Page 332.
MIKE CROOK, CHANCERY CLERK BY: Stacey Hill D.C.



To Box/w will

CODICIL

TO

LAST WILL AND TESTAMENT OF

WILLIAM JOHN CARR

FILED
THIS DATE

FEB 08 2002

MIKE CROOK
CHANCERY CLERK
By. [Signature] DC

I, William John Carr, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this instrument of writing to be a Codicil to the Last Will and Testament made by me on September 30, 1999.

Article I

I hereby amend my Last Will and Testament by the deletion of Judy Aileen Carr as a beneficiary of my Will, Trustee of any Trust under my Will, or Executor of my Estate, wherever mentioned. It is my specific intention that all devises and bequests to my children under my Will shall be to Kay C. Houck and William Stanley Carr.

Article II

Except as changed by the above provision, I republish, reaffirm and readopt my Last Will and Testament of September 30, 1999.

In witness whereof, I have subscribed my name to this Codicil to my Last Will and Testament of September 30, 1999 on this the 21st day of March, 2001.

W. J. Carr
William John Carr

This instrument was, on the date shown above, signed, published and declared by to be a Codicil to his Last Will and Testament of September 30, 1999, in our presence, and we, at his request, have subscribed our names hereto as witnesses in his presence and in the presence of each other.

J. Lamy Lee of 847 Timberlain Dr.
Witness Address Jax, Ms. 39211

Jane R. Lee of 847 Timberlain Drive
Witness Address Jackson, MS 39211

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 21st day of Feb, 2002, at 11:00 o'clock a M, and was duly recorded on the FEB 18 2002, Book No. 34, Page 334
MIKE CROOK, CHANCERY CLERK BY. Jarrett D.C.

FILED
THIS DATE

FEB 08 2002

IN THE CHANCERY COURT
OF
MADISON COUNTY, MISSISSIPPI

MIKE CROOK
CHANCERY CLERK
By: SARAH FLOO DC

ESTATE OF WILLIAM JOHN CARR
DECEASED

NO. 2002-077

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Codicil to the Last Will and Testament of William John Carr, Deceased, who was personally known to the affiant, and whose signature is affixed to the Codicil to the Will, which is dated the 21st day of March, 2001.

(2) That on the 21st day of March, 2001, Willaim John Carr signed, published and declared the instrument of writing as his Codicil to his Last Will and Testament, in

the presence of this affiant and in the presence of J. Larry Lee, the other subscribing witness to the Will.

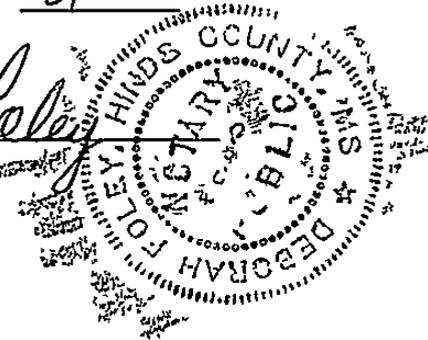
(3) That William John Carr was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

(4) That this affiant, together with J. Larry Lee subscribed and attested the Codicil to the Will as witnesses to the signature and publication thereof, at the request, and in the presence of Willaim John Carr, and in the presence of each other.

Jane R. Lee
Jane R. Lee

SWORN TO AND SUBSCRIBED before me, this the 3/20 day of ~~November, 2001.~~
January, 2002

Melora Foley
Notary Public



My Commission expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 9, 2002
BONDED THROUGH STEGALL NOTARY SERVICE

J. Larry Lee
151 East Griffith St.
Jackson, MS 39201
(601) 925-7134
#1149

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 8th day of Feb, 2002 at 11:00 o'clock a M., and was duly recorded on the FEB 18 2002, Book No. 34, Page 336.
MIKE CROOK, CHANCERY CLERK BY: Stacey Lee



FILED
THIS DATE

FEB 08 2002

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

IN THE CHANCERY COURT
OF
MADISON COUNTY, MISSISSIPPI

ESTATE OF WILLIAM JOHN CARR
DECEASED

NO. 2002-017

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Codicil to the Last Will and Testament of William John Carr, Deceased, who was personally known to the affiant, and whose signature is affixed to the Codicil to the Will, which is dated the 21st day of March, 2001.

(2) That on the 21st day of March, 2001, Willaim John Carr signed, published and declared the instrument of writing as his Codicil to his Last Will and Testament, in

the presence of this affiant and in the presence of Jane R. Lee, the other subscribing witness to the Will.

(3) That William John Carr was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

(4) That this affiant, together with Jane R. Lee subscribed and attested the Codicil to the Will as witnesses to the signature and publication thereof, at the request, and in the presence of Willaim John Carr, and in the presence of each other.

J. Larry Lee

J. Larry Lee

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

January 2002

Notary Public



My Commission expires:

~~MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 9, 2002
BONDED THRU STEGALL NOTARY SERVICE~~

J. Larry Lee
151 East Griffith St.
Jackson, MS 39201
(601) 925-7134
#1149

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 8th day of Feb, 2002, at 11:00 o'clock a M., and was duly recorded on the FEB 18 2002, Book No. 34 Page 338.
MIKE CROOK, CHANCERY CLERK BY: Stacey Hill D.E.



#2002-060

LAST WILL AND TESTAMENT

FEB 08 2002

OF

ELLA B. CHESSER

By: MIKE CROOK
CHANCERY CLERK
[Signature]

I, ELLA B. CHESSER, an adult resident citizen of Madison County, Mississippi, residing at 178 Chesser Road, Canton, Mississippi, being of sound and disposing mind and memory, realizing the uncertainty of life and the certainty of death, do hereby make, publish and declare this to be my Last Will and Testament and revoke any and all other wills or codicils heretofore made by me.

I.

I hereby appoint, nominate, and constitute my daughter, LAURA M. LACY as Executrix of this my Last Will and Testament and my estate. In the event that Laura M. Lacy should predecease me or is otherwise unable to serve as my Executrix, then I appoint, nominate and constitute my daughter, ELLA M. WATKINS, to serve as my Executrix. In any event, I direct that my Executrix shall not be required to enter into any bond as such Executrix, and I direct that no bond, appraisal, inventory or accounting be required insofar as the same can be legally waived.

II.

I direct that my Executrix pay all of my just debts which may be registered against my estate and all funeral expenses as soon after my death as can be conveniently done.

III.

I give, devise and bequeath unto my two youngest daughters, HERTISTINE C. LATIKER and ELLA M. WATKINS, my house and undivided lot, consisting of

approximately one acre, upon which it is situated, located at 178 Chesser Road, Canton, Madison County, Mississippi, and all of the household goods, furnishings, and appliances contained therein to share as joint tenants with full rights of survivorship.

IV.

I give, devise and bequeath unto my step children, GUY L. CHESSER, MARY LEE JONES, ETHEL BRANSON and ROBERT CHESSER, JR., one acre each of the undivided real property which I own, and is currently a part of my homestead, located at 178 Chesser Road, Canton, Madison County, Mississippi. If either Guy L. Chesser, Mary Lee Jones, Ethel Branson, or Robert Chesser Jr., predecease me, then I direct that their respective one acre become a part of my residuary estate.

V.

I give, devise and bequeath my 1989 Toyota Camry automobile to my granddaughter, CATRINA CHESSER.

VI.

I give devise and bequeath my wide-band gold wedding ring to my daughter, HERTISTINE C. LATIKER.

VII.

I give, devise and bequeath my other gold band ring to my daughter, ELLA M. WATKINS.

VIII.

I give, devise and bequeath all monies in my savings account at Union Planners Bank to my children, GENETTA DAY, OTIS BRANSON, LAURA M. LACY, LEVONNE C.

OUSLEY, JAMES C. CHESSER, SAMUEL CHESSER, LARRY D. CHESSER, SR., CLEVELAND CHESSER, SR., CLYDE R. CHESSER, HERTISTINE C. LATIKER and ELLA M. WATKINS, to divide equally.

RESIDUARY ESTATE

I give, devise and bequeath the remainder of my property, real, personal or mixed of whatsoever kind or character and wheresoever situated unto my children, GENETTA DAY, OTIS BRANSON, LAURA M. LACY, LEVONNE C. OUSLEY, JAMES C. CHESSER, SAMUEL CHESSER, LARRY D. CHESSER, SR., CLEVELAND CHESSER, SR., CLYDE R. CHESSER, HERTISTINE C. LATIKER and ELLA M. WATKINS, to share and share alike.

I, further direct that my Executrix shall be sure that neither of the aforesaid children can use the land in a way adverse to the interests of the other children, nor shall either of them sell or dispose of the land in any manner, without first informing each of the other children as to his/her plans and then only by securing a majority vote of approval of the other children.

IN WITNESS WHEREOF, I do hereby sign, publish and declare this as my Last Will and Testament in the presence of the persons witnessing it at my request, on this, the 11th day of November, 1998.

Ellen B. Chesser
ELLA B. CHESSER

ATTESTATION

We, the undersigned subscribing witnesses to the within and foregoing Last Will and Testament of ELLA B. CHESSER, do hereby acknowledge and attest that the same was exhibited to us by the said ELLA B. CHESSER as her Last Will and Testament, that she signed same in our presence and in the presence of each other, we signed the same as subscribing witnesses thereto.

THIS, the 11th day of November, 1998.

[Signature]
SIGNATURE OF WITNESS

Greta Lacy
PRINT NAME

3913 Hwy 51 no.
ADDRESS
Canton MS. 39046

Cleo Chesser
SIGNATURE OF WITNESS

Cleo Chesser
PRINT NAME

3518 Hwy 43 - N
ADDRESS
CANTON, MISS. 39046



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 8th day of Feb, 2002, at 2:00 o'clock P.M., and was duly recorded on the FEB 18 2002, Book No. 34, Page 340.

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE LAST WILL AND TESTAMENT AND ESTATE OF ELLA B. CHESSER, DECEASED

CIVIL ACTION FILE NO. _____

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, GRETA K. LACY, who being first duly sworn, state under oath the following:

That the Last Will and Testament of Ella B. Chesser, dated November 11, 1998, was signed on that date by the said Ella B. Chesser, in my presence and then and there the said Ella B. Chesser declared the same to be her Last Will and Testament; and at her request and in her presence, I witnessed the signature thereto and signed the same as witness in her presence.

That the said Ella B. Chesser, at the time of the signing of the Last Will and Testament referred to herein, was above the age of eighteen (18) years and was of sound and disposing mind and memory.

Greta K. Lacy
GRETA K. LACY

SWORN TO AND SUBSCRIBED before me, this the 18th day of January, 2002.

Mike Crook
NOTARY PUBLIC
By: *Stacey [Signature]*

My Commission Expires:
1-1-2004



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 8th day of Feb, 2002, at 2:00 o'clock P M., and was duly recorded on the FEB 18 2002, Book No. 34, Page 344.
MIKE CROOK, CHANCERY CLERK BY: *Stacey [Signature]* D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE LAST WILL AND TESTAMENT AND ESTATE OF ELLA B. CHESSER, DECEASED

CIVIL ACTION FILE NO. _____

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, CLEO L. CHESSER, who being first duly sworn, state under oath the following.

That the Last Will and Testament of Ella B. Chesser, dated November 11, 1998, was signed on that date by the said Ella B. Chesser, in my presence and then and there the said Ella B. Chesser declared the same to be her Last Will and Testament; and at her request and in her presence, I witnessed the signature thereto and signed the same as witness in her presence.

That the said Ella B. Chesser, at the time of the signing of the Last Will and Testament referred to herein, was above the age of eighteen (18) years and was of sound and disposing mind and memory.

Cleo L. Chesser
CLEO L. CHESSER

SWORN TO AND SUBSCRIBED before me, this the 18th day of January, 2002.

Mike Crook, Chancery Clerk
NOTARY PUBLIC
By: Janey Hill

My Commission Expires

1-1-2004



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 8th day of Feb, 2002, at 2:00 o'clock P M., and was duly recorded on the FEB 18 2002, Book No. 34, Page 345.
MIKE CROOK, CHANCERY CLERK BY: Janey Hill D.C.



LAST WILL AND TESTAMENT

FILED
THIS DATE

#2002-117

OF

FEB 15 2002

ELBERT EVANS ALLEN

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

I, ELBERT EVANS ALLEN, having a fixed place of residence in Madison County, Mississippi being legally competent so to do, do, by these presents, make, publish and declare the following as my Last Will and Testament, hereby revoking any and all other wills, or codicils previously made.

I

I direct that my reasonable and just debts including my funeral expenses, and any expenses of a last illness be paid out of my estate.

II

I nominate and appoint my wife, LUCILLE L. ALLEN as Executrix of my Estate, and direct that she act without the necessity of a bond or making any accounting to the Court. In case my wife, LUCILLE L. ALLEN predeceases me, or she cannot serve for any reason, then I nominate and appoint as alternate, JOHN HUDSON ALLEN, and direct that he act without the necessity of bond or accounting to the Court.

III

I will, devise, and bequeath all my property, real, personal, and mixed to my wife, LUCILLE L. ALLEN.

IV

Should my wife, LUCILLE L. ALLEN predecease me, then I will, devise, and bequeath all my property, real, personal, and mixed in equal shares to my two children named herein below;

- (1) JOHN HUDSON ALLEN
- (2) GERALDINE ALLEN

IN WITNESS WHEREOF, I have hereunto set my hand this

26 day of July, 1982.

Elbert Evans Allen
TESTATOR

E. E. A.

We, the undersigned, hereby certify that the above named Testator subscribed his name to the foregoing instrument in our presence, and published and delcared the same to be his Last Will and Testament, and we, at the same time, at his request, in his presence and in the presence of each other, have hereunto signed our names as subscribing witnesses.

Stanley J. Coons 901 Starnesville, Jackson, MS
NAME ADDRESS 39208

Mark Mann Box 153 Ridgeland, MS
NAME ADDRESS 39157

E. C. De.



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 15th day of February, 2002, at 8:55 o'clock A. M., and was duly recorded on the 15th day of February, 2002, Book No. 34, Page 346.
MIKE CROOK, CHANCERY CLERK BY: Karen Tapp D.C.

IN THE CHANCERY COURT OF
OF MADISON COUNTY, MISSISSIPPI

FEB 15 2002

MIKE CROOK
CHANCERY CLERK
By: *[Signature]* D.C.
NO. 2002-171

ESTATE OF ELBERT EVANS ALLEN,
DECEASED

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF RANKIN

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Nancy J. Evans, 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 Elbert Evans Allen, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 26th day of July, 1982.

b. That on the 26th day of July, 1982, the said Elbert Evans Allen, signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Frank Evans, the other subscribing witness to said instrument.

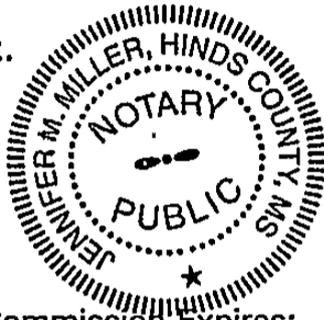
c. That the said Elbert Evans Allen was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

d. That this affiant, together with Frank Evans, 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 Elbert Evans Allen, and in the presence of each other.

Nancy J. Evans
Nancy J. Evans

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

2002.



Jennifer M. Miller
Notary Public

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JAN 17, 2004
BONDED THRU STEGALL NOTARY SERVICE

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

ATTORNEYS

K:\WPDATA\JLPE-Allen\affsubwt wpd

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 15th day of February, 2002, at 8:55 o'clock A. M., and was duly recorded on the 15th day of February, 2002, Book No. 34, Page 348.

MIKE CROOK, CHANCERY CLERK

BY: Carne Trapp D.C.



FILED
THIS DATE

LAST WILL AND TESTAMENT

FEB 15 2002

OF

ALICE B. TACKETT-DAY

2002-119

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

I, ALICE B. TACKETT-DAY, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I.

EXECUTOR AND SUCCESSOR EXECUTOR

I appoint my husband, PAUL DAY, as Executor of my Estate under this Will. If PAUL DAY should be unwilling or unable to serve as Executor, then I appoint my daughter, ALICE LYNN TACKETT STAPLES, to serve as successor Executrix.

ITEM II.

HUSBAND AND CHILDREN

My husband's name is PAUL DAY, and he is sometimes referred to herein as "my husband." I have one (1) child now living and she is ALICE LYNN TACKETT STAPLES. She is herein referred to as "my child" or "my daughter." I have three (3) stepchildren and they are STEPHEN MATTHEW DAY, LEE ALLEN DAY and ROLAND ANDREW DAY. They are herein referred to as "my stepchildren."

ITEM III.

PAYMENT OF DEBTS, TAXES AND EXPENSES

I direct my Executor to pay all of my just debts and obligations which are probated, registered and allowed against my estate as soon as may be conveniently done, provided, however, that my Executor shall specifically be authorized to pay any debt of my estate which does not exceed one thousand dollars (\$1,000.00) without the necessity of probating said debt.

I further direct my Executor to pay all of my funeral expenses (including the cost of a suitable monument at my grave), expenses of my last illness, any unpaid charitable pledges (regardless of whether said pledges may be enforceable obligations of my estate), and the costs of administration

of my estate as soon as practicable after my death; provided, however, my Executor shall not be required to pay any obligation in advance of its maturity. My Executor, in my Executor's sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

Nothing in this Item of my Will shall 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.

I direct my Executor to pay all inheritance and estate taxes payable by reason of my death including any interest and penalties thereon. All inheritance and estate taxes payable by reason of my death shall be apportioned in accordance with the Mississippi Uniform Estate Tax Apportionment Act; provided, however, that my personal effects passing under Item IV of this Will and the bequest to my granddaughter, ALICE TONEILLE STAPLES, in Item V. A. of this Will shall bear no share of any such taxes. I specifically do not waive the right of my Executor under Internal Revenue Code (1) section 2206 to recover from the beneficiaries of life insurance policies on my life the portion of the total estate tax paid as the proceeds of such policies bear to my taxable estate, (2) section 2207B to recover the proportionate share of estate taxes from the recipient of property included in my gross estate under Internal Revenue Code section 2036, and (3) section 2207A to recover the proportionate share of estate taxes from the recipient of property included in my gross estate under Internal Revenue Code section 2044.

ITEM IV.

PERSONAL EFFECTS

A. Autos To Husband. I give and bequeath to my husband, PAUL DAY, if he survives me, all automobiles which I may own at the time of my death. If my husband should disclaim his interest in one or more of my automobiles, then I give and bequeath such disclaimed automobile to my daughter, ALICE LYNN TACKETT STAPLES. If my husband predeceases me, I leave all automobiles to my daughter, ALICE LYNN TACKETT STAPLES.

B. To Paul's Granddaughter. I give and bequeath to my husband's granddaughter, ELIZABETH DAY ("Elizabeth"), if she survives me, my opal and ruby pin and opal earrings. If at

the time this property is to be distributed Elizabeth is a minor, my Executor shall distribute the property to Elizabeth's mother, FAYE DAY, to hold for Elizabeth until she attains the age of twenty-one (21) years. If FAYE DAY should die prior to the time Elizabeth attains the age of twenty-one (21) years, then Elizabeth's father or other guardian shall hold this jewelry for Elizabeth's benefit. If Elizabeth should predecease me, I give and bequeath my opal and ruby pin and opal earrings to my husband's grandson, BENJAMIN DAY.

C. To My Granddaughter. I give and bequeath my fur coat to my granddaughter, ALICE TONEILLE STAPLES. If ALICE TONEILLE STAPLES predeceases me, I give and bequeath my fur coat to my daughter, ALICE LYNN TACKETT STAPLES.

D. To My Daughter. I give and bequeath to my daughter, ALICE LYNN TACKETT STAPLES, if she survives me, all of my other jewelry, china, crystal, silver, clothing, and gold coins. If my daughter predeceases me, I give and bequeath this property to my granddaughter, ALICE TONEILLE STAPLES.

E. Life Insurance. I make known that I have designated my husband, PAUL DAY, as beneficiary of all life insurance on my life acquired through my employment.

F. To My Husband. I give and bequeath to my husband, PAUL DAY, if he survives me, for his use during his lifetime, all of my remaining household furniture and furnishings, and other tangible personal property located in my home, and policies of insurance thereon, but not including cash, bank accounts, securities or intangible property. Upon the death of my husband, or if my husband shall not survive me, upon my death, this property shall be distributed to my daughter, ALICE LYNN TACKETT STAPLES. If my daughter is not then living, this property shall be distributed to my granddaughter, ALICE TONEILLE STAPLES.

G. Separate Memorandum. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the tangible personal property bequeathed under this Item. In such event, the provisions of that memorandum shall be given the same legal effect as if included in this Will and the assets described therein shall be distributed to the named beneficiaries.

H. Minor's Share. If any child is a minor at the time of my death, that child's guardian

may act for the child in the division of these items of property, and the property bequeathed in this paragraph shall not be delivered to the minor but shall be held by the guardian, who shall have the option, in the guardian's sole discretion:

1. to deliver any items of property to the child when the guardian may determine that the minor child is of sufficient maturity to receive those items; or
2. to deliver all or any remaining items of property to the child when the child attains twenty-one (21) years of age.

ITEM V.

BEQUESTS AND DEVICES

A. To My Granddaughter. I give, devise and bequeath to my granddaughter, ALICE TONEILLE STAPLES ("Toneille"), if she survives me, the sum of ten thousand dollars (\$10,000.00). If Toneille should predecease me, this bequest shall lapse. If Toneille has not attained the age of twenty-five (25) years at the time of distribution, my Executor shall distribute the ten thousand dollars (\$10,000.00) to PAUL DAY, as Trustee of the trust herein created for the benefit of Toneille. The Trustee shall hold, administer and distribute the funds of the trust according to the following provisions:

1. Income Distributions. The Trustee may distribute to or for the benefit of Toneille as much of the net income of the trust as the Trustee deems advisable for Toneille's education, support, maintenance and health; for the maintenance of Toneille's accustomed standard of living; or for any medical, hospital or other institutional care which Toneille may require. These distributions shall be made in such proportions, amounts and intervals as the Trustee determines. Any income not distributed shall be retained and added to principal and shall be distributed according to provisions of this paragraph.
2. Principal Distributions. In addition to the income distributions, the Trustee may distribute to or for the benefit of Toneille as much principal of the trust as the Trustee deems advisable for Toneille's education, support, maintenance and health; for the maintenance of Toneille's accustomed standard of living; or for any medical, hospital or other institutional care which Toneille may require. In making distributions of principal, the

Trustee shall consider Toneille's needs and the funds available to her from other sources.

3. Termination of Trust. As and when Toneille attains the age of twenty-five (25) years, the Trustee shall distribute to Toneille the remainder of the trust estate, free and clear of any trust, and such trust shall terminate.

4. Death of Toneille. If Toneille should die prior to termination of this trust, the remaining trust assets shall be distributed to my daughter, ALICE LYNN TACKETT STAPLES. If ALICE LYNN TACKETT STAPLES should be deceased, the remaining assets shall be distributed to my heirs-at-law determined at that time under the intestacy laws then in effect in the state of Mississippi.

B. Annandale Production Company, Inc. I give, devise and bequeath any interest I own in Annandale Production Company, Inc, in equal shares, to ALICE LYNN TACKETT STAPLES, STEPHEN MATTHEW DAY, LEE ALLEN DAY and ROLAND ANDREW DAY. If a child or stepchild of mine should predecease me, then such deceased child's or stepchild's share shall be distributed in equal shares to his or her surviving children. If my deceased child or stepchild should have no surviving child, such deceased child's or stepchild's share shall be distributed to my child and other stepchildren, per stirpes. Any share which would pass under this paragraph to my granddaughter, ALICE TONEILLE STAPLES, shall be held in trust for her benefit pursuant to the provisions of Item V.A. of this Will if she has not yet attained the age of twenty-five (25) years.

C. Gluckstadt Property. I give, devise and bequeath to my daughter, ALICE LYNN TACKETT STAPLES, any interest I own at the time of my death in my one-half (1/2) interest in the approximate nine (9) acres of real property on Gluckstadt Road. If my daughter predeceases me, I give, devise and bequeath this property to my granddaughter, ALICE TONEILLE STAPLES. If ALICE TONEILLE STAPLES has not yet attained the age of twenty-five (25) years, this property shall be held in trust for her benefit pursuant to the provisions of Item V. A. of this Will.

D. Atlantic Richfield Stock. I give and bequeath to my daughter, ALICE LYNN TACKETT STAPLES, all of my shares of Atlantic Richfield stock. If my daughter predeceases me, I give and bequeath these shares to my granddaughter, ALICE TONEILLE STAPLES. If ALICE TONEILLE STAPLES has not attained the age of twenty-five (25) years, such shares shall be held

in trust for her benefit pursuant to the provisions of Item V.A. of this Will.

ITEM VI.

RESIDUE

If my husband, PAUL DAY, survives me, I give, devise and bequeath to him all the rest and residue of my estate, to be held in trust by ALICE LYNN TACKETT STAPLES, as Trustee. The Trustee shall hold, administer and distribute the trust as follows:

A. Income. During Grantor's husband's lifetime, the Trustee shall distribute to or for the benefit of Grantor's husband all of the net income of this trust.

B. Principal. In addition to the income distributions, the Trustee may distribute to or for the benefit of Grantor's husband during his lifetime, as much principal as the Trustee deems advisable for his best interests, support, maintenance and health; for the maintenance of his accustomed standard of living; or for any medical, hospital or other institutional care which he may require.

C. Husband is Primary Beneficiary of Trust. In making distributions of income and principal, the Trustee shall consider Grantor's husband as the primary beneficiary of this trust and shall consider his needs above those of the remaindermen. If possible, the Trustee shall see that Grantor's husband has sufficient funds to enable him to continue his accustomed standard of living.

D. Distribution Upon Husband's Death. Upon Grantor's husband's death, the entire remaining principal of this trust shall be distributed to ALICE LYNN TACKETT STAPLES. If ALICE LYNN TACKETT STAPLES is deceased, the entire remaining principal of this trust shall be distributed to Grantor's granddaughter, ALICE TONEILLE STAPLES. If neither ALICE LYNN TACKETT STAPLES nor ALICE TONEILLE STAPLES is then living, the entire remaining principal of this trust shall be distributed to Grantor's heirs-at-law determined at that time under the intestacy laws then in effect in the state of Mississippi.

E. Spendthrift Provision. None of the assets allocated to this bequest shall be used for the payment of any estate, inheritance or other death taxes that shall become payable upon or by reason of my death, if my husband survives me.

F. If Husband Does Not Survive Me. If my husband fails to survive me, then all the rest

and residue of my estate shall pass in accordance with the provisions of paragraph D. of this Item.

ITEM VII.

MISCELLANEOUS PROVISIONS

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

B. Distribution to Minor or Incapacitated Beneficiary. In making distributions to the beneficiaries from a trust created under this Will or from my estate, and especially where a beneficiary is a minor or incapable of transacting business due to incapacity or illness, the Trustee or Executor, as the case may be, may make distributions either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, or (d) by applying the payments for the benefit of the beneficiary by paying expenses directly. In any event, the Trustee or Executor, as the case may be, shall require such reports and take such steps as he or she deems necessary to assure and enforce the application of such payments for the exclusive benefit of the beneficiary.

ITEM VIII.

MISCELLANEOUS AND SUCCESSOR TRUSTEE PROVISIONS

A. Bond and Accountings. No Trustee shall be required to enter into any bond as Trustee, to obtain the approval of any Court for the exercise of the powers or discretions provided herein, or to file with any Court any periodic or formal accountings of the administration of any trust. The Trustees shall render annual accountings to each of the beneficiaries of any trust or (his or her guardian if a beneficiary is a minor). No persons paying money or delivering property to the Trustees shall be required to see to its application.

B. Method of Trustee's Resignation. A Trustee may resign at any time by giving each of the beneficiaries of the trust (or his or her guardian) and the other Trustee written notice specifying the effective date of such resignation. The notice may be sent by personal delivery or by registered mail.

C. Successor Trustee. If PAUL DAY should resign as Trustee of the trust created for

the benefit of ALICE TONEILLE STAPLES, regardless of the cause, then I appoint my daughter, ALICE LYNN TACKETT STAPLES, to serve as successor Trustee of the trust created for the benefit of ALICE TONEILLE STAPLES. If ALICE LYNN TACKETT STAPLES should resign as Trustee of the trust created for the benefit of PAUL DAY, regardless of the cause, then I appoint _____ to serve as successor Trustee of the trust created for the benefit of PAUL DAY

D. Effective Date of Trustee's Resignation. The resignation of any Trustee, regardless of cause, shall become effective upon the qualification of the successor Trustee and submission of a full accounting by the resigning Trustee; however, the remaining Trustee, the successor Trustee and the adult beneficiaries may agree to waive a final accounting by the Trustee being replaced.

E. Successor Trustee to Have Powers and Duties of Original Trustee. Any successor Trustee shall be vested with all the rights, powers, duties and discretions herein conferred upon the original Trustee being replaced.

F. Compensation of Trustee. The Trustees shall be entitled to receive reasonable compensation based on the services they are required to perform. The Trustees shall receive reasonable compensation based upon the then current hourly rates being charged in Jackson, Mississippi, for services comparable to those being rendered by the Trustees. Compensation shall be paid regularly and shall be shown on the Trustees' annual account.

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

ITEM IX.

TRUSTEE POWERS

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

A. May Invest in Interest Bearing Accounts or CD's. To place trust funds on time deposit in interest bearing accounts or certificates of deposit in any federally insured financial institution, including any bank which may be serving as Trustee.

B. May Receive Additional Property. To receive additional property any person conveys to the trust either in lifetime or by will, and to administer and distribute the property according to the terms of the trust.

C. Right to Distribute in Cash or Kind. To distribute income and principal of the trust in cash or in kind.

D. Right to Transfer an Encumbered Trust Property. To sell, transfer, convey, mortgage, lease and dispose of the trust property upon such terms and in such manner and for such prices as the Trustee deems proper; and to execute and deliver any instruments necessary to accomplish such action. Any lease or other instrument which is executed by the Trustee shall continue in full force and effect under its terms, notwithstanding the termination of the trust.

E. Right to Allocate Between Income and Principal. To determine the allocation of receipts and expenses between income and principal.

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

G. Right to Merge or Consolidate Trust. To merge and consolidate the assets of any trust created hereunder with any other trust if at the time of my death the Trustee herein named is serving as Trustee of another trust created by me during my lifetime if the beneficiaries are the same and the terms of that other trust are substantially similar to this trust. The Trustee shall administer the two trusts as one if such consolidation would result in more effective and efficient management of the two trusts.

H. May Receive, Retain and Invest in Certain Property. To receive and retain, transfer and sell, all types of property and especially to receive, invest in and retain shares of stock in closely-held corporations, partnership interests in general and limited partnerships, and nonincome producing real estate or other property regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear

to the entire amount of the trust estate and whether or not such property is of the class in which trustees generally are authorized to invest by law.

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

J. Rights as to Securities. To retain or acquire stocks, bonds or securities for investments; to exercise stock subscriptions, rights and options, to vote or grant proxies to vote all securities belonging to the trust; to pay assessments; to support, oppose or participate in any merger, reorganization, redemption or liquidation of any entity in which the trust owns an interest; to pledge any securities or other property as security for any loan made by the Trustee; and to accomplish any other purpose of any nature incidental to the administration of the trust.

K. Right to Borrow and Lend. To borrow money from any person or entity or lend money to any person or entity at such rate of interest as the Trustee determines necessary for the administration of the trust or to facilitate any purchase, sale or other acquisition or disposition of trust property; to execute such notes and loan agreements required for such loans; to secure the repayment of such loans by executing such contracts, mortgages, deeds of trust, security instruments, or other instruments required for such loans; and, to assume any liabilities as consideration for the acquisition of assets or to acquire assets subject to such liabilities

L. May Employ Agents. To employ and compensate from trust assets any agents, accountants, attorneys, custodians, brokers, investment counselors and other advisors the Trustee deems necessary for the administration of the trust.

M. Right to Seek Court Approval. To seek approval of or authority from any court of competent jurisdiction with respect to any action of the Trustee if the Trustee determines it is in the best interest of the Trustee, the trust or the beneficiaries to do so.

N. Mineral Interests. To execute and deliver oil, gas and other mineral leases containing such unitization or pooling agreements and other provisions as the Trustee deems advisable; to execute mineral and royalty conveyances; to purchase leases, royalties and any type of mineral interests; to own, hold, acquire and dispose of working interests and royalty interests in properties held in the trust and to expend funds of the trust necessary with respect to the ownership of such interests; to execute and deliver drilling contracts and other contracts, options and other instruments necessary or desirable in engaging actively in the oil, gas or other mining businesses; all of the foregoing to be done with such terms, conditions, agreements, covenants, provisions or undertakings as the Trustee deems advisable.

O. Farm Property. To manage any farm property, including the authority to plant and harvest crops; to breed, raise, and sell farm animals, aquatic produce and farm produce of all kinds; to purchase and sell equipment; to make improvements; to construct, repair or demolish any buildings; to engage agents, managers and employees and delegate powers to them; to establish reasonable reserves for depreciation out of income; to replace improvements and equipment; to fertilize and improve the soil; to engage in the growing, improvement and sale of trees and other forest crops; and to perform any other acts deemed necessary or desirable to operate the farm property.

P. May Terminate Small Trust. To terminate any trust if the Trustee, in the Trustee's sole discretion, determines the assets of the trust are of such small value that the continued existence and operation of the trust is not in the best interest of the beneficiaries. This power shall be exercisable only if the income beneficiaries and the remainder beneficiaries are the same and have the same interest in the trust, or if the beneficiaries or interests are different, only if the beneficiaries agree to a manner of termination and distribution of trust assets. No beneficiary shall have any right to require the Trustee to exercise this power. Upon termination, the Trustee shall distribute the assets of the trust to the beneficiaries in the beneficiaries' proportionate shares.

ITEM X.

RENUNCIATION

In addition to any rights granted by law, any person beneficially interested in any separate trust may at any time, or from time to time, renounce, release or disclaim the whole or any part of any interest in such separate trust, either as to income or principal, or both, by an instrument in writing delivered to the Trustee, and thereafter, such separate trust or the part of such separate trust which shall be administered and distributed as if said person had died intestate on the date of delivery of said written instrument; provided, however, that such renunciation, release or disclaimer shall not, unless specifically so provided, affect the right of said person to receive subsequent distributions of principal or income from: (a) the trust estate of the part of such separate trust which shall not have been renounced, released or disclaimed; (b) from any other separate trust held pursuant to the provisions of this Will; or (c) from any separate trust held pursuant to the provisions of this Will upon the death of any other person, or upon the renunciation, release or disclaimer by any other person of any interest in any separate trust.

ITEM XI.

DEFINITIONS

A. Per Stirpes. Whenever distribution is to be made to designated beneficiaries on a "per stirpes" basis, the property shall be distributed to the persons and in the proportions that personal property of the named ancestor would be distributed under the laws of the State of Mississippi in force at the time stipulated for distribution if the named ancestor had died intestate at such time, domiciled in such state, not married and survived only by such descendant(s).

B. Children and Descendants. References in this Will to "my children" and "my stepchildren" mean my children and stepchildren as defined in Item II. of this Will. Other references in this instrument to "child" or "children" mean lawful blood descendants in the first degree of the parent designated. References to "descendants" mean lawful blood descendants in the first, second or any other degree of the ancestor designated, provided always, however, that an adopted child and such adopted child's lawful blood descendants shall be considered in this Will as lawful blood descendants of the adopting parent or parents and of anyone who is by blood or adoption an ancestor

of the adopting parent or of either of the adopting parents and shall not be considered descendants of the adopted child's natural parents, except that where a child is adopted by a spouse or one of his or her natural parents, such child shall be considered a descendant of such natural parent as well as a descendant of the adopting parent.

C. Gender. The masculine, feminine and neuter genders whenever used herein shall each be deemed to include the other as well, where the context requires. Moreover, the terms referred to in singular form shall be deemed to include the plural, and vice versa, where the context requires.

ITEM XII.

EXECUTOR POWERS

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

B. Waiver of Bond, Appraisal, Inventory and Accounting. I direct that neither my Executor nor any successor Executor or personal representative shall be required to make any bond as Executor. To the extent permissible by law, I waive the requirement that my Executor or any successor Executor be required to make a formal appraisal, provide an inventory or file an accounting for my estate with any court.

C. Discretion to Select Property to be Distributed. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. My Executor may satisfy any pecuniary bequest provided in this Will in cash or in kind or partly in cash and partly in kind; however, any asset distributed in kind shall be valued at its date of distribution value.

D. Third Parties Not Obligated to See to Application of Property Delivered to Executor. No person dealing with my Executor shall be obligated to see to the application of any moneys, securities, or other property paid or delivered to my Executor, or to inquire into the expediency or propriety of any transaction or the authority of my Executor to enter into and consummate the

transaction upon such terms as my Executor may deem advisable.

E. Executor's Right to Disclaim. My Executor shall have the power to disclaim any part or all of my interest in any property which is or has been devised or bequeathed to me, whether outright or in trust, provided such disclaimer is made within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law.

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

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

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

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

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

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

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

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

N. Section 2032A Election. My Executor shall have the discretion and authority to make the special use valuation election allowable under Section 2032A of the Internal Revenue Code, or any corresponding provision of future law relating thereto. My Executor shall not incur any liability to any party for determining whether or not to exercise the discretion to elect or not to elect special use valuation.

O. Section 6166 Election. My Executor shall have the power to elect to defer the payment of federal estate taxes as provided in Section 6166 of the Internal Revenue Code, or any corresponding provision of future law relating thereto. My Executor shall not incur any liability to any party for determining whether or not to exercise the discretion to elect or not to elect to defer the payment of taxes.

P. Ancillary Administration. I further nominate and appoint my Executor herein named to petition the proper Court and to take all necessary action to effect an ancillary administration covering any property I may own in another jurisdiction. I direct that no bond or other security shall be required of my Executor named herein, nor shall my Executor be required to file an inventory or accounting with any court in any foreign jurisdiction. If the laws of any other jurisdiction in which I may own property require that a resident of that jurisdiction serve as Executor or Administrator in any ancillary proceeding by my estate, my Executor shall have the power and right to select and designate a proper party resident of the foreign jurisdiction involved to serve with the Executor of my estate as Co-Administrators. In such event, the Co-Administrators shall not be required to post any bond or other security or file any accounting or inventory with any court in the foreign jurisdiction.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 22^d day of July, 1998.

Alice B. Tackett-Day
ALICE B. TACKETT-DAY

This instrument was, on the day and year shown above, signed, published and declared by ALICE B. TACKETT-DAY to be her Last Will and Testament in our presence and we have subscribed our names as witnesses in her presence and in the presence of each other.

[Signature]
Witness

[Signature]
Witness

PROOF OF WILL

Lynne K. Green and Sloane M. Stupica, being duly sworn according to law on oath state:

Each of us is a subscribing witness to the attached written instrument dated July 22 1998, which purports to be the Last Will and Testament of ALICE B. TACKETT-DAY, Testatrix, who is personally known to each of us. On the execution date of the instrument, the Testatrix, in our presence, signed, published and declared the instrument to be her Last Will and Testament, and requested that we attest her execution thereof. In the presence of the Testatrix and each other, each of us signed our respective names as attesting witnesses. At the time of execution of the instrument the Testatrix appeared to be eighteen years of age or older, of sound mind, and acting without undue influence, fraud, or restraint

DATED this 22^d day of July, 1998.

[Signature]
(Witness)

1400 Trustmark Bank Building
(Address)

Jackson, MS 39201

Sloane M. Stupica
(Witness)

613-H Hampton Cir
(Address)

Jackson, MS 39211

FILED
THIS DATE

FEB 15 2002

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

STATE OF MISSISSIPPI

COUNTY OF Hinds

Subscribed and sworn to before me, the undersigned Notary Public, on this the 22^d day of July, 1998

[Signature]
Notary Public

My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires: April 9, 2002
BONDED THRU HEIDEN HARTMAN INC

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 15th day of February, 2002, at 9:30 o'clock A M., and was duly recorded on the 15th day of February, 2002, Book No. 34, Page 350.
MIKE CROOK, CHANCERY CLERK BY: [Signature] D.C.



FILED

THIS DATE

FEB 15 2002

MIKE CROOK
CHANCERY CLERK

BOOK 0034 PAGE 367

Codicil to the Will of Alice B.
Jackett-Day

By _____

D.C.

I, Alice B. Jackett-Day, being of sound
mind & over the age of 21, do make
this codicil to my Last Will and
Testament.

(1) The Atlantic Richfield stock
mentioned in my Last Will and Testament
is now British Petroleum. This is not
a lapsed legacy. This stock should be
left to my daughter Alice J. Staples.

(2) The Bluckstart land has been sold
and the proceeds invested in my current
home. This is not a lapsed legacy.
These proceeds should be traced to the
marital home and left to my daughter
in accordance with the provision of
Item No. (3).

(3) It is my desire that all of my ("residue")
remaining ^{financial} assets be left to my beloved
husband, Paul Day (after the individual
legacies and beneficiaries set forth in the
will) in ~~the~~ All income
The Testamentary Trust

BOOK 34 Page 367 1/2
 proceeds shall be available to
 him for his use during his lifetime
 with the entire remainder left to my
 daughter, Alice Staples, at his death in
 accordance with Item II of my will.
 This the 28th day of December,
 2001.

FEB 15 2002
 CHANCERY CLERK
 MADISON COUNTY, MISSISSIPPI

Alice B. Tackett-Day *

ALICE B. TACKETT - ~~Day~~ Day

This instrument was, on the date shown above,
 signed, published & declared by Alice B. Tackett-Day to be her last will & testament
 in our presence & we have subscribed
 our names as witnesses in her presence and in the presence
 of each other.

Witnessed by:

Lynda J. Frink
 11213 Hickory-L.R. Rd.
 Decatur, MS 39327
 601-635-2772

Herman M. Welch
 121 Chapel Lane
 Madison, MS 39110
 (601) 856-1524

* Dictated and reviewed by Alice B. Tackett-Day and
 handwritten by Herman M. Welch

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 15th day
 of February, 2002, at 9:30 o'clock A. M., and was duly recorded
 on the 15th day of February, 2002, Book No. 364, Page 367.
 MIKE CROOK, CHANCERY CLERK BY: Janet Tupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN RE THE ESTATE OF ALICE B. TACKETT-DAY

NO. 2002-119

FILED
THIS DATE

AFFIDAVIT OF WITNESS TO
CODICIL OF ALICE B. TACKETT-DAY

FEB 15 2002

STATE OF MISSISSIPPI
COUNTY OF Newton

By Mike Crook CHANCERY CLERK D.C.

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid the within named LYNDA J. FRICK, who after first being sworn by me, states as follows:

- 1. My name is LYNDA J. FRICK, and I reside at 11213 Hickory - L.R. Road, Decatur, Mississippi 39237. (601) 635-2772.
- 2. Said CODICIL TO THE LAST WILL AND TESTAMENT OF ALICE B. TACKETT-DAY submitted for probate was signed by ALICE B. TACKETT-DAY, in St. Dominic's Hospital on the 28th day of December, 2001, in the sight and presence of the following subscribing witnesses: LYNDA J. FRICK and HERMINE M. WELCH of whom I am one, and who at her request and in her sight and presence, and in the sight and presence of each other, on the 28th day of December, 2002, subscribed our names thereto as attesting witnesses.
- 3. ALICE B. TACKETT-DAY was of sound and disposing memory, not acting under the fraud, menace, or undue influence of any person, and was more than eighteen years of age, and each of the witnesses is also more than eighteen years of age in accordance with Section 91-5-1 of the Mississippi Code Annotated.

Lynnda J. Frick
LYNDA J. FRICK

SWORN TO AND SUBSCRIBED BEFORE ME, this the 7th day of February, 2002.

George Hayes Chancery Clerk
NOTARY PUBLIC by Nancy Kidd
D.C.

SEAL
My Commission Expires :



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 15th day of February, 2002, at 9:30 o'clock A. M., and was duly recorded on the 15th day of February, 2002, Book No. 34, Page 368.
MIKE CROOK, CHANCERY CLERK BY: Karen Trupp D.C.



FILED
THIS DATE

FEB 15 2002

BOOK **0034** PAGE **369**

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

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

IN RE THE ESTATE OF ALICE B. TACKETT-DAY

NO. 2002-119

**AFFIDAVIT OF WITNESS TO
CODICIL OF ALICE B. TACKETT-DAY**

STATE OF MISSISSIPPI
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid the within named Hermine M. Welch LYNDIA J. FRICK, who after first being sworn by me, [Signature]

states as follows:

1. My name is HERMINE M. WELCH, and I reside at 121 CHAPEL LANE, MADISON, MS 39110. (601) 856-1524.
2. Said CODICIL TO THE LAST WILL AND TESTAMENT OF ALICE B. TACKETT-DAY submitted for probate was signed by ALICE B. TACKETT-DAY, in St. Dominic's Hospital on the 28th day of December, 2001, in the sight and presence of the following subscribing witnesses: LYNDIA J. FRICK and HERMINE M. WELCH of whom I am one, and who at her request and in her sight and presence, and in the sight and presence of each other, on the 28th day of December, 2002, subscribed our names thereto as attesting witnesses.
3. ALICE B. TACKETT-DAY was of sound and disposing memory, not acting under the fraud, menace, or undue influence of any person, and was more than eighteen years of age, and each of the witnesses is also more than eighteen years of age in accordance with Section 91-5-1 of the Mississippi Code Annotated.

Hermine M. Welch
Hermine M. Welch

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

2002

MIKE CROOK, CHANCERY CLERK

By: [Signature] D.C.
NOTARY PUBLIC

SEAL

My Commission Expires: 1-1-04

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 15th day of February, 2002, at 9:30 o'clock A. M., and was duly recorded on the 5th day of February, 2002, Book No. 34, Page 369.

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C.



#2002-112

Last Will and Testament **FILED** THIS DATE

OF

FEB 15 2002

WENDELL WADE LADNER

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

I, Wendell Wade Ladner, an adult resident of Madison, Madison County, Mississippi, being above the age of eighteen (18) years and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament and revoke all prior Wills and Codicils heretofore made by me.

ITEM I.

My wife's name is Mary B. Ladner, and she is herein referred to as "my wife." I have two (2) children now living, as follows:

- Wendell Wesson Ladner, born September 3, 1956; and
- MariAnna Ladner Brown, born March 14, 1947

My wife, Mary B. Ladner, has one child born to her during a previous marriage, namely:

- James Henry Houston, born December 21, 1944

The words "child" or "children" as used herein shall include any children born to my wife or to my wife and me, and "descendants" shall include any person born to any of said children. Each of the words "child," "children," and "descendants" shall be deemed to include an adopted child or adopted children, irrespective of any provisions of law establishing a contrary presumption.

ITEM II.

I appoint Wendell Wesson Ladner to serve as Successor Executor. In the event Wendell Wesson Ladner is or becomes unable or unwilling to serve, I appoint James Henry Houston to serve as Successor Executor. In the event James Henry Houston is or becomes unable or unwilling to serve, I appoint MariAnna Ladner Brown to serve as Successor Executrix.

ITEM III.

My Executrix shall pay all funeral expenses, costs of administration and properly probated and allowed claims against my estate.

ITEM IV.

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

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

All Section references, as used in this Will, refer to the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future laws.

ITEM V.

To my wife, Mary B. Ladner, if she survives me, I give, devise and bequeath, unless otherwise specifically bequeathed under Item VII of this Will, the following:

- A. My interest in our family residence, subject to any indebtedness thereon;
- B. My automobiles and other vehicles, club memberships, clothing, books, and other personal effects; and
- C. My interest in the furniture, furnishings, fixtures, silverware, china, pictures, linens, glassware, rugs and the like located in our home.

If my wife does not survive me, I give, devise and bequeath my interest in the family residence to the Trustee of the "Mary B. Ladner Family Trust," created under the Last Will and Testament of my wife, Mary B. Ladner, dated December 11, 2001, to be held, administered and distributed under the provisions of that Trust; and the assets described above in Paragraphs B and C of this Item V of my Last Will and Testament to my children in substantially equal shares, to be divided among them as they agree, or in the absence of such agreement, as my Executor may determine. In the event a child predeceases me, his or her share of the assets described in Paragraphs B and C of this Item V of my Last Will and Testament shall be distributed to his or her descendants in equal shares, per stirpes, or if there are no such descendants, said deceased child's share of said

assets shall be distributed to my surviving children, or the descendants of a deceased child, in equal shares, per stirpes.

ITEM VI.

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

ITEM VII.

If my wife, Mary B. Ladner, survives me, I give, devise and bequeath to her all interest in my estate, real or personal, tangible or intangible, of whatsoever kind or character, wheresoever situated, and to which I either may be entitled at my death or over which I shall have a power of appointment.

ITEM VIII.

If my wife, Mary B. Ladner, does not survive me, I give, devise and bequeath the rest, residue and remainder of my estate, real and personal, tangible or intangible, of whatsoever kind or character, and wheresoever located, and to which I either may be entitled at my death or over which I shall have a power of appointment to the Trustee of the "Mary B. Ladner Family Trust," created under the Last Will and Testament of my wife, Mary B. Ladner, dated December 11, 2001, to be held, administered and distributed as provided in said Trust, if said trust is in existence. If the "Mary B. Ladner Family Trust" is not in existence, I give, devise and bequeath the rest, residue and remainder of my estate, real and personal, tangible or intangible, of whatsoever kind or character, and wheresoever located, and to which I either may be entitled at my death or over which I shall

have a power of appointment to the Trustee of the "Wendell Wade Ladner Family Trust" created under Item X of this my Last Will and Testament to be held, administered and distributed as provided in said Trust.

ITEM IX.

Any recipient of property or beneficiary of a trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased or incapacitated, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her whether outright or in trust or all or any part of his or her interest in any trust created herein. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under IRC Section 2518 as well as applicable state law and shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor. If my wife or any other person or a Trustee or personal representative disclaims any portion of a bequest, the property disclaimed shall be distributed to the Trustee of the "Wendell Wade Ladner Family Trust" created under Item X of this my Last Will and Testament to be held, administered and distributed as provided herein.

ITEM X.

In the event a portion of my estate passes pursuant to this Item X, whether it be pursuant to Item VIII or Item IX of this my Last Will and Testament, I give, devise and bequeath said property to Thomas Colon Ladner, Madison, Mississippi, as Trustee to be held, administered and distributed as set forth below in this Item X. This Trust shall be for the benefit of my wife, if living, my children, and the descendants of a deceased child.

The assets devised and bequeathed under this Item X of my Will shall be charged with the payment of any estate, inheritance or other death taxes payable by reason of my death and any other expenses of my estate not deductible for federal estate tax purposes. I recognize the possibility that no property may be disposed of by this Item X of my Will and that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections.

The Trustee shall hold, administer and distribute the assets of the Trust as follows:

A. The Trustee may pay to or for the benefit of my wife, if living, and my children an amount of the net income necessary for their education, support, maintenance, and health, including any hospital or other institutional care and for the maintenance of their accustomed standard of living

at the time of my death. These distributions shall be made in proportions and amounts and at such intervals as the Trustee determines. Any income not distributed shall be accumulated and added to principal.

B. In addition to the income distributions, the Trustee may pay to or for the benefit of my wife, if living, and my children as much principal as the Trustee, in its discretion, deems advisable for their education, support, maintenance and health, including any hospital or other institutional care, or for the maintenance of their accustomed standard of living at the time of my death. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

C. In making distributions of income and principal, if my wife is living, I direct the Trustee to consider my wife as the primary beneficiary and consider her needs above those of my children and the descendants of a deceased child. The Trustee shall see that my wife has sufficient funds to enable her to continue, if possible, her accustomed standard of living at the time of my death. Before making distributions of income or principal to my children or the descendants of a deceased child, the Trustee shall counsel with my wife to determine the needs of my children, or their descendants, but the decision of the Trustee shall be final as to the amounts and recipients of such distributions. Nothing contained herein shall be construed to create a support obligation of the trust on behalf of any trust beneficiary, it being intended that this trust be a discretionary trust only and as to all payments made therefrom. The standards stated herein are intended only as a guide to my Trustee with my Trustee having full and absolute authority and discretion as to payment of income and/or principal to any beneficiary, and no beneficiary shall have an absolute right to income or principal of said trust.

D. Upon my wife's death, or upon the date this trust is funded if she predeceased me, the Trustee shall divide the trust assets into separate and independent shares. There shall be a separate, equal, and independent share for each of my then-living children and a share for the descendants, collectively, of each deceased child of mine. The Trustee shall distribute the separate and independent shares created for each of my then-living children to them outright. If any of my children are deceased, the Trustee shall hold the assets of each share created for the descendants of a deceased child in trust, which shall be administered and distributed by the Trustee as follows:

1. The Trustee may distribute, at least annually, to or for the benefit of each descendant of a deceased child, (but not necessarily in equal shares) as much of the net income of that share of the Trust as the Trustee, in its discretion, deems advisable for the beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living at the time of my death. Any

income not distributed from a share of the trust shall be added to the principal of that share and distributed in accordance with subsequent provisions.

2. In addition to the income distributions, the Trustee may distribute to or for the benefit of a descendant of a deceased child, from his or her share of the trust, as much principal as the Trustee, in the Trustee's discretion, deems advisable for the beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living at the time of my death. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

3. As and when each beneficiary attains the age of thirty (30) years, the Trustee shall distribute to that beneficiary one-half ($\frac{1}{2}$) of that beneficiary's share of the trust estate. As and when each beneficiary attains the age of thirty-five (35) years, the Trustee shall distribute to that beneficiary the rest, residue and remainder of his or her share of the trust estate. If at the time of my death, my wife's death and any of my children's death, a descendant of a deceased child has attained the age required herein for distribution of part or all of the principal of his or her share of the Trust, such part or all of that principal shall be distributed to that descendant of a deceased child at that time.

4. In the event of the death of any child born to me prior to receipt by that child of his or her entire share of the trust estate, the balance in the Trust for the benefit of said deceased child shall be retained in Trust for benefit of said deceased child's then-living descendants. The net income and principal shall be distributed in accordance with the directions and standards previously set forth in subparagraphs D (1), (2), and (3) of this Item X. If at the death of a child of mine, he or she leaves no surviving descendants, that deceased child's share of the trust estate shall be added to the share created for my other child, or for the descendants of a deceased child, to be held, administered and distributed in accordance with the provisions of this Trust, or shall be distributed outright to a beneficiary who had previously reached the age to have received a distribution of his or her share of the trust estate.

E. 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 income or 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 hold and defer the delivery and conveyance of any part or all of such income and 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 share of the 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 in its sole discretion such beneficiary is qualified to prudently use and conserve the same or distributed for the benefit of the beneficiary as needed by the beneficiary for his or her education, support, maintenance and health. Should any beneficiary of the trust be disabled, incompetent, a debtor in any bankruptcy proceeding, a defendant in any legal proceeding including, without limitation, a divorce, addicted to alcohol, drugs, or gambling, 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. The Trustee shall have sole and absolute discretion to determine whether a beneficiary is disabled, incompetent, or incapacitated and to determine when any such conditions as detailed above have been removed. The decision of the Trustee with respect to the exercise or the non-exercise by it of any discretionary power hereunder, or the time or manner of the exercise thereof, made in good faith, shall fully protect it and shall be conclusive and binding upon all persons interested in the trust estate. The Trustee shall be held harmless for exercising its discretion and shall be entitled to indemnification from the Trust assets, provided such discretion is exercised in good faith. The Trustee may obtain the services of two (2) licensed physicians in the State of domicile of a beneficiary for the purpose of evaluating and/or examining a beneficiary to determine the extent of a beneficiary's disability, incompetency, incapacitation, or addiction to drugs, alcohol, or gambling. The Trustee may rely solely upon either or both of the opinions of said physicians in exercising its authority and power to withhold a beneficiary's distribution as described in this paragraph E of this Article X

F. My wife shall continue as a beneficiary of the Trust notwithstanding her remarriage subsequent to my death. However, before making distributions of income and principal, the Trustee shall consider the assets available to my wife as a result of her remarriage.

G. Upon distribution of the entire estate to the beneficiary or beneficiaries of any trust created under this Item X of my Will, such trust shall terminate.

H. This Trust shall be known as the "Wendell Wade Ladner Family Trust."

ITEM XI.

In making distributions for beneficiaries from any trust created under this Will and especially where such beneficiaries are minors, or incapable of transacting business due to illness, the Trustee, in the Trustee's discretion, may make distributions either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the

beneficiary who has custody and care of the beneficiary, or (d) by applying the distributions for the benefit of the beneficiary by paying expenses directly. In any event, the Trustee shall require such reports and take such steps as the Trustee deems requisite to assure and enforce the application of such distributions for the exclusive benefit of the beneficiary.

None of the principal or income of any trust created under this Will shall be liable for debts of any beneficiary or be subject to seizure by creditors of any beneficiary. The beneficiaries have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of their interest in the trust funds or the income produced from the funds. This provision shall also apply to any spouse of a beneficiary. In other words, a beneficiary's interest in the income and/or principal of any trust created under this Will is not subject to voluntary or involuntary transfers of creditors and/or claimants.

ITEM XII.

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

The Trustee shall not be required to make physical division of the trust property, except when necessary for the purposes of distribution, but may, in its discretion, keep the Trusts in one or more consolidated funds. As to each consolidated fund, the division into the various shares comprising such fund need be made only on the Trustee's books of account, in which case each trust shall be allotted its proportionate part of the principal and income of the fund and charged with its proportionate part of expenses thereof.

ITEM XIII.

Notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule against Perpetuities or any statute pertaining thereto. Upon such vesting, any trust property held by the

Trustee shall be distributed to the beneficiary or beneficiaries of the trust as though such beneficiary had reached the age at which final distribution is required by this Will.

ITEM XIV.

If at the time any distribution of trust assets from any trust created in this Will is required and a minor is entitled to a share thereof, including any distribution of vested property under Item XIII above, the Trustee is directed to continue to hold the share of the minor in trust for the minor's benefit until such minor attains age twenty-one (21) years. Until distribution is made, the Trustee shall expend such part of the income and/or principal of the share belonging to the minor as the Trustee, in the Trustee's discretion, deems necessary to provide for the education, support, maintenance and health of the minor, including any hospital or other institutional care and for the maintenance of said minor's accustomed standard of living at the time of my death.

ITEM XV.

Any trust created herein shall be entitled to a proportionate share of the income of my estate commencing with the date of my death. During the administration of my estate and until the Trust is established, I authorize the Trustee, in the Trustee's discretion, to request of my Executor, in which case my Executor may comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the Trust. These payments shall be an amount which in the judgment of the Trustee and the Executor, jointly, equals the income which the beneficiaries would receive from the Trust had it been funded at the date of my death.

ITEM XVI.

Any trust created by this Will is a private trust. The Trustee shall not be required to obtain the order or approval of any court for the exercise of its powers and discretions.

No Trustee hereunder shall be required to enter into any bond or to file with any court a formal accounting of the Trustee's administration. The Trustee shall render annual accounts to the income beneficiaries of each Trust. No persons paying money or delivering property to the Trustee shall be required to see to its application. In the event that any person entitled to an annual statement hereunder is a minor or otherwise legally incapacitated, such statement is to be rendered to the guardian of or to the individual with whom such person resides, but if such minor be at least eighteen

(18) years of age, the minor shall also receive a copy. The statement shall show all receipts and disbursements and a list of all assets held as of the closing dates of the accountings.

ITEM XVII.

A Trustee of any trust created in this Will may resign at any time by giving written notice, specifying the effective date of resignation, to the persons who are income beneficiaries of the trust at that particular time. The notice may be made by personal delivery or sent by registered mail. In addition, the Trustee or any Successor Trustee may be removed by written notice to such Trustee by my wife, or by her agent under a power of attorney, her guardian, conservator or her other fiduciary or personal representative acting on her behalf, if living and, if not, by a majority of the current income beneficiaries of the trust, or through their legal guardian, conservator or agent under a power of attorney if they are a minor or incapacitated, at any time and for cause, or without cause, specifying the date for such resignation. In the event of the resignation or removal of the Trustee, a Successor Trustee shall be appointed by my wife, or her agent under a power of attorney, her conservator, or her other fiduciary or personal representative acting on her behalf, or if my wife is not living, by a majority of the current income beneficiaries of the trust, or through their legal guardian, conservator or agent under a power of attorney if they are a minor or incapacitated. In no event shall my wife or any beneficiary of the trust have the power to appoint himself or herself as trustee of any trust created in this Will. In any event, the Successor Trustee shall be a bank possessing trust powers, a trust company, or any other entity whose principal business activity is trust administration. The resigning Trustee shall deliver all trust assets to the Successor Trustee on the effective date of the resignation, and shall, within sixty (60) days of such date, submit a full and final accounting to the Successor Trustee and to the income beneficiaries of the Trust. Any Successor Trustee shall be vested with all the rights, powers, duties and discretions conferred upon the original Trustee.

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 must be a federally insured bank with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities; and in such capacity shall possess and exercise all powers and authority herein conferred on the Trustee named herein.

ITEM XVIII.

Unless otherwise provided, the administration and management of any trust created herein, the sale and conveyance of the trust assets, the investment and reinvestment of trust assets and the rights, powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi, (being § 91-9-101 and following of the Mississippi Code of 1972), as it now exists or may hereafter be amended. In addition to the powers contained in that Law, the Trustee shall have full power and authority:

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

B. To place, in the discretion of the Trustee, trust funds on time deposit savings accounts or certificates of deposit in any federally insured bank.

C. To receive, invest in, and retain in the trust all types of property and, especially, to receive, invest in, and retain in the trust shares of stock in publicly-held or closely-held corporations, membership interests in limited liability companies or limited liability partnerships, partnership interests in general and limited partnerships, improved and unimproved real estate and farm property, regardless of where it may be situated, stocks, mutual funds, bonds, government securities, life insurance products, annuities, certificates of deposit and other investments, without liability and without regard to the proportion of such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which Trustees generally are authorized to invest by trust law.

D. Purchase, invest in, pay premiums on, borrow against, sell, exchange or cancel any policy of insurance on the life, or joint lives, of the beneficiaries or any person in whom the beneficiaries of the trust have an insurable interest.

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

F. To consolidate and merge any trust created hereunder with any other trust created by me or any other person, whether *inter vivos* or by Will, if the beneficiaries are the same and the terms of that trust are substantially the same.

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

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

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

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

K. To participate in any liquidation, reorganization, recapitalization, merger, consolidation, or similar proceeding affecting any corporation, partnership, limited liability company, limited liability partnership, or any other choice of entity, the securities of which or interests in which are held in trust.

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

M. To hold for the benefit of any minor beneficiary of this Trust or for an adult beneficiary who is incapable of handling his or her property, any personal effects, automobiles, jewelry and other objects, particularly household contents, antiques, silver, crystal and the like, that are bequeathed to any such beneficiary of this Trust until the beneficiary attains the age of twenty-one (21) years, or in the case of an adult beneficiary incapable of handling his or her property, until such time as, in the sole discretion of the Trustee, that beneficiary is capable of handling his or her property. The Trustee may permit such items to remain in the residence in which the beneficiary resides or in such other storage facility as it deems appropriate for such items. The Trustee shall have the authority to give the Executor or other personal representative of the estate of a decedent a receipt for such objects on behalf of such beneficiary.

N. 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.

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

P. 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 it may deem proper.

Q. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as it 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 any trust created hereunder. With regard to mineral rights, to execute contracts, letter agreements, farm-out agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed in relation thereto. To insure against fire or other risks. To make repairs, replacements, and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use, and to grant easements as it may deem proper.

R. Employ, hire, discharge, re-hire, fire or contract with, at its sole discretion, an investment advisor(s), investment broker(s), and/or independent money manager(s) for the investment of any part of, or all of, the trust assets under its control.

ITEM XIX.

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

ITEM XX.

I grant my Executrix the rights, powers, duties and discretions granted under the Uniform Trustees' Powers Law of Mississippi, being § 91-9-101 and following of the Mississippi Code of 1972. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any Successor Executor or Administrator. I direct that neither my Executor nor any Successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that my Executor, or any Successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

My Executor shall have authority to disclaim any asset, power of appointment, or other interest in property in which I am entitled to at my death, or to which my estate later becomes entitled.

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

If property is included in my estate which may otherwise qualify if it passes to a qualified heir for valuation for federal estate tax purposes under either Section 2032A or Section 2033A, and my Executor has the discretion to allocate and distribute such property in satisfaction of devises or bequests herein, my Executor shall, in exercising such discretion, allocate and distribute such property to persons or Trusts who will be qualified heirs so as to qualify the property for valuation pursuant to Section 2032A and Section 2033A.

My Executor shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid depreciation in value of the interests or losses to my estate or associates. My Executor may continue to act as partner, member or shareholder, engage in any partnership, limited liability company, or corporation, and take all actions with regard to any partnership, corporation, or other entity my Executor deems advisable. Furthermore, my Executor shall retain and continue to operate any business for such period as the Executor may deem advisable, may control, direct, and manage the business and determine the manner and extent of his or her active participation in the operation of the business and delegate all or any part of his or her power to supervise and operate said business to such person or persons as he or she may select, including, without limitation, any associate, partner, officer, or employee of the business. My Executor shall also have the power 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 appropriate; including, without limitation, the right to employ any beneficiary of my estate in any of the foregoing capacities and to grant same discretionary powers. My Executor shall also be authorized to convert any corporation over which I have control at my death into a partnership, sole proprietorship, Subchapter "S" corporation, or a limited liability company and also to prevent the termination of a Subchapter "S" election having been made by any corporation over which I have control at my death. My Executor shall also retain in any business such amount of the net earnings for working capital and other purposes of the business as the Executor may deem advisable and conforming with sound business practice. My Executor shall not be held liable for any loss resulting from the retention and/or operation of any business unless such loss shall result directly from said Executor's gross negligence or willful misconduct.

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

ITEM XXI.

If any devisee, legatee or beneficiary in this Will or any person who would be entitled to share in my estate through intestate succession shall in any manner whatsoever, either directly or indirectly, oppose, contest or attack this Will or the distribution of my estate hereunder, or seek to impair, invalidate or set aside any of the provisions of this Will or shall aid in doing any of the above acts, then in that event I hereby give and bequeath to any such person the sum of One Dollar (\$1.00) only, in lieu of any other share or interest in my estate, either under this Will or through intestate succession.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 11 day of December, 2001.

Wendell Wade Ladner
WENDELL WADE LADNER

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

Bonita Alexander 5501 Hwy 80 W. 155
WITNESS Jackson MS
ADDRESS

Angela B Healy 465 Shadowood Drive
WITNESS Ridgeland, MS 39157
ADDRESS

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 15th day of Feb, 2002, at 9:00 o'clock a M., and was duly recorded on the FEB 15 2002, Book No. 34, Page 370.

MIKE CROOK, CHANCERY CLERK

BY: Stacy T. Crook D.C.



ESTATE OF WENDELL WADE LADNER,
DECEASED

FILED
THIS DATE 02-11-02

AFFIDAVIT OF SUBSCRIBING WITNESS FEB 15 2002

STATE OF MISSISSIPPI
COUNTY OF HINDS

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

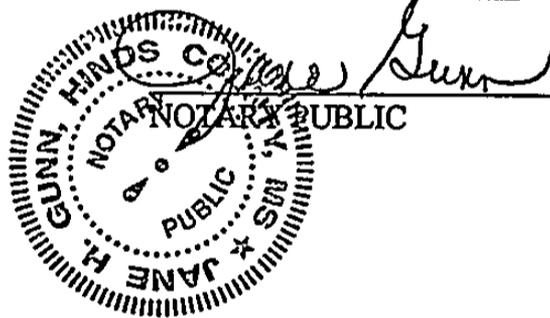
This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Bonita Alexander, who being by me first duly sworn according to law, says on oath:

1. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Wendell Wade Ladner, 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 December 11, 2001.
2. That on December 11, 2001, the said Wendell Wade Ladner signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Angela B. Healy, the other subscribing witness to said instrument.
3. That the said Wendell Wade Ladner was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.
4. That this affiant, together with Angela B. Healy, 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 Wendell Wade Ladner, and in the presence of each other.

Bonita Alexander

SWORN TO AND SUBSCRIBED BEFORE ME, this the 11th day of December, 2001.

My commission expires
3-31-02



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 15th day of Feb, 2002, at 9:00 o'clock a M., and was duly recorded on the FEB 15 2002, Book No. 34, Page 385.

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C.

ESTATE OF WENDELL WADE LADNER,
DECEASED

FILED
THIS DATE 2002-112

AFFIDAVIT OF SUBSCRIBING WITNESSES 15 2002

STATE OF MISSISSIPPI

COUNTY OF HINDS

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

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

1. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Wendell Wade Ladner, 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 December 11, 2001.

2. That on December 11, 2001, the said Wendell Wade Ladner signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Bonita Alexander, the other subscribing witness to said instrument.

3. That the said Wendell Wade Ladner was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

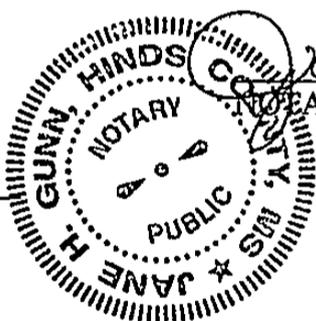
4. That this affiant, together with Bonita Alexander, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Wendell Wade Ladner, and in the presence of each other.

Angela B Healy
ANGELA B. HEALY

SWORN TO AND SUBSCRIBED BEFORE ME, this the 11th day of December, 2001.

My commission expires:

3-31-02



Jane Gunn
NOTARY PUBLIC

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 15th day of Feb, 20 02 at 9:00 o'clock a M., and was duly recorded on the FEB 15 2002, Book No. 34, Page 386.

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C.



Last Will and Testament

FILED
THIS DATE

FEB 15 2002

2002-094

OF

GEORGE L. ROBERTSON, JR.,

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

KNOW ALL MEN BY THESE PRESENTS, that I, George L. Robertson, Jr., resident citizen of the County of Hinds, State of Mississippi, being over the age of eighteen (18) years and of sound and disposing mind and memory, do make, publish, and declare this to be my Last Will and Testament, revoking all previous wills or codicils.

1.

I do hereby direct that all of my just debts and funeral expenses be paid.

2.

I appoint Trustmark National Bank as Executor of my estate, and direct that no bond shall be required of it, and that it be relieved of filing any inventory, accounting, or appraisement of my estate.

In the administration of my estate, I give and grant to my Executor all of the powers and discretions set forth in the Mississippi Code Annotated, Sections 91-9-101 through 91-9-119 (1972), and any additional powers and discretions as may result from subsequent legislation. No legislation subsequent to the date of the execution of this will shall reduce or limit these powers and discretions. Without limitation on the foregoing, my Executor shall have the continuing, absolute discretionary power to deal with any property, real property or personal property, held in my

George L. Robertson Jr.
GEORGE L. ROBERTSON, JR.

estate as freely as I might in the handling of my own affairs, including the right to sell any interest I may own in a home or any other real estate, or personal property of any kind, including stocks, bonds, or other securities, and including personal effects and household goods. Such power may be exercised independently without prior or subsequent approval of any judicial authority and no person dealing with my Executor shall be required to inquire into the propriety of any of my Executor's actions.

My Executor shall be entitled to a reasonable and normal fee for its services, and it is hereby also fully empowered to engage the services of attorneys, accountants, or others capable of rendering services in pursuance of the administration of my estate.

3.

My wife and I have established a joint money market account at Deposit Guaranty National Bank and have established a joint checking account at Trustmark National Bank. In addition, my wife has conveyed the title to her condominium to her and myself, as joint tenants with full rights of survivorship. It is my intention that these bank accounts have been established jointly and the condominium transferred to joint tenancy so that the survivor will be the owner of the properties therein, along with any other properties that we may designate as joint properties in the future. All other properties shall be considered my separate estate and comprise the properties devised and bequeathed by this will.

George L. Robertson Jr.
GEORGE L. ROBERTSON, JR.

4.

I hereby bequeath any vehicle that I may own at the time of my death and all household furnishings, to my wife, Marguerite Kelly Montesi Robertson.

5.

All the rest, residue, and remainder of my property, real, personal, and mixed, including, but not limited to, stocks, bonds, cash, money market accounts, certificates of deposit, personal property, and real property, that are not jointly owned with my wife, nor specifically mentioned in this will, I hereby give, devise, and bequeath unto my children, namely, Darden Kent Robertson and Shellie Ware Robertson, share and share alike, per stirpes and not per capita.

IN WITNESS WHEREOF, I hereby declare this to be my Last Will and Testament, revoking any and all wills and codicils heretofore made by me, and, I do hereby request the subscribing witnesses whose names are affixed hereto to sign their names as subscribing witnesses and do hereby affix my signature on this the 26th day of OCTOBER, 1994.

George L. Robertson, Jr.
GEORGE L. ROBERTSON, JR.

Vernon H. Chadwick
WITNESS

Drew S. McWhorter
WITNESS

CERTIFICATE

We, VERNON H. CHADWICK and DREW S. McWhorter, witnesses to the foregoing Will of GEORGE L. ROBERTSON, JR., do hereby certify that George L.

Robertson, Jr. declared the same to be his Last Will and Testament in our presence and in the presence of each of us and requested us and each of us to sign our names thereto as subscribing witnesses in the presence of the Testator and in the presence of each other, and, that at the time of the execution of said Will, the said George L. Robertson, Jr. was more than eighteen (18) years of age and of sound and disposing mind and memory and had a fixed place of residence in the County of Hinds, State of Mississippi.

WITNESS OUR SIGNATURES, this the 26th day of OCTOBER, 1994.

Alvin H. Chadwick
Brew S. McWhorter

George L. Robertson Jr.
GEORGE L. ROBERTSON, JR.

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 15th day of February, 2002, at 9:35 o'clock A. M., and was duly recorded on the 15th day of February, 2002, Book No. 34, Page 387.
MIKE CROOK, CHANCERY CLERK BY: Kenneth Jupp D.C.



FILED

THIS DATE

FEB 15 2002

PROOF OF WILL

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, Vernon H. Chadwick, who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of George L. Robertson, Jr., and that the said George L. Robertson, Jr. signed, published and declared said instrument to be his Last Will and Testament on the 26th day of October, 1994 in the presence of this affiant and Drew S. McWhorter, the other subscribing witness to said instrument; and said testator was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Drew S. McWhorter subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testator, and in the presence of each other.

[Signature]
VERNON H. CHADWICK
1640 Lelia Drive
Suite 210
Jackson, Mississippi 39216

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 4th day of February, 2002.



[Signature]
NOTARY PUBLIC

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 15th day of February, 2002, at 9:35 o'clock A. M., and was duly recorded on the 15th day of February, 2002. Book No. 34, Page 391.
MIKE CROOK, CHANCERY CLERK BY: [Signature] D.C.



FILED
THIS DATE

FEB 15 2002

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

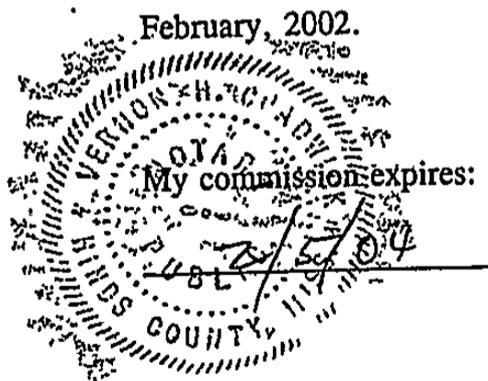
MIKE CROOK
CHANCERY CLERK
By: *[Signature]* D.C.

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Drew S. McWhorter, who by me being first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of George L. Robertson, Jr., and that the said George L. Robertson, Jr. signed, published and declared said instrument to be his Last Will and Testament on the 26th day of October, 1994 in the presence of this affiant and Vernon H. Chadwick, the other subscribing witness to said instrument; and said testator was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Vernon H. Chadwick subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testator, and in the presence of each other.

[Signature: Drew S. McWhorter]
DREW S. McWHORTER
1640 Lelia Drive
Suite 210
Jackson, Mississippi 39216

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 4th day of

February, 2002.



[Signature]
NOTARY PUBLIC

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 15th day of February, 2002, at 9:35 o'clock A. M., and was duly recorded on the 15th day of February, 2002. Book No. 34, Page 392.
MIKE CROOK, CHANCERY CLERK BY: *[Signature]* D.C.



LAST WILL AND TESTAMENT
OF
MARY WILL LUTER MOODY

FILED
THIS DATE

FEB 22 2002

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

#2002-126

I, Mary Will Luter Moody, a resident of Hinds County, Mississippi, of legal age and of sound mind and memory do hereby make, declare, and publish this to be my Last Will and Testament, hereby revoking all wills, testaments, and codicils heretofore made by me.

I.

I wish all my debts, which have been duly probated according to law, and all my funeral expenses to be paid as soon after my death as may be reasonably convenient and I hereby authorize my executrixes, in case of any claims against my estate, to settle the same in their absolute discretion.

II.

I hereby authorize my executrixes to sell any real or personal property which I own at the time of my death.

Mary Will Luter Moody
TESTATRIX

Beverly Jean Hunt
WITNESS

Wayne C. Lott
WITNESS

III.

I hereby provide that the residue of my estate shall be divided equally among the following members of my family, each receiving a one-eighth (1/8) portion: my niece Rosa Lynn Jones; my nephew John Williford Jones; my niece Jan Marie Jones Hurt; my great-nephew Bradley Caldwell Jones; my great-nephew Davis Phillips Jones; my great-niece Rosanna Marie Hurt; my great-niece Jan Elizabeth Hurt; and my great-niece Margaret Delle Hurt. Should either Bradley Caldwell Jones or Davis Phillips Jones be under the age of 21 at the time of my death, I request that great-nephew's portion be held in trust by John Williford Jones until such time as said great-nephew reaches the age of 21. Should Rosanna Marie Hurt, Jan Elizabeth Hurt or Margaret Delle Hurt be under the age of 21 at the time of my death, I request that such great-niece's portion be held in trust by Jan Marie Jones Hurt until such time as said great-niece reaches the age of 21.

Should any of the above named legatees predecease me, my estate shall be divided equally among my surviving legatees.

Believing that my sister, Marie Luter Upton, has her future well-planned, I leave her my undying gratitude for her love and care she surrounded me with over the years and my thanks for the blessings I shared by being her sister.

mary *will* *moody*

TESTATRIX

Beverly Jean Hunt

WITNESS

Mary E. Lott

WITNESS

IV.

I hereby nominate, constitute and appoint my nieces, Rosa Lynn Jones and Jan Jones Hurt as joint executrixes of my Last Will and Testament. Should either niece be unable or unwilling to serve, I hereby appoint the other niece as the sole executrix of my estate. My executrixes shall serve without bond, accounting, or inventory. I hereby waive appraisal of my estate.

In testimony of the making, declaring and publishing of the foregoing to be my Last Will and Testament, I now sign my name hereto in the presence of the undersigned witnesses whom I especially request to witness the making, publishing and declaring of the my Last Will and Testament and the witnessing of my signature on this the 5th day of April, 1998.

Mary Will Moody
TESTATRIX

Beverly Jean Hunt
WITNESS

Nancy E. Lathrop
WITNESS



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 22nd day of Feb, 2002 at 9:00 o'clock a M., and was duly recorded on the FEB 22 2002, Book No. 34, Page 393.

MIKE CROOK, CHANCERY CLERK

BY: Stacy Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE WILL AND ESTATE OF

MARY WILL LUTER MOODY, DECEASED

FILED
THIS DATE

NO. 2002-126

FEB 22 2002

STATE OF MISSISSIPPI

COUNTY OF HINDS

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

AFFIDAVIT OF SUBSCRIBING WITNESS

This day personally came and appeared before me, the undersigned authority in and for said jurisdiction, BEVERLY JEAN HUNT, one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Mary Will Luter Moody, deceased, late of Madison County, Mississippi, who, having been first duly sworn, makes oath that the said Mary Will Luter Moody signed, published and declared the original of said instrument as her Last Will and Testament on the 5th day of April, 1998, the day and date of said instrument, in the presence of said affiant and Nancy E. Lottridge, that the said testatrix was then of sound and disposing mind and memory and twenty-one (21) years and upwards of age; and said affiant and Nancy E. Lottridge 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.

[Signature]
BEVERLY JEAN HUNT

[Signature] SWORN to and subscribed before me, this the 30th day of Jan, 2002.

[Signature]
NOTARY PUBLIC
My Commission Expires [Signature]

Notary Public State of Mississippi At Large
My Commission Expires October 19, 2002
Bonded thru Holden, Brooks & Gertman, Inc.

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 22nd day of Feb, 2002, at 9:00 o'clock a M., and was duly recorded on the FEB 22 2002, Book No. 34, Page 396.

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE WILL AND ESTATE OF

MARY WILL LUTER MOODY, DECEASED

FILED
THIS DATE

NO. 2002-126

FEB 22 2002

STATE OF MISSISSIPPI

COUNTY OF HINDS

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

AFFIDAVIT OF SUBSCRIBING WITNESS

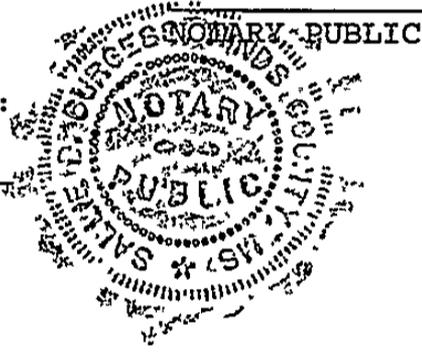
This day personally came and appeared before me, the undersigned authority in and for said jurisdiction, NANCY E. LOTTRIDGE ANDERSON, one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Mary Will Luter Moody, deceased, late of Madison County, Mississippi, who, having been first duly sworn, makes oath that the said Mary Will Luter Moody signed, published and declared the original of said instrument as her Last Will and Testament on the 5th day of April, 1998, the day and date of said instrument, in the presence of said affiant and Beverly Jean Hunt, that the said testatrix was then of sound and disposing mind and memory and twenty-one (21) years and upwards of age; and said affiant and Beverly Jean Hunt 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.

[Signature]
NANCY E LOTTRIDGE ANDERSON

SWORN to and subscribed before me, this the 20th day of Jan., 2002.

[Signature]
Sue Burgess

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES AUG 7, 2004
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 22nd day of Feb, 2002, at 9:00 o'clock a M., and was duly recorded on the FEB 22 2002, Book No. 34, Page 397.

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C.



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Mike Crook, Chancery Club

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Mike Crook, Chancery Club