

IN THE MATTER OF THE LAST WILL AND  
TESTAMENT OF JAMES EARL LANGHAM, DECEASED CAUSE NO 2003-0346

PROOF OF WILL

I, DON ALFORD, on oath state:

I am one of the subscribing witnesses to the attached written instrument, dated the 23<sup>RD</sup> day of May, 1996, which purports to be the Last Will and Testament of James Earl Langham, Deceased. On the execution date of that instrument, the testatrix, in my presence, signed the instrument at the end thereof, or acknowledged his signature thereto, declared the instrument to be his will, and requested that I attest his execution thereof; whereupon, in the presence of the testatrix, I signed my name as attesting witness. At the time of the execution of the instrument the testatrix appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud or restraint.

DATED, this the 28 day of April, 2003.

Don Alford  
DON ALFORD

STATE OF MISSISSIPPI

COUNTY OF HINDS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 28<sup>th</sup> day of April, 2003.

Sharon K. Moore  
NOTARY PUBLIC

My Commission Expires:

MY COMMISSION EXPIRES AUG. 11 2006

**FILED**  
**THIS DATE**  
**MAY 30 2003**  
**MIKE CROOK**  
**CHANCERY CLERK**  
By: Mike Crook D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE LAST WILL AND  
TESTAMENT OF JAMES EARL LANGHAM, DECEASED CAUSE NO. 2003-0346

PROOF OF WILL

I, CINDY ALFORD, on oath state:

I am one of the subscribing witnesses to the attached written instrument, dated the 23<sup>RD</sup> day of May, 1996, which purports to be the Last Will and Testament of James Earl Langham, Deceased. On the execution date of that instrument, the testatrix, in my presence, signed the instrument at the end thereof, or acknowledged his signature thereto, declared the instrument to be his will, and requested that I attest his execution thereof; whereupon, in the presence of the testatrix, I signed my name as attesting witness. At the time of the execution of the instrument the testatrix appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud or restraint.

DATED, this the 28 day of April, 2003.

Cindy Alford  
CINDY ALFORD

STATE OF MISSISSIPPI

COUNTY OF HINDS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 28<sup>th</sup> day of April, 2003.

Sharon K. Moore  
NOTARY PUBLIC

My Commission Expires:

MY COMMISSION EXPIRES AUG. 11 2006

**FILED**  
THIS DATE

MAY 30 2003

MIKE CROOK  
CHANCERY CLERK

By: Mike Crook D.C.

LAST WILL AND TESTAMENT

2003-380

OF

LELA W. HOLMES

**FILED**  
THIS DATE

MAY 30 2003

MIKE CHOOK  
CHANCERY CLERK

By: Kim [Signature] D.C.

STATE OF MISSISSIPPI

COUNTY OF MADISON

I, LELA W. HOLMES, a resident citizen of Madison county, Mississippi, being of sound and disposing mind, memory and understanding, and being over the age of twenty-one (21) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other Wills, Testaments and Codicils thereto heretofore made by me.

**ITEM I**

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

**ITEM II**

All of the lands described in this Item II and in Items III through XIV shall come from my property located in the NE1/4, SE 1/3, Section 2, Township 7North, Range 1 East, Madison County, Mississippi, and described in land records of said county as Parcel No. 071A-02-033/01.01. I give, devise and bequeath the house at 1425A Mannsdale Road and two (2) acres surrounding the house to Kenneth Holmes. I intend to have this property surveyed and deeded to Kenneth Holmes before my death and if this happens, this devise and bequest shall lapse.

**ITEM III**

I give, devise and bequeath one acre of land directly to the ~~thirteen~~ (13) living children of my daughter, Mammie Holmes Bennett, deceased, namely Willie Bell Bennett Phillips, Douglas Earl Bennett, Jr., Christine Bennett, Diane Bennett Phillips, Larry Bennett, Milton Bennett, Patricia Bennett Kelly, Freddie Bennett, Carolyn Bennett, Gwendolyn Bennett Washington, Tyrone Bennett, Eugene Bennett, and Shannon Marie Bennett; share

R.D.J.  
M.A.W.  
LELA W. HOLMES  
LELA W. HOLMES

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and share alike, per stirpes. One acre of land has previously been deeded by me to my daughter who is now deceased, upon which the former home of Mammie Holmes Bennett, deceased, is located at 101 New Mannsdale Road, Madison, Mississippi 39110. The one acre of land, which I now devise, is located contiguous to and immediately south of the Mammie Holmes Bennett house. I intend to have this property surveyed and deeded before my death. If this is done before my death, this devise and bequest shall lapse.

ITEM IV

I give, devise and bequeath one acre of land directly to three of the living children of my daughter, Eddie Mae Holmes-Brown, deceased, namely: Janice Marie Holmes; Laverne Holmes; and Sherman Holmes; share and share alike, per stirpes. I intend to have this property surveyed and deeded to the aforesaid three beneficiaries before my death. If this happens, this devise and bequest shall lapse.

ITEM V

I give, devise and bequeath two (2) acres of land, which I intend to have surveyed and deeded before my death, to my granddaughter, Bobbie J. Holmes. If this is done before my death, this devise and bequest shall lapse.

ITEM VI

I give, devise and bequeath two (2) acres of land, which I intend to have surveyed and deeded before my death, to my granddaughter, Bertha Holmes-Price. If this is done before my death, this devise and bequest shall lapse.

ITEM VII

I give, devise and bequeath two (2) acres of land, which I intend to have surveyed and deeded before my death, to my granddaughter, Sandra Meadors. If this is done before my death, this devise and bequest shall lapse.

ITEM VIII

I give, devise and bequeath two (2) acres of land, which I intend to have surveyed

R.D.J.  
M.A.W. *LELA W HOLMES*  
LELA W HOLMES

PAGE THREE OF ELEVEN PAGES

and deeded before my death, to my granddaughter, Jacqueline Williams. If this is done before my death, this devise and bequest shall lapse.

**ITEM IX**

I give, devise and bequeath two (2) acres of land, which I intend to have surveyed and deeded before my death, to my great granddaughter, Latasha Holmes. If this is done before my death, this devise and bequest shall lapse.

**ITEM X**

I hereby give, devise and bequeath two (2) acres of land, which I intend to have surveyed and deeded before my death, to my daughter, Ollie Mae Pickett. If this is done before my death, this devise and bequest shall lapse.

**ITEM XI**

I hereby give, devise and bequeath two (2) acres of land, which I intend to have surveyed and deeded before my death, to my daughter, Dorothy Wilkins. If this is done before my death, this devise and bequest shall lapse.

**ITEM XII**

I hereby give, devise and bequeath one (1) acre of land, which I intend to have surveyed and deeded before my death, to my son, Walter Holmes. If this is done before my death, this devise and bequest shall lapse.

**ITEM XIII**

I hereby give, devise and bequeath one (1) acre of land, which I intend to have surveyed and deeded before my death, to my daughter, Ruth Greer. If this is done before my death, this devise and bequest shall lapse.

**ITEM XIV**

I hereby give, devise and bequeath my house and the two (2) acres of land surrounding it, to Bertha Holmes-Price, in trust, nevertheless for the benefit of my children and grandchildren living at the time of my death. Anyone living in this house shall pay rent

R.D.J. Price  
M.A.W.

LELA W. HOLMES

PAGE FOUR OF ELEVEN PAGES

at a fair price decided upon by the Trustee. This trust shall remain in existence for thirty (30) years from the date of my death, at which time it shall terminate and the assets be distributed to the beneficiaries of the trust.

The Trustee shall hold, administer and distribute the Trust estate and funds of the trust under the following provisions:

A. Commencing with my death, the Trustee shall, if reasonably prudent, from time to time distribute to the beneficiaries for their benefit, a portion of the trust's net income, if any, in the sole discretion of the Trustee after payment of all taxes, costs of maintenance, and other necessary expenses and fees.. These distributions shall be made in convenient installments, at least quarter-annually.

B. All of the beneficiaries shall receive benefits from the trust, in accord with their designated interests, share and share alike, per stirpes. The Trustee, in the Trustee's discretion, may pay to the beneficiaries or apply for their benefit, as much of the principal or income as the Trustee deems desirable for their comfort, health, maintenance, and welfare, keeping in mind their accustomed standard of living and other funds available to them.

C. Upon the death of any beneficiary, income from the remaining assets of this trust under the terms of this trust to which the deceased beneficiary had an interest, shall be distributed by the Trustee to that beneficiary's heirs, per stirpes. As stated above, this trust shall remain in effect for thirty (30) years following the date of my death.

D. None of the trust assets shall be used for the payment of estate, inheritance or other death taxes payable by reason of my death, if at all possible.

E. This trust shall be known as the "LELA W. HOLMES TRUST NUMBER ONE".

ITEM XV

I hereby give, devise and bequeath unto Bertha Holmes-Price, my grand-daughter, as Trustee, nevertheless, all of the rest of my estate (including 59 acres of land described as lying in the W 1/2, SE 1/4, less 20.62 a., Section 2, Township 7 North, Range 1 East in the Madison County, Mississippi, and shown in land records as Parcel No. 071A-02-024/00.00)

*P.D.J. Lela / also known as  
M.A.W*

LELA W. HOLMES

for the benefit of my designated children and grandchildren in the undivided interests as shown below, to-wit:

- |  |   |
|--|---|
| <p>1. Mrs. Ruth Greer (daughter)<br/>1445 Mannsdale Road<br/>Madison, MS 39110<br/>(an undivided 1/5 interest)</p> | <p>2. Mrs. Ollie Mae Pickett (daughter)<br/>2739 Maxwell Avenue<br/>Oakland, CA 94619<br/>(an undivided 1/5 interest)</p> |
| <p>3. Mr. Walter Holmes (son)<br/>1427B Mannsdale Road<br/>Madison, MS 39110<br/>(an undivided 1/5 interest)</p>   | <p>4. Mrs. Dorothy Wilkins<br/>8151 Ocean Meadow<br/>Converse, TX 78109<br/>(an undivided 1/5 interest)</p>               |
5. The eight children of my deceased daughter, Eddie Mae Holmes-Brown named above (a collective undivided 1/5 interest).

This trust shall remain in existence for thirty (30) years from the date of my death, at which time it shall terminate and the assets be distributed to the beneficiaries of the trust.

The Trustee shall hold, administer and distribute the estate property and funds of the trust under the following provisions.

A. Commencing with my death, the Trustee shall, if reasonably prudent, from time to time distribute to the beneficiaries for their benefit, a portion of the trust's net income, if any, in the sole discretion of the Trustee. These distributions shall be made in convenient installments, at least quarter-annually.

B. All of the beneficiaries shall receive benefits from the trust, in accord with their designated interests, share and share alike, per stirpes. The Trustee, in the Trustee's discretion, may pay to the beneficiaries or apply for their benefit, as much of the principal or income as the Trustee deems desirable for their comfort, health, maintenance, and welfare, keeping in mind their accustomed standard of living and other funds available to them.

C. Upon the death of any beneficiary, income from the remaining assets of this trust under the terms of this trust in which the deceased beneficiary has an interest, shall be distributed by the Trustee to that beneficiary's heirs, per stirpes. As stated above, this trust shall remain in effect for thirty (30) years following the date of my death.

D. None of the trust assets shall be used for the payment of estate, inheritance or other death taxes payable by reason of my death, if at all possible.

R.D.J. *and others*  
M.A.W.  
LELA W. HOLMES

E. This trust shall be known as the "LELA W. HOLMES TRUST NUMBER TWO".

#### ITEM XVI

All the rest, remainder and residue of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall have any power of appointment, I give, devise and bequeath unto the Lela W. Holmes Trust Number Two as described above and confer the same powers and authority to the Trustee to manage said assets or property as stated in Item V and elsewhere in this will.

#### ITEM XVII

The aforesaid trusts created by this Will are private trusts. The Trustee named in each trust shall not be required to obtain the order or approval of any court for the exercise of the Trustee's powers and discretion. The income of the trust created by this Will shall accrue from the date of my death. During the administration of my estate and until the trust is established, I authorize the Trustee in the Trustee's discretion, to request funds from my Executrix, in which case my Executrix shall comply with that request, subject to court approval, to pay, at least annually out of my estate, advance payments of income to the beneficiaries of the trust. These payments shall be in an amount which, in the judgment of the Trustee and the Executrix jointly, equals the income which the beneficiaries would receive from the trust had it been established.

#### ITEM XVIII

Any Trustee appointed in this Will shall not be required to enter into any bond as Trustee nor shall she be required to return to any court any periodic formal accounting of her administration of the said trusts, but said trustee shall render annual accounts in writing to the beneficiaries of said trusts. No person paying money or delivering property to the Trustee shall be required to see to its application.

The Trustee of the trusts created in this Will may resign at any time by giving written

notice to the beneficiaries specifying the effective date of resignation. The notice may be sent by personal delivery or by registered mail. In the event of the death of Bertha Holmes-Price, or in the event of her resignation as Trustee of the trusts created in **Items III and IV** of this Will, then I appoint Trustmark National Bank of Jackson, Mississippi, as successor Trustee. Any successor Trustee shall be vested with all the rights, power, duties and discretions conferred upon the original Trustee.

I have selected my grand-daughter, Bertha Holmes-Price to serve as Trustee and Trustmark National Bank as Successor Trustee because I believe that they will do what is best for my family, according to their best judgment, and will not be subject to emotional pressure from any of the beneficiaries of this Will or others

#### ITEM XIX

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

#### ITEM XX

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

A. To permit trust funds to remain temporarily uninvested, or to place such funds on time deposit in a savings account or certificates of deposit in any bank or federally insured savings and loan association.

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

C. To distribute income of the trust in cash or in kind. In making distributions of both principal and income, the Trustee may make a pro rata distribution of property in kind. The judgment of the Trustee concerning values and purposes of such division or

R.D.J.  
M.A.W.  
*20's*  
*see memo*

LELA W.-HOLMES

PAGE EIGHT OF ELEVEN PAGES

distribution of the property or securities held in trust shall be binding and conclusive on all interested parties.

D. 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 of remainderman under the general principles of the laws of trust. Further, all rights to subscribe to new or additional stocks or securities and all liquidating dividends shall be deemed to be principal.

E. To receive and retain all types of property and especially to receive and retain shares of stock in closely held corporations and non-income producing real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is in the class in which Trustees generally are authorized to invest by law.

F. 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.

G To deal with, purchase assets from, or make loans to, the fiduciary of any trust made by me or any member of any family or a trust or estate in which any beneficiary under this Will has an interest, though a Trustee hereunder is such fiduciary.

H. To transfer the situs of any trust property to any other jurisdiction as often as the Trustee deems it advantageous to the trust, appointing a substitute Trustee to herself to act with respect thereto; and in connection therewith, to delegate to the substitute Trustee any or all of the powers given to the Trustee, which may elect to act as advisor to the substitute Trustee, and shall receive reasonable compensation for so acting; and to remove any acting substitute Trustee and appoint another, or reappoint herself, at will and to do all acts deemed by her to be in the best interests of the trusts and beneficiaries.

I. To terminate the trust if its fair market value declines to the size which makes

R.D.J.  
S  
JW  
M.A.W  
WYH  
LELA W HOLMES

PAGE NINE OF ELEVEN PAGES

the continued retention of its principal in trust uneconomical, imprudent or unwise. If this power is exercised, all the trust's remaining principal and accrued or undistributed income shall be distributed to the persons then entitled to receive or have the benefit of the income therefrom; income shall be distributed to or among those beneficiaries with the same discretion which is granted in this trust to distribute the trust principal.

J. To consolidate this trust with any other trust created by me during my lifetime, if the Trustee, in her discretion deems such a consolidation to be more economical or beneficial to the beneficiaries of the trusts, and if such trusts have the same Trustees and beneficiaries and have similar provisions regarding payments and distributions to the beneficiaries thereof.

**ITEM XXI**

The Trustee may, and is hereby authorized to pay a fair and just compensation out of the trust estate for her services hereunder. The Trustee shall be reimbursed out of the trust estate for any advances made by her and for all reasonable expenses incurred in the management and protection of the trust estate, and for the employment of any agents, attorneys, accountants, and investment analysts and the like engaged by her for the protection and administration of the trust estate.

**ITEM XXII**

The Trustee shall not be liable for any loss to the trust estate occasioned by her acts in good faith, and in any event shall be liable only for his own willful negligence or default, and not for honest errors in judgment or for the interest on uninvested funds. Any individual serving as Trustee, in his discretion, may purchase an errors and omissions insurance policy covering him as Trustee, in such amount as such Trustee may in his sole judgment deem advisable. Premium payments for such policy may be made by the Trustee from trust funds and charged as expense against the income of the trust.

**ITEM XXIII**

The Trustee of the trusts created herein shall not be required to make physical

R.D.J.  
M.A.W. *for* *L.W.H.*  
LELA W. HOLMES

PAGE TEN OF ELEVEN PAGES

division of the trust property, except when necessary for the purposes of distribution, but may, in her discretion, keep the trusts in one or more consolidated fund, and as to each consolidated fund the division into the various shares comprising such fund need to be made only on the Trustee's books of account, in which each shall be allotted its proportional part of the principal and income of the fund and charged with its proportional part of expenses thereof.

ITEM XXIV

I direct that my Trustee and Executrix employ Herring, Long & Crews, P.C., Attorneys at Law, Canton, Mississippi, as the attorneys for my estate and the trusts created by this instrument.

ITEM XXV

It is my desire and I direct that if any beneficiary or beneficiaries named in this Will shall file a legal challenge or objection to this Will in court or otherwise, then they shall be disinherited by me and take nothing under this Will. I have prepared my Will in this manner because of the inability of many of my family members to get along with each other and because of the inability of many of them to manage and handle financial matters satisfactorily

ITEM XXVI

I hereby appoint, nominate and constitute my granddaughter, Bertha Holmes-Price, as Executrix of this my Last Will and Testament. In the event that my granddaughter is unwilling or unable to serve as Executrix, I hereby appoint, nominate and constitute Ollie Mae Pickett and Sandra Meadors as Substitute Co-Executrices. My Executrix or Substitute Co-Executrices shall have full and plenary power and authority to do and perform any act deemed by them to be for the best interest of my estate, without any limitations whatsoever, and without surety bond, and said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and re-invest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents or accountants that she may deem necessary and for the best interest of my estate and to pay unto herself just and reasonable compensation for her services as Executrix or

R.D.J. L.W.H.  
M.A.W.  
LELA W HOLMES

PAGE ELEVEN OF ELEVEN PAGES

Substitute Co-Executrices. I direct that neither my Executrix or my Substitute Executrices shall be required to make any bond. To the extent permissible by law, I waive the requirement that my Executrix or Substitute Co-Executrices be required to make a formal accounting for the estate with any Court

The foregoing Last Will and Testament consists of eleven (11) pages, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament on this the <sup>20</sup> day of <sup>May</sup>, 2003.

R.D.J. *[Signature]*  
M.A.W. LELA W. HOLMES

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

*Rev. Ricky D. Jenkins* 5-20-03  
ADDRESS: 702 George Kersh Dr.  
Pearl, Ms. 39208

*Mark [Signature]* 5/20/03  
ADDRESS: P.O. Box 321  
Cotton, Ms 39046

*R.D.J. 10 May*  
*M.A.W.*  
LELA W. HOLMES

PROOF OF WILL

20030380

COMES NOW Rev Ricky D. Jenkins, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Lela W. Holmes, and enters her appearance herein as provided by 91-7-7 of the Mississippi Code of 1972, Annotated, as amended, and makes oath before the undersigned authority that Lela W. Holmes, the above named decedent, signed, published and declared said instrument as her Last Will and Testament on the 20th day of May, 2003, the day and the date of said instrument, in the presence of this deponent and Mack Arthur Williamson, the other subscribing witness, and that said Testatrix was then of sound and disposing mind and memory, and more than twenty-one (21) years of age, and having her usual place of abode in Madison County, Mississippi, and that he subscribed and attested said instrument as witness to the signature and publication thereof, at the special instance of said Testatrix and in the presence of the Testatrix and in the presence of each other on the day of the date of said instrument

*Rev. Ricky D. Jenkins*  
REV. RICKY D. JENKINS

**FILED**  
THIS DATE  
MAY 30 2003  
MIKE CROOK  
CHANCERY CLERK  
By: *Mike Crook* D.C.

STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for said county and state, the within named **REV. RICKY D. JENKINS**, who, being first duly sworn by me, state on her oath that the matters and facts contained and set forth in the above and foregoing Proof of Will are true and correct as therein stated.

*Rev. Ricky D. Jenkins*  
\_\_\_\_\_  
**REV. RICKY D. JENKINS**

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12 day of May, 2003.

*Molly Engleman Waldrup*  
\_\_\_\_\_  
**NOTARY**

**MY COMMISSION EXPIRES:**  
MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES JULY 29, 2005  
BONDED THRU STEGALL NOTARY SERVICE

(SEAL)

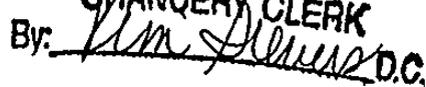


2003-0380

PROOF OF WILL

COMES NOW Mack Arthur Williamson, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Lela W Holmes, and enters her appearance herein as provided by 91-7-7 of the Mississippi Code of 1972, Annotated, as amended, and makes oath before the undersigned authority that Lela W. Holmes, the above named decedent, signed, published and declared said instrument as her Last Will and Testament on the 20th day of May, 2003, the day and the date of said instrument, in the presence of this deponent and Rev Ricky D. Jenkins, the other subscribing witness, and that said Testatrix was then of sound and disposing mind and memory, and more than twenty-one (21) years of age, and having her usual place of abode in Madison County, Mississippi, and that he subscribed and attested said instrument as witness to the signature and publication thereof, at the special instance of said Testatrix and in the presence of the Testatrix and in the presence of each other on the day of the date of said instrument.

  
MACK ARTHUR WILLIAMSON

**FILED**  
THIS DATE  
MAY 30 2003  
MIKE CROOK  
CHANCERY CLERK  
By:  D.C.

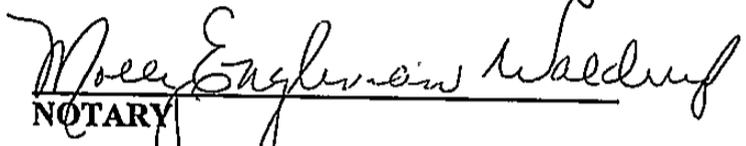
STATE OF MISSISSIPPI

COUNTY OF MADISON

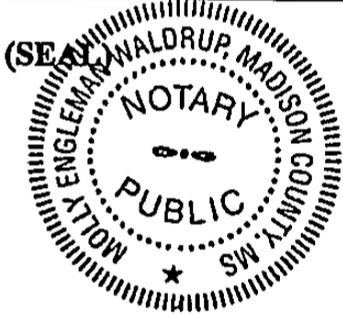
Personally appeared before me, the undersigned authority in and for said county and state, the within named **MACK ARTHUR WILLIAMSON**, who, being first duly sworn by me, state on her oath that the matters and facts contained and set forth in the above and foregoing Proof of Will are true and correct as therein stated.

  
MACK ARTHUR WILLIAMSON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 20 day of May, 2003.

  
NOTARY

MY COMMISSION EXPIRES:  
MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES JULY 29, 2005  
BONDED THRU STEGALL NOTARY SERVICE



2003-0357

# Last Will and Testament

OF

ROBERT C. WATTS

I, ROBERT C. WATTS, a single person, of Madison County, Mississippi, whose address is 148 Semmes Street, Canton, Mississippi, 39046, being of the age of twenty-one years and over and of sound and disposing mind and memory, do make, declare and publish this to be my Last Will and Testament, revoking all previous wills and codicils.

I.

I name, constitute and appoint LETTYE RUTH A. WILLIAMS, as Executrix of this, my Last Will and Testament, and direct that she not be required to give bond or make any formal accounting to any Court other than the probate of this my Last Will and Testament.

II.

I hereby will, devise and bequeath unto my sister, JEAN W. COOK, all of my estate, real, personal and mixed of whatever nature and wheresoever located or situated.

III.

In the event that my sister, JEAN W. COOK, predeceases me, then I give, devise and bequeath all of my estate to the children of JEAN W. COOK, namely, LANE COOK, ROGER COOK and BETTY COOK GRAHAM, to share and share alike. Should any of said children be deceased, then his or her share shall pass to his or her children.

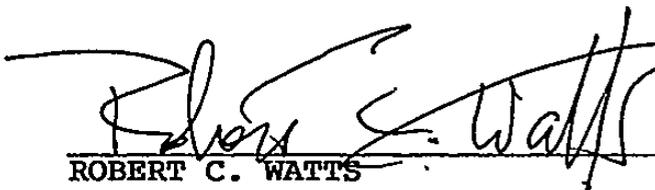
IN WITNESS WHEREOF I have executed this Last Will and Testament on this the 7<sup>th</sup> day of June, 1995, in the presence of the undersigned attesting and credible witnesses who, at my

W. W. E. L.  
THIS DATE

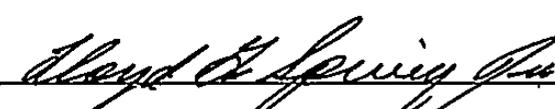
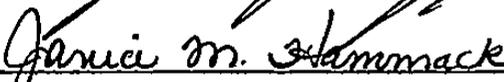
JUN 03 2005

MIKE CRUICK  
CHANCERY CLERK  
*Betty Cook*

request, and in my presence, and in the presence of each other,  
have witnessed my signature hereto.

  
ROBERT C. WATTS

SIGNED, PUBLISHED AND DECLARED by the testator, ROBERT C. WATTS, as and for his Last Will and Testament in the presence of us, who, at his request and in his presence and in the presence of each other, subscribe our names hereto as attesting witnesses this the 7th day of June, 1995.

WITNESSES

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE  
LAST WILL AND TESTAMENT OF  
PHILIP HABEEB, DECEASED

CAUSE NO. 2003-0113

AFFIDAVIT

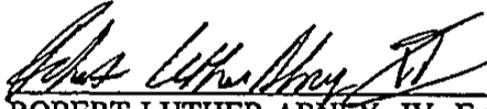
STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid, ROBERT LUTHER ABNEY, IV, who being by me first duly sworn on oath, stated:

That affiant is the duly appointed, qualified and acting Executor of the Estate of Philip Habeeb, Deceased; that affiant has made reasonably diligent efforts to identify all persons having claims or potential claims against the above-styled and numbered Estate and that to his knowledge, there are no creditors of the Estate of Philip Habeeb, Deceased.

WITNESS THE SIGNATURE OF THE UNDERSIGNED, this 10th day of June, 2003.



ROBERT LUTHER ABNEY, IV, Executor under the Last Will and Testament of Philip Habeeb, Deceased

SWORN TO AND SUBSCRIBED BEFORE ME, this the 10th day of June, 2003.

  
NOTARY PUBLIC

My commission expires:

Notary Public State of Mississippi At Large  
My Commission Expires: June 18, 2006  
Bonded Thru Heiden, Brooks & Garland, Inc.



**FILED**  
THIS DATE

JUN 11 2003

MIKE CROOK  
CHANCERY CLERK

By: Kim Sellers D.G.



D 35 P 822

The equipment , if any, on property will be sold or kept, it does not matter, it's their choice.

If anyone that will receive interest in my estate does not like the way it is done or protest this will, he or she will be cut out and receives five hundred dollars (\$500.00) in cash, and their part is to be divided between the other three (3), which will make a three-way division.

That all my debts and funeral expenses be paid in full, out of my account nubner 340-665-9 (D.P.F.). the water well that was doug at the location of the dryhole, which is on C.W., if ever needed, will be used for everyone of my heirs and expense divided between them. It does not matter who gets that division of the land. They have the right to pipe across each others land with out amy money passing hands, at a depth that will not interfere with the interest of the farm operation.

If it works out to be a family fuss, then it must be sold. and the money divided without court advise. Bob and Doris has the final say of what happens.

If anyone seperates from their mate, their division can not be touched by their spouse in any way, it stays with my heir, or if they are sued, it is not to be involved. If Len Bonner Middleton is still married to Anna Vance Middleton at the time of his death, the land comes back to the estate and will then be divided. anna gets no part of my estate at any time. If married to Anna Vance Middleton, Len Bonner Middleton can not borrow or sell any part of the estate, when ever it is divided foer ways and he gets his part. Adrain will be out too. If any heir wants to sell. the other heirs will have first chance to buy at eighty percewnt (80%) of the appraised value.

I repeat, this is my Last Will and Testament.

*Robert Rowland Middleton Sr*

Robert Rowland Middleton Sr.

The above and foregoing Will of Robert Rowland Middleton Sr. was declared by him in our presence to be his Will and was signed by *Robert Rowland Middleton Sr* in our presence and at his request and in the presence of each other, we the undersigned witnessed and attested the due execution of the Will of Robert Rowland Middleton Sr. on this the 12 day of June, 1995.

John R. Anderson of Amelia Fama, Fla, Ms.  
Mississippi

Susan D. Anderson of Flora, Ms. 39071  
Mississippi

page two of two pages \_\_\_\_\_ date

STATE OF MISSISSIPPI  
COUNTY OF MADISON

LAST WILL AND TESTAMENT  
OF  
ROBERT ROWLAND MIDDLETON SR.

**FILED**  
THIS DATE

SEP 06 2002

By MIKE CROOK  
CHANCERY CLERK  
D.C.

I, Robert Rowland Middleton Sr., being and adult resident citizen of Madison County, Mississippi, and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils thereto, heretofore made by me.

ITEM ONE

I hereby authorize and direct my executor to pay all of my just debts which may be probated in the administration of my estate and approved by my executor and which are not disallowed by the court.

ITEM TWO

I hereby nominate and appoint my son Robert Rowland Middleton Jr., Executor of my estate under my Last Will and Testament. In the event my said Executor shall be or become unable or unwilling to serve, then I nominate and appoint my daughter, Doris Virginia Middleton Johnson, to serve as Successor Executrix. Neither the Executor nor Executrix shall be required to make any inventory, appraisal or accounting in this estate nor either be required to file any bond.

ITEM THREE

I direct my executor to administer the needs and care of Sara Katherine Rowland, with the use of the funds from the account number ( # 344-911-3 ) at the Bank of Flora, in the name of Robert Rowland Middleton Sr. Income to this account is deposited from the oil, rent, and any rent from the house that was moved from Flora, if any, unless Sara Katherine Rowland is still living in it, The funds deposited to this account will be from the C.W. acres 472 and the part known to me as Mary 160.50 acres (book 297 page 339), recorded in the Chancery Clerks Office.

ITEM FOUR

I hereby direct that Robert Rowland Middleton Jr. serve as the " Attorney in Fact " for Sara Katherine Rowland, until her death, if there are no other objections by the Courts. After her death these funds shall become a part of the Robert Rowland Middleton Will, to be returned to my heirs, to be distributed as I have described in the dividing of the Douglas Place Farm.

*Robert Rowland Middleton Sr.*

Robert Rowland Middleton Sr.

ITEM FIVE

I hereby direct my Executor, that the arrangement for Sara Katherine Rowland's funeral has been made and burial policy is with Wright and Ferguson. The agreement is in the safe, the combination to the safe is in the bank box at the Bank of Flora.

SIGNED, PUBLISHED AND DECLARED by me, ROBERT ROWLAND MIDDLETON SR., as my Last Will and Testament on this the 3 day of April, 1992. In the presence of witnesses, who also signed the same as witnesses hereto, at my request, in my presence and in the presence of each other, on this day.

*Robert Rowland Middleton Sr.*

Robert Rowland Middleton Sr.

WITNESS:

*John B. Anderson*

*Susan D. Anderson*

\_\_\_\_\_  
\_\_\_\_\_

2003-0400

## LAST WILL AND TESTAMENT

OF

FEVA CAUSEY JAMES

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

## ARTICLE I

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

## ARTICLE II

I hereby appoint my daughter-in-law, Lena Causey, to be Executrix of this, my Last Will and Testament, and my estate. Any and all references hereinabove to my "Executrix" shall include and refer to Successor Executor herein named and I herein confer upon said Successor Executor all of the rights, powers and duties, discretion and obligations conferred by law upon my original Executrix. My Executrix and my Successor Executor hereinabove named shall serve without bond, and to the extent as allowed by law, I hereby waive the necessity of preparing or filing any inventory, accounting or formal appraisal of my estate.

In the event my daughter-in-law, Lena Causey, predecease me, or in the event she is unable or unwilling to serve as Executrix of this, my Last Will and Testament, then I hereby appoint my grandson, Robert Kent Causey, Jr., as Executor of my estate. Should my daughter-in-law, Lena Causey be appointed as Executrix of my estate and be unable or unwilling to complete her duties as Executrix, then I hereby appoint my grandson, Robert Kent Causey, Jr., as Successor Executor of my estate.

Page 1

*Feva Causey James*  
Feva Causey James

ARTICLE III

I hereby grant unto my Executrix the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate, not expressly devised hereinafter, as freely as I might in handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority and no person dealing with my Executrix shall be required to inquire into the propriety of any of her actions I expressly confer upon my Executrix to be exercised in her sole and absolute discretion, all of the powers, rights and discretions granted by law in the "Uniform Trustees' Power Law" specifically set forth in Sections 91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, as now enacted or hereafter amended, which "Uniform Trustees' Power Law" is hereby incorporated by reference as though fully and completely copied herein. Should said "Uniform Trustees' Power Law" be repealed, then my Executrix herein named shall continue to have all the powers, rights and discretion granted by said "Uniform Trustees' Power Law" the same as if it were still in effect.

ARTICLE IV

I hereby give, devise and bequeath unto my children, Robert Kent Causey and Charles Thomas Causey, all my property, real, personal, mixed, tangible or intangible of which I may die seized and possessed or to which I may be entitled at the time of my death of whatsoever nature and wheresoever situated or acquired, share and share alike, per stirpes.

In the event either of my children should predecease me, or in the event either of my said children should die as a result of a common disaster with me, in which event it is to be presumed that said deceased child predeceased me, then said deceased child's share of my estate shall be given and is hereby bequeathed to the child or children of said deceased child, share and share alike, per stirpes In the event my grandson, Robert Kent Causey, Jr. should die without a child or children, and

Page 2

  
Feva Causey James

STATE OF MISSISSIPPI  
COUNTY OF HINDS

This day personally appeared before me, Catherine W. Lee, a Notary Public in and for the state and county aforesaid, Sharon Edwards, one of the subscribing witnesses to this certain instrument of writing, being the Last Will and Testament of Feva Causey James of Hinds County, Mississippi, who, having been first duly sworn, makes oath that the said Feva Causey James signed, published and declared this said instrument as her Last Will and Testament on the 26 day of January, 1998, the date of said instrument, in the presence of this affiant and Sheila Slay, the other subscribing witness to said instrument; that, the said Feva Causey James was of sound and disposing mind and memory, over the age of twenty-one years and that the said affiants, Sharon Edwards and Sheila Slay subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request of Feva Causey James and in the presence of Feva Causey James and in the presence of each other

Sharon Edwards

SWORN TO AND SUBSCRIBED BEFORE ME this, the 26 day of January, 1998.

Catherine W. Lee  
NOTARY PUBLIC

MY COMM. EX: 1-23-99

Page 4

Feva Causey James  
Feva Causey James

**FILED**  
**THIS DATE**IN THE CHANCERY COURT OF MADISON- COUNTY, MISSISSIPPI

JUN 19 1117

IN THE MATTER OF THE ESTATE OF  
FEVA CAUSEY JAMES,  
DECEASEDMIKE CROOK  
CHANCERY CLERK  
By: *[Signature]* D.C.NO. 2003-0400AFFIDAVITSTATE OF MISSISSIPPI  
COUNTY OF MADISON

This day personally appeared before me, the undersigned authority in and for the state and county aforesaid, duly commissioned by law to administer oaths and take acknowledgments, Lena Causey, the duly appointed, qualified and acting Executrix in the above styled and numbered cause, who states, under oath, as follows:

1. That, affiant has made reasonably diligent efforts to identify persons having claims against this estate and has found certain persons/entities having claims which have not been paid; that, she has given notice by mail to all such persons/entities so identified at their last known address, informing them to probate their claims with the Clerk of this Court within 90 days from date of first publication of notice to creditors in newspaper, or else same will be barred, pursuant to laws of the State of Mississippi;

2. Affiant further states that she will continue to make diligent efforts to identify persons having claims against this estate and should any such persons appear, that he will immediately give notice by mail to all such persons so identified at their last known address, informing them that failure to probate and register their claims with the Clerk of the Court within 90 days from the date of the first publication of notice to creditors in the newspaper will bar such claims, pursuant to provisions of Section 91-7-145, Miss. Code of 1972.

B 35 P 830

3. Further affiant saith not.

*Lena Causey*  
LENA CAUSEY, EXECUTRIX

SWORN TO AND SUBSCRIBED BEFORE ME this, the 13 day of June, 2003.

*Catherine A. Lopez*  
NOTARY PUBLIC

MY COMM. EX: 1-23-2007

## LAST WILL AND TESTAMENT

OF

2003-0406

BEN H. RIMMER

I, BEN H. RIMMER, 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 JOHN P. RIMMER and BETTY ANN WINSTEAD as Co-Executors of my Estate under this Will. If either JOHN P. RIMMER and BETTY ANN WINSTEAD is or becomes unable or unwilling to serve as Executor, then the remaining Co-Executor shall serve as sole Executor. If neither JOHN P. RIMMER or BETTY ANN WINSTEAD is or becomes unwilling or unable to serve as Executor, then Trustmark National Bank, Jackson, Mississippi shall serve as Successor Executor.

## ITEM II

WIFE AND CHILDREN

My wife's name is FLORA J. RIMMER, and she is sometimes referred to herein as "my wife." I have two (2) children, JOHN P. RIMMER and BETTY ANN WINSTEAD, and they are referred to herein as "my children".

## ITEM III

PAYMENT OF DEBTS 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 \$1,000 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),

B H R

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. Provided, however, that all of said costs and expenses which are not deducted for federal estate tax purposes customarily charged against my residuary estate shall be charged against that portion of my estate which would otherwise pass to the "BEN H. RIMMER FAMILY TRUST" established pursuant to Item VI of this Will.

To the extent such portion of my estate is not adequate for such purposes, said expenses shall be paid out of that portion of my estate which would otherwise pass pursuant to Item VII of this Will.

ITEM IV

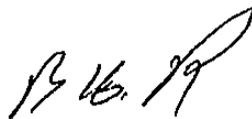
RESIDENCE

I devise and bequeath to my wife, FLORA J. RIMMER, if she survives me, any interest I may own in our residence which is occupied by us as a family home, subject to any indebtedness that may be against our home at my death. If my wife shall not survive me, I devise and bequeath my interest in our home to the trustee of the "BEN H. RIMMER FAMILY TRUST" established pursuant to Item VI of this Will.

ITEM V

PERSONAL EFFECTS

A. If Wife Survives Me. I give and bequeath to my wife, FLORA J. RIMMER, if she survives me, all of my household furniture and furnishings, chinaware, silverware and linens, automobiles, clothing, jewelry, sport equipment and other tangible personal property located in my home, and policies of insurance thereon, but not including cash, bank accounts, securities or intangible property.



B. If Wife Does Not Survive Me. If my wife does not survive me, I give and bequeath these items of tangible personal property to my children, to divide among them as they agree.

C. 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.

ITEM VI

FAMILY TRUST

I give, devise and bequeath to my Trustee, LLOYD W. SIMPSON, in trust to be held for the purposes described below the largest amount that can pass free of federal estate tax under this Will by reason of the unified credit and state death tax credit (but only to the extent that the use of such credit does not incur or increase any state death taxes otherwise payable by my estate) allowable under the federal estate tax law and after taking into account all properties that are included in my estate and which do not qualify for the marital or charitable deduction and after giving effect to all charges against principal which are not allowed as deductions in computing my federal estate tax. I specifically empower my Executor to satisfy such bequest in cash or in kind, or partly in cash and partly in kind; and, for such purposes, any asset distributed in kind shall be valued at its value as of the date or dates of distribution. In connection with the computation required by this paragraph, in no event shall any effect be given to any renunciation or disclaimer of any interest in property which in the absence of such renunciation or disclaimer would qualify for the marital deduction allowable in determining the federal estate tax payable with respect to my estate. I acknowledge my understanding that, as a result of certain tax elections available to my Executor, the amount of the bequest provided in this paragraph may be reduced or completely eliminated.

From the assets conveyed by this Item, my Executor shall first pay any and all estate and inheritance taxes payable by my estate regardless of whether such taxes are attributable to property included in my probate estate or to property passing outside of my estate either by operation of law, by contract or otherwise. The remainder of those assets shall be held by LLOYD W. SIMPSON, as Trustee, under the terms hereafter set forth, for the benefit of my wife, FLORA J. RIMMER, and my children, JOHN P. RIMMER and BETTY ANN WINSTEAD. The Trustee shall hold, administer and distribute the funds of this trust according to the following provisions:

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

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

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

*W. B. J.*

Before making distributions of income or principal to my children, the Trustee shall counsel with my wife to determine the needs of the beneficiaries.

D. The Trustee shall be impartially guided by the needs of my children as those needs are presented. Insofar as practicable, the Trustee may afford to my children necessary funds to satisfy those needs within the standard set forth herein. I give this broad discretion to the Trustee so the Trustee may act at all times in the best interest of my children as the Trustee may, in the Trustee's discretion, deem advisable.

E. Upon the death of wife, FLORA J. RIMMER, the Trustee shall divide the assets of this trust into separate and equal shares, one share for each of my then living children, and one share for each child of mine who is then deceased but survived by children. Each share for the benefit of my surviving children shall be distributed outright and free and clear of trust to such child at my wife's death. Each share created for the surviving children of a deceased child of mine shall be held as a separate trust and the Trustee shall hold, administer and distribute the funds of each trust according to the following provisions:

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

2. In addition to the income distributions, the Trustee may distribute to or for the benefit of the beneficiaries of each trust as much principal of the trust as the Trustee deems advisable for the education, support, maintenance and health

of the beneficiaries; for the maintenance of each beneficiary's accustomed standard of living; or for any medical, hospital or other institutional care any beneficiary may require. In making distributions of principal, the Trustee shall consider the needs of each beneficiary and the funds available to each of them from other sources.

3. As and when the youngest child of a deceased child of mine attains the age of twenty-one (21) years, the Trustee shall distribute in equal shares to the beneficiaries of each trust, per stirpes, the remainder of the trust estate, free and clear of any trust.

F. At any time any beneficiary may irrevocably disclaim or renounce any further interest in this trust by notifying the Trustee in writing of the beneficiary's disclaimer or renunciation. In such event, the trust provision shall thereafter be interpreted as though such beneficiary died on the date of such disclaimer or renunciation.

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

H. If all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, upon the death of the survivor of them, the trustee shall distribute the trust assets outright and free of trust to my heirs-at-law, according to the intestacy laws then in effect in the State of Mississippi.

I. This trust shall be designated and known as the "BEN H. RIMMER FAMILY TRUST." After it is divided into separate shares, each trust shall be designated and known by the name of the beneficiary or beneficiaries thereof.

## ITEM IX

RESIDUE

A. Residue Outright to Wife. I give, devise and bequeath to my wife, FLORA J. RIMMER, if she survives me, all the rest and residue of my Estate.

B. Wife's Right to Disclaim. My wife shall have the right to disclaim all or any part of her interest in any property which I have devised or bequeathed to her, whether outright or in trust. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be delivered to my Executor 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. If my wife disclaims in whole or in part, the property in which she disclaims her interest shall be distributed according to the provisions of Subparagraph C. below.

C. Disposition of Residue if Wife Does Not Survive Me. If my wife shall not survive me, I devise and bequeath the residue of my Estate to the "BEN H. RIMMER FAMILY TRUST" created pursuant to Item VIII of this Will to be held, administered and distributed as provided for therein.

D. Distribution if Wife, Child and Grandchild Deceased. If all the persons and classes designated as beneficiaries of my estate die prior to distribution of all the assets of my Estate, upon the death of the survivor of them, the assets shall be distributed outright and free of trust to my heirs at law, in accordance with the intestacy laws then in effect in the State of Mississippi.

## ITEM X

MISCELLANEOUS TRUST 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 H R

B. Income During Administration of Estate. The income of any trust created by this Will shall accrue from the date of my death. During the administration of my estate and until the trust is established and activated, I authorize the Trustee to request of my Executor, in which case my Executor shall comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the trust. These payments shall be an amount which in the joint judgment of the Trustee and the Executor equals the trust income which the beneficiaries would have received had the trust been established and activated. If an overpayment or underpayment results, the Trustee shall pay to or receive from the beneficiaries the appropriate amount.

C. Distributions to Minor or Incapacitated Beneficiary. In making distributions to the beneficiaries from a trust created under this Will, and especially where a beneficiary is a minor or incapable of transacting business due to incapacity or illness, the Trustee 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 shall require such reports and take such steps as the Trustee deems necessary to assure and enforce the application of such payments for the exclusive benefit of the beneficiary. However, the Trustee of any trust qualifying for the estate tax marital deduction shall have no power to accumulate the income even though the beneficiary may be incapacitated.

D. Trustee to Hold Minor's Share Until Age 21. If at any time in following the directions of this Will the Trustee is required to distribute outright to a person who is a minor all or any part of the principal of a trust created herein, the Trustee is directed to continue to hold and manage the share of the minor in trust for that minor's benefit until the minor attains age twenty-one (21), at which time the Trustee shall distribute such share to

*Y. B. P.*

the beneficiary. Until distribution is made, the Trustee is directed to expend such part of the income and/or principal of the share belonging to that minor as the Trustee, in the Trustee's discretion, deems necessary to provide for the proper education, support, maintenance and health of the minor and for any medical, hospital or other institutional care which the minor may require.

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

F. Subchapter S stock as Trust Asset. Notwithstanding any provision in this Will which may be to the contrary, with respect to any separate trust, if such separate trust then owns, has ever owned, or is about to acquire stock in an S corporation, as that term is defined in Section 1361 of the Code (hereinafter sometimes referred to as an "S Corporation"), or stock in a corporation which is intended to become an S corporation, the Trustee of such separate trust, other than any restricted Trustee of such separate trust, may elect to thereafter administer such S corporation stock as a separate trust subject to the following provisions, such election to be made by a written instrument signed by said Trustee and filed with the trust records, which instrument may be a copy of the election filed with the Internal Revenue Service to treat each such separate trust as a qualified subchapter S trust with respect to any S corporation shares held in the separate trust:

1. during the life of the current income beneficiary, there shall be only one current income beneficiary of the trust within the meaning of section 1361(d)(3)(A) of the Code;
2. all of the net income of such separate trust shall be distributed to the beneficiary of such separate trust in

convenient installments not less frequently than annually, and any accumulated but not yet distributed net income which may be held in the trust estate of such separate trust as of the date of said beneficiary's death shall be distributed to said beneficiary's estate;

3. no beneficiary or any other person shall have any limited power of appointment over such separate trust which shall be exercisable during the lifetime of the beneficiary of such separate trust, although said beneficiary or any other person may have a limited power of appointment which shall be exercisable upon the death of said beneficiary; and

4. no Trustee or any other person shall have any right, power, duty or discretion to take any action if the existence or exercise of such right, power, duty or discretion would cause such separate trust to fail to constitute a permissible shareholder of stock in an S Corporation.

5. the income interest of the current income beneficiary in the trust will terminate on the earlier of the death of the current income beneficiary or the termination of the trust;

6. if the trust terminated during the life of the current income beneficiary, all remaining assets of the trust, including any accumulated and undistributed income, shall be distributed to the current income beneficiary; and

7. all the income of the trust as defined in section 643(b) of the Code and provided by local law then in effect under the laws of this State shall be distributed currently to the current income beneficiary [within the meaning of section 1361(d)(3)(B) of the Code]. In any case where there is doubt as to the proper allocation under applicable law and the terms of this instrument of S corporation distributions with respect to stock (including, without limitation, the allocation of proceeds from stock redemptions), all reasonable doubts shall be resolved in favor of the current income beneficiary.

The foregoing provisions are intended to permit the various separate trusts created hereunder to constitute and be administered

*B. V. R.*

as permitted shareholders of stock in an S Corporation, and are based on the tax law requirements in that regard as in existence on the date on which this Will is executed. The provisions of this Will shall be interpreted in accordance with this intention. If the tax law is hereafter amended to change these requirements, the Trustee of any separate trust hereunder may, but need not, amend (to liberalize or make more restrictive) the provisions of such trust so that it will continue to constitute a permissible shareholder of stock in an S Corporation.

G. Trustee May Hold Trust Properties in One Fund. The Trustee shall not be required to make physical division of the properties of any trust created herein, except where necessary for purposes of distribution, but may keep the trusts in one (or more) consolidated fund. The Trustee shall maintain books of account containing accurate records of separate principal, income and expense of each trust.

H. Trustee's Discretion in Making Distributions. 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. The Trustee shall not be liable to any beneficiary for any decisions made pursuant to this paragraph. In making a division or distribution, the Trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed. The Trustee may select assets to be allocated or distributed without regard to the income tax basis of the property and without regard to the types of assets distributed to individual beneficiaries. However, the Trustee may not exercise this power in any manner which would cause a trust intended to qualify for the estate tax marital deduction not to so qualify.

I. Trustee May Keep Trust in Existence. Notwithstanding the distribution of all of the assets of a trust created herein, the Trustee may keep in existence any trust created herein if the

Trustee deems such action necessary or advisable for the trust to receive additional property at a later date.

J. Ownership of Home. If any trust not qualifying for the estate tax marital deduction shall become owner of my home, the Trustee is authorized and directed to use funds of the trust to maintain the home and to pay insurance premiums, taxes and other expenses of upkeep of the home as long as the home is held in trust. As long as any child of mine desires to live in the home, the Trustee shall retain it in the trust. If all of my child permanently abandon the home, or if at the time of final distribution of the trust assets no child of mine desires to own the home, the Trustee may then sell it and reinvest the proceeds of sale as any other asset of the trust. If any child of mine desires to receive the home as part of the child's share of the trust, title shall be conveyed to that child at the time a distribution of trust principal is required to be made to that child. The home shall be valued at its fair market value on the date of distribution.

ITEM XI

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 Trustee 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 Trustee shall be required to see to its application.

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

C. Successor Trustee. If LLOYD W. SIMPSON resigns or becomes unable to serve as Trustee of any trust created hereunder, then TRUSTMARK NATIONAL BANK, JACKSON, MISSISSIPPI, shall serve as Successor Trustee.

D. Effective Date of Trustee's Resignation. The resignation of the 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 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 conferred upon the original Trustee.

F. Compensation of Trustee. Any bank serving as Trustee shall receive reasonable compensation based on the services it is required to perform. Such compensation shall be approved by the adult beneficiaries of the trust, or if none, by the guardians of the minor beneficiaries. Any individual serving as Trustee shall receive reasonable compensation based upon the then current hourly rates being charged in Madison County, Mississippi, for services comparable to those being rendered by the individual Trustee. Compensation shall be paid regularly and shall be shown on the Trustee's 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 XII

##### 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.

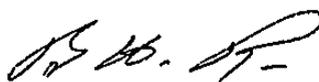
C. Right to Distribute in Cash or in Kind. To distribute income and principal of the trust in cash or in kind.

D. Right to Transfer and Encumber 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 Fund. 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 or my wife, during our lifetimes or by the terms of the Will of my wife and 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 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 non-income 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. This power shall not apply to any trust which qualifies for the estate tax marital deduction.

I. Right to Carry Out My Lifetime Agreements. To carry out agreements made by me during my lifetime, including the consummation of any agreements relating to the capital stock of corporations owned by me at the time of my death, and including the continuation of any partnership 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 XIII

##### SIMULTANEOUS DEATH

If my wife and I die simultaneously, or under circumstances which make it difficult to determine which of us died first, I direct that I be deemed to have survived my wife 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

##### EXECUTOR POWERS

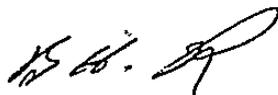
A. Successor Executor to Have Powers and Duties of Original Executor. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout

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 shall exercise this discretion in a manner which is impartial to all beneficiaries under 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. My Executor shall not exercise this discretion in any manner which will result in a loss of or decrease in the marital deduction otherwise allowable in determining the federal estate tax due by my estate. If any income tax is generated by funding the "BEN H. RIMMER FAMILY TRUST" which exceeds the true appreciation in the residue of my estate qualifying for the estate tax marital deduction, then such excess income tax shall be paid out of the "BEN H. RIMMER FAMILY TRUST." If such tax does not exceed the true appreciation in the residuary then such income tax shall be paid out of the residue.

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 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.

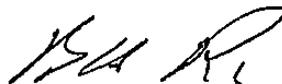
J. Power to Invest. My Executor shall have the power to invest or reinvest my assets in such bank accounts, securities, or real or personal property or to retain any of my assets as my Executor determines.

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.

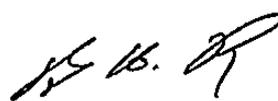
N. Special Use Valuation. My Executor shall have the discretion and authority to make the special use valuation election allowable under Section 2032A of the Internal Revenue Code, or any corresponding provision of future law relating thereto. My Executor shall not incur any liability to any party for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



whether or not to exercise the discretion to elect or not to elect special use valuation.

O. Defer Payment of Taxes. 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 5th day of November, 1993.

BEN H. RIMMER  
BEN H. RIMMER

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

Zella D. Deunty  
Witness

of 1400 Hwy 43 N., Brandon, Ms-39042  
Address

Evelyn M. Atkins  
Witness

of 3668 N. Liberty St, CANTON, MS 39046  
Address

B. H. R.

**FILED**

THIS DATE

**Last Will and Testament** 2003-0408

JUN 18 2003

MIKE CRUOK  
CHANCERY CLERKBy: Wm. J. Miller D.C.

OF

LILLIAN HILL COCHRAN

I, LILLIAN HILL COCHRAN, an adult resident of Rankin County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all Wills and Codicils heretofore made by me

**ARTICLE I.**

I declare that I am a widow, and I am the mother of EDWARD R. COCHRAN, JR., to whom all references herein to "my son" shall relate. For all purposes of this Will and the disposition of my estate hereunder, the terms "issue" and "descendants" shall be deemed to include all children born to or adopted my son before and after the execution of this Will, irrespective of any provisions of law establishing a contrary presumption

**ARTICLE II.**

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

All property bequeathed or devised under this Will either outright or in trust is bequeathed and devised subject to existing mortgages, liens or encumbrances thereon. My Executor is given full discretion as to which debts to pay and which to allow to pass with the property to which such debts apply. However, notwithstanding anything contained herein to the contrary, nothing herein shall be construed to create any express trust for the payment of any such taxes, expenses or debts.

I direct that all estate and inheritance taxes and other taxes in the general nature thereof, together with any interest or penalty thereon (including any and all taxes paid with respect to the

*Lillian Hill Cochran*  
LILLIAN HILL COCHRAN

proceeds of any policy or policies of insurance on my life, or with respect to any other property including property over which I have a taxable power of appointment included in my gross estate for the purpose of such taxes, but not including any taxes imposed on generation-skipping transfers under the federal tax laws) shall be paid by my Executor out of my residuary estate, and said beneficiaries under the residuary portion of my Will shall be responsible for that portion of taxes in the proportion that their bequest bears to the total passing under the residuary portion. Any and all said taxes as set forth herein shall be paid out of my residuary portion of my Will by the residual beneficiaries in the same proportions as immediately set forth above.

ARTICLE III.

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

ARTICLE IV.

I give, bequeath, devise and appoint all the residue and remainder of my property and estate of every nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, all lapsed legacies and devises or other gifts made by this Will which fail for any reason, hereinafter referred to as my residuary estate, unto my Executor to be distributed to the Trustee of the Lillian Hill Cochran Revocable Trust, of even date herewith, if said Trust shall be in existence at the date of my death. If said Trust is not in existence at the date of my death, I direct that such residuary estate shall be distributed in accordance with the terms and provisions set forth and contained in said Trust which are herein incorporated by reference as if copied herein in full.

  
LILLIAN HILL COCHRAN

## ARTICLE V.

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

## ARTICLE VI.

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

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

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

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

  
LILLIAN HILL COCHRAN

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

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

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

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

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

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

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

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

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

  
LILLIAN HILL COCHRAN

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

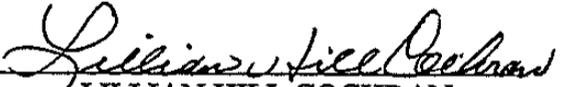
M. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as they may deem advisable (with or without privilege of purchase), including but not limited to commercial, agricultural and oil, gas and mineral leases, and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate administration. 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 risk. To make repairs, replacements and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use and to grant easements as they may deem proper; all without court order.

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

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

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

Q. If any individual among the legatees named or provided for under the foregoing provisions of this Will (or under the provisions of any codicil to it hereafter executed by me) shall be a minor at the time of my death, then, and in that event, and notwithstanding any statute or rule

  
LILLIAN HILL COCHRAN

of law to the contrary, I authorize my Executor to pay or deliver the legacy to which each such minor shall be entitled to the parent or to the legal guardian of such minor or to the person with whom such minor shall then reside, and the receipt of such parent or guardian or person with whom such minor shall then reside shall constitute a full acquittance of my Executor with respect to the legacy so paid or delivered, all specifically subject to the provisions for distributions in the trusts contained herein.

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

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

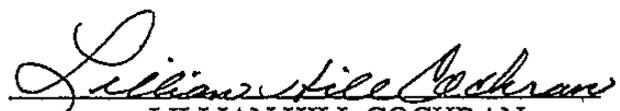
Since my Executor is not required to distribute any income, I hereby authorize my Executor, in its sole and absolute discretion, to decide how much income to distribute or accumulate and I exonerate my Executor from any liability for additional tax on any trust if they accumulate any income of said trust.

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

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

U. In their sole discretion, if they deem practicable, to disclaim, in whole or in part, on my behalf any interest bequeathed or devised to me or otherwise inherited by my estate; and to exercise and make any and all tax elections of all kinds and execute and file any and all necessary tax returns and forms.

V. The power, exercisable in their sole discretion, to invest in any insurance policy, whether the insured or covered person is a beneficiary or any other person. Such investment may be in part ownership of any insurance policy and may be made in any manner that the Executor shall deem appropriate. The propriety of such investment and the nature and amount of the insurance policy in which is invested shall be solely within the discretion of the Executor, and the Executor shall incur no liability as a result of such investment, even though such insurance policy is not an investment in which trustees are authorized by law or by any rule of court to invest trust or estate funds. The Executor shall have the power, exercisable in its sole discretion, to retain any such insurance policy as an investment of the estate without regard to the portion that such insurance

  
LILLIAN HILL COCHRAN

policies of a similar character, so held, may bear to the entire amount of the estate. The term "insurance policy" shall be deemed to include life insurance policies, annuity contracts, accident policies, and any retirement plan or contract under which death benefits can or are made payable to the Executor .

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

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

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

#### ARTICLE VII.

I appoint my son, EDWARD R. COCHRAN, JR. as Executor of my estate. I direct that the above-named person and/or any successor serve in said capacities without the necessity of making bond, inventory, accounting or appraisalment to any court, to the extent that same may be properly waived under the law All references herein to "Executor" or "it", shall be deemed to be gender neutral and include the masculine, the feminine, and shall also be deemed to include an entity or entities, and also includes individual or Co-Executors.

  
LILLIAN HILL COCHRAN

ARTICLE VIII.

In the event I should die in such a common disaster with any beneficiary(ies) of my estate, I shall be deemed to have survived such other beneficiary(ies) and this Will and all of its provisions shall be construed upon that assumption.

ARTICLE IX.

I hereby authorize and empower the herein-named beneficiaries and/or their issue; or if any of said beneficiaries of my estate are deceased or disabled, I authorize and empower their executor(s) or executrix(es) or agents or personal representatives, or trustees to disclaim all or any portion of my estate herein provided for them. To be effective, such disclaimer shall be in writing and shall be delivered to my Executor within the period designated by the Internal Revenue Code effective at the date of my death. Any portion of my estate so disclaimed by any beneficiary shall pass under this Will, as if said beneficiary disclaiming had predeceased me.

I, LILLIAN HILL COCHRAN, have signed this Will which consists of nine (9) pages, this the 5th day of February, 2003, in the presence of Jerrald L. Shivers and JUDITH S. CRAWFORD, who attested it at my request.

Lillian Hill Cochran  
LILLIAN HILL COCHRAN, Testatrix

The above and foregoing Will of Lillian Hill Cochran was declared by her in our presence to be her Will and was signed by Lillian Hill Cochran in our presence and at her request and in her presence and in the presence of each other, we the undersigned witnessed and attested the due

Lillian Hill Cochran  
LILLIAN HILL COCHRAN

execution of the Will of Lillian Hill Cochran on this the 5<sup>th</sup> day of February, 2003

Judith S. Crawford  
Judith S. Crawford

of 1440 Saint Ann Street  
Jackson, MS 39202

of 2668 Key Street  
Jackson, MS 39212

Lillian Hill Cochran  
LILLIAN HILL COCHRAN

IN THE CHANCERY COURT OF RANKIN COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF LILLIAN HILL COCHRAN

CAUSE NO \_\_\_\_\_

PROOF OF WILL

Be it known and remembered that on this 5<sup>th</sup> day of February, A.D., 2003, before me, the undersigned authority, personally came and appeared Jerrald L. Shivers, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Lillian Hill Cochran, bearing date of the 5<sup>th</sup> day of February, 2003, and he/she, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Lillian Hill Cochran, signed, published and declared said instrument of writing as and for her Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Lillian Hill Cochran was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of Rankin County, Mississippi, where she had maintained her fixed place of residence prior to said date, and that said Lillian Hill Cochran was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid.

Address of Witness

1440 Saint Ann Street  
Jackson, MS 39202

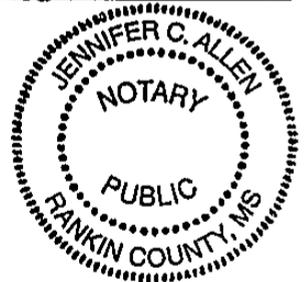
Jerrald L. Shivers, Witness

SWORN TO AND SUBSCRIBED before me by Jerrald L. Shivers,  
this 5<sup>th</sup> day of February, A.D., 2003. (Witness)

Jennifer Allen  
NOTARY PUBLIC

My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES JAN 17, 2004  
BONDED THRU STEGALL NOTARY SERVICE



IN THE CHANCERY COURT OF RANKIN COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF LILLIAN HILL COCHRAN

CAUSE NO. \_\_\_\_\_

PROOF OF WILL

Be it known and remembered that on this 5<sup>th</sup> day of February, A.D., 2003, before me, the undersigned authority, personally came and appeared JUDITH S. CRAWFORD, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Lillian Hill Cochran, bearing date of the 5<sup>th</sup> day of February, 2003; and he/she, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Lillian Hill Cochran, signed, published and declared said instrument of writing as and for her Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Lillian Hill Cochran was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of Rankin County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Lillian Hill Cochran was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid

Address of Witness

2668 Key Street  
Jackson, MS 39212

Judith S. Crawford  
JUDITH S. COCHRAN, Witness

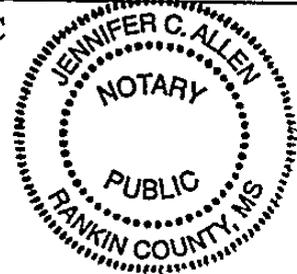
SWORN TO AND SUBSCRIBED before me by JUDITH S. CRAWFORD,  
(Witness)

this 5<sup>th</sup> day of February, A.D., 2003.

Jennifer Allen  
NOTARY PUBLIC

My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES JAN. 17, 2004  
BONDED THRU STEGALL, NOTARY SERVICE



IN THE CHANCERY COURT  
OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
DENNIS MERTON HANKINS, DECEASED

CAUSE NO. 2002-978

AFFIDAVIT OF EXECUTRIX

STATE OF TEXAS  
COUNTY OF DALLAS

On this the 5th day of June, 2003, personally came SANDRA JEAN HAMMETT, duly qualified and acting Executrix of the Estate of DENNIS MERTON HANKINS, Deceased, having been appointed by an order of the Chancery Court of the Madison County, Mississippi, dated February 21, 2003, before the undersigned officer in and for said county and state, who, being duly sworn, deposes and says that pursuant to Miss. Code Ann. §91-7-145 (1972), she has made reasonably diligent efforts to identify persons having claims against the estate and has given written notice to all persons having claims against said Estate whose identity is known by the Executrix or whose identity is reasonably ascertainable by said Executrix. The undersigned has notified those persons having claims against said Estate to present the same to the Clerk of the Chancery Court for probate and registration according to law, within ninety (90) days from the date of the first publication of the notice to creditors in the *Madison County Journal*, a weekly newspaper published in the City of Madison, County of Madison, Mississippi, and copies of all letters providing actual notice to such persons are attached hereto.

**FILED**  
**THIS DATE**

JUN 13 2003

ODMA\FPCDOCS\143

**MIKE CROOK**  
**CHANCERY CLERK**

By: *Lekisha*

*Sandra Jean Hammett*  
SANDRA JEAN HAMMETT, Executrix of the  
Estate of Dennis Merton Hankins, Deceased

STATE OF TEXAS  
COUNTY OF DALLAS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named SANDRA JEAN HAMMETT, Executrix of the Estate of DENNIS MERTON HANKINS, who, being by me first duly sworn according to law, states on oath that the statements contained in the above and foregoing instrument are true and correct as therein stated and set forth.

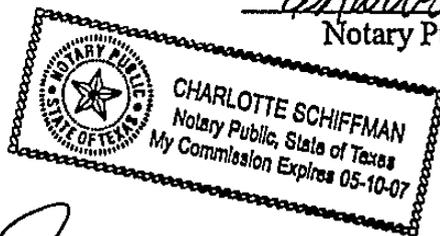
*Sandra Jean Hammett*  
Sandra Jean Hammett, Executrix of the Estate of  
Dennis Merton Hankins, Deceased

SWORN TO AND SUBSCRIBED BEFORE ME on this the 5 day of June, 2003.

*Charlotte Schiffman*  
Notary Public

My Commission Expires:

5-10-07



*William E. McLeod*

William E. McLeod (MSB #09629)  
BARNES, BROOM, DALLAS & McLEOD, PLLC  
5 River Bend Place, Suite A  
Flowood, Mississippi 39232-7618  
(601) 981-6336  
ATTORNEY

LAST WILL AND TESTAMENT

B 35 P 866

OF

MARY A. WHITTINGTON

KNOW ALL MEN BY THESE PRESENTS: That I, MARY A. WHITTINGTON, an adult citizen of Madison County, residing at Route 1, Box 110 D, Flora, Mississippi, being of sound and disposing mind and memory, do make, publish and declare the following to be my LAST WILL AND TESTAMENT, hereby revoking all Wills by me at any time heretofore made.

I.

I direct my Executor, hereafter named, to pay all my funeral expenses, administration expenses of my estate, including inheritance and succession taxes, state or federal, which may be occasioned by the passage of or succession to any interest in my estate under the terms of this instrument, and all my just debts, excepting mortgage notes secured by mortgages upon real estate.

II.

All the rest, residue, and remainder of my estate, both real and personal, of whatsoever kind or character, and wheresoever situated, I give, devise and bequeath to my beloved husband, DOUGLAS O. WHITTINGTON, to be his absolutely and forever.

III.

If my husband does not survive me, then I give, devise and bequeath such rest, residue, and remainder of my estate to my beloved children, natural or adopted, in equal shares, per stirpes, to be theirs absolutely and forever; provided that the share of any child of mine who has died leaving no issue shall be divided among my surviving children in equal shares, per stirpes.

IV.

I hereby appoint my beloved husband, DOUGLAS O. WHITTINGTON, as Executor of this my LAST WILL AND TESTAMENT. I direct that no Executor or Executrix shall be required to post bond.

IN WITNESS WHEREOF, I HAVE HEREUNTO SIGNED MY NAME on this the 7 day of April, 1983.

Mary A. Whittington  
MARY A. WHITTINGTON

STATE OF MISSISSIPPI  
COUNTY OF HINDS

We, each of the subscribing witnesses to the LAST WILL AND TESTAMENT of MARY A. WHITTINGTON, do hereby certify that said instrument was signed by MARY A. WHITTINGTON, in our presence and in the presence of each of us, and that the said MARY A. WHITTINGTON declared the same to be her LAST WILL AND TESTAMENT in the presence of each of us, and that we each signed as subscribing witnesses to said Will at the request of MARY A. WHITTINGTON in her presence and in the presence of each other.

WITNESS OUR SIGNATURES, this the 7<sup>th</sup> day of April, 1983.

John L. Amisworth  
~~Mary A. Whittington~~  
WITNESS

17 AVERY CIRCLE  
JACKSON, MS 39211

Sally Louise Yason  
WITNESS

3908 Island Dr  
Jackson, ms. 39212