

FILED

THIS DATE

JUN 19 2003

LAST WILL AND TESTAMENT

2003-421

OF

JULIE STOKES LEE

MIKE CROOK
CHANCERY CLERK

Kim Sellers

I, JULIE STOKES LEE, an adult resident citizen of Canton, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills and codicils 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 as soon as may be conveniently done.

ITEM II.

I give, devise and bequeath all the property comprising my estate, of whatsoever kind or character, and wheresoever situated, to my daughter, JUDITH LEE GRAFTON, if she shall survive me.

ITEM III.

If my daughter, JUDITH LEE GRAFTON, does not survive me, I give, devise and bequeath all the property comprising my estate, of whatsoever kind or character and wheresoever situated, to my sister, MARGARET STOKES HOLIMAN.

WED/jm
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11/14/78

And now, having disposed of my entire estate, I hereby nominate and appoint my daughter, JUDITH LEE GRAFTON, Executrix of my estate under this my Last Will and Testament. Any and all powers, rights and obligations herein granted to or imposed upon my Executrix shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executrix nor any successor Executor or Administrator shall be required to make any bond as Executrix, successor Executor or Administrator. To the extent permissible by law I waive the requirement that my Executrix or any successor Executor or Administrator be required to make a formal appraisal of my estate or provide an inventory or an accounting to be filed with any court.

My Executrix shall have full power and authority to continue any and all business operations in which I may be interested at the time of my death for such time as may be permitted by law, so as to avoid as far as possible any depreciation in value of such assets and interests or losses to my business associates or to my estate. My Executrix may continue to act as partner and engage in any partnership in which I may be interested and to take any and all actions with regard thereto my Executrix may deem necessary or advisable.

I specifically authorize my Executrix to borrow such funds as may be necessary to pay my debts and administration expenses and taxes of my estate and to pledge such of my property, real or personal, as may be necessary to secure such loans; provided, however, that my Executrix shall not pledge any property specifically devised or bequeathed

herein. My Executrix shall not be required to pay or otherwise satisfy such loan prior to the closing of my estate and the discharge of my Executrix, but may distribute such property at its value net of such loan in satisfaction of any bequest herein.

IN WITNESS WHEREOF, I have executed the foregoing instrument and declare the same to be my Last Will and Testament on this the 20th day of December, 1978.

H Julie Stokes Lee
Julie Stokes Lee

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

H James R. Dosssett, Jr. Jackson, Mississippi
Address

H J. Larry Lee Jackson, Mississippi
Address

FILED

THIS DATE

JUN 19 2003

IN THE CHANCERY COURT

OF MADISON COUNTY, MISSISSIPPI

MIKE CROOK
CHANCERY CLERK

Kim Sellers

ESTATE OF JULIE STOKES LEE,
DECEASED

NO. 2003-421

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

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

A. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of JULIE STOKES LEE, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which the Last Will and Testament is dated the 20th day of December, 1978.

B. That on the 20th day of December, 1978, the said JULIE STOKES LEE signed, published and declared said instrument of writing as her Last Will and Testament,

in the presence of this affiant and in the presence of J. LARRY LEE, the other subscribing witness to said instrument.

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

D. That this affiant, together with J. LARRY LEE, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said JULIE STOKES LEE, and in the presence of each other.

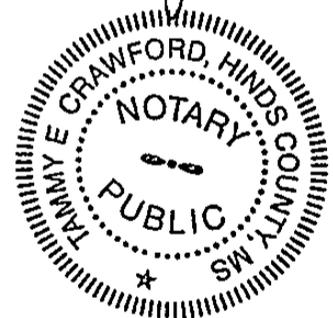
E. That to the best knowledge of the affiant, this Last Will and Testament has not been revoked or destroyed with the intent to revoke it.

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

SWORN TO AND SUBSCRIBED BEFORE ME on this the 17th day of June, 2003.

Tammy E. Crawford
Notary Public

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



Leonard C Martin

LEONARD C. MARTIN
BAKER, DONELSON, BEARMAN
CALDWELL & BERKOWITZ

Post Office Box 14167
Jackson, Mississippi 39236
Telephone: (601) 351-2400
State Bar #1897

ATTORNEYS

B 36 P 007

FILED

THIS DATE

JUN 19 2003

MIKE CROOK
CHANCERY CLERK

Mike Crook

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF JULIE STOKES LEE,
DECEASED

NO. 2003-421

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

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

A. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of JULIE STOKES LEE, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which the Last Will and Testament is dated the 20th day of December, 1978.

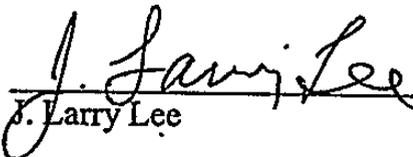
B. That on the 20th day of December, 1978, the said JULIE STOKES LEE signed, published and declared said instrument of writing as her Last Will and Testament,

in the presence of this affiant and in the presence of JAMES K. DOSSETT, JR., the other subscribing witness to said instrument.

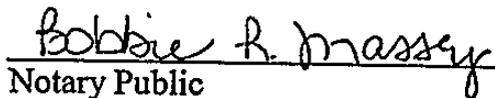
C. That the said JULIE STOKES LEE was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

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

E. That to the best knowledge of the affiant, this Last Will and Testament has not been revoked or destroyed with the intent to revoke it.


J. Larry Lee

SWORN TO AND SUBSCRIBED BEFORE ME on this the 17th day of June, 2003.


Bobbie R. Massey
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES ~~Oct 23, 2006~~
BONDED THRU NOTARY PUBLIC UNDERWRITERS

Leonard C. Martin

LEONARD C. MARTIN
BAKER, DONELSON, BEARMAN
CALDWELL & BERKOWITZ

Post Office Box 14167
Jackson, Mississippi 39236
Telephone: (601) 351-2400
State Bar #1897

ATTORNEYS

Last Will and Testament

OF

MILDRED B. CRAWFORD

I, the undersigned MILDRED B. CRAWFORD, a resident of the City of Ridgeland, Madison County, Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me.

ARTICLE I DEBTS

I direct that all of my debts, all expenses of my last illness, all funeral and burial expenses (including the cost of a suitable monument at my grave), and the cost of administration of my estate be paid as soon as practicable after my death. It is my intention, however, that nothing in this Article of my Will should be construed as creating an express trust or fund for the payment of debts and expenses which would in any manner extend the normal statute of limitations for the payment of my debts or enlarge upon my statutory duty to pay debts.

ARTICLE II TAXES

I direct that all estate and inheritance taxes and other taxes in the general nature thereof (together with any interest or penalty thereon) which shall become payable upon or by reason of my death with respect to any property passing by or under the terms of this Will or any codicil to it hereafter executed by me, or with respect to the proceeds of any policy or policies of insurance on my life or with respect to any other property, including property

FILED
THIS DATE

JUN 20 2003

MIKE CROOK
CHANCERY CLERK

By *Betty Dorch* D.C.

Mildred B. Crawford
Mildred B. Crawford

Last Will and Testament of Mildred B. Crawford

over which I have a taxable power of appointment, included in my gross estate, shall be paid out of the principal of my residual estate.

**ARTICLE III
SPECIFIC BEQUESTS**

It is my desire that all stocks of which I am possessed at my death, with the exception of the American General Corporation stock, shall be transferred to my sister, LEE B. DUPUY, 213 Pecan Park Drive, Ridgeland, MS 39157. I am presently in possession of the following stocks: Allstate; American General Corporation; Morgan Stanley Dean Witter; Sears, Roebuck & Co.; Seligman Fund; and J P Morgan Chase & Co

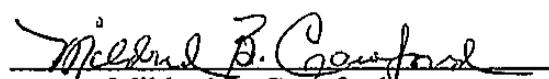
I hereby give, devise and bequeath to my sister, Lee B. Dupuy, the proceeds from the Standard Life and Allstate Group Life insurance policies.

I hereby give, devise and bequeath unto my special friend, BECKY RICHARDSON, 640 Cox Ferry Road, Flora, MS 39071, the following:

- a) One 14K white gold lady's diamond ring, set with ten diamonds;
- b) One 14K white gold lady's ring set with two cut diamonds;
- c) One 18K white gold diamond pendant, and
- d) One pair 14K white gold diamond stud earrings.

**ARTICLE IV
RESIDUE TO SISTER**

All the residue of the property which I may own at the time of my death, real or personal, tangible or intangible, of whatsoever nature and wheresoever situated, I give devise and bequeath to my sister, Lee B. Dupuy, to be hers absolutely. This bequest includes, but is not limited to, all accounts with the following banks: BancorpSouth; Bank Plus, Community Bank of Mississippi; Jackson Area Federal Credit Union; Merchants & Farmers Bank; The Valley Bank; Trustmark National Bank; Union Planters Bank; and AmSouth Bank.


 Mildred B. Crawford

Last Will and Testament of Mildred B. Crawford

In the event my sister shall predecease me, then all of the residue hereunder shall pass to The Mississippi Baptist Foundation as Trustee to be divided equally between the two Trusts listed in Article V below.

**ARTICLE V
TRUSTS**

It is my desire that the American General Corporation stock shall not be sold but transferred to The Mississippi Baptist Foundation as Trustee. All earnings from said American General Corporation stock shall be applied to the *Bardie F. Breazeale & Mildred Crawford Scholarship Fund*, Mississippi Baptist Foundation Account Number: 28 59 0710 0S 0. The Mississippi Baptist Foundation, as Trustee, is given the right to sell, exchange or convert any or all of the said property into cash or other property and to invest and reinvest the same at the sole discretion of the Trustee and to deliver the income as aforesaid. Said Trustee is also given any and all powers as trustees under Mississippi law may have and possess.

It is my desire that upon my death, my residence at 116 W. Jackson Street, Ridgeland, MS 39157, shall be sold and the proceeds thereof be paid to The Mississippi Baptist Foundation, a nonprofit corporation under the control of the Mississippi Baptist Convention, as Trustee, to be deposited to the account of the *Ernest and Mildred Crawford Memorial Fund*, Account Number: 27 05 0795 05 6, for the benefit of the Baptist Children's Village. The Mississippi Baptist Foundation, as Trustee, is given the right to sell, exchange or convert any or all of the said property into cash or other property and to invest and reinvest the same at the sole discretion of the Trustee and to deliver the income as aforesaid. Said Trustee is also given any and all powers as trustees under Mississippi law may have and possess.

**ARTICLE VI
APPOINTMENT OF EXECUTOR**

I nominate, constitute and appoint RICHARD W. RUSS, 415 E. Capitol Street, Jackson, MS 39201 (601-354-4926), to serve as Executor of this my Last Will and


Mildred B. Crawford

Last Will and Testament of Mildred B. Crawford

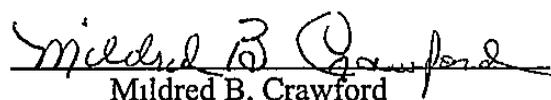
Testament. I waive the requirement of his having to enter into any bond as such Executor and waive the requirements of formal appraisal, annual accounting, and filing of an inventory and give to him the powers and discretion provided in Article VII of this my Last Will and Testament, and any others that may be granted by law, all to be exercised without court order. In the event Richard W. Russ shall predecease me or for any reason shall fail to qualify as Executor hereunder (or having qualified shall die or resign) then THE MISSISSIPPI BAPTIST FOUNDATION shall act as Alternate Executor of my estate; and in such capacity shall possess and exercise all powers and authority herein conferred on my Executor.

**ARTICLE VII
POWERS OF FIDUCIARY**

I hereby grant to my Executor and also to the Trustee of each trust created hereunder the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate as freely as I might in handling my own affairs. Such power may be exercised independently without prior or subsequent approval or any judicial authority, and no person dealing with the Executor or Trustee shall be required to inquire into the propriety of any of their actions. I expressly confer upon my Executor and any Trustee hereunder the specific powers set forth in Miss. Code Ann. §91-9-101 - §91-9-119 (1972) as now enacted or hereafter amended. Without limiting the generality of the foregoing, I hereby grant to my Executor and to any Trustee hereunder the following specific powers and authority in addition to and not in substitution of powers conferred by law:

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

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


Mildred B. Crawford

Last Will and Testament of Mildred B. Crawford

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 for the duration of the trust 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, or of the trust, by reason of such retention. My Executor may also presume that the management of the companies whose securities are held in 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 any loss or decrease in the value of said securities or any of them, or of the trust by reason of such voting

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

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


Mildred B. Crawford

Last Will and Testament of Mildred B. Crawford

E. To register and carry any property in their own names or in the names of their nominees or to hold it unregistered but without thereby increasing or decreasing their liability as fiduciaries.

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

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

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

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

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

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

L. To lease any real estate for such term or terms and upon such conditions and in such manner as he may deem advisable with or without privilege of purchase, and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the trust; 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 he may deem proper.


Mildred B. Crawford

Last Will and Testament of Mildred B. Crawford

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

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

O. Unless inconsistent with other provisions of this instrument, to hold two or more trusts or other funds in one or more consolidated funds, in which the separate trusts for funds can have undivided interests.

P. 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 in that event, notwithstanding any statute or rule of law to the contrary, I authorize my Executor to pay or deliver the legacy to which each such minor shall be entitled to the parent or 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 resides shall constitute a full acquittance of my Executor with respect to the legacy so paid or delivered.

Q. Abandon, if any way, property which he determine not to be worth protecting.


Mildred B. Crawford

Last Will and Testament of Mildred B. Crawford

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

TESTIMONIUM

IN WITNESS THEREOF, I sign, publish and declare this instrument to be my Last Will and Testament this 23rd day of August, 2001, at Jackson, Mississippi.

Mildred B. Crawford
MILDRED B. CRAWFORD

Last Will and Testament of Mildred B. Crawford

ATTESTATION

The foregoing instrument, consisting of this and eight (8) preceding typewritten pages, was signed, published and declared by Mildred B. Crawford, the Testatrix, to be her Last Will and Testament in our presence, and we at her request, and in her presence and in the presence of each other have hereunto subscribed our names as witnesses, this 23rd day of August, 2001, at Jackson, Mississippi.

WITNESSES:

Stanford D. Van Hise Jr

RESIDING AT:

106 Hillcroft Place
Jackson, MS 39211

RESIDING AT:

Ann K. Burnett

949 Morningside #A24
Jackson, MS 39202

RESIDING AT:

Virginia McDonald

1009 GROVE ST.
WESSON, MS 39191

LAST WILL AND TESTAMENT OF KENDALL R. LAUDERDALE

I, **KENDALL R. LAUDERDALE**, a resident of Madison County, Mississippi, being of sound mind and body and above the age of twenty-one, declare this to be my **LAST WILL AND TESTAMENT**, hereby revoking all wills and codicils heretofore made by me.

At the time of the execution of this my Last Will and Testament, I am married to **KAY M. LAUDERDALE**, and I have three children, namely **DOUG R. LAUDERDALE**, **KATHRYN DENISE LAUDERDALE DAVIS**, AND **KEITH M. LAUDERDALE** and four living grandchildren. Keith M. Lauderdale's wife is pregnant at the time of this will and it is my express intent that this child be included in the grandchildren's trust.

ARTICLE I

I direct that all of my debts, all of the expenses of my last illness, and funeral and burial expenses (including the cost of a suitable monument at my grave) and the cost of the administration of my estate and all taxes be paid as soon as practicable after my death out of the principal of that portion of my residuary estate which is not included in the share qualifying for the marital deduction. My executor in its sole discretion is authorized to accelerate the payment of any debt or charitable pledge, payment of which may be due at some future date or which may be payable in installments, upon such terms, as to discount or otherwise, as it may deem advisable.

In the event that any property or interest in property passing under this Will or by operation

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of law or otherwise by reason of my death shall be encumbered by a mortgage or lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not be charged to or paid from my estate, but that the devisee, legatee, joint owner taking by survivorship or beneficiary shall take such property or interest in property subject to all encumbrances existing at the time of my death.

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

ARTICLE II

I hereby nominate and appoint my wife, KAY M. LAUDERDALE, as Executrix of this my Last Will and Testament, and hereby direct that she be authorized to serve without posting bond, and without the necessity of appraisal, accounting or inventory. In the event that my wife should predecease me, I then nominate and appoint DOUG R. LAUDERDALE, as Executor of this my Last Will and Testament. I hereby specifically waive any and all legal requirements of a formal appraisal of my personal estate.

ARTICLE III

I hereby will, devise and bequeath unto my wife, KAY M. LAUDERDALE, if she survives me, all of my property, whether real, personal or mixed, wheresoever located.

ARTICLE IV

In the event that my wife, KAY M. LAUDERDALE, and I die as a result of a common

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disaster, there shall be a presumption that I was last to die. In the event that my wife predeceases me or that there is a legal presumption that I was last to die, I then will, devise, and bequeath one-half of all of my property, whether real, personal, or mixed and wheresoever situated, unto my three children, share and share alike, with each child receiving one-third of that one-half of my estate. The remaining one-half of my estate I then will, devise, and bequeath in equal shares unto DOUG LAUDERDALE, as Trustee for the KENDALL R. AND KAY M. LAUDERDALE GRANDCHILDREN'S TRUST for the benefit of my grandchildren, share and share alike, *per stirpes*, the terms for which are set forth hereinafter. In the event that one of my three children predecease me, it is my intent that any share that child would have been entitled to receive under this my LAST WILL AND TESTAMENT shall vest in, be deliver to and conveyed to the KENDALL R. AND KAY M. LAUDERDALE GRANDCHILDREN' TRUST. It is my further intent that this trust be for the benefit of any grandchildren now living and any grandchildren born after my death but prior to any distribution from said trust. Said Trustee shall have all of the powers and rights under the Uniform Trustees Act as provided by the Mississippi Code Annotated (1972), Section 91-1-101, *et seq.*, as amended. In addition to the powers enumerated therein, I specifically direct said Trustee to liberally provide for the health, education and welfare of my grandchildren. I specifically direct that the trustees not be required to post bond to secure their performance.

ARTICLE V.

THE KENDALL R. AND KAY M. LAUDERDALE GRANDCHILDREN'S TRUST

Section 1

I hereby appoint and nominate DOUG LAUDERDALE as the Trustee of THE KENDALL

KRL KRL

disaster, there shall be a presumption that I was last to die. In the event that my wife predeceases me or that there is a legal presumption that I was last to die, I then will, devise, and bequeath one-half of all of my property, whether real, personal, or mixed and wheresoever situated, unto my three children, share and share alike, with each child receiving one-third of that one-half of my estate. The remaining one-half of my estate I then will, devise, and bequeath in equal shares unto DOUG LAUDERDALE, as Trustee for the KENDALL R. AND KAY M. LAUDERDALE GRANDCHILDREN'S TRUST for the benefit of my grandchildren, share and share alike, *per stirpes*, the terms for which are set forth hereinafter. In the event that one of my three children predecease me, it is my intent that any share that child would have been entitled to receive under this my LAST WILL AND TESTAMENT shall vest in, be deliver to and conveyed to the KENDALL R. AND KAY M. LAUDERDALE GRANDCHILDREN' TRUST. It is my further intent that this trust be for the benefit of any grandchildren now living and any grandchildren born after my death but prior to any distribution from said trust. Said Trustee shall have all of the powers and rights under the Uniform Trustees Act as provided by the Mississippi Code Annotated (1972), Section 91-1-101, *et seq.*, as amended. In addition to the powers enumerated therein, I specifically direct said Trustee to liberally provide for the health, education and welfare of my grandchildren. I specifically direct that the trustees not be required to post bond to secure their performance.

ARTICLE V.

THE KENDALL R. AND KAY M. LAUDERDALE GRANDCHILDREN'S TRUST

Section 1

I hereby appoint and nominate DOUG LAUDERDALE as the Trustee of THE KENDALL

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R. AND KAY M. LAUDERDALE GRAND CHILDREN'S TRUST . In the event that he shall predecease me or that he should be unable or unwilling to serve, I hereby appoint and nominate KEITH M. LAUDERDALE and DENISE LAUDERDALE DAVIS as successor Co-Trustees.

A Trustee may resign and cease to act at any time by giving written notice specifying the effective date of such resignation, by personal delivery or by registered mail to those persons who are income beneficiaries of the trust at that particular time, or in the event that the income beneficiaries are minors to their guardians. The resigning Trustee shall deliver all trust assets to the successor Trustee on the effective date of resignation, and shall, within sixty (60) days of such date, submit a full and final accounting to the successor Trustee and to the income beneficiaries of the trust. Any successor Trustee shall be vested with all of the rights, powers, duties and discretion conferred upon the original Trustee. Any act permitted or required to be done by any Co-Trustees hereunder shall require the joint action of any Co-Trustees.

I direct that my Trustee be compensated in an amount to be decided by the Court.

Section 2

If, at the time of my death I am survived by living grandchildren, and further, if any of my grandchildren have attained the age of twenty-one (21) years at the time of my death, my Trustee is directed to determine the number of trust shares by designating a separate trust for each grandchild of mine who is then living. If, at the time of my death no grandchild of mine has yet reached the age of twenty-one (21) years, then and in that event, my Trustee shall then determine the number of trust shares at such time as my oldest grandchild shall attain the age of twenty-one (21) years and shall then designate a trust share for each living grandchild on that date. Each share shall be thereafter maintained for the benefit of said grandchildren. If any grandchild shall have predeceased me with

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issue then living, such issue shall represent its parent. Upon each grandchild of mine attaining the age of twenty-one (21) years of age, my Trustee is directed to immediately disburse, deliver and convey to such child, discharged of the trust, said trust estate held for his or her individual benefit

b. If a grandchild shall die prior to the termination of his or her trust pursuant to the foregoing provisions, the principal and accumulated income constituting the trust for such grandchild at the time of his or her death shall thereupon vest in and be delivered and conveyed to such grandchild's surviving issue *per stirpes*, or if such child shall leave no surviving issue, the principal and accumulate income shall inure in equal shares to the benefit of the remaining beneficiaries or their surviving issue, *per stirpes*, and their respective shares or portions shall be administered and disposed of in accordance with the terms and provisions of the trust herein created for their benefit.

d. The one such equal share of my trust estate apportioned herein, supra, to the living issue *per stirpes* of each such child of mine who shall be dead with issue living, shall thereupon vest in and be delivered and conveyed to such issue *per stirpes*, subject to the provisions contained herein.

Section 3

If any of the funds and properties constituting a part of a trust shall vest in any person among any deceased child's issue who shall be under the age of twenty-one (21) at the time of the vesting thereof in accordance with the foregoing provisions of this Article, I direct that such principal or accumulated income so vested shall nevertheless continue to be held in trust by my Trustee under the provisions hereof and be administered as a separate trust and that the net income therefrom or the principal thereof shall be applied, in such manner and at such intervals and in such amounts as my Trustee in his sole discretion shall deem requisite and desirable, for the suitable support and education of such person until he or she shall attain the age of twenty-one (21) years, or shall sooner die,

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whereupon the then principal and any accumulated income of such trust shall be delivered and conveyed, discharged of the trust, to such person if he or she shall attain the age of twenty-one (21) years, or if such person shall die prior to his or her attainment of twenty-one (21) years, to such person's executors or administrators.

Section 4

I hereby authorize and empower the Trustee in his sole and absolute discretion, at any time and from time-to-time, to disburse from the principal of any of the trust estates created under this Article (even to the point of completely exhausting same), such amounts as he may deem advisable to provide adequately and properly for the support, maintenance, education and health of the current income beneficiary thereof, including but not by way of limitation, expenses incurred by reason of illness, disability and education. In determining the amounts of principal to be so disbursed, the Trustee shall take into consideration any other income (other than capital gains) or property which such income beneficiary or other person may have from any other source, and the Trustee's discretion shall be conclusive and the same shall not be questioned by anyone. For all sums so disbursed, the Trustee shall have full acquittance. All such disbursements from principal for the benefit of a beneficiary shall be charged against that individual's trust estate and shall not be charged against any other individual's share.

Section 5

Neither the principal nor the income of these trusts, nor any part of same, shall be liable for the debts of any of the beneficiaries hereof, nor shall the same be subject to seizure by any creditors of said beneficiaries. The beneficiaries shall not have any power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of their interests in the trust funds, or any part of same, or

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the income produced from said funds, or any part of same.

In making distributions for beneficiary as required herein, and especially where such beneficiary may be a minor, or by reason of illness or otherwise be incapable of transacting business, the Trustee, in his sole discretion, can make such distributions either (a) directly to such beneficiary, (b) to the legal or natural guardian of such beneficiary, (c) to any relative or guardian of the person of such beneficiary, or (d) by applying such distributions for the benefit of such beneficiary by paying his or her expenses directly. In any event the Trustee shall require such reports or take such steps which it deems requisite to insure and enforce the due application of such distributions for the exclusive benefit of said beneficiary.

Section 6

All costs and expenses of this trust to the extent possible should be allocated to the specific asset associated with the expense and charges to the separate trust holding such asset. Any expense which cannot be accurately associated with a specific shall be considered a general expense and shall be allocated among the separate trusts on a pro rata basis based upon the income of each trust before this expense.

Section 7

The trust created herein is a private trust and the Trustee shall not be required to obtain the order or approval of any Court for the exercise of any powers or discretion herein given. The Trustee shall not be required to enter into any bond nor shall they be required to return to any Court any periodic formal accounting of its administration of the said trusts, but said Trustee shall render annual accounts to the guardians of the beneficiaries during minority and directly to the beneficiaries thereafter.

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Section 8

The interest of every beneficiary shall vest within the period prescribed by the Rule of Perpetuities or any statute pertaining thereto. Upon such vesting, any trust property then held by the Trustee shall be paid over forthwith, free and clear of any trust, to the current income beneficiary or beneficiaries of such trust property (or to his or her legal guardian or other personal representative) as though each such current income beneficiary has reached the age at which final distribution to him or to her were required pursuant to the provisions hereof. If at the time of the vesting of an interest the beneficiary shall be a minor, the Trustee shall continue to hold his or her trust estate in trust for his or her benefit, distributing income and principal as the Trustee deems advisable for the minor's education, support, maintenance and health, until such beneficiary shall attain twenty-one (21) years of age at which time the Trustee shall pay over to that beneficiary his or her entire estate.

ARTICLE VII

I hereby grant to my Executrix and also to the Trustee of the trust established hereunder (including any substitute or successor) continuing, absolute, discretionary power to deal with any property, real or personal, held in any trust as freely as I might in the handling of my own affairs. Such powers may be exercised independently without prior or subsequent approval of any court or judicial authority, and no person dealing with the Executrix or Trustee shall be allowed to inquire into the propriety of any of their actions. I specifically grant to my Executrix or Trustee the power to make distributions (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, or an undivided interest therein or partly cash and partly in such property.

Without in any way limiting the generality of the foregoing I hereby grant unto my Executrix and also to my Trustee hereunder all of the powers set forth in Mississippi Code Annotated Sections

KRL KRL

91-9-101 to 91-9-109 (1972) as amended; and these powers are hereby incorporated fully herein by reference and made a part of this instrument for all purposes and such powers are intended to be in addition to and not in substitution of the powers conferred by law.

IN WITNESS THEREOF, I sign, seal, publish and declare this instrument to be my Last Will and Testament, this the 17 day of OCT, 2001, in Madison County, Mississippi.

Kendall R. Lauderdale

KENDALL R. LAUDERDALE

WITNESSES, this the 17th day of October, 2001 in Madison County, Mississippi.

(1) Charlotte Logg residing at Rankin County
Brandon MS, social security number _____

(2) Zola Walter residing at Madison County
Ridgeland MS, social security number _____

(3) Jeffrey Wilkerson residing at Rankin County
Florence, MS, social security number _____

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI
COUNTY OF Madison

KRL KRL

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County aforesaid, Tyler Walton, Jeffrey Wickwier, and Charlotte Loz, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who after having been duly sworn, say on oath that on the 17th day of October, 2001, KENDALL R. LAUDERDALE, testator, in their presence, signed his name thereto, and in their presence declared the same to be his LAST WILL AND TESTAMENT; that at his request, and in his presence, and in the presence of each other, the said affiants subscribed their names thereto as witnesses to its execution and publication; and that the said KENDALL R. LAUDERDALE was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Charlotte Loz
WITNESS

Tyler Walton
WITNESS

Jeffrey Wickwier
WITNESS

SWORN TO AND SUBSCRIBED BEFORE ME THIS THE 17th DAY OF

October, 2001.

My commission Expires My Commission Expires March 18, 2002

James A. [Signature]
NOTARY PUBLIC SEAL

KRL KRL

LAST WILL AND TESTAMENT
OF
LAURA J. BOWERS

I, Laura J. Bowers, an adult resident citizen of Canton, Madison County, Mississippi, being of sound and disposing mind and memory, over the age of eighteen (18) years, and not acting under duress or undue influence, 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.

I appoint A.M. Edwards, III and Earle Cooper Bowers, III as Executors of my estate under this Will. I direct my Executors to pay all of my just debts and obligations which may be properly probated, registered and allowed against my estate; all taxes properly payable by my estate; and the cost of administration of my estate as soon as practical after my death. Except as otherwise provided herein, all such payments shall be paid out of my residuary estate.

ITEM II.

I have one (1) child now living and he is:
Earle Cooper Bowers, III.

ITEM III.

I hereby bequeath unto my son, Earle Cooper Bowers, III, all of my jewelry and other personal property to be distributed by my son, Earle Cooper Bowers, III in accordance with previous wishes which I have made known to him. It is my desire that my son shall have sole and complete discretion with respect to the disposition of my personal property.

ITEM IV.

A. I give, devise and bequeath to the "Laura J. Bowers Family Trust" created by me on October 9th, 1996, all the rest and residue of the assets of my estate of every nature and kind and wheresoever situated, including property acquired after the execution of this Will and all lapsed legacies and devises.

FILED

THIS DATE

JUL 01 2003

MIKE CRUICK
CHANCERY CLERK

By: *Betty Ford* DC

B. If the "Laura J. Bowers Family Trust" is not in existence at the date of my death, any portion of my estate devised or bequeathed to such trust shall be distributed to my son, Earle Cooper Bowers, III.

C. If my son is under any legal disability, the share for him shall be held in trust by A.M. Edwards, III and David Stokes, as Trustees. The Trustees shall hold and manage such assets in trust and shall distribute to my son such part of the income and/or principal of the assets as the Trustee shall deem necessary for my son's education, support, maintenance and health until such legal disability is removed.

D. If my son remains incapacitated for his lifetime, at his death, the balance in trust shall be distributed, per stirpes, to my nieces and nephews who are the children of my sister, Ellen J. Hunter, or the descendants of any such niece or nephew who is deceased.

E. If the Trustee holds any assets as set forth above, the Trustee and any Successor Trustee shall have the powers of a trustee as set forth in the Mississippi Uniform Trustees' Powers Law under Section 79-9-101, et seq. of the Mississippi Code of 1972, as amended.

ITEM V.

A. If either A.M. Edwards, III or Earle Cooper Bowers, III, is or becomes unable or unwilling to serve as Executor (or Trustee), the other shall serve alone. All rights, powers, duties and discretions granted to or imposed upon the Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor", "Executrix" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

B. I direct that neither the Executor nor any successor Executor shall be required to make any bond as Executor. To the extent permissible by law, I waive the requirement that the Execu

tor 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. The Executor shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate, but may sell or lease any of my property in such manner and on such terms as the Executor may deem advisable.

D. The 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, the Executor may seek Court authority if doing so is in the best interest of the Executor, my estate or my beneficiaries.

E. The 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 the Executor.

F. The Executor may disclaim in whole or in part, on my behalf, any interest bequeathed or devised to me or otherwise inherited by my estate and may exercise and make any and all tax elections of all kinds and execute and file any and all necessary tax returns and forms.

IN WITNESS WHEREOF, I have signed and declared this instrument to be my Last Will and Testament on this the 25 day of March, 1998.

Laura J. Bowers
LAURA J. BOWERS

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

WITNESSES:

Janet Thigpen of 305 Gulane Drive
Clinton, Mississippi 39056

Tom R of 40 PARK CREST PLACE
JACKSON, MS 39211

PROOF OF WILL

We, JANEY THIGPEN and TOM OTT, on oath state:

We are the subscribing witnesses to the attached type-written instrument dated March 25, 1998, which purports to be the Last Will and Testament of Laura J. Bowers. On the execution date of the instrument, Laura J. Bowers, in our presence, signed the instrument at the end thereof, acknowledged her signature thereto, declared the instrument to be her Will, and requested that we attest her execution thereof. In the presence of Laura J. Bowers each of us signed our respective names as attesting witnesses. At the time of execution of the instrument, Laura J. Bowers appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

DATED this 25 day of March, 1998.

Janey Thigpen
(WITNESS)

Tom Ott
(WITNESS)

* * * * *

STATE OF MISSISSIPPI
COUNTY OF HINDS

Subscribed and sworn to before me, the undersigned Notary Public, on this the 25 day of March, 1998.

Cathleen F. Kane
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE.
MY COMMISSION EXPIRES: AUG. 30, 2000.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
HENRY CHEEKS, DECEASED

CIVIL ACTION FILE NO. 2003-398
393

MATTIE CHEEKS, PETITIONER

FILED
THIS DATE

AFFIDAVIT

JUL 02 2003

MIKE CROOK
CHANCERY CLERK

By: Kim Diehl M.D.C.

STATE OF MISSISSIPPI
COUNTY OF Madison

PERSONALLY appeared before me, the undersigned authority in and for the aforesaid State and County, MATTIE CHEEKS, who being by me first duly sworn on oath stated:

That affiant is the duly appointed, qualified and acting Administratrix of the Estate of HENRY CHEEKS, deceased; that affiant has made reasonable diligent efforts to identify all persons having claims against the above styled and numbered estate identified, informing them a failure to have their claim probated and registered by the clerk of the court granting letters within the ninety (90) day period provided by Mississippi Code of 1972, annotated, Section 91-7-145, will bar such claim.

Affiant has been unable to locate any other persons, companies, creditors and/or entities having claims or claiming that they have claims of any nature, and affiant, as of the date of the signing of this affidavit, personally knows of no such other persons, companies, and/or entities claiming to have claims against the Estate of HENRY CHEEKS after diligent search and inquiry to ascertain the same by your affiant. Pursuant to said efforts, affiant will give/gave notice by mail, at the last known address to all such persons, companies, entities and/or creditors known or found by affiant to have claims against the Estate of HENRY CHEEKS advising such

persons or entities that a failure to have their claim(s) probated and registered by the clerk of this Court within the ninety (90) day period provided by Subsection 91-7-145, Mississippi Code Annotated 1972, as amended, would bar such claim(s).

Mattie Cheeks
MATTIE CHEEKS,
ADMINISTRATRIX OF THE
ESTATE OF HENRY CHEEKS,
DECEASED

SWORN TO AND SUBSCRIBED before me, this the 2nd day of July, 2003.



Mike Crook Chancery Clerk
NOTARY PUBLIC
ex-officio by: Kimi Stevens, D.C.

My Commission Expires:
~~My Commission Expires~~
January 5, 2004

STATE OF MISSISSIPPI
COUNTY OF MADISON

LAST WILL AND TESTAMENT OF RAYMOND STANLEY HARRIS

I, RAYMOND STANLEY HARRIS, being of sound and disposing mind and memory, and being a resident citizen of Madison County, Mississippi, above the age of twenty-one years, do hereby make, publish and declare this instrument to be my Last Will and Testament, hereby revoking all other wills and codicils thereto heretofore made by me.

ITEM ONE: I hereby give, devise and bequeath unto my great-nephews, KYLE HARRIS and LINDSAY WEBB HARRIS, my residence and the lots upon which said residence is situated at 100 Cox's Ferry Road, Flora, Mississippi, together with the small house and lot facing on Highway 49, together with all improvements situated on said property.

ITEM TWO: I hereby give, devise and bequeath unto NELLIE SIMMONS the sum of FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

ITEM THREE: My nephew, LINDSAY CAMP HARRIS, JR. and his wife, VIRGINIA E. HARRIS, are indebted to me as shown by deed of trust which appears of record in the Chancery Clerk's office of Madison County, Mississippi, in Deed of Trust Book 437 at Page 782. I hereby direct that all indebtedness remaining owing at the time of my death be forgiven and not be required to be paid by Lindsay Camp Harris, Jr. and/or his wife, Virginia E. Harris.

ITEM FOUR: All the rest, residue and remainder of my estate, real, personal and mixed, of whatsoever kind and nature and where-soever situated, after payment of administration costs, inheritance taxes, and other costs, I hereby give, devise and bequeath as follows:

ARTICLE 1. An undivided one-fourth (1/4th) thereof to:
Edgar Forrest Lane of Jackson, Mississippi,
Benjamin Lane of Clinton, Mississippi,
Sylvia Lane Riley of Flora, Mississippi, and
Annie Louise Roberts of Jackson, Mississippi,
or the survivor or survivors of the parties.

FILED
This Date
JUL 11 2003

Page 1. [Signature] Mike Crook, Chancery Clerk
By: [Signature] D.C.

named in this article living at the time of my death.

ARTICLE 2. An undivided one-fourth (1/4) thereof to: B. K. Harris, Jr. of Bremond, Texas and Charles Ray Harris of Bells, Texas or the survivor or survivors of the parties named in this article living at the time of my death.

ARTICLE 3. An undivided one-fourth (1/4) thereof to: Peggy Harris Brabston of Pasadena, Texas or Flora, Mississippi, and Lindsay Camp, Harris, Jr. of Flora, Mississippi, or the survivor or survivors of the parties named in this article living at the time of my death.

ARTICLE 4. An undivided one-fourth (1/4) thereof to: Jean Harris Garrettson of Leakesville, Mississippi, and Bobbie Harris Garrattson of Jackson, Mississippi, or the survivor of the parties named in this article living at the time of my death.

ARTICLE 5. I hereby give devise and bequeath unto Russell Douglas Thompson of Ocean Springs, Mississippi, Jane Grant Thompson, III of Pass Christian, Mississippi, the sum of FIVE THOUSAND DOLLARS (\$5,000.00) each, or to the survivor of the persons named in this article a total sum of Ten Thousand Dollars (\$10,000.00).

Should all of the devisees listed in any of the articles 1 through 5 above, predecease me, then the share or shares to which they would have been entitled is hereby given, devised and bequeath unto the other remaining devisees according to their proportion as hereinabove devised.

ITEM FIVE: I hereby name, constitute and appoint my nephew, LINDSAY CAMP HARRIS, JR. as Executor of this my Last Will and Testament, and should he , for any reason, fail, refuse or neglect to act as such Executor, then, in that event, I hereby name, constitute and



appoint LINDSAY WEBB HARRIS as Executor of this my Last Will and Testament and direct that either of said executors be permitted to serve without the necessity of bond, inventory, appraisal, or accounting to any Court.

WITNESS MY SIGNATURE, this the 14th day of February, 1985.

Raymond Stanley Harris
RAYMOND STANLEY HARRIS

Ronald M Kirk

Doraine Cantrell

CERTIFICATE OF WITNESSES

We, the two above subscribing witnesses to the Last Will and Testament of RAYMOND STANLEY HARRIS hereby certify that we signed said Last Will and Testament as subscribing witnesses at his special instance and request, in his presence and in the presence of each other.

WITNESS OUR SIGNATURES, this the 14th day of February, 1985.

Ronald M Kirk
Doraine Cantrell

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
RAYMOND STANLEY HARRIS, DECEASED

CAUSE NO. 2003-451

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

THIS DAY personally appeared before me, the undersigned authority at law, in and for the jurisdiction aforesaid, the within named RONALD M. KIRK, who being by me first duly sworn according to law, says on oath:

(1) I am over twenty-one (21) years of age, and was such at the time I witnessed the instrument hereinafter described. I am not the convict of a felony. I have no interest, direct or indirect, in the property or estate of RAYMOND STANLEY HARRIS, deceased; nor did I have such interest at the time or since the time that RAYMOND STANLEY HARRIS signed and published a Last Will and Testament. I am of sound mind.

(2) That this Affiant is one of the subscribing witnesses to an instrument of writing recorded to be the Last Will and Testament thereto of RAYMOND STANLEY HARRIS, deceased, who was personally known to the Affiant, and whose signature is affixed to said Last Will and Testament, whose Last Will and Testament was dated, signed and witnessed on the 14th day of February, 1985.

(3) That on the 14th day of February, 1985, the said RAYMOND STANLEY HARRIS signed, published and declared said instrument of writing as his Last Will and Testament in the presence of this Affiant and in the presence of Doraine Cantrell, the other subscribing witness to said instrument.

(4) That the said RAYMOND STANLEY HARRIS was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(5) That this Affiant, together with Doraine Cantrell, subscribed and attested to said instrument, as witnesses to the signature and publication derived at the special instance and request and in the presence of RAYMOND STANLEY HARRIS, and in the presence of each other.



RONALD M. KIRK

SWORN TO AND SUBSCRIBED, this 3rd day of July, 2003.

My Commission Expires:
6/4/2006



NOTARY PUBLIC

FILED
This Date

JUL 11 2003

Mike Crook, Chancery Clerk
By: _____ D.C.

Last Will and Testament

OF

GAILYA MONROE CHANCE

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

ARTICLE I.

I declare that I am the wife of JAY PAUL CHANCE, to whom all references herein to "my husband" shall relate. I am the mother of JAY FRANK CHANCE and JEFFREY SHAY CHANCE, to whom all references herein to "my child" and "my children" shall relate. For all purposes of this Will and the disposition of my estate hereunder, the terms "issue" and "descendants" shall be deemed to include all children born to or legally adopted by my children 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. Further, if any said expenses or costs are not deductible on either the federal or state estate tax returns, such expenses or costs shall be paid from and charged against that portion of my residuary estate which is not included in the portion qualifying for and making up the marital deduction. However, my Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate. All property bequeathed or devised under this will either outright or in trust is bequeathed and ~~is~~ subject to existing mortgages, liens or encumbrances thereon. My Executor is given full

This Date

'JUL 11 2003

Mike Crook, Chancery Clerk

By: Betty Paul D.C.

Page 1

Gailya Monroe Chance
GAILYA MONROE CHANCE

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.

ARTICLE III.

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 proceeds of any policy or policies of insurance or property over which I have a taxable power of appointment included in my gross estate for the purpose of such taxes, but not including any taxes imposed on generation-skipping transfers under the federal tax laws, nor any Qualified Terminable Interest Property tax which shall become payable upon or by reason of my death with respect to any property passing by or under the terms of this Will or any Codicil to it hereafter executed by me), shall be paid by my Executor out of the principal of that portion of my residuary estate which is not included in the portion qualifying for and making up the marital deduction and said beneficiaries under the residuary portion of my Will shall be responsible for that portion of taxes in the proportion that their bequest bears to the total passing under the residuary portion. In the event my spouse predeceases me, all said taxes as set forth herein shall be paid out of my residuary portion of my Will by the residual beneficiaries in the same proportions as immediately set forth above.

ARTICLE IV.

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

If my husband does not survive me, I give and bequeath all such personal property described in this Article and owned by me at the time of my death equally unto my children. In the event I desire any particular division of such above described property among my beneficiaries, I will leave a listing with my Executor to that effect, which latest dated listing I would request my beneficiaries and my Executor honor. Should one of my children predecease me, such property bequeathed to said deceased child shall pass to such child's issue, per stirpes, or if a deceased child shall leave no surviving issue, said deceased child's share shall pass to my surviving child, or his issue, per stirpes.

My Executor is hereby given full and complete authority to determine the property and the value of each share passing under this Article, and the Executor's decision as to the division of such property shall not be questioned by any beneficiary. Should any disagreement arise, however, as to the equitable division of this property among the beneficiaries, then I authorize my Executor, in its discretion, to sell all or any portion of such property at public or private sale without Court order or bond and divide the net sale proceeds among such beneficiaries in accordance with the terms hereof.

ARTICLE V.

I give and devise unto my husband, my personal residence occupied by me at the date of my death, with all appurtenances and improvements used in connection therewith, located in Madison County, Mississippi, during the term of his life. I direct that my husband shall pay all charges incident to maintaining said property including, without limitation, all assessments, insurance premiums, taxes, and ordinary repairs. If my said husband shall fail to pay any of such charges, then the herein named remainderman may pay the same; and in such event such entity so paying shall have a lien against said property in the amount so expended.

My said husband shall not be required to account for or repair any waste, injury or damage to or depreciation of such property, or to replace any part thereof which may be consumed, used up or destroyed, unless the same is attributable to his act or omission, except as herein otherwise expressly provided.

If my husband and the remainderman herein named all join in a conveyance, such property may be sold, provided that upon such sale an amount representing the then current value of his life interest therein, determined according to the actuarial tables set out in the Federal Estate Tax Regulations shall be paid to my husband, and the balance of the net proceeds shall be distributed to the remainderman set forth herein. In the alternative, if the sale proceeds are used to purchase another dwelling, then the ownership will be identical to that set forth herein.

If said property remains unsold upon the death of my husband, or if my husband predeceases me, I devise it unto the Trustee of the Jay and Gailya Chance Charitable Remainder Unitrust.

I direct that my husband shall not be required to furnish or file in any court an inventory of the property herein devised to his for life, nor to give a bond or other security for the safekeeping thereof.

ARTICLE VI.

All of my insurance policies which provide indemnity for the loss of or damage to any of my personal or real property by fire, windstorm or other similar casualty, 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



GAILYA MONROE CHANCE

insurance company, I give and bequeath, respectively, to those persons or corporations or other entities, as the case may be, who shall or would have become the owners of such properties by reason of my death, whether such ownership be acquired under the provisions of this Will, by survivorship 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 VII.

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, and I direct that my Executor shall administer and dispose of my said residuary estate in accordance with the terms and provisions set forth and contained in the succeeding Articles of this Will.

ARTICLE VIII.

I give, devise and bequeath and direct my Executor to deliver to the hereinafter-named Trustee under the terms set forth hereafter, an amount of property equal to the largest amount, but no more, that can pass free of federal estate tax by reason of the unified credit available at the date of my death provided under Section 2010 and the state death tax credit (provided use of this credit does not require an increase in state or federal death taxes paid) allowable to my estate under Section 2011, or applicable provisions of the Internal Revenue Code effective at the date of my death. However, the amount of this bequest shall be reduced by the value of insurance proceeds and any other property which passes at any time during my life or at my death, either under any other Article of my Will or outside of my Will, in such manner as to constitute a part of my gross estate under federal estate and gift tax law and for which no marital deduction is allowed under Section 2056 and no deduction for public, charitable or religious purposes is allowed under Section 2055 or any other applicable provisions of the Internal Revenue Code effective at the date of my death. In computing the amount of property constituting this pecuniary bequest, the values used in finally determining the federal estate tax on my estate shall control. My Executor shall select and distribute to the Trustee the cash or other property to be placed in this trust, and the assets selected by my Executor for that purpose shall be valued at their respective values on the date or dates of their distribution. This trust shall be for the benefit of my husband, my children, and my children's descendants. The assets devised and bequeathed under this Article of my Will shall be charged with the payment of



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any estate, inheritance or other death taxes other than Qualified Terminable Interest taxes payable by reason of my death, and any and all other expenses of my estate. I recognize the possibility that no property may be disposed of by this Article of my Will and that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections. This Trust may also be funded with any amounts disclaimed by any beneficiary of my estate and all property devised and bequeathed to my children and their issue in Article X of this Will.

This trust shall be known as the "Gailya Monroe Chance Family Trust" created under my Will, and I direct that such property so passing to my Trustee under this Article shall be administered and disposed of upon the following terms and provisions--that is to say

A. 1 The Trustee is authorized, in its sole and absolute discretion, to pay all or any portion of the net income to or for the benefit of my husband in convenient installments periodically, but if paid, then at least as often as annually, during his life. However, the Trustee may in its discretion withhold from my husband so much (or all) of the income as the Trustee determines not to be advisable for his health, maintenance and for the maintenance of his accustomed standard of living. After considering the health and maintenance of my husband, my Trustee is further authorized, in its discretion, to pay to or for the benefit of any of my children and/or their issue, any such withheld income and/or trust principal deemed advisable for their health, maintenance and education (including post graduate education). Any excess income not distributed shall be accumulated and added to the principal. Notwithstanding anything to the contrary contained herein, this discretionary trust shall be for the principal benefit of my husband for his lifetime, and during the term of his lifetime, my Trustee is directed to look first to his health and maintenance prior to acting under its discretion to sprinkle income and/or trust principal to other beneficiaries. However, all income and/or trust principal disbursements herein are to be made solely in the discretion of the Trustee.

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

A. 2. If the total income of my husband is, in the sole discretion of the Trustee, insufficient to enable him to maintain his present and accustomed standard of living, then the Trustee may solely, in its discretion, pay to him or apply for his benefit out of the principal of the trust such additional sum or sums as the Trustee shall deem proper for his health, maintenance and for the maintenance of his accustomed standard of living. In making this determination, the Trustee may take into consideration my husband's assets and income from sources other than this trust, including, but not limited to, his qualification for governmental payments (local, state or federal).



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

B. 1. Upon the death of my husband, the Trustee shall distribute to the Trustee of the Jay and Gailya Chance Charitable Remainder Unitrust, an amount of money and/or property such that when said amount is added to the value of all retirement assets passing to the Jay and Gailya Chance Charitable Remainder Unitrust under separate beneficiary designation forms which are held by the respective Trustees and/or Custodians of said retirement assets, that the total amount of money and/or property passing to the Jay and Gailya Chance Charitable Remainder Unitrust will equal the sum of Six Hundred Fifty Thousand and No/100 Dollars (\$650,000.00). As to the remaining trust assets, my Trustee shall divide the trust property of the Trust into separate and equal parts--one (1) part for each of my children living at that time and one (1) part for the issue, as a group, of a deceased child of mine, and each part shall be a separate trust. Any part set aside for the issue, as a group, of a deceased child shall be further divided into separate and equal trusts for each such issue, per stirpes. Said trusts shall continue to be administered under the terms herein at the sole and absolute discretion of my Trustee for the health, maintenance and education (including post graduate education) of said beneficiaries, and the Trustee is authorized, in its sole discretion, to distribute net income to or for the benefit of such beneficiaries from said trusts, and if distributed then at least annually, or at more frequent intervals as it determines proper, or accumulate any such income and add same to corpus if such income or portion thereof is not deemed, in its discretion, to be advisable for said beneficiaries' health, maintenance and education (including post graduate education).

As to each child's separate trust, the Trustee is given total discretion to sprinkle income and/or trust principal to and among that child's issue for their health, maintenance and education (including post graduate education), with my Trustee bearing in mind that each child is to be considered the primary beneficiary of their trust herein.

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

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



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B. 2 Following the death of my husband, as to each of my children who are living, my Trustee shall pay over, transfer, deliver, assign and convey each child's portion of the corpus and any accumulated income of their separate trust to each child outright and free of trust, with all such distributions subject to the provisions of Paragraph F of Article XI of this Will. The Trustee shall have sole and unlimited discretion to determine the property, the proportion of property, and the value of the property involved, in order to determine what property shall comprise the portions to be paid to each beneficiary hereunder.

B. 3 Should one of my children die prior to the termination of their separate trust, said trust estate of my deceased child's trust shall vest in their living issue, per stirpes, subject to Paragraph F of Article XI of this Will. In the event a child of one of my children becomes a beneficiary of a trust hereunder, such trust assets shall be maintained under the provisions hereof for the benefit of the grandchild in a separate trust for their benefit, with the principal and accumulated income of each grandchild's trust to be distributed to each grandchild outright and free of trust in accordance with the following schedule. When each grandchild reaches the age of twenty-five (25) years, one-fourth (1/4) of the principal and accumulated income of that grandchild's separate trust shall be distributed free of trust to said grandchild, when each grandchild reaches the age of thirty (30) years, one-third (1/3) of the principal and accumulated income of that grandchild's separate trust shall be distributed free of trust to said grandchild, and when each grandchild reaches the age of thirty-five (35) years, the remainder of the principal and accumulated income of that grandchild's separate trust shall be distributed free of trust to said grandchild, with all such distributions remaining subject to the terms and conditions of Paragraph F of Article XI herein. In the event a grandchild dies prior to the termination of his or her separate trust, said assets shall vest in his or her issue, per stirpes, subject to Paragraphs F and J of Article XI herein, or in default of issue to his or her siblings or if deceased to their issue, per stirpes, subject to Paragraphs F and J of Article XI hereof.

B. 4. In the event one of my children dies prior to the termination of their separate trust, leaving no surviving issue or descendants, then the accumulated income of his separate trust shall be paid to his estate, and the principal of said trust shall be distributed to my surviving child's separate trust, or if deceased, to the separate trusts set forth herein for his issue, per stirpes, or if such trusts have terminated, then outright to such surviving child, or such child's issue, per stirpes.

B. 5. In the event that both of my children and their issue shall die prior to the termination of this trust and leave no surviving issue or descendants, then the remaining assets of this Trust shall be distributed to the Trustee of the Jay and Gailya Chance Charitable Remainder Unitrust to be held, administered, and distributed under the terms and provisions therein.



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ARTICLE IX.

If my husband, JAY PAUL CHANCE, survives me, I give, devise and bequeath all of 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, other than disclaimed property, hereinafter referred to as my residuary estate, unto my husband.

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

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

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

Any such income to which my husband is entitled under the provisions of this Article shall be paid over as hereinafter provided at such time or times as may be determined by my Executor during the settlement of my estate, but not later than at the time of the satisfaction in full of the sum provided for in this Article.

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



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ARTICLE X.

In the event my husband does not survive me, I give, devise and bequeath and direct my Executor to pay over and distribute the rest, residue and remainder of my estate, real and personal, of whatsoever kind or character, not otherwise disposed of herein, and including any bequest or devise that may lapse or be renounced or disclaimed or that may be otherwise ineffective for any reason, to my Trustee in trust to be administered under the terms of the Gailya Monroe Chance Family Trust under Article VIII of this Will, for the principal benefit of my children and their issue.

ARTICLE XI.

I direct that as to any and all trusts created herein, except where specified otherwise, the following shall apply:

A. No purchaser, mortgagor or any other person, firm or corporation need see to the application of funds paid or advanced to the Trustee in connection with the business or purposes of any trust, but the receipt of the Trustee therefor shall be a complete acquittance and discharge

B. Neither the principal nor the income of any trust fund, nor any part of same, shall be liable for the debts of any trust beneficiary, nor shall same be subject to seizure by any creditor and/or claimant of any beneficiary, and a beneficiary shall not have any power to, voluntarily or involuntarily, sell, assign, transfer, convey, encumber, or in any manner to anticipate or dispose of their principal interests in the trust fund, or any part of same

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

C. During the minority or incapacity of any beneficiary to or for whom income or principal is authorized or directed to be paid, my Trustee may pay, transfer or assign same in any one or more of the following ways: (a) directly to such beneficiary such amount as it may deem advisable as an allowance; (b) to the guardian of the person or of the property of such beneficiary; (c) to a relative of such beneficiary upon the agreement of such relative to expend such income or


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principal solely for the benefit of the beneficiary; (d) by expending such income or principal directly for the health, education and maintenance of such beneficiary. My Trustee shall have the power in its uncontrolled discretion to determine whether a beneficiary is incapacitated, and its determination shall be conclusive.

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

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

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

Should any beneficiary of the trust be disabled, incompetent, a debtor in any bankruptcy proceeding, a defendant in any filed or threatened legal proceeding, or in any way incapacitated at the time of any scheduled distribution of income or principal, the Trustee is authorized in its discretion to withhold such distribution of income or principal and continue to maintain such trust assets for the benefit of said beneficiary until such condition is removed. My Trustee shall have sole and absolute discretion to determine whether a beneficiary is disabled, incompetent or incapacitated and to determine when such conditions as detailed above have been removed. My Trustee shall be held harmless for exercising its discretion and shall be entitled to indemnification from the trust, provided such discretion is exercised in good faith. This indemnification shall apply to this Paragraph and any other applicable Paragraphs herein where the Trustee shall exercise its discretion to determine the disability, incompetency or incapacity of any beneficiary herein.



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G. All trusts created in this Will are private trusts, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee shall not be required to return to any court any periodic formal accounting of its administration of the trusts, but said Trustee shall render annual accounts to the income beneficiaries of the trusts. No person paying money or delivering property to the Trustee shall be required to see to its application. Bond shall not be required of the Trustee.

H. All trusts created herein are created under, are governed by, and are to be construed and administered according to the laws of the State of Mississippi, or of any future situs chosen by my Trustee, if in the Trustee's discretion such new situs is deemed advisable for the benefit of the beneficiaries. All questions about the validity, construction, and administration of the trusts created herein shall be governed by the laws of the State of Mississippi, or of any other jurisdiction that may be chosen by my Trustee as any new situs for the trusts if such situs and jurisdiction is deemed advisable for the benefit of the beneficiaries.

I. Each Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving sixty (60) days written notice to that effect, specifying the effective date of such resignation, to the current income beneficiary or beneficiaries at the time of giving notice. The herein-named Co-Trustee shall continue to serve, and if both herein-named Co-Trustees cease to serve, then a Successor Trustee may be appointed by an instrument delivered to such successor, with a copy to the existing Trustee, and signed by my husband, if living and able to do so, or if not by a majority of the beneficiaries (of legal age) of the trust at that time, (or if any are minors, by the guardian of their persons). Further, the same above stated persons, in the order stated above, shall have the right at all times to replace any Trustee with or without cause; and further provided that Successor Co-Trustees may be appointed, but in all instances of any Successor Trustee, not herein named, one (1) such Successor Trustee must always be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominant business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location; and further provided that no beneficiary, spouse, parent or child of any beneficiary of the trust be named or appointed as Successor Trustee or Co-Trustee, nor shall any person or entity serve as Successor Trustee that would not be considered an independent Trustee under the provisions of Section 672, Internal Revenue Code of 1986, as amended.

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


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

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

K. Unless sooner terminated by the provisions of this Will, and notwithstanding the terms of any trust herein, each and every trust created hereby shall come to an end at the expiration of twenty-one (21) years after the death of the last survivor among myself, my husband, my children, and my children's issue who are living at the time of my death, and at the expiration of said time notwithstanding any provision to the contrary herein contained, the Trustee shall pay over to the then living income beneficiaries or if none, then in the same manner as set forth in Article VIII, Paragraph B.5 herein. In other words, notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule Against Perpetuities.

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

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

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


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

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

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

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

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


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estate funds shall extend to the exhaustion of my entire trust estate if the Trustee deems it advisable, in its sole and absolute discretion.

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

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

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

ARTICLE XII.

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



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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 XIII.

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

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

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

C. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor and Trustee may presume any securities owned by me at the time of my death to be of investment merit and worthy of retention by my Executor and Trustee. Such presumption shall not impair the power of sale or exchange or any other powers or discretion given the Executor or Trustee, but if said securities or any of them are retained by my Executor or Trustee for the duration of the administration of the estate proceedings or trust or any shorter period of time, my Executor or Trustee shall not be responsible or liable for any loss or decrease in the value of said securities or any of them by reason of such retention. My Executor and Trustee may also presume that the management of the companies whose securities are held in the estate and trust from time to time should be supported. Such presumption shall not impair the power of voting such securities or any other powers or discretion given my Executor and Trustee, but if said securities or any of them are voted by my Executor or Trustee in favor of the management of the respective companies issuing them or in favor of any proposals supported by such management, my Executor or Trustee shall not be responsible



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or liable for any act of such management or for the loss or decrease in value of said securities or any of them, or of the estate, by reason of such voting.

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

E To invest and reinvest (including accumulated income) in any property (real or personal) as they 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 or trust.

H. Unless inconsistent with other provisions of this instrument, to consider and treat as principal all dividends payable in stock of the issuing corporation, all dividends in liquidation of all "rights" to subscribed 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, any security of which is held

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

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


GAILYA MONROE CHANCE

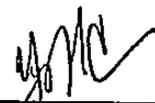
and all other related documents as needed in relation thereto. To insure against fire or other risk. To make repairs, replacements and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use and to grant easements as they may deem proper.

N. Whenever required or permitted to divide and distribute my estate or any trust herein, 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; provided that any assets so distributed in kind shall be valued at their federal estate tax values, but in selecting such assets they shall be fairly representative of appreciation or depreciation in value of all property thus available for distribution in satisfaction of such pecuniary bequests. In making distributions, I request (but do not direct) that my Executor or Trustee do so in a manner which will result in the property to be sold to satisfy obligations of my estate or trust having an aggregate income tax basis as close as possible to their aggregate fair market value and, to the extent consistent with this primary objective, do so in a manner which will result in maximizing the increase in basis for federal and state estate and succession taxes attributable to appreciation. I also authorize my Executor or Trustee, in their absolute discretion, to make in kind and non-prorata distributions under this Will and trust if practicable.

O. To employ accountants, attorneys, investment advisors, money managers and such agents as they may deem advisable, and to grant same discretionary powers, as they may deem advisable; 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 Trustee should consider my chosen advisors and the beneficiaries of all trusts may recommend such advisors, attorneys, agents or accountants to my Trustee and I request the Trustee to consider such recommendation and where prudent and advisable consider the investment recommendations of such advisors.

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

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



GAILYA MONROE CHANCE

to the legacy so paid or delivered, all subject to the provisions for distributions in the trusts contained herein.

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

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

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

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

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

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

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

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


GAILYA MONROE CHANCE

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

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

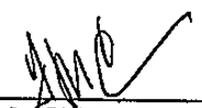
Y. The power, exercisable in their sole discretion, to make any election permitted under the applicable federal income and estate and gift tax laws and to make such accompanying adjustment between income and principal as they may deem proper. This power includes, but is not limited to, the power to make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

Certain trusts in this will or transfers made during my lifetime may be subject to taxation under Chapter 13 (§§ 2601 et seq.) of the Internal Revenue Code (or similar statutes in force and effect from time to time). In consideration of the special duties and responsibilities imposed upon the Trustee by reason thereof, the following provisions shall be applicable to any such trust:

a. Upon a generation-skipping transfer which is taxable under Chapter 13, the Trustee shall be fully protected by its decision in good faith (1) to withhold distribution of all or any part of the trust, pending final determination of the Generation-Skipping Transfer Tax (GST), (2) to hold the assets on hand which are subject to an alternate valuation election during the full holding period of such election, or to distribute or otherwise effect disposition of any such assets during such period; and (3) to the extent that the Trustee shall have a choice of dates as of which to value property for GST, or a choice to treat or use an item either as an income tax deduction or a GST deduction, the Trustee may make such choices as it, in its sole discretion, shall deem advisable, regardless of the resulting effect on any other provisions of the trust or on any person interested therein and any person adversely affected by such a choice shall not be entitled to any reimbursement or adjustment by reason thereof.

b. My Trustee is authorized to allocate any portion of my GST exemption available under Section 2631(a) of the Internal Revenue Code, as amended, or under any corresponding state statute, if any, to any property as to which I am the transferor, including any property transferred by me during life as to which I did not make an allocation prior to my death.

c. My Trustee is authorized to divide property in the trust with an inclusion ratio as defined in Section 2642(a)(1) of the Internal Revenue Code, as amended, of


GAILYA MONROE CHANCE

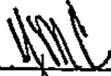
neither one nor zero into separate trusts representing two fractional shares of the property being divided, one to have an inclusion ratio of one and the other to have an inclusion ratio of zero.

d. If any trust created under this will provides that a child of mine shall be the income beneficiary thereof and that upon said child's death, the trust shall be distributable to or continue for the benefit of my grandchildren or more remote issue, and be subject upon the death of the income beneficiary to GST, I hereby grant to such income beneficiary a general power to appoint such portion of the principal of the trust upon his or her death as the Trustee shall determine will result in an over-all savings of estate taxes and GST as between the estate of the income beneficiary and the trust or trusts hereunder which would otherwise be subject to the GST at the income beneficiary's death as to such portion of principal. The determination of the Trustee as to such amount will be conclusive and binding upon all persons interested in trust, and I exonerate the Trustee with respect to its good faith determination of the amount. Such power shall be exercisable to and among such person or persons, including his or her estate and the creditors of his or her estate, and in such proportions as the income beneficiary may designate or appoint by will admitted to probate in any jurisdiction. The power shall be exercisable by the beneficiary only by specific references thereto in the beneficiary's will, and upon his or her failure to appoint, or to the extent the exercise of such power is ineffective, the then remaining principal and income shall be distributed or continue to be held in trust pursuant to the provisions of this Trust.

e. No adjustment shall be made between any interested parties by reason of the operation of said Chapter 13 or elections made by the Trustee thereunder.

f. The GST shall be paid (a) in the case of a direct skip, by the Trustee out of the principal of the trust, (b) in the case of a taxable termination, by the Trustee out of the principal of the trust; and (c) in the case of a taxable distribution, out of the amount or property being distributed.

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


GAILYA MONROE CHANCE

ARTICLE XIV.

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

A. To retain and continue to operate the business for such period as the Executor may deem advisable.

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

C. To hire and discharge officers and employees, fix their compensation and define their duties; and similarly to employ, compensate and discharge agents, attorneys, consultants, advisors, accountants and such other representatives as the Executor may deem appropriate; including the right to employ any beneficiary or my estate in any of the foregoing capacities and to grant same discretionary powers.

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

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

F. To take any action required to convert any corporation into a partnership or sole proprietorship or S-Corporation; and to take any action to qualify for farm subsidy or ASCS crop payments as allowed.

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



GAILYA MONROE CHANCE

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

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

J. To sell or liquidate all or any part of any business, including but not limited to real property, at such time and price and upon such terms and conditions (including credit) as the Executor may determine. The Executor is specifically authorized and empowered to make such sale to any partner, officer or employee of the business (or to any individual executor) or to any beneficiary hereunder.

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

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

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

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

ARTICLE XV.

I appoint my husband, JAY PAUL CHANCE, as Executor of my estate; or if he predeceases me, fails to qualify or otherwise ceases to act, I appoint my sons, JAY FRANK CHANCE and JEFFREY SHAY CHANCE, or the survivor, as Successor Co-Executors. I direct that said person(s) shall serve 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. However, this waiver shall not prevent my Executor from electing to obtain bond or file such inventory, accounting or appraisalment if it so deems advisable and if so same shall be entitled to reimbursement from the estate for the cost thereof



 GAILYA MONROE CHANCE

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

I appoint as Co-Trustees of all trusts created herein, being the "Gailya Monroe Chance Family Trust, my sons, JAY FRANK CHANCE and JEFFREY SHAY CHANCE, or the survivor. Notwithstanding anything contained herein to the contrary, no Co-Trustee who is also a trust beneficiary shall have any authority to pay to or for the benefit of themselves or their issue any trust income or assets, such power resting solely in the other Co-Trustee. I also direct that said Trustee or any and all successors to it serve without the necessity of making bond, inventory, appraisement or accounting to any court to the extent that same may be properly waived under law. However, this waiver shall not prevent my Trustee from electing to obtain bond or file such inventory, accounting or appraisement if it so deems advisable and if so it shall be entitled to reimbursement from the estate for the cost thereof.

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

ARTICLE XVI.

In the event that both my husband and I should die in a common disaster or accident, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that I shall be deemed to have survived him, and this Will and all of its provisions shall be construed upon that assumption. If any legatee or devisee or beneficiary other than my husband shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I declare that I shall be deemed to have survived such legatee or devisee, and this Will and all of its provisions shall be construed upon that assumption.

ARTICLE XVII.

I hereby authorize and empower all beneficiaries of my estate, or if any of such beneficiaries be deceased or otherwise incapacitated, their respective executor or executrix, administrator or administratrix, or personal representative or agent, hereunder 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 my husband shall pass as a part of my estate and be distributed in accordance with the provisions of Article VIII; and any portion of my estate so disclaimed by my children, their issue, or any other beneficiary of my estate shall be



GAILYA MONROE CHANCE

distributed in accordance with the terms of this will, as if said person or persons disclaiming had predeceased me.

I, GAILYA MONROE CHANCE, have signed this Will, which consists of twenty-four (24) pages, on this the 25th day of April, 2000, in the presence of Alan D. Murrinan and Laura L. Jones, who attested it at my request.

Gailya Monroe Chance
GAILYA MONROE CHANCE, Testatrix

The above and foregoing Will of Gailya Monroe Chance was declared by her in our presence to be her Will and was signed by Gailya Monroe Chance 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 execution of the Will of Gailya Monroe Chance on this the 25th day of April, 2000.

Alan D. Murrinan of 5155 Sedgwick Dr
Jackson, Ms. 39211
Laura L. Jones of 1337 Pinhurst Place
Jackson, MS 39202

Gailya Monroe Chance
GAILYA MONROE CHANCE

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF GAILYA MONROE CHANCE

CAUSE NO. _____

PROOF OF WILL

Be it known and remembered that on this 25 day of April, A.D., 2000, before me, the undersigned authority, personally came and appeared Glen D. Merriman, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Gailya Monroe Chance, bearing date of the 25 day of April, 2000; 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 Gailya Monroe Chance, 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 Gailya Monroe Chance 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 Madison County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Gailya Monroe Chance was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testator and in the presence of each other on the date aforesaid.

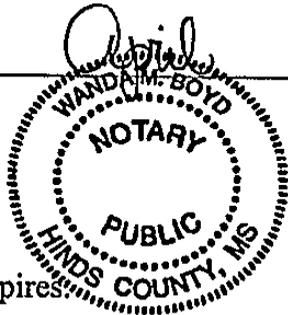
Address of Witness

5155 Sedgwick Dr
Jackson Ms 39211

Glen D. Merriman
GLEN D. MERRIMAN Witness

SWORN TO AND SUBSCRIBED before me by Glen D. Merriman,
(Witness)

this 25 day of April, A.D., 2000.



Wanda M. Boyd
NOTARY PUBLIC

My Commission Expires 12/13/02

FILED 1
This Date

'JUL 11 2003'

Mike Crook, Chancery Clerk
By: Betty Ford D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF GAILYA MONROE CHANCE

CAUSE NO. _____

PROOF OF WILL

Be it known and remembered that on this 25 day of April, A.D., 2000, before me, the undersigned authority, personally came and appeared Laura Jones, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Gailya Monroe Chance, bearing date of the 25 day of April, 2000; 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 Gailya Monroe Chance, 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 Gailya Monroe Chance 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 Madison County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Gailya Monroe Chance was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testator and in the presence of each other on the date aforesaid.

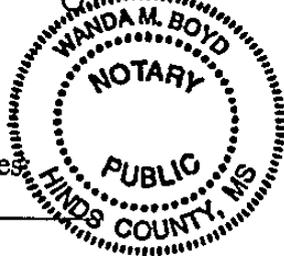
Address of Witness

1337 Pinckney Place
Jackson, MS 39202

Laura L. Jones
LAURA L. JONES, Witness

SWORN TO AND SUBSCRIBED before me by Laura L. Jones,
(Witness)

this 25 day of April, A D., 2000.



My Commission Expires 12/13/02

Wanda M. Boyd
NOTARY PUBLIC

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF MINNIE M. GREAVES,
DECEASED

NO. 2002-0980

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF LEE

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Bobbie Carr Bean of Tupelo, Lee County, State of Mississippi ("Affiant"), personally known to me, who, after being first duly sworn, states on oath as follows:

That Affiant is the duly appointed Administratrix c.t.a. of the Estate of Minnie Mae Greaves, deceased. That Affiant has made reasonably diligent efforts, as required by Section 91-7-145, Mississippi Code of 1972, Annotated, to identify persons having claims against the estate and has mailed a notice to such persons so identified at their last known address, informing them that a failure to have their claim probated and registered by the Clerk of Court granting Letters within the ninety (90) day period provided in said statute will bar their claim. That Affiant further states that upon filing this Affidavit with the Court, the Notice to Creditors in the estate proceeding will be published.

Further Affiant saith not.

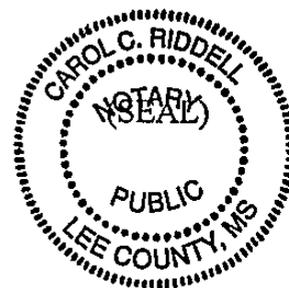
Bobbie Carr Bean
BOBBIE CARR BEAN, Administratrix c.t.a.
of the Estate of Minnie Mae Greaves, Deceased

SWORN TO AND SUBSCRIBED before me, this, the 10th day of July,
2003.

Carol C. Riddell
NOTARY PUBLIC

My Commission Expires:

08/09/05



LAST WILL AND TESTAMENT

OF

DAVID ROBERT YANDELL

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

ITEM I.

I appoint my wife, DORIS JURGENS YANDELL ("DORIS") and my daughter, BEVERLY Y. MILAM ("BEVERLY") as Executors of my Estate under this Will. For convenience, the Executors shall be referred to as "Executor". I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done.

Should DORIS be unable or unwilling to serve as Executor for any reason, then said BEVERLY shall serve as Executor with all of the rights, powers and privileges herein.

BEVERLY shall receive reasonable compensation for serving as Executor based upon the then current hourly rates being charged in Jackson, Mississippi, for services comparable to those she is rendering.

ITEM II.

My wife's name is DORIS JURGENS YANDELL, and she is sometimes referred to herein as "DORIS" or "my wife." I have four (4) children and they are:

KATHRYN ELLEN YANDELL LAURENT, born November 9, 1946;

PHYLLIS ANNE YANDELL DELAUGHTER, born May 26, 1950;

David Robert Yandell
DAVID ROBERT YANDELL

BEVERLY YANDELL MILAM, born February 17, 1952; and

MELINDA YANDELL PERRY, born December 30, 1956.

They are herein referred to as "my children."

ITEM III.

I devise and bequeath to my wife, DORIS, 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 my children, in equal shares.

ITEM IV.

A. I give and bequeath to my wife, DORIS, if she survives me, my automobiles, clothing, books, jewelry, sport equipment and other personal effects. If my wife does not survive me, I bequeath these items of personal property to my children, in equal shares.

B. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the assets 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 V.

If my wife, DORIS, survives me, then after the payment of any debts, obligations and expenses of my estate, I devise and bequeath to the "Bob Yandell Family Trust," provided for in Item VII of this Will, a sum equal to the largest value that can pass free of federal estate tax under this Item by reason of the federal estate tax unified credit and state death tax credit (provided use of the state death tax credit does not require an increase in the state

David Robert Yandell
DAVID ROBERT YANDELL

death taxes paid) allowable to my estate but by reason of no other credit, after taking into account (i) prior taxable gifts, (ii) properties passing under previous Items of this Will, (iii) properties passing outside of this Will that do not qualify for the federal estate tax marital or charitable deductions, and (iv) charges to principal that are not allowed as deductions in computing the federal estate tax imposed upon my estate. The value as finally fixed in the federal estate tax proceeding relating to my estate shall be used for purposes of such valuations and determinations. I recognize that in certain circumstances there may be no sum disposed of under this Item and that the amount of the sum disposed of under this Item, if any, may be affected by the action of my Executor in exercising certain tax elections. Any property included in my estate and assigned or conveyed in kind to satisfy the devise and bequest under this Item shall be valued for this purpose at its value as of the date or dates of distribution.

ITEM VI.

A. If my wife, **DORIS**, survives me, I give, devise and bequeath to **DEPOSIT GUARANTY NATIONAL BANK, Jackson, Mississippi,** and my daughter, **BEVERLY**, as Trustees for my wife, all the rest and residue of my estate. For convenience, the Trustees shall be referred to as "Trustee."

B. The Trustee shall hold, manage, invest and reinvest the trust property and, commencing with the date of my death, pay to or apply for the benefit of my wife all the net income of this trust. These income payments shall be made to my wife in convenient installments, at least quarter-annually.

C. In addition to the net income, the Trustee, in the exercise of the Trustee's sole and uncontrolled discretion, may pay to or apply for the benefit of my wife so much of the principal of

David Robert Yandell
 DAVID ROBERT YANDELL

this trust as the Trustee deems needful or desirable for my wife's health, support and maintenance, including medical, surgical, hospital or other institutional care, having in mind both the standard of living to which she is accustomed at the time of my death and the funds available to her from other sources.

D. 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, provided she shall do so within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be timely filed in the Court in which my estate is being probated. If my wife disclaims in whole or in part, the property in which she disclaims her interest shall be distributed to my children, in equal shares.

E. In addition to all the net income and to so much of the principal that the Trustee may from time to time pay to or apply for her, my wife shall have the right to demand and to receive from the trust during any one calendar year such portion of the principal of this trust as she shall choose. Any such demand shall be made by written instrument signed by my wife and delivered to the Trustee. In the event of such payment of principal to my wife, her receipt therefor shall be complete acquittance to the Trustee.

F. Upon the death of my wife any undistributed income of the trust shall be paid to my wife's estate or as she appoints by her Last Will and Testament. The entire remaining principal of this trust shall be paid over and distributed to the "Bob Yandell Family Trust" provided for in Item VII of this Will and shall be held, administered and disposed of in accordance with the terms of that trust.

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G. Notwithstanding any of the foregoing, unless my wife directs otherwise by her Will, the Trustee shall first pay from the principal of this trust, directly or to the legal representative of my wife's estate as the Trustee deems advisable, the amount by which the estate and inheritance taxes assessed by reason of the death of my wife shall be increased as a result of the inclusion of this trust in her estate for such tax purposes. The Trustee's selection of assets to be sold to pay that amount, and the tax effects thereof, shall not be subject to question by any beneficiary.

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

I. None of the assets of this trust shall be used for the payment of any estate, inheritance or other death taxes that shall become payable upon or by reason of my death or any expenses of administration of my estate.

J. By the provision of this Item VI, I have established a "qualified terminable interest property" trust, as that term is defined in Section 2056(b)(7) of the Internal Revenue Code of 1954, as amended, and in effect on the date of this Will. I hereby direct my Executor to file on the federal estate tax return of my estate the election necessary to treat this trust as such for purposes of that provision of the Internal Revenue Code provided my wife is living on the date my estate tax return is required to be filed. If my wife is not living on the date my estate tax return is due to be filed, my Executor shall make this election as to all or part of the assets of this trust or not make any election as my Executor shall determine advisable to obtain the maximum estate tax benefits for both my estate and the estate of my wife.

K. This Trust shall be designated and known as the "Doris Yandell Trust."

ITEM VII.

From the assets conveyed by Items V and VI hereof, my Executor shall pay any and all estate and inheritance taxes payable by my estate. The remainder of those assets shall be held by DEPOSIT GUARANTY NATIONAL BANK, Jackson, Mississippi, and BEVERLY, as Trustees, under the terms hereafter set forth, for the benefit of my wife. For convenience, the Trustees shall be referred to as "Trustee." The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

A. The Trustee shall distribute to or for the benefit of my wife as much of the net income as the Trustee deems advisable for

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her support, maintenance and health; for the maintenance of the standard of living to which she is accustomed at the time of my death; or for any medical, hospital or other institutional care which she may require. These distributions shall be made in such proportions, amounts, and intervals as the Trustee determines. Any income not distributed shall be added to principal and shall be distributed in accordance with provisions of this Item.

B. In addition to the income distributions, the Trustee may pay to or for the benefit of my wife as much principal as the Trustee deems advisable for her support, maintenance and health; for the maintenance of the standard of living to which she is accustomed at the time of my death; or for any medical, hospital or other institutional care which she may require; provided, however, that the Trustee shall make no distribution of principal to my wife as long as readily marketable assets remain in the "Doris Vandell Trust" provided for in Item VI hereof. In making principal distributions, the Trustee shall consider the needs of my wife and the funds available to her from other sources.

C. Upon the death of my wife, the Trustee shall distribute the remaining assets of this trust, outright and free of any trust, to my children, in equal shares.

1. If one (or more) of my children is not living at the time this distribution is required, the share of my deceased child shall be retained in trust and divided in equal shares for the benefit of my deceased child's then living children. Each share shall be held as a separate trust and shall be administered in accordance with the following provisions:

a. The Trustee shall distribute to or for the benefit of the beneficiary of each trust as much of the net income of that trust as the Trustee deems advisable for the education, support, maintenance and health of the

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beneficiary or for any medical, hospital or other institutional care which the beneficiary may require. These distributions shall be made in such proportions, amounts and intervals as the Trustee determines. Any income not distributed shall be added to principal and shall be distributed in accordance with provisions of this Item.

b. In addition to the net income, the Trustee may distribute to or for the benefit of a beneficiary as much principal of that beneficiary's trust as the Trustee deems advisable for the beneficiary's education, support, maintenance and health. 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.

c. As and when a beneficiary of a trust attains the age of thirty (30) years, the Trustee shall distribute to that beneficiary the remainder of his or her trust estate, free and clear of any trust. Upon distribution of the entire trust estate to the beneficiary of each trust, the trust shall terminate.

d. In the event of the death of a beneficiary prior to receipt of his or her entire trust estate, that deceased beneficiary's trust estate shall be distributed in equal shares to his or her siblings. However, if a trust hereunder is still in existence for any sibling, the distribution shall instead be made to that sibling's trust. If a deceased beneficiary has no surviving siblings, his or her trust estate shall be distributed to my other children (or their then living issue), in equal shares per stirpes.

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2. If my deceased child leaves no surviving children, his or her share of the trust estate shall be distributed to my other children (or their then living issue) in equal shares per stirpes.

D. 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 part of their interest in the trust funds or the income produced from the funds.

E. In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, upon death of the survivor of them, the assets shall be distributed outright and free of any trust to my heirs at law, in accordance with the intestacy laws then in effect in the State of Mississippi.

F. This trust shall be designated and known as the "Bob Yandell Family Trust."

ITEM VIII.

If my wife shall not survive me, then I give, devise and bequeath the residue of my estate to my children, in equal shares.

1. If one (or more) of my children does not survive me and leaves children surviving, I give, devise and bequeath my deceased child's share to the "Bob Yandell Family Trust" provided for in Item VII of this Will to be held for the benefit of his or her then living children in accordance with paragraph C.1. thereof.

2. If my deceased child leaves no surviving children, the share of my deceased child shall be distributed to my

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surviving children (or their then living issue), in equal shares per stirpes.

ITEM IX.

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

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

C. The Trustee shall not be required to make physical division of the properties of any trust created herein, except where necessary, 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.

ITEM X.

A. In making distributions to beneficiaries from a trust created under this Will, and especially where the beneficiaries are minors or incapable of transacting business due to incapacity or

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illness, the Trustee, in the Trustee's discretion, may make payments 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.

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

C. 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 current income beneficiary or beneficiaries of the trust property (or to his or her legal guardian or other personal representative) as though such income beneficiary had reached the age at which final distribution was required.

ITEM XI.

A. No Trustee shall be required to enter into any bond as Trustee or to file with any court any periodic or formal accounting of the administration of any trust. The Trustee shall render

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annual accounts 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. Either Trustee may resign at any time by giving each of the beneficiaries of the trust written notice specifying the effective date of such resignation. The notice may be sent by personal delivery or by registered mail. The individual Trustee may demand the resignation of the corporate Trustee by giving written notice to the corporate Trustee.

C. If the corporate Trustee resigns, regardless of the cause, a successor Trustee shall be appointed by the individual Trustee. If the individual Trustee fails to make the appointment within thirty (30) days, such appointment shall be made by unanimous action of my other children. The successor corporate Trustee shall be another bank possessing trust powers and an active, fully staffed Trust Department. If the individual Trustee dies, resigns or becomes unable to serve as individual Trustee, the corporate Trustee shall serve as sole Trustee.

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

E. Any successor Trustee shall be vested with all the rights, powers, duties and discretions conferred upon the original Trustee.

F. The corporate Trustee shall receive reasonable compensation for its services based on its regular compensation schedule for administering trusts of this size and type, such compensation to be approved by the individual Trustee. The

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individual Trustee shall receive reasonable compensation based upon the then current hourly rates being charged in Jackson, Mississippi, for services comparable to those being rendered by the individual Trustee.

G. 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.

H. DEPOSIT GUARANTY NATIONAL BANK, as one of the Trustees, shall have custody of all the assets of the trust. The corporate Trustee shall consult the individual Trustee on all matters of importance, both personal and business, related to the trust and to the beneficiaries thereof and shall consult the individual Trustee on all matters regarding the exercise of discretion as to the payment or distribution of income or principal of the trust.

I. The corporate Trustee shall have the authority and responsibility for proposing the investment and reinvestment of the funds of the trust and shall consult with the individual Trustee concerning such matters. Before making any investment, reinvestment, sale, exchange, transfer or other disposition of any assets or funds of the trust, the corporate Trustee shall obtain the approval of the individual Trustee. The decision of the individual Trustee on those matters shall be final. The corporate Trustee shall not be responsible nor liable for any loss suffered by the trust because the individual Trustee shall approve or disapprove any proposed sale, purchase or investment of trust assets. However, if at any time the corporate Trustee shall deem it absolutely necessary to take immediate action with reference to the purchase or sale of assets of the trust and shall deem it inadvisable to postpone such action until such time as the individual Trustee can be consulted, the corporate Trustee may take

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such action without consulting the individual Trustee. In that event, the corporate Trustee shall immediately notify the individual Trustee, in writing, of the action taken and the reasons that the action was taken without prior consultation with the individual Trustee.

J. The corporate Trustee shall keep all records and books of account; shall prepare all inventories and accountings, collections, payments and distributions; and, for convenience, the individual Trustee shall not be obligated to sign or countersign checks or vouchers used in making payments or distributions or receipts in making collections. It is recognized that the books of original entry and other detail records of each project or venture may be kept by that project or venture manager.

K. The individual Trustee shall be responsible for keeping the corporate Trustee apprised of the needs of the beneficiary and shall, from time to time, recommend to the corporate Trustee the amounts and intervals of distributions of trust funds to be made to the beneficiary. However, the decisions of the corporate Trustee shall be final and conclusive as to the distributions to be made to the beneficiary.

L. In all actions and decisions other than those enumerated above, the Trustees shall act in concert. Neither of the Trustees herein named shall be held liable or responsible for the acts, neglects, defaults, or other breach of trust committed by the other. Each Trustee shall be responsible solely for that Trustee's own actions.

ITEM XII.

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,

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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. To place such funds on time deposit in a savings account or certificates of deposit in any federally insured bank or savings and loan association, including any bank which may be serving as Trustee.

B. To receive additional 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 non pro rata distribution of property in kind. The judgment of the Trustee concerning values and purposes of such division or distribution of the property or securities held in the trust shall be binding and conclusive on all interested parties. In making a division or distribution, the Trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed. The Trustee may select assets to be allocated or distributed without regard to the income tax basis of the property.

D. 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 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 the trust.

E. To determine the allocation of receipts and expenses between income and principal. However, such allocation shall not

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be inconsistent with the beneficial enjoyment of trust property accorded to a life tenant or remainderman under the general principles of the law of trusts. Further, all rights to subscribe to new or additional stocks or securities and all liquidating dividends shall be deemed to be principal:

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

G. To merge and consolidate the assets of this trust with another trust if at the time of my death the Trustee herein named shall then be serving as Trustee of another trust created by me during my lifetime 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 the trust created herein. The Trustee shall administer the two trusts as one if such consolidation shall result in more effective and efficient management of the two trusts.

H. 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 of the class in which trustees generally are authorized to invest by law.

I. 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 of which I may be a member at the time of my death whether the terms of the partnership agreement obligate my estate or my personal

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

K. 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 interest and royalty interest in properties held in the trust and to expend funds of the trust necessary with respect to the ownership of such interest; 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 business; all of the foregoing to be done with such terms, conditions, agreements, covenants, provisions or undertakings as the Trustee deems advisable.

L. To manage any farm property, including the authority to plant and harvest crops; to breed, raise and sell livestock; to purchase and sell equipment; to raise and sell farm produce of all kinds; to make improvements; to construct, repair or demolish any buildings; to engage agents, managers and employees and delegate powers to them; to set up 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

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trees and other forest crops; and to perform any other acts deemed necessary or desirable to operate the farm property.

ITEM XIII.

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

ITEM XIV.

A. 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. I direct that neither my Executor nor any successor Executor 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. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will without respect to the income tax basis of the property. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. My Executor may satisfy any pecuniary bequest provided in this Will

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

D. 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. 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. 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.

G. I specifically authorize my Executor to borrow such funds as may be necessary to pay my debts, administration expenses, and taxes of my estate; and to pledge such of my property, real or personal, as may be necessary to secure such loan. However, my Executor shall not pledge any property specifically devised or

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bequeathed herein. My Executor shall not be required to pay or otherwise satisfy such loan prior to the closing of my estate and the discharge of my Executor, but in satisfaction of any bequest herein, my Executor may distribute such property at its value net of such loan.

H. My Executor shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate, but in my Executor's discretion may sell only so much of my property as is necessary to obtain cash to pay taxes, debts and costs of the administration of my estate. After the payment of debts, taxes and costs, in the sole discretion of my Executor, my Executor is authorized to make distributions to devisees and legatees either in cash or in kind or a combination of each.

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

J. My Executor shall take all actions necessary to comply with any agreements made by me during my lifetime, including the consummation of any agreements relating to the stock of

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corporations in which I am a stockholder at the time of my death, and including the continuation of any partnership of which I may be a partner at the time of my death whenever the terms of any such agreement obligate my estate or my personal representatives to sell or continue my interest therein.

K. My Executor shall have all power and authority given to the Trustee in Item XII hereof.

L. My Executor shall have the power to retain, and pay the compensation of, investment bankers, appraisers, accountants, legal counsel and others when my Executor shall determine that such services are desirable in connection with the administration of my estate.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 21 pages on the 19th day of February, 1993.

David Robert Yandell
DAVID ROBERT YANDELL

WITNESSES:

Clarence A. Pione
Cecily H. Berry

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by DAVID ROBERT YANDELL as his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his

presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 19th day of February, 1993.

Clarence A. Pione

Charles H. Berry

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, CAROLYN H. BERRY and Clarence A. Pierce,

on oath state that we are the subscribing witnesses to the attached written instrument dated the 19th day of FEBRUARY, 1993, which has been represented to us to be the Last Will and Testament of DAVID ROBERT YANDELL, who indicated to us that he is a resident of and has a fixed place of residence in Madison County, State of Mississippi. On the execution date of the instrument, the Testator, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this 19th day of FEBRUARY, 1993.

Carolyn H. Berry
Name
149 E. FULTON STREET
Street Address
CANTON MS 35046
City and State

Clarence A. Pierce
Name
P.O. Box 90
Street Address
Lexington, Ms. 39095
City and State

Subscribed and sworn to before me on this the 19th day of FEBRUARY, 1993.

Patsy R. Beard
NOTARY PUBLIC

My Commission Expires:

Feb. 24, 1995

CODICIL TO
LAST WILL AND TESTAMENT
OF
DAVID ROBERT YANDELL

I, David Robert Yandell, a resident of Madison County, Mississippi, being of sound and disposing mind and memory and above the age of eighteen years, do hereby make, publish and declare this to be a Codicil to my Last Will and Testament heretofore made, signed, published, declared and executed by me on the 19th day of February, 1993, as follows:

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

"A. If my wife, DORIS, survives me, I give, devise and bequeath to TRUSTMARK NATIONAL BANK, Jackson, Mississippi, and my daughter, BEVERLY, as Trustees for my wife, all the rest and residue of my estate. For convenience, the Trustees shall be referred to as 'Trustee.'"

The first paragraph of Item VII, which is not numbered, of my said Last Will and Testament is hereby deleted in its entirety and in place thereof the following language shall be inserted so that such paragraph shall now read and provide as follows:

"From the assets conveyed by Items V and VI hereof, my Executor shall pay any and all estate and inheritance taxes payable by my estate. The remainder of those assets shall be held by TRUSTMARK NATIONAL BANK, Jackson, Mississippi, and BEVERLY, as Trustees, under the terms hereafter set forth, for the benefit of my wife. For convenience, the Trustees shall be referred to as "Trustee." The Trustee shall hold, administer and distribute the funds of this trust under the following provisions."



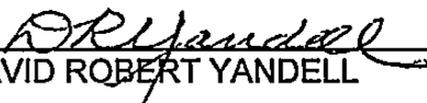
DAVID ROBERT YANDELL

Paragraph H of Item XI of my said Last Will and Testament is hereby deleted in its entirety and in place thereof the following language shall be inserted so that such paragraph shall now read and provide as follows:

"H. The corporate Trustee, as one of the Trustees, shall have custody of all the assets of the trust. The corporate Trustee shall consult the individual Trustee on all matters of importance, both personal and business, related to the trust and to the beneficiaries thereof and shall consult the individual Trustee on all matters regarding the exercise of discretion as to the payment or distribution of income or principal of the trust."

Item XI of my said Last Will and Testament is hereby amended so that a new Paragraph M shall be added to Item XI, and I hereby republish, ratify and affirm all of the other provisions of the aforesaid Item XI which were not otherwise amended by this Codicil herein. Paragraph M of Item XI shall read in its entirety as follows:

"M. In addition to the rights of removal of Trustees granted by law, after the death or resignation of the individual Trustee, I hereby authorize a majority of the existing adult income beneficiaries (even if there is only one such beneficiary) of any trust created under this Will to remove a corporate Trustee appointed hereunder and to appoint a successor Trustee, which shall be a corporate Trustee that is not related or subordinate, as those terms are defined in Section 672(c) of the Internal Revenue Code of 1986, as amended, to any beneficiary making such appointment. Such removal shall be handled in the same manner as if the removed Trustee had resigned, and such successor shall be appointed by written instrument delivered to such successor, with a copy to the removed Trustee. The removed Trustee shall deliver to the successor Trustee, within a reasonable time, all property comprising the trust, accompanied by a written accounting."



DAVID ROBERT YANDELL

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Codicil to my Last Will and Testament on the 9th day of November, 2001.

DR. Robert Yandell
DAVID ROBERT YANDELL

WITNESSES:

Brenda M. Knowles
Lybra M. Ketchum

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by DAVID ROBERT YANDELL, as his Codicil to his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 9th day of November, 2001.

Brenda M. Knowles
Lybra M. Ketchum

PROOF OF CODICIL

STATE OF MISSISSIPPI

COUNTY OF Hinds

We, Brenda G. Knowles and Sylvia G. Kerchaval, on oath state that we are the subscribing witnesses to the attached written instrument dated the 9th day of November, 2001, which has been represented to be the Codicil to Last Will and Testament of DAVID ROBERT YANDELL who stated that he had a fixed place of residence in Madison County, Mississippi. On the execution date of the instrument, the Testator in our presence and in the presence of each of us signed the instrument at the end thereof and declared the instrument to be his Codicil and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this 9th day of November, 2001.

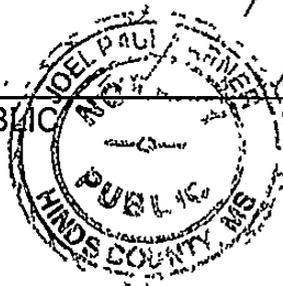
Brenda A. Knowles
Signature of Witness
505 Lindale Street
Street Address
Clinton, MS 39056
City and State

Sylvia G. Kerchaval
Signature of Witness
1211 N. Main Street
Street Address
Clinton, MS 39056
City and State

Subscribed and sworn to before me on this the 9th day of November, 2001.

My Commission Expires:
MY COMMISSION EXPIRES JULY 28, 2004

NOTARY PUBLIC



IN THE CHANCERY COURT OF MADISON COUNTY

STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
DAVID ROBERT YANDELL, DECEASED

CIVIL ACTION FILE NO. 03-454

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the state and county aforesaid, the within named Beverly Y. Milam, who, being by me first duly sworn, on oath stated:

Affiant is the duly appointed, qualified and acting Executrix of the Estate of David Robert Yandell, Deceased. Affiant has made reasonable diligent efforts to identify all persons having claims against the above styled and numbered estate and has given notice by mail to the persons so identified at their last known address, informing them that a failure to have their claim probated and registered with the Clerk of the Court granting letters, within the ninety (90) day period provided by Miss.Code Ann (1972), Section 91-7-145, will bar such claim. The persons so identified and their last known addresses are:

NONE.

WITNESS MY HAND on this the 11th day of July, 2003.

Beverly Y. Milam
BEVERLY Y. MILAM, EXECUTRIX

SWORN TO AND SUBSCRIBED BEFORE ME on this the 11th day of July, 2003.

Mike Crook, Chancery Clerk
NOTARY PUBLIC
By Lakisha Jones D.C.

MY COMMISSION EXPIRES
My Commission Expires
January 5, 2004
(SEAL)



Greaves, of 4232 Council Circle, Jackson, Mississippi,
make, publish and declare this instrument to be my last
Will and Testament, revoking all other wills and codicils
made by me.

I.

I direct that all of my just debts and the
expenses of my last illness and funeral be paid in the
discretion of my Executor without awaiting any statutory
period, although I do not intend for the due dates of any
indebtedness to be accelerated as a result of my death,
and I authorize and empower my Executor in case any claim
is made against my estate to settle the same in its sole
discretion.

II.

I give, devise, and bequeath all of my personal
belongings, jewelry, furniture, fixtures and all contents
of my residence to my brother, if he survives me, and to
those of my sisters who are living at my death, said
brother and sisters being J. E. Carr, Lorene Carr Reid,
and Gray Beal, and Bobbie Carr Beal, to be divided
among themselves as they may agree without any
responsibility for the shares to be equal in value so

long as there is mutual agreement on the division. No formal inventory or appraisal, other than any which may be required to be filed by my Executor generally with the court, is to be made of this property and my Executor shall not be responsible for distribution of the same unless it is asked to divide my personal property by my brother or any one of my sisters. The division and distribution of property under this article II shall be made as soon after my death as is reasonably convenient without the necessity of any appraisal, posting of any bond or awaiting the expiration of any statutory period. It is my desire that my brother and sisters who survive me divide the property without controversy or dispute; however, if any one of them should request my Executor to take charge of the division and distribution of property under this article II, then my Executor shall take charge and the Executor's division of property shall be made in such manner as my Executor in its sole discretion shall determine and the decision of my Executor shall be final, binding upon all parties and not subject to appeal.

III.

The personal residence owned by me and located at 4222 Council Circle, Jackson, Mississippi, if not sold prior to my death, and any automobile which I may own at my death shall descend to my Executor who shall sell the same as soon as is reasonably possible at either public or private sale and upon such terms as it decides are best in its sole opinion. My Executor's decision in this regard shall be final and the time, price and terms upon

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which such personal residence and automobile shall be sold shall be determined solely by my Executor without the necessity of prior approval or authorization by any court and without bond. All proceeds of such sales, less expenses, and any broker's fee, shall be distributed under article V of this Will.

IV.

I hereby give, devise and bequeath all my rights, title and interests in any oil, gas and other minerals and royalties of any kind or nature, including rights to receive lease rentals, bonus, royalties and other mineral payments of any kind, to my brother, J. T. Carr, if he survives me, and to those of my sisters who are living at my death, said sisters being Lorene Carr Reid, Mell Carr Breland and Bobbié Carr Bean, for the period of their natural lives as joint life tenants with full rights of survivorship and not life tenants in common, with full power to lease and produce any oil, gas and other minerals during their lifetimes and to receive the income therefrom even though the terms of any lease may extend beyond their natural lives. Any lessee may deal with the life tenants as fully as if such life tenants were the owners in fee simple absolute and the life tenants shall not be accountable to the remaindermen for waste by reason of any leasing or production, regardless of whether any minerals are leased or otherwise producing at the time of my death. Upon the death of any one of my brother or sisters who survive me, the life estate of each such deceased brother or sister shall cease and any income which such deceased brother or

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sister would have received shall thereafter be distributed equally among my then living brother and/or sisters. Upon the death of the last to survive me of my brother and sisters, all oil, gas and other minerals passing under this article of my Will shall be divided equally in fee among all children of my brother and sisters on a per capita basis, share and share alike, and not by representation, but with the issue of any deceased children sharing per stirpes.

V.

My Executor shall divide all the rest, residue and remainder of my estate, real and personal, tangible and intangible, in which I may have any interest at the time of my death and over which I have any power of disposition or appointment, herein sometimes referred to as my residuary estate, into separate shares which are approximately equal in value, one share for each of the following who are surviving at my death:

1. J. T. Carr, my brother;
2. Lorene Carr Reid, my sister;
3. Mell Carr Breland, my sister; and,
4. Bobbie Carr Bean, my sister.

The division into separate shares shall be made after the sale of my personal residence and any automobile which I may own and until such time any income from estate assets shall be accumulated and either used to pay expenses of administration or added to corpus and considered principal at the time of division into shares. I give, devise and bequeath all of my residuary estate to those of the above named four individuals who are living at the

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time of my death and in the event any one or more of such individuals should predecease me, the share which such person would have taken if living at the time of my death shall be divided equally among the survivors. The division into separate shares requested in this article is for convenience of distribution only and shall not postpone the immediate vesting of a share in those of my sisters and brother who are living at the date of my death. It is my desire that my entire residuary estate be disposed of under this article of my Will and if all of my sisters and my brother should predecease me, I give, devise and bequeath my residuary estate to all children of my brother and sisters on a per capita basis, share and share alike, and not by representation, but with the issue of any deceased children sharing per stirpes.

VI.

I nominate and appoint Deposit Guaranty National Bank of Jackson, Mississippi, as Executor of this my Will and I request that no bond or security be required of my Executor. To the fullest extent possible, I waive inventory, appraisal and accounting of my estate.

VII.

I grant to my Executor the continuing and discretionary power to deal with any property or assets, real or personal, 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 my Executor

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shall be required to inquire into the propriety of any of its actions. I expressly confer upon my Executor the powers set forth in the Mississippi Uniform Trustees' Powers Law as now and hereafter in force, without limiting the general powers herein granted to my Executor.

My Executor shall have full power to allot to any share created hereunder an undivided interest in any property constituting a portion of my Estate, to make joint investments for such shares, and to make any division or distribution in kind, or partly in kind and partly in cash, and in notes receivable, and to determine the value of any property so allotted, divided or distributed, all in its sole discretion.

My Executor shall be entitled to and may retain just and reasonable compensation for the services performed in the execution of this my Will, and is authorized as occasion may from time to time require, to employ agents and attorneys and custodians to hold and protect the securities, property and monies of the estate and to pay reasonable compensation and expenses out of income or principal.

VIII.

IN TESTIMONY of the making, declaring and publishing of the foregoing instrument consisting of seven pages including this page and the following page, to be my Last Will and Testament, I now sign my name hereto in the presence of Jim B. Tohill and Elaine C. Bonds, whom I have especially requested to witness the making, publishing and declaring of this my Last Will and

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Testament, and the witnessing of my signature hereto, all done at Jackson, Mississippi, on this the 24th day of September, 1986.

Minnie Mae Greaves
MINNIE MAE GREAVES

WITNESSES:

Jim B. Tohill
Address: 4708 Northampton
Jackson, Mississippi

Elaine C. Bounds
Address: 106 Washington
Richland, Mississippi

CERTIFICATE OF SUBSCRIBING WITNESSES

We, Jim B. Tohill and Elaine C. Bounds do hereby certify that Minnie Mae Greaves made, declared and published the foregoing instrument to be her Last Will and Testament in our presence, and that she signed and subscribed the same as her Last Will and Testament in our presence, especially and expressly requesting us to be the subscribing witnesses, each signing in her presence and in the presence of each other and believing the Testatrix to be of sound and disposing mind and memory.

WITNESS our signatures, this the 24th day of September, 1986.

Jim B Tohill
Elaine C Bounds

Minnie Mae Greaves
MINNIE MAE GREAVES