

CODICIL  
TO  
LAST WILL AND TESTAMENT  
OF  
MINNIE MAE GREAVES

FILED  
This Date

JUL 11 2003

Mike Crook, Chancery Clerk  
By: Patricia Jones D.C.

I, Minnie Mae Greaves, an adult resident of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this instrument of writing to be a Codicil to the Last Will and Testament made by me on September 24, 1986.

I

I delete and revoke Article VI of my Will and substitute in place thereof the following:

VI.

I nominate and appoint my brother, J. T. Carr, and my niece Susan Carr Faggert as Co-Executors of this my Will and I request that no bond or security be required of any Executor. In the event that either J. T. Carr or Susan Carr Faggert shall be unable or unwilling to serve as Executor, the remaining person shall serve alone as Executor of my Estate. To the fullest extent possible, I waive inventory, appraisal and accounting of my estate.

II.

I add the following paragraph to Article VII of my Will:

Although my Executor may exercise full discretion in selection of a lawyer, it is my desire that Watkins Ludlam, & Stennis, P.A., be selected as the firm to handle the administration of my Estate.

Except as amended by the above provisions, I republish, reaffirm and readopt my Will.

IN WITNESS WHEREOF, I have signed, published and declared this to be a Codicil to my Last Will and Testament on this the 21st day of November, 1997.

Minnie Mae Greaves  
MINNIE MAE GREAVES

This instrument was, on the date shown above, signed, published and declared by Minnie Mae Greaves to be a Codicil to her Last Will and Testament of September 24, 1986, 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.

Jim B. Hill  
Name

919 Pinchurst Jackson MS  
Address

Samuel Dasher  
Name

806 Oakwood St; Jackson, MS  
Address

2003-453

# Last Will and Testament

OF

CHARLES H. HORNE

I, CHARLES H. HORNE, being over the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all former wills and codicils made by me at any time heretofore

I.

I hereby appoint my wife, MIRA B. HORNE, as Executrix of this my Last Will and Testament, and it is my desire that my Executrix shall have full and complete power and authority to do and to perform any act deemed by her to be in the best interest of my estate. I hereby direct that no bond be required of the Executrix and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting.

II.

I hereby give, devise and bequeath unto my daughter, LESLIE H. ELLINGTON, the cash sum of Thirty Five Thousand Dollars (\$35,000.00).

III.

I hereby give, devise and bequeath unto my wife, MIRA B. HORNE, all of my property, whether it be real, personal or mixed, wheresoever situated or howsoever described.

IN WITNESS WHEREOF, I, CHARLES H. HORNE, have hereunto set my signature on, and published and declared this to be my Last Will and Testament on this the 15<sup>th</sup> of May, 2003, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Charles H. Horne  
CHARLES H. HORNE

WITNESSES:

Debra R. Ken

Mary Nell Davenport

FILED  
This Date

JUL 16 2003

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

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 1<sup>st</sup> day of May, 2003.

Dana Rank

Mary Nell Sawyers  
WITNESSES

B 36 P 108

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI

COUNTY OF MADISON

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, Dawn Rankin, and Mary Nell Davenport 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 1<sup>st</sup> day of May, 2003, CHARLES H. HORNE, 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, in their presence, and in the presence of each other, the said affiants subscribed their names thereto as witnesses to its execution and publication; that the said CHARLES H. HORNE, on the 1<sup>st</sup> day of May, 2003, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

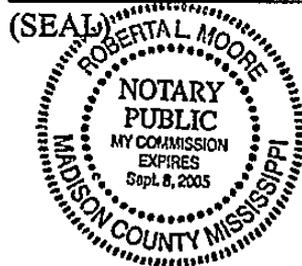
Dawn Rankin residing at 319 Rankin Road  
Canton, MS 39046

Mary Nell Davenport residing at 106 Dormentown Rd.  
Madison, MS 39110

SWORN TO AND SUBSCRIBED before me this the 1<sup>st</sup> day of May, 2003.

Robert L. Moore  
 NOTARY PUBLIC

MY COMMISSION EXPIRES  
9-8-2005



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF HAZEL E. LEACH, DECEASED

CIVIL ACTION FILE NO. 2003-0473

AFFIDAVIT

STATE OF MISSISSIPPI  
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid the within name, Michael H. Leach, who being by me first duly sworn on oath stated:

That affiant is the duly appointed, qualified and acting Administrator of the estate of Hazel E. Leach, Deceased; that affiant has made reasonably diligent efforts to identify all persons having claims against the above styled and numbered estate and has given notice by mail to persons so identified, at their last known address informing them that a failure to have their claim probated and registered by the clerk of the court granting letters within the ninety (90) days period provided by Miss. Code of 1972 Ann., § 91-7-145 will bar such claim. The persons so identified and their last known addresses are:

FILED  
This Date

JUL 16 2003

Mike Crook, Chancery Clerk  
By: Ann Dews D.C.

WITNESS MY HAND this the 16<sup>th</sup> day of July, 2003.

Michael H. Leach  
Michael H. Leach, Administrator  
of the Estate of Hazel E. Leach

SWORN TO AND SUBSCRIBED BEFORE ME, this the 16<sup>th</sup> day of July, 2003.

[Signature]  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
1-18-07  
(SEAL)

FILED  
This DateSTATE OF MISSISSIPPI  
COUNTY OF MADISON

JUL 18 2003

LAST WILL AND TESTAMENT  
OFMATTIE LENA MAY CHRISTINE WEATHERSBY By: Mike Crook, Chancery Clerk  
Kim Allen D.C.

I, Mattie Lena May Christine Weathersby, also known as Christine M. Weathersby, a resident of Madison County, Mississippi, being of adult age and of sound and disposing mind and memory, but being conscious of the uncertainty of life and the certainty of death, do hereby publish and declare this my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me at any time.

ARTICLE I: For informational purposes I would like to state that I am a single person and that I do not have any children.

ARTICLE II: I hereby direct my hereinafter named Executrix, to pay all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done, including the expenses of my last illness and burial.

ARTICLE III: I give, devise and bequeath unto my niece, Kathleen Stephens, all of my household appliances, furniture, carpets, rugs, books, pictures, silverware, linen, china, jewelry, all other household furnishings and all other of my personal effects that I own at the time of my death.

ARTICLE IV: I give, devise and bequeath the automobile that I own at the time of my death to Kathleen Stephens.

ARTICLE V: For informational purposes I would like to state that I have heretofore designated Kathleen Stephens as Beneficiary on my Life Insurance Benefits and as Beneficiary on my Retirement Benefits that will be payable at the time of my death by my former employer, The Veterans Administration. I direct and hereby further authorize the Veterans Administration, their officers and agents, to pay said Benefits promptly and directly, to the said Kathleen Stephens as soon as can conveniently be done after my death and said benefits are not to be included in the probate of my estate.

Mattie Lena May Christine Weathersby  
Christine M. Weathersby  
Mattie Lena May Christine Weathersby,  
Also Known As Christine M. Weathersby, Testatrix

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ARTICLE VI: My residuary estate I give, devise and bequeath in shares as follows: To my nephew, Nick Weathersby, 1/15th; to my nephew, Larry Weathersby, 1/15th; to my niece, Kathleen Stephens, 1/15th; to my niece, Glenda Whittom, 1/15th; to my niece, Rachael Walley, 1/15th; to my nephew, William Preston Johnson, 1/15th; to my sister, Ora Boutwell, 1/15th; to my niece, Patsy Dickson, 1/15th; to my great niece, Karen Stephens Milling, 1/15th; to my great niece, Christy Rotenberry, 1/15th; to my great niece, Mary Louise King, 1/15th; to my nephew, Glyn Weathersby 1/15th; to my nephew, Herbert Weathersby, 1/15th; to my nephew, Don Weathersby 1/15th; and to my niece, Barbara Stubbs, 1/15. Should any of said beneficiaries predecease me, then their share shall revert to the surviving beneficiaries to share equally.

ARTICLE VII: I hereby nominate, constitute and appoint Kathleen Stephens as Executrix of this my Last Will and Testament and request that no bond or security be required of my said Executrix and insofar as may be permitted by law, I waive inventory and appraisal of my estate. If the said Kathleen Stephens for any reason cannot serve as such Executrix or should she for any reason elect not to serve as such Executrix, then I hereby nominate, constitute and appoint Karen S. Milling as Executrix of this my Last Will and Testament and request that no bond or security be required of her and insofar as may be permitted by law, I waive inventory and appraisal of my estate.

IN WITNESS WHEREOF, I have signed, published and declared this instrument as my Last Will and Testament on this the 30<sup>th</sup> day of March, 1997 in the presence of the witnesses whose names are subscribed hereto

Mattie Lena May Christine Weathersby  
Christine M. Weathersby  
 Mattie Lena May Christine Weathersby,  
 Also Known As Christine M. Weathersby, Testatrix

Subscribing Witnesses:

Joe E. Payne Jr.  
Patty L. Andrews

89  
9

STATE OF MISSISSIPPI  
COUNTY OF \_\_\_\_\_

CERTIFICATE OF SUBSCRIBING WITNESSES

We, the subscribing witnesses to the Last Will and Testament of Mattie Lena May Christine Weathersby, also known as Christine M. Weathersby, testatrix therein, do hereby certify that said Testatrix 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, after expressly requesting us to be subscribing witnesses thereto, and that we subscribed our names thereto as the subscribing witnesses, each signing in the presence of the Testatrix and in the presence of each other.

WITNESS OUR SIGNATURES, this the 30<sup>th</sup> day of March, 1997.

Joe T. Bayne Jr  
WITNESS  
372 Brookwood Lake Pl Jackson MS.  
ADDRESS

601 371-2024  
PHONE NUMBER

Dotty L. Andrews  
WITNESS  
759 Clearmont Dr Pearl, MS 39208  
ADDRESS

601-932-5668  
PHONE NUMBER

(WP60)SONYA(BHS)LWT(WEATHERS)

AFFIDAVIT OF SUBSCRIBING WITNESS

FILED  
This Date

STATE OF MISSISSIPPI

JUL 18 2003

COUNTY OF RANKIN

Mike Crook, Chancery Clerk  
By: Kim Sellers D.C.

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Patty L. Andrews, one of the subscribing witnesses to the Last Will and Testament of Mattie Lena May Christine Weathersby, who, being by me first duly sworn, on her oath states:

- a. That she is one of the subscribing witnesses to the Last Will and Testament of Mattie Lena May Christine Weathersby, which was executed by said Mattie Lena May Christine Weathersby on March 30, 1997, in her presence and in the presence of Joe T. Payne, Jr. and that she and the said Joe T. Payne, Jr. subscribed their names to said Last Will and Testament of Mattie Lena May Christine Weathersby at the special insistence and request of said Mattie Lena May Christine Weathersby in her presence and in the presence of each other.
- b. Affiant states that at the time of the execution of the Will by Mattie Lena May Christine Weathersby, she was of sound and disposing mind and memory and that she requested said Affiant and the said Joe T. Payne, Jr. to witness the execution of her Last Will and Testament.

FURTHER AFFIANT SAITH NOT.

This the 1 day of July, 2003.

Patty L. Andrews  
PATTY L. ANDREWS

SWORN TO AND SUBSCRIBED BEFORE ME this the 1<sup>st</sup> day of July, 2003.

Elizabeth D. Furby  
NOTARY PUBLIC



AFFIDAVIT OF SUBSCRIBING WITNESS

FILED  
This Date

STATE OF MISSISSIPPI  
*AANKIN*  
COUNTY OF HINDS

JUL 18 2003

Mike Crook, Chancery Clerk  
By: *Kim [Signature]* D.C.

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Joe T. Payne, Jr., one of the subscribing witnesses to the Last Will and Testament of Mattie Lena May Christine Weathersby, who, being by me first duly sworn, on his oath states:

- c. That he is one of the subscribing witnesses to the Last Will and Testament of Mattie Lena May Christine Weathersby which was executed by said Mattie Lena May Christine Weathersby on March 30, 1997, in his presence and in the presence of Patty L. Andrews and that he and the said Patty L. Andrews subscribed their names to said Last Will and Testament of Mattie Lena May Christine Weathersby at the special insistence and request of said Mattie Lena May Christine Weathersby in her presence and in the presence of each other.
- d. That at the time of the execution of the Will by Mattie Lena May Christine Weathersby, she was of sound and disposing mind and memory and that she requested said Affiant and the said Patty L. Andrews to witness the execution of her Last Will and Testament.

FURTHER AFFIANT SAITH NOT.

This the 1 day of July, 2003.

*Joe T. Payne Jr*  
\_\_\_\_\_  
JOE T. PAYNE, JR.

SWORN TO AND SUBSCRIBED BEFORE ME this the 1<sup>st</sup> day of

July, 2003.

*Elizabeth D. Furby*  
\_\_\_\_\_  
NOTARY PUBLIC



IN THE CHANCERY COURT OF MADISON COUNTY

STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF O.H. SIMMONS, DECEASED

CIVIL ACTION FILE NO. 2003-485

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 **MARTHA SIMMONS GARDNER AND JAMES R.**

**SIMMONS**, who, being by me first duly sworn, on oath stated:

Affiants are the duly appointed, qualified and acting Co-Executors of the Estate of O.H. Simmons, Deceased. Affiants have made reasonably diligent efforts to identify all persons having claims against the above styled and numbered estate and have 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

FILED  
This Date

JUL 22 2003

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

STATE OF MISSISSIPPI

COUNTY OF Rankin

Personally appeared before me, the undersigned authority in and for said county and state, the within named **MARTHA SIMMONS GARDNER**, who, being first duly sworn by me, states on her oath that the matters and facts contained and set forth in the above and foregoing Affidavit are true and correct as therein stated.

Martha S. Gardner  
MARTHA SIMMONS GARDNER

SWORN TO AND SUBSCRIBED before me on this the 24<sup>th</sup> day of June, 2003.

Cheer Malloy  
NOTARY PUBLIC



MY COMMISSION EXPIRES:

\_\_\_\_\_  
(SEAL)

STATE OF WASHINGTON

COUNTY OF King

Personally appeared before me, the undersigned authority in and for said county and state, the within named **JAMES R. SIMMONS**, who, being first duly sworn by me, states on his oath that the matters and facts contained and set forth in the above and foregoing Affidavit are true and correct as therein stated.

James R. Simmons  
JAMES R. SIMMONS

SWORN TO AND SUBSCRIBED before me on this the 5<sup>th</sup> day of July, 2003.

*June Giovanna Lombardi*  
NOTARY PUBLIC

NOTARY PUBLIC COMMISSION EXPIRES:  
5/1/05  
STATE OF WASHINGTON  
(SEAL)

2003-485

FILED  
This Date

LAST WILL AND TESTAMENT

OF

JUL 22 2003

O. H. SIMMONS

Mike Crook, Chancery Clerk  
By: Lakisha Jones D.C.

I, O. H. SIMMONS, an adult resident citizen of the City of Jackson, Hinds 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 all Wills and Codicils heretofore made by me.

ARTICLE I.

I declare that I am married to BARBARA D. SIMMONS, and that I am the father of JAMES R. SIMMONS born February 26, 1942, and MARTHA S. GARDNER, born October 10, 1957.

ARTICLE II.

I appoint my two children JAMES R. SIMMONS and MARTHA S. GARDNER, as Co-Executors of my estate; or if either predeceases me, fails to qualify or otherwise ceases to act, I appoint the survivor, or the child who does so qualify or continues to act, as the Successor Executor/Executrix. If both of my children predecease me, fail to qualify or otherwise cease to serve, I appoint Fred Wilson of Jackson, Mississippi, as Alternate Successor Executor. I direct that any and all of the above-named persons serve in said capacities without the necessity of making bond, inventory, accounting or appraisement to any Court.

ARTICLE III.

I direct that all of my debts, all of the expenses of my last illness, all funeral and burial expenses, including the cost of a suitable monument at my grave, and the expenses of settling my estate, be paid by my Co-Executors as soon as practicable after my death out of my gross estate.

I further direct my Co-Executors, or my Executor/Executrix, to pay out of the principal of the Family Trust hereinafter created all estate, inheritance, succession, transfer or other

SAS























ARTICLE VIII.

I hereby grant to my Co-Executors and to the Trustee of the Family Trust 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 Co-Executors or Trustee shall be required to inquire into the propriety of any of their actions. Without limiting the generality of the foregoing, I hereby grant to my Co-Executors and my Trustee, and to any successor hereunder, the following specific powers and authority in addition to and not in substitution of powers conferred by law:

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

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

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















presence of Calvin L. Wells and Joyce S. Brashier, who attested it at my request.

*O. H. Simmons*  
O. H. SIMMONS

The above and foregoing Will of O. H. Simmons was declared by him in our presence to be his Last Will and Testament, and was signed by O. H. Simmons in our presence, and at his request, and in his presence, and in the presence of each other, we the undersigned witnessed and attested the due execution of the Last Will and Testament of O. H. Simmons on this the 28th day of September, 1993.

*Calvin L. Wells* of *P.O. Box 1970*

*Jackson, MS 39215-1970*

*Joyce S. Brashier* of *P.O. Box 1970*

*Jackson, MS 39215-1970*

*JAS*

JUL 22 2003

Mike Crook, Chancery Clerk  
By: Lakisha Jones D.C.

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

IN THE MATTER OF THE ESTATE OF  
O. H. SIMMONS

NO. 2003-485

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the above County and State, CALVIN L. WELLS, one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of O. H. Simmons of the First Judicial District of Hinds County, Mississippi, who having been first duly sworn, stated on oath that the said O. H. Simmons declared and published said document as his Last Will and Testament on September 28, 1993, the date of said instrument, in the presence of said affiant and of Joyce S. Brashier, the other subscribing witness to said document, and that said Testator was then of sound and disposing mind and memory, twenty-one (21) years of age and upwards, and that Calvin L. Wells, the said affiant, and Joyce S. Brashier, subscribed and attested said instrument as witnesses to the signature and publication thereof

at the special request of said Testator and in the presence of each other.

WITNESS MY SIGNATURE, this the 29th day of September, 1993.

Calvin L Wells

CALVIN L. WELLS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 29th day of September, 1993.

Paul Sullwa

NOTARY PUBLIC



My Commission Expires:

July 3, 1994

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

IN THE MATTER OF THE ESTATE OF  
O. H. SIMMONS

NO. 2003-485

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the above County and State, JOYCE S. BRASHIER, one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of O. H. Simmons of the First Judicial District of Hinds County, Mississippi, who having been first duly sworn, stated on oath that the said O. H. Simmons declared and published said document as his Last Will and Testament on September 28, 1993, the date of said instrument, in the presence of said affiant and of Calvin L. Wells, the other subscribing witness to said document, and that said Testator was then of sound and disposing mind and memory, twenty-one (21) years of age and upwards, and that Joyce S. Brashier, the said affiant, and Calvin L. Wells, subscribed and attested said instrument as witnesses to the signature and publication thereof

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at the special request of said Testator and in the presence of each other.

WITNESS MY SIGNATURE, this the 29<sup>th</sup> day of September, 1993.

Joyce S. Brasher  
JOYCE S. BRASHIER

SWORN TO AND SUBSCRIBED BEFORE ME, this the 29<sup>th</sup> day of September, 1993.

Paul Sulliva  
NOTARY PUBLIC



My Commission Expires:  
July 3, 1994

2003-485

FIRST CODICIL TO  
THE LAST WILL AND TESTAMENT

OF

O. H. SIMMONS

FILED  
This Date

JUL 22 2003

Mike Crook, Chancery Clerk  
By: Latisha Jones D.C.

I, O. H. SIMMONS, an adult resident citizen of the City of Brandon, Rankin County, Mississippi, being of sound and disposing mind and memory, not acting under duress or undue influence, hereby make, publish and declare this to be the First Codicil to my Last Will and Testament dated September 28, 1993.

ITEM I

Article V of my Will, beginning on page 2 and ending on page 6, is deleted in its entirety, and in its place I insert by this Codicil the following revised Article V, to-wit:

ARTICLE V.

It is my desire to provide a home for my wife, BARBARA D. SIMMONS, which is suitable to her and in keeping with her needs during her lifetime so long as she does not remarry. I realize that her wishes should be paramount in deciding where she will live after my death, and I also recognize that her health and general welfare will have much to do with the location and surroundings she may consider in selecting the place where she chooses to live. Therefore, in order to provide my wife with a home of her choice after my death, and before any decision she might make to remarry, she and I have agreed as follows:

After selling our residence at 4518 Brook Drive, Jackson, Mississippi, we recently moved into our new home at 618 Hawthorne North, Brandon, Mississippi, in the Fox Bay Subdivision, Part 1-B. The house we constructed, and the unexpired portion of the Lease on Lot 24 of Fox Bay, Part 1-B on which it is located, is owned by my wife Barbara and me as Joint Tenants With Full

OH

Rights of Survivorship. After my death, we anticipate that Barbara will continue to live at the Fox Bay residence.

My wife has agreed, and has so provided in her Will, that in the event that I do not survive her, our present home in Fox Bay will pass at her death to my two children, JAMES R. SIMMONS and MARTHA S. GARDNER. My wife has further agreed, and has also provided in her Will, that should she sell our home in Fox Bay after my death, and purchase another residence with the sale proceeds, such property, or properties, which she is occupying as her home at her death, or which she formerly occupied as her residence, shall also pass to my two children under the terms of her Will.

In the event my wife decides after my death to sell our home in Fox Bay, but elects not to purchase another residence with the sale proceeds within one (1) year from the date of the sale of the Fox Bay property, she has agreed that the net sale proceeds shall then be paid by her to the Trustee of the Family Trust established by Article VI of my Will dated September 28, 1993, and that such funds will thereafter become a part of the corpus or principal of the Family Trust. Should Barbara elect not to pay the net sale proceeds from the Fox Bay property to the Trustee on or before one (1) year following the date of the sale of such property, I direct, in the event the Family Trust has not been earlier terminated, that the Family Trust created by Article VI of my Will shall terminate upon Barbara's failure to pay over to the Trustee the net proceeds from the sale of the Fox Bay property within the specified one (1) year period.

Barbara and I have further agreed that should she purchase another residence with the sale proceeds from the Fox Bay property, and the purchase price of the new residence is less than the amount realized from the Fox Bay sale, any such excess funds will be paid by Barbara to the Trustee of the Family Trust within thirty (30) days after the purchase of her new residence, and will thereafter become a part of the corpus or principal of the Trust. Should Barbara fail to deliver such excess funds to the Trustee within the time specified, I direct that the

Family Trust created by Article VI of my Will shall terminate thirty (30) days after the date of the purchase of her new residence.

All of the provisions of this Article V of my Will have been made under the assumption that my wife, BARBARA D. SIMMONS, would survive me, in which event it is our mutual understanding that the property which Barbara owns at her death which she is occupying as her home, or formerly occupied as her home, whether such property is our present home in Fox Bay, or some other residence she may subsequently purchase with the Fox Bay property sale proceeds, would pass to my two children under the terms of Barbara's Will. Furthermore, it is our mutual understanding that in the event she does not desire to purchase another residence, Barbara will place the sale proceeds from the Fox Bay property, or from the sale of any other residence she may purchase with the Fox Bay home sale proceeds, in the Family Trust established by Article VI of this Will.

We both realize that I cannot control Barbara's actions concerning her ownership of the Fox Bay property after my death; however, I have complete confidence and faith in my wife that she will carry out our mutual desires and wishes relating to the ultimate ownership of and title to the Fox Bay property, or to any other residence purchased by Barbara with the Fox Bay home sale proceeds, being in my two children. On the other hand, should the funds from the sale of the Fox Bay home not be used by Barbara to acquire another residence, or be considered excess funds which are not needed by her to purchase a new residence, I am confident that Barbara will timely deliver such funds to the Trustee of the Family Trust which I have created in this Will.

Finally, in connection with my wife's residence after my death, whether it is our Fox Bay home, or some other property she may acquire with the sale proceeds from our present residence, I direct that any expenditures of a capital nature on her residence which are necessary in the judgment of the Trustee of the Family Trust created in Article VI of my Will, including, but not limited to the

replacement of the roof, the installation of a new air conditioning unit and/or system, the installation of a new heating unit and/or system, the installation of new plumbing lines and bathing and toilet facilities, and any painting and/or redecorating of the residence, the cost of which exceeds the sum of Fifteen Hundred Dollars (\$1,500.00), are to be paid for out of the income and/or principal of such Family Trust.

ITEM II

Subparagraphs (7) and (8) of Article VI of my Will, on page 8 thereof, are deleted in their entirety, and in the place of Subparagraphs (7) and (8), I insert by this Codicil the following revised Subparagraphs (7) and (8) of Article VI, to-wit:

- (7) The following described real property, and any other real property I may own at my death, except our present residence at 618 Hawthorne North, Brandon, Mississippi:

My one-half (1/2) interest in that certain house and lot now occupied by my sister, at 908 Edwards Avenue, Fairhope, Alabama.

- (8) Any other properties which I may acquire in my name or for my account subsequent to the date of the execution of this First Codicil to my Will dated September 28, 1993.

ITEM III

Except as revised herein, my Last Will and Testament dated September 28, 1993, shall remain in full force and effect.

IN WITNESS WHEREOF, I have signed and declared this instrument to be the First Codicil to my Last Will and Testament dated September 28, 1993, on this the 21<sup>st</sup> day of ~~August~~ October 21, 1994.

*O. H. Simmons*  
O. H. SIMMONS

THIS INSTRUMENT was on the day and year shown above, signed, published and declared by O. H. SIMMONS to be the First Codicil to his Last Will and Testament dated

September 28, 1993, in our presence, and we have subscribed our names as Witnesses in his presence and in the presence of each other.

WITNESSES:

Deanne M Smith of 279 Cottonwood Dr.  
Ridgeland, MS 39157

W. Jeff Hamm of 4505 Brook Dr.  
Jackson, MS. 39206

44c\WJHSIMMONS.COD

*[Handwritten Signature]*

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

IN THE MATTER OF THE ESTATE OF  
O. H. SIMMONS

NO. 2003-485

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the above County and State, CALVIN L. WELLS, one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of O. H. Simmons of the First Judicial District of Hinds County, Mississippi, who having been first duly sworn, stated on oath that the said O. H. Simmons declared and published said document as his Last Will and Testament on September 28, 1993, the date of said instrument, in the presence of said affiant and of Joyce S. Brashier, the other subscribing witness to said document, and that said Testator was then of sound and disposing mind and memory, twenty-one (21) years of age and upwards, and that Calvin L. Wells, the said affiant, and Joyce S. Brashier, subscribed and attested said instrument as witnesses to the signature and publication thereof

FILED :  
This Date

JUL 22 2003

Mike Crook, Chancery Clerk  
By: Lalisha Jones D.C.

at the special request of said Testator and in the presence of each other.

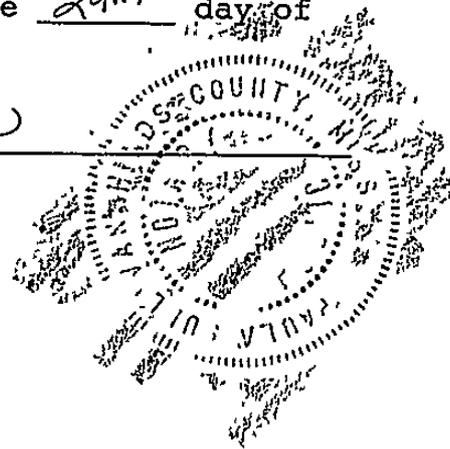
WITNESS MY SIGNATURE, this the 29<sup>th</sup> day of September, 1993.

*Calvin L Wells*

CALVIN L. WELLS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 29<sup>th</sup> day of September, 1993.

*Paula Sulliva*  
NOTARY PUBLIC



My Commission Expires:  
July 3, 1994

IN THE CHANCERY COURT OF RANKIN COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
O. H. SIMMONS

NO. 2003-485

PROOF OF FIRST CODICIL

STATE OF MISSISSIPPI  
COUNTY OF HINDS

I, DIANNE M. SMITH, on oath state:

I am one of the subscribing witnesses to the attached typewritten instrument dated October 21, 1994, which purports to be the First Codicil to the Last Will and Testament of O. H. Simmons. On the execution date of the instrument, October 21, 1994, O. H. SIMMONS, in my presence, and in the presence of W. Jeff Hamm, the other subscribing witness to said document, signed the instrument at the end thereof, acknowledged his signature thereto, declared the instrument to be the First Codicil to his Last Will and Testament dated September 28, 1993, and requested that we attest his execution thereof. In the presence of O. H. SIMMONS, the Affiant herein and W. Jeff Hamm signed our respective names as Attesting Witnesses. At the time of execution of this instrument, O. H. SIMMONS appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

WITNESS MY SIGNATURE on this the 14<sup>th</sup> day of ~~July~~, 1995.

August 1996

*Dianne M. Smith*

DIANNE M. SMITH

SUBSCRIBED AND SWORN TO before me, the undersigned Notary Public, on this the 14<sup>th</sup> day of ~~July~~, 1995.  
August, 1996.



My Commission Expires:  
NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE  
MY COMMISSION EXPIRES ON SEP. 27, 2000

IN THE CHANCERY COURT OF RANKIN COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
O. H. SIMMONS

NO. 2003-485

PROOF OF FIRST CODICIL

STATE OF MISSISSIPPI  
COUNTY OF HINDS

I, W. JEFF HAMM, on oath state:

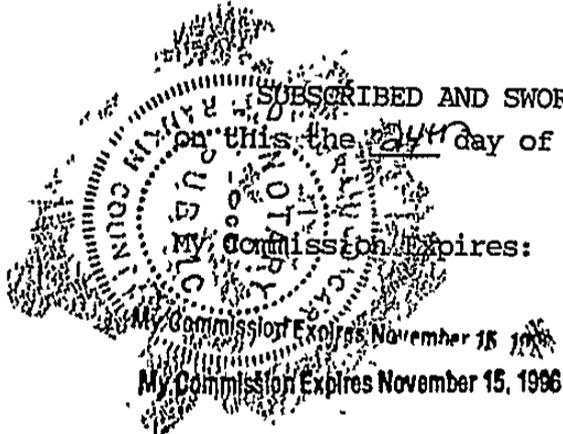
I am one of the subscribing witnesses to the attached typewritten instrument dated October 21, 1994, which purports to be the First Codicil to the Last Will and Testament of O. H. Simmons. On the execution date of the instrument, October 21, 1994, O. H. SIMMONS, in my presence, and in the presence of Dianne M. Smith, the other subscribing witness to said document, signed the instrument at the end thereof, acknowledged his signature thereto, declared the instrument to be the First Codicil to his Last Will and Testament dated September 28, 1993, and requested that we attest his execution thereof. In the presence of O. H. SIMMONS, the Affiant herein and Dianne M. Smith signed our respective names as Attesting Witnesses. At the time of execution of this instrument, O. H. SIMMONS appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

WITNESS MY SIGNATURE on this the 24<sup>th</sup> day of July, 1995.

W. Jeff Hamm  
W. JEFF HAMM

SUBSCRIBED AND SWORN TO before me, the undersigned Notary Public,  
on this the 24<sup>th</sup> day of July, 1995.

Deborah J. Carney  
Notary Public



SECOND CODICIL TO

2002-485

THE LAST WILL AND TESTAMENT

OF

FILED  
This Date

O.H. SIMMONS

JUL 22 2003

Mike Crook, Chancery Clerk  
By: Richard J. D.C.

I, O.H. Simmons, an adult resident citizen of the City of Brandon, Rankin County, Mississippi, being of sound and disposing mind and memory, and not acting under duress or undue influence, hereby make, publish, and declare this to be the Second Codicil to my Last Will and Testament dated September 28, 1993.

ITEM I

Article VI entitled "Family Trust" is amended in the last paragraph on page 8. To change the provisions of the income to my BARBARA D. SIMMONS, said paragraph to read as follows:

To BARBARA D. SIMMONS, my Wife: After my death I direct that my Wife be paid as her share of the income from the family Trust, the sum of \$3,500.00 per month, or \$42,000.00 per year, LESS however, the amount she receives each month from my State Retirement Plan as my designated Beneficiary, (not including any additional payments made to her during the month of December each year as the "13th check") and LESS the monthly Social Security benefits she receives as my surviving spouse from my Social Security account.

My intent and purpose is to increase my Wife's family income from the family Trust from the sum of \$3,000.00, or \$36,000.00 per year to \$3,500.00 per month or \$42,000.00 per year and to maintain the other provisions of the said paragraph as they are at present.

ITEM II

Except as revised herein, my Last Will and Testament dated September 28, 1993, shall remain in full force and effect.

IN WITNESS WHEREOF, I assign and declare this instrument to be the Second Codicil to my Last Will and Testament dated September 28, 1993, on this the 22 Day of August, 1997.

O. H. Simmons  
O.H. SIMMONS

THIS INSTRUMENT was on the day and year shown above, signed, published and declared by O.H. SIMMONS to be the Second Codicil to his Last Will and Testament dated September 28, 1993, in our presence, and we subscribed our names as Witnesses in his presence of each other.

## WITNESSES:

Deanne M Smith OF 279 Cottonwood Dr.  
Ridgeland, MS 39157  
426-92-6157

Jocelyn Waldrop OF 201 Squirrel Hill Dr.  
Ridgeland, MS 39157  
421-74-3817

Mary Aileen Evans OF 123 Beechtree Lane  
Florence, MS 39073

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Madison

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of O.H.SIMMONS, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated 22nd day of August, 1997.

(2) That on the 22nd day of August, 1997, the said O.H.SIMMONS signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of this affiant and in the presence of Joanora Waldrop and Mary Arlene Evans, the other subscribing witnesses to the instrument.

(3) That O.H.SIMMONS was then and thereof sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with Joanora Waldrop and Mary Arlene Evans, subscribed and attested said instrument as said witnesses to the signature and publication thereof, as the special instance and request, and in the presence of said O.H.SIMMONS, and in the presence of each other.

Dianne M. Smith  
WITNESS

SWORN TO AND SUBSCRIBED before me, this the 22nd day of August, 1997.

Diana Harbour  
NOTARY PUBLIC

MY COMMISSION EXPIRES: APR 21, 2000  
NOTARY PUBLIC UNDER WRITERS.



AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF Madison

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of O.H. SIMMONS, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated 22nd day of August, 1997.

(2) That on the 22nd day of August, 1997, the said O.H. SIMMONS signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of this affiant and in the presence of Dianne M. Smith and Mary Cleve Evans, the other subscribing witnesses to the instrument.

(3) That O.H. SIMMONS was then and thereof sound and disposing mind and memory, and well above the age of twenty-one (21) years.

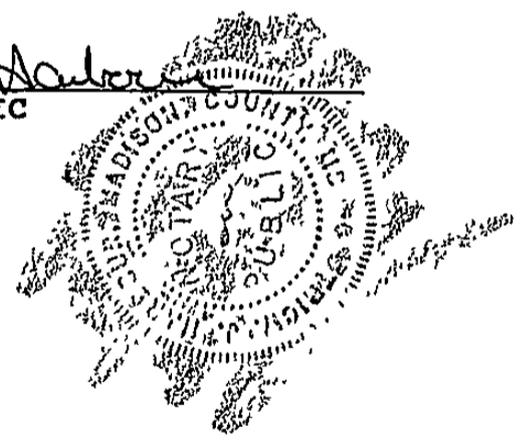
(4) That this affiant, together with Dianne M. Smith and Mary Cleve Evans, subscribed and attested said instrument as said witnesses to the signature and publication thereof, as the special instance and request, and in the presence of said O.H. SIMMONS, and in the presence of each other.

Joandel Waldrop  
WITNESS

SWORN TO AND SUBSCRIBED before me, this the 22nd day of August, 1997.

Diane A. Anderson  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE  
MY COMMISSION EXPIRES: Jan. 27, 2000  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.



AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Madison

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of O.H. SIMMONS, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated 2nd day of August, 1997.

(2) That on the 2nd day of August, 1997, the said O.H. SIMMONS signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of this affiant and in the presence of Dianne M. Smith and Jocindel Waldrop, the other subscribing witnesses to the instrument.

(3) That O.H. SIMMONS was then and thereof sound and disposing mind and memory, and well above the age of twenty-one (21) years.

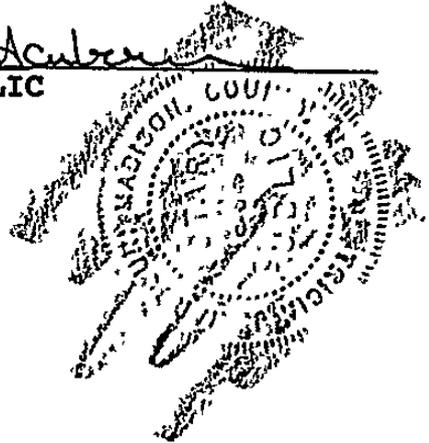
(4) That this affiant, together with Dianne M. Smith and Jocindel Waldrop, subscribed and attested said instrument as said witnesses to the signature and publication thereof, as the special instance and request, and in the presence of said O.H. SIMMONS, and in the presence of each other.

Mary Arlene Evans  
WITNESS

SWORN TO AND SUBSCRIBED before me, this the 2nd day of August, 1997.

[Signature]  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE  
1997 COMMISSION EXPIRES Jan. 27, 2000  
207-225 THIRD NOTARY PUBLIC UNDERWRITERS.



**THIRD CODICIL TO  
THE LAST WILL AND TESTAMENT  
OF  
O.H. SIMMONS**

2003-425

I, O.H. Simmons, an adult resident citizen of the City of Brandon, Rankin County, Mississippi, being of sound and disposing mind and memory, and not acting under duress or undue influence, hereby make, publish, and declare this to be the Third Codicil to my Last Will and Testament dated September 28, 1993.

ITEM I

Article VI entitled "Family Trust" is amended in the last paragraph on page 8. To change the provisions of the income to my BARBARA D. SIMMONS, said paragraph to read as follows:

To BARBARA D. SIMMONS, my Wife: After my death I direct that my Wife be paid as her share of the income from the family Trust, the sum of \$4,166.67 per month, or \$50,000.00 per year, LESS however, the amount she receives each month from my State Retirement Plan as my designated Beneficiary, (not including any additional payments made to her during the month of December each year as the "13th check") and LESS the monthly Social Security benefits she receives as my surviving spouse from my Social Security account.

My intent and purpose is to increase my Wife's family income from the family Trust from the sum of \$3,500.00, or \$42,000.00 per year to \$4,166.67 per month or \$50,000.00 per year and to maintain the other provisions of the said paragraph as they are at present.

ITEM II

Except as revised herein, my Last Will and Testament dated September 28, 1993, shall remain in full force and effect.

IN WITNESS WHEREOF, I assign and declare this instrument to be the Second Codicil to my Last Will and Testament dated September 28, 1993, on this the 1<sup>st</sup> Day of February, 1998.

PAGE ONE OF FIVE

FILED  
This Date

'JUL 22 2003

Mike Crook, Chancery Clerk  
By: Lakisha Jones D.C.

O.H. Simmons  
O.H. SIMMONS

THIS INSTRUMENT was on the day and year shown above, signed, published and declared by O.H. SIMMONS to be the Second Codicil to his Last Will and Testament dated September 28, 1993, in our presence, and we subscribed our names as Witnesses in his presence of each other.

WITNESSES:

John C. Moore Jr of 1350 Linden Pl, Jackson MS 39202  
587-39-1159

David A. Aubrey of 309 Timber Cove, Ridgeland MS 39157  
431-49-1963

Caroline C. Moore of 1350 Linden Place Jackson  
Ms. 39202 426-57-4838

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Madison

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named John C. Moore Jr., who being by me first duly sworn according to law says oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of O.H.SIMMONS, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated 10th day of February, 1992.

(2) That on the 10th day of February, 1992, the said O.H.SIMMONS signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of this affiant and in the presence of Deicia Harbour and Caroline Moore, the other subscribing witnesses to the instrument.

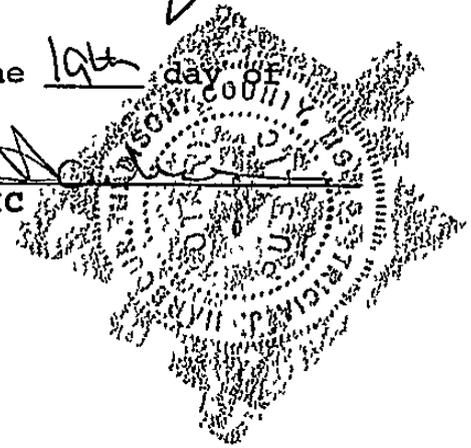
(3) That O.H.SIMMONS was then and thereof sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with Deicia Harbour and Caroline Moore, subscribed and attested said instrument as said witnesses to the signature and publication thereof, as the special instance and request, and in the presence of said O.H.SIMMONS, and in the presence of each other.

John C. Moore Jr.  
WITNESS

SWORN TO AND SUBSCRIBED before me, this the 10th day of February, 1992.

Deicia Harbour  
NOTARY PUBLIC



NOTARY PUBLIC  
MY COMMISSION EXPIRES: 27 1992  
BONDED THROUGH THE STATE OF MISSISSIPPI

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Madison

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of O.H. SIMMONS, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated 19th day of February, 1998.

(2) That on the 19th day of February, 1998, the said O.H. SIMMONS signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of this affiant and in the presence of John C. Moore Jr and Caroline Moore; the other subscribing witnesses to the instrument.

(3) That O.H. SIMMONS was then and thereof sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with John C. Moore Jr and Caroline Moore, subscribed and attested said instrument as said witnesses to the signature and publication thereof, as the special instance and request, and in the presence of said O.H. SIMMONS, and in the presence of each other.

Tricia Harbor  
WITNESS

SWORN TO AND SUBSCRIBED before me, this the 19 day of February, 1998.

John C. Moore Jr  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
Oct 9, 2001



AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Madison

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of O.H. SIMMONS, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated 19th day of February, 1998.

(2) That on the 19th day of February, 1998, the said O.H. SIMMONS signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of this affiant and in the presence of John C. Moore, JR. and Tricia J. Harbour, the other subscribing witnesses to the instrument.

(3) That O.H. SIMMONS was then and thereof sound and disposing mind and memory, and well above the age of twenty-one (21) years.

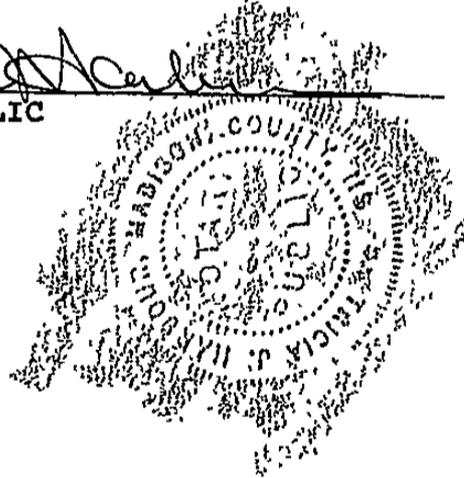
(4) That this affiant, together with John C. Moore JR. and Tricia J. Harbour, subscribed and attested said instrument as said witnesses to the signature and publication thereof, as the special instance and request, and in the presence of said O.H. SIMMONS, and in the presence of each other.

Caroline C. Moore  
WITNESS

SWORN TO AND SUBSCRIBED before me, this the 19th day of February, 1998.

[Signature]  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
\_\_\_\_\_



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF CHARLES H. HORNE, DECEASED

CIVIL ACTION, FILE NO. 2003-452

AFFIDAVIT

STATE OF MISSISSIPPI  
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid the within name, Mira B. Horne, who being by me first duly sworn on oath stated:

That affiant is the duly appointed, qualified and acting Executrix of the estate of Charles H. Horne, Deceased; that affiant has made reasonably diligent efforts to identify all persons having claims against the above styled and numbered estate and has given notice by mail to persons so identified, at their last known address informing them that a failure to have their claim probated and registered by the clerk of the court granting letters within the ninety (90) days period provided by Miss. Code of 1972 Ann., § 91-7-145 will bar such claim. The persons so identified and their last known addresses are:

*None*

WITNESS MY HAND this the 16<sup>th</sup> day of July, 2003.

*Mira B. Horne*

Mira B. Horne, Executrix of  
the Estate of Charles H. Horne

FILED  
This Date

JUL 22 2003

Mike Crook, Chancery Clerk  
By: *Kim Schum* D.C.

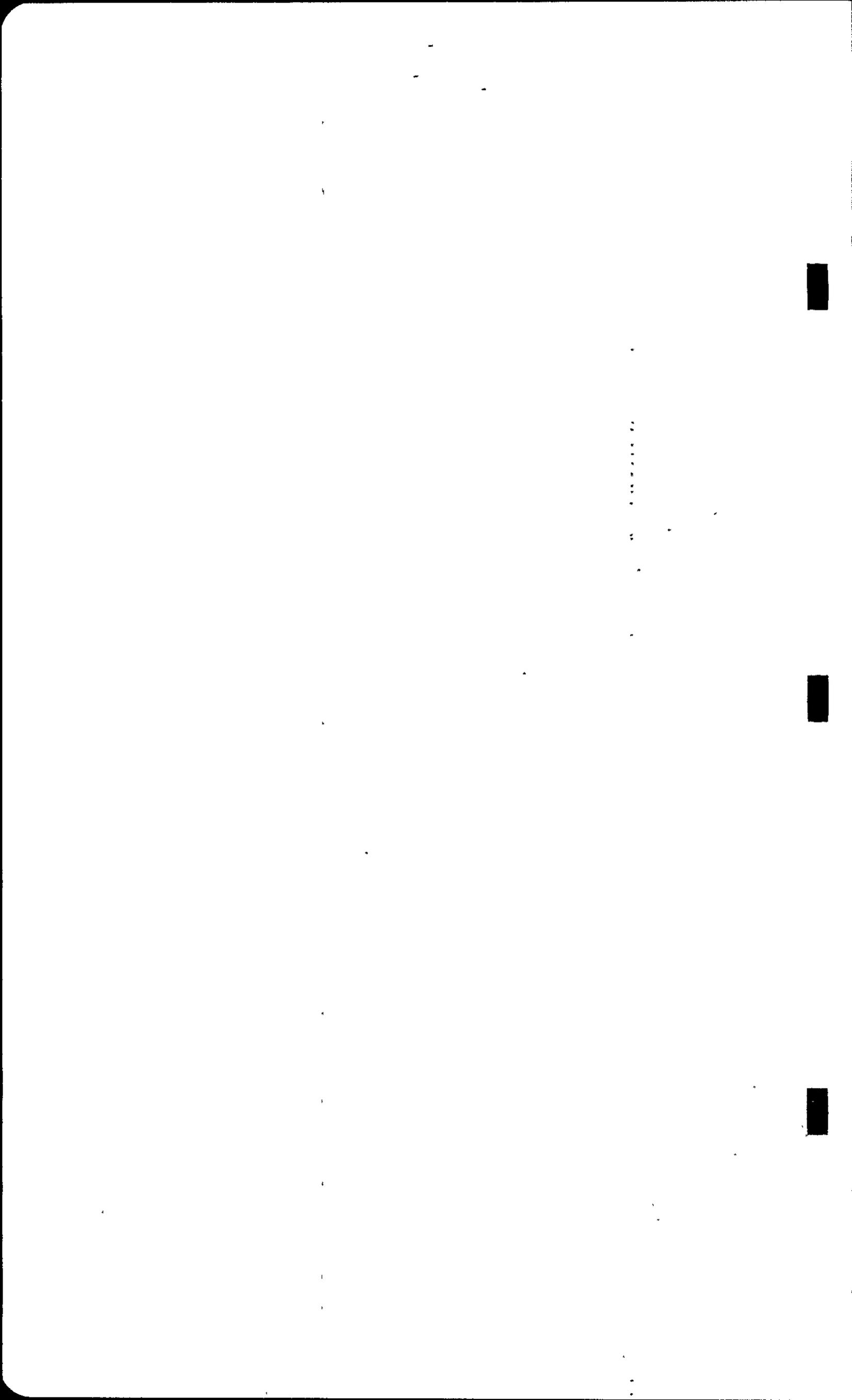
SWORN TO AND SUBSCRIBED BEFORE ME, this the 3rd day of

July, 2003.

Regina Lawrence Ferguson  
NOTARY PUBLIC

MY COMMISSION EXPIRES: May 11, 2007

(SEAL)



# LAST WILL AND TESTAMENT

OF

WILLIAM B. KEMP, JR

I, WILLIAM B. KEMP, JR., 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 husband of JANICE EDWARDS KEMP, to whom all references herein to "my wife" relate. I am the father of JOSHUA BENJAMIN KEMP and JONATHAN JORDAN KEMP, to whom all references herein "my children" relate. For all purposes of this will and the disposition of my estate hereunder, the terms "issue" and "descendants" shall be deemed to include all children born to or adopted by my said children after the execution of this will, irrespective of any provisions of law establishing a contrary presumption.

## ARTICLE II.

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

FILED  
This Date

*William B. Kemp Jr.*  
WILLIAM B. KEMP, JR.

-- Page 1 --

AUG 08 2003

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

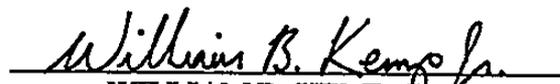
my estate. All property bequeathed or devised under this will either outright or in trust is bequeathed and devised subject to existing mortgages, liens or encumbrances thereon. My Executor is given full discretion as to which debts to pay and which to allow to pass with the property to which such debts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

I direct that all estate and inheritance taxes and other taxes in the general nature thereof, 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 III.

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

If my wife does not survive me, I give and bequeath all such personal property described in this Article and owned by me at the time of my death equally unto my children. Should any child

  
WILLIAM B KEMP, JR.

predecease me, such property bequeathed to said child shall pass to such child's issue, per stirpes, or in the event one of my children predecease, leaving no issue, such property shall pass to my other child. In the event I desire any particular division of such above described property among my legatees or heirs I will leave a listing with my Executor to that effect, which I would request such beneficiaries honor.

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

#### ARTICLE IV.

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

#### ARTICLE V.

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

  
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## ARTICLE VI.

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

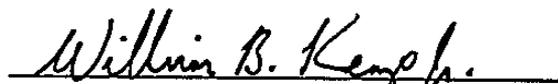
I direct that the sum provided for in this Article shall be satisfied only out of assets that qualify for the marital deduction under the provision of the Internal Revenue Code applicable to my estate or out of the proceeds of such assets, and that this sum shall not be reduced by any estate, inheritance,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

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

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

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

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

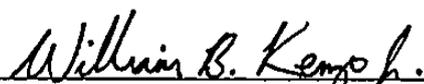
#### ARTICLE VII.

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

A 1. If my wife survives me, I direct the Trustee to maintain the trust property for my wife during the term of her lifetime, and at her death, for my children and/or their issue, under the terms herein.

This trust shall be known as the "William B. Kemp, Jr Family Trust", for the benefit of my wife, children or their issue, and I direct that the trust estate shall be administered and disposed of upon the following terms and provisions--that is to say

A. 2. The Trustee is authorized in its sole and absolute discretion to pay all or any portion of the net income of the trust to or for the benefit of my said wife in convenient installments periodically, but if paid, then at least as often as annually, during her life. However, the Trustee may in its discretion withhold from my wife so much (or all) of the income as the Trustee determines not to be advisable for her health, maintenance and for the maintenance of her accustomed standard of living. After considering the health and maintenance of my wife, my Trustee is further authorized in

  
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its discretion to pay to or for the benefit of any or all of my children and/or their issue any such withheld income deemed advisable for their 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 said wife for her lifetime, and during the term of her lifetime, my Trustee is directed to look first to her maintenance prior to acting under its discretion to sprinkle income to other beneficiaries. However, all income and/or principal disbursements herein are to be made solely in the discretion of the Trustee

A. 3. If the total income of my said wife is, in the sole discretion of the Trustee, insufficient to enable her to maintain her present and accustomed standard of living, then the Trustee may solely in its discretion pay to her or for her benefit out of the principal of the trust such additional sum or sums as the Trustee shall deem proper. In making this determination, the Trustee may take into consideration my said wife's assets and income from sources other than this trust, including, but not limited to, her qualification for governmental payments (local, state or federal). The Trustee is also authorized but not directed, in its sole and absolute discretion, if it deems advisable to pay any and all medical, nursing, hospital, institutional, or other related bills which may be incurred by my said wife, out of income or corpus or both, unless same may be reimbursed under any insurance or governmental program (local, state or federal).

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

B. 1 Upon the death of my said wife, the Trustee shall divide the trust property in equal separate trusts for my children, if living, or if any child is deceased, his share in separate and equal trusts for each issue of any deceased child, 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,

  
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maintenance and education (including post graduate education) of said beneficiaries, and the Trustee is authorized in its sole discretion to distribute net income and/or principal to or for the benefit of such beneficiaries from said trusts, and if net income is 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).

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

B. 2. Following the death of my said wife, if my said children survive me, my Trustee shall pay over, transfer, deliver, assign and convey the corpus and any accumulated income of my said children's separate trusts established under this Article to such child outright and free of trust in accordance with the following schedule: when each said child reaches the age of twenty-five (25) years, one-fourth (1/4) of the accumulated income and principal of each child's separate trust shall be distributed free of trust to said child; and when each said child reaches the age of thirty (30) years, one-third (1/3) of the accumulated income and principal of each child's separate trust shall be distributed free of trust to each said child; and when each said child reaches the age of thirty-five (35) years, the remainder of the principal and accumulated income of each said child's separate trust shall be distributed free of trust to said child, with all such distributions subject to the provisions of Paragraph H herein. The Trustee shall have sole and unlimited discretion to determine the property, the proportion of property, and the value of the property involved, in order to determine what property shall comprise the portions to be paid to each beneficiary hereunder

B. 3. Should any said child die prior to the termination of his separate trust, said trust estate of said deceased child's trust shall vest in his living issue, per stirpes, subject to the trust provisions hereof and Paragraph H herein. In the event any child of any of my children becomes the

  
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beneficiary of a trust hereunder, such trust assets shall be maintained under the provisions hereof for the benefit of said grandchild or grandchildren in separate trusts for their benefit and distribution to each such grandchild in accordance with the following schedule: when each said grandchild reaches the age of twenty-five (25) years, one-fourth (1/4) of the accumulated income and principal of each grandchild's separate trust shall be distributed free of trust to said grandchild; and when each said grandchild reaches the age of thirty (30) years, one-third (1/3) of the accumulated income and principal of each grandchild's separate trust shall be distributed free of trust to each said grandchild; and when each said grandchild reaches the age of thirty-five (35) years, the remainder of the principal and accumulated income of each said grandchild's separate trust shall be distributed free of trust to said grandchild, subject to the terms and conditions of Paragraph H herein. In the event such 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 H and K herein; or in default of issue to his or her siblings or if deceased to their issue, per stirpes, subject to Paragraphs H and K hereof.

Should one of my children die prior to the termination of their separate trust, without leaving issue, such trust assets shall pass to my surviving child, or the separate trust set forth for his benefit herein, or if deceased, to the separate trusts set forth herein for his issue, per stirpes.

B 4. In the event both said children and all their issue, shall die prior to the termination of their trusts, without leaving issue, the accumulated accounting income of their trusts or such issue's trusts shall be distributed to their estate(s). The entire remainder of the trust estate shall be paid outright one-half (1/2) to my mother-in-law, JEAN G. EDWARDS, or if she is deceased, then equally to my wife's heirs-at-law at that time computed under the laws of descent and distribution of the State of Mississippi in effect at that time, and the remaining one-half (1/2) of my trust estate shall be paid outright to my mother, VELMA JORDAN KEMP, or if she is deceased, then equally to my heirs-at-law, at that time computed under the laws of descent and distribution of the State of Mississippi in effect at that time

C. 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 this trust, but the receipt of the Trustee therefor shall be a complete acquittance and discharge

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D. Neither the principal nor the income of the trust fund, nor any part of same, shall be liable for the debts of my said wife, or for my children or their descendants, or any other beneficiary nor shall same be subject to seizure by any creditor of my said wife, or my children, or their descendants, or any other beneficiary, and they shall not have any power to sell, assign, transfer, convey, encumber, or in any manner to anticipate or dispose of their interests in the trust fund, or any part of same or the income produced from such fund, or any part of same.

If any beneficiary of any trust shall attempt to anticipate, pledge, assign, sell, transfer, alienate or encumber his or her interest, or if any creditor or claimant shall attempt to subject such interest to the payment of any debt, liability or obligation of such beneficiary, then thereupon any perceived right of such beneficiary to income shall terminate and thereafter the Trustee is authorized in its discretion to pay such income and/or principal to or apply same for the maintenance 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

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

F. 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

  
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under the control of the Trustee, and may combine any trusts created for the benefit of the beneficiaries herein with substantially similar terms and provisions

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

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

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

I. This is a private trust, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee shall not

  
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be required to return to any court any periodic formal accounting of its administration of the trust, but said Trustee shall render annual accounts to the income beneficiaries of the trust. No person paying money or delivering property to the Trustee shall be required to see to its application. Bond shall not be required of the Trustee.

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.

J. 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. 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 said wife, if living at that time, or if deceased or otherwise unable to name a successor, then a majority of the beneficiaries of legal age, (or if any are minors, the guardian of their persons), of the trust at that time; provided that Successor Co-Trustees may be appointed, but in all instances of appointment of any Successor Trustee one (1) such Successor Trustee must always be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location, and further provided that no beneficiary, spouse, parent or child of any beneficiary of the trust be named or appointed as Successor Trustee or Co-Trustee, of their own trust, nor shall any person or entity be named as Successor Trustee who or which would not be considered to be our independent trustee as provided in Section 672 of the Internal Revenue Code of 1986, as Amended.

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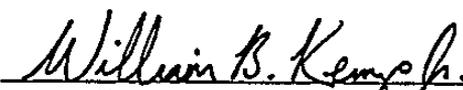
In the event such beneficiary (or beneficiaries) shall fail to designate a Successor Trustee within the time specified, then the acting Trustee, or any other party in interest, may apply to a court of competent jurisdiction for the appointment of a successor and the judicial settlement of the accounts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

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

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

L 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 said wife, my said children and all of their issue who are living at the time of my death, and at the expiration of said time notwithstanding any provision to the contrary herein contained, the Trustee shall pay over to the then income beneficiaries or if none then as set forth in Paragraph B.4. herein In other words, notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of this trust shall vest in the period prescribed by the Rule Against Perpetuities.

M. 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,

  
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functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location; and in such capacity shall possess and exercise all powers and authority herein conferred on the Trustee named herein.

N. 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

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

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

Q. My Trustee shall be prohibited from making any payments in reimbursement to any governmental entity (local, state or federal) which may have incurred expense for the benefit of a beneficiary, and my Trustee shall not pay any obligation of a beneficiary which obligation is otherwise payable by any governmental entity (local, state or federal) or pursuant to any governmental program of reimbursement or payment (local, state or federal). With regard to the William B Kemp, Jr Family Trust, regardless of the guidance standards stated herein or anything contained herein to the

  
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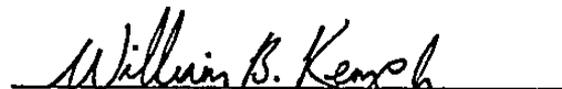
contrary, it is my intention and I clearly state that such trust and any separate trusts contained herein are discretionary in nature with no requirement in my Trustee to support any beneficiaries therefrom, with my Trustee having sole and absolute discretion as to payment or non payment of income or principal therefrom until the termination dates thereof.

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

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

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

S. 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

  
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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.

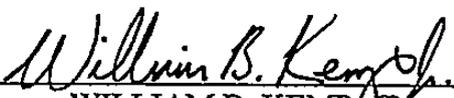
T. My trustee shall have the power to disclaim any power which, in its sole discretion, will or may cause my trustee to be considered an "owner" or "operator" of property held in my trust estate, under the provisions of the Comprehensive Environmental Response, Compensation and Liability Act, (CERCLA), 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 VIII.

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

#### ARTICLE IX.

I am cognizant that the provisions of the federal Internal Revenue Code (and other applicable laws) in force at the time of my death and applicable to my estate may permit my Executor to elect

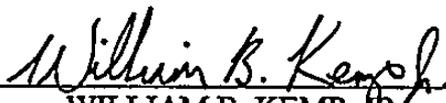
  
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to claim certain expenses and losses as deductions on certain income, estate, or inheritance tax returns Thus, I authorize my Executor to elect to claim such expenses and losses as deductions on the particular tax return or returns as my Executor in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

ARTICLE X.

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

- A To have all of the specific powers set forth in Miss. Code Ann §91-9-101 through §91-9-109 (1972) as now enacted or hereafter amended
- B. To compromise, settle, or adjust any claim or demand by or against my estate and to agree to any rescission or modification of any contract or agreement.
- C. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor and Trustee may presume any

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

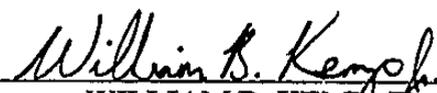
D. To sell, exchange, assign, transfer, mortgage and convey any security or property, real or personal, held in my estate or trust at public or private sale, at such time and price and upon such terms and conditions (including credit) as they may deem to be advisable and for the best interest of my estate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

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

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

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

  
WILLIAM B. KEMP, JR.

"rights" to subscribe to securities of the issuing corporation, and to consider and treat as income all other dividends and rights received (except those declared and payable as of a "record date" preceding my death, which shall be considered and treated as principal).

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

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

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

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

M. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as they may deem advisable (with or without privilege of purchase), including but not limited to commercial, agricultural and oil, gas and mineral leases, and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate administration or the trust. With regard to mineral rights, to execute contracts, letter agreements, farm-out agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed in relation thereto. To insure against fire or other risk. To make repairs, replacements and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use and to grant easements as they may deem proper, all without court order.

N. Whenever required or permitted to divide and distribute my estate, to make such distribution (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, or any such property, and to do so without regard to the income tax basis of specific property allocated to any beneficiary. In making distributions, I request (but do not direct) that my Executor or Trustee do so in a manner which will result in the property to be sold to satisfy

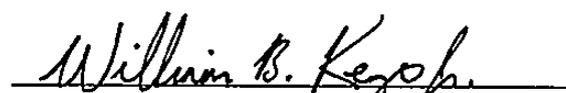
  
WILLIAM B. KEMP, JR.

obligations of my estate having an aggregate income tax basis as close as possible to its aggregate fair market value and, to the extent consistent with this primary objective, do so in a manner which will result in maximizing the increase in basis for federal and state estate and succession taxes attributable to appreciation. I also authorize my Executor or Trustee, in their absolute discretion, to make in kind and non-prorata distributions under this will if practicable

O. To employ accountants, attorneys, advisors, including investment advisors and money managers, and such agents as they may deem advisable; and to grant them discretionary powers, to pay reasonable compensation for their services and to charge same to (or apportion same between) income and principal as they may deem proper. In this regard, I encourage the beneficiaries of my estate and trust, if funded herein, if minors, or their guardians, to suggest such advisors to my Executor and/or Trustee and I encourage my Executor and/or Trustee to heed such suggestions if same be in the best interest of my beneficiaries. I am currently utilizing the services of Doug McDaniel with EFP, Inc., Jackson, Mississippi, as Investment Advisor and if I am still using his services at the date of my death, I suggest that my Executor and Trustee continue to utilize his services.

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

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

  
WILLIAM B KEMP, JR

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

With regard to the William B Kemp, Jr. Family Trust contained herein, since my Trustee is not required to distribute any income, I hereby authorize my Trustee, in its sole and absolute discretion, to decide how much income to distribute or accumulate and I exonerate my Trustee from any liability for additional tax on any trust if they accumulate any income of said trust

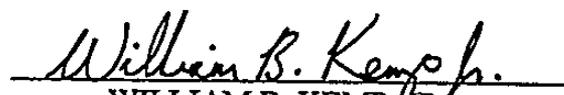
I also authorize my said Trustee, whether or not required to distribute any income, to elect or not elect to treat all or any portion of any estimated tax paid by any trust created hereunder as a payment by one or more beneficiaries of said trust. Said election may be made either pro-rata among the beneficiaries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

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

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

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

W. The power, exercisable in their sole discretion, to invest in any insurance policy, whether the insured or covered person is a beneficiary or any other person. Such investment may be

  
WILLIAM B. KEMP, JR.

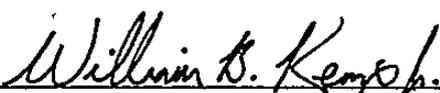
in part ownership of any insurance policy and may be made in any manner that the Executor or Trustee shall deem appropriate. The propriety of such investment and the nature and amount of the insurance policy in which is invested shall be solely within the discretion of the Executor or Trustee, and the 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 insurance policies of a similar character, so held, may bear to the entire amount of the trust estate. The term "insurance policy" shall be deemed to include life insurance policies, annuity contracts, accident policies, and any retirement plan or contract under which death benefits can or are made payable to the Executor or Trustee.

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

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

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

  
WILLIAM B KEMP, JR.

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 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

  
WILLIAM B. KEMP, JR

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, 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

*William B. Kemp, Jr.*  
 WILLIAM B. KEMP, JR.

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.

ARTICLE XI

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

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

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

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

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

*William B. Kemp Jr.*  
WILLIAM B. KEMP, JR.

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

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

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

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

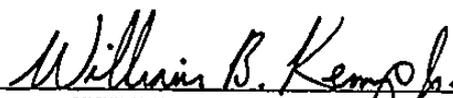
I. To purchase, process and sell merchandise of every kind and description, and to purchase and sell machinery, vehicles, and equipment, furniture and fixtures and supplies of all kinds

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

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

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

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

  
WILLIAM B KEMP, JR

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

#### ARTICLE XII.

I appoint my wife, JANICE EDWARDS KEMP, as Executor of my estate, or if she predeceases me, fails to qualify or otherwise ceases to act, I appoint my cousin, RUSSELL CLAY LANDEN, JR., of Wilson, North Carolina, as Successor Executor; or if he also predeceases me, fails to qualify or otherwise ceases to act, I appoint FIDUCIARY MANAGEMENT COMPANY, LLC as Alternate Successor Executor. I direct that any and all of the above-named persons and/or entity serve in said capacities without the necessity of making bond, inventory, accounting or appraisalment to any court, to the extent that same may be properly waived under the law.

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

I appoint as Trustee of the William B. Kemp, Jr Family Trust, created herein, FIDUCIARY MANAGEMENT COMPANY, LLC of Jackson, Mississippi. I also direct that said Trustee or any successor to it serve without the necessity of making bond, inventory, appraisalment or accounting to any court to the extent that same may be properly waived under law. All references herein to "Trustee" or "it" shall be deemed to be gender neutral and include the masculine, the feminine, and shall also be deemed to include an entity or entities, and also includes individual or Co-Trustees.

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

  
WILLIAM B. KEMP, JR.

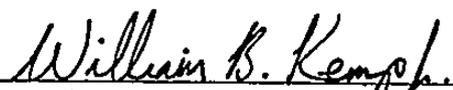
During the existence and duration of the William B Kemp, Jr Family Trust, if funded as provided herein, my wife, if living at that time, or if she is deceased or otherwise unable to name a successor, then a majority of the beneficiaries of legal age, (or if any are minors, the guardian of their persons) may demand resignation of any Trustee of the William B Kemp, Jr Family Trust with or without cause; provided, however, that upon such demand of resignation of said Trustee or Trustees, the same persons, in the order stated above, shall appoint a Successor Trustee as they in their discretion shall determine for the best interests of the beneficiaries of said trust, provided that Successor Co-Trustees may be appointed, but in all instances, if the named Trustee is all replaced, one (1) such Successor Trustee must always be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location Any such Successor Trustee shall be vested with all rights, powers, duties and discretions conferred upon the original Trustee

ARTICLE XIII.

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

ARTICLE XIV.

In the event my said wife predeceases me, or dies after my death without having made adequate provision for the care and custody of any minor children, I appoint the Trustee of the William B. Kemp, Jr. Family Trust as Guardian of the estate and property of such minor children I appoint my cousin, RUSSELL CLAY LANDEN, JR , of Wilson, North Carolina, as Guardian of the persons of such minor children

  
 WILLIAM B KEMP, JR

Said Guardian of their estates is to have exclusive control of their estates and property in accordance with the terms of the William B Kemp, Jr. Family Trust as well as applicable State law; and said Guardian of their persons are to have exclusive control of their custody and care. I require no bond, inventory, appraisalment or accounting of said guardians in the performance of their duties.

ARTICLE XV.

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

I, WILLIAM B. KEMP, JR., have signed this Will which consists of twenty-nine (29) pages, this the 27<sup>th</sup> day of February, 1998, in the presence of J. STEPHEN STUBBLEFIELD and HELEN M. DEATON, who attested it at my request

William B. Kemp, Jr.  
WILLIAM B KEMP, JR., Testator

The above and foregoing Will of William B. Kemp, Jr. was declared by him in our presence to be his Will and was signed by William B. Kemp, Jr in our presence and at his request and in his presence and in the presence of each other, we the undersigned witnessed and attested the due

William B. Kemp, Jr.  
WILLIAM B. KEMP, JR.

execution of the Will of William B. Kemp, Jr. on this the 27<sup>th</sup> day of February, 1998

J. Stephen Fursfield

of

340 Sherborne Place  
Jackson, Ms. 39208

Helen M. Neaton

of

3119 Rice Street  
Paul, Ms 39208

William B. Kemp, Jr.  
WILLIAM B. KEMP, JR.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF WILLIAM B. KEMP, JR.

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

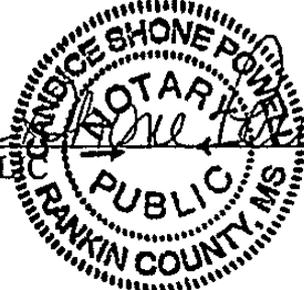
PROOF OF WILL

Be it known and remembered that on this 27<sup>th</sup> day of February, A.D., 1998, before me, the undersigned authority, personally came and appeared J. STEPHEN SUBBLEFIELD one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of William B. Kemp, Jr., bearing date of the 27<sup>th</sup> day of February, 1998, 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 William B Kemp, Jr, signed, published and declared said instrument of writing as and for his Last Will and Testament in the presence of this deponent on the day of the date of said instrument, that said William B. Kemp, Jr, 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 he had maintained his fixed place of residence prior to said date; and that said William B. Kemp, Jr was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testator and in the presence of each other on the date aforesaid.

J. Stephen Subblefield  
J. STEPHEN SUBBLEFIELD, Witness

SWORN TO AND SUBSCRIBED before me by J. STEPHEN SUBBLEFIELD,  
this 27<sup>th</sup> day of February, A D., 1998 (Witness)

Cordice Shone Powell  
NOTARY PUBLIC



My Commission Expires:

June 5, 1999

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF WILLIAM B. KEMP, JR.

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

PROOF OF WILL

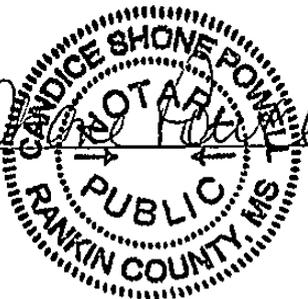
Be it known and remembered that on this 27<sup>th</sup> day of February, A D., 1998, before me, the undersigned authority, personally came and appeared HELEN M. DEATON, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of William B. Kemp, Jr., bearing date of the 27<sup>th</sup> day of February, 1998, 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 William B. Kemp, Jr., signed, published and declared said instrument of writing as and for his Last Will and Testament in the presence of this deponent on the day of the date of said instrument, that said William B Kemp, Jr., 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 he had maintained his fixed place of residence prior to said date; and that said William B. Kemp, Jr. 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

Helen M. Deaton  
HELEN M. DEATON, Witness

SWORN TO AND SUBSCRIBED before me by HELEN M. DEATON,  
(Witness)

this 27<sup>th</sup> day of FEBRUARY, A D., 1998

Candice Shone Powell  
NOTARY PUBLIC



My Commission Expires.

June 5, 1999

LAST WILL AND TESTAMENT  
OF  
DOROTHY S. HANKINS

B 36 P 198

I, DOROTHY S. HANKINS, a resident of Madison, Mississippi, which I declare to be my domicile, do hereby make, publish, and declare this to be my LAST WILL AND TESTAMENT, hereby revoking all Wills and codicils at any time heretofore made by me.

FAMILY IDENTIFICATION

ARTICLE 1: I am not married, and I have three children: ANDRIA BRADSHAW WEST, CAROL BRADSHAW WEEKS, and GAYLE BRADSHAW SUMRALL.

ESTATE DISPOSITION

ARTICLE 2: I hereby give all of my property, of every kind and nature and wheresoever situated, whether real or personal (my "estate"), to GAYLE BRADSHAW SUMRALL. In the event GAYLE BRADSHAW SUMRALL shall predecease me, I give all my property and estate, wheresoever situated, to ROY L. SUMRALL.

SIMULTANEOUS DEATH PROVISION

ARTICLE 3: If any person who may be interested in my estate dies at the same time as I do or under such circumstances that there is insufficient evidence to determine which of us died first, then it shall be presumed that such person predeceased me.

GIVE INCLUDES DEVISE, BEQUEATH

ARTICLE 4: Throughout this Will I direct that the term "give" shall be deemed to include the term "bequeath" or "devise" when appropriate.

EXECUTOR APPOINTED

ARTICLE 5: I nominate and appoint GAYLE BRADSHAW SUMRALL as executor of this my will. If said named executor shall fail to survive me, shall decline to act, or having qualified shall, for any reason thereafter, cease to act, I nominate and appoint JEANETTE RATH as successor executor. My executor shall be entitled to receive a reasonable commission under the state law of my domicile at the time of my death.

I direct that my estate be held and administered as a trust, and I confer upon my executor all powers granted to trustees herein or, if such powers are not enumerated herein, all powers granted by the provisions of the Mississippi Uniform Trustees' Powers Law, Mississippi Code Annotated Section 9-9-101 et seq

FILED  
This Date

AUG 08 2003

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Mike Crook, Chancery Clerk  
By: AM Lewis D.C.

WAIVER OF BOND, INVENTORY, ACCOUNTING

ARTICLE 6: I direct that no executor or other legal representative of my estate shall be required to furnish any bond or other security to any court or tribunal in any jurisdiction, and I hereby waive any requirement of inventory, appraisal or accounting to any court or tribunal.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument as my last will and testament on this 16 day of Dec., 2002

Dorothy S. Hankins
DOROTHY S. HANKINS

ATTESTATION

The foregoing instrument was signed, published and declared by DOROTHY S. HANKINS, the testator, to be said testator's last will and testament in the presence of each of us and all of us together; and the testator requested each of us to sign the same as attesting witnesses; and we thereupon signed our names hereto as such witnesses, in the presence of the testator, and in the presence of each other, on this 16 day of December, 2002. We further state that each of us believes that, at the time the testator executed the foregoing instrument, the Testator was of sound mind and memory, of lawful age, and did so execute it as the testator's own free act and deed and not under the unlawful influence of any person.

NAMES:

ADDRESSES:

Carolyn S. Staley 340 Arbor Dr., Apt. 1102
Ridgeland MS 39157
Dwanda Mousalis 4028 Learned Rd.
Edwards, MS 39066
Brandi M. Carr 222 Belaire Drive
Pearl, MS 39208

AFFIDAVIT OF ATTESTING WITNESSES

State of Mississippi:  
County of HINDS:

Carolyn S. Staley, Brenda Marsalis  
and Brandi M. Carr depose and say:

(1) That they are the attesting Witnesses whose signatures appear on the attached or foregoing Will;

(2) That on December 16, 2002, in the presence of each of the undersigned Witnesses, DOROTHY S. HANKINS signed the attached or foregoing Will at the end thereof and each of the undersigned Witnesses saw the Testator sign the Will;

(3) That at the time she signed the Will, the Testator declared the instrument so signed by her to be the Testator's Last Will and Testament;

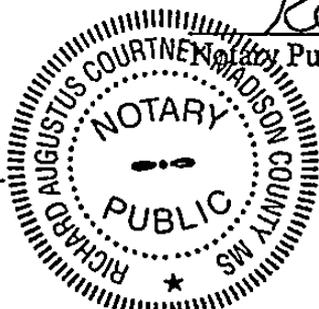
(4) That each of the undersigned Witnesses, at the request of the Testator, and in the Testator's presence, and in the presence of each other, thereupon signed as a Witness thereto;

(5) That the Testator, at the time of the execution of the Will, was at least eighteen (18) years of age, was of sound mind, memory and understanding, and was under no restraint or undue influence or in any respect incompetent to make a Will;

PRINTED NAME:	SIGNATURE
<u>Carolyn S. Staley</u>	<u>Carolyn Sue Staley</u>
<u>Brenda Marsalis</u>	<u>Brenda Marsalis</u>
<u>Brandi M. Carr</u>	<u>Brandi M. Carr</u>

Sworn to and subscribed, before me by Carolyn S. Staley  
Brenda Marsalis, and Brandi M. Carr  
this 16 day of December, 2002.

My Commission Expires:  
12/20/2002



Richard A. Courtney  
Notary Public