

FILED
This Date

B 36 P 395

LAST WILL AND TESTAMENT

OCT 31 2003

of

2003-757

GEORGE S. LENSING

Mike Crook, Chancery Clerk
By: John J. Jones D.C.

I, GEORGE S. LENSING of Madison, Mississippi, hereby make, publish and declare this to be my Last Will and Testament and revoke all previous wills and codicils made by me.

Section 1. Identification of Family

1.01 My wife's name is Opal G. Lensing. All references in this will to my wife or my spouse, whether or not specifically named, shall mean only Opal G. Lensing.

1.02 The names of my children now living are George S. Lensing, Jr., Michael H. Lensing, David C. Lensing and Mary L. Poirier. All references in this will to my children shall mean these children. Any reference in this will to my issue shall mean my children and their issue.

Section 2. Nomination of Personal Representative

2.01 I hereby nominate my son George S. Lensing, Jr., to serve as my personal representative, sometimes referred to as my executor. Should he be unable or unwilling at any time to serve as my personal representative, I nominate my son David C. Lensing to serve as my personal representative.

2.02 I direct that my personal representative, and any successor, be permitted to serve without bond in any jurisdiction; and I waive inventory, appraisal and accounting.

Section 3. Payment of Probated Claims and Specific Bequests

3.01 I direct my personal representative to pay all of my just debts and obligations which may be duly probated, registered and allowed against my estate as soon as may be


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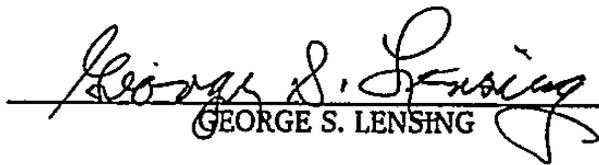
conveniently done.

3.02 I direct that those specific devises set out on Exhibit A attached hereto and made a part hereof by this reference shall next be paid by my personal representative.

Section 4. Residuary Devise

4.01 My residuary estate shall consist of all property or money owned by me at the time of my death and not otherwise effectively disposed of in this will, including all insurance proceeds or other death benefits that are payable to my estate but excluding any property over which I may have a power of appointment, less all valid claims asserted against my estate and all expenses incurred in administering my estate, including expenses of administering nonprobate assets.

4.02 If my wife, Opal G. Lensing, shall survive me, then I do desire to minimize or eliminate all federal estate tax payable on account of my death, without needlessly increasing the size of my wife's taxable estate. Accordingly, if my wife survives me, I give and bequeath to her the smallest amount of assets that qualify for the marital deduction as will be sufficient to result in the lowest federal estate tax being imposed upon my estate after allowing for the unified credit, and any other allowable credits and deductions. In making the computations necessary to determine the amount of this gift and bequest, the final determinations for federal estate tax purposes shall control. In the sole power and discretion of my personal representative, the payment of this amount may be made wholly or partly in cash or property as selected by him; provided, however, that all such property so selected shall be valued at the value thereof as finally determined for federal estate tax purposes in my estate; provided, further, in exercising this power and discretion my personal representative shall first allot to this gift and bequest the more liquid and salable assets of my estate; and provided, further, that in no event shall there be included in this gift and bequest any asset or the proceeds of any asset which will not qualify for the marital deduction for federal estate tax purposes. Notwithstanding anything to the contrary, my personal representative, in order to implement this bequest, shall distribute to my wife assets, including cash, the identity of which shall be at the sole discretion of


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my personal representative and no one shall question such discretion exercised as to amount or identity of property so given under the provisions of this subparagraph

4.03 If my wife, Opal G. Lensing, survives me, then I give, devise and bequeath the balance of my residuary estate after the devise in the preceding paragraph 4.02 to the Trustee of the Spousal Trust created hereafter.

4.04 If my wife fails to survive me, I give, devise and bequeath the entirety of my residuary estate in four equal shares. One share each shall go to George S. Lensing, Jr., Michael H. Lensing, and David C. Lensing, or to the surviving issue of any deceased child of mine among these, who shall take by representation. The fourth share shall go to the trust set up hereafter for the benefit of the children of my daughter Mary L. Poirier.

Section 5. Common Disaster

5.01 Notwithstanding anything to the contrary contained in any statute, if my wife and I die in a common disaster or under such circumstances as there is not sufficient evidence, in the opinion of my personal representative, whose judgment shall be conclusive, as to which of us died first, all of my property, personal or otherwise, shall be disposed of as if my wife survived me.

Section 6. Trusts for Grandchildren

6.01 It is my desire that the trust established in paragraph 4.04, above, shall be administered by my sons George S. Lensing, Jr. and David C. Lensing as Co-trustees thereof, shall be governed by the laws of the State of Mississippi and shall terminate upon the death of my said daughter, at which time the remaining principal and interest, if any, shall be distributed by the Trustee to the beneficiaries or to the surviving issue of any deceased beneficiary. If any beneficiary passes away without issue, then such share shall be divided equally among the other children of my said daughter.

Section 7. Powers of Personal Representative


GEORGE S. LENSING

7.01 My personal representative, and any successor thereto, shall have all of the powers granted to personal representatives and fiduciaries under the applicable laws of the state of Mississippi, including the power to execute any joint or individual tax return on my behalf or on behalf of my estate.

7.02 My personal representative shall be entitled to reasonable compensation for services actually performed and to reimbursement of expenses properly incurred.

7.03 My personal representative shall have, in addition to any other powers, the power to invest, reinvest, sell, mortgage, lease or otherwise transfer or dispose of any part or all of my estate, without the necessity of obtaining prior or subsequent court approval.

7.04 My personal representative may make distributions either in cash or in kind. Distributions in kind may be made at the discretion of my personal representative. My personal representative may make any distributions under this will either (1) directly to the beneficiary, (2) in any form allowed by applicable state law for gifts or transfers to minors or persons under disability, (3) to the beneficiary's guardian, conservator, or caregiver for the benefit of the beneficiary, or (4) by direct payment of the beneficiary's expenses.

Section 8. Construction and Definitions

The following rules and definitions shall apply in the construction of this instrument and in the administration of my estate:

8.01 Any reference to "child," "children," or "issue," shall be construed as including all persons who are descended from the person referred to under the intestacy laws of the state of Mississippi, as those laws exist on the date of my death. An adopted child or issue shall be considered as descended from the person referred to only if such child or issue was adopted prior to age 18. A child in gestation who is later born alive shall be considered as a living child throughout the period of gestation. The term "issue" includes "child."


GEORGE S. LENSING

8.02 When an interest is given to the issue of a deceased person, distributions shall be made by representation whereunder the issue of the deceased person take and share equally the share of the estate that would have been taken by deceased person if he or she were alive.

8.03 Any reference to my "personal representative" in whatever form refers to the person, persons, or institution then acting as the personal representative of my estate.

8.04 All questions as to the validity and construction of this will shall be governed by the laws of the state of Mississippi.

8.05 The term "estate and death taxes" shall mean all estate, inheritance, transfer, succession, or other taxes or duties payable by reason of my death, including interest and penalties thereon.

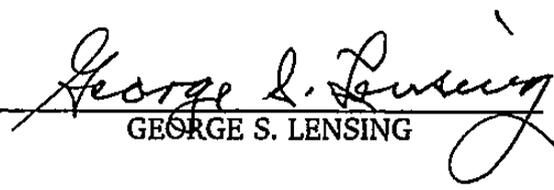
Section 9. Payment of Taxes and Expenses

9.01 I direct my personal representative to pay the expenses of administering my estate, the expenses created by reason of my death, and all estate and death taxes payable with respect to property includable in my gross estate or taxable by reason of my death, whether or not such property is part of my probate estate and whether or not such taxes are payable by my estate or by the recipient of any such property. Such taxes and expenses should be paid out of my residuary estate without apportionment.

Section 10. Spousal Trust

10.01 I appoint my son George S. Lensing, Jr., to serve as Trustee of this Spousal Trust. Should he be unable or unwilling at any time to serve as Trustee, I nominate my son David C. Lensing to serve in this capacity.

10.02 Any property distributed under this will to the Trustee of the Spousal Trust, together with all other property, funds, or assets payable or distributed to the Spousal


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Trustee from any other source, shall constitute the trust estate of the Spousal Trust created under this section 10.

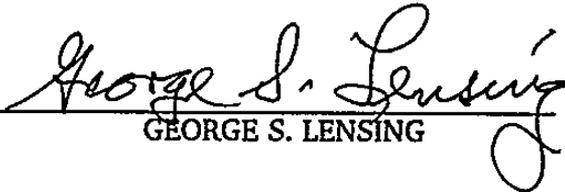
10.03 During the life of my spouse, the Trustee shall pay to, or apply for the benefit of, my spouse no less frequently than monthly all of the net income of the Spousal Trust from the date of my death. During the life of my spouse, the Trustee may pay to, or apply for the benefit of my spouse such amounts of the principal of the Spousal Trust as the Trustee may determine to be necessary or advisable for the health, education, support, and maintenance of such beneficiary.

10.04 In addition to the payments provided for in paragraph 10.03 above, the Trustee shall distribute from the principal of the Spousal Trust such amounts as my spouse may request from time to time by a writing delivered to the Trustee; provided that the total of such withdrawals with respect to any calendar year shall not exceed the greater of \$5,000 or 5% of the principal value of the Spousal Trust at the end of the calendar year. This right to withdraw up to the greater of \$5,000 or 5% of the principal shall be noncumulative from year to year and shall be personal to my spouse.

10.05 Upon the death of my spouse, the Trustee shall distribute the remaining principal and undistributed income of the Spousal Trust in the manner and to the persons specified in paragraph 4.04.

Section 11. Trustee Provisions

11.01 The Trustee serving under any Trust created in this will may perform every act reasonably necessary to administer the Trust. In addition to and not in limitation of the powers, authorities and discretions granted to the Trustee by statute, common law or under any administrative or court rule, the Trustee is hereby authorized and empowered to hold, retain, invest, reinvest and manage without diversification as to kind, amount, or risk of non-productivity in realty or personalty and without limitation by statute or rule of law, partition, sell, exchange, grant, convey, deliver, assign, transfer, lease, option, mortgage, pledge, abandon, borrow, loan, contract, distribute in cash or kind or partly in


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each at fair market value on the date of distribution, without requiring pro rata distribution of specific assets and without requiring pro rata allocation of the tax bases of such assets, hold in nominee form, continue businesses, carry out agreements, deal with themselves, other fiduciaries and business organizations in which the Trustee may have an interest; establish reserves, release powers, and abandon, settle or contest claims; employ attorneys, accountants, custodians of the Trust assets, other agents or assistants as deemed advisable to act with or without discretionary powers and compensate them and pay their expenses from income or principal or both.

11.02 The Trustee may make any payments under any Trust under my will either (1) directly to the beneficiary, (2) in any form allowed by applicable state law for gifts or transfers to minors or persons under disability, (3) to the beneficiary's guardian, conservator, or caregiver for the benefit of the beneficiary, or (4) by direct payment of the beneficiary's expenses. A receipt by the recipient for any such distribution, if such distribution is made in a manner consistent with the proper exercise of the Trustee's duties, shall fully discharge the Trustee.

11.03 If for any reason the Trustee is unwilling or unable to act as to any property of any Trust created hereunder, the Trustee may designate in writing an individual to act as co-Trustee or substitute Trustee as to such property or with respect to any provision, and may revoke any such designation at will. Each co-Trustee or substitute Trustee so acting shall exercise all fiduciary powers granted by my will unless expressly limited by the Trustee in the instrument designating such co-Trustee or substitute Trustee. Any co-Trustee or substitute Trustee may resign at any time by written notice to the Trustee.

11.04 No Trustee shall be obligated to examine the accounts, records, or acts, or in any way or manner be responsible for any act or omission to act on the part of any previous Trustee or of the personal representative of my estate. No Trustee shall be liable to my personal representative or to any beneficiary for the consequences of any action taken by such Trustee which would, but for the prior removal of such Trustee, have been a proper exercise by such Trustee of the authority granted to the Trustee under my will, until actual receipt by such Trustee of notice of such removal. Any Trustee may acquire


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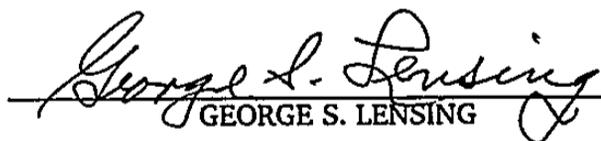
from the beneficiaries, or from their guardians or conservators, instruments in writing releasing such Trustee from liability which may have arisen from the acts or omissions to act of such Trustee, and indemnifying such Trustee from liability therefor, and such instruments, if acquired from all then living beneficiaries, or from their guardians or conservators, shall be conclusive and binding upon all parties, born or unborn, who may have, or may in the future acquire, an interest in the Trust.

11.05 Any successor Trustee at any time serving hereunder, whether corporate or individual, shall have all the title, rights, powers and privileges, and be subject to all of the obligations and duties, both discretionary and ministerial, as herein granted to the original Trustee hereunder, and shall be subject to any restrictions herein imposed upon the original Trustee. Any fiduciary succeeding to the Trust business of any corporate Trustee shall become a successor Trustee under my will with like powers, duties, and obligations.

11.06 Any Trustee may resign by giving written notice thereof to my personal representative, if serving, to any adult beneficiary, and to the parents or guardians of any minor beneficiary then eligible to receive current income, and to any other Trustee then serving. Such written notice shall be delivered by hand or by certified mail and shall become effective upon the acceptance of appointment by the successor Trustee.

11.07 Any Trustee may be removed, without cause, by my spouse by giving written notice to such Trustee and to any other Trustee then serving, effective in accordance with the provisions of the notice. In the case of a minor or incapacitated beneficiary, the conservator of the estate or, if none, the guardian of the person of such beneficiary may act on behalf of such beneficiary.

11.08 If any Trustee shall cease to serve, my spouse may designate a successor Trustee. In the case of a minor or incapacitated beneficiary, the conservator of the estate or, if none, the guardian of the person of such beneficiary may act on behalf of such beneficiary to designate a new Trustee, should such be required. If any vacancy is not filled within thirty days after the vacancy arises, then any beneficiary or such beneficiary's legal guardian or conservator may petition a court of competent jurisdiction to designate


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a successor Trustee to fill such vacancy, provided that the 30-day period may be waived by the court for good cause. By making such designation, such court shall not thereby acquire any jurisdiction over the Trust, except to the extent necessary for making such designation. Any successor Trustee designated hereunder may be an individual or may be a bank or Trust company authorized to serve in such capacity under applicable federal or state law.

Section 12. Administrative Provisions

12.01 Any Trust established under this instrument shall be administered in a timely and efficient manner consistent with its terms, free of active judicial intervention and without order, approval or other action by any court, subject only to the jurisdiction of a court being invoked by the Trustees or other interested parties or as otherwise provided by law.

12.02 I direct that no Trustee shall be required to give any bond in any jurisdiction, and if, notwithstanding this direction, any bond is required by any law, statute, or rule of court, no sureties be required.

12.03 Any Trustee under this instrument shall be entitled to reasonable compensation commensurate with services actually performed and shall be entitled to reimbursement for expenses actually and properly incurred.

12.04 No beneficiary shall have any right to anticipate, sell, assign, mortgage, pledge or otherwise dispose of or encumber all or any part of any Trust estate established for his or her benefit under this instrument, nor shall any part of such Trust estate, including income, be liable for the debts or obligations of any beneficiary or be subject to attachment, garnishment, execution, creditor's bill or other legal or equitable process.

12.05 Except as otherwise specifically provided in this instrument, upon the death of any beneficiary entitled to receive income from any Trust established under this instrument, all accrued or undistributed income held for the account of such beneficiary

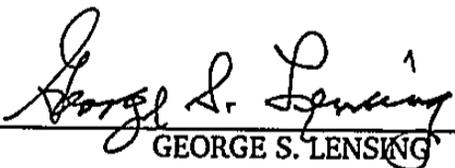

GEORGE S. LENSING

shall be treated as if it had accrued or been received immediately following the death of such beneficiary.

12.06 The Trustee of any Trust established under this instrument shall not be obligated to undertake litigation for collection of any benefits or assets payable by reason of the testator's death including, but not limited to, benefits under life insurance policies, employee benefit plans or other contracts, plans, or arrangements providing for payment or transfer at death which are payable to such Trust unless it is indemnified to its satisfaction against any liability and expense of such litigation. Payment to such Trustee and the receipt of or release by the Trustee shall fully discharge any payor and no payor need inquire into or take notice of this agreement or see to the application of such payment. Anything in this instrument to the contrary notwithstanding, any benefits or assets payable by reason of my death which are payable to the Trustee of any Trust established under this instrument shall not be subject to the claims against my estate. Such benefits shall not be subject to the control of my personal representative or included in the property administered as a part of my probate estate.

12.07 All Trusts created hereunder shall in any event terminate no later than 21 years after the death of the last survivor of the group composed of myself, my spouse, and those of my issue living at my death. The property held in Trust shall be discharged free of any Trust and shall immediately vest in and be distributed to the persons then entitled to the income therefrom in the proportions in which they are beneficiaries of the income, and for this purpose only, any person then eligible to receive discretionary payments of income of a particular Trust shall be treated as being entitled to receive the income, and if more than one person is so treated, the group of such persons shall be treated as being entitled to receive such income as a class, to be distributed among them by representation.

12.08 If any beneficiary, other than my spouse, to whom the Trustee is directed to distribute any share of Trust principal, is under the age of 25 years or is, in the opinion of the Trustee, under any disability which renders such beneficiary unable to use distributions properly when the distribution is to be made, and if no other Trust is then to be held under this will for such beneficiary's primary benefit, the Trustee may, in its



GEORGE S. LENSING

discretion, continue to hold such beneficiary's share as a separate Trust until he or she reaches the age of 25 or overcomes the disability, as the case may be, whereupon the Trustee shall distribute such beneficiary's Trust to him or her. Upon the death of such beneficiary before that time, the Trustee shall distribute the Trust, including any accrued and undistributed income, to his or her then living issue by representation, or, if none, to the then living issue by representation of that parent of the beneficiary who was a child of mine, or, if none, to my then living issue by representation.

12.09 While any Trust is being held under this paragraph, the Trustee may pay to, or apply for the benefit of, the beneficiary for whom the Trust is held such amounts of the net income or principal, or both, as the Trustee may determine to be necessary or advisable for such beneficiary's health, education, support and maintenance. Any undistributed income may be added to principal from time to time in the discretion of the Trustee.

12.10 As to the trust created in paragraph 6.01, the Co-trustees shall be vested with absolute discretion to utilize their judgment in determining any amount to be paid to or for the benefit of any beneficiary without any challenge being made thereto, even to the point of exhausting the trust principal. I have total and unlimited confidence in the discretion of my sons named as Co-trustees, and am fully aware of the breadth of authority I am granting in this paragraph, and do so willingly and after a thorough discussion with my attorney whom I have requested to draft this provision in this manner.

12.11 Any Trustee may release in whole or in part, temporarily or permanently, any power, authority, or discretion conferred by my will or by a Trust created thereunder, by a writing delivered to any co-Trustee, and to each beneficiary then eligible to receive income distributions from any Trust or, if none, to all ascertainable beneficiaries. Such renunciation or release shall not affect the grant of power, authority, or discretion renounced or released.

12.12 The Trustee shall report no less frequently than annually to all adult beneficiaries and to the parents or guardians of any minor beneficiaries then eligible to


GEORGE S. LENSING

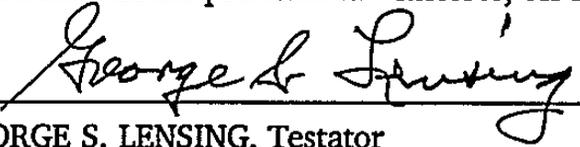
receive current income. The report shall disclose all receipts, disbursements, and distributions made during the reporting period, and identify all property then held as the principal of the Trust. The records of the Trust shall be open at all reasonable times to the inspection of the beneficiaries of the Trust and their representatives.

12.13 The Trustee may consolidate and merge for all purposes a Trust created hereunder with any other Trust created by me or any other person at any time, which other Trust contains substantially the same terms as this Trust for the same beneficiary or beneficiaries and is being administered by the same Trustee, and thereafter may administer such consolidated and merged Trusts as one unit; but if such consolidation and merger does not appear desirable or feasible, the Trustee may consolidate the property of such Trusts for purposes of investment and administration while retaining separate records and accounts for the separate Trusts.

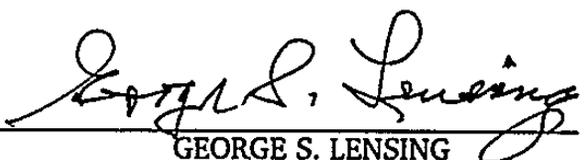
12.14 If the Trustee shall determine, in his discretion, that a separate Trust established hereunder has become uneconomical to administer, the Trustee may terminate such Trust and, in such event, shall distribute the principal and any accrued and undistributed income to the then income beneficiary of the Trust, and if at that time there is more than one such income beneficiary, then such Trust property shall be distributed among such beneficiaries by representation.

12.15 The Trustee, in his discretion and at the expense of the estate, is authorized to retain such legal counsel and ancillary personnel as he may deem appropriate in the exercise of his discretion hereunder.

IN TESTIMONY of the making, declaring and publishing of the foregoing to be my Last Will and Testament, I now sign my name hereto in the presence of witnesses, on this the 6th day of March, 1996.



GEORGE S. LENSING, Testator



GEORGE S. LENSING

WITNESS:

William J. Smith

P.O. Box 14

Jackson MS 39205

WITNESS:

Franklin R. Fowl

P.O. Box 14

Jackson, MS 39205-0014

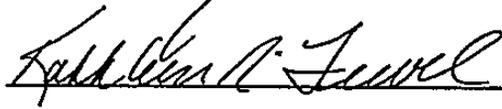
George S. Lensing
GEORGE S. LENSING

CERTIFICATE OF SUBSCRIBING WITNESSES

We, Wanda S. Howe and Kathleen R. Fewel,

do hereby certify that GEORGE S. LENSING made, declared and published the foregoing instrument to be his Last Will and Testament in our presence, and that he signed and subscribed the same as his Last Will and Testament in our presence, especially and expressly requesting us to be the subscribing witnesses, each signing in the presence of the Testator and in the presence of each other and believing the Testator to be of sound mind and memory.

WITNESS OUR SIGNATURES this the 6th day of March, 1996.

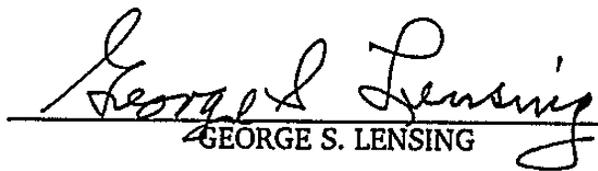
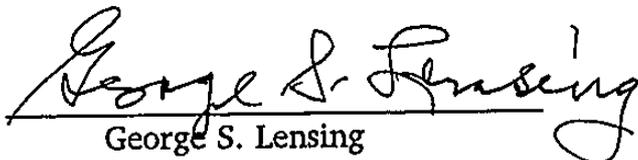

GEORGE S. LENSING

EXHIBIT "A"
TO THE LAST WILL AND TESTAMENT OF
GEORGE S. LENSING

I do hereby give the sum of Five Thousand Dollars (\$5,000.00) to Subiaco Abbey in Subiaco, Arkansas.


George S. Lensing

**AFFIDAVIT OF WITNESSES TO THE
LAST WILL AND TESTAMENT OF
GEORGE S. LENSING**

FILED
This Date

OCT 31 2003

STATE OF MISSISSIPPI
COUNTY OF MADISON

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

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, William B. Howson, and Kathleen R. Fawell, subscribing witnesses to the Last Will and Testament of GEORGE S. LENSING, who having been by me first duly sworn, on their oaths state:

That they are the subscribing witnesses to the Last Will and Testament of GEORGE S. LENSING, which was executed by him on the 6th day of March, 1996, and that they subscribed their names to said Last Will and Testament in the presence of the Testator and in the presence of each other and at the special instance and request of said GEORGE S. LENSING.

That at the time of the execution of said Last Will and Testament by GEORGE S. LENSING, he was over the age of eighteen (18) years, was of sound disposing mind and memory, and competent to make a Will.

And further, Affiant saith not.

[Signature]
WITNESS

Kathleen R. Fawell
WITNESS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 21 day of October, 2003.

Regueline M. Watkins
NOTARY PUBLIC

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JAN 16, 2007
BONDED THRU STEGALL NOTARY SERVICE

2003-740

LAST WILL AND TESTAMENT

I, Lance Dean Miller, a citizen and resident of Hands County, Mississippi, being over the age of 21 years and 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 former wills by me heretofore made.

ITEM I. I hereby give devise and bequeath unto my mother, Shirley Marie Boyd also known as Debbie Boyd, all of my properties which I own at the time of my death, real, personal and mixed, and wherever situated. (Expressly my residence located at 217 North Wheatley, Ridgeland, Mississippi).

ITEM II. I hereby appoint my mother, Shirley Marie Boyd, who, is also known as Debbie Boyd, as sole executrix of this my Last Will and Testament. I hereby order and direct that she not be required to make bond as executrix and she not be required to make an appraisalment of my estate nor shall she be required to report or account to any court as executrix.

IN WITNESS WHEREOF I have hereunto set my hand this 16 day of September, 1985.

Lance Dean Miller
LANCE DEAN MILLER

WITNESSES:

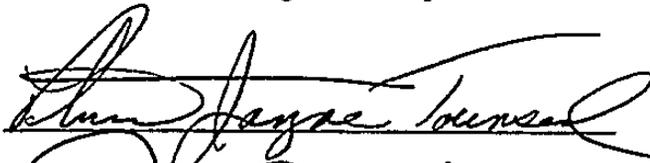
[Signature]
[Signature]

FILED
This Date

OCT 31 2003

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

The foregoing instrument was on the 16 day of September, A.D., 1985, subscribed at the end thereof by Lance Dean Miller, the above named testatrix, and by him signed, published and declared to be his Last Will and Testament in the presence of us and each of us, who thereupon, at his request, in his presence, and in the presence of each other, have hereunto subscribed our names as attesting witnesses thereto, and we further certify that at the time of the execution of said instrument that the testatrix, the said Lance Dean Miller, was of sound and disposing mind and over the age of 21 years.




AFFIDAVIT OF SUBSCRIBING WITNESS

2003-740

STATE OF FLORIDA

COUNTY OF Orange

PERSONALLY appeared before me, the undersigned authority of law, in and for the above styled jurisdiction, JUDY GAMBRELL, one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of LANCE DEAN MILLER, Deceased, late of Madison County, Mississippi, and having been first duly sworn, makes oath that the said LANCE DEAN MILLER, signed, published and declared said instrument as his Last Will and Testament on September 16, 1985, the date of said instrument, in the presence of this affiant and in the presence of Payne Townsend, the other subscribing witness. That said Testator was then of sound and disposing mind and memory and above the age of 21 years. That this affiant and the other subscribing witness subscribed and attested said instrument as witnesses to the signature and publication thereof, at the instance and request of the Testator, in the presence of said Testator and in the presence of each other

Judy Gambrell
JUDY GAMBRELL

SWORN TO AND SUBSCRIBED, before me, this the 7 day of October, 2003

Jeanette Valentin
NOTARY PUBLIC

My Commission Expires:

June 24, 2005



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
This Date

IN THE MATTER OF
THE ESTATE OF:

OCT 31 2003

LANCE DEAN MILLER, DECEASED, ^{Mike Crook, Chancery Clerk}
By: Kim Jewell, D.C. CIVIL ACTION NO. 2003-740

AFFIDAVIT
(Miss. Code Ann. §91-7-145)

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid, SHIRLEY MARIE BOYD, Executrix of the Estate of LANCE DEAN MILLER, who being by me first duly sworn on oath, stated.

That SHIRLEY MARIE BOYD, is the duly appointed, qualified and acting Executrix of the Estate of LANCE DEAN MILLER, deceased;

That affiant has made reasonably diligent efforts to identify all persons having claims or potential claims against the above-styled and numbered estate and has given notice by first class 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 this Court granting letters within the ninety (90) day period provided by *Miss. Code Ann. §91-7-145*, will bar such claim. The persons or entities so identified and their last known addresses are:

<u>Person/Company.</u>	<u>Last Known Address:</u>
None	N/A

Witness the signature of the undersigned, this 31st day of October, 2003.

Shirley Marie Boyd
SHIRLEY MARIE BOYD

State of Mississippi

County of Madison

Sworn to and subscribed before me, this the 31st day of October, 2003

My commission expires:
January 5, 2004

Mike Crook, Chancery Clerk
Notary Public
ex-officio By: Kim [Signature]



Prepared by:

John R. Elliott, Jr. (MBN 100372)
MORROW LAW FIRM, PLLC
200 East Government Street, Suite 100
Post Office Box 148
Brandon, Mississippi 39043-0148
(601) 824-5040 - Telephone
(601) 824-9060 - Facsimile

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF FAYE MARIE THOMPSON, DECEASED

CIVIL ACTION, FILE NO. 2003-679

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

I, CLIFTON ANDERSON, Administrator of the Estate of Faye Marie Thompson, deceased, do swear that I have made reasonably diligent efforts to identify persons having any claims against the Estate of Faye Marie Thompson, deceased, and I have located no persons and businesses having any claims against the Estate of Faye Marie Thompson, Deceased, as follows:

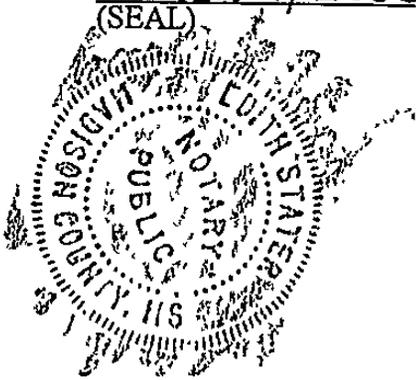
I, do further certify that I have notified each of these creditors of the opening of the Estate of Faye Marie Thompson.

Clifton Anderson
CLIFTON ANDERSON

2003 SWORN TO AND SUBSCRIBED BEFORE ME on this the 31st day of October September,

Edith Stater
NOTARY PUBLIC

My Commission Expires:
March 7, 2003



FILED
This Date

NOV 03 2003

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN RE: IN THE MATTER OF ESTATE OF
JOE FRED SANDERS, DECEASED

ALICE MURRAY BARDWELL, ADMINISTRATRIX

CAUSE NO. 586

AFFIDAVIT OF ADMINISTRATRIX AS TO
CLAIMS AGAINST ESTATE

STATE OF MISSISSIPPI
COUNTY OF MADISON

This day came and appeared before me, the undersigned authority in and for said county and state, ALICE MURRAY BARDWELL, who being by me first duly sworn on oath states that he has made diligent efforts to identify any entities having claims against this estate; and from such efforts has determined that the following persons or entities might have claims against this estate, and should be personally contacted or mailed a copy of the Notice to Creditors being published in this estate, as required by Section 91-7-145 of the Mississippi Code of 1972, as amended, to-wit:

NONE

Alice Murray Bardwell
ALICE MURRAY BARDWELL

Sworn to and subscribed before me, on this the 18th day of AUGUST, 2003.

Nancy K Sebrun
NOTARY PUBLIC



FILED
This Date

OCT 31 2003

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
ALEEN GERTRUDE TUTOR, DECEASED

CAUSE NO. 2003-662

AFFIDAVIT OF TEMPORARY ADMINISTRATOR

STATE OF TENNESSEE

COUNTY OF Shelby

James Dudley Tutor, a/k/a James D. Tutor, M.D., being duly sworn, deposes and says as follows: My address is 2175 Burlingate Drive, Cordova, Tennessee 38016, and I am the Temporary Administrator of the Estate of Aleen Gertrude Tutor, Deceased, who died on the 28th day of June, 2003.

At the time of death, the Decedent was the Ward of a Guardianship in Madison County, Mississippi. The Decedent resided in the State of Mississippi for many years prior to death.

All known funeral and burial expenses have been paid, and upon reasonable diligent inquiry believes no final illness expenses exist.

This affidavit is made for the purpose of certifying that a reasonably diligent effort to identify creditors was made, in accordance with Section 91-7-145, Mississippi Code of 1972, as Annotated, viz --

- (1) I reviewed the known personal effects of the Decedent for indices of creditors;

FILED
This Date

NOV 03 2003

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

- (2) I interviewed the relatives of the Decedent, who best knew the business of the Decedent;
- (3) I reviewed for bills the mail which come unto the address of the Decedent.

Notice by First Class U.S. mail, "Certified, Return Receipt Requested," was then sent to the last known address of the following, who have been identified as creditors, or potential creditors, of the Estate:

Social Security Administration
McCoy Federal Building
100 West Capitol Street, Ste. 401
Jackson, Mississippi 39269

Felix L. Caldwell, II, M.D.
6027 Walnut Grove, Suite 103
Memphis, Tennessee 38120

Bright Glade Convalescent Home
5070 Sanderlin Avenue
Memphis, TN 38117-4397

AMPHARM, Inc.
557 East Main Street
P.O. Box 307
Parsons, TN 38363

Cross Roads Hospice of Tennessee, LLC
1634 Sycamore View Road
Memphis, TN 38134

Baptist Hospital (Memphis)
6019 Walnut Grove Road
Memphis, TN 38120

John C. Wagner, Esq.

Wilkes, McCullough & Wagner
44 N Second Street, Suite 401
Memphis, TN 38103

Internal Revenue Service
Atlanta, GA 39901

Mississippi State Tax Commission
P.O. Box 1033
Jackson, MS 39215-1033

The above creditors were advised in their respective notices: A failure to have their claim probated and registered by the Clerk of the Court granting letters within the ninety (90) day period from date of first publication, will bar the claim. Copies of said letters to creditors are attached hereto and hereby herein incorporated as Collective Exhibit "A."

Further Affiant saith not.

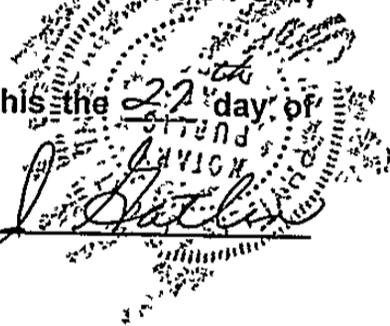
James D. Tutor, M.D.
JAMES DUDLEY TUTOR, a/k/a JAMES
D. TUTOR, M.D., TEMPORARY
ADMINISTRATOR OF THE ESTATE OF
ALEEN GERTRUDE TUTOR,
DECEASED

SWORN TO AND SUBSCRIBED BEFORE ME, this the 22nd day of
October, 2003.

My Commission Expires:

MY COMMISSION EXPIRES JUNE 07, 2005

Phyllis J. Hatfield
NOTARY PUBLIC



PREPARED BY:

**RINGER & SIMMONS
DAVID RINGER, BAR #5364
125 EAST MAIN STREET
POST OFFICE BOX 737
FLORENCE, MISSISSIPPI 39073
(601) 845-7349 / FAX # (601) 845-6799
f:\wpwin60\forms\estate\plainfor.msladmin\affadmin**

CERTIFIED MAIL, RETURN RECEIPT
700305000004 7580 6900

October 23, 2003

Social Security Administration
McCoy Federal Building
100 West Capitol Street, Ste 401
Jackson, Mississippi 39269

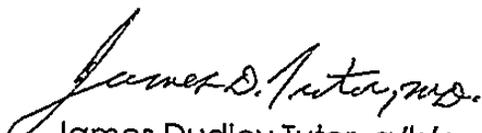
In Re: Aleen Gertrude Tutor, Deceased

Dear Sirs:

You are hereby advised that a probation proceeding has been instigated for the above-referenced Estate. You have been identified as a potential creditor of the Estate.

Please be advised that your failure to probate a claim against the referenced Estate on or before February 6, 2004, will bar such claim. All claims, including any written evidence of same should be presented to the Chancery Clerk of Madison County, Mississippi, Cause No. 2003-662, within the stated time.

Sincerely,



James Dudley Tutor, a/k/a
James D Tutor, M D.,
Temporary Administrator
of the Estate of Aleen
Gertrude Tutor, Deceased

CERTIFIED MAIL, RETURN RECEIPT
7003 0500 0004 7580 6917

October 23, 2003

Felix L. Caldwell, II, M D
6027 Walnut Grove, Suite 103
Memphis, Tennessee 38120

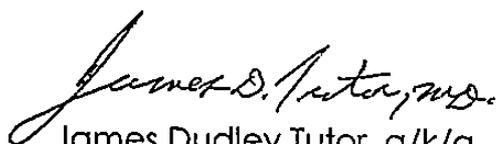
In Re: Aleen Gertrude Tutor, Deceased

Dear Sirs:

You are hereby advised that a probate proceeding has been instigated for the above-referenced Estate. You have been identified as a potential creditor of the Estate.

Please be advised that your failure to probate a claim against the referenced Estate on or before February 6, 2004, will bar such claim. All claims, including any written evidence of same should be presented to the Chancery Clerk of Madison County, Mississippi, Cause No. 2003-662, within the stated time.

Sincerely,



James Dudley Tutor, a/k/a
James D. Tutor, M.D.,
Temporary Administrator
of the Estate of Aleen
Gertrude Tutor, Deceased

CERTIFIED MAIL, RETURN RECEIPT

7003 0500 0004 7580 6924

October 23, 2003

Bright Glade Convalescent Home
5070 Sanderlin Avenue
Memphis, TN 38117-4397

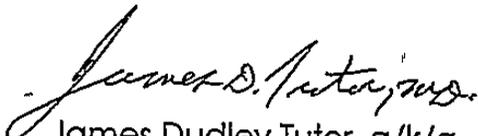
In Re: Aleen Gertrude Tutor, Deceased

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Please be advised that your failure to probate a claim against the referenced Estate on or before February 6, 2004, will bar such claim. All claims, including any written evidence of same should be presented to the Chancery Clerk of Madison County, Mississippi, Cause No. 2003-662, within the stated time.

Sincerely,



James Dudley Tutor, a/k/a
James D. Tutor, M.D.,
Temporary Administrator
of the Estate of Aleen
Gertrude Tutor, Deceased

CERTIFIED MAIL, RETURN RECEIPT

7003 0500 0004 7580 6931

October 23, 2003

AMPHARM, Inc
557 East Main Street
P O Box 307
Parsons, TN 38363

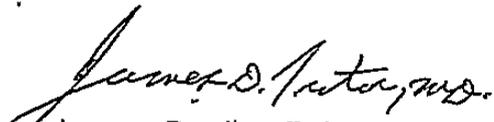
In Re: Aleen Gertrude Tutor, Deceased

Dear Sirs:

You are hereby advised that a probation proceeding has been instigated for the above-referenced Estate. You have been identified as a potential creditor of the Estate.

Please be advised that your failure to probate a claim against the referenced Estate on or before February 6, 2004, will bar such claim. All claims, including any written evidence of same should be presented to the Chancery Clerk of Madison County, Mississippi, Cause No. 2003-662, within the stated time.

Sincerely,



James Dudley Tutor, a/k/a
James D. Tutor, M.D.,
Temporary Administrator
of the Estate of Aleen
Gertrude Tutor, Deceased

CERTIFIED MAIL, RETURN RECEIPT

703 0500 0004 7580 6948

October 23, 2003

Cross Roads Hospice of Tennessee,
LLC
1634 Sycamore View Road
Memphis, TN 38134

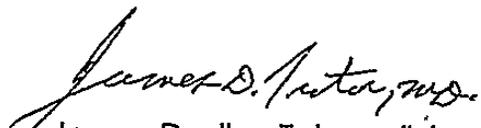
In Re: Aleen Gertrude Tutor, Deceased

Dear Sirs:

You are hereby advised that a probate proceeding has been instigated for the above-referenced Estate. You have been identified as a potential creditor of the Estate.

Please be advised that your failure to probate a claim against the referenced Estate on or before February 6, 2004, will bar such claim. All claims, including any written evidence of same should be presented to the Chancery Clerk of Madison County, Mississippi, Cause No. 2003-662, within the stated time.

Sincerely,


James Dudley Tutor, a/k/a
James D. Tutor, M.D.,
Temporary Administrator
of the Estate of Aleen
Gertrude Tutor, Deceased

CERTIFIED MAIL, RETURN RECEIPT

7003 0500 0004 7580 6955

October 23, 2003

Baptist Hospital (Memphis)
6019 Walnut Grove Road
Memphis, TN 38120

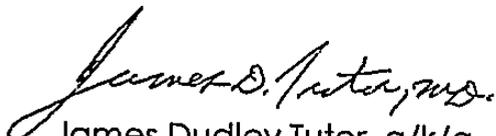
In Re: Aleen Gertrude Tutor, Deceased

Dear Sirs:

You are hereby advised that a probaton proceeding has been instigated for the above-referenced Estate. You have been identified as a potential creditor of the Estate.

Please be advised that your failure to probate a claim against the referenced Estate on or before February 6, 2004, will bar such claim. All claims, including any written evidence of same should be presented to the Chancery Clerk of Madison County, Mississippi, Cause No. 2003-662, within the stated time.

Sincerely,



James Dudley Tutor, a/k/a
James D. Tutor, M.D.,
Temporary Administrator
of the Estate of Aleen
Gertrude Tutor, Deceased

B 36 P 428

CERTIFIED MAIL, RETURN RECEIPT
#7003 0500 0004 7586 6962

October 23, 2003

John C Wagner, Esq.
Wilkes, McCullough & Wagner
44 N Second Street, Suite 401
Memphis, TN 38103

In Re: Aleen Gertrude Tutor, Deceased

Dear Sirs:

You are hereby advised that a probate proceeding has been instigated for the above-referenced Estate. You have been identified as a potential creditor of the Estate.

Please be advised that your failure to probate a claim against the referenced Estate on or before February 6, 2004, will bar such claim. All claims, including any written evidence of same should be presented to the Chancery Clerk of Madison County, Mississippi, Cause No. 2003-662, within the stated time.

Sincerely,



James Dudley Tutor, a/k/a
James D. Tutor, M.D.,
Temporary Administrator
of the Estate of Aleen
Gertrude Tutor, Deceased

CERTIFIED MAIL, RETURN RECEIPT

7003 0500 0004 7580 6979

October 23, 2003

Internal Revenue Service
Atlanta, GA 39901

In Re: Aleen Gertrude Tutor, Deceased

Dear Sirs:

You are hereby advised that a probate proceeding has been instigated for the above-referenced Estate. You have been identified as a potential creditor of the Estate.

Please be advised that your failure to probate a claim against the referenced Estate on or before February 6, 2004, will bar such claim. All claims, including any written evidence of same should be presented to the Chancery Clerk of Madison County, Mississippi, Cause No. 2003-662, within the stated time.

Sincerely,



James Dudley Tutor, a/k/a
James D. Tutor, M.D.,
Temporary Administrator
of the Estate of Aleen
Gertrude Tutor, Deceased

CERTIFIED MAIL, RETURN RECEIPT

7003 0500 0004 7580 6980

October 23, 2003

Mississippi State Tax Commission
P O Box 1033
Jackson, MS 39215-1033

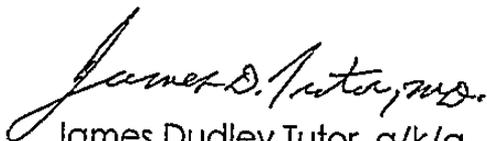
In Re: Aleen Gertrude Tutor, Deceased

Dear Sirs:

You are hereby advised that a probation proceeding has been instigated for the above-referenced Estate. You have been identified as a potential creditor of the Estate.

Please be advised that your failure to probate a claim against the referenced Estate on or before February 6, 2004, will bar such claim. All claims, including any written evidence of same should be presented to the Chancery Clerk of Madison County, Mississippi, Cause No. 2003-662, within the stated time.

Sincerely,



James Dudley Tutor, a/k/a
James D. Tutor, M.D.,
Temporary Administrator
of the Estate of Aleen
Gertrude Tutor, Deceased

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF CHARLES E. DAVIS, DECEASED

CIVIL ACTION FILE NO. 2003-634

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, **Zella D. Buntyn**, who being by me first duly sworn on oath stated:

That affiant is the duly appointed, qualified and acting Administratrix of the estate of **Charles E. Davis**, 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 4 day of Nov., 2003.

FILED
This Date

NOV 04 2003

Zella D. Buntyn
Zella D Buntyn, Administratrix,
of the Estate of Charles E. Davis

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

SWORN TO AND SUBSCRIBED BEFORE ME, this the 4 day of Nov, 2003.

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:

1-16-07

(SEAL)



36 433

LAST WILL & TESTAMENT
OF
ERSKINE WATKINS WELLS

2003-778

FILED
This Date

NOV 10 2003

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

I, ERSKINE WATKINS WELLS, an adult resident citizen of the City of Jackson, First Judicial District of 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, and I do hereby revoke any and all other wills and codicils heretofore made by me.

I.

I do hereby appoint my son, ERSKINE W. WELLS, JR., as Executor of this my Last Will and Testament, and I direct that he shall not be required to give any bond, and I hereby waive the necessity of having a formal appraisement made of my estate.

II.

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

III.

I give and bequeath to Reformed Theological Seminary, a nonprofit Mississippi corporation, the sum of Ten Thousand Dollars (\$10,000.00).

IV.

I give, devise and bequeath all the rest and residue of the property comprising my estate, of whatsoever kind or character and wheresoever situated, to my two sons, ERSKINE W. WELLS, JR. and ANDREW P. WELLS, share and share alike, or if either of them should predecease me, to the issue of such deceased son, per stirpes.

EW

B 36 P 434

IN WITNESS WHEREOF, I have hereunto subscribed my name this
the 24th day of March, 1995.

Erskine Watkins Wells
ERSKINE WATKINS WELLS

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

James S. Armstrong
Wendell H. Cook Jr.
Kelly D. Simpkins

WITNESSES

STATE OF MISSISSIPPI
COUNTY OF HINDS

AFFIDAVIT OF SUBSCRIBING WITNESSES

THIS DAY personally came and appeared before me, the under-
signed authority at law in and for said jurisdiction, JAMES S.
ARMSTRONG, WENDELL H. COOK, JR., and KELLY D. SIMPKINS, the
subscribing witnesses to a certain instrument of writing purporting
to be the Last Will and Testament of ERSKINE W. WELLS, a citizen of
Madison County, Mississippi, each of whom having been first duly
sworn, each makes oath that the said ERSKINE W. WELLS signed,
published and declared the original of said instrument as his Last
Will and Testament on the 24th day of March, 1995, the day and date
of said instrument, in the presence of said affiants, all of whom
were the subscribing witnesses to said instrument; that said
testator was then of sound and disposing mind and memory and above
the age of twenty-one years; and said affiants subscribed and
attested said instrument as witnesses to the signature and
publication thereof, at the special instance and request, and in
the presence of the said Testator and in the presence of each
other.

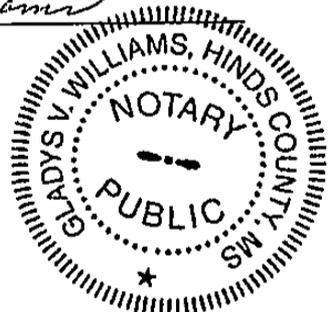
James S. Armstrong
JAMES S. ARMSTRONG

Wendell H. Cook Jr
WENDELL H. COOK, JR.

Kelly D. Simpkins
KELLY D. SIMPKINS

SWORN to and subscribed before me, this the 30th day
of October, 2003.

Gladys V. Williams
NOTARY PUBLIC



My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 5, 2007
BONDED THRU STEGALL NOTARY SERVICE

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE

OF ERSKINE W. WELLS, DECEASED

NO. 2003-778

AFFIDAVIT OF EXECUTOR

STATE OF MISSISSIPPI

COUNTY OF HINDS

I, the undersigned Erskine W. Wells, Jr., Executor of the Will and Estate of Erskine W. Wells, Deceased, hereby swear that I have made reasonably diligent efforts to identify persons having claims against the Estate and have either paid them or have given notice to them, as required by § 91-7-145, Mississippi Code of 1972, as amended.

Erskine W. Wells, Jr.
ERSKINE W. WELLS, JR.

SWORN to and subscribed before me, this the 10th
day of November, 2003.

Gladys V. Williams
NOTARY PUBLIC

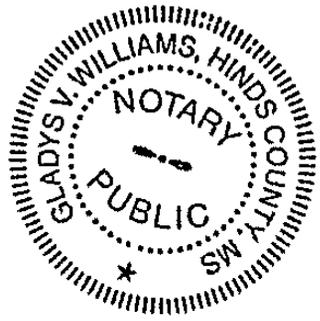
My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 5, 2007
BONDED THRU STEGALL NOTARY SERVICE

FILED
This Date

NOV 10 2003

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



LAST WILL AND TESTAMENT

OF

WILLIAM G. BRYAN, III

I, WILLIAM G. BRYAN, III, an adult resident of Madison, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

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

WILLIAM G. BRYAN, IV, born February 10, 1992; and

SARAH LOVE BRYAN, born September 13, 1993.

I have a child by a previous marriage now living as follows:

LINDSEY BRYAN, born September 23, 1981.

The words "child" or "children" as used herein shall include any children hereafter born to my wife and me. The words "child," "children," "grandchild," or "grandchildren" as used herein shall include any children hereafter born to any of my children and "descendants" shall include any person hereafter born to any of my descendants. Each of the words "child," "children," and "descendants" shall be deemed to include an adopted

FILED
This Date

FOR IDENTIFICATION:

 Web

NOV 10 2003

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

child or adopted children, irrespective of any provisions of law establishing a contrary presumption.

ITEM II.

I appoint my wife, CYNTHIA WELCH BRYAN, as Executor of my estate under this Will. In the event my wife is or becomes unable or unwilling to serve as Executor, I appoint BERT A. WELCH, III, to serve as successor Executor.

ITEM III.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled. However, my Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

FOR IDENTIFICATION:

 MG15

ITEM IV.

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

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

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

ITEM V.

To my wife, CYNTHIA WELCH BRYAN, if she survives me, I devise and bequeath the following:

- A. My interest in our family residence, subject to any indebtedness thereon.
- B. My automobiles and other vehicles, club memberships, clothing, jewelry, sport equipment and other personal effects.

FOR IDENTIFICATION:

WCB

C. My interest in the furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in our home.

D. All shares of stock owned by me at death in SOUTHEAST REPRESENTATIVES, INC., a Georgia corporation.

E. My interest in the real property located in Yazoo County, Mississippi, as reflected in that certain Warranty Deed from Frank A. Nichols dated the 2nd day of March, 1998, which is recorded in Book 255A Page 677 in the land records of Yazoo County, Mississippi.

If my wife does not survive me, I devise and bequeath my interest in the family residence, the shares of stock described in Paragraph D, and the land described in Paragraph E to the Trustee of the "William G. Bryan, III, Family Trust," provided in this Will, to be held, administered and distributed under the provisions of that trust; and the assets described in Paragraphs B and C, to my children in substantially equal shares, to be divided among them as they agree, or in the absence of such agreement, as my Executor may determine. If a child is under age twenty-one (21) years at the time of closing my estate, then his or her share shall be delivered to the Trustee of the "William G. Bryan, III, Family Trust" to be held for such child until he or she attains twenty-one (21) years of age.

FOR IDENTIFICATION:

WGB

ITEM VI.

I give, devise and bequeath to BERT A. WELCH, III, an adult resident of Ridgeland, Madison County, Mississippi, as Trustee under the terms set forth in this Will, an amount of property equal to the largest amount, but no more, that can pass free of federal estate tax by reason of the unified credit available at the date of my death provided under Section 2010 and that portion of the state death tax credit allowable to my estate under Section 2011 which does not cause an increase in state death taxes. However, the amount of this bequest shall be reduced by the value of insurance proceeds and any other property which passes at any time during my life or at my death, either under any other ITEM of my Will or outside of my Will, in such manner as to constitute a part of my gross estate under federal estate tax law or an adjusted taxable gift and for which no marital deduction is allowed under Section 2056 and no deduction for public, charitable or religious purposes is allowed under Section 2055. In computing the dollar amount of property constituting this pecuniary bequest, the values used in finally determining the federal estate tax on my estate shall control. My Executor shall select and distribute to the Trustee the cash or other property to be placed in this trust, and the property so selected shall be valued at the value thereof as of the date or dates of distribution to the trust. This trust shall be for the benefit of my wife, my children, and my grandchildren. If property passes to this trust which any beneficiary (other than my wife) has disclaimed under Section 2518 that beneficiary shall be treated as if deceased on the day before the

FOR IDENTIFICATION:

WAB

Page 5 of 32

date of my death and shall not be a beneficiary of this trust, but the children of that beneficiary shall continue as beneficiaries.

The assets devised and bequeathed under this ITEM of my Will shall be charged with the payment of any estate, inheritance or other death taxes payable by reason of my death, any expenses of my estate not deducted for federal estate tax purposes and any other expenses deducted but not allowed as deductions in finally determining the Federal estate taxes payable by reason of my death. I recognize the possibility that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections. As provided in Sections 2206, 2207, 2207A, and 2207B, my Executor shall have the right to recover the appropriate amount of estate taxes from the recipient or recipients of property which is included in my gross estate for federal estate tax purposes, and no provision herein shall be construed to waive such right of recovery.

The Trustee shall hold, administer and distribute the assets of the trust under the following provisions.

A. The Trustee shall pay to and among my wife, my children, and my grandchildren (but not necessarily in equal shares) as much of the net income as the Trustee, in the Trustee's discretion, deems advisable for the education, support,

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maintenance, and health, including any hospital or other institutional care, of these beneficiaries, and for the maintenance of their accustomed standard of living. These distributions shall be made in proportions and amounts and at such intervals as the Trustee determines. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions.

B. In addition to the income distributions the Trustee shall pay to or for the benefit of these beneficiaries, or any of them, (but not necessarily in equal shares) as much principal as the Trustee, in the Trustee's discretion, deems advisable for the education, support, maintenance and health, including any hospital or other institutional care, of my beneficiaries or for the maintenance of their accustomed standard of living at the time of my death. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

In making distributions of income and principal, I direct the Trustee to consider my wife as the primary beneficiary and consider her needs above those of my children and my grandchildren. The Trustee shall see that my wife has sufficient funds to enable her to continue, if possible, her accustomed standard of living at the time of my death. Before making distributions of income or principal to my children or my grandchildren, the Trustee shall counsel with my wife to determine the needs of these beneficiaries, but the

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decision of the Trustee shall be final as to the amounts and recipients of such distributions.

C. Upon my wife's death, the Trustee shall divide this trust into separate trusts. There shall be a separate trust for each of my then living children and his or her children (being my grandchildren by that child) and one trust for the then living children, collectively, of each deceased child of mine (being my grandchildren by that deceased child). These trusts shall be equal in amounts. The Trustee shall hold, administer and distribute the funds of each trust under the following provisions.

1. The Trustee shall distribute, at least annually, to each beneficiary of each trust (but not necessarily in equal shares) as much of the net income of that trust as the Trustee, in the Trustee's discretion, deems advisable for the beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions.

2. In addition to the income distributions, the Trustee may distribute to or for the benefit of a beneficiary, as much principal as the Trustee, in the Trustee's discretion, deems advisable for the

FOR IDENTIFICATION:

W. K. B.

beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

3. After the death of my wife, as and when each of my children attains the age of twenty-five (25) years, the Trustee shall distribute to that child one-half ($\frac{1}{2}$) of that child's trust estate at that date. Thereafter when each of my children attains age thirty (30) years, the Trustee shall distribute to such child the remainder of that child's trust estate. If at the time of the death of my wife, any child of mine has attained the age required herein for distribution of part or all of the principal of his or her trust, such part or all of that principal shall be distributed to that child at that time.

The assets of a trust for the children of a deceased child of mine (being my grandchildren by that deceased child) shall be distributed, in equal shares, to the children of such deceased child when the oldest living child of a deceased child of mine attains the age of twenty-five (25) years, except that the then living descendants of a

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deceased grandchild of mine shall take, per stirpes, the share the grandchild would have taken if living.

4. In the event of death of any of my children after division of this trust into separate trusts and prior to receipt by that child of his or her entire trust estate, the balance in the trust of my deceased child shall be retained in trust for the benefit of my deceased child's then living children (being my grandchildren by that deceased child). Income and principal shall be distributed among such surviving grandchildren as the Trustee determines in accordance with the directions and standards previously set forth in subparagraphs 1 and 2 of this Paragraph C. The trust estate for the children of a deceased child of mine (being my grandchildren by that deceased child) shall be distributed, in equal shares, to the children of such deceased child when the oldest living child of such deceased child attains the age of twenty-five (25) years, except that the then living descendants of a deceased grandchild of mine shall take, per stirpes, the share the grandchild would have taken if living. If at the death of a child of mine, he or she leaves no surviving descendants, that deceased child's trust estate shall be paid over and added, in equal shares, to the trusts created for my other child or children and their

FOR IDENTIFICATION:

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descendants to be held, administered and distributed in accordance with the provisions of such trusts or shall be distributed outright to a beneficiary who had previously reached the age to have received a distribution of his or her trust estate.

D. Notwithstanding any provision herein to the contrary, the Trustee shall retain in trust for the benefit of any beneficiary, any distribution otherwise required to be made to such beneficiary, if in the Trustee's sole discretion such beneficiary is, at the time the distribution would otherwise be required, involved in a lawsuit, addicted to gambling, alcohol, drugs, or other chemical substances, is a party to a pending divorce or marital separation proceeding, is in bankruptcy, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. The Trustee shall make reasonable inquiries before making distributions of principal to the beneficiaries to ascertain whether any beneficiary is then under any of the above described conditions. In making a determination that a beneficiary is addicted to gambling, alcohol, drugs, or other chemical substances, the Trustee may rely upon the opinion of a physician who has examined the beneficiary. The Trustee may request that the beneficiary be examined by a physician designated by the Trustee and if the beneficiary refuses to be examined by such physician, the Trustee shall not make any distributions to the beneficiary until such time as the beneficiary agrees to be examined by

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such physician. As and when the beneficiary whose distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may then make distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this provision.

E. In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, the trust assets shall be divided into two equal shares, one share to be distributed to the heirs at law of WILLIAM G. BRYAN, III, and one share to be distributed to the heirs at law of CYNTHIA WELCH BRYAN, as determined under the Mississippi laws for descent and distribution.

F. The Trustee shall permit each beneficiary to elect by written direction to the Trustee, at the time all or any portion of his or her trust is to be distributed to him or her, to have such property remain in trust under the terms and provisions hereof for the balance of his or her life or until such time as such beneficiary shall request that the trust assets, or any part thereof, be distributed to him or her outright. In the event of the death of a beneficiary during the period in which the trust is so continued, the Trustee shall make immediate distribution of that beneficiary's trust assets to his or her estate.

FOR IDENTIFICATION:

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G. If at any time, in following the provisions of this Will, the Trustee is required to distribute all or any part of the principal of any trust herein created outright to a person who has not attained twenty-five (25) years of age, the trust principal shall vest in such person but the Trustee shall be authorized to continue to hold the share of such person in trust for that person's benefit until he or she attains age twenty-five (25). Until such time the Trustee is authorized and directed to expend such part of the income and/or principal of the trust belonging to such person as the Trustee in the Trustee's discretion deems necessary to provide for the proper education, support, maintenance and health of said person.

H. Upon distribution of the entire trust estate to the beneficiary or beneficiaries of any trust created under this ITEM of my Will, such Trust shall terminate.

I. My wife shall continue as a beneficiary of this trust, notwithstanding her remarriage subsequent to my death.

J. This trust shall be designated and known as the "William G. Bryan, III, Family Trust."

FOR IDENTIFICATION:

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ITEM VII.

If my wife, CYNTHIA WELCH BRYAN, survives me, I give, devise and bequeath to BERT A. WELCH, III, an adult resident of Ridgeland, Madison County, Mississippi, as Trustee for my wife, the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever situated.

The assets devised and bequeathed under this ITEM of my Will shall be charged with the payment of any funeral expenses, any expenses of my estate, and any other proper claims against my estate, which are deducted for federal estate tax purposes and which are allowed as deductions in finally determining the federal estate taxes payable by reason of my death.

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

A Commencing with my death, the Trustee shall distribute to my wife, or apply for her benefit, all of the trust net income. The net income shall be so distributed or applied in convenient installments, but at least annually.

FOR IDENTIFICATION:

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B. The Trustee may, in the Trustee's discretion, pay to my wife, or apply for her benefit, as much of the principal of the trust as the Trustee deems desirable for her education, support, maintenance, and health, including any hospital or other institutional care, and for the maintenance of her accustomed standard of living. In the exercise of this discretion the Trustee shall consider the needs of my wife and the funds available to her from other sources.

C. Upon the death of my wife, any and all undistributed income of this trust shall be distributed to her estate. Except to the extent that my wife's Will shall by specific reference to this provision direct to the contrary, the Trustee shall pay from the principal of this trust the increase in all estate, inheritance, transfer or other death taxes, including any interest and penalties thereon, imposed by any taxing authority on the death of my wife by reason of the inclusion in her gross estate for the purposes of any such taxes, interest, and penalties of all or any part of the principal of the trust (such increase being the difference between all such taxes, interest, and penalties actually paid by reason of my wife's death and the taxes, interest, and penalties which would have been payable if such part or all of the principal of this trust had not been included in her gross estate), provided, however, that such payments shall be made only from that portion of this trust which, without regard to the provisions of this paragraph, shall be includible in the gross estate of my wife for federal estate tax purposes. Such payments shall be made either to

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the Executor or the legal representative of the estate of my wife for payment by such Executor or legal representative of such taxes, interest and penalties or directly to such taxing authorities as the Trustee, in the Trustee's sole and absolute discretion, shall determine. The Trustee may rely solely upon the written certification of the Executor or the legal representative of the estate of my wife as to the amount of such increase payable to each taxing authority, may pay any such increase in one or more installments, and shall have no duty or responsibility to make any further inquiry or take part in the determination or apportionment of such taxes, interest, and penalties. Upon making payment of such increase as the same shall be finally determined, the Trustee shall have no further liability in connection therewith. Payment of such increase in such taxes, interest and penalties shall fully discharge all liability of the trust for such taxes, interest and penalties, it being my intention and direction that my wife not have any power to apportion additional taxes, interest or penalties against this trust.

The remaining trust assets shall be distributed to the Trustee of the "William G. Bryan, III, Family Trust" created under ITEM VI of this Will, to be held, administered and distributed according to the terms of that trust.

D. It is my intention to qualify the bequest hereunder for the marital deduction under Section 2056, if my Executor so elects, and any provision herein to the contrary

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shall be void. Accordingly, I direct (a) that there shall not be allocated to the trust any property which would not qualify for the marital deduction; (b) that the Trustee shall not invest in nor retain beyond a reasonable time, without the consent of my wife, any unproductive property as that property is defined in applicable tax laws and my wife shall have the power to require the Trustee to either make the property productive or to convert it to productive property within a reasonable time; and (c) that none of the powers or discretion of my Executor or Trustee shall be exercised in a manner which will deny my estate the marital deduction for property passing to this trust.

E. I authorize my Executor to make the election under Section 2056(b)(7) to have this trust or any portion hereof treated as "qualified terminable interest property" for the purpose of qualifying for the marital deduction allowable in determining the federal estate tax upon my estate.

My Executor shall, in the sole discretion of my Executor, determine whether to elect, under the provisions of the Internal Revenue Code applicable to my estate, to have a specific portion (herein referred to as the "marital deduction portion") or all of this trust, treated as "qualified terminable interest property" for federal estate tax purposes. If an election is made as to less than all of this trust, the specific portion shall be expressed as a fraction, and the value of the marital deduction portion at any time may be determined by

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multiplying the value of this trust at that time by the fraction. Generally, I anticipate that my Executor will elect to minimize the estate tax payable by my estate. However, I would expect that some consideration be given to the timing of my wife's death and mine and the computation of the combined estate taxes in our two estates, especially if she should die prior to the time the election is made. The determination of my Executor with respect to the exercise of the election shall be conclusive upon all affected persons.

F. Neither my wife, nor any other person, shall have the right to appoint any part of the income or principal of the trust to any person other than my wife prior to her death.

G. None of the assets constituting this trust shall be used for the payment of estate, inheritance or other death taxes payable by reason of my death.

H. This trust shall be known as the "William G. Bryan, III, Marital Trust."

ITEM VIII.

If I am not survived by my wife, I give, devise and bequeath the rest and residue of my estate, real and personal, of whatsoever kind or character, and wheresoever located, to the Trustee of the "William G. Bryan, III, Family Trust" created by ITEM VI of this Will to be held, administered and distributed as provided in said trust.

FOR IDENTIFICATION:

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ITEM IX.

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

None of the principal or income of any trust created under this Will or any part of same, shall be liable for debts of any beneficiary or be subject to seizure by creditors of any beneficiary. A beneficiary shall have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of his or her interest in the trust assets or the income produced from the assets.

FOR IDENTIFICATION:

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ITEM X.

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

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

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ITEM XI.

Notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule against Perpetuities or any statute pertaining thereto. Upon such vesting, any trust property then held by the Trustee shall be distributed immediately, free and clear of any trust, to the beneficiary or beneficiaries of this trust (or to his or her legal guardian or other personal representative) as though each such beneficiary had reached the date at which final distribution to him or to her were required pursuant to the provisions hereof.

ITEM XII.

During the administration of my estate and until a trust created herein is funded, I authorize the Trustee, in the Trustee's discretion, to request that my Executor, in which case my Executor may comply with that request, make payments out of my estate to the beneficiaries of such trust. These payments shall be an amount which in the judgment of the Trustee and the Executor, jointly, equals the distributions which the beneficiaries would receive from the trust had it been established and funded at my death.

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ITEM XIII.

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

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

ITEM XIV.

A Trustee may resign and cease to act at any time by giving written notice specifying the effective date of such resignation, by personal delivery or by registered mail, to those persons who are income beneficiaries of each trust at that particular time.

The Trustee or any successor Trustee of any trust created by this Will may be removed by and a successor Trustee appointed by a majority vote of a committee consisting of CYNTHIA WELCH BRYAN, BERT A. WELCH, III, and NANCY WELCH WILSON. BERT A. WELCH, III, and NANCY WELCH WILSON or any replacements for them shall be responsible for representing the interests of my children.

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When my oldest child reaches twenty-one (21) years of age, that child shall replace such committee member, other than my wife, as that child selects. When my second child attains twenty-one (21) years of age, that child shall replace the remaining committee member, other than my wife or a child. In the event of the death, incapacity, or unwillingness to serve of a committee member, the other two (2) committee members shall select a replacement. In the event BERT A. WELCH is or becomes unable or unwilling to serve as Trustee, then NANCY WELCH WILSON, Houston, Texas, shall serve as successor Trustee. In the event NANCY WELCH WILSON is or becomes unable or unwilling to serve as Trustee, then any successor Trustee shall be a bank possessing trust powers or a trust company. The removal of a Trustee or successor Trustee and the appointment of a successor Trustee shall be effective upon written notice to the Trustee or successor Trustee removed or appointed.

The resigning or removed Trustee shall deliver all trust assets to the successor Trustee on the effective date of the resignation or removal, and shall, within sixty (60) days of such date, submit a full and final accounting to the successor Trustee and to the income beneficiaries of the trust. Any successor Trustee shall be vested with all the rights, powers, duties and discretion conferred on the original Trustee.

FOR IDENTIFICATION:

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ITEM XV.

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

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

B. To place, in the discretion of the Trustee, trust funds in a checking, savings or other types of accounts or certificates of deposit in any successor Trustee bank.

C. To receive, invest in, and retain in the trust all types of property and, especially, to receive, invest in, and retain in the trust shares of stock in closely held corporations, partnership interests in general and limited partnerships, oil, gas, and other mineral

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interests, standing timber, and unimproved real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which Trustees generally are authorized to invest by trust law.

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

E. To retain or invest trust assets in a common fund established by a corporate Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi or in any investment account, mutual fund, or other investment vehicle offered, sponsored, or advised for a fee by any corporate Trustee, or any subsidiary, parent or affiliate of such corporate Trustee or any successor or assign, or subsidiary, parent or affiliate of any successor or assign, to such corporate Trustee.

F. To surrender, disclaim, release, relinquish or amend, after providing written notice to the income beneficiaries, all or any portion of any administrative provision of

FOR IDENTIFICATION:

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any trust created herein which causes or may cause adverse or unanticipated tax liability to my estate, the trust, the Trustee, or the beneficiaries.

G. To take out, apply for, and maintain, paying premiums from income or principal, health, hospitalization, medical or similar insurance covering any beneficiary of the trust.

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

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I. To retain any interest in oil, gas or other mineral resources received from any source and to acquire and retain other interests in oil, gas or mineral resources; to execute as to those interests any agreements, assignments, contracts, deeds, grants, leases for any term (even though the term may extend beyond the termination of the trust) and any other instruments or documents; to manage, control, operate, explore, mine, develop or take any action for the production, recovery, sale, treatment, storage or transportation of any interest in oil, gas or other mineral resources; to drill, rework or recomplete wells of any type; to conduct or participate in secondary recovery operation; to enter into agreements for pooling or unitization; and to install, operate or participate in the operation of any plant, mine or other facilities. Interests in oil, gas and other mineral resources may be retained and acquired without liability for any loss and without application to any court.

J. To pay reasonable compensation to the person or persons serving as guardian of my children.

ITEM XVI.

If my wife and I die simultaneously, or under circumstances which make it difficult to determine which died first, I direct that my wife shall be deemed to have survived me for purposes of this Will. I direct that the provisions of this Will be construed upon that

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assumption, irrespective of any provisions of law establishing a contrary presumption or requiring survivorship as a condition of taking property by inheritance.

ITEM XVII.

In the event of the death of my wife and me during the minority of my children, I designate and appoint BERT A. WELCH, III, of Ridgeland, Madison County, Mississippi, guardian of my minor children. In the event BERT A. WELCH, III, is unable or unwilling to serve as guardian of my minor children, I designate and appoint NANCY WELCH WILSON of Houston, Texas, as successor guardian. The guardian shall have custody of my minor children until each attains the age of twenty-one (21) years. I direct that the guardian shall not be required to furnish any bond or security. To the extent possible, I direct that all accountings, inventories and the like ordinarily required of a guardian shall not be required of my guardian.

ITEM XVIII.

Any recipient of property or beneficiary of a trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her whether outright or in trust or all or any part of his or her interest in any trust created herein. In addition, my wife, or the Executor or

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

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. However, my Executor shall not exercise this discretion or any other discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law. I specifically authorize my Executor to allocate any of my available generation-skipping tax exemptions from the federal generation-skipping tax as allowed by Section 2631 to any property of which I am deemed to be the transferor under Section 2652(a), including any property not in my

FOR IDENTIFICATION:

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probate estate and any property transferred by me during life as to which no allocation of the exemption was made prior to my death.

My Executor shall have the authority to disclaim or renounce any interest in property, in whole or in part, including any power with respect to property and including an undivided interest in property transferred to me or to my estate. Any disclaimer by my Executor shall be made in writing stating specifically the property or interest disclaimed and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder of the legal title to the property to which the interest relates. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518.

My Executor shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid depreciation in value of the interests or losses to my estate or associates. My Executor may continue to act as partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable. I specifically authorize my Executor to sell, without the necessity of court approval, any stock or partnership interest held by my estate under the terms of any stock agreement or partnership agreement to which I was a party during my lifetime.

FOR IDENTIFICATION:

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 24 day of April, 1998.

William G. Bryan, III
William G. Bryan, III

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

[Signature] 121 North Oak Drive, Madison, MS
Address

[Signature] 121 North Oak Drive, Madison, MS
Address

STATE OF MISSISSIPPI

COUNTY OF MADISON

AFFIDAVIT OF SUBSCRIBING WITNESS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of WILLIAM G BRYAN, III, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 23th day of April, 1998.

(2) That on the 23th day of April, 1998, the said WILLIAM G. BRYAN, III, signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of JEFFREY T. LEBER, the other subscribing witness to said instrument.

(3) That the said WILLIAM G. BRYAN, III, was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with JEFFREY T. LEBER, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said WILLIAM G. BRYAN, III, and in the presence of each other.

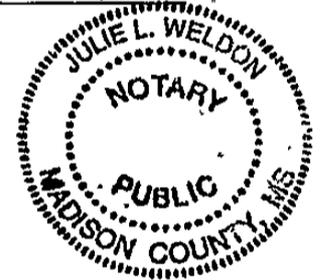
Susan K. Leber
Susan K. Leber

SWORN TO AND SUBSCRIBED BEFORE ME, this the 21st day of July, 2000.

Julie L. Weldon

Notary Public State of Mississippi At Large
My Commission Expires Notarized Public
Bonded Thru Heiden, Brooks & Garland, Inc.

My Commission Expires: _____



William E. McLeod, Esq. (MSB 09629)
BARNES, BROOM, DALLAS AND McLEOD, PLLC
Post Office Box 23956
Jackson, Mississippi 39236-3956
Telephone: (601) 981-6336
ATTORNEY

FILED
This Date

NOV 10 2003

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

AFFIDAVIT OF SUBSCRIBING WITNESS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of WILLIAM G. BRYAN, III, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 23th day of April, 1998.

(2) That on the 23th day of April, 1998, the said WILLIAM G. BRYAN, III, signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of SUSAN K. LEBER, the other subscribing witness to said instrument.

(3) That the said WILLIAM G. BRYAN, III, was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

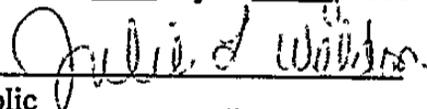
(4) That this affiant, together with SUSAN K. LEBER, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said WILLIAM G. BRYAN, III, and in the presence of each other.



Jeffrey T. Leber

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12th day of July 2000.

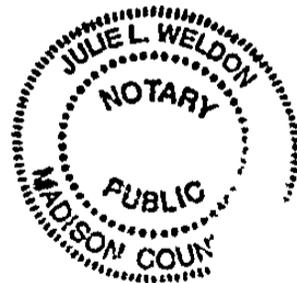
Notary Public State of Mississippi At Large
My Commission Expires July 1, 2003
Bonded Thru Helden, Brooks & Garrison, Inc.



Julie L. Weldon

My Commission Expires: _____

William E. McLeod, Esq. (MSB 09629)
BARNES, BROOM, DALLAS AND McLEOD, PLLC
Post Office Box 23956
Jackson, Mississippi 39236-3956
Telephone: (601) 981-6336
ATTORNEY



STATE OF MISSISSIPPI

COUNTY OF MADISON

AFFIDAVIT OF SUBSCRIBING WITNESS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of CYNTHIA WELCH BRYAN, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 23th day of April, 1998.

(2) That on the 23th day of April, 1998, the said CYNTHIA WELCH BRYAN signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of SUSAN K. LEBER, the other subscribing witness to said instrument.

(3) That the said CYNTHIA WELCH BRYAN was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with SUSAN K. LEBER, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said CYNTHIA WELCH BRYAN, and in the presence of each other.

Jeffrey T. Leber

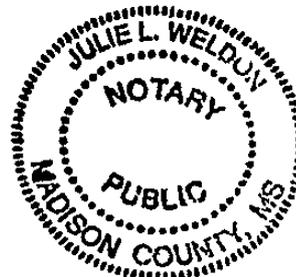
Jeffrey T. Leber

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12th day of July 2000.

Julie L. Weldon

My Commission Expires: _____
Notary Public State of Mississippi
My Commission Expires: July 1, 2003
Bonded Thru Heiden, Brookes & Garland, Inc.

William E. McLeod, Esq. (MSB 09629)
BARNES, BROOM, DALLAS AND McLEOD, PLLC
Post Office Box 23956
Jackson, Mississippi 39236-3956
Telephone: (601) 981-6336
ATTORNEY



AFFIDAVIT OF SUBSCRIBING WITNESS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of CYNTHIA WELCH BRYAN, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 23th day of April, 1998.

(2) That on the 23th day of April, 1998, the said CYNTHIA WELCH BRYAN, signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of JEFFREY T. LEBER, the other subscribing witness to said instrument.

(3) That the said CYNTHIA WELCH BRYAN was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with JEFFREY T. LEBER, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said CYNTHIA WELCH BRYAN, and in the presence of each other.

Susan K. Leber

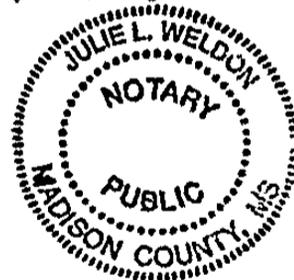
Susan K. Leber

SWORN TO AND SUBSCRIBED BEFORE ME, this the 13th day of July, 2000.

Julie L. Weldon

My Commission Expires: _____
Notary Public State of Mississippi
My Commission Expires: July 1, 2003
Bonded Thru: Holden, Brooke & Garland, Inc.

William E. McLeod, Esq. (MSB 09629)
BARNES, BROOM, DALLAS AND McLEOD, PLLC
Post Office Box 23956
Jackson, Mississippi 39236-3956
Telephone: (601) 981-6336
ATTORNEY



2003-794

LAST WILL AND TESTAMENT
OF
EVELYN M. ELLIS

B 36 P 473

I, Evelyn M. Ellis, a resident of the City of Jackson, First Judicial District of Hinds County, Mississippi, being over and above the age of twenty-one years and of a sound and disposing mind, do hereby make, publish and declare this instrument of writing to be my Last Will and Testament, hereby revoking all last wills and testaments and all codicils thereto which may have been heretofore made by me.

ITEM I.

I direct that all my just debts, including the expenses of my last illness, funeral expenses and all estate and inheritance taxes, if any, be paid as soon as practical following my death. I will and direct that the administration of my estate be closed as soon after my death as is reasonably possible.

ITEM II.

I give, devise and bequeath all of my property of every kind or nature and wheresoever located to my three children, Philip Wayne Ellis, Stephen Ray Ellis and John Paul Ellis, in equal shares.

ITEM III.

I hereby appoint my son, Philip Wayne Ellis, as Executor of this my Last Will and Testament without bond and waive all reports and an appraisal of my estate being made.

IN WITNESS WHEREOF, I have hereunto subscribed my name, on this the 11th day of September, 1962, in the present of Mary Ella Barnett and Pauline Payne, who, at my request and in my presence and in the presence of each other, have subscribed their names as witnesses to this my Last Will and Testament.

Evelyn M. Ellis
Evelyn M. Ellis

WITNESSES:

Mary Ella Barnett
Pauline Payne

FILED
This Date

NOV 10 2003

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

PROOF OF WILL

COMES NOW Pauline Payne, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Evelyn M. Ellis, and enters her appearance herein as provided by 91-7-7 of the Mississippi Code of 1972, Annotated, as amended, and makes oath before the undersigned authority that Evelyn M. Ellis, the above named decedent, signed, published and declared said instrument as her Last Will and Testament on the 11th day of September, 1962, the day and the date of said instrument, in the presence of this deponent and Mary Ella Barnett, the other subscribing witness, and that said Testatrix was then of sound and disposing mind and memory, and more than twenty-one (21) years of age, and having her usual place of abode in Madison County, Mississippi, and that she and Mary Ella Barnett, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix and in the presence of the Testatrix and in the presence of each other on the day of the date of said instrument


PAULINE PAYNE

FILED
This Date

NOV 10 2003

Mike Crook, Chancery Clerk
By:  D.C.

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

Pauline Payne
PAULINE PAYNE

SWORN TO AND SUBSCRIBED BEFORE ME, this the 23rd day of October, 2003

Molly Engleman Waldrup
NOTARY PUBLIC

MY COMMISSION EXPIRES:

~~MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 29, 2005
BONDED THRU STEGALL NOTARY SERVICE
(SEAL)~~



FILED
This Date

LAST WILL AND TESTAMENT

NOV 10 2003

OF

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

VIRGINIA J. WOOD

I, **VIRGINIA J. WOOD**, an adult resident citizen of Biloxi, Harrison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I.

I appoint my daughters, **PATRICE W. EDWARDS** and **JANE W. FALLER**, as Co-Executrices of my estate. I direct my Executrices to pay all of my funeral expense and all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ITEM II.

I have two (2) children who are living, both of whom are adults, and they are:
PATRICE W. EDWARDS, of Cypress, Texas; and
JANE W. FALLER, of Tokyo, Japan.

VW
FOR IDENTIFICATION

ITEM III.

I make the following charitable bequests:

A. I give and bequeath to the **First Church of Christ, Scientist** in Roswell, Georgia, the sum of Ten Thousand and 00/100 (\$10,000.00) Dollars.

B. I give and bequeath to the **First Church of Christ, Scientist** in Birmingham, Alabama, the sum of Ten Thousand and 00/100 (\$10,000.00) Dollars.

C. I give and bequeath to the **First Church of Christ, Scientist** in Boston, Massachusetts, the sum of Ten Thousand and 00/100 (\$10,000.00) Dollars.

ITEM IV.

1. I direct that the rest, residue and remainder of my estate, be divided into equal and separate shares, one share for each of my then living children and one share for each child of mine who is deceased, but is survived by children. In the event of disagreement regarding the value of any particular asset or assets in my estate, or the distribution of particular pieces of property to and among the separate shares of my children, I direct that any such property which is the subject of such disagreement be sold by my Executrices, and that the proceeds from such sale be distributed between the separate shares of my children.

I give, devise and bequeath to **Jane W. Faller**, if then living, her separate share of my estate. The separate share of **Patrice W. Edwards**, if then living, shall be distributed to the Trustee of the "**Patrice W. Edwards Trust**" established in Item V of this my will, to be held, administered and disposed of in accordance with the terms of that trust.

VW
FOR IDENTIFICATION

2. If one or more of my children is then deceased with issue surviving, then such deceased child's share shall be held in trust, under the terms set forth below, for the benefit of such deceased child's children (hereinafter sometimes referred to as "beneficiary" or "beneficiaries"). The Trustee shall divide the deceased child's share into equal shares, one share for each child of my deceased child (my grandchildren), and shall hold, administer and distribute the funds of each separate share under the following provisions:

A. The Trustee of any trust created hereunder for the benefit of the children of a deceased child of mine shall be the father of such children, either **Lawrence C. Edwards** or **Kenneth H. Faller**, as the case may be. If the father of the children who are beneficiaries is unable, for any reason, to serve as trustee hereunder, my surviving daughter shall serve as successor trustee.

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

C. In addition to the net income, if in the sole and absolute discretion of the Trustee, circumstances have arisen which make it desirable for the beneficiary's comfort, education, maintenance, health and welfare or

maintenance of his accustomed standard of living, it shall distribute to the beneficiary such amount or amounts of principal from the trust as the Trustee determine proper. In the exercise of this discretion, the Trustee shall consider the needs of the beneficiary and the income available to him or her from other sources.

D. When each beneficiary attains the age of twenty-five (25) years, the Trustee shall distribute to the beneficiary, free and clear of any trust, twenty-five percent (25%) of the assets of his or her trust as of that date. When each beneficiary attains the age of thirty (30) years, the Trustee shall distribute to the beneficiary, free and clear of any trust, twenty-five percent (25%) of the assets of his or her trust as of that date. When each beneficiary attains the age of thirty-five (35) years, the Trustee shall distribute to the beneficiary, free and clear of any trust, the remainder of his or her trust estate.

E. In the event a grandchild of mine dies after the division of this trust into separate trusts but prior to the complete distribution of his or her share, the balance in the trust of such deceased grandchild shall be divided into equal and separate shares, one share for each of the then living children of such deceased grandchild (hereinafter referred to as "beneficiary"). If at the death of a grandchild, he or she leaves no surviving children, that deceased grandchild's trust estate shall be distributed in equal shares, one share to each of the trusts created for my other grandchildren who are the

children of the same deceased child of mine to be administered and disposed of in accordance with the provisions of those trusts, and one share outright to each of my grandchildren who are the children of the same deceased child who has previously reached the age or ages set forth in D. above to have received a distribution of his or her trust estate. Each share shall be held in trust for the benefit of the beneficiary of each share. The Trustee shall administer and dispose of the income and principal of each share in accordance with subparagraphs A., B., C., D., and E. of this paragraph 2 of this Article IV.

3. If at the death of a child of mine, she leaves no surviving children, that child's share shall be distributed, in equal shares, to my other child, if living, and if deceased, to the trusts established in paragraph 2 of this Item, above, for the surviving children of such deceased child, in equal shares, to be held, administered and disposed of in accordance with the terms of such trusts.

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

5. In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all of trust assets, upon the death of the survivor of them, the assets shall be distributed to **First Church of Christ, Scientist, Boston,**

Massachusetts.

6. Upon distribution of the entire trust estate to the beneficiaries of this trust, the trust shall terminate.

ITEM V.

A. The assets distributed to the **Patrice W. Edwards** Trust by Article IV hereof shall be held, administered and disposed of by **Patrice W. Edwards**, as Trustee, for the benefit of **Patrice W. Edwards** and her children under the following provisions:

1. The Trustee shall distribute to or for the said **Patrice W. Edwards** or her children, as much of the net income of the trust as the Trustee deems advisable for the education, support, maintenance and health of a beneficiary; for the maintenance of their accustomed standard of living; or for any medical, hospital or other institutional care which any beneficiary may require. These distributions shall be made in such proportions, amounts and intervals as the Trustee determines. Any income not distributed shall be added to principal and shall be distributed in accordance with provisions of this Item.

2. In addition to the net income, if in the sole and absolute discretion of the Trustee, circumstances have arisen which make it desirable for a beneficiary's comfort, education, maintenance, health and welfare, or maintenance of accustomed standard of living, the Trustee shall distribute to that beneficiary such amount or amounts of principal from the trust as the Trustee determines proper. In the exercise of this discretion, the Trustee

shall consider the needs of the beneficiary and the income available to that beneficiary from other sources.

B. Upon the death of my daughter, **Patrice W. Edwards**, the remaining principal and undistributed income of this trust shall be paid over, delivered or conveyed to or among such appointee or appointees, and in such proportions as my daughter, **Patrice W. Edwards** shall appoint by her last Will. Such appointment by my daughter shall be to or for the benefit of such of my said daughter's descendants or to charitable organizations described in Section 170(c) of the Internal Revenue Code of 1986, as amended, as my daughter shall appoint by her Will. In disposing of the property of this trust, my daughter shall make specific reference to this Item of my Will as the source of her power to appoint this property.

C. In default of the effective exercise of the power of appointment as to any portion of the **Patrice W. Edwards Trust**, any property remaining in the trust upon my daughter's death and not effectively appointed by her last Will, shall be held, administered and disposed of according to the provisions of the trust provided for in paragraph 2 of Article IV, above, for the benefit of the surviving children of the said **Patrice W. Edwards**. If at the death of **Patrice W. Edwards**, prior to the termination of the trust, she leaves no surviving children, the then remaining trust estate shall be distributed to my other child, **Jane W. Faller**, if living, and if deceased, to the trusts established in paragraph 2 of Article IV, above, for the surviving children of **Jane W. Faller**, if any to be held, administered and disposed of in accordance with the provisions of such trusts.

D. None of the principal or income of this trust shall be liable for the debts or

obligations of any beneficiary or be subject to seizure by creditors of any beneficiary. The beneficiaries have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of their interest in the trust funds or the income produced from the funds.

E. Upon distribution of the entire trust estate to the beneficiaries of this trust, the trust shall terminate.

F. This trust shall be designated and known as the "Patrice W. Edwards Trust".

ITEM VI.

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

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

C. The Trustee shall not be required to make physical division of the properties of any trust created herein, except where necessary, but may keep the trusts in one (or more) consolidated funds. The Trustee shall maintain books of account containing accurate records of separate principal, income and expense of each trust.

ITEM VII.

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

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

B. If, at any time in following the directions of this Will, the Trustee is required to distribute all or any part of the principal of a trust created herein outright to a person who is a minor, the Trustee is directed to continue to hold the share of the minor in trust for that minor's benefit until the minor attains the age of twenty-one (21) years. Until distribution is made, the Trustee is directed to expend such part of the income and/or principal of the share belonging to that minor as the Trustee, in the Trustee's discretion, deems necessary to provide for the proper education, support, maintenance and health of the minor.

ITEM VIII.

A. No Trustee shall be required to enter into any bond as Trustee or to file with any Court any periodic or formal accounting of the administration of any trust. The Trustee shall render accounts to each of the beneficiaries of any trust (or her guardian if a beneficiary is a minor), not less frequently than annually. No persons paying money or delivering property to the Trustee shall be required to see to its application.

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

C. The resignation of the Trustee shall become effective upon the qualification

of the successor Trustee and submission of a full accounting by the resigning Trustee; however, the successor Trustee and the beneficiaries may agree to waive a final accounting by the Trustee being replaced.

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

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

ITEM IX.

A. In the event either of my Executrices is or becomes unable or unwilling to serve as Executrix, the remaining Executrix shall serve as the sole successor Executrix. All rights, powers, duties and discretions granted to or imposed upon my Executrices shall be exercisable by and imposed upon any successor Executrix.

B. My daughters, **PATRICE W. EDWARDS** or **JANE W. FALLER**, shall be entitled to reasonable compensation for serving as my Executrices, and they shall be reimbursed for all reasonable expenses incurred in connection with the administration of my estate, including reasonable travel expenses.

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

D. My Executrices shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will without respect to the income tax basis of the property. In making a selection, my Executrices are excused from any duty of impartiality with respect to the income tax basis of the property.

My Executrices may satisfy any pecuniary bequest provided in this Will in cash or in kind or partly in cash and partly in kind; however, any asset distributed in kind shall be valued at its date of distribution value.

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

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

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 18th day of February, 1999.

Virginia J. Wood
VIRGINIA J. WOOD

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

[Signature]
Witness

2301-14th Street, Suite 705
Gulport, Ms. 39501
Address

[Signature]
Witness

2301 14th St # 705 Gulport MS 39501
Address

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF VIRGINIA J. WOOD, DECEASED

CAUSE P-2003-2003-616

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, **PATRICE W. EDWARDS and JANE W. FALLER**, Co-Executrices of the Estate of Virginia J. Wood, deceased, who after being on first duly sworn, oath states as follows:

That they have made a reasonably diligent search and effort to identify all persons having claims against the estate, and that they has found the following:

None

Further, affiant saith not.

Patrice W. Edwards

PATRICE W. EDWARDS

Jane W. Faller

JANE W. FALLER

Sworn to and subscribed before me this the 10th day of November, 2003.

Susan G. Pinkston

NOTARY PUBLIC

My Commission Expires:

2-21-04



FILED
This Date

NOV 10 2003

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

AFFIDAVIT OF SUBSCRIBING WITNESSES

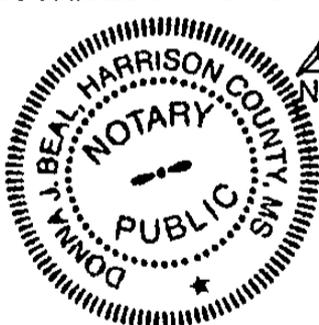
STATE OF MISSISSIPPI
COUNTY OF HARRISON

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Sandra M. Koch, credible and competent subscribing witnesses to a certain instrument of writing dated February 18, 1999, purporting to be the Last Will and Testament of VIRGINIA J. WOOD, who having been first duly sworn, states on oath that the said VIRGINIA J. WOOD, signed, made, published and declared said instrument as her Last Will and Testament on the 18th day of February, 1999, the date of said instrument, in the presence of this affiant and James B. Persons, that the Testatrix was then of sound and disposing mind and memory, and above the age of twenty-one (21) years; that the Testatrix was acting voluntarily without undue influence, fraud or restraint, the affiant subscribed and attested said instrument as a witness to the signature and publication thereof, at the special instance and request of VIRGINIA J. WOOD, and in the presence of James B. Persons; that the Testatrix at the time of the attestation was mentally capable of recognizing, and actually conscious of said act and attestation that the subscribing witnesses were, at the time of said attestation, competent witnesses under the laws of the State of Mississippi; that at the time of said attestation the Testatrix VIRGINIA J. WOOD, indicated to the affiant and James B. Persons that she was a resident of and had a fixed place of residence in the County of Harrison, State of Mississippi.

Sandra M Koch now Sandra M Hollis
SANDRA M KOCH

SWORN TO AND SUBSCRIBED before me on the 23 day of October ~~September~~, 2003

Donna J Beal
NOTARY PUBLIC



My commission expires
MY COMMISSION EXPIRES JULY 15, 2007

FILED
This Date

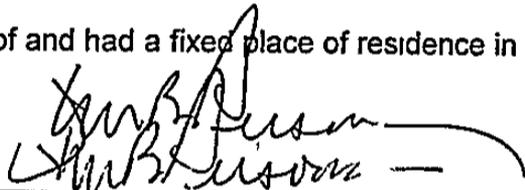
NOV 10 2003

Mike Crook, Chancery Clerk
By: _____ D.C

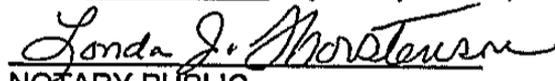
AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI
COUNTY OF HARRISON

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, James B. Persons, credible and competent subscribing witnesses to a certain instrument of writing dated February 18, 1999, purporting to be the Last Will and Testament of VIRGINIA J. WOOD, who having been first duly sworn, states on oath that the said VIRGINIA J. WOOD, signed, made, published and declared said instrument as her Last Will and Testament on the 18th day of February, 1999, the date of said instrument, in the presence of this affiant and Sandra M. Koch, that the Testatrix was then of sound and disposing mind and memory, and above the age of twenty-one (21) years; that the Testatrix was acting voluntarily without undue influence, fraud or restraint, the affiant subscribed and attested said instrument as a witness to the signature and publication thereof, at the special instance and request of VIRGINIA J. WOOD, and in the presence of Sandra M. Koch; that the Testatrix at the time of the attestation was mentally capable of recognizing, and actually conscious of said act and attestation that the subscribing witnesses were, at the time of said attestation, competent witnesses under the laws of the State of Mississippi, that at the time of said attestation the Testatrix. VIRGINIA J. WOOD, indicated to the affiant and Sandra M. Koch that she was a resident of and had a fixed place of residence in the County of Harrison, State of Mississippi.


JAMES B. PERSONS

SWORN TO AND SUBSCRIBED before me on the 24th October day of September, 2003.


NOTARY PUBLIC

My commission expires:

My Commission Expires: JUL 18, 2007

FILED
This Date

NOV 10 2003

Mike Crook, Chancery Clerk
By: _____ D.C

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
JANE G. PLAYER, DECEASED

CAUSE NO. 2003-613

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

That affiant is the duly appointed, qualified and acting Executor of the Estate of Jane G. Player, Deceased; that affiant has made reasonably diligent efforts to identify all persons having claims or potential claims against the above-styled and numbered estate and that to his knowledge, all creditors of the Estate of Jane G. Player, Deceased, have been paid in full.

WITNESS THE SIGNATURE OF THE UNDERSIGNED, this 7th day of November, 2003.

John Player
JOHN PLAYER, Executor under the Last Will and Testament of Jane G. Player, Deceased

SWORN TO AND SUBSCRIBED BEFORE ME, this the 7 day of Nov, 2003.

Joyce A. [Signature]
NOTARY PUBLIC

My commission expires:

3/21/06



FILED
This Date

NOV 17 2003

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

IN THE CHANCERY COURT OF MADISON COUNTY,
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
ELIZABETH GREENWOOD, DECEASED

CIVIL ACTION FILE NO. 2003-661

AFFIDAVIT

FILED
This Date

STATE OF MISSISSIPPI

NOV 19 2003

COUNTY OF MADISON

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

PERSONALLY APPEARED before me, the undersigned authority in and for the state and county aforesaid, the within named **FREDERICK GRIFFIN**, who, being by me first duly sworn on oath stated.

That affiant is the duly appointed, qualified and acting Administrator of the Estate of **ELIZABETH GREENWOOD**, deceased, that affiant has made reasonably diligent efforts to identify all persons having claims against the 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 with the clerk of the Court granting letters within the ninety (90) day period provided by Miss. Code of 1972 Annotated, Section

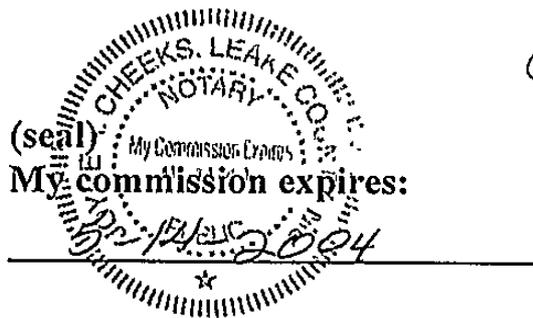
91-7-145 will bar such claim. The persons so identified and their last known addresses are: **NONE**

WITNESS MY HAND this 19th day of November, 2003.

Fredrick Griffin
FREDERICK GRIFFIN, Administrator of
of the Estate of ELIZABETH
GREENWOOD

SWORN TO AND SUBSCRIBED before me, this 19th day of
Nov., 2003.

[Signature]
NOTARY PUBLIC



OF COUNSEL:

[Signature]

MICHAEL E. ROBINSON, ESQ.
MSB# 10746
FERR SMITH & ASSOCIATES
ATTORNEYS AT LAW
650 EAST PEACE STREET
POST OFFICE DRAWER 568
CANTON, MS 39046
TELEPHONE: (601) 859-6500
FACSIMILE: (601) 859-0650