

FILED  
This Date

LAST WILL AND TESTAMENT

DEC 19 2003

OF

Mike Crook /hancery Clerk  
By: \_\_\_\_\_ D.C.

CORDELIA T. POWELL

2003-878

I, CORDELIA T. POWELL, of Madison County, Mississippi, being of the age of eighteen years and over and of sound and disposing mind and memory, do make, declare and publish this to be my Last Will and Testament, revoking all previous wills and codicils.

I.

I name, constitute and appoint, Hollis Aster Powell, my husband, as Executor of this my Last Will and Testament and direct that he be not required to give bond or make any formal appraisal, inventory or accounting to any Court other than the probate of this my Last Will and Testament. Should my said husband, Hollis Aster Powell, predecease me or refuse or be unable to serve as Executor hereunder, I name, constitute and appoint Charles V. Tate, as Executor, also without bond, also waiving the necessity of appraisal, inventory or accounting.

II.

I direct that of my just legal debts, expenses of my last illness and funeral expenses be paid as promptly after my death as practical.

III.

I will, devise and bequeath all of my estate, real, personal or mixed, of whatsoever nature and kind and wheresoever located unto my husband, Hollis Aster Powell. Should my said husband predecease me, I will, devise and bequeath all of my said estate unto Charles V. Tate. Should the said Charles V. Tate predecease me, this devise shall not lapse but shall go to the children of the said Charles V. Tate surviving at the time of my death.

Last Will and Testament  
of Cordelia T. Powell  
Page 2

IN WITNESS WHEREOF I have executed this Last Will and  
Testament on this the 12<sup>TH</sup> day of FEBRUARY, 1993, in the  
presence of the undersigned attesting and credible witness who, at  
my request and in my presence, and in the presence of each other,  
have witnessed my signature hereto.

Cordelia T. Powell  
CORDEILA T. POWELL

Signed, published and declared by the Testatrix, Cordelia T.  
Powell, on the date shown hereinabove, as and for her Last Will and  
Testament in the presence of us, who, at her request and in her  
presence and in the presence of each other, subscribe our names  
hereto as attesting witnesses.

Leslie C. Hunt

Doc R. Sanchez, Jr.

WITNESSES

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
HOLLIS ASTER POWELL, DECREASED

NO. 2003-877

REGENIA TATE SHEARRILL, PETITIONER

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF HINDS

I, Regenia Tate Shearrill, executrix, being first sworn, deposes and says:

That I have made a reasonably diligent effort to identify persons having claims against the estate and can state to this Court that I have mailed a notice to persons so identified and below-listed at their last known address, informing them that failure to have their claim probated and registered by the clerk of the court granting letters within the ninety (90) day period will be barred, to-wit:

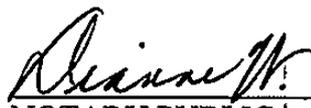
NONE.

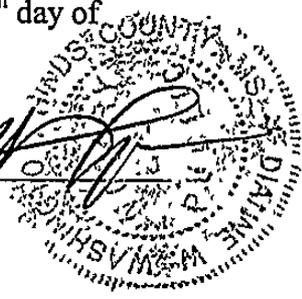
Further, affiant sayeth not.

  
\_\_\_\_\_  
REGENIA TATE SHEARRILL

SWORN TO AND SUBSCRIBED BEFORE ME, this the 19<sup>th</sup> day of

December, 2003.

  
\_\_\_\_\_  
NOTARY PUBLIC



My Commission Expires:  
STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES AUG 21, 2007  
BONDED THRU STEGALL NOTARY SERVICE

FILED  
This Date

DEC 19 2003

Mike Crouk, Chancery Clerk  
By:  D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
CORDELIA T. POWELL, DECREASED

NO. 2003-878

REGENIA TATE SHEARRILL, PETITIONER

AFFIDAVIT

STATE OF MISSISSIPPI

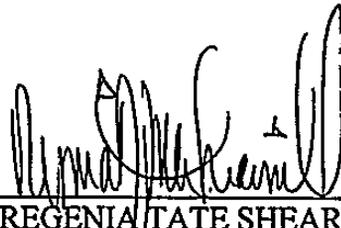
COUNTY OF HINDS

I, Regenia Tate Shearrill, executrix, being first sworn, deposes and says:

That I have made reasonably diligent effort to identify persons having claims against the estate and can state to this Court that I have mailed a notice to persons so identified and below-listed at their last known address, informing them that failure to have their claim to be probated and registered by the clerk of the court granting letters within the ninety (90) day period will be barred, to-wit:

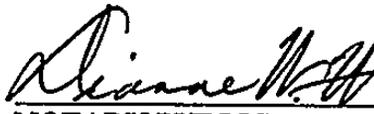
NONE.

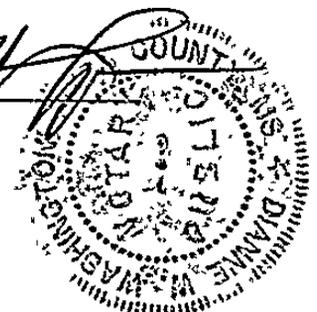
Further, affiant sayeth not.

  
\_\_\_\_\_  
REGENIA TATE SHEARRILL

SWORN TO AND SUBSCRIBED BEFORE ME, this the 19th day of

December, 2003.

  
\_\_\_\_\_  
NOTARY PUBLIC

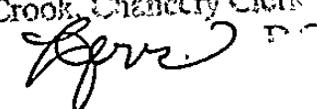


My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES AUG 21, 2007  
BONDED THRU STEGALI NOTARY SERVICE

FILED  
This Date

DEC 19 2003

Mike Crook, Chancery Clerk  


## LAST WILL AND TESTAMENT

OF

ELSIE S. WHELESS

I, ELSIE S. WHELESS, a resident of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, make, publish, and declare this to be my Last Will and Testament. I revoke all Wills or Codicils previously made by me.

1. Payment of Debts and Expenses. First, I direct that all of my just debts, funeral expenses, costs of administering my estate and all estate, inheritance, transfer, legacy and succession taxes due the United States of America or any state shall first be paid, saving unto my devisees and legatees, however, any exemptions allowed by law.

2. Entire Estate to Julian A. Wheless. If my husband, Julian A. Wheless, shall survive me, I give to him outright and free of trust, all of my property of every kind and wherever situated of which I may die seized and possessed, or to which I may be in any way entitled, including all lapsed legacies and devises, but expressly excluding any property over which I may have a power of appointment at the time of my death.

3. Children as Successor Beneficiaries. If Julian A. Wheless does not survive me, then I give to my children, per stirpes, all of the property described in Paragraph 2 above, to be divided by my successor Executor on an equal basis according to value. In dividing my estate, the successor Executor's determination as to value shall be conclusive and binding on all beneficiaries under this Will.

4. Simultaneous Deaths. If any legatee or devisee under this Will shall die simultaneously with me or under circumstances which render it difficult or impossible to determine who predeceased the other, it shall be conclusively presumed for all purposes of this Will that I predeceased that legatee or devisee.

FILED  
This Date

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

5. Appointment of Executor and Trustee. I nominate and appoint Julian A. Wheless as Executor of this my Last Will and Testament. I waive the necessity of his posting bond to serve as Executor and to the fullest extent possible under law, I waive the necessity of a formal appraisal, inventory, or accounting to any court. In the event Julian A. Wheless is unwilling or unable to serve as Executor, I nominate and appoint Wilson Montjoy<sup>II</sup> of Jackson, Mississippi as successor Executor.

6. Executor Powers. I give and grant to my Executor and his successors all of the powers and discretion conferred by common law and statutes of Mississippi and any additional powers and discretion which may result from subsequent legislation. No legislation subsequent to the date of the execution of this Will shall reduce or limit these powers and discretion.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this the 29<sup>th</sup> day of June, 1988.

Elsie S. Wheless  
 ELSIE S. WHELESS

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

Wilson H. Carroll  
 Address: P.O. Drawer 119  
Jackson MS 39205  
William J. Lee  
 Address: P.O. Drawer 119  
Jackson, Miss 39205

AFFIDAVIT OF SUBSCRIBING WITNESS

B 36 P 605

STATE OF MISSISSIPPI

COUNTY OF Hinds

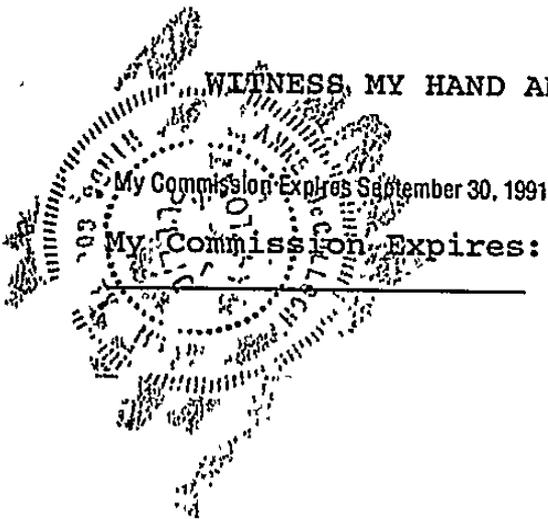
Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, Wilson H. Carroll one of two witnesses to the execution of the foregoing Last Will and Testament who, after being duly sworn by me, declared:

- (1) that the Testatrix declared and executed the instrument as her Last Will and Testament;
- (2) that, in the presence of both witnesses, she signed or acknowledged her signature already made or directed another to sign for her in her presence;
- (3) that, to the best of the witness's knowledge, the Testatrix executed the Will as her free and voluntary act for the purposes expressed in it;
- (4) that each of the witnesses, in the presence of the Testatrix and of each other, signed the Will as witness;
- (5) that the Testatrix was of sound mind; and
- (6) that the Testatrix was at the time eighteen (18) or more years of age.

Wilson H. Carroll  
WITNESS

WITNESS, MY HAND AND SEAL on this 29<sup>th</sup> day of June, 1988.

Gene M. Culloch  
Notary Public



FILED  
This Date

DEC 29 2003

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

FILED  
This Date

# Last Will and Testament

2003-922

DEC 29 2003

OF

KATHERINE JONES SMITH

Mike Crook, Chancery Clerk

By: \_\_\_\_\_ D.C.

I, KATHERINE JONES SMITH, an adult resident of The First Judicial District of Hinds County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all Wills and Codicils heretofore made by me.

## ARTICLE I.

I declare that I am a widow and the mother of ELAINE SMITH DICKENS and ELIZABETH SMITH WELLS, to whom all references herein to "my children" relate. For all purposes of this Will and the disposition of my estate hereunder, the terms "issue" and "descendants" shall be deemed to include all children born to or legally adopted by my said children before and after the execution of this Will, irrespective of any provisions of law establishing a contrary presumption.

## ARTICLE II.

I direct that all of my debts properly probated, allowed and registered against my estate; taxes; all expenses of my last illness; all funeral and burial expenses; and the cost of administration of my estate, be paid as soon as practicable after my death out of the principal of that portion of my residuary estate set forth in Article VII herein. All property bequeathed or devised under this Will either outright or in trust, is bequeathed or devised subject to existing mortgages, liens or encumbrances thereon. My Executor shall have the full authority to decide which debts to pay off and which debts, if any, to allow

Katherine Jones Smith  
KATHERINE JONES SMITH

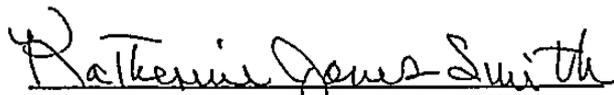
to pass with the property on which such debt is attached. However, nothing contained herein shall be construed as creating any express trust for the payment of any debts or expenses of my estate.

ARTICLE III.

I direct that all other estate and inheritance taxes and other taxes in the general nature thereof, including, but not limited to excise taxes on excess retirement payments, together with any interest or penalty thereon (including any and all taxes paid with respect to the proceeds of any policy or policies of insurance or property over which I have a taxable power of appointment included in my gross estate for the purpose of such taxes, but not including any taxes imposed on generation-skipping transfers under the federal tax laws, nor any Qualified Terminable Interest Property tax which shall become payable upon or by reason of my death with respect to any property passing by or under the terms of this Will or any Codicil to it hereafter executed by me), shall be paid by my Executor out of the principal of my residuary estate, said Article from which such taxes is to be paid being Article VII herein.

ARTICLE IV.

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

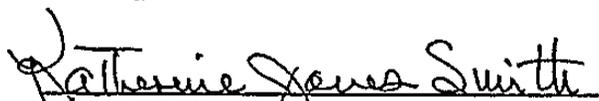
  
KATHERINE JONES SMITH

If any such child predeceases me, her share to such deceased child's issue, per stirpes; or if such deceased child dies without issue, to my surviving child, or if deceased, to her issue, per stirpes. In the event I desire any particular division of such above described property among my children I will leave a listing with my Executor to that effect, which latest dated listing I would request my Executor and my children honor.

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

ARTICLE V.

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

  
KATHERINE JONES SMITH

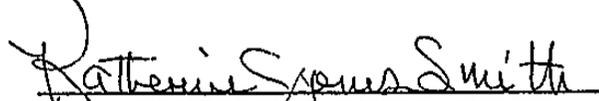
elections. This Trust may also be funded with any and all property disclaimed under this will.

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

A. 1. Upon the close of my estate, the Trustee shall divide the trust property into separate and equal parts--one (1) part for each of my children living at that time, and one (1) part for the issue, as a group, of each deceased child; and each part shall be a separate trust. Any part set aside for the issue as a group of any deceased child shall be further divided into separate and equal trusts for each issue. Said trusts shall continue to be administered under the terms herein at the sole and absolute discretion of my Trustee for the maintenance, health and education (including post graduate education) of such beneficiaries and/or their issue, and the Trustee is authorized in its discretion to distribute all or any portion of net income to such beneficiaries and/or their issue from said trusts, and if distributed, then at least annually, or at more frequent intervals as it determines proper, or accumulate any such income and add same to corpus if such income or portion thereof is not deemed advisable in the Trustee's sole discretion for said beneficiaries' or beneficiaries' issue's maintenance, health and education.

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

2. At the death of any child, prior to the termination of her separate trust, said separate trust estate of said deceased child's trust shall vest in such child's living issue, per

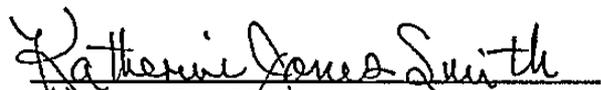
  
KATHERINE JONES SMITH

stirpes; or in default of living issue of said deceased child, in my surviving child or her separate trust herein; or if deceased, to her living issue, per stirpes, all such distributions being subject to Paragraphs G and J of this Article. In the event all of my children die prior to the termination of this trust and leave no surviving issue, then the entire remainder of the trust estates shall be distributed to my heirs-at-law at the date thereof computed under the laws of descent and distribution of the State of Mississippi.

3. Following the closing of my estate, as to any child who survives me, my Trustee shall pay over, transfer, deliver, assign and convey such child's portion of the corpus and any accumulated income of said trust to such child outright and free of trust, with all such distributions being subject to the provisions of Paragraph G of this Article. The Trustee shall have sole and unlimited discretion to determine the property, the proportion of property, and the value of the property involved, in order to determine what property shall comprise the portions to be paid to each beneficiary hereunder.

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

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

  
KATHERINE JONES SMITH

or corporations shall lapse and same shall become a part of my residuary estate hereinafter disposed of.

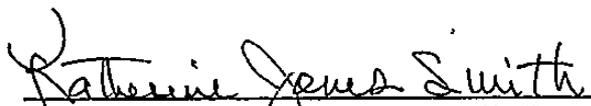
ARTICLE VI.

I do hereby exercise the specific and limited power of appointment granted to me by my late husband, George W. Smith, in Item V(e) of his duly probated Will and I hereby direct that all of the property subject to said power shall be distributed equally to my two daughters, ELAINE SMITH DICKENS and ELIZABETH SMITH WELLS, or if either are deceased to their issue, per stirpes, or in the event either daughter shall die without issue, to my surviving daughter, or if deceased to her issue, per stirpes, or if all are deceased then in accordance with Article VII herein.

ARTICLE VII.

I give, bequeath, devise and appoint all the residue and remainder of my property and estate of every nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, all lapsed legacies and devises or other gifts made by this Will which fail for any reason, hereinafter referred to as my residuary estate, unto my Executor, and I direct my Executor, upon the closing of my estate, to direct said property to the hereinafter-named Trustee under the terms set forth hereafter. This trust shall be for the benefit of my said children, and such children's descendants.

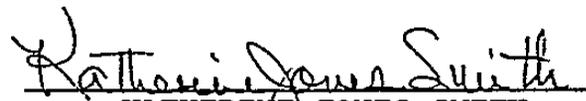
The assets devised and bequeathed under this Article of my Will shall be charged with the payment of any estate, inheritance or other death taxes other than Qualified Terminable Interest taxes payable by reason of my death and any other expenses of my estate not deductible for federal estate tax purposes.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

  
KATHERINE JONES SMITH

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

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

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

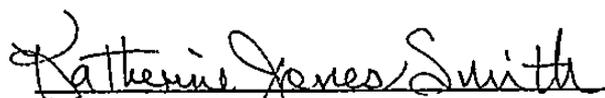
  
KATHERINE JONES SMITH

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

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

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

G. Notwithstanding any other provisions herein to the contrary, if in the sole and complete judgment of the Trustee, a beneficiary (at any time such beneficiary would otherwise be entitled to receive a distribution of principal from the trust estate) shall not have manifested the ability which would qualify such beneficiary prudently to use and conserve the principal of the trust estate provided to be distributed to such beneficiary, then and in such event, the Trustee is fully authorized to withhold and defer the delivery and conveyance of any part or all of such principal distribution until the Trustee shall deem such beneficiary to be qualified to prudently use and conserve the

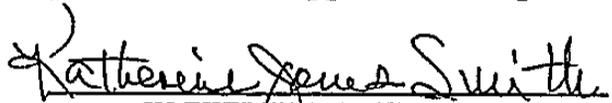
  
KATHERINE JONES SMITH

same; provided, however, such principal so retained shall continue to be administered as an integral part of such beneficiary's trust estate and may thereafter, as the Trustee deems wise, be paid over and delivered to such beneficiary in whole or in part and from time to time as and when the Trustee has determined such beneficiary is qualified to prudently use and conserve the same.

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

H. This is a private trust, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee shall not be required to return to any court any periodic formal accounting of its administration of the trust, but said Trustee shall render annual accounts to the income beneficiaries of the trust. No person paying money or delivering property to the Trustee shall be required to see to their application. Bond shall not be required of the Trustee.

I. Each Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving sixty (60) days written notice to that effect, specifying the effective date of such resignation, to the current income beneficiary or beneficiaries at the time of giving notice. A Successor Trustee may then be appointed by an

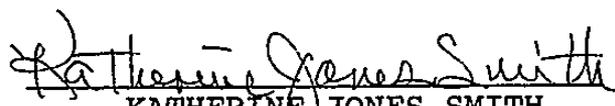
  
KATHERINE JONES SMITH

instrument delivered to such successor, with a copy to the existing Trustee, and signed by a majority of the beneficiaries of legal age of the trust at that time (or if any be minors, the guardian of their persons), of the trust at that time; provided that Successor Co-Trustees may be appointed, but in all instances of appointment of any Successor Trustee one (1) such Successor Trustee must always be a federally insured bank with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities; and further provided that no beneficiary, spouse, parent or child of any beneficiary of the trust be named or appointed as Successor Trustee or Co-Trustee.

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

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

J. If any beneficiary other than a said child of mine having become entitled to a distribution of all or a portion of my estate or this trust shall be under the age of twenty-one (21) years or be under any legal disability, his or her share shall be vested in him or her, but distributions shall be postponed until he or she attains such age or until such disability has been removed. The Trustee is authorized in its discretion to pay to or for the benefit of said beneficiary such part of the income or principal of the retained share as the Trustee considers advisable for said beneficiary's education, maintenance and health and may

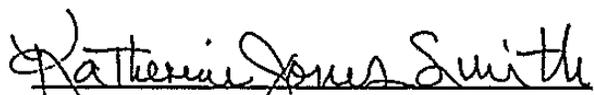
  
KATHERINE JONES SMITH

add to the principal any income not so expended, and shall, subject to Paragraph G of this Article, distribute to such beneficiary principal and income at age twenty-one (21).

K. Unless sooner terminated by the provisions of this Will, and notwithstanding the terms of any trust herein, each and every trust created hereby shall come to an end at the expiration of twenty-one (21) years after the death of the last survivor among myself, my said children and all of their issue who are living at the time of my death, and at the expiration of said time notwithstanding any provision to the contrary herein contained, the Trustee shall pay over to the then income beneficiaries or if none, then to my heirs-at-law at that date as computed under the laws of descent and distribution of the State of Mississippi. In other words, notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of this trust shall vest in the period prescribed by the Rule Against Perpetuities.

L. In the event that any corporate trustee shall hereafter merge or consolidate with any other bank or trust company, then the corporation created by such merger or consolidation shall act as Successor Trustee hereunder, provided that such new surviving bank must be a federally insured bank with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities; and in such capacity shall possess and exercise all powers and authority herein conferred on the Trustee named herein.

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

  
KATHERINE JONES SMITH

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

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

P. My Trustee shall be prohibited from making any payments in reimbursement to any governmental entity (local, federal or state) which may have incurred expense for the benefit of a beneficiary, and my Trustee shall not pay any obligation of a beneficiary which obligation is otherwise payable by any governmental entity (local, state or federal) or pursuant to any governmental program of reimbursement or payment (local, state or federal).

#### ARTICLE VIII.

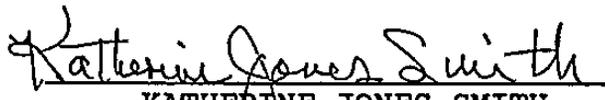
I am cognizant that the provisions of the federal Internal Revenue Code (and other applicable laws) in force at the time of my death and applicable to my estate may permit my Executor to elect to claim certain expenses and losses as deductions on

  
KATHERINE JONES SMITH

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

ARTICLE IX.

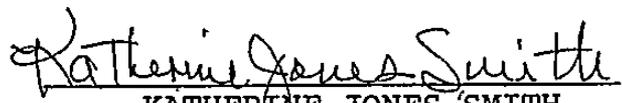
I hereby grant to my Executor and my Trustee established hereunder (including any substitute or successor trustee, personal representative or executor) the continuing, absolute, discretionary power to deal with any property, real or personal, held in trust or in the administration of my estate as freely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

  
KATHERINE JONES SMITH

A. To have all of the specific powers set forth in MISS. CODE ANN. §91-9-101 through §91-9-119 (1972) as now enacted or hereafter amended.

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

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

  
KATHERINE JONES SMITH

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

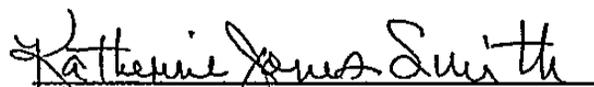
E. To invest and reinvest (including accumulated income) in any property (real or personal) as it may deem advisable, including stock (whether listed or unlisted) and unsecured obligations, undivided interests, interests in investment trusts, legal and discretionary common trust funds, leases, and property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

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

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

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

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

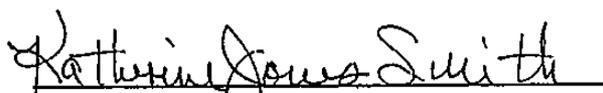
  
KATHERINE JONES SMITH

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

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

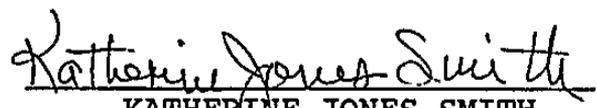
L. To borrow money (from itself including any Trustee's own banking department, individually or from others) upon such terms and conditions as it may determine and to mortgage and pledge estate assets as security for the repayment thereof; and to loan money to any beneficiary of the estate or trust upon such terms as the Executor or Trustee may in its discretion determine advisable. My Executor or Trustee shall not be required to pay or otherwise satisfy any such loan prior to the closing of my estate or termination of the trust, but may distribute any such property at its net value of such loan in satisfaction of any bequest or devise herein or any trust asset distribution herein.

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

  
KATHERINE JONES SMITH

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

O. To employ accountants, attorneys, advisors, including, but not limited to, investment advisors and money managers, and such other agents as it deems advisable, and to grant same discretionary powers, as it may deem advisable; to pay reasonable compensation for their services and to charge same to (or apportion same between) income and principal as it may deem proper. In this regard, the Executor/Trustee should consider my chosen advisors and the beneficiaries of my estate and all trusts may recommend such advisors, attorneys, agents or accountants to my Executor and/or Trustee and I request my Executor and/or Trustee to consider such recommendation and where prudent and

  
KATHERINE JONES SMITH

advisable consider the investment recommendations of such advisors.

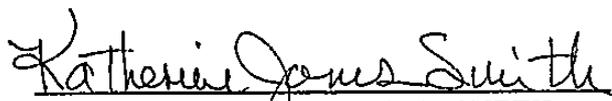
P. Unless inconsistent with other provisions of this instrument, to hold two (2) or more trusts or funds in one (1) or more consolidated trusts or funds in which the separate funds shall have undivided interests.

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

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

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

With regard to all trusts contained herein, since my Trustee is not required to distribute any income, I hereby

  
KATHERINE JONES SMITH

authorize my Trustee, in its sole and absolute discretion, to decide how much income to distribute or accumulate and I exonerate my Trustee from any liability for additional tax on any trust if it accumulates any income of said trust.

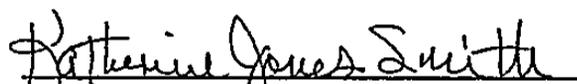
I also authorize my said Trustee under any trust created herein, since not required to distribute any income, to elect or not elect to treat all or any portion of any estimated tax paid by any trust created hereunder as a payment by one or more beneficiaries of said trust. Said election may be made either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

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

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

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

W. The power, exercisable in its sole discretion, to invest in any insurance policy, whether the insured or covered person is a beneficiary or any other person. Such investment may be in part ownership of any insurance policy and may be made in any manner that the Executor or Trustee shall deem appropriate. The

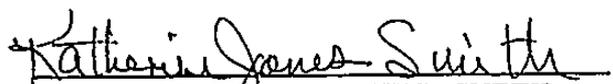
  
KATHERINE JONES SMITH

propriety of such investment and the nature and amount of the insurance policy in which is invested shall be solely within the discretion of the Executor or Trustee, and the Executor or Trustee shall incur no liability as a result of such investment, even though such insurance policy is not an investment in which trustees are authorized by law or by any rule of court to invest trust funds. The Trustee shall have the power, exercisable in its sole discretion, to retain any such insurance policy as an investment of the trust estate without regard to the portion that such insurance policies of a similar character, so held, may bear to the entire amount of the trust estate. The term "insurance policy" shall be deemed to include life insurance policies, annuity contracts, accident policies, and any retirement plan or contract under which death benefits can or is made payable to the Executor or Trustee.

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

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

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

  
KATHERINE JONES SMITH

duties and responsibilities imposed upon the Trustee by reason thereof, the following provisions shall be applicable to any such trust:

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

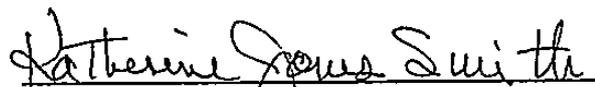
b. My Trustee is authorized to allocate any portion of my GST exemption available under Section 2631(a) of the Internal Revenue Code, as amended, or under any corresponding state statute, if any, to any property as to which I am the transferor, including any property transferred by me during life as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

c. My Trustee is authorized to divide property in the trust with an inclusion ratio as defined in Section

*Katherine Jones Smith*  
KATHERINE JONES SMITH

2642(a)(1) of the Internal Revenue Code, as amended, into separate trusts representing two fractional shares of the property being divided, one to have an inclusion ratio of one and the other to have an inclusion ratio of zero.

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

  
KATHERINE JONES SMITH

shall be distributed or continue to be held in trust pursuant to the provisions of this Trust.

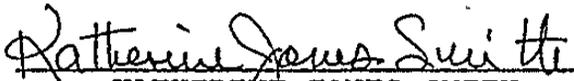
e. No adjustment shall be made between any interested parties by reason of the operation of said Chapter 13 or elections made by the Trustee thereunder.

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

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

ARTICLE X.

I appoint my daughters, ELAINE SMITH DICKENS and ELIZABETH SMITH WELLS, or the survivor of them, as Co-Executors of my estate. I direct that the above-named persons, or successors thereto, serve in said capacities without the necessity of making bond, inventory, accounting or appraisalment to any court, to the extent that same may be properly waived under the law. However,

  
KATHERINE JONES SMITH

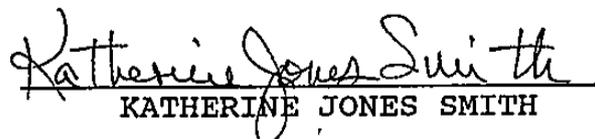
this waiver shall not prevent my Executor(s) from electing to obtain bond or file such inventory, accounting or appraisal if it deems advisable and if so same shall be entitled to reimbursement from the estate for the cost thereof.

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

I appoint as Trustee of the "Katherine Jones Smith Family Trust", TRUSTMARK NATIONAL BANK of Jackson, Mississippi. I also direct that said Trustee or any and all successors to it serve without the necessity of making bond, inventory, appraisal or accounting to any court to the extent that same may be properly waived under law. However, this waiver shall not prevent my Trustee from electing to obtain bond or file such inventory, accounting or appraisal if it so deems advisable and if so it shall be entitled to reimbursement from the estate for the cost thereof.

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

As long as the trust remains in effect, a majority of the income beneficiaries thereof, of legal age (or if any are minors, the guardian of their persons) may demand resignation of any Trustee of the Katherine Jones Smith Family Trust created under Article VII with or without cause; provided, however, that upon such demand of resignation of said Trustee or Trustee, a majority of said trust beneficiaries, (or if any are minors, the guardian of their persons), shall appoint a Successor Trustee as they in their discretion shall determine for the best interests of the beneficiaries of said trust; provided that Successor Co-Trustees

  
KATHERINE JONES SMITH

may be appointed, but in all instances of appointment of any Successor Trustee, one (1) such Successor Trustee must always be a federally insured bank with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities. Under no circumstances shall any beneficiary, spouse, parent or child of any beneficiary of the trust serve as Trustee. Any such Successor Trustee shall be vested with all rights, powers, duties and discretion conferred upon the original Trustee.

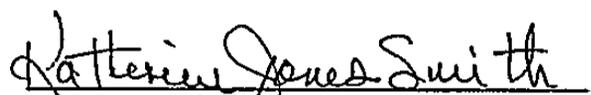
ARTICLE XI.

In the event that any legatee or devisee shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I declare that I shall be deemed to have survived such legatee(s) or devisee(s), and this Will and all of its provisions shall be construed upon that assumption.

ARTICLE XII.

I hereby authorize and empower my herein-named children or their issue, or any other beneficiaries herein or if any of such beneficiaries be deceased or otherwise incapacitated, their respective executor or executrix, administrator or administratrix, or personal representative or agent, hereunder to disclaim all or any portion of my estate herein provided for them. To be effective, such disclaimer shall be in writing and shall be delivered to my Executor within the period designated by the Internal Revenue Code effective at the date of my death. Any portion of my estate so disclaimed by my said children or their issue shall be distributed in accordance with the terms of this will, as if said person or persons disclaiming had predeceased me.

I, KATHERINE JONES SMITH, have signed this Will, which consists of twenty-six (26) pages, this the 11<sup>th</sup> day of

  
KATHERINE JONES SMITH

November, 1992, in the presence of J. Stephen Fussellfield,  
and Laura P. Jackson  
who attested it at my request.

Katherine Jones Smith  
KATHERINE JONES SMITH, Testatrix

The above and foregoing Will of Katherine Jones Smith was declared by her in our presence to be her Will and was signed by Katherine Jones Smith in our presence and at her request and in her presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the Will of Katherine Jones Smith on this the 11<sup>th</sup> day of November, 1992.

J. Stephen Fussellfield of 1921 Bellewood Road  
Jackson, MS 39211  
Laura P. Jackson of 227 Bennett Street  
Crystal Springs MS 39059

DEC 29 2003

B 36 P 632

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

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

IN THE MATTER OF THE ESTATE OF  
KATHERINE JONES SMITH

CAUSE NO. 2003-922

PROOF OF WILL

Be it known and remembered that on this 11<sup>th</sup> day of November, A.D., 1992, before me, the undersigned authority, personally came and appeared J. STEPHEN STUBBLEFIELD, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Katherine Jones Smith, bearing date of the 11<sup>th</sup> day of November, 1992; and he/~~she~~, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Katherine Jones Smith signed, published and declared said instrument of writing as and for her Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Katherine Jones Smith, was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of The First Judicial District of Hinds County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Katherine Jones Smith was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid.

[Signature]  
J. STEPHEN STUBBLEFIELD Witness

SWORN TO AND SUBSCRIBED before me by J. STEPHEN STUBBLEFIELD  
this 11<sup>th</sup> day of November, A.D., 1992.

[Signature]  
NOTARY PUBLIC

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

IN THE MATTER OF THE ESTATE OF  
KATHERINE JONES SMITH

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

PROOF OF WILL

Be it known and remembered that on this 11<sup>th</sup> day of November, A.D., 1992, before me, the undersigned authority, personally came and appeared Laura P. Jackson, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Katherine Jones Smith, bearing date of the 11<sup>th</sup> day of November, 1992; and he/she, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Katherine Jones Smith signed, published and declared said instrument of writing as and for her Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Katherine Jones Smith, was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of The First Judicial District of Hinds County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Katherine Jones Smith was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid.

Laura P. Jackson  
Witness

SWORN TO AND SUBSCRIBED before me by Laura P. Jackson  
this 11<sup>th</sup> day of November, A.D., 1992.

Vicki Lynn Edwards  
NOTARY PUBLIC

My Commission Expires:

My Commission Expires September 11, 1993

DEC 29 2008

Last Will and Testament <sup>TO</sup>  
By: Mike Crook, Chancery Clerk  
D.C.

OF

KATHERINE JONES SMITH

I, KATHERINE JONES SMITH, an adult resident of the First Judicial District of Hinds County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my First Codicil to my Last Will and Testament, said will executed and published by me on November 11, 1992, hereby revoking all prior Codicils to said Will heretofore made by me.

I hereby revoke Paragraph A.1. of Article VII of my said will dated November 11, 1992, and substitute therefor, the following as Paragraph A.1. of Article VII of my will, to-wit:

"A. 1. Upon the close of my estate, the Trustee shall divide the trust property into separate and equal parts--one (1) part for each of my children living at that time, and one (1) part for the issue, as a group, of each deceased child; and each part shall be a separate trust. Any part set aside for the issue as a group of any deceased child shall be further divided into separate and equal trusts for each issue.

My Trustee shall then obtain from my Executor the listing kept with my original will of advancements of payments I have made toward certain education expenses for my granddaughter, KATHERINE WELLS, daughter of ELIZABETH SMITH WELLS, being all payments of college tuition and related expenses paid by me to Birmingham Southern College in Birmingham, Alabama. My Trustee shall then subtract such total payments as described above from the separate and equal trust assets

Katherine Jones Smith  
KATHERINE JONES SMITH

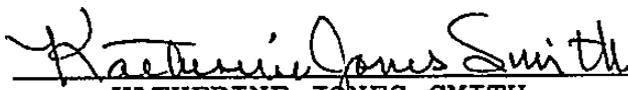
described above for my daughter, ELIZABETH SMITH WELLS, trust and add same or the equivalent in fair market value of assets of same to the separate trust for my daughter, ELAINE SMITH DICKENS, or if deceased, the separate trusts for her children.

Said trusts shall continue to be administered under the terms herein at the sole and absolute discretion of my Trustee for the maintenance, health and education (including post graduate education) of such beneficiaries and/or their issue, and the Trustee is authorized in its discretion to distribute all or any portion of net income to such beneficiaries and/or their issue from said trusts, and if distributed, then at least annually, or at more frequent intervals as it determines proper, or accumulate any such income and add same to corpus if such income or portion thereof is not deemed advisable in the Trustee's sole discretion for said beneficiaries' or beneficiaries' issue's maintenance, health and education.

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

I hereby revoke Paragraph I of Article VII of my said Will dated November 11, 1992, and substitute therefor, the following as Paragraph I of Article VII of my Will, to-wit:

" I. Each Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving sixty (60) days written notice to that effect, specifying the effective date of such resignation, to the current income

  
KATHERINE JONES SMITH

beneficiary or beneficiaries at the time of giving notice. A Successor Trustee may be appointed by an instrument delivered to such successor, with a copy to the existing Trustee, and signed by a majority of the current beneficiaries (of legal age) of the trust at that time, or if any are minors, by the guardian of their persons (other than the Grantor) (during my daughters' lifetimes, they shall have the sole right to appoint a Successor); and provided that under no circumstances shall the Grantor act on behalf of any beneficiary; and, further, provided that Successor Co-Trustees may be appointed, but in all instances one (1) such Successor Trustee must always be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location; and further provided that in no event shall the Grantor, nor any beneficiary or spouse, parent or child of any beneficiary of the trusts be named or appointed as Successor Trustee or Co-Trustees of any trust herein for their benefit.

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

  
KATHERINE JONES SMITH

I hereby revoke Article X of my said Will dated November 11, 1992, and substitute therefor, the following as Article X of my Will to-wit:

"ARTICLE X.

I appoint my daughters, ELAINE SMITH DICKENS and ELIZABETH SMITH WELLS, or the survivor of them, as Co-Executors of my estate. I direct that the above-named persons, or successors thereto, serve in said capacities without the necessity of making bond, inventory, accounting or appraisalment to any court, to the extent that same may be properly waived under the law. However, this waiver shall not prevent my Executor(s) from electing to obtain bond or file such inventory, accounting or appraisalment if it deems advisable and if so same shall be entitled to reimbursement from the estate for the cost thereof.

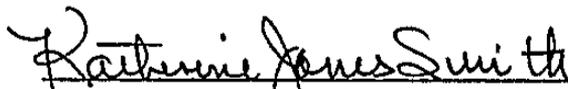
All references herein to "Executor" or "it", shall be deemed to be gender neutral and include the masculine, the feminine, and shall also be deemed to include an entity or entities, and also includes individual or Co-Executors.

I appoint as Trustee of the "Katherine Jones Smith Family Trust", TRUSTMARK NATIONAL BANK of Jackson, Mississippi. I also direct that said Trustee or any and all successors to it serve without the necessity of making bond, inventory, appraisalment or accounting to any court to the extent that same may be properly waived under law. However, this waiver shall not prevent my Trustee from electing to obtain bond or file such inventory, accounting or appraisalment if it so deems advisable and if so it shall be entitled to reimbursement from the estate for the cost thereof.

  
KATHERINE JONES SMITH

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

As long as the trust remains in effect, a majority of the income beneficiaries thereof, of legal age (or if any are minors, the guardian of their persons) (during my daughter's lifetimes, they shall have the sole right to appoint a successor trustee) and may demand resignation of any Trustee of the Katherine Jones Smith Family Trust created under Article VII with or without cause; provided, however, that upon such demand of resignation of said Trustee or Trustee, a majority of said trust beneficiaries, (or if any are minors, the guardian of their persons), shall appoint a Successor Trustee as they in their discretion shall determine for the best interests of the beneficiaries of said trust; provided that Successor Co-Trustees may be appointed, but in all instances of appointment of any Successor Trustee, one (1) such Successor Trustee must always be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location. Under no circumstances shall any beneficiary, spouse, parent or child of any beneficiary of the trust serve as Trustee. Any such Successor

  
KATHERINE JONES SMITH

Trustee shall be vested with all rights, powers, duties and discretion conferred upon the original Trustee."

With the above amendments, I hereby reconfirm, republish, and ratify my Last Will and Testament dated November 11, 1992.

I, KATHERINE JONES SMITH, have signed this First Codicil to my will, which First Codicil consists of six (6) pages, this the 21<sup>st</sup> day of October, 1996, in the presence of J. STEPHEN SUBBLEFIELDS, and HELEN M. DEATON, who attested it at my request.

Katherine Jones Smith  
KATHERINE JONES SMITH, Testatrix

The above and foregoing First Codicil to will of Katherine Jones Smith was declared by her in our presence to be her First Codicil to her Will and was signed by Katherine Jones Smith in our presence and at her request and in her presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the First Codicil to Will of Katherine Jones Smith on this the 21<sup>st</sup> day of October, 1996.

J. Stephen Subblefields of 340 Sherborne Place  
Jackson, MS 39208

Helen M. Deaton of 3119 Rice Street  
Pearl, Ms. 39208

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

B 36 P 640

IN THE MATTER OF THE ESTATE  
OF KATHERINE JONES SMITH

CAUSE NO. 2003-922

PROOF OF CODICIL

Be it known and remembered that on this 21<sup>st</sup> day of October, A.D., 1996, before me, the undersigned authority, personally came and appeared J. STEPHEN STUBBLEFIELD one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the First Codicil to Last Will and Testament of Katherine Jones Smith, said Last Will and Testament bearing date of the 11th day of November, 1992; and said First Codicil executed on this the 21<sup>st</sup> day of October, 1996; and having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Katherine Jones Smith signed, published and declared said instrument of writing as and for her First Codicil to Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Katherine Jones Smith was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Codicil to her Will, and at that time was bona fide resident of the First Judicial District of Hinds County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Katherine Jones Smith was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witnesses thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid.

J. Stephen Stubblefield  
J. STEPHEN STUBBLEFIELD, Witness

SWORN TO AND SUBSCRIBED before me by J. STEPHEN STUBBLEFIELD,  
this 21<sup>st</sup> day of October, A.D., 1996.

Candice Shone Powell  
NOTARY PUBLIC



My Commission Expires:

June 5, 1999

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

B O P 641

IN THE MATTER OF THE ESTATE  
OF KATHERINE JONES SMITH

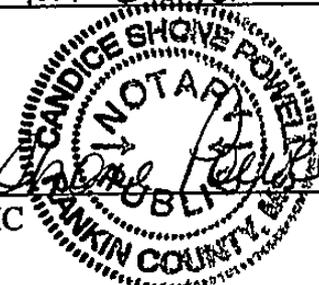
CAUSE NO. \_\_\_\_\_

PROOF OF CODICIL

Be it known and remembered that on this 21<sup>st</sup> day of October, A.D., 1996, before me, the undersigned authority, personally came and appeared Helen M. Deaton, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the First Codicil to Last Will and Testament of Katherine Jones Smith, said Last Will and Testament bearing date of the 11th day of November, 1992; and said First Codicil executed on this the 21<sup>st</sup> day of October, 1996; and having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Katherine Jones Smith signed, published and declared said instrument of writing as and for her First Codicil to Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Katherine Jones Smith was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Codicil to her Will, and at that time was bona fide resident of the First Judicial District of Hinds County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Katherine Jones Smith was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witnesses thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid.

Helen M. Deaton  
Helen M. Deaton, Witness

SWORN TO AND SUBSCRIBED before me by Helen M. Deaton,  
this 21<sup>st</sup> day of October, A.D., 1996.

Candice Shone Powell  
NOTARY PUBLIC  


My Commission Expires:

June 5, 1999

LAST WILL AND TESTAMENT 2003-925

OF

WILLIE BEATRICE HARRELL

I, WILLIE BEATRICE HARRELL, an adult resident citizen of the City of Ridgeland, Madison County, Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, publish and declare this as my Last Will and Testament, hereby revoking all other wills and testaments heretofore made by me.

I.

I hereby name and constitute Lee Wilson Harrell as Executor of this my Last Will and Testament. Said Executor aforementioned shall not be required to post any bond as Executor, or make any accounting, inventories or appraisals to the Court. Should Lee Wilson Harrell be unable or unwilling to serve for any reason, I then direct that Jackie Wayne Harrell should be appointed alternate Executor to serve and hereby waive all requirements of bonds, inventories, accountings, and appraisals.

II.

I direct that my Executor shall pay all of my just debts which may be probated and allowed, funeral expenses and cost of a suitable monument, as well as all expenses of administration of my estate and any estate and inheritance taxes owed on my estate.

PAGE 1 OF 3 OF THE LAST WILL AND TESTAMENT OF WILLIE BEATRICE HARRELL . . . . .

Willie Beatrice Harrell  
WILLIE BEATRICE HARRELL

I give, devise and bequeath unto my husband, Lee Wilson Harrell, my entire estate, real, personal and mixed property.

IV.

Should my husband be not living at my death, or should we die as a result of a common disaster causing the death of each of us within the period of one week of the death of the other, or so that the order of dissolution cannot be determined with certanty, then I hereby will my entire estate, real, personal and mixed property, be divided among my heirs as follows:

I hereby direct that the property at 558 Old Highway 51, Ridgeland, Mississippi, be sold and the proceeds split between my children, namely, Betty Elizabeth Knight, Jackie Wayne Harrell, Dorothy Lee Edwards and Johnny Dale Harrell. Each chuld shall have the option to purchase the other's interest at fair market value if they so desire.

I hereby give, devise and bequeath the grave plots located at Lot 130, Block No. A, Unit 4 and Lot 130, Block No. B, Unit No. 1, 2, 3 and 4, Section No. 1, In the Garden of Devotion, Mississippi Memory Gardens, Inc., Madison County, Mississippi, to Jackie Wayne Harrell and his wife, Gloria Jean Harrell.

V.

The rest, residue and remainder of my estate, real, personal or mixed property, shall be divided among my children, share and share alike.

VI.

Should any of the aforesaid heirs predecease me, then that share shall be divided among the remaining named heirs.

PAGE 2 OF 3 OF THE LAST WILL AND TESTAMENT OF WILLIE BEATRICE HARRELL . . . . .

Willie Beatrice Harrell  
WILLIE BEATRICE HARRELL

IN TESTIMONY OF THE MAKING, DECLARING AND PUBLISHING of the foregoing to be my Last Will and Testament, I now sign my name hereto in the presence of the undersigned witnesses, whom I have especially requested to witness the making, publishing and declaring of this my Last Will and Testament, and the witnessing of my signature, all done this the 4<sup>th</sup> day of January, 2000.

Willie Beatrice Harrell  
TESTATRIX

ATTESTATION CLAUSE

WITNESSES:

ADDRESSES:

Jason T. Zebert

384 Randall Dr.

Pearl, MS 39208

Olivia Edwards

1102 Old Wire Rd

Pelahatchie, MS 39145

WE, the undersigned, do hereby certify that WILLIE BEATRICE HARRELL declared and published the foregoing instrument to be her Last Will and Testament in our presence and that she signed and subscribed the same as her Last Will and Testament in our presence, especially and expressly requesting us to be the subscribing witnesses, each signing in the presence of the Testatrix, and in the presence of each other.

Jason T. Zebert  
WITNESS  
Olivia Edwards  
WITNESS

PAGE 3 OF 3 OF THE LAST WILL AND TESTAMENT OF WILLIE BEATRICE HARRELL . . . . .

Willie Beatrice Harrell  
WILLIE BEATRICE HARRELL

IN THE MATTER OF THE ESTATE OF:  
WILLIE BEATRICE HARRELL

NO 2003-925  
This Date

AFFIDAVIT OF SUBSCRIBING WITNESS

DEC 30 2003

STATE OF MISSISSIPPI  
COUNTY OF RANKIN

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

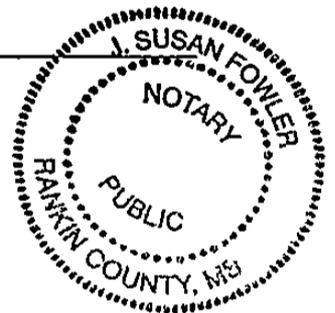
THIS DAY PERSONALLY appeared before me, the undersigned Notary in and for the State of Mississippi and county aforesaid, Jason T. Zebert, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of WILLIE BEATRICE HARRELL, of the County of Rankin, State of Mississippi, who, after being first duly sworn on oath, makes oath that the said WILLIE BEATRICE HARRELL signed, published and declared the said instrument as her Last Will and Testament on the 4<sup>th</sup> day of January, 2009, the day of the date of the said instrument, in the presence of the affiant and one other subscribing witness, that the said testatrix was then of sound and disposing mind and memory and twenty-one years and upwards of age, and that she, the affiant, and another witness, subscribed and attested to the said instrument as witnesses to the signature and publication thereof at the special insistence and request of the said testatrix, and in the sight and presence of each other.

THIS the 4<sup>th</sup> day of January, 2009.

[Signature]

SWORN TO AND SUBSCRIBED BEFORE ME, THIS, THE 4<sup>th</sup> DAY OF January, 2009.

J. Susan Fowler  
NOTARY PUBLIC



MY COMMISSION EXPIRES:  
Notary Public State of Mississippi At Large  
~~My Commission Expires October 6, 2007~~  
Bonded Thru Holden, Brooks & Garland, Inc.

IN THE CHANCERY COURT OF RANKIN COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF:  
WILLIE BEATRICE HARRELL

NO 2003-925

AFFIDAVIT OF SUBSCRIBING WITNESS

FILED  
This Date

STATE OF MISSISSIPPI  
COUNTY OF RANKIN

DEC 30 2003

Mike Crook, Chancery Clerk  
By [Signature]

THIS DAY PERSONALLY appeared before me, the undersigned Notary Public, [Signature],  
State of Mississippi and county aforesaid, Olivia Edwards,  
one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will  
and Testament of WILLIE BEATRICE HARRELL, of the County of Rankin, State of  
Mississippi, who, after being first duly sworn on oath, makes oath that the said WILLIE  
BEATRICE HARRELL signed, published and declared the said instrument as her Last Will and  
Testament on the 4 day of January, 2000, the day of the date of the said  
instrument, in the presence of the affiant and one other subscribing witness, that the said testatrix  
was then of sound and disposing mind and memory and twenty-one years and upwards of age,  
and that she, the affiant, and another witness, subscribed and attested to the said instrument as  
witnesses to the signature and publication thereof at the special insistence and request of the said  
testatrix, and in the sight and presence of each other.

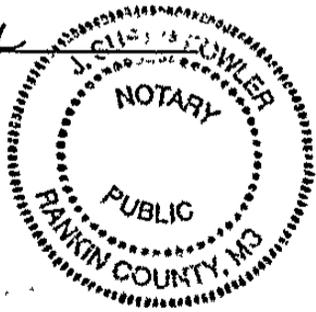
THIS the 4 day of January, 2000.

Olivia Edwards

SWORN TO AND SUBSCRIBED BEFORE ME, THIS, THE 4<sup>th</sup> DAY OF  
January, 2000.

J. Susan Fowler  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
Notary Public State of Mississippi At Large  
My Commission Expires October 6, 2004  
Bonded Thru Holden, Brooks & Garland, Inc.



# Last Will and Testament

OF

MARGARET FRANCES HUNT FREEMAN

FILED  
This Date

DEC 30 2003

STATE OF MISSISSIPPI  
COUNTY OF HINDS

Mike Crook, Chancery Clerk  
By: Wm. J. Ellis D.C.

I, Margaret Frances Hunt Freeman, of the County of Hinds, State of Mississippi, being above the age of twenty-one years, and of sound and disposing mind and memory, do make, publish and declare this to be my last will and testament, hereby revoking any and all wills and codicils heretofore, at any time, made by me.

## ARTICLE I

I direct my executor to pay all of my just debts, funeral and testamentary expenses as soon after my death as may be convenient, but I do not waive the statutory requirement that all such debts be probated as required by law.

## ARTICLE II

I do give, devise and bequeath all of my residuary estate to my children, Thomas Joseph Hunt Freeman and Kathleen Freeman Henley, to share and share alike, per stirpes.

## ARTICLE III

I do hereby nominate and appoint Thomas Joseph Hunt Freeman, as Executor of this, my last will and testament. I hereby waive

*Margaret Frances Hunt Freeman*

any security required or any bond and/or accounting required by law of my Executor.

The foregoing will consists of two (2) pages, including this one, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my last will and testament on this the 29<sup>th</sup> day of March, 2002.

Margaret Frances Hunt Freeman  
Signature

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

Linda G. Russon

A. Kriston Bailey  
WITNESSES

IN THE MATTER OF THE LAST WILL AND TESTAMENT OF  
MARGARET FRANCES HUNT FREEMAN

LATE OF MADISON COUNTY, MISSISSIPPI, DECEASED

FILED  
This Date

DEC 30 2003

STATE OF MISSISSIPPI

COUNTY OF HINDS

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

PERSONALY appeared before me, the undersigned authority in and for the jurisdiction above mentioned, A. Kristen Bailey, subscribing witness to a certain instrument of writing filed in the office of the Chancery Clerk of Madison County, on the 30<sup>th</sup> day of December, A D., 2003, purporting to be the last will and testament of Margaret Frances Hunt Freeman, deceased, late of Madison County, in said State; and a true and attested copy of said instrument is attached hereto and made a part hereof as if copied in full herein, and said witness having been duly sworn, on oath states:

That the said Margaret Frances Hunt Freeman, on the 29th day of March, A.D., 2002, the day of the date of the said instrument, at Jackson, Mississippi, freely, and without any restraint or undue influence known to me, signed, published, and declared said instrument to be Margaret Frances Hunt Freeman's, deceased, last will and testament in the presence of the subscribing witnesses, Linda Y. Russom and deponent, that the said testatrix was then of sound and disposing mind, and more than twenty-one years of age; that they, the said subscribing witnesses, then and there, at the special instance and request, and in the presence of the testatrix and in the presence of each other, subscribed and attested said instrument as witnesses to the signature and publication thereof, that said testatrix, at the time of said attestations by said subscribing witnesses, was mentally capable of recognizing and actually conscious of said act of attestation,

and that they, the said subscribing witnesses, were at the time of said attestation, competent witnesses under the laws of the State of Mississippi.

A. Kristen Bailey  
A. Kristen Bailey

SWORN TO and subscribed before me this the 29 day of December, 2003.

Eileen M. Hines  
NOTARY PUBLIC

My Commission Expires:  
Notary Public State of Mississippi At Large  
My Commission Expires: September 29, 2004  
Bonded Thru Holden, Brooks & Garland, Inc.



# Last Will and Testament

OF

MARGARET FRANCES HUNT FREEMAN

STATE OF MISSISSIPPI  
COUNTY OF HINDS

I, Margaret Frances Hunt Freeman, of the County of Hinds, State of Mississippi, being above the age of twenty-one years, and of sound and disposing mind and memory, do make, publish and declare this to be my last will and testament, hereby revoking any and all wills and codicils heretofore, at any time, made by me.

## ARTICLE I

I direct my executor to pay all of my just debts, funeral and testamentary expenses as soon after my death as may be convenient, but I do not waive the statutory requirement that all such debts be probated as required by law.

## ARTICLE II

I do give, devise and bequeath all of my residuary estate to my children, Thomas Joseph Hunt Freeman and Kathleen Freeman Henley, to share and share alike, per stirpes.

## ARTICLE III

I do hereby nominate and appoint Thomas Joseph Hunt Freeman, as Executor of this, my last will and testament. I hereby waive

*Margaret Frances Hunt Freeman*

B 36 P 652  
any security required or any bond and/or accounting required by  
law of my Executor.

The foregoing will consists of two (2) pages, including this  
one, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my  
last will and testament on this the 29<sup>th</sup> day of  
March, 2002.

Margaret T. Hunt Freeman  
Signature

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

Linda G. Russon

A. Kristen Bailey  
WITNESSES

IN THE MATTER OF THE LAST WILL AND TESTAMENT OF  
MARGARET FRANCES HUNT FREEMAN

LATE OF MADISON COUNTY, MISSISSIPPI, DECEASED

FILED  
This Date

DEC 30 2003

STATE OF MISSISSIPPI

COUNTY OF HINDS

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

PERSONALY appeared before me, the undersigned authority in and for the jurisdiction above mentioned, Linda Y Russom, subscribing witness to a certain instrument of writing filed in the office of the Chancery Clerk of Madison County, on the 30<sup>th</sup> day of December, A.D., 2003, purporting to be the last will and testament of Margaret Frances Hunt Freeman, deceased, late of Madison County, in said State; and a true and attested copy of said instrument is attached hereto and made a part hereof as if copied in full herein; and said witness having been duly sworn, on oath states:

That the said Margaret Frances Hunt Freeman, on the 29th day of March, A.D., 2002, the day of the date of the said instrument, at Jackson, Mississippi, freely, and without any restraint or undue influence known to me, signed, published, and declared said instrument to be Margaret Frances Hunt Freeman's, deceased, last will and testament in the presence of the subscribing witnesses, A Kristen Bailey and deponent; that the said testatrix was then of sound and disposing mind, and more than twenty-one years of age; that they, the said subscribing witnesses, then and there, at the special instance and request, and in the presence of the testatrix and in the presence of each other, subscribed and attested said instrument as witnesses to the signature and publication thereof, that said testatrix, at the time of said attestations by said subscribing witnesses, was mentally capable of recognizing and actually conscious of said act of attestation;

D 36 P 054

and that they, the said subscribing witnesses, were at the time of said attestation,  
competent witnesses under the laws of the State of Mississippi.



Linda J. Russom  
Linda J. Russom

SWORN TO and subscribed before me this the 24<sup>th</sup> day of December, 2003.

[Signature]  
NOTARY PUBLIC

My Commission Expires:  
1-30-07

# Last Will and Testament

OF

MARGARET FRANCES HUNT FREEMAN

STATE OF MISSISSIPPI  
COUNTY OF HINDS

I, Margaret Frances Hunt Freeman, of the County of Hinds, State of Mississippi, being above the age of twenty-one years, and of sound and disposing mind and memory, do make, publish and declare this to be my last will and testament, hereby revoking any and all wills and codicils heretofore, at any time, made by me.

ARTICLE I

I direct my executor to pay all of my just debts, funeral and testamentary expenses as soon after my death as may be convenient, but I do not waive the statutory requirement that all such debts be probated as required by law.

ARTICLE II

I do give, devise and bequeath all of my residuary estate to my children, Thomas Joseph Hunt Freeman and Kathleen Freeman Henley, to share and share alike, per stirpes.

ARTICLE III

I do hereby nominate and appoint Thomas Joseph Hunt Freeman, as Executor of this, my last will and testament I hereby waive

*M. F. Hunt Freeman*

B 36 P 650  
any security required or any bond and/or accounting required by  
law of my Executor.

The foregoing will consists of two (2) pages, including this  
one, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my  
last will and testament on this the 29<sup>th</sup> day of  
March, 2002.

Margaret Frances Hunt Freeman  
Signature

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

Linda Y. Pearson

A. Kriston Bailey  
WITNESSES

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

NO. 2003-890

IN THE MATTER OF THE ESTATE OF  
MARY ELIZA SHELTON HAWKINS, DECEASED

NELL S. LOPER, EXECUTRIX

FILED  
This Date

DEC 31 2003

AFFIDAVIT

Mike Crook Chancery Clerk  
By: *Tom Sellers* D.C.

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, NELL S. LOPER ("Affiant"), of Madison, Mississippi, personally known to me, who being first duly sworn, states on oath as follows:

That she is the duly appointed Executrix of the Estate of Mary Eliza Shelton Hawkins, Deceased, and is the sister of the Decedent. That she has made reasonably diligent efforts, as required by Section 91-7-145, Mississippi Code of 1972, Annotated, to identify persons having claims against the Estate and has mailed a notice to such persons, if any, so identified at their last known address, informing them that a failure to have their claim probated and registered by the Clerk of Court granting Letters within the ninety (90) day period provided in said statute will bar their claim.

That upon filing this Affidavit with the Court, the Notice to Creditors in the Estate proceeding will be published.

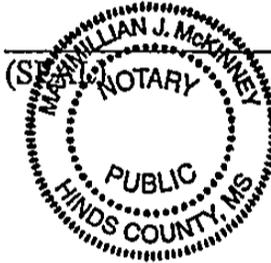
WITNESS the signature of Affiant, on this the 29 day of December,  
2003

Nell S. Loper  
NELL S. LOPER

SWORN TO AND SUBSCRIBED before me, this the 29 day of December,  
2003.

William J. McKinney  
NOTARY PUBLIC

My Commission Expires:



Notary Public State of Mississippi  
At Large  
My Commission Expires  
December 14, 2007  
BONDED THRU  
HEIDEN, BROOKS & GARLAND, INC.

Last Will and Testament 2003-930

Of

Agnes Lorraine Long

I, Agnes Lorraine Long of Madison County, Mississippi, declare this to be my last Will and testament and revoke all other Wills

FILED  
This Date

ARTICLE I

I appoint Robert C. Long, Jr. as Executor of my estate.

DEC 31 2003

ARTICLE II

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

I authorize my Executor to pay such sums as he deems proper for my cremation or burial and interment, including the disposition of the ashes or the acquisition of any burial site and the erection and engraving of monuments and markers, regardless of any limitation fixed by statute or rule of court and without order of court

ARTICLE III

My Executor shall make the following distributions to the following persons who survive me  
1999 Buick LeSabre automobile to Robert C Long, Jr ,  
cluster ring to Aneice Chouccoli,  
Engagement ring and ring guard to Candace Paige Long,  
Danielle Christine Farmer to share any remaining jewelry with her sister Angela  
Rachelle Farmer,  
Angela Rachelle farmer to share any remaining jewelry with her sister Danielle  
Christine Farmer.

My Executor shall distribute the rest of my tangible personal property not disposed of in the above listing as he shall deem proper.

ARTICLE IV

At the date of this execution hereof, I have the following children who are now living Carol Ann Long Farmer, and Robert C. Long, Jr

ARTICLE V

I give the remaining balance of my estate to my children, Robert C. Long, Jr. and Carol Ann Long Farmer to be divided at 50% for each child My executor shall set up a trust fund for Carol Ann Long Farmer's share and invest said funds, as he deems appropriate My daughter shall receive a monthly payment of \$1000 dollars per month of her trust funds, for as long as she shall live.

ARTICLE VI

Upon the death of Carol Ann Long Farmer the Trustee may, in his discretion, and after taking into consideration other sources of funds available to the estate of Carol Ann Long Farmer may pay her funeral and burial expenses, including the cost of an interment space and marker, out of her trust fund(s)

ARTICLE VII

In addition to the existing authority, and unless this Will provides otherwise, my Executor may

(A) Take charge of any real property; sell, lease, and or improve, manage and protect any real property as a part of the probate administration of my estate for such period as my Executor shall determine, collect the income therefrom, if any; and pay the taxes and expenses thereof, including the cost of keeping such property in adequate condition and repair, in such manner and to such extent as my Executor shall deem advisable.

(B) Receive a monthly fee of 1% of the total value per annum of the funds, moneys and other assets held in trust on behalf of Carol Ann Long Farmer.

ARTICLE VIII

To the extent permitted by law, my Executor shall be authorized, in his discretion, to have my estate administered without adjudication, order or direction of the court having jurisdiction over my estate. No bond or surety shall be required of Executor, Trustee, guardian, or conservator serving hereunder.

I, the Testator, sign my name to this instrument this 10 day of Sept 2001, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my will and that I sign it willingly, and that I execute it as my free and voluntary act for the purposes expressed in the will, and that I am eighteen years of age or older, of sound mind, and under no constraint or undue influence

Agnes Lorraine Long  
Agnes Lorraine Long

We, the witnesses, at the Testator's request, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the Testator signs and executes this instrument as the Testator's will and that the Testator signs it willingly, and that each of us, in the presence and hearing of the Testator, hereby signs this will as witness to the Testator's signing, and that to the best of our knowledge the Testator is eighteen years of age or older, of sound mind, and under no constraint or undue influence

Phyllis Brown of AmSouth Bank  
Witness

Douglas Sizemore of AmSouth Bank  
Witness

Nancy Summers of AmSouth Bank  
Witness

State of MS

County Madison

Subscribed, sworn to and acknowledged before me by, Agnes Lorraine Long, the Testator, and subscribed and sworn to before me by Phyllis Brown, Nancy Summers, and Doug Sizemore, witnesses, this 10 day of Sept. 2001.

(Seal)

Notary Public State of Mississippi At Large  
My Commission Expires: July 13, 2002  
Bonded Thru Holden, Brooks & Co. Inc.

Agnes Lorraine Long  
(Signed)  
Chadwick  
(Notary Public)



B 36 P 662

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
AGNES LORRAINE LONG, DECEASED

PROBATE FILE NO. 2003-930

AFFIDAVIT OF SUBSCRIBING WITNESSES

FILED  
This Date

STATE OF MISSISSIPPI  
COUNTY OF MADISON

DEC 31 2003

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 Phyllis Brown, one of the subscribing witnesses of that certain instrument of writing being dated September 10, 2001 and purporting to be the Last Will and Testament of Agnes Lorraine Long, now deceased, who having been by me first duly sworn, did state on her oath that the said Agnes Lorraine Long, did, on the 10th day of September, 2001, in the presence of Phyllis Brown, Tracy Summers and J. Douglas Sizemore, being all of the subscribing witnesses to said instrument, sign her name thereon, and publish and subscribe and declare said instrument to be her Last Will and Testament, and

That at the signing of her said Last Will and Testament, Agnes Lorraine Long was of sound disposing mind and memory and above the age of 21 years, and fully capable of executing and competent to execute the said Last Will and Testament.

Affiant herein, and the other subscribing witnesses did subscribe and attest

B 36 P 663

said Last Will and Testament, as witnesses to the subscription and publication thereof at the special instance and request of the said Agnes Lorraine Long, in her presence and in the presence of each other.

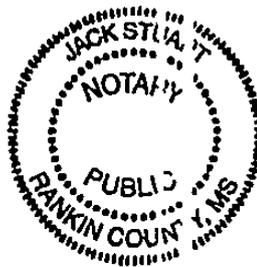
WITNESS MY HAND this the 30 day of December, 2003.

*[Handwritten Signature]*  
PHYLLIS BROWN

SWORN TO AND SUBSCRIBED BEFORE ME, this the 30<sup>th</sup> day of December, 2003.

*[Handwritten Signature]*  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
*Sept 21, 2007*



Notary Public State of Mississippi  
At Large  
My Commission Expires  
September 21, 2007  
BONDED THRU  
HEIDEN, BROOKS & GARLAND, INC

Phillip M. Nelson  
Attorney for Petitioner  
1220 Highway 51 North  
Madison, MS 39110  
1-601-856-8869  
M.S.B.# 3810

BK 36 PG 664

LAST WILL AND TESTAMENT  
OF  
WILLIAM BARNETT PHILLIPS

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

ITEM I.

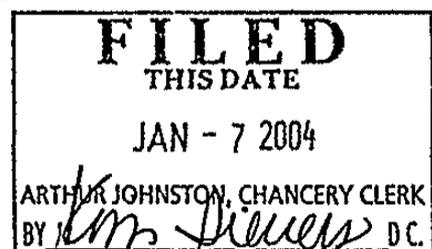
I appoint VIRGINIA CONNOLLY PHILLIPS of Canton, Madison County, Mississippi, as Executrix of my Estate under this Will. I direct my Executrix to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done. For convenience the Executrix shall be referred to as "Executor."

ITEM II.

My wife's name is VIRGINIA CONNOLLY PHILLIPS, and she is sometimes referred to herein as "my wife." I have two (2) children now living and they are MADELINE PHILLIPS MORRIS and DEBORAH PHILLIPS WALTON. They are herein referred to as "my children."

ITEM III.

I give and bequeath to my wife, VIRGINIA CONNOLLY PHILLIPS, if she survives me, my automobiles, clothing, books, jewelry, sport equipment and other personal effects owned by me at the time of my death. If my wife does not survive me, I bequeath these items of personal property to my children who survive me, in equal shares, per stirpes, and the living issue, if any, of any child who shall predecease me, in equal shares, per stirpes.



*2008*

## ITEM IV.

All furniture, furnishings, ornamental decorations, silverware, china, pictures, linens, glassware and the like located in our home is the property of my wife. I have no right to dispose of these items and hereby confirm her title to them. However, if my wife predeceases me and I become the owner of any such property, I give and bequeath my interest therein owned at the time of my death to my children who survive me, in equal shares, per stirpes, and the living issue, if any, of any child who shall predecease me, in equal shares, per stirpes.

## ITEM V.

A. After the payment of any debts, obligations and expenses of my estate, I devise and bequeath to the "WILLIAM BARNETT PHILLIPS FAMILY TRUST" provided for in Item VII of this Will, to be held, administered and disposed of in accordance with the terms of that trust, assets having a value equal to the largest amount, if any, that can pass free of federal estate tax by reason of the unified credit and the state tax death credit allowable to my estate but no other credit and after having taken account of dispositions under previous Items of this Will and the property passing outside of this Will which do not qualify for the marital or charitable deduction, and after taking account of charges to the principal that are not allowed as deductions in computing my federal estate tax. The value that is fixed for federal estate tax purposes relating to my estate shall be used for purposes of such valuations and determinations. I recognize that no sum may be disposed of by this Item and that the funds so disposed of may be affected by the action of my Executor in exercising certain tax elections. Any property included in my estate at the time of my death and assigned or conveyed in kind to satisfy this bequest shall be valued for that purpose at the value thereof as of the date or dates of distribution.

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

C. This bequest shall be satisfied first through the use of stock owned by me at my death in Barnett Phillips Lumber Company, Canton, Mississippi and to the extent such bequest is not fully satisfied with such stock the Executor may transfer such other property as the Executor shall determine appropriate.

ITEM VI.

A. I give, devise and bequeath to my wife, VIRGINIA CONNOLLY PHILLIPS, if she survives me, all the rest and residue of my estate. In satisfying this bequest, my Executor shall select and distribute to my wife, cash, securities or such other assets as my Executor may determine, using asset values current at the date or dates of distribution.

B. My wife shall have the right to disclaim all or any part of her interest in any property which I have devised or bequeathed to her, whether outright or in trust, provided she shall do so within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be timely filed in the Court in which my estate is being probated. If my wife disclaims in whole or in part, the property in which she disclaims her interest shall be disposed of in accordance with the provisions of Item VII of this Will.

C. If my wife shall not survive me, then I devise and bequeath the residue of my estate to my children who survive me, in equal shares, per stirpes, and the living issue, if any, of any child who shall predecease me, in equal shares, per stirpes. Any interests in property to be distributed to a minor hereunder shall be held pursuant to the terms of the Trust established in Item VII.

*Will*

## ITEM VII.

From the assets conveyed by Item VI hereof, my Executor shall pay any and all estate and inheritance taxes payable by my estate. The remainder of those assets shall be held by my children, MADELINE PHILLIPS MORRIS and DEBORAH PHILLIPS WALTON, as Co-Trustees, under the terms hereafter set forth, for the benefit of my wife and my children. For convenience, the Trustees shall be referred to as "Trustee." The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

A. The Trustee shall distribute to or for the benefit of my wife and children as much of the net income as the Trustee deems advisable for the education, support, maintenance and health of any of the beneficiaries; for the maintenance of 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.

B. In addition to the income distributions, the Trustee may pay to or for the benefit of my wife and children as much principal as the Trustee deems advisable for the education, support, maintenance and health of any of the beneficiaries; for the maintenance of their accustomed standard of living; or for any medical, hospital or other institutional care which any beneficiary may require. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

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

*WMS*

Before making distributions of income or principal to my children, the Trustee shall counsel with my wife to determine the needs of the beneficiaries. In the event one of my children predecease me but is survived by children that child's share shall be held for the benefit of the deceased child's children, if any. If the deceased child has no surviving children then my surviving children shall receive such share.

C. Upon the death of my wife, the Trustee shall distribute the assets of the Trust outright in equal and separate shares, one share for each of my then living children. In the event a child of mine is deceased but is survived by children, that child's share shall continue to be held as a separate Trust for the benefit of the deceased child's children and the Trustee shall hold, administer and distribute the funds of each such trust under the following provisions:

1. 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 added to principal and shall be distributed in accordance with provisions of this Item.

2. The assets of the Trust shall be distributed outright to the children of a deceased child of mine, in equal shares, when the youngest of the children of a deceased child of mine attains the age of twenty-one years (21).

D. If at the death of a child of mine, he or she leaves no surviving children, that deceased child's trust estate shall be distributed in equal shares, one share outright to each of my surviving children, if living, or if they are deceased, to their

children, if any, to be administered and disposed of in accordance with the provisions set forth above.

E. 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.

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

G. This trust shall be designated and known as the "WILLIAM BARNETT PHILLIPS FAMILY TRUST."

ITEM VIII.

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

B. Any trust created by this Will is a private trust. The Trustee shall not be required to obtain the order or approval of any court for the exercise of the Trustee's powers and discretions. The income of any trust created by this Will shall accrue from the date of my death. During the administration of my estate and until the trust is established and activated, I authorize the Trustee to request of my Executor, in which case my Executor shall comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the trust. These payments shall be an amount which in the joint judgment of the Trustee and the Executor equals the trust income which the beneficiaries would have received had the trust been established and activated.

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

ITEM IX.

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

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

C. The interest of every beneficiary of any trust created herein shall vest within the period prescribed by the Rule against Perpetuities. Upon vesting, any trust property held by the Trustee shall be distributed to the current income beneficiary or beneficiaries of the trust property (or to his or her legal

*WBP*

guardian or other personal representative) as though such income beneficiary had reached the age at which final distribution was required.

ITEM X.

A. Neither of the Trustees shall be required to enter into any bond as Trustees or to file with any court any periodic or formal accounting of the administration of any trust. The Trustees shall render annual accounts to each of the beneficiaries of any trust (or his or her guardian if the beneficiary is a minor). No persons paying money or delivering property to the Trustees shall be required to see to its application.

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

C. If one of the Trustee resigns, the remaining Trustee shall serve as the Trustee. If both of the Trustees resign, for any reason, or otherwise are unable to serve as Trustee, a successor Trustee shall be appointed by my wife, VIRGINIA CONNOLLY PHILLIPS, if living or if she is deceased or otherwise unable to appoint a successor Trustee, by the Chancery Court of Madison County, Mississippi, upon petition brought by or on behalf of the beneficiaries of the Trust.

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

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

F. The Trustees shall receive reasonable compensation based upon the then current hourly rates being charged in Jackson,

Mississippi, for services comparable to those being rendered by the individual Trustees.

G. The Trustees, shall have custody of all the assets of the trust.

H. The Trustees shall have the authority and responsibility for proposing the investment and reinvestment of the funds of the trust but during my wife's lifetime shall consult with her concerning such matters. The Trustee shall vote any stock of Barnett Phillips Lumber Company held by the Trust in accordance with the instructions of my wife during her lifetime as long as she remains legally competent.

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

J. 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 XI.

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

A. To place such funds on time deposit in a savings account or certificates of deposit in any federally insured bank or savings

*WHP*

and loan association, including any bank which may be serving as Trustee.

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

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

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

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

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

G. To merge and consolidate the assets of this trust with another trust if at the time of my death the Trustee herein named

shall then be serving as Trustee of another trust created by me during my lifetime or by the terms of the Will of my wife, and if the beneficiaries are the same and the terms of that other trust are substantially similar to the trust created herein. The Trustee shall administer the two trusts as one if such consolidation shall result in more effective and efficient management of the two trusts.

H. To receive and retain all types of property and especially to receive and retain shares of stock in closely-held corporations and nonincome producing real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which trustees generally are authorized to invest by law. This power shall not apply to any trust which qualifies for the estate tax marital deduction.

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

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

K. To execute and deliver oil, gas and other mineral leases containing such unitization or pooling agreements and other provisions as the Trustee deems advisable; to execute mineral and

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

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

M. To terminate any trust if the Trustee, in its sole discretion, determines the assets of the trust are of such small value that the continued existence and operation of the trust is not in the best interest of the beneficiaries. This power shall be exercisable only if the income beneficiaries and the remainder beneficiaries are the same and have the same interest in the trust. Upon termination, the Trustee shall distribute the assets of the trust to the beneficiaries in the beneficiaries' proportionate share.

#### ITEM XII.

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

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

ITEM XIII.

A. In the event my wife, VIRGINIA CONNOLLY PHILLIPS, is or becomes unable or unwilling to serve as my Executor, I appoint MADELINE PHILLIPS MORRIS and DEBORAH PHILLIPS WALTON to serve as my successor Co-Executors. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor", "Executrix" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

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

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

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

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

D. No person dealing with my Executor shall be obligated to see to the application of any moneys, securities, or other property paid or delivered to my Executor, or to inquire into the expediency or propriety of any transaction or the authority of my Executor to enter into and consummate the transaction upon such terms as my Executor may deem advisable.

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

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

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

H. My Executor shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate, but in my Executor's discretion may sell only so much of my property as is necessary to obtain cash to pay taxes, debts and

costs of the administration of my estate. After the payment of debts, taxes and costs, in the sole discretion of my Executor, my Executor is authorized to make distributions to devisees and legatees either in cash or in kind or a combination of each.

I. My Executor shall take all actions necessary to comply with any agreements made by me during my lifetime, including the consummation of any agreements relating to the stock of corporations in which I am a stockholder at the time of my death, and including the continuation of any partnership of which I may be a partner at the time of my death whenever the terms of any such agreement obligate my estate or my personal representatives to sell or continue my interest therein.

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 8th day of March, 1991.

William Barnett Phillips  
WILLIAM BARNETT PHILLIPS, TESTATOR

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

David P. Webb  
Witness

of 53 Chestnut Drive  
Address Madison MS 39110

Ross Barnett, Jr.  
Witness

of 501 S. STATE ST.  
Address Jackson, Miss.

STATE OF MISSISSIPPI

COUNTY OF Hinds

We, WILLIAM BARNETT PHILLIPS, David P. Webb and Ross Barnett, Jr., the Testator and the witnesses, respectively, whose names are signed to the foregoing instrument, having been sworn, declared to the undersigned officer that the Testator, in the presence of the witnesses, signed the instrument as his last Will, that he signed, and that each of the witnesses, in the presence of the Testator and in the presence of each other, signed the Will as witnesses.

William Barnett Phillips  
WILLIAM BARNETT PHILLIPS, TESTATOR

David P. Webb  
WITNESS

Ross Barnett, Jr.  
WITNESS

Subscribed and sworn to before me by WILLIAM BARNETT PHILLIPS, the Testator and by David P. Webb and Ross Barnett, Jr., the witnesses, on this the 8th day of March, 1991.

My Commission Expires:  
2-2-93

Sandra P. ...  
NOTARY  
SANDRA P. ...

CODICIL

TO

LAST WILL AND TESTAMENT OF  
WILLIAM BARNETT PHILLIPS

<p><b>FILED</b> THIS DATE JAN - 7 2004 ARTHUR JOHNSTON, CHANCERY CLERK BY <i>[Signature]</i> D.C.</p>
---

I, WILLIAM BARNETT PHILLIPS, an adult resident citizen of the City of Canton, Madison County, Mississippi, being of sound and disposing mind and memory do hereby make, publish and declare this instrument of writing to be a Codicil to the Last Will and Testament made by me on March 8, 1991.

I.

I hereby amend and restate Item V of my said Last Will and Testament to read as follows:

A. "After the payment of any debts, obligations and expenses of my estate, I devise and bequeath to the "WILLIAM BARNETT PHILLIPS FAMILY TRUST," provided for in Item VII of this Will, an amount equal to the largest amount that can pass free of federal estate tax (other than any excise tax which is imposed on my estate pursuant to Section 4980A of the Internal Revenue Code of 1986, as amended) under this Item by reason of the unified credit and the credit for state death taxes allowable to my estate but no other credit and after taking account of dispositions under previous Items of this Will and the property passing outside my Will which do not qualify for the marital or charitable deduction, and after taking account of charges to principal that are not allowed as deductions in computing my federal estate tax. The value as finally fixed in the federal estate tax proceeding relating to my estate shall be used for purposes of such valuations and determinations. It is my intention to convey by this bequest the maximum portion of my estate which, at the time of my death, is exempt from the federal transfer tax because of the application

of the unified credit and the credit for state death taxes. However, notwithstanding any provision herein to the contrary, in determining this pecuniary amount, the credit for state death taxes shall be considered only to the extent state death taxes are not thereby incurred or increased. I recognize that no sum may be disposed of by this Item and that the funds so disposed of may be affected by the actions of my Executor in exercising certain tax elections. Any property included in my estate at the time of my death and assigned or conveyed in kind to satisfy this bequest shall be valued for that purpose at the value thereof as of the date or dates of distribution.

B. This bequest shall be satisfied first through the use of stock owned by me at my death in BARNETT PHILLIPS LUMBER COMPANY, Canton, Mississippi and to the extent such bequest is not fully satisfied with such stock, the Executor may transfer such other property as the Executor shall determine appropriate.

## II.

Except as changed by the above provision, I republish, reaffirm and readopt the said Last Will and Testament of WILLIAM BARNETT PHILLIPS.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this a Codicil to my Last Will and Testament on this the 21st day of January, 1993.

William Barnett Phillips  
WILLIAM BARNETT PHILLIPS  
TESTATOR

This instrument was, on the date shown above, signed, published and declared by WILLIAM BARNETT PHILLIPS to be a Codicil to the Last Will and Testament of WILLIAM BARNETT PHILLIPS, 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.

Helen M. Reason  
Witness

of 1478 Hwy. 43, Canton, Ms. 39046  
Address

Bonnie A. Powell  
Witness

of 1406 Sunset Dr., Canton, Ms.  
Address

STATE OF MISSISSIPPI  
COUNTY OF MADISON

We, WILLIAM BARNETT PHILLIPS, Helen M. Deaton, and Barbara B. Power, the Testator and the witnesses, respectively, whose names are signed to the foregoing instrument, having been sworn, declared to the undersigned officer that the Testator, in the presence of the witnesses, signed the instrument as his last Will, that he signed, and that each of the witnesses, in the presence of the Testator and in the presence of each other, signed the Will as witnesses.

*William Barnett Phillips*  
WILLIAM BARNETT PHILLIPS  
TESTATOR

*Helen M. Deaton*  
WITNESS

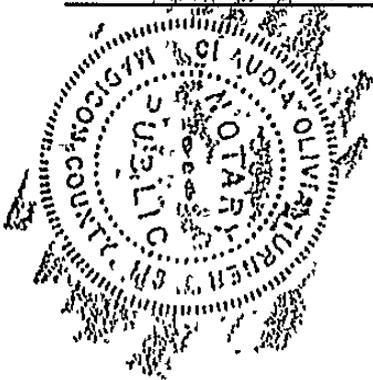
*Barbara B. Power*  
WITNESS

Subscribed and sworn to before me by WILLIAM BARNETT PHILLIPS, the Testator, and by Helen M. Deaton and Barbara B. Power, the witnesses, on this the 21st day of January, 1993.

*Claudia Turner*  
NOTARY

My Commission Expires:

My Commission Expires April 23, 1995



IN THE CHANCERY COURT OF MADISON COUNTY  
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
KENTE T. LUCKETT, DECEASED

CIVIL ACTION  
FILE NO. 03-0869

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF Madison

PERSONALLY APPEARED before me, the undersigned authority in and for the state and county aforesaid, the within names SALLY LUCKETT and EARNEST LUCKETT, who, being by me first duly sworn on oath stated.

That affiants are the duly appointed, qualified and acting Joint Administrators of the Estate of KENTE T. LUCKETT, deceased, that affiants 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

**FILED**  
THIS DATE  
JAN - 8 2004  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY Leticia Jones D.C.

91-7-145 will bar such claim. The person so identified and their last known addresses are:

NONE

WITNESS OUR HANDS this 31st day of December, 2003

Sally Lockett  
SALLY LUCKETT

Earnest Lockett  
EARNEST LUCKETT, Joint Administrators  
of the Estate of Kente T. Lockett

SWORN TO AND SUBSCRIBED before me, this 31st day of Dec.,



[Signature]  
NOTARY PUBLIC

**FILED**  
THIS DATE  
JAN - 8 2004  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *GA* D.C.

LAST WILL AND TESTAMENT  
OF

HAZEL RUSSELL CASE

I, HAZEL RUSSELL CASE, an adult resident citizen of Madison County, Mississippi, being over the age of eighteen years and being of sound and disposing mind and memory, do hereby make, publish and declare this instrument of writing to be my Last Will and Testament, hereby revoking any and all prior wills and codicils thereto heretofore made by me.

ARTICLE I.

I hereby name, nominate and appoint my sister, HILDA RUSSELL WHEELER, as Executrix of this my Last Will and Testament, and of whom no bond, accounting, or appraisal shall be required by the Court or any person for her serving in such capacity. In the event that she shall be unable or unwilling to serve as my Executrix, then I hereby name and appoint my daughter, MADELINE S. ROSEN, to serve in her place and stead and under the same terms and conditions as aforesaid.

ARTICLE II.

It is my will, and I so direct, that my funeral expenses and expenses of my last illness be paid by my Executrix, and that all of my just and lawful debts which are duly probated and allowed, as provided by law, be paid, but I do not make them a charge or lien upon the property of my estate, and no trust is hereby created for the payment of such debts. I hereby authorize and empower my Executrix in the case of any claim made against my estate to settle the same in her absolute discretion.

ARTICLE III.

I hereby give, devise and bequeath unto my husband, PAUL EDWARD CASE, and my sister, HILDA R. WHEELER, or the survivor of them, a life estate in and to my undivided interest in the following described real property located at 119 Oakmont Drive, Madison, Mississippi 39110 and also in and to my undivided interest in and to the furniture, furnishings, appliances and household goods located therein, said life estate to terminate upon the last

Initials *P.E.C.*

of Paul Edward Case or Hilda R. Wheeler to die, said property being more particularly described as follows, to wit:

LOT 27, CROSSCREEK, PART ONE, a subdivision according to a map or plat thereof which is on file and of record in the office of the Chancery Clerk of Madison County at Canton, Mississippi in Plat Cabinet C at Slide 147, reference to which is hereby made in aid of and as a part of this description.

ARTICLE IV.

I, HAZEL RUSSELL CASE, hereby give, devise and bequeath unto my sister, HILDA RUSSELL WHEELER, all of the rest, residue and remainder of the property of which I am seized and possessed at the time of my death, whether it be real, personal and/or mixed, and wheresoever located and howsoever described, including the remainder interest in and to that certain real and personal property described in Article III hereinabove.

ARTICLE V.

In the event that my sister, Hilda Russell Wheeler, predeceases me, or she does not survive me by thirty (30) days, then I give, devise and bequeath unto my daughter, MADELINE S. ROSEN, all of the rest, residue and remainder of the property of which I am seized and possessed at the time of my death, whether it be real, personal and/or mixed, and wheresoever located and howsoever described, including the remainder interest in the real and personal property described in Article III hereinabove.

IN WITNESS WHEREOF, I have executed this writing as my Last Will and Testament in the presence of witnesses on this the 25<sup>th</sup> day of August, 2003.

*Hazel Russell Case*  
HAZEL RUSSELL CASE, Testatrix

WITNESSES:

*Philip M. Nelson*  
*Janice D. Walker*

ATTESTATION CLAUSE

THIS INSTRUMENT OF WRITING, was, on the date shown above, signed, published and declared by HAZEL RUSSELL CASE to be her Last Will and Testament in our presence, and, at her special instance and request, we have subscribed our names hereto as witnesses in her presence, and in the presence of each other

Phillip M. Nelson address of 1220 Highway 51 North  
WITNESS Madison, MS 39110

Janice D. Nelson address of 1220 Highway 51 North  
WITNESS Madison, MS 39110

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI  
COUNTY OF Madison

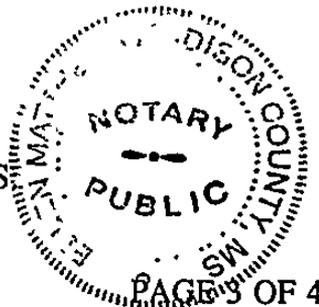
PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the said county and state, Phillip M. Nelson and Janice D. Nelson, the subscribing witnesses to the above and foregoing Last Will and Testament of HAZEL RUSSELL CASE, who, being first duly sworn, state on their respective oaths that the said HAZEL RUSSELL CASE signed, published and declared said instrument as her Last Will and Testament on the 25th day of August, 2003, the day and date of said instrument, in the presence of these subscribing witnesses, and that said Testatrix was then of sound and disposing mind and memory, and more than eighteen years of age, and having hers usual place of abode in Madison County, Mississippi, and that We, Phillip M. Nelson, Affiant, and Janice D. Nelson, Affiant, subscribed and attested said instrument as witnesses to the signature of the Testatrix and publication thereof, at the special instance of said Testatrix, and in the presence of the said Testatrix and in the presence of each other.

Phillip M. Nelson  
Janice D. Nelson

SWORN TO AND SUBSCRIBED BEFORE ME, this the 25th day of August, 2003.

Ellen Matthews  
NOTARY PUBLIC

MY COMMISSION EXPIRES  
Sept 2, 2006



Initials H. R. C

CONSENT TO PROVISIONS OF LAST WILL AND TESTAMENT

I, Paul Edward Case, husband of Hazel Russell Case, hereby state my agreement with the disposition of the undivided one-half interest owned by Hazel Russell Case in the real property occupied as our homestead as stated in the above and foregoing Last Will and Testament of Hazel Russell Case, same being signed, published and declared by Hazel Russell Case on August 25, 2003, and also to all provisions, bequests and devises therein contained.

Paul Edward Case  
Paul Edward Case

State of Mississippi

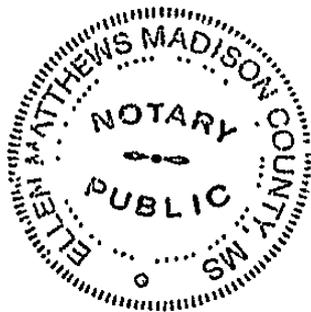
County of Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the said county and state, on this 25<sup>th</sup> day of August, 2003, within my jurisdiction, the within named Paul Edward Case, who acknowledged that he executed the above and foregoing typewritten statement.

Eileen Matthews  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Sept 2, 2006



Initials H R C

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
MARY CATHERINE LYNN, DECEASED

CAUSE NO. 2003-0216

AFFIDAVIT OF CO-EXECUTRIXES

STATE OF MISSISSIPPI  
COUNTY OF HINDS

We, Julia C. Parker, and Nancy L. Windham, Co-executrixes of the Estate of Mary Catherine Lynn, deceased, do hereby state that pursuant to Miss. Code Ann. §91-7-145, we have made reasonably diligent efforts to identify persons having claims against the Estate and have mailed a notice to such persons, if any, 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 Testamentary within ninety (90) days after the first publication of notice to creditors will bar their claim

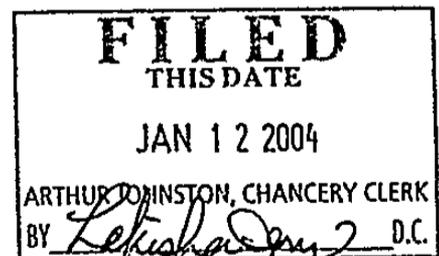
Julia C. Parker  
JULIA C. PARKER, CO-EXECUTRIX  
OF THE ESTATE OF MARY CATHERINE  
LYNN, DECEASED

Nancy L. Windham  
NANCY L. WINDHAM, CO-EXECUTRIX  
OF THE ESTATE OF MARY CATHERINE  
LYNN, DECEASED

SWORN TO AND SUBSCRIBED before me this the 16<sup>th</sup> day of December, 2003.

Nanda J. Marshall  
NOTARY PUBLIC

MY COMMISSION EXPIRES:



March 31, 1997 9 AM

**FILED**  
THIS DATE

JAN 14 2004

ARTHUR JOHNSTON, CHANCERY CLERK  
BY Am Stevens DC

To whom it may concern:

I am sick for some time and do not believe I have long to live. Therefore, I would like to will my belongings and property to my sister, Louie Clark, of 741. Maple St., Louisville, Miss. Telephone 601-773-5488.

Since Louie is also old and in bad health, she may need the help of one of her daughters, Jean Russell, Marjorie Taylor or Mary Kennedy to handle this.

If, after all of my debts are paid, there is anything left, I would like for a good sized contribution be made to "Bethel Cemetery Fund" and "Poplar Flat Cemetery Fund."

Please do not have a funeral service at the Funeral Home, just have a graveside service.

Also, please give my cousin, Vivian Hall-Brown and John Hall some of my books, records, coins, or whatever they may want.

Very Important! Do not call all telephone numbers you may find around my house. Through the years, I have written down telephone numbers and names of people that I no longer know why I wrote them down nor who they are. I just kept them in case I remembered who they were at a later date.

Other information may be added later.  
Signed: Oakley Skayre. 03-31-97. 9:15 AM

August 18, 1997

Westbrook Funeral Home  
Louisville MS.

Dear Mr. Westbrook;

I am enclosing a check for \$5000.00 to cover my funeral expense. As I may ~~not~~ not have anyone to take care of this matter, I think it is best to prepay for it.

I do not want a funeral, just a graveside service. Of course, I will have no control over this, but that is my wish.  
Thank you.

Sincerely,

Oakley Sharpe  
592 Mobile Estates Dr.  
Ridgeland, MS 39157-3929

1997

24

73