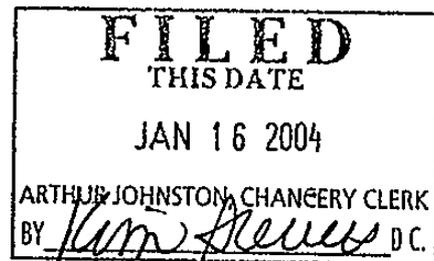


LAST WILL AND TESTAMENT ~~2004~~-0030

OF  
RICE P. YORK



I, Rice P. York, an adult resident citizen of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, over the age of eighteen (18) years, and not acting under duress or undue influence, hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

## ITEM I.

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

## ITEM II.

My wife is Leona R. York and is sometimes referred to herein as "my wife". I have two (2) children now living and they are:  
Rice P. York, Jr., born November 11, 1950; and  
Elizabeth Y. Lawson, born September 10, 1953.

## ITEM III.

I devise and bequeath to my wife, Leona, if she survives me, any right, title and interest I may own in our residence which is occupied by us as a family home, including any land adjacent thereto and used as a part of our homestead, all subject to any indebtedness that may be secured by such residence. If my wife does not survive me, I devise and bequeath my right, title and interest in our home, in equal shares, to my son and my daughter pursuant to Item VII.

ITEM IV.

A. I give and bequeath to my wife, Leona, if she survives me, all of my tangible personal property (except tangible personal property used in connection with any business in which I am engaged or own), including my automobiles, clothing, books, jewelry, sporting equipment and other similar personal effects.

B. I give and bequeath to my wife, Leona, if she survives me, all household furniture, furnishings, ornamental decorations, silverware, china, pictures, linens, glassware and the like located in our home.

C. Notwithstanding Sections A. and B. above, I may leave a separate Memorandum setting forth specific items of personal property to be given to specific family members. If so, I direct my Executor to honor such Memorandum.

D. If my wife does not survive me, I give and bequeath to my children, in equal shares, all my tangible personal property described in this Item. If any child does not survive me, such child's share of this property shall be distributed to his or her surviving children, or if none to my other child. The share of such property for any beneficiary who is a minor or who is under any disability shall be held by the guardian of such beneficiary until the beneficiary reaches the age of twenty-one (21) years or until the disability is removed or no longer exists.

E. The division of my tangible personal property shall be made by the beneficiaries in whatever manner they agree. If the beneficiaries are unable to agree, the Executor shall divide such property into the appropriate shares and distribute the shares as provided herein.

F. I give and bequeath to those persons who shall become the owners of the property bequeathed by this Item all policies of insurance, including any outstanding claim, insuring such property.

G. All expenses of safeguarding, dividing and delivering the property shall be paid as an administrative expense of my estate.

## ITEM V.

A. After the payment of any debts, obligations and expenses of my estate other than estate taxes, I devise and bequeath to my son, Rice P. York, Jr., the sum of Five Hundred Thousand and no/100 Dollars (\$500,000) and to my daughter, Elizabeth Y. Lawson, the sum of Five Hundred Thousand and no/100 Dollars (\$500,000).

B. The bequests set forth above shall be charged, equally, with any and all estate taxes payable by my estate.

C. If either of my children is not living, but is survived by children, the bequest to such deceased child shall be held in trust for the surviving children of such deceased child pursuant to Item VII. of this will.

D. If either of my children disclaims any part of his or her bequest hereunder, such disclaimer shall be in the form described in Item VI. Section B. Such disclaimed property shall pass pursuant to Section C. of this Item V. as though my child had predeceased me.

## ITEM VI.

A. I give, devise and bequeath to my wife, Leona, if she survives me, all the rest and residue of the assets of my estate of every nature and kind and wheresoever situated, including property acquired after the execution of this Will and all lapsed legacies and devises (but not including any property over which I have any power of appointment unless specifically exercised herein). None of the assets hereby conveyed to my wife shall be used for the payment of any estate or inheritance taxes that become payable upon or by reason of my death.

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. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be delivered to the Executor of my estate 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. The Executor may file such disclaimer in the Court in which my estate is being probated. If my wife disclaims in whole or in part, the property in which she disclaims her interest shall be distributed equally to my children as an additional amount distributed pursuant to Item V. If my wife dies within the time period for making a disclaimer but has not done so, her Executor may make such disclaimer on behalf of her estate. In such event, the disclaimer shall be treated as made by my wife in her lifetime.

C. If my wife does not survive me, I devise and bequeath the residue of my estate to my children, in equal shares, to be distributed to them pursuant to Item V.

ITEM VII.

If either of my children is not living, the remainder of the assets which would have passed to such child if he or she had been living, shall pass to the "Rice P. York Family Trust" set forth in this Item VII. The assets shall be held by the survivor of my son and my daughter, as Trustee, under the terms hereafter set forth, for the benefit of the children of my deceased child. If both of my children predecease me, each child's share shall be separately established and shall be subject to provisions of this Item VII. The surviving parent of my grandchildren shall serve as Trustee of the trust created for his or her children. The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

A. The Trustee may distribute to or for the benefit of the beneficiaries of each trust created hereunder as much of the net income as the Trustee shall deem advisable for the beneficiaries. These distributions shall be made in such proportions, amounts, and intervals as the Trustee shall determine. Any income not distributed shall be added to principal and shall be distributed according to the provisions of this Item.

B. In addition to the income distributions, the Trustee may distribute to or for the benefit of the beneficiaries as much

principal as the Trustee shall deem advisable for the beneficiaries. These distributions shall be made in such proportions, amounts and intervals as the Trustee shall determine.

C. The Trustee, in his or her sole discretion, may divide the assets of any trust created hereunder into separate shares in the manner set forth below at such time or times the Trustee, acting in his or her sole discretion, determines such action to be in the best interest of the beneficiaries.

D. If the Trustee elects to divide this Trust into separate shares, the Trustee shall divide the assets of this trust into equal and separate shares, one share for each of my then living grandchildren who is a beneficiary of such trust, and one share for each grandchild of mine who was a beneficiary but is then deceased but who is survived by children.

E. The net income and/or principal of each separate trust created in Paragraph D. may be distributed to or for the benefit of the beneficiaries of each separate trust in such proportions and at such intervals as the Trustee shall deem advisable, including the distribution of all of any beneficiary's share of his or her separate trust such that a beneficiary's separate trust is thereby terminated.

F. If any child of a deceased child of mine dies prior to receiving his or her entire share of the trust, such share shall be distributed to such child's descendants, *per stirpes*. If such deceased child leaves no such descendants, that deceased child's share of the trust shall be distributed, *per stirpes*, to the shares for such deceased child's siblings.

G. If all such children of a deceased child of mine die prior to final distribution of the trust, with none survived by descendants, the assets of the trust shall be distributed to my other child, or to the trusts created (or which would have been created had my other child predeceased me) for my other grandchildren or the descendants of my other grandchildren to be held, administered and distributed according to the provisions of

any such trust, or distributed outright to any beneficiary or his or her descendants who has received an entire distribution of his or her trust.

H. 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 to prudently use and conserve the principal of the trust provided to be distributed to such beneficiary, or if such beneficiary is subject to liabilities, debts, claims, liens, judgments or other encumbrances which in the judgment of the Trustee would cause the beneficiary to lose any assets distributed to such beneficiary, the Trustee is fully authorized and directed 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 such assets or until such liabilities, debts, claims, liens, judgments or encumbrances would no longer adversely affect the beneficiary. Any principal so retained shall continue to be administered as an integral part of the beneficiary's trust and, thereafter, in the discretion of the Trustee, may be paid over and delivered to such beneficiary in whole or in part and from time to time as and when the Trustee shall determine that the beneficiary is qualified to prudently use and conserve the assets so distributed or that the liabilities, debts, claims, liens, judgments, or encumbrances no longer adversely affect the beneficiary.

I. 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. No beneficiary shall have any power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of his or her interest in the trust funds or the income produced from the funds.

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

K. Upon distribution of all of the assets of this trust to the beneficiaries this trust shall terminate.

L. The trust created in this Item shall be designated and known as the "Rice P. York Family Trust". After the trust is divided into separate shares, each such continuing trust shall be designated and known by the name of the beneficiary or beneficiaries thereof.

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. 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 the Executor, in which case the 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. The Executor may withhold distributions if it appears any such payment would leave the Executor unable to pay the debts, claims and administrative expenses of my estate.

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 and shall allocate to each trust the proper share of income and expenses.

D. In making distributions to beneficiaries from a trust created under this Will, and especially where a beneficiary is a minor or incapable of transacting business due to incapacity or illness, the Trustee may make distributions either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, upon agreement of such person to expend such income or principal solely for the benefit of the beneficiary, or (d) by applying the distributions for the benefit of the beneficiary by paying expenses directly. In any event, the Trustee shall require such reports and take such actions as the Trustee shall deem necessary to assure and enforce the application of such distributions for the exclusive benefit of the beneficiary. The Trustee shall have the power and authority to determine if a beneficiary is incapacitated and such determination shall be final and conclusive.

E. If at any time in following the directions of this Will the Trustee is required to distribute outright to a beneficiary who is a minor or who is under any other legal disability, all or any part of the principal of a trust created herein, the Trustee shall continue to hold and manage the share of the beneficiary in trust for the beneficiary until the beneficiary attains age twenty-one (21) or until such other legal disability is removed. Until such time, the Trustee may distribute the income and/or principal of the share belonging to that beneficiary as the Trustee deems necessary for the proper education, support, maintenance, health and medical care of the beneficiary.

F. At the end of each taxable year of the trust, the Trustee shall determine the taxable income of the trust. At any time prior to the expiration of sixty-five (65) days following the end of each taxable year of the trust, the Trustee may distribute to the income beneficiaries all or any portion of the taxable income so deter-

mined, if such action is desirable in light of the overall tax situation of the trust and the beneficiaries and the standards for distributions set forth herein.

G. If any trust created in this Will is to receive or to become a shareholder of stock in an S Corporation and such trust would not qualify as a shareholder, the Trustee may divide such trust to create one or more other trusts to own such stock. In doing so, the Trustee shall establish the terms of such trust so as to qualify such trust as a shareholder of stock of an S Corporation. Thereafter, the Trustee shall administer such trust separately from the other trusts created hereunder and shall have only those powers permitted for a trust to qualify as a shareholder of stock in an S Corporation.

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

I. The Executor or the Trustee shall renounce and disclaim any power which would cause any trust created hereunder or which would cause any beneficiary thereof to suffer any adverse tax consequence.

J. The Executor or the Trustee may merge and consolidate the assets of any trust created herein with any other trust if the Trustee herein named is serving as Trustee of such other trust and if the beneficiaries are the same and the terms of that other trust are substantially similar to the terms of this trust. The Trustee shall administer the two trusts as one if such consolidation would result in more effective and efficient management of the two trusts.

K. The Trustee may terminate any trust if (1) the Trustee shall determine 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; and (2) either (a) the income and the remainder beneficiaries are the same and have the same interest in the trust, or (b) if the beneficiaries or interests are different, only if the beneficiaries agree to a manner of termination and distribution of trust assets. No beneficiary shall have any right to require the Trustee to exercise this power.

L. Notwithstanding the distribution of all of the assets of a trust created herein, the Trustee may keep in existence any trust if the Trustee shall deem such action necessary or desirable for the trust to receive additional property at a later date.

ITEM IX.

A. Any trust created by this Will is a private trust. No Trustee shall be required to enter into any bond as Trustee, to obtain the approval of any Court for the exercise of the powers and discretions granted herein, or to file with any Court any periodic or formal accounting of the administration of any trust. The Trustee shall render annual accounts to each of the beneficiaries of any trust. No persons paying money or delivering property to the Trustee shall be required to see to its application. The receipt of the Trustee shall be a complete acquittance and discharge therefor.

B. The Trustee may resign at any time by giving each beneficiary of the trust written notice specifying the desired effective date of such resignation, which date shall be at least thirty (30) days after the date of the notice. The notice may be sent by personal delivery or by registered mail.

C. If the Trustee resigns or becomes unable to serve, regardless of the cause, a successor Trustee shall be appointed by a majority vote of the adult beneficiaries of the trust, as provided by Mississippi law. If the adult beneficiaries fail to make the appointment prior to the effective date of the Trustee's resignation, a successor Trustee shall be appointed by the Chancery

Court of the County in which this Will was probated, 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 successor Trustee and the beneficiaries may agree to waive a final accounting by the Trustee being replaced. The successor Trustee shall execute an appropriate instrument evidencing the appointment as successor Trustee. Any successor Trustee shall be vested with all the rights, powers, duties and discretions herein conferred upon the original Trustee being replaced, but shall not be responsible for any acts or omissions of any prior Trustee.

E. Any individual serving as Trustee may appoint a federally insured bank or financial institution to serve as a Co-Trustee or Custodian and may designate the duties which such institution shall perform. Such appointment shall be in writing and shall be approved by a majority of the beneficiaries. The Trustee may retain such investment advisers or other professionals as necessary for the proper management of the Trust. The individual Trustee shall also have the power to remove the institution or change the duties assigned to the institution.

F. Any bank or financial institution serving as Trustee or Custodian shall receive reasonable compensation based on the services it is required to perform. Such compensation shall be approved by the individual Trustee, if one is serving, and if not, by the adult beneficiaries of the trust. Any individual serving as Trustee shall receive reasonable compensation based upon the then current hourly rates being charged in Jackson, Mississippi, for services comparable to those being rendered by the individual Trustee. Compensation and expenses shall be paid regularly and shall be shown on the Trustee's annual account.

G. Any notice required to be given to or any approval required to be received from a beneficiary who is a minor or who is under a legal disability shall be effective if such notice is given

to or such approval is received from the legal guardian, if any, of the beneficiary, or if no legal guardian has been appointed, from the person who has custody of the beneficiary.

H. 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 X.

Except as limited or restricted by other provisions of this Will, I hereby grant to the Executor and the Trustee named herein the continuing, absolute, discretion and power to deal with any property, real or personal, held in trust or in the administration of my estate. Such power may be exercised independently without prior or subsequent approval of any judicial authority. No person dealing with the Executor or Trustee shall be required to inquire into the propriety of actions either may take. Without limiting the generality of the foregoing, I hereby grant to the Executor and the Trustee hereunder the following specific powers, duties and authority in addition to and not in substitution of powers conferred by law.

A. The Executor and the Trustee shall have all of the specific powers, duties and liabilities set forth in Section 91-9-101, et seq. of the Mississippi Code of 1972, as now enacted or hereafter amended, except as herein modified.

B. The Executor or the Trustee may retain, buy, sell, exchange, invest and reinvest in any property (real or personal) the Executor or the Trustee shall deem advisable, including stock (whether listed or unlisted) and unsecured obligations, bonds, undivided interests, interests in investment trusts, legal and discretionary common trust funds, mutual funds, leases, and property which is outside of my domicile, all without diversification as to kind or amount and without being restricted in any way by any statute or court decision (now or hereafter existing) regulating or limiting investments by fiduciaries.

C. The Executor and the Trustee shall treat all dividends payable in stock of the issuing corporation, all dividends in liquidation, and all "rights" to subscribe to securities of the issuing corporation as principal, unless inconsistent with other provisions of this instrument. Any premiums and discounts on securities purchased at more or less than par shall be charged or credited as principal. 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) shall be treated as income.

D. The Executor or the Trustee may borrow money upon such terms and conditions as either may determine; may execute notes, security instruments or other documents necessary to secure such loans; and except for property which is specifically devised or bequeathed, may mortgage and pledge estate or trust assets as security for the repayment thereof. Any loan which the Executor or the Trustee has not repaid at the time of the termination of my estate or the trust shall be treated as a liability thereof. The assets of my estate or the trust shall be distributed to the beneficiaries subject to such liability. The Executor or the Trustee may loan money to any beneficiary of the estate or trust upon such terms as either may determine advisable. Any loan which has not been repaid at the time of the termination of the administration of my estate or the trust shall be treated as an asset thereof and shall be distributed to the beneficiaries as such.

E. The Executor or the Trustee may lease any real estate for such term or terms, upon such conditions and rentals, and in such manner as either shall deem advisable (with or without privilege of purchase), including but not limited to oil, gas and mineral leases. Any lease so made shall be valid and binding for the full term thereof even though it shall extend beyond the administration of my estate or the term of any trust created herein. With regard to mineral rights, the Executor or the Trustee shall have the authority to execute contracts, letter agreements, farm-out

agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed.

F. The Executor or the Trustee may make any distribution (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, and may do so without regard to the income tax basis of specific property allocated to any beneficiary. In making distributions, I request (but do not direct) that the Executor or the Trustee do so in a manner which will result in the property to be sold to satisfy obligations of my estate having an aggregate income tax basis as close as possible to its aggregate fair market value and, to the extent consistent with this primary objective, do so in a manner which will result in maximizing the increase in basis for federal and state estate and succession taxes attributable to appreciation. The Executor or the Trustee also may make in kind and non-pro rata distributions under this will and trust if practicable. Any asset distributed in kind shall be valued at its date of distribution value. Such decision of the Executor or Trustee shall be conclusive if made in good faith.

G. Except as otherwise provided herein, the Executor or the Trustee may accumulate or distribute income under the terms hereof free from attack or question by any person. The Executor and the Trustee shall make such decisions on the basis of the facts as they exist at the time any such decision is to be made.

H. The Executor or the Trustee may elect or not elect to treat all or any portion of any estimated tax paid by any trust created herein as a payment by one or more beneficiaries of the trust. The election may be made either *pro rata* among the beneficiaries of each trust or otherwise in the discretion of the Executor or the Trustee, whose decision shall be binding and conclusive upon all concerned.

I. The Executor or the Trustee may 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 the Trustee deems appropriate. The Executor or the 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 may retain any such insurance policy as an investment of the trust without regard to the portion such insurance policies of a similar character so held may bear to the entire amount of the trust. 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 be or are made payable to the Executor or Trustee.

J. The Trustee may receive property by gift or by will or otherwise from any person as additions to any trust created herein and may hold and administer such property under the provisions hereof.

K. The Executor or the Trustee may make any election permitted under the applicable federal income and estate and gift tax laws (including but not limited to converting any corporation to an S-Corporation) and may make such accompanying adjustment between income and principal as is 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, as amended.

L. The Executor or Trustee shall have no powers whether set forth herein or now or hereafter conferred upon executors or trustees or fiduciaries generally which would enable the Executor or Trustee, or any other person, to purchase, exchange, or otherwise deal with or dispose of all or any part of the principal or income of the estate or any trust 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 any trust, directly or indirectly, without adequate interest or secur-

ity. 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 any trust, either by directing investments or reinvestments or by vetoing proposed investments or reinvestments.

M. The Executor or the Trustee 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 personal representative to sell or continue my interest therein.

ITEM XI.

If the provisions of Chapter 13 of the Internal Revenue Code of 1986 (and any successor provisions), regarding the taxation of generation skipping transfers become applicable to property passing under any trust created herein and the so called generation skipping transfer exemption becomes available to exempt certain property from the application of such tax, the following provisions shall be applicable:

A. The Trustee shall, in such manner (otherwise consistent with the provisions hereof) as may be directed by the Executor or (with respect only to property of which my wife is considered the transferor under Chapter 13) the Executor of my wife's Will, (1) divide any fund established or directed to be established hereunder into two separate shares, to be known as the "Exempt Share" and the "Nonexempt Share", and (2) allocate property between such shares. If the Executor of my Will or the Executor of my wife's Will shall allocate any part or all of the generation skipping transfer exemption so that it covers an entire fund established or directed to be established hereunder, such entire fund shall be deemed to be an "Exempt Share", and if such Executor shall allocate no part of

the generation skipping transfer exemption to such a fund, such entire fund shall be deemed to be a "Nonexempt Share".

B. Subject to the provisions of Paragraph A above, whenever pursuant to any provision hereof the Trustee shall transfer property from one fund to another (including a new fund created to receive property from a previously existing fund), the Trustee shall allocate property from the Exempt Share of the first fund only to the Exempt Share of the other fund, and from the Nonexempt Share of the first fund only to the Nonexempt Share of the other fund.

C. Subject to the provisions of Paragraphs A and B, above, the Trustee may divide any fund established or directed to be established hereunder into an Exempt Share and a Nonexempt Share (including power to designate an entire fund as an Exempt Share or a Nonexempt Share), and allocate property among such share.

D. For all purposes hereunder, whenever any fund is divided into an Exempt Share and a Nonexempt Share, such shares shall be treated as separate trusts, to be held, administered and accounted for separately.

E. Without creating any enforceable rights or duties, I request that, if any Exempt Share or Nonexempt Share is created out of any property held in trust hereunder, in determining whether to make a particular distribution and in determining from which Share such distribution should be made, the Trustee shall take into account the effect of such distribution under the tax on generation skipping transfers and act so as to mitigate the impact of such tax on the trust property to the extent such action is otherwise consistent with the best interests of the beneficiaries. Without limitation, the Trustee may (a) make distributions to "skip persons" (as defined in Chapter 13) only from the Exempt Share and to "non-skip persons" (as so defined) only from the Nonexempt Share, and (b) notwithstanding clause (a) above, make any distribution described in Section 2611(b)(1) of the Internal Revenue Code of

1986 (relating to payment of medical or educational expenses) from the Nonexempt Share.

F. The Trustee shall be exonerated from all liability from any action taken in good faith under this Item.

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. If my wife, Leona, is or becomes unable or unwilling to serve as Executor, I appoint my son, Rice P. York, Jr. to serve as successor Executor. If he is or becomes unable or unwilling to serve, I appoint Julius M. Ridgway to serve as successor Executor. All rights, powers, duties and discretions granted to or imposed upon the Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor", "Executrix" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

B. I direct that neither the Executor nor any successor Executor shall be required to make any bond as Executor. To the extent permissible by law, I waive the requirement that the 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. The Executor shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate, but may sell or lease any of my property in such manner and on such terms as the Executor may deem advisable.

D. The Executor shall have the power to exercise all powers conferred by law upon executors and all powers granted herein without prior authority from any Court; however, the Executor may seek Court authority if doing so is in the best interest of the Executor, my estate or my beneficiaries.

E. The Executor may pay or deliver part or all of the property bequeathed or devised herein as soon as it is convenient to do so without jeopardizing the ability of my estate to satisfy its taxes and obligations. In any event, the date or dates of distribution shall be determined in the discretion of the Executor.

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

G. The Executor may petition the proper Court and may take all necessary action to effect an ancillary administration covering any property I may own in another jurisdiction. No bond or other security shall be required of the Executor, nor shall the Executor be required to file an inventory or accounting with any Court in any foreign jurisdiction. If the laws of any other jurisdiction in which I may own property require that a resident of that jurisdiction serve as Executor or Administrator in any ancillary proceeding by my estate, the 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.

H. The Executor may elect to claim expenses and losses as deductions on the particular tax return or returns (either income or estate) as the Executor shall deem advisable, irrespective of whether such expenses and losses may be payable from or attributable to income or principal. The 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 such election. I exonerate the Executor from all liability for any such election and direct that no beneficiary shall have any claim against the Executor or my estate by reason of the exercise of the Executor's judgment in this respect.

IN WITNESS WHEREOF, I have signed and declared this instrument to be my Last Will and Testament on this the 27<sup>th</sup> day of October, 1997.

Rice P. York  
RICE P. YORK

This instrument was, on the day and year shown above, signed, published and declared by Rice P. York 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.

WITNESSES:

John M. Ridgway of 1939 Petit Bois  
JACKSON, Miss 39211

London H. Rowan of 1630 Pine Orchard Place  
Jackson Ms 39211

PROOF OF WILL

5 36 P 713

We, Julius M. Ridgway and Sandra H. Lawson, on oath state:

We are the subscribing witnesses to the attached type-written instrument dated October 27, 1997, which purports to be the Last Will and Testament of Rice P. York. On the execution date of the instrument, Rice P. York, in our presence, signed the instrument at the end thereof, acknowledged his signature thereto, declared the instrument to be his Will, and requested that we attest his execution thereof. In the presence of Rice P. York each of us signed our respective names as attesting witnesses. At the time of execution of the instrument, Rice P. York appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

DATED this 27th day of October, 1997.

Julius M. Ridgway  
(WITNESS)  
Sandra H. Lawson  
(WITNESS)

\* \* \* \* \*

STATE OF MISSISSIPPI  
COUNTY OF Hinds

Subscribed and sworn to before me, the undersigned Notary Public, on this the 27th day of October, 1997

Anita R. Hemphill  
Notary Public

My Commission Expires  
MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES APRIL 8, 1999  
BORDERED THRU STEGALL NOTARY SERVICE



2004-0020

LAST WILL AND TESTAMENT  
OF  
BARBARA ELIZABETH SMILEY

I, BARBARA ELIZABETH SMILEY, a resident citizen of Jackson, First Judicial District of Hinds County, Mississippi, being of sound and disposing mind and memory, and above the age of twenty-one (21) years, realizing the uncertainty of life and the certainty of death, do hereby make, declare and publish this my Last Will and Testament, hereby expressly revoking all other or former Wills that I have made.

I.

A portion of my estate consists of a beneficial interest in a Testamentary Trust established in and by the Last Will and Testament of my late aunt, Mrs. Barbara S. Heidelberg, reference to which Will is hereby made, which Trust is now being administered by the Deposit Guaranty National Bank of Jackson, Mississippi, as Trustee. I have a Testamentary Power of Appointment over the assets of said Trust established by the said Mrs. Barbara S. Heidelberg, and I hereby exercise said power of appointment in favor of my estate, it being my intention that the assets comprising the said Testamentary Trust established by Mrs. Barbara S. Heidelberg shall be subject to the claims of my creditors and shall otherwise be disposed in and by the terms and provisions of this, my Last Will and Testament.

II.

I direct my Executor, hereinafter named, to pay all of the expenses of my last illness, my funeral expenses, and all taxes due or against my estate as soon as possible after my death; I further direct that all such expenses be paid from the moneys and assets formerly comprising the corpus of the Testamentary

FILED  
THIS DATE  
JAN 16 2004  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *Km Dewey* D.C.

*BEA*

Trust Established by Mrs. Barbara S. Heidelberg.

III.

B 36 P 715

I hereby give, devise and bequeath unto Georgia Lucille Stephen all properties which constitute a part of my estate by virtue of my exercise of the power of appointment over the Testamentary Trust established by Mrs. Barbara S. Heidelberg, subject only to prior payment of all expenses of my last illness, my funeral expenses, and all taxes due by or against my estate having first been deducted from said assets heretofore comprising the Testamentary Trust established by said Mrs. Barbara S. Heidelberg.

IV.

I hereby bequeath unto Georgia Lucille Stephen all of my furniture, household effects, clothing, and other like tangible corporeal personal effects, PROVIDED, HOWEVER, should Georgia Lucille Stephen not desire any of such items, then it is my request (not direction) that such personal effects be given to Nellie Battle, 320 Huron Street, Jackson, Mississippi. It is my direction, however, that neither Georgia Lucille Stephen nor any residuary legatee nor my Executor ever conduct an "estate sale" or any other type sale of my said personal clothing and effects.

V.

I hereby devise all my mineral interests and/or royalty interests, and all other interests in lands which I may own at the time of my death and which are located in Pointe Coupee Parish, Louisiana and in Amite County, Mississippi, and which were inherited by me from the estate of my father, George M. Smiley, to the descendants of my grandparents, Nathaniel F. Smiley and Annie Andrews Smiley, per stirpes. Any and all other minerals and royalty interests which may be owned by me at the time of my death which are located in Pointe Coupee Parish, Louisiana are devised under Section VI of this Will.

VI.

All the rest, residue and remainder of my property of which I may die seized and possessed, real, personal and mixed, and whatever kind and character, and wheresoever located,

I hereby devise and bequeath unto Georgia Lucille Stephen, 1507 East 17th Street, Odessa, Texas. Should Georgia Lucille Stephen fail to survive me, then, and in such event, I hereby devise and bequeath all of the rest, residue and remainder of my properties of which I may die seized and possessed, real, personal and mixed, of whatever kind and character, and wheresoever located to the issue of Paul Lamar Stephen, share and share alike, PROVIDED, HOWEVER, in the event any of said issue shall predecease me leaving descendants, then such descendants shall receive, per stirpes, all property which would have been devised and bequeathed hereunder to such deceased issue.

VII.

I hereby nominate and appoint as Executor of my estate, Calvin L. Wells, and I direct that he not be required to file any bond, and I further direct that an appraisal and inventory of my estate be dispensed with and that no accounting be made to any court, other than of money and of choses in action. In the event that the said Calvin L. Wells shall be unable or unwilling to act as Executor, then, and in such event, I hereby nominate and appoint as Executrix of my estate my cousin, Georgia Lucille Stephen, and I direct that she not be required to file any bond and I direct that an appraisal and inventory of my estate shall be dispensed with and that no accounting be made to any court, other than of money and choses in action. In the event that the said Calvin L. Wells shall serve as Executor of my estate, he specifically shall have the right to retain as counsel any attorney whom he may select, including, but not limited to, members of any firm that he may then be associated with.

IN WITNESS WHEREOF, I have signed, published and declared this instrument as my Last Will and Testament in said City of Jackson, County of Hinds, and State of Mississippi, on

BEA

this the 28 day of August, 1980.

Barbara Elizabeth Smiley  
BARBARA ELIZABETH SMILEY

WITNESSES:

Carl L Wells

T. Calvin Wells

John C. Crecink, Jr

CERTIFICATE

WE, the undersigned, CALVIN L WELLS,  
T. CALVIN WELLS and JOHN C. CRECINK, JR.,  
having this day, to-wit: the 28<sup>th</sup> day of August,  
1980, been called upon by the above Testatrix, BARBARA ELIZABETH  
SMILEY, to witness the execution of this Last Will and Testament,  
do hereby certify that the said BARBARA ELIZABETH SMILEY is of  
sound and disposing mind and memory, and over the age of twenty-  
one (21) years, and that she signed the above Will in our presence,  
and that we, in her presence, signed the same, and in the presence  
of each other, at her request, as attesting and subscribing  
witnesses thereto.

Carl L Wells

T. Calvin Wells

John C. Crecink, Jr

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF BARBARA ELIZABETH SMILEY  
DECEASED

CIVIL ACTION, FILE NO. 2004-0020

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF HINDS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing dated August 28, 1980, purporting to be the Last Will and Testament of Barbara Elizabeth Smiley, Deceased, who was personally known to the affiant, and whose signature is affixed to such instrument;

(2) That on August 28, 1980, Barbara Elizabeth Smiley signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Calvin L. Wells and John C. Crecink, Jr., the other subscribing witnesses to the instrument.

(3) That Barbara Elizabeth Smiley was then of sound and disposing mind and memory, was above the age of eighteen (18) years, and did not appear to be acting under duress or undue influence.

**FILED**  
THIS DATE  
JAN 16 2004  
ARTHUR JOHNSTON CHANCERY CLERK  
BY *Am Peters* D.C.

Last Will and Testament 2003-0046

OF

EULIS ELIZABETH TATE

FILED THIS DATE JAN 22 2004 ARTHUR JOHNSTON, CHANCERY CLERK BY [Signature] DC

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

I

I hereby appoint, nominate and constitute my grandson, JESSIE ROY (BUDDY) TATE, II, as Executor of this my Last Will and Testament. In the event that my grandson is unwilling or unable to serve as Executor, I hereby appoint, nominate and constitute JAMES CHANDLER, as Substitute Executor. My Executor or Substitute Executor shall have full and plenary power and authority to do and perform any act deemed by him to be for the best interest of my estate, without limitations whatsoever, and without surety bond, and said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and re-invest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents or accountants that he may deem necessary and for the best interest of my estate and to pay unto himself just and reasonable compensation for his services as Executor or Substitute Executor.

II

I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate, including expenses of my funeral and

a suitable marker for my grave, that the administration of my estate be completed and closed as soon after my death as may be reasonably possible.

III.

I give and bequeath unto **Mary Catherine Windham and Cathy Tate**, as joint tenants in common, the following:

1. my residence located at 554 South Kathy Circle, Canton, Mississippi, subject to the provisions of Paragraph IX. 7. hereof;
2. all furniture located in the den of my residence, as well as all items of personalty situated thereon, unless specifically bequeathed herein;
3. the octagonal table and four (4) chairs in the living room, as well as all items of personalty situated thereon, unless specifically bequeathed herein;
4. the pair of antique cranberry lusters on the mantle in the living room;
5. the china cabinet in the living room and all contents, unless specifically bequeathed herein

IV.

I give and bequeath unto my granddaughter, **Mary Catherine Windham**, the following items:

1. twelve (12) place settings of "Buttercup" sterling silver flatware;
2. sterling silver container on the dining room table;
3. all furniture located in the front bedroom, also known as the guest bedroom, as well as all items of personalty situated therein or thereon, unless specifically bequeathed herein.

V

I give and bequeath unto **Cathy Tate** my 1990 Lincoln Towncar.

VI.

B 36 P 722

I give and bequeath unto my granddaughter, **Donna Elizabeth Martin**, the following:

1. except for the photographs over my bed, the contents of my bedroom

VII.

I give and bequeath unto my granddaughter, **Terri Nell Hargrove**, the following items:

1. diamond solitaire ring and wedding band,
2. mink coat.

VIII.

I give and bequeath unto my granddaughter, **Patricia Lynn Woods**, the following items:

1. the dining room table and six (6) chairs;
2. my mink stole;
3. the chest, brass lamp and cane bottom chair in the front bedroom, also known as the guest bedroom

IX.

I give and bequeath unto my grandson, **Jessie Roy (Buddy) Tate, II**, the following items:

1. all contents of J. R. Tate's bedroom;
2. antique curio cabinet located in the living room, as well as all contents,
3. antique credenza with marble top, with the vases, in the living room, as well as all items of personalty situated thereon, unless specifically bequeathed herein,
4. red loveseat and two (2) ladies chairs in the living room;
5. the antique mirror over the fireplace in the living room;

- 6. any other items of personal property not specifically listed, which he may retain or distribute as he sees fit.
- 7. In the event that Mary Catherine Windham and Cathy Tate, jointly, desire to sell the residence located at 554 South Kathy Circle, Canton, Mississippi, Jessie Roy (Buddy) Tate, II, shall have the option, but not the obligation, to purchase said residence at its fair market value, as determined by an appraisal of the property by an appraiser jointly agreeable to Jessie Roy (Buddy) Tate, II, Mary Catherine Windham and Cathy Tate. If Jessie Roy (Buddy) Tate, II, exercises his option to purchase the property, the closing shall take place within thirty (30) days following the completion of the appraisal. The payment of the purchase price shall be in cash, for which Mary Catherine Windham and Cathy Tate shall convey the property by a Warranty Deed.

X.

I give and bequeath unto my two great-grandchildren, Casey Tate and Taylor Tate, share and share alike, the following:

- 1. all of my stock in the Mississippi Livestock Producers Association, Madison County Co-op, and Trustmark National Bank. The Trustmark National Bank stock is issued through Trustmark Foundation, previously known as First Capitol Corporation.

IN WITNESS WHEREOF, I, EULIS ELIZABETH TATE, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 17<sup>th</sup> day of May, 2002, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other

Eulis Elizabeth Tate  
Eulis Elizabeth Tate

WITNESSES: B 36 P 724

Pansy Dean  
Juan Russell

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 17<sup>th</sup> day of May, 2002

Pansy Dean  
Juan Russell  
WITNESSES

LAST WILL AND TESTAMENT  
OF  
CHARLES PHILLIP HARGON

B 36 P 725

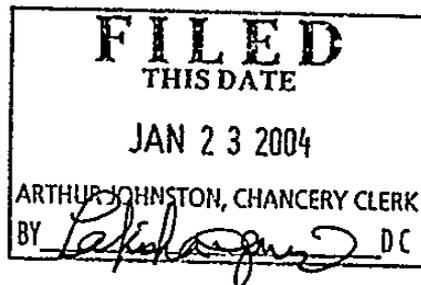
2004-0048

I, CHARLES PHILLIP HARGON, a resident of the State of Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, and do hereby revoke all other Wills, Testaments and Codicils that I have heretofore made.

**ARTICLE FIRST:** I direct my Personal Representative to pay out of the principal of my residuary estate the expenses of my last illness, burial and monument as soon after my death as may be practicable without regard to any statutory limitation of the amount; all the debts which my estate shall be legally obligated to pay and administration expenses; and all inheritance, estate and succession taxes payable by reason of my death (including any interest or penalties thereon), irrespective of whether said taxes do or do not arise by reason of property passing under this Will

**ARTICLE SECOND:** I give, devise and bequeath all the rest, residue and remainder of my property (herein referred to as my "residuary estate"), both real and personal, including tangible personal property, wheresoever situate, whether now owned or hereafter acquired by me, to EARNEST LEE HARGON, if he shall survive me for a period of three (3) months. If he shall not survive me, I give, devise and bequeath my residuary estate to JAMES PHILLIP HARGON, if he shall survive me for a period of three (3) months. If he shall not survive me, I give, devise and bequeath my residuary estate to those individuals who would share in my estate as if I had died intestate.

DC01 84089 1



*CPH*

ARTICLE THIRD: I appoint DORIS ANN LOTT to serve as Personal Representative of my estate. If for any reason, she fails, neglects or refuses to serve, I designate EARNEST LEE HARGON as my Personal Representative.

ARTICLE FOURTH: I expressly authorize my Personal Representative to exercise all those powers of administration conferred by the laws of the State of Mississippi. My Personal Representative shall also have full discretionary power, without order or approval of any Court, to take any action desirable for the complete administration of my estate, including the power to sell, at public or private sale, any real or personal property belonging to my estate at whatever prices and upon whatever terms such Personal Representative shall deem advisable; to retain, invest and reinvest in such property, without being restricted to so-called legal investments and without responsibility for diversification; and to compromise any claim against or in favor of my estate, as fully as I could do if living. My Personal Representative shall not be required to give bond

CBH

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal to this Last Will and Testament to each of the three (3) pages, including the attestation clause, of which I have signed my name in the County of Madison this 15 day of November, 1995.

*Charles Phillip Hargon*  
CHARLES PHILLIP HARGON

This instrument, consisting of three (3) pages, including the attestation clause, was in our presence and on the date thereof, signed, sealed and declared by CHARLES PHILLIP HARGON to be his Last Will and Testament, and we, at his request, have in his presence, and in the presence of each other, subscribed our names hereto as witnesses.

Bobby R. Chagnis RESIDING AT 187 WAY RD  
CANTON, MS 39046

Mary A. Chagnis RESIDING AT 187 WAY RD  
CANTON, MS 39046

FIRST CODICIL TO THE  
LAST WILL AND TESTAMENT  
OF  
CHARLES PHILLIP HARGON

2004-0048

I, **CHARLES PHILLIP HARGON**, a resident of the State of Mississippi, having made my Last Will and Testament on the 15<sup>th</sup> day of November 1995, do hereby make, publish and declare this to be the First Codicil to my Last Will and Testament.

1. **Article Third** of my said Last Will and Testament is hereby modified to substitute **Michael Ray Hargon** for **Doris Ann Lott** as my Personal Representative. It is further modified to substitute **Doris Ann Lott** for **Earnest Lee Hargon** in the event **Michael Ray Hargon** neglects or refuses to serve.

2. **Article Second** of my said Last Will and Testament is hereby deleted and in its place the following is substituted:

**"Article Second:** First, I give, devise and bequeath the sum of \$10,000 to **Doris Ann Lott**, less any amounts she may receive as the beneficiary of my life insurance. Second, I give, devise and bequeath certain personal property to **Benny Fisher**, as set forth in the attached **Gift of Personal Property**. I give, devise and bequeath all the rest, residue and remainder of my property (herein referred to as my "residuary estate"), both real and personal, including tangible personal property, wheresoever situate, whether now owned or hereafter acquired by me, to **Michael Ray Hargon**.

ADH

3. As amended by this First Codicil, I hereby ratify, republish and confirm my said Last Will and Testament.

IN WITNESS WHEREOF, I, the said CHARLES P. HARGON, have hereunto set my hand and affixed my seal to this First Codicil to my Last Will and Testament to each of the two (2) pages, including the attestation clause, to which I have signed my name in the County of Madison in the State of Mississippi this 3rd day of January, 2004.

*Charles Phillip Hargon*  
CHARLES PHILLIP HARGON

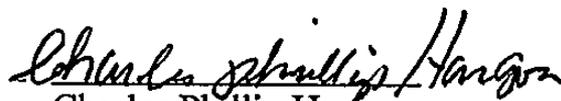
This instrument, consisting of two (2) pages, including the attestation clause, was in our presence and on the date thereof, signed, sealed and declared by CHARLES PHILLIP HARGON to be the First Codicil to his Last Will and Testament, and we, at his request, have in his presence, and in the presence of each other, subscribed our names hereto as witnesses.

Bobby L. Chapman RESIDING AT 187 WAY RD  
CANTON, MS 39046

Mary A. Chapman RESIDING AT 187 Way Road  
CANTON, MS 39046

### Gift of Personal Property

On this 3rd day of January 2004, I, Charles Phillip Hargon, being of sound mind and body, do hereby request that my Personal Representative transfer to Benny Fisher the title to my 1992 truck. In addition, I hereby give and devise to Benny Fisher my air compressor and all of my tools and wrenches that Benny Fisher has used in the past so that he can continue to make a living for himself. By copy of this document, I am requesting Michael Ray Hargon and Greg Lott to do everything they can to help Benny Fisher find work.

  
Charles Phillip Hargon

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF CHARLES PHILLIP HARGON, DECEASED

CIVIL ACTION FILE NO. 2004-0048

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Mary A. Chapuis, one of the subscribing witnesses to two instruments in writing purporting to be the Last Will and Testament and a Codicil to the Last Will and Testament of Charles Phillip Hargon, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Charles Phillip Hargon, signed, published and declared said instruments, the Last Will and Testament on the 15<sup>th</sup> day of November, 1995 and the Codicil to his Last Will and Testament on the 3<sup>rd</sup> day of January, 2004, the day and date of said instruments, in the presence of this affiant and Bobby R. Chapuis, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, Mary A. Chapuis, the Affiant and Bobby R. Chapuis, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof

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

Mary A. Chapuis  
Mary A. Chapuis

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 22 day  
of Jan, 2004.

[Signature]  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

1-18-07  
(SEAL)



2004-0034

# Last Will and Testament

OF

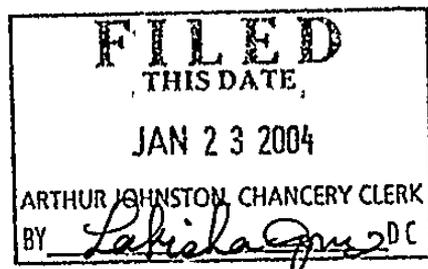
EARL H. GUNTER

KNOW ALL MEN BY THESE PRESENTS: That I, EARL H. GUNTER, of the County of Dallas, State of Texas, being of sound and disposing mind and memory, above the age of majority, and desiring to provide for the distribution of my estate that there may be no dispute concerning the same after my death, do make and publish this, my Last Will and Testament, revoking all former Wills and Codicils, if any, by me heretofore made:

## WITNESSETH

**FIRST:** I will and direct that at the time of my death I be given a funeral suitable to my circumstances and station in life, and that my legal debts, including funeral expenses and expenses of my last sickness and the cost of a suitable monument for my grave, be paid by my executor hereinafter appointed, as soon after my death as can conveniently be done without the unnecessary sacrifice of any of the properties of my estate.

**SECOND:** I hereby nominate, constitute and appoint my nephew, JAMES GUNTER, presently of Richland, Mississippi, and my sister-in-law, ROSE M. OLDS, as joint independent executors of this, my Last Will and Testament, and I direct that no bond or other form of security be required of them as such, and that the courts take no further action hereon than to admit this Will to probate and record, and to cause the return of an inventory, appraisement and list of claims, as

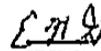


provided by law. In the event either my nephew or my sister-in-law, should fail, choose not to, or be unable to serve, then the other of my joint executors may serve in their individual capacity. Whoever serves in the capacity of my independent representative shall have the power of sale and of lease of real estate, and in addition thereto, shall have all of the powers of a trustee as provided in the Texas Trust Code.

**THIRD:** After payment of my funeral expenses and expenses of my last illness, I give, devise and bequeath all my property of whatsoever nature, wheresoever situated and howsoever acquired, as follows:

A. I will, give and devise all of the rest and residue of my estate to the persons identified in paragraph 1 below, equally, share and share alike, in fee simple

1. My nephew, JAMES GUNTER, presently of Richland, Mississippi, my niece, LINDA HARPER, presently of Terry, Mississippi, my niece, LUCY BASINGER, presently of Jackson, Mississippi, my sister-in-law, ROSE M OLDS, presently of Mesquite, Texas, and my brother-in-law, DEWEY W. VAN, presently of Dallas, Texas.
2. In the event JAMES GUNTER should be predeceased, then that part of my estate given to him, I give to his wife, NITA GUNTER, and in the event that NITA GUNTER is predeceased, then this bequest shall not be effective and that part of my estate given to JAMES GUNTER and/or NITA GUNTER, shall become a part of my estate to be divided equally, share and share alike, among the remaining devisee's named in paragraph 1 or paragraph 2 herein. In the event LINDA HARPER should

  
EHG

be predeceased, then that part of my estate given to her, I give to her husband, WILLIAM HARPER, and in the event that WILLIAM HARPER is predeceased, then this bequest shall not be effective and that part of my estate given to LINDA HARPER and/or WILLIAM HARPER shall become a part of my estate to be divided equally, share and share alike, among the remaining devisee's named in paragraph 1 or paragraph 2 herein. In the event LUCY BASINGER should be predeceased, then that part of my estate given to her, I give to her husband, JAMES BASINGER, and in the event that JAMES BASINGER is predeceased, then this bequest shall not be effective and that part of my estate given to LUCY BASINGER and/or JAMES BASINGER shall become a part of my estate to be divided equally, share and share alike, among the remaining devisee's named in paragraph 1 or paragraph 2 herein. In the event ROSE M. OLDS should be predeceased, then that part of my estate given to her, I give to her daughter, JENNY LYND FORESTER, and in the event that JENNY LYND FORESTER is predeceased, then this bequest shall not be effective and that part of my estate given to ROSE M. OLDS and/or JENNY LYND FORESTER shall become a part of my estate to be divided equally, share and share alike, among the remaining devisee's named in paragraph 1 or paragraph 2 herein. In the event DEWEY W. VAN should be predeceased, then that part of my estate given to him, I give to his wife, FAYE VAN, and in the event that FAYE VAN is predeceased, then this bequest shall not be effective and that part of my estate given to DEWEY W. VAN and/or FAYE VAN shall become a part of my estate to be

*E.H.G.*  
EHG

divided equally, share and share alike, among the remaining devisee's named in paragraph 1 or paragraph 2 herein.

3. In the event JAMES GUNTER, and/or his wife NITA GUNTER, LINDA HARPER, and/or her husband, WILLIAM HARPER, LUCY BASINGER and/or her husband, JAMES BASINGER, DEWEY W VAN, and/or his wife, FAYE VAN, or ROSE M. OLDS, and/or her daughter, JENNY LYND FORESTER, are predeceased, then that part of my estate that was bequeathed, given or devised to them shall go equally, share and share alike, to the surviving devisees named in this paragraph **THIRD**, in fee simple.

**FOURTH:** If any beneficiary under this Will shall in any manner contest or attack this Will or any of its provisions, any share or interest in my estate given to such contesting beneficiary under this Will is hereby revoked and the interest given them shall be disposed of as part of the residue of my estate.

IN TESTIMONY WHEREOF, I have hereunto signed my name in the presence of Jane Brooks and JOHN R FRAZIER, my attesting witnesses, who, at my request and in my presence, and in the presence of each other, sign their names hereto on this the 23<sup>rd</sup> day of July, 1999.

Earl H. Gunter

EARL H. GUNTER, Testator

EHG  
EHG

The above instrument was here now subscribed by the Testator, in our presence, and we, at his request and in his presence and in the presence of each other, sign our names as attesting witnesses on the date above written.

NAME

ADDRESS

*Jana Brooks*  
\_\_\_\_\_  
JANA BROOKS

590 N. 4th Street  
Wills Point, Texas 75169

*John R. Frazier*  
\_\_\_\_\_  
JOHN R. FRAZIER

580 N. 4th Street  
Wills Point, Texas 75169

*EHG*  
EHG

STATE OF TEXAS §

COUNTY OF VAN ZANDT §

BEFORE ME, the undersigned authority, on this day personally appeared EARL H. GUNTER, Jana Brooks and JOHN R. FRAZIER, known to me as the Testator and the witnesses, respectively, whose names are subscribed to the foregoing instrument in their respective capacities, and, each and all of such persons being by me duly sworn, the said EARL H. GUNTER, Testator, declared to me and to the said witnesses in my presence that said instrument was his Last Will and Testament and that he had willingly made and executed it as his free act and deed for the purposes therein expressed; and the said witnesses each on his oath stated to me, in the presence and hearing of said Testator that the said Testator had declared to me that said instrument is his Last Will and Testament and that he had executed the same as such and wanted each of them to sign it as a witness; and upon their oaths the witnesses further stated that they did sign the same as witnesses in the presence of the said Testator and at his request, and that the Testator was at that time at least eighteen years of age and that each such witness was at that time at least fourteen years of age.

Earl H. Gunter  
 EARL H. GUNTER, Testator

Jana Brooks  
 Witness

John R. Frazier  
 Witness

E.H.G.  
 EHG

SUBSCRIBED AND ACKNOWLEDGED before me by the said EARL H. GUNTER, the Testator and subscribed and sworn to before me by the said Jaw Brooks and JOHN R. FRAZIER, witnesses, this the 23<sup>rd</sup> day of July, 1999



Cathy Lee  
Notary Public in and for  
The State of Texas

PHG  
EHG

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF EARL H. GUNTER, DECEASED

CIVIL ACTION NO. 2004-0034

AFFIDAVIT OF ROSE M. OLDS

My name is Rose M. Olds and I am the sister-in-law to Earl H. Gunter, Deceased. I have been nominated as Co-Executor of the Estate of Earl H. Gunter, Deceased, along with James Gunter, the nephew of Earl H. Gunter, Deceased, pursuant to the Last Will and Testament of Earl H. Gunter, an instrument dated July 23, 1999.

I do hereby declare that I decline to serve in the said capacity of Co-Executor and transfer any and all powers that I would have as the same to James Gunter to act as full Executor of the Estate of Earl H. Gunter, Deceased.

THIS the 2 day of Jan., 2004.

Rose M. Olds  
ROSE M. OLDS

FILED  
THIS DATE  
JAN 23 2004  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY Lakisha Jones D.C.

STATE OF TEXAS  
COUNTY OF Van Zandt

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid,  
ROSE M. OLDS, who being by me duly sworn, states on her oath that she executed the above and  
foregoing Affidavit and that the matters and things contained therein are true and correct as therein  
stated.

Rose M. Olds  
ROSE M. OLDS

SWORN TO AND SUBSCRIBED BEFORE ME this the 2 day of Jan, 2004.

Cathy Lee Sims  
NOTARY PUBLIC



My

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF EARL H. GUNTER, DECEASED

CIVIL ACTION NO. 2004-0034

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF Texas  
COUNTY OF Van Zandt

THIS date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid the within named JOHN R. FRAZIER, who being by me first duly sworn according to the law, says on oath:

THAT this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of EARL H. GUNTER, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated July 23, 1999

That on the 23rd day of July, 1999, the said EARL H. GUNTER, signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of JANA BROOKS the other subscribing witness to the instrument.

That EARL H. GUNTER was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

That this affiant, together with JANA BROOKS, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance request, and in the presence of said EARL H. GUNTER, and in the presence of each other.

**FILED**  
THIS DATE  
JAN 23 2004  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY Lakisha D. Jones DC

THIS the 9 day of Jan, 2004.

*John R. Frazier*  
JOHN R. FRAZIER

SWORN TO AND SUBSCRIBED BEFORE ME this the 9 day of Jan, 2004.



*Cathy Lee Sims*  
NOTARY PUBLIC

My Commission Expires.  
1-15-05

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF EARL H. GUNTER, DECEASED

CIVIL ACTION NO. 2004-0234

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF Texas  
COUNTY OF Van Zandt

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

THAT this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of EARL H. GUNTER, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated July 23, 1999.

That on the 23rd day of July, 1999, the said EARL H GUNTER, signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of JOHN R. FRAZIER the other subscribing witness to the instrument.

That EARL H. GUNTER was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

That this affiant, together with JOHN R FRAZIER, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance request, and in the presence of said EARL H. GUNTER, and in the presence of each other.

**FILED**  
THIS DATE  
JAN 23 2004  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY Lakisha Jones

THIS the 9 day of Jan, 2004.

Jana Brooks  
JANA BROOKS

SWORN TO AND SUBSCRIBED BEFORE ME this the 9 day of Jan, 2004.



Cathy Lee Sims  
NOTARY PUBLIC

My Commission Expires:  
1-15-05

THIS the 9 day of Jan, 2004.

Jana Brooks  
JANA BROOKS

SWORN TO AND SUBSCRIBED BEFORE ME this the 9 day of Jan, 2004



Cathy Lee Sims  
NOTARY PUBLIC

My Commission Expires:

1-15-05

# Last Will and Testament

OF

MARY C. BURNSIDE

I, MARY C. BURNSIDE, an adult resident citizen of Madison County, Mississippi, being of sound mind and disposing memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking any and all Wills or Codicils heretofore made by me.

I.

I direct that all of my just debts and funeral expenses be paid as soon as possible from the proceeds of my estate.

II.

I hereby name and appoint ~~FRANCES GEORGE~~ as Executrix of this my Last Will and Testament, and direct that she shall serve without bond or security insofar as may be permitted by law. I hereby waive inventory, appraisal and accounting to any Court.

III.

I hereby give, devise and bequeath unto my nephew, ~~SULLIVAN~~ GEORGE, presently residing in Chicago Heights, Illinois, all of my property, real, personal or mixed, of whatsoever kind in nature and wheresoever situated. In the event that SULLIVAN GEORGE should predecease me, then, in that event, I hereby give, devise and bequeath to the heirs of SULLIVAN GEORGE all of my property, real personal or mixed, of whatsoever kind in nature and wheresoever situated.

IN WITNESS WHEREOF, I, MARY C. BURNSIDE, have hereunto set my signature and published and declared this to be my Last Will and Testament in the presence of two witnesses who have each

**FILED**  
THIS DATE

FEB 03 2004

ARTHUR JOHNSTON, CHANCERY CLERK  
BY Arthur Johnston D.C.

signed as witnesses at my request, in my presence, and in the presence of each other, on this the 22<sup>ND</sup> day of May, 1974.

Mary C. Burnside  
Mary C. Burnside

WITNESSES:

W. Larry Smith Vany  
Mari H. Lane

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 22<sup>ND</sup> day of May, 1974.

W. Larry Smith Vany  
Mari H. Lane

WITNESSES

**FILED**  
THIS DATE  
FEB 03 2004  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *Kim M. [Signature]* DC

LAST WILL AND TESTAMENT

OF

B 36 P 748

H. C. PLUNKETT

I, H. C. PLUNKETT, an adult resident citizen of Madison, Madison County, Mississippi, being of sound and disposing mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all wills and codicils heretofore made by me.

1. My wife's name is Iris Kathleen Plunkett and she is referred to as "my wife". I was previously married to Marilyn S. Plunkett, of Jackson, Mississippi, and it is my express intention Marilyn S. Plunkett is not to share in my estate in any way, directly or indirectly.

My wife and I have ten (10) children now living, as follows: Herbert D. Plunkett, born 8/22/61; Marilyn K. Mangialardi, born 2/8/60; Sandra P. Casey, born 12/27/56; Clayton C. Plunkett, born 9/9/55; Pamela P. Farr, born 6/16/53; Elizabeth A. Plunkett, born 10/14/77; Charles J. Richmond, born 10/16/71; Hugh C. Richmond, born 1/26/69; Dana R. Ward, born 7/6/67; and Iverson G. Richmond, IV, born 12/6/64.

The words "child" or "children" shall refer to the aforementioned persons, and shall include any child or children hereafter born to or adopted by my wife and me, and the word "descendants" shall include any person hereafter born to any of my descendants. Further, each of the words "child", "children" and "descendants" shall be deemed to include an adopted child or adopted children, notwithstanding any provisions of law establishing a contrary presumption.

When the context so requires, the masculine, feminine and neuter genders shall be used interchangeably and the singular shall include the plural and vice versa. The term "Executor" shall apply to whomever may be serving as personal representative of my estate, whether one or more than one, and to any successor Executor.

All "Section" references refer to the Internal Revenue Code

of 1986, as amended, or any corresponding provisions of future laws.

2. I appoint my wife as Executor of this my Last Will and Testament. If my wife is or becomes unable or unwilling to serve as Executor, then I appoint my daughters, Sandra P. Casey, of Sulphur, Louisiana, and Marilyn K. Mangialardi, of Jackson, Mississippi, as co-successor Executors.

I waive the requirement of my Executor making any bond and, to the extent permissible by law, I waive the requirements of my Executor to make a formal appraisal, provide an inventory or file an accounting for my estate with any court.

I expressly give and grant unto my Executor all the rights, powers and discretions granted by the Uniform Trustees' Powers Law of Mississippi, being Miss. Code Ann. §§ 91-9-101 through 91-9-119 (1994), as now enacted or hereafter amended, reference to which statute is hereby made for all purposes. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor.

In addition to the aforementioned powers, my Executor shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid depreciation in value of the interests or losses to my estate or associates. My Executor may continue to act as partner, engage in any partnership and take all actions with regard to any partnership my Executor deems advisable. I specifically authorize my Executor to borrow such funds as may be necessary to pay my debts and administration expenses and taxes of my estate and to pledge such of my property, real or personal, as may be necessary to secure such loan, provided, however, my Executor shall not pledge any property specifically devised or bequeathed. My Executor shall not be required to pay or otherwise satisfy such loan or any loan to which my property is subject at my death prior to the closing of my estate and the discharge of my Executor, but may distribute such property at its value net of such loan in satisfaction of any bequest.

My Executor is authorized to receive and retain for her services in administering my estate reasonable fees and compensation in accordance with that which is customarily and generally charged for performing estate services of the nature involved in my estate.

If property is included in my estate which may otherwise qualify if it passes to a qualified heir for valuation for Federal estate tax purposes under Section 2032A and my Executor has the discretion to allocate and distribute such property in satisfaction of devises and bequests, then my Executor shall, in exercising her discretion, allocate and distribute such property to persons or trusts who will be qualified heirs so as to qualify the property for valuation pursuant to Section 2032A.

As attorney for my estate, I appoint Charles L. Balch, III, Attorney at Law, of Madison, Mississippi, and I direct he receive reasonable compensation for such services as shall be rendered by him as attorney for my estate, provided, however, my Executor is hereby expressly given the option to select any other attorney as attorney for my estate.

3. I direct my Executor to pay all my funeral expenses, all of my just debts and other proper claims against my estate which may be timely probated, registered and allowed against my estate and expenses of administration of my estate out of my residuary estate, provided, however, if my Executor in her sole discretion shall elect to claim estate administration expenses as a deduction for income tax purposes rather than estate tax purposes, such administration expenses shall be charged against any remaining available credit equivalent bequest disposed of by paragraph 5 hereof, after first satisfying in full any estate taxes which are directed to be paid therefrom. I direct my Executor to pay out of paragraph 5 all Federal and State estate, inheritance, succession, transfer or other death taxes which are assessed against my estate or against any beneficiary, including estate and inheritance taxes assessed on account of life insurance proceeds or any other property which shall be included in my gross estate for the

purpose of such taxes, whether or not included in my estate for probate purposes.

4. A. I give and devise unto my wife all of my interest, if any, in the residence and surrounding land which we own in Madison, Madison County, Mississippi. If my wife should not survive me, then I give and devise said real property to my children, share and share alike, or if any of said children should predecease me, then to the descendants of such child or children, per stirpes.

B. I give and bequeath all of my household contents, furniture, automobiles and the remainder of my personal effects to my wife if she shall survive me, and if she shall not survive me, then I give and bequeath all of said property to my children, share and share alike, or if any of my children should predecease me, to the descendants of such child or children, per stirpes.

5. I give, devise and bequeath to my children outright, share and share alike, or if any of my children should predecease me, then to the descendants of such child or children, per stirpes, property equal to the largest amount that can pass free of Federal estate tax under this paragraph by reason of the unified credit and the state death tax credit (provided use of this credit does not require an increase in the state death taxes paid) allowable to my estate but by reason of no other credit, and after taking account of dispositions under previous paragraphs of this Last Will and Testament and property passing outside of this Last Will and Testament which do not qualify for the marital or charitable deduction and after taking account of charges to principal not allowed as deductions in computing my Federal estate tax. My Executor shall select and distribute the cash, securities and other property, including real estate and interests therein, which shall constitute this bequest and devise, employing for this purpose values current at the time or times of distribution. I recognize the sum so disposed of by this paragraph may be affected by the action of my Executor in exercising certain tax elections. In dividing said property into parts or shares, my Executor is

authorized and empowered in her sole discretion to make division or distribution partly in kind and partly in money. The judgment of my Executor concerning the division or distribution of said property and concerning values for the purpose of such division or distribution of the property or securities shall be binding and conclusive on all parties interested therein. My Executor shall have sole and unlimited discretion to determine the kind of property, the proportion of property and the value of the property involved, in order to determine what property shall comprise the said portions above mentioned.

6. I devise and bequeath all the rest and residue of the property comprising my estate of whatsoever kind or character and wheresoever situated to wife outright. If my should not survive me or should renounce her interest in any portion of the property passing under this paragraph, then such portion shall pass under and be governed by the provisions of paragraph 5 of this my Last Will and Testament.

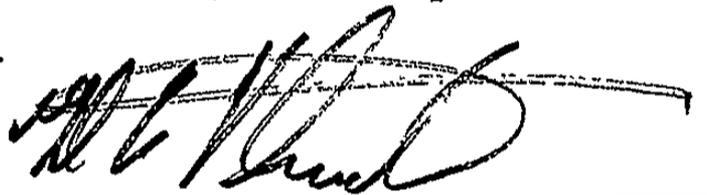
7. If my wife and I die simultaneously, in a common accident or under circumstances which make it difficult to determine which of us is the survivor, then I direct my wife shall be deemed to have survived me for purposes of this Last Will and Testament and all its provisions shall be construed under that assumption, notwithstanding any provisions of law establishing a contrary presumption or requiring survivorship as a condition of taking property by inheritance.

8. My daughter, Elizabeth A. Plunkett, born 10/14/77, is my only minor child, and she is already sufficiently mature to manage her own property and affairs and, for that reason, I have expressly elected not to appoint a guardian for her, and she is to receive her share of my estate as if she were not under the disability of minority. If, under extraordinary circumstances, it is or becomes imperative for my said minor daughter to have a formal guardian, then I designate and appoint my daughter, Dana R. Ward, of Jackson, Mississippi, as guardian of the person and estate of said minor daughter, and I direct no bond or security

shall be required and, to the extent possible, I direct all accountings, inventories and the like ordinarily required of a guardian shall not be required of said guardian.

9. Any recipient of property hereunder, or the Executor or personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518, and any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which this Last Will and Testament is probated and shall also be delivered to my Executor.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 8th day of February, 1995.



H. C. PLUNKETT

The testator, H. C. PLUNKETT, declared to us, the undersigned, this instrument, consisting of seven (7) pages, including the pages signed by us as witnesses, was the testator's Last Will and Testament. The testator then signed this Last Will and Testament in our presence, all of us being present at the same time. The testator appears to us to be over eighteen (18) years of age and of sound mind, and we have no knowledge of any facts indicating this instrument or any part of it was procured by duress, menace, fraud or undue influence. We understand this instrument is the testator's Last Will and Testament, and we now subscribe our names as witnesses. We declare under penalty of perjury under the laws of the State of Mississippi the foregoing is true and correct.

Bennie Donaldson  
Signature

Date: 2-8-95

Bennie Donaldson  
Print Name

Catlett Road, Madison, Mississippi 39110  
Street or Post Office Address, City, State, Zip Code

36 P 754

*John I. Donaldson*  
Signature

Date: 2-8-95

John I. Donaldson  
Print Name

Catlett Road, Madison, Mississippi 39110  
Street or Post Office Address, City, State, Zip Code

STATE OF MISSISSIPPI)

: SS.

COUNTY OF MADISON)

On the 8th day of February, 1995, before me, the undersigned, a Notary Public in and for said County and State, personally appeared H. C. PLUNKETT, Bennie Donaldson (witness) and John I. Donaldson (witness), known to me (or proved me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument, and acknowledged to me they executed the same.

WITNESS my hand and official seal.

*Charles Lee Balch, III*  
NOTARY PUBLIC  
Charles Lee Balch, III

My Commission Expires:

8-7-98

## LAST WILL AND TESTAMENT

OF

MARIE LUTER UPTON

I, MARIE LUTER UPTON, an adult of sound and disposing mind, a resident of the City of Clinton, Hinds County, Mississippi, being above the age of twenty-one (21) years, hereby make, publish and declare this as my Last Will and Testament, hereby revoking all previous Wills or Codicils made by me.

## ITEM I.

Arrangements for my funeral and burial have been made with Wright and Ferguson Funeral Directors, Jackson, Mississippi.

I desire and direct that all my just debts be paid by my Co-Executors, hereinafter named, as soon as practicable.

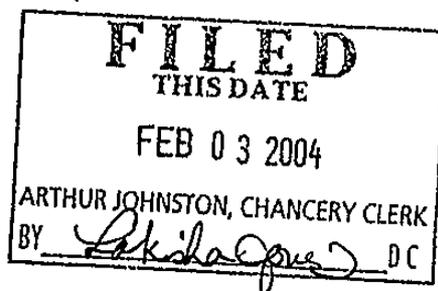
## ITEM II.

I hereby nominate and appoint ROLAND D. MARBLE and MARY WILL LUTER MOODY to act as Co-Executors of my Last Will and Testament, to serve without bond, inventory being waived, and with full power to carry out the terms of this Will.

## ITEM III.

I hereby will and bequeath to the hereinafter listed entities, the sums listed subsequent to their names, to-wit:

1. THE HOME PLACE, 500 Old Canton Road, Madison, Mississippi 39110 (formerly known as the Willard F. Bond Home), the sum of Five Thousand and No/100 Dollars (\$5,000.00);
2. The BAPTIST CHILDREN'S VILLAGE, Flag Chapel Road, Clinton, Mississippi 39058, the sum of Ten Thousand and No/100 Dollars (\$10,000.00);
3. The MISSISSIPPI ANIMAL RESCUE LEAGUE, 4395 South Drive, Jackson, Mississippi 39209, the sum of Five Thousand and No/100 Dollars (\$5,000.00);



*men*

4. THE NATIONAL KIDNEY FOUNDATION - MISSISSIPPI, 2640 River Hills Drive, Jackson, Mississippi 39216, the sum of Five Thousand and No/100 Dollars (\$5,000.00); provided, however, if payment of the bequests in this Item III makes it impossible to pay, in full, the bequests in Items IV and V, then the amounts set forth in this Item III shall each be reduced by Fifty Percent (50%).

ITEM IV.

I hereby will and bequeath the sum of Twenty-five Thousand and No/100 Dollars (\$25,000.00) to the following nieces and nephews, to-wit:

1. ROSA LYNN JONES;
2. JOHN WILLIFORD JONES; and
3. JAN MARIE JONES HURT;

provided, however, each of the bequests in this Item will be made up of the value, at my death, of any bonds owned by me in which the legatee is a co-owner, plus sufficient cash to increase the bequest to a total of Twenty-five Thousand and No/100 Dollars (\$25,000.00); and if any legatee in this Item IV predeceases me or renounces his or her bequest, then his or her bequest shall be divided among the living legatees in this Item IV, per capita.

ITEM V.

I hereby will and bequeath the sum of Twenty Thousand and No/100 Dollars (\$20,000.00) to the following great-nieces and great-nephews, to-wit:

1. BRADLEY CALDWELL JONES;
2. DAVIS PHILLIP JONES;
3. ROSANNA MARIE HURT;
4. JAN ELIZABETH HURT; and
5. MARGARET DELLE HURT;

provided, however, each bequest will be made up of the value, at my death, of any bonds owned by me in which the legatee is a co-owner, plus sufficient cash to increase the bequest to a total of Twenty

*mlu*

Thousand Dollars (\$20,000.00); and if any legatee in this Item V predeceases me or renounces his or her bequest, then his or her bequest shall be divided among the living legatees in this Item V, per capita.

ITEM VI.

I will and devise unto MISSISSIPPI COLLEGE, Clinton, Mississippi 39058, the house, located at 32 Autumn Woods Drive, Jackson, Hinds County, Mississippi (being Lot 2, Phase 1, Part 2A, Autumn Woods Place, a subdivision of the City of Jackson, First Judicial District of Hinds County, Mississippi), either to be held as an endowment, or to be sold and the proceeds held as an endowment, the net income from which will be used to establish the ROBERT CHESTER UPTON SCHOLARSHIP in the Mississippi College School of Law, Jackson, Mississippi; the income earned from the endowment will be used to aid worthy students attending Mississippi College School of Law, who otherwise could not pursue their law studies.

ITEM VII.

All of the rest, residue and remainder of my property, real, personal or mixed, I hereby will, bequeath and devise to my sisters, MARY WILL LUTER MOODY and OUIDA LUTER JONES, share and share alike; provided, however, if either or both shall pre-decease me, then her share shall be distributed to the living legatees named in Item V, per capita.

WITNESS MY SIGNATURE, this the 3rd day of May, 1996.

  
MARIE LUTER UPTON

We, the undersigned, having seen MARIE LUTER UPTON, in our presence sign, make, publish and declare the foregoing as and for her true Last Will and Testament, do now in her presence, and in

the presence of each of us, at her request, subscribe our names hereto as attesting witnesses.

WITNESS OUR SIGNATURES, this the 3rd day of May, 1996.

Betty R. Dull

Peggy J. Wheeler

Kenna L. Langfield

WITNESSES

STATE OF MISSISSIPPI

COUNTY OF HINDS

AFFIDAVIT OF SUBSCRIBING WITNESSES

THIS DAY personally came and appeared before me, the undersigned authority at law in and for said jurisdiction, BETTY R. NULL and KENNA L. MANSFIELD, JR., two of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Marie Luter Upton, a citizen of Madison County, Mississippi, each of whom having been first duly sworn, each makes oath that the said Marie Luter Upton signed, published and declared the original of said instrument as her Last Will and Testament on the 3rd day of May, 1996, the day and date of said instrument, in the presence of said affiants and Peggy T. Wheeler, all of whom were the subscribing witnesses to said instrument; that said Testatrix was then of sound and disposing mind and memory and above the age of twenty-one years; and said affiants and Peggy T. Wheeler subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the said Testatrix and in the presence of each other

**FILED**  
THIS DATE  
FEB 03 2004  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *Lakia Jones* D.C.

*Betty R. Null*  
BETTY R. NULL

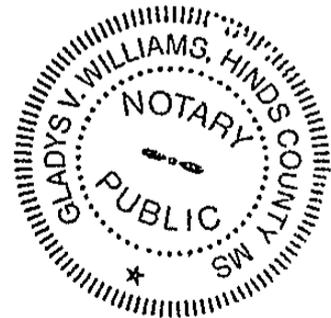
*Kenna L. Mansfield, Jr.*  
KENNA L. MANSFIELD, JR.

SWORN to and subscribed before me, this the 23<sup>rd</sup> day of January, 2004

*Gladys V. Williams*  
NOTARY PUBLIC

My Commission Expires:

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



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE WILL AND ESTATE

OF MARIE LUTER UPTON, DECEASED

NO. 2004-0050

AFFIDAVIT OF EXECUTOR

STATE OF MISSISSIPPI

COUNTY OF HINDS

I, the undersigned ROLAND D. MARBLE, Executor of the Will and Estate of Marie Luter Upton, deceased, do hereby swear that I have made reasonably diligent efforts to identify persons having claims against the Estate, and have either paid them or have given notice to them, as required by § 91-7-145, Mississippi Code of 1972, as amended.

*Roland D. Marble*  
ROLAND D. MARBLE

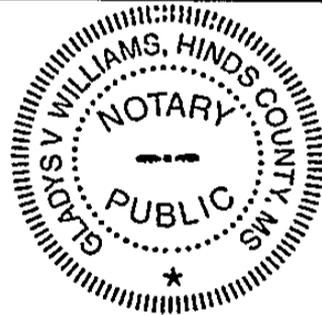
SWORN to and subscribed before me, this the 3<sup>rd</sup>  
day of ~~January~~, 2004.  
February,

*Gladys V. Williams*  
NOTARY PUBLIC

My Commission Expires:

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

**FILED**  
THIS DATE  
FEB 03 2004  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *Arms* DC



2003-902

LAST WILL AND TESTAMENT OF ELIJA BOULDIN and ESSIE LEE BOULDIN

We, Elija Bouldin and Essie Lee Bouldin, husband and wife, both residents of Madison County, Mississippi and both being of sound mind and memory and over eighteen years of age, do make this OUR LAST WILL AND TESTAMENT, especially revoking all prior testamentary documents.

ITEM #1. We hereby nominate and appoint the survivor of us as executor or executrix of this our LAST WILL AND TESTAMENT and do especially excuse said survivor from entering into bond. Upon the death of the survivor of us we nominate and appoint James W. Bouldin as executor of the estate of the survivor of us and do especially excuse him from entering into bond as executor.

ITEM #2 We will, devise and bequeath all of our property, real, personal and mixed and wheresoever situated unto the survivor of us, and said survivor shall have the right to deal with this property as freely as if it were his own or her own and this power is absolute without restriction. Upon the death of the survivor of us the property remaining and all other property owned by said survivor we will, devise and bequeath unto our children, to-wit: Julean Bouldin, James W. Bouldin, Lorene Bouldin, Willie Bouldin, Odester Bouldin, Catherine Bouldin, Elija Bouldin, Jr., Tevester Bouldin, Sylvester Bouldin, Emma Bouldin, Gregory Bouldin and Melvin Bouldin, Each to share alike.

ITEM #3. We hereby waive an inventory and an appraisalment of our estate as required by statute, and relieve our said executor or executrix to account to the courts for his or her acts and doings as such, and do hereby waive all court proceedings whatever in the administration of our estate, save the probate of this, OUR LAST WILL AND TESTAMENT.

WITNESS OUR SIGNATURES, this 26th day of September, 1980.

Elija Bouldin  
ELIJA BOULDIN  
Essie Lee Bouldin  
ESSIE LEE BOULDIN

WITNESSES:

Josephine Hood  
Core H. Jones

NOTARY PUBLIC  
MISSISSIPPI  
1980 03 2004  
BY Kim Sellers CHANCERY CLERK

Page #2, Will of Elija Bouldin  
and Essie Lee Bouldin

ATTESTATION      CLAUSE

We, the undersigned witnesses to the Will of ELIJA BOULDIN and ESSIE LEE BOULDIN, do hereby certify that the said Elija Bouldin and Essie Lee Bouldin on the day they executed the foregoing will were over the age of eighteen years and of sound and disposing mind and memory; that they signed and subscribed said will and published it as their LAST WILL AND TESTAMENT in our presence and in the presence of each of us and we at their expressed instance and request signed and subscribed said Will as witnesses thereto in their presence and in the presence of each other as an attestation thereof.

WITNESS OUR SIGNATURES, this 26th day of September, 1980.

Josephine Hood (WITNESS)  
Carl H. Jones (QIRNWAA)

## IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF HERBERT CONNELLY PLUNKETT,  
DECEASEDNO. P2004-0077AFFIDAVIT

STATE OF MISSISSIPPI

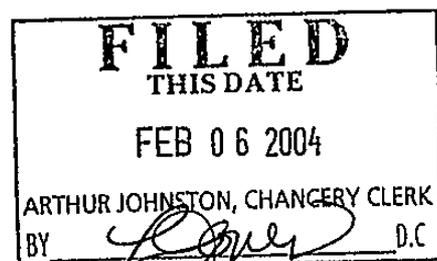
COUNTY OF Hinds

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid the within named Iris Kathleen Plunkett, who being by me first duly sworn on oath stated:

That affiant is the duly appointed, qualified and acting Executrix of the Estate of Herbert Connely Plunkett, Deceased; that affiant has made reasonably diligent efforts to identify all persons having claims against the above-styled and numbered cause and has been unable to identify any persons having such claims. In the event that affiant later identifies any persons having claims against the above-styled and numbered cause, affiant will provide said person(s) notice by mail, at their last known address, informing them that a failure to have their claim probated and registered by the clerk of the court granting letters within the ninety (90) day period provided by Miss. Code of 1972, Ann., §91-7-145 will bar such claim.

WITNESS MY HAND, this the 3rd day of February, 2004.

Iris Kathleen Plunkett  
IRIS KATHLEEN PLUNKETT, EXECUTRIX

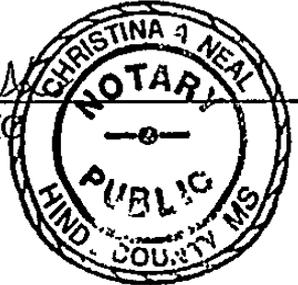


B 36 P 764

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

February, 2004.

Christina Neal  
NOTARY PUBLIC



My commission expires:

\_\_\_\_\_

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES MAY 16, 2004  
PRESENTED BY: STEGALL NOTARY SERVICE

ANGELA B. HEALY, BAR # 9795  
KELLY, GAULT & HEALY, L.L.P.  
4400 OLD CANTON ROAD, SUITE 220  
POST OFFICE BOX 13926  
JACKSON, MISSISSIPPI 39236  
(601) 366-1243

**LAST WILL AND TESTAMENT**  
**OF**  
**W. EARL JONES**

I, W. Earl Jones, an adult resident citizen of Brandon, Rankin County, Mississippi, being of sound and disposing mind and memory, over the age of eighteen (18) years, and not acting under duress or undue influence, hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

**ITEM I.**

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

**ITEM II.**

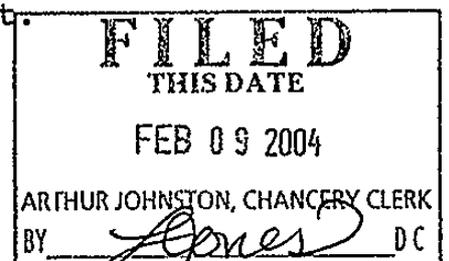
My wife is Jayne G. Jones and is sometimes referred to herein as "my wife". I have two (2) children now living and they are:

Judith J. Williams; and

Jane J. James.

**ITEM III.**

I devise and bequeath to my wife, Jayne, if she survives me, any right, title and interest I may own in our residence which is occupied by us as a family home, including any land adjacent thereto and used as a part of our homestead, all subject to any indebtedness that may be secured by such residence. If my wife does not survive me, I devise and bequeath my right, title and interest in our home to the "W. Earl Jones Family Trust" created by the provisions of Item VI. of this Will, to be held, administered and distributed according to the terms of that trust.



ITEM IV.

A. I give and bequeath to my wife, Jayne, if she survives me, all of my tangible personal property (except tangible personal property used in connection with any business in which I am engaged or own), including my automobiles, clothing, books, jewelry, sporting equipment and other similar personal effects.

B. I give and bequeath to my wife, Jayne, if she survives me, all household furniture, furnishings, ornamental decorations, silverware, china, pictures, linens, glassware and the like located in our home.

C. If my wife does not survive me, I give and bequeath to my children, in equal shares, all my tangible personal property described in this Item. If any child does not survive me, such child's share of this property shall be distributed to his or her surviving children, or if none to my other child. The share of such property for any beneficiary who is a minor or who is under any disability shall be held by the guardian of such beneficiary until the beneficiary reaches the age of twenty-one (21) years or until the disability is removed or no longer exists.

D. The division of my tangible personal property shall be made by the beneficiaries in whatever manner they agree. If the beneficiaries are unable to agree, the Executor shall divide such property into the appropriate shares and distribute the shares as provided herein.

E. I give and bequeath to those persons who shall become the owners of the property bequeathed by this Item all policies of insurance, including any outstanding claim, insuring such property.

F. All expenses of safeguarding, dividing and delivering the property shall be paid as an administrative expense of my estate.

ITEM V.

A. After the payment of any debts, obligations and expenses of my estate other than estate taxes, I devise and bequeath to the "W. Earl Jones Family Trust" created by Item VII. of this Will, to be held, administered and distributed according to the terms of

that trust, the largest amount, if any, which can pass free of federal estate tax by reason of the unified transfer tax credit and the state death tax credit allowable to my estate, reduced by the value for federal estate tax purposes of all other property includable in my federal gross estate, including taxable transfers since 1976, which passes under other provisions or outside of this Will and which does not qualify for the estate tax marital deduction under the law in effect at the date of my death.

B. As used herein, the term "taxable transfers" shall mean transfers made by me that are subject to the transfer tax provided for in Section 2001 of the Internal Revenue Code of 1986, as amended. In computing the amount of this bequest, the term "value" shall mean the value as finally determined for federal estate tax purposes.

C. The amount determined above shall be increased by an amount which will allow my estate to receive the maximum benefit from the Credit for State Death Taxes provided by Section 2011 of the Internal Revenue Code of 1986, as amended. However, this increase shall not cause the total of this bequest to exceed the maximum amount on which there would be no federal estate tax due on my estate. Further, this increase shall not be made if such increase would cause my estate to incur any state death taxes which would not be incurred if the increase is not made.

D. It is my intention to convey by this bequest the maximum portion of my estate which, under the transfer tax law in effect at the time of my death, may pass to beneficiaries other than my wife, but which because of the application of the credits available to my estate will result in no federal estate tax being owed by my estate.

#### ITEM VI.

A. I give, devise and bequeath to my wife, Jayne, if she survives me, all the rest and residue of the assets of my estate of every nature and kind and wheresoever situated, including property acquired after the execution of this Will and all lapsed legacies

and devises (but not including any property over which I have any power of appointment unless specifically exercised herein). None of the assets hereby conveyed to my wife shall be used for the payment of any estate or inheritance taxes that become payable upon or by reason of my death.

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. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be delivered to the Executor of my estate 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. The Executor may file such disclaimer in the Court in which my estate is being probated. If my wife disclaims in whole or in part, the property in which she disclaims her interest shall be distributed according to the provisions of Item VII. of this Will. If my wife dies within the time period for making a disclaimer but has not done so, her Executor may make such disclaimer on behalf of her estate. In such event, the disclaimer shall be treated as made by my wife in her lifetime.

C. If my wife does not survive me, I devise and bequeath the residue of my estate to the "W. Earl Jones Family Trust" created by Item VII. of this Will to be held, administered and distributed according to the terms of that trust.

ITEM VII.

From the assets conveyed to the "W. Earl Jones Family Trust" herein, my Executor shall first pay any and all estate and inheritance taxes payable by my estate, regardless of whether such taxes are attributable to property included in my probate estate or to property passing outside of my probate estate either by operation of law, by contract or otherwise. The remainder of those assets shall be held by A.M. Edwards, III, as Trustee, under the terms hereafter set forth, for the benefit of my wife, Jayne, my children, Judith J. Williams and Jane J. James, and my other

descendants who are the children and descendants of Judith J. Williams and/or Jane J. James. The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

A. The Trustee may distribute to or for the benefit of my wife, Jayne, as much of the net income as the Trustee shall deem advisable for the support, maintenance and health of any of my wife; or for any medical, hospital or other institutional care of any of my wife. These distributions shall be made in such proportions, amounts, and intervals as the Trustee shall determine. Any income not distributed shall be added to principal and shall be distributed according to the provisions of this Item.

B. In addition to the income distributions, the Trustee may distribute to or for the benefit of my wife, Jayne, as much principal as the Trustee shall deem advisable for the education, support, maintenance and health of my wife; or for any medical, hospital or other institutional care of any of my wife. These distributions shall be made in such proportions, amounts and intervals as the Trustee shall determine.

C. The Trustee shall divide the assets of this trust in the manner set forth below on the date after the death of my wife and the completion of the administration of her estate.

D. On the date determined in Paragraph C., the Trustee shall divide the assets of this trust into equal and separate shares, one share for each of Judith J. Williams and Jane J. James who is living, and one share for each of them who is then deceased but who is survived by children. The Trustee shall distribute to Judith J. Williams and Jane J. James the shares created for each of them. Each share created for the children of Judith J. Williams and/or Jane J. James shall continue to be held as a separate trust for such children.

E. The net income and/or principal of each separate trust created in Paragraph D. may be distributed to or for the benefit of the beneficiaries of each separate trust in such proportions and at

such intervals as the Trustee shall deem advisable for the education, support, maintenance, health and medical needs of such beneficiaries as set forth in Paragraphs A. and B. above.

F. As and when the youngest child of a deceased child of mine who is a beneficiary of a trust attains the age of twenty-five (25) years, the Trustee shall distribute to the beneficiaries of such trust, the balance of the assets of such trust.

G. If any child of a deceased child of mine who is a beneficiary of a trust dies prior to receiving his or her share of the trust, such share shall be distributed to such child's descendants, *per stirpes*. If such deceased child leaves no such descendants, that deceased child's share of the trust shall be distributed, *per stirpes*, to the shares for such deceased child's siblings.

H. If all such children of a deceased child of mine who are beneficiaries of a trust die prior to final distribution of the trust, with none survived by descendants, the assets of the trust shall be distributed to the trusts created for my other children named herein or the descendants of my other children named herein to be held, administered and distributed according to the provisions of any such trust, or distributed outright to any beneficiary or his or her descendants who has reached the age set forth in Paragraph F. above to have received a distribution of his or her trust.

I. 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 to prudently use and conserve the principal of the trust provided to be distributed to such beneficiary, or if such beneficiary is subject to liabilities, debts, claims, liens, judgments or other encumbrances which in the judgment of the Trustee would cause the beneficiary to lose any assets distributed to such beneficiary, the Trustee is fully

authorized and directed 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 such assets or until such liabilities, debts, claims, liens, judgments or encumbrances would no longer adversely affect the beneficiary. Any principal so retained shall continue to be administered as an integral part of the beneficiary's trust and, thereafter, in the discretion of the Trustee, may be paid over and delivered to such beneficiary in whole or in part and from time to time as and when the Trustee shall determine that the beneficiary is qualified to prudently use and conserve the assets so distributed or that the liabilities, debts, claims, liens, judgments, or encumbrances no longer adversely affect the beneficiary.

J. 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. No beneficiary shall have any power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of his or her interest in the trust funds or the income produced from the funds.

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

L. Upon distribution of all of the assets of this trust to the beneficiaries this trust shall terminate.

M. The trust created in this Item shall be designated and known as the "W. Earl Jones Family Trust". After the trust is divided into separate shares, each such continuing trust shall be designated and known by the name of the beneficiary or beneficiaries thereof.

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. 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 the Executor, in which case the 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. The Executor may withhold distributions if it appears any such payment would leave the Executor unable to pay the debts, claims and administrative expenses of my estate.

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 and shall allocate to each trust the proper share of income and expenses.

D. In making distributions to beneficiaries from a trust created under this Will, and especially where a beneficiary is a minor or incapable of transacting business due to incapacity or illness, the Trustee may make distributions either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, upon agreement of such person to expend such income or principal solely for the benefit of the beneficiary, or (d) by applying the distributions for the benefit of the beneficiary by paying expenses directly. In any event, the Trustee shall require such reports and take such

actions as the Trustee shall deem necessary to assure and enforce the application of such distributions for the exclusive benefit of the beneficiary. The Trustee shall have the power and authority to determine if a beneficiary is incapacitated and such determination shall be final and conclusive.

E. If at any time in following the directions of this Will the Trustee is required to distribute outright to a beneficiary who is a minor or who is under any other legal disability, all or any part of the principal of a trust created herein, the Trustee shall continue to hold and manage the share of the beneficiary in trust for the beneficiary until the beneficiary attains age twenty-one (21) or until such other legal disability is removed. Until such time, the Trustee may distribute the income and/or principal of the share belonging to that beneficiary as the Trustee deems necessary for the proper education, support, maintenance, health and medical care of the beneficiary.

F. At the end of each taxable year of the trust, the Trustee shall determine the taxable income of the trust. At any time prior to the expiration of sixty-five (65) days following the end of each taxable year of the trust, the Trustee may distribute to the income beneficiaries all or any portion of the taxable income so determined, if such action is desirable in light of the overall tax situation of the trust and the beneficiaries and the standards for distributions set forth herein.

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

H. The Trustee may terminate any trust if (1) the Trustee shall determine 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; and (2) either (a) the income and the remainder beneficiaries are the same and have the same interest in the trust, or (b) if the beneficiaries or interests are different, only if the beneficiaries agree to a manner of termination and distribution of trust assets. No beneficiary shall have any right to require the Trustee to exercise this power.

ITEM IX.

A. Any trust created by this Will is a private trust. No Trustee shall be required to enter into any bond as Trustee, to obtain the approval of any Court for the exercise of the powers and discretions granted herein, or to file with any Court any periodic or formal accounting of the administration of any trust. The Trustee shall render annual accounts to each of the beneficiaries of any trust. No persons paying money or delivering property to the Trustee shall be required to see to its application. The receipt of the Trustee shall be a complete acquittance and discharge therefor.

B. The Trustee may resign at any time by giving each beneficiary of the trust written notice specifying the desired effective date of such resignation, which date shall be at least thirty (30) days after the date of the notice. The notice may be sent by personal delivery or by registered mail.

C. If the Trustee resigns or becomes unable to serve, regardless of the cause, a majority vote of the adult beneficiaries of the trust, as provided by Mississippi law. If the adult beneficiaries fail to make the appointment prior to the effective date of the Trustee's resignation, a successor Trustee shall be appointed by the Chancery Court of the County in which this Will was probated, 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 successor

Trustee and the beneficiaries may agree to waive a final accounting by the Trustee being replaced. The successor Trustee shall execute an appropriate instrument evidencing the appointment as successor Trustee. Any successor Trustee shall be vested with all the rights, powers, duties and discretions herein conferred upon the original Trustee being replaced, but shall not be responsible for any acts or omissions of any prior Trustee.

G. Any notice required to be given to or any approval required to be received from a beneficiary who is a minor or who is under a legal disability shall be effective if such notice is given to or such approval is received from the legal guardian, if any, of the beneficiary, or if no legal guardian has been appointed, from the person who has custody of the beneficiary.

H. 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 X.**

Except as limited or restricted by other provisions of this Will, I hereby grant to the Executor and the Trustee named herein the continuing, absolute, discretion and power to deal with any property, real or personal, held in trust or in the administration of my estate. Such power may be exercised independently without prior or subsequent approval of any judicial authority. No person dealing with the Executor or Trustee shall be required to inquire into the propriety of actions either may take. Without limiting the generality of the foregoing, I hereby grant to the Executor and the Trustee hereunder the following specific powers, duties and authority in addition to and not in substitution of powers conferred by law.

A. The Executor and the Trustee shall have all of the specific powers, duties and liabilities set forth in Section 91-9-101, et seq. of the Mississippi Code of 1972, as now enacted or hereafter amended, except as herein modified.

B. The Executor or the Trustee may retain, buy, sell, exchange, invest and reinvest in any property (real or personal) the Executor or the Trustee shall deem advisable, including stock (whether listed or unlisted) and unsecured obligations, bonds, undivided interests, interests in investment trusts, legal and discretionary common trust funds, mutual funds, leases, and property which is outside of my domicile, all without diversification as to kind or amount and without being restricted in any way by any statute or court decision (now or hereafter existing) regulating or limiting investments by fiduciaries.

C. The Executor and the Trustee shall treat all dividends payable in stock of the issuing corporation, all dividends in liquidation, and all "rights" to subscribe to securities of the issuing corporation as principal, unless inconsistent with other provisions of this instrument. Any premiums and discounts on securities purchased at more or less than par shall be charged or credited as principal. 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) shall be treated as income.

D. The Executor or the Trustee may borrow money upon such terms and conditions as either may determine; may execute notes, security instruments or other documents necessary to secure such loans; and except for property which is specifically devised or bequeathed, may mortgage and pledge estate or trust assets as security for the repayment thereof. Any loan which the Executor or the Trustee has not repaid at the time of the termination of my estate or the trust shall be treated as a liability thereof. The assets of my estate or the trust shall be distributed to the beneficiaries subject to such liability. The Executor or the Trustee may loan money to any beneficiary of the estate or trust upon such terms as either may determine advisable. Any loan which has not been repaid at the time of the termination of the administration of

my estate or the trust shall be treated as an asset thereof and shall be distributed to the beneficiaries as such.

E. The Executor or the Trustee may lease any real estate for such term or terms, upon such conditions and rentals, and in such manner as either shall deem advisable (with or without privilege of purchase), including but not limited to oil, gas and mineral leases. Any lease so made shall be valid and binding for the full term thereof even though it shall extend beyond the administration of my estate or the term of any trust created herein. With regard to mineral rights, the Executor or the Trustee shall have the authority to execute contracts, letter agreements, farm-out agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed.

F. The Executor or the Trustee may make any distribution (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, and may do so without regard to the income tax basis of specific property allocated to any beneficiary. In making distributions, I request (but do not direct) that the Executor or the Trustee do so in a manner which will result in the property to be sold to satisfy obligations of my estate having an aggregate income tax basis as close as possible to its aggregate fair market value and, to the extent consistent with this primary objective, do so in a manner which will result in maximizing the increase in basis for federal and state estate and succession taxes attributable to appreciation. The Executor or the Trustee also may make in kind and non-pro rata distributions under this will and trust if practicable. Any asset distributed in kind shall be valued at its date of distribution value. Such decision of the Executor or Trustee shall be conclusive if made in good faith.

G. Except as otherwise provided herein, the Executor or the Trustee may accumulate or distribute income under the terms hereof free from attack or question by any person. The Executor and the

Trustee shall make such decisions on the basis of the facts as they exist at the time any such decision is to be made.

H. The Trustee may receive property by gift or by will or otherwise from any person as additions to any trust created herein and may hold and administer such property under the provisions hereof.

I. The Executor or the Trustee may make any election permitted under the applicable federal income and estate and gift tax laws (including but not limited to converting any corporation to an S-Corporation) and may make such accompanying adjustment between income and principal as is 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, as amended.

J. The Executor or Trustee shall have no powers whether set forth herein or now or hereafter conferred upon executors or trustees or fiduciaries generally which would enable the Executor or Trustee, or any other person, to purchase, exchange, or otherwise deal with or dispose of all or any part of the principal or income of the estate or any trust 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 any trust, 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 any trust, either by directing investments or reinvestments or by vetoing proposed investments or reinvestments.

K. The Executor or the Trustee 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 personal representative to sell or continue my interest therein.

ITEM XI.

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 XII.

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

B. I direct that neither the Executor nor any successor Executor shall be required to make any bond as Executor. To the extent permissible by law, I waive the requirement that the 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. The Executor shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate, but may sell or lease any of my property in such manner and on such terms as the Executor may deem advisable.

D. The Executor shall have the power to exercise all powers conferred by law upon executors and all powers granted herein without prior authority from any Court; however, the Executor may seek

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

E. The Executor may pay or deliver part or all of the property bequeathed or devised herein as soon as it is convenient to do so without jeopardizing the ability of my estate to satisfy its taxes and obligations. In any event, the date or dates of distribution shall be determined in the discretion of the Executor.

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

IN WITNESS WHEREOF, I have signed and declared this instrument to be my Last Will and Testament on this the 20<sup>th</sup> day of October, 1998.

W. Earl Jones  
W. EARL JONES

This instrument was, on the day and year shown above, signed, published and declared by W. Earl Jones 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.

WITNESSES:

Calleen F. Kane of 106 Pine Creek Curve  
Terry Ms 39170

Joyce S. Brasher of 606 Cliffview Drive  
Brandon, Ms 39047

PROOF OF WILL

We, Callen F. Kane and Joyce S. Brasher, on oath state:

We are the subscribing witnesses to the attached type-written instrument dated October 20, 1998, which purports to be the Last Will and Testament of W. Earl Jones. On the execution date of the instrument, W. Earl Jones, in our presence, signed the instrument at the end thereof, acknowledged his signature thereto, declared the instrument to be his Will, and requested that we attest his execution thereof. In the presence of W. Earl Jones each of us signed our respective names as attesting witnesses. At the time of execution of the instrument, W. Earl Jones appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

DATED this 20<sup>th</sup> day of October, 1998.

Callen F. Kane  
(WITNESS)

Joyce S. Brasher  
(WITNESS)

\* \* \* \* \*

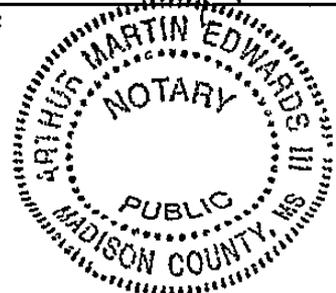
STATE OF MISSISSIPPI

COUNTY OF HINDS

Subscribed and sworn to before me, the undersigned Notary Public, on this the 20 day of October, 1998.

Arthur M. Edwards III  
Notary Public

My Commission Expires:  
8-27-2001



IN THE MATTER OF THE  
ESTATE OF:

FRANCES BARBEE JONES, DECEASED

CIVIL ACTION NO. 0004-0078

AFFIDAVIT OF EXECUTRIX  
(Miss. Code Ann. §91-7-145)

**FILED**  
THIS DATE  
FEB 09 2004  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *[Signature]* D.C.

STATE OF MISSISSIPPI  
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid, **Linda M. Edwards**, Executrix of the Estate of **Frances Barbee Jones**, who being by me first duly sworn on oath, stated:

That **Linda M. Edwards** is the duly appointed, qualified and acting Executrix of the Last Will and Testament of **Frances Barbee Jones**, deceased;

That affiant has made reasonably diligent efforts to identify all persons having claims or potential claims against the above-styled and numbered estate and has given notice by first class mail to persons so identified, at their last known address, informing them that a failure to have their claim probated and registered by the clerk of this Court granting letters of administration within the ninety (90) day period provided by *Miss Code Ann. §91-7-145*, will bar such claim.

The persons or entities so identified and their last known addresses are:

Person/Company:

Last Known Address:

1. NO KNOWN CREDITORS

FURTHER, AFFIANT SAYETH NOT

Linda M. Edwards  
Linda M. Edwards

Sworn to and subscribed before me, this the 9<sup>th</sup> day of February, 2004.

Monica R. Baldwin  
NOTARY PUBLIC

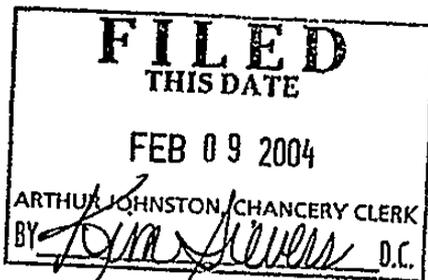
My Commission Expires:

Notary Public State of Mississippi At Large  
My Commission Expires: February 28, 2004  
Bonded Thru-Heldco, Brooks & Garland, Inc.



Affidavit of Executrix Prepared by:

Jim Kelly (MBN 3557)  
KELLY LAW OFFICE, P.C.  
Post Office Box 1975  
Brandon, Mississippi 39043  
Telephone: 601-825-6455  
Facsimile: 601-825-6552



LAST WILL AND TESTAMENT 2004-0078

OF

FRANCES BARBEE JONES

I, Frances Barbee Jones, a resident of Knox County, in the State of Tennessee, being of sound mind and disposing memory, do hereby make the following as and for my Last Will and Testament.

ITEM ONE

I direct my Executrix, hereinafter named, to pay and discharge all my just debts, including those of my last illness and funeral. As part of the cost of the settlement of my estate, my Executrix shall pay and discharge all death taxes assessed against the estate.

ITEM TWO

I give, devise and bequeath all my property of every kind and nature and wheresoever situated to my daughter, Linda M. Edwards, she to have and to hold the same as her absolute property.

ITEM THREE

I do not provide anything in this Will for my husband as it is his express desire that I do not do so.

ITEM FOUR

I name and appoint my daughter, Linda M. Edwards, as Executrix of this Will, she to serve without being required to post any bond or surety. I hereby give and grant unto my Executrix full authority to make sale of any and all of my personal property of any kind and nature, she to have full authority without order or approval of Court.

IN WITNESS WHEREOF: I have hereunto set my hand and seal  
this 19th day of January, 1995.

Mrs Jack B Jones (SEAL)  
Frances Barbee Jones  
Frances Barbee Jones -

Signed, sealed and acknowledged  
by said Testatrix to be her Last  
Will and Testament in our presence  
and in her presence and in the  
presence of each other this 19th  
day of January, 1995.

WITNESS: John A. Cody Jr

WITNESS: Jamie R. Goci  
New Albany Ind

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
ELSIE S. WHELESS, DECEASED

CAUSE NO. 2003-901

AFFIDAVIT OF EXECUTOR

STATE OF MISSISSIPPI  
COUNTY OF HINDS

**FILED**  
THIS DATE  
FEB 10 2004  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *Kim Stever* D.C.

Personally appeared before me, the undersigned authority in and for the state and county aforesaid, the within named **Wilson Montjoy, II**, who being by me first duly sworn on oath stated

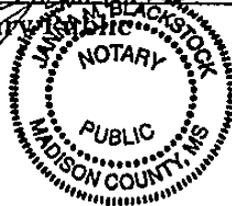
That affiant is the duly appointed, qualified and acting Executor of the Estate of Elsie S. Wheless, Deceased, that affiant has made reasonably diligent efforts to identify all persons having claims against the above styled and numbered estate and has given notice by mail to persons so identified, at their last known address, informing them that a failure to have their claim probated and registered by the Clerk of the Court granting letters, within the ninety (90) day period provided by the *Mississippi Code of 1972 Annotated*, Section 91-7-145, will bar such claim

Witness my hand, this the 10<sup>th</sup> day of February, 2004.

*Wilson Montjoy II*  
\_\_\_\_\_  
Wilson Montjoy, II, Executor of the Estate  
of Elsie S. Wheless, Deceased

Sworn to and subscribed before me this the 10<sup>th</sup> day of February, 2004

*James M Blackstock*



My Commission Expires:

*June 29, 2007*

My Commission Expires June 29, 2007

**OF COUNSEL:**

Kenneth Harmon (MSB No. 3091)  
BRUNINI, GRANTHAM, GROWER & HEWES, PLLC  
1400 Trustmark Building, 248 East Capitol Street  
Post Office Drawer 119  
Jackson, MS 39205  
(601) 948-3101

LAST WILL  
of  
LAVINIA K. HORNE

2004-0101

\*\*\*\*\*

I, LAVINIA K. HORNE of 739 Alvaredo Street, Jackson,

Mississippi, being of sound and disposing mind and memory, and of lawful age, do hereby make, publish and declare this to be my Last Will. I hereby revoke all former Wills and Codicils heretofore made.

I hereby appoint my granddaughter, LESLIE

ITEM 1. H. ELLINGTON, as Executrix of my estate,  
and I direct that no bond, inventory, appraisal,

or accounting be required of my Executrix insofar as the same may be legally waived.

In the event for any reason she is unable to serve, then I appoint my daughter-in-law,

MYRA HORNE, to serve in her place and stead as my Executrix.

A.

I hereby direct that my Executrix shall, out of the property and estate coming into her hands which is subject to the payment of debts, pay all of my just debts which are properly probated and allowed as claims against my estate and all expenses of my last illness and funeral.

B

I direct that all federal and state taxes of every kind, type and character due and payable for whatever reason be paid out of my residuary estate.

**FILED**  
THIS DATE  
FEB 17 2004  
BY HUR JOHNSTON, CHANCERY CLERK  
BY *[Signature]* D.C.

PKH

## C.

I hereby direct that my Executrix 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 her discretion may sell only so much of my property as is necessary to obtain adequate cash (in addition to the cash which I leave at the time of my death) to pay taxes, debts, and the cost of the administration of my estate, and after the payment of the said items, my Executrix is authorized in her sole discretion to make distribution to my devisees and legatees in cash, or in kind, or in both

## D.

I hereby direct that my Executrix shall have, with reference to my estate, all of the powers during the administration of my estate as are granted to trustees under the laws of the State of Mississippi in addition to all inherent, implied and statutory powers of an executor, and without in any manner limiting or restricting such powers.

I give and bequeath my house and lot located  
ITEM 2 at 739 Alvaredo Street in Jackson, Mississippi,  
to my granddaughter, LESLIE H. ELLINGTON,  
if she survives me, but if not, then I want the property to be a part of my residuary  
estate. Should the property be sold during my lifetime, then I want the proceeds

LKH

therefrom, or whatever may be left from the proceeds at my death, to go directly to my granddaughter, LESLIE H. ELLINGTON, if she survives me.

I want all the rest of my property of every kind,

ITEM 3. type and description whether it be real, personal or mixed to go equally unto my

following named children and grandchild.

- (1) Elizabeth Horne Gilbert, or her heirs, per stirpes
- (2) William C. Horne, Jr., or his heirs, per stirpes.
- (3) Charles H. Horne, or his heirs, per stirpes.
- (4) Leslie H. Ellington, or her heirs, per stirpes.

If for any reason there are no persons named

ITEM 4. herein who survive me and who can claim a share of my estate under the terms of this will,

then it is my desire that all of my estate be given to my heirs at law, per stirpes.

IN WITNESS WHEREOF, I have subscribed my name at the end hereof and have initialed every other page of this Will on this the 3/5 day of Oct, 2000.

Lavinia K Horne

LAVINIA K. HORNE

ATTESTATION

We, the undersigned subscribing witnesses to the within and foregoing Last Will of Lavinia K. Horne, do hereby acknowledge and attest that the same was exhibited to

us by Lavinia K. Horne as her Last Will, that she signed the same in our presence and in the presence of each of us, and that at her request and in her presence and in the presence of each other, we signed the same as subscribing witnesses thereto

THIS the 3/8 day of Oct, 2000.

Witnesses:

*Robert C. Travis*  
*Bonnie S. Carter*

Prepared by: Robert C. Travis, Attorney at Law  
P.O. Box 1452  
Madison, MS 39130  
Telephone #: (601) 713-3633  
Mississippi Bar #: 08266

*RCT*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF LAVINIA K. HORNE, DECEASED

**FILED**  
THIS DATE  
FEB 17 2004  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY Kim Hillier DC.

CIVIL ACTION, FILE NO. 2004-101

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

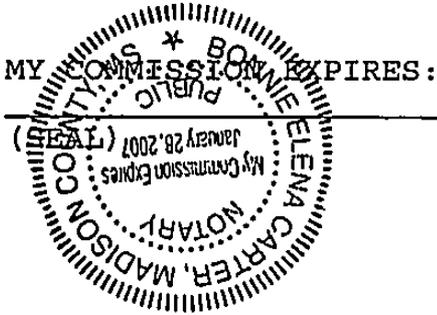
THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Robert C. Travis, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Lavinia K. Horne, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Lavinia K. Horne, signed, published and declared said instrument as her Last Will and Testament on the 31st day of October, 2000, the day and date of said instrument, in the presence of this affiant and Bonnie S. Carter, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, Robert C. Travis, the Affiant and Bonnie S. Carter, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request

and in the presence of said testator and in the presence of each other.

*Robert C. Travis*  
Robert C. Travis

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 4<sup>th</sup> day of February, 2004.

*Bonnie Elena Carter*  
NOTARY PUBLIC



## IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

<p>IN THE MATTER OF THE ESTATE OF LAVINIA K. HORNE, DECEASED</p> <p>FILED THIS DATE</p> <p>FEB 17 2004</p> <p>ARTHUR JOHNSTON, CHANCERY CLERK BY <i>Kim Hillier</i> D.C.</p>
--

CIVIL ACTION, FILE NO. 2004-0101AFFIDAVITSTATE OF MISSISSIPPI  
COUNTY OF MADISON

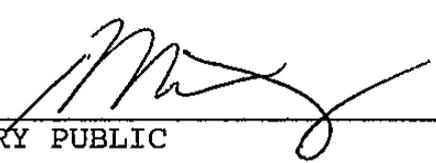
PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid the within name, LAVINIA H. HORNE, who being by me first duly sworn on oath stated:

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

*None*WITNESS MY HAND this the 17 day of Feb, 2004.

*Leslie H. Ellington*  
 Leslie H. Ellington, Executrix of  
 the Estate of Lavinia K. Horne

SWORN TO AND SUBSCRIBED BEFORE ME, this the 17  
day of FEB, 2004.

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

MY COMMISSION EXPIRES:  
1-18 07  
(SEAL)

LAST WILL AND TESTAMENT OF A. E. CRAWFORD, JR.

I, A. E. CRAWFORD, JR. an adult resident citizen of Yazoo County, Mississippi, residing at 1322 Hwy 49 North, Flora, MS 39071, being over the age of twenty-one years and of sound and disposing mind, do hereby make, publish and declare the following as my Last Will and Testament.

## ITEM I.

I do hereby revoke all wills, codicils and testaments heretofore made by me.

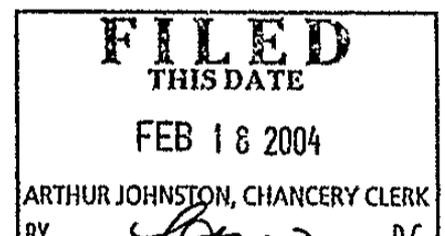
## ITEM II

I hereby bequeath unto my son, TRACY CRAWFORD, all sporting and hunting equipment owned by me.

## ITEM III

If, at the time of my death, I shall be married unto Cherie Q. Crawford, I give, devise and bequeath and direct my Executor to deliver to the hereinafter-named Trustee under the terms set forth hereafter, an amount of property equal to the largest amount, but no more, that can pass free of federal estate tax by reason of the unified credit available at the date of my death provided under Section 2010 and the state death tax credit (provided use of this credit does not require an increase in state death taxes paid) allowable to my estate under Section 2011, or applicable provisions of the Internal Revenue Code effective at the date of my death and after taking account of charges to principal that are not allowed as a deduction in computing any federal estate taxes. In computing the amount of property constituting this pecuniary bequest, the values used in finally determining the federal estate tax on my estate shall control. My Executor shall select and distribute to the Trustee

Initials A.E.C.



the cash or other property to be placed in this trust, and the assets selected by my Executor for that purpose shall be valued at their respective values on the date or dates of their distribution. 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. I recognize the possibility that no property may be disposed of by this article of my will and that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections.

This trust may also be funded with any amounts disclaimed by any beneficiary of my estate and all property devised and bequeathed to my children and their issue in this will.

This trust shall be known as "A. E. CRAWFORD JR. TESTAMENTARY 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. If my wife and I are not separated and there shall have been no divorce action pending between us at the time of my death, the Trustee is authorized in his sole and absolute discretion to pay all or any portion of the net income of the Trust to or for the benefit of my said wife in convenient installments periodically, but if paid, then at least as often as annually, during her life. However, the Trustee may in its discretion withhold from my wife so much (or all) of the income as the Trustee determines not to be advisable for her maintenance and health and for the maintenance of her accustomed standard of living. After considering the maintenance of my wife, my Trustee is further authorized in its discretion to pay to or for the benefit of my children, any such withheld income deemed advisable for their maintenance, health and education. Any excess income

Initials A. E. C.

not distributed shall be accumulated and added to the principal. However, all income and/or principal disbursements herein are to be made solely in the discretion of the Trustee.

If the total income of my said wife is, in the sole discretion of the Trustee, insufficient to enable her to maintain her present and accustomed standard of living, then the Trustee may solely in his discretion pay to her or for her benefit out of the principal of the trust such additional sum or sums as the Trustee shall deem proper.

A. 2. If, my wife, Cherie Q. Crawford, and I are separated or there shall have been a divorce action pending between us at the time of my death, the Trustee shall distribute in periodic installments, not less frequent than quarterly, all income in said trust after payment of all costs including but not limited to taxes, unto my said wife, Cherie Q. Crawford, my son, Tracy Crawford, and my daughter, Gena C. Brent, in equal shares.

A. 3. My Trustee, and any successor Trustees, shall have the following powers, as well as all power and authority granted unto the applicable uniform trustee laws of the State of Mississippi, to-wit:

1. To retain any property or undivided interest in property devised, bequeathed, or transferred to the Trustee regardless of any lack of diversification, risk or non-productivity.

2. To invest and reinvest the trust estate and any property, wherever located, including bonds, notes, secured or unsecured, stocks of corporations, regardless of class, real estate or any interest in real estate, without being limited by any statute or rule of law concerning investments by Trustee.

3. To sell any trust property, for cash at public or private sale, and to exchange trust property for other property.

4. To make leases and sub-leases which, in the Trustee's discretion, shall be best suited for the property even

Initials Q. E. C.

though the terms may extend beyond the termination of the trust.

5. To execute oil, gas and mineral leases pertaining to any trust property on such terms and conditions as he may deem advisable.

6. To invest funds in a common trust established by the Trustee pursuant to the Uniform Common Trust Funds Act of Mississippi or its own savings accounts, time deposits or certificates of deposits, such savings accounts, time deposits or certificates of deposits to be federally insured.

7. To hold investments in the name of a nominee.

8. To employ attorneys, auditors and investment advisors and to act without independent investigation upon their recommendation.

9. To invade the corpus of the trust as the Trustee may, in his sole discretion, determine to be necessary for the health, education, support and welfare of the beneficiary.

10. To receive a reasonable compensation for services in administering and distributing the trust property and to reimbursement for expenses.

11. To the extent that such requirements can legally be waived, the Trustee shall never be required to give any bond as Trustee, to qualify before, be appointed by, or in absence of breach of trust, account to any court, to obtain the order or approval of any court in the exercise of any power or discretion hereunder to be personally liable upon any contract, note or other instrument executed hereunder or for any indebtedness of the trust estate.

12. In the event the Trustee or Successor Trustee herein designated shall decline to serve or for any reason be disqualified to serve, any successor Trustee appointed by any court of competent jurisdiction shall become successor Trustee with the same rights and powers as the Trustee is herein granted.

13. No Interest under this trust shall be transferable

Initials A.E.C.

or assignable or be subject during the life of this trust to claims of the creditors of any beneficiary.

A. 4. Upon the death of my wife, Cherie Q. Crawford, all assets remaining in this trust shall, within 180 days of said death of my wife, be delivered in equal shares unto my son, Tracy Crawford, and my daughter, Gena R. Brent, per stirpes.

ITEM IV

If my wife, Cherie Q. Crawford, shall not survive me or I shall not be married at the time of my death, I hereby devise and bequeath my entire estate, real, personal and mixed, wherever situated, in equal shares unto my son, Tracy Crawford, and my daughter, Gena R. Brent, per stirpes.

ITEM V

All the rest, remainder and residue of my estate, real, personal and mixed, wherever situated, I devise and bequeath equally unto my two children, Tracy Crawford and Gena C. Crawford, per stirpes.

ITEM VI

I hereby appoint my son, Tracy Crawford, as Trustee of the trust created herein. Should said Tracy Crawford be unable or unwilling to serve or resign as such trustee, I hereby appoint my daughter, Gena R. Brent, as successor Trustee, I direct that any trustee appointed to serve herein by me serve without bond and without accounting to any court.

ITEM VI

I nominate and appoint as Executor of my estate my son, Tracy Crawford. In the event of his resignation, failure to qualify or other inability to serve as such, then I nominate and appoint as Executrix my daughter, Gena R. Brent. I hereby waive

Initials Q.F.C.

any requirement of bond, inventory, appraisement and accounting of either of Executrix or my Executor to any person or Court. My Executor is hereby vested with all authority reasonable and necessary to deliver unto the Trustee of the trust created herein all assets as provided therein.

ITEM VII

During the period of the administration thereof, my estate shall be considered as a trust within the meaning of said Uniform Trustee's Powers Act, reference to which is again hereby made, and my Executor/Trustee shall have all the powers during the administration that are afforded to trustees in and by the terms and provisions of said Act, as now or hereafter amended.

WITNESS MY SIGNATURE this the 8<sup>th</sup> day of January, 2003.

A. E. Crawford, Jr.  
A. E. Crawford, Jr.

The above and foregoing will of A. E. Crawford, Jr., was declared by him in our presence to be his will and was signed by A. E. Crawford, Jr., in our presence, and at his request, and in his presence, and in the presence of each other, we, the undersigned, witnessed and attested the due execution of the will of A. E. Crawford, Jr., and we further certify that at the time of such execution said testator was over the age of 21 years and was of sound and disposing mind and memory.

WITNESS our signatures this the 8 day of January, 2003.

E. Gary Griffin  
WITNESS  
Darwin King  
WITNESS

16164 Hwy 432, Pikesens, MS  
ADDRESS  
1208 Kern Rd, Yarn City, MS 39194  
ADDRESS

Initials A.E.C.

STATE OF MISSISSIPPI  
COUNTY OF YAZOO

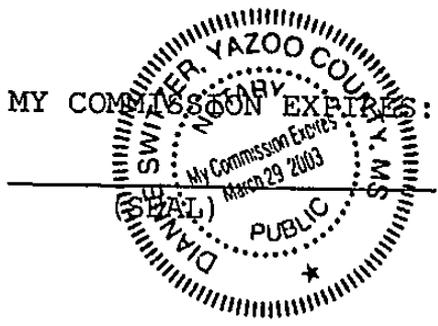
Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, each of the undersigned Affiants, who being by me first duly sworn, on oath states that (1) the within Will was subscribed in our presence by A. E. Crawford, Jr., the within named Testator, on the 8 day of January, 2003; (2) that the Testator was then and there of sound an disposing mind and memory, and above the age of eighteen (18) years; and (3) that each of the undersigned subscribed and attested the within Will as witnesses to the signature and publication thereof, at the request and in the presence of the Testator, and in the presence of each other.

Signature: [Signature]  
Name: F. Barry Boltz  
Address: 6164 Hwy 432  
Proctor, MS 39146  
Telephone: 662-468-3433

Signature: [Signature]  
Name: Dawn N. Kirk  
Address: 1208 Kirtland  
Yazoo City, MS 39194  
Telephone: 662-746-8309

Sworn to and subscribed before me this 8th day of January, 2003.

[Signature]  
NOTARY PUBLIC



Initials CC.C.

PROOF OF WILL

STATE OF MISSISSIPPI  
YAZOO COUNTY

CHANCERY COURT  
In Vacation A.D. 2004

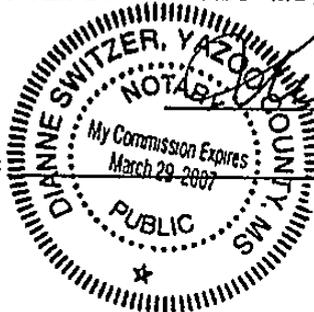
In the matter of a certain instrument of writing, purporting to be the Last Will and Testament of A. E. Crawford, Jr., Deceased of Madison County, Mississippi.

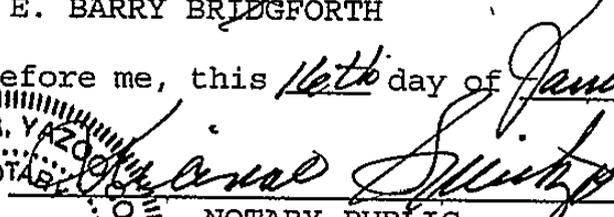
Personally appeared before me the undersigned notary public in and for Yazoo County, Mississippi, E. BARRY BRIDGFORTH, one of the subscribing witnesses to the foregoing and annexed instrument of writing, purporting to be the Last Will and testament of A. E. Crawford, Jr., Deceased, late of Madison County, who, having been first duly sworn, says that the said A. E. Crawford, Jr. signed, published and declared said instrument as his Last Will and Testament on the 8th day of January, 2003 A. D., the day of the date of said instrument, in the presence of this deponent and in the presence of Dawn N. Kirk, the other subscribing witnesses thereto, and that the said testator was then of sound and disposing mind and memory, was more than twenty-one years of age and that this deponent and Dawn N. Kirk, the other subscribing witnesses, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request and in the presence of the testator, and in the presence of each other, on the day and year of the date thereof.

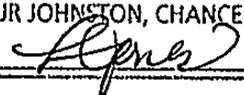
  
E. BARRY BRIDGFORTH

SWORN to and subscribed before me, this 16th day of January 2004.

My Commission Expires:



  
NOTARY PUBLIC  
(SEAL)

**FILED**  
THIS DATE  
FEB 16 2004  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY  DC

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
A. E. CRAWFORD, JR., DECEASED

CIVIL ACTION  
FILE NO. 2004-0049

AFFIDAVIT

STATE OF MISSISSIPPI  
COUNTY OF YAZOO

Personally appeared before me the undersigned authority in and for the State and County aforesaid, the within named Tracy Crawford, who being by me first duly sworn on oath, stated:

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

<u>Person</u>	<u>Last Known Address</u>
1. NONE	

WITNESS my hand this 16th day of January, 2004.

[Signature]  
TRACY CRAWFORD, EXECUTOR

SWORN to and subscribed before me this 16th day of January, 2004.

[Signature]  
NOTARY PUBLIC



My Commission Expires: \_\_\_\_\_ (SEAL)

**FILED**  
THIS DATE  
FEB 18 2004  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY [Signature] DC