

FILED
THIS DATE
FEB 20 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Kim DeWitt* DC

A235-10
R235-04

LAST WILL AND TESTAMENT 2004-0043

BE IT KNOWN that I, Lucile H. Jefferson, a resident of
City of Madison, County of Madison, in the State of
Mississippi, being of sound mind, do make and declare this to be my Last Will and
Testament expressly revoking all my prior Wills and Codicils at any time made

I. PERSONAL REPRESENTATIVE:

I appoint Pearly W. Hawkins of Madison, MS
as Personal Representative of this my Last Will and Testament and pro-
vide if this Personal Representative is unable or unwilling to serve then I appoint
of
as alternate Personal Representative My Personal Representative shall be authorized to carry out all pro-
visions of this Will and pay my just debts, obligations and funeral expenses I further provide my Personal
Representative shall not be required to post surety bond in this or any other jurisdiction, and direct that no expert
appraisal be made of my estate unless required by law.

II. GUARDIAN: n/a

In the event I shall die as the sole parent of minor children, then I appoint
as Guardian of said minor children. If this named Guardian is
unable or unwilling to serve, then I appoint
as alternate Guardian.

III. BEQUESTS:

I direct that after payment of all my just debts, my property be bequeathed in the manner following
As my personal representative directs (nothing excluded)
My home 21 Hawthorn Cove in North Place, Madison, MS and
the contents.

LJ
Testator's Initials

Page ____ of ____

Execute and attest before a notary.
Caution: Louisiana residents should consult an attorney before preparing a will.

IN WITNESS WHEREOF, I have hereunto set my hand this 11 day of July 2002 (year), to this my Last Will and Testament

Lucile H Jefferson
Testator Signature

IV. WITNESSED:

The testator has signed this will at the end and on each other separate page, and has declared or signified in our presence that it is his/her last will and testament, and in the presence of the testator and each other we have hereunto subscribed our names this 11 day of July 2002. (year)

Rosie M. Clark
Witness Signature

P.O. Box 148
Address Tougaloo Miss 39174

Eddie Dwyer
Witness Signature

25717 Woodlawn
Address Jackson Miss 39209

[Signature]
Witness Signature

P.O. Box 3143
Address Tougaloo Miss 39174

ACKNOWLEDGMENT

State of Mississippi
County of Madison }

We, _____, and _____

the testator and the witnesses, respectively, whose names are signed to the attached and foregoing instrument, were sworn and declared to the undersigned that the testator signed the instrument as his/her Last Will and that each of the witnesses, in the presence of the testator and each other, signed the will as a witness

Testator: Lucile Jefferson

Witness Rosie M. Clark

Witness Eddie Dwyer

Witness _____

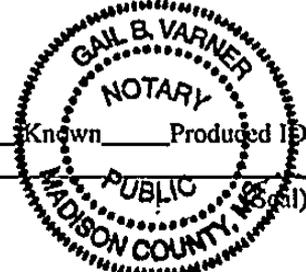
On July 11, 2002 before me, Gail B. Varner
appeared Lucile H Jefferson

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Signature Gail B. Varner
Signature of Notary

Affiant Known Produced ID
Type of ID _____



IN THE MATTER OF THE ESTATE
OF LUCILE H. JEFFERSON, DECEASED

CIVIL ACTION FILE NO. 2004-000043
FILED
THIS DATE
FEB 20 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY Am. Stevens DC

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid the within named Pearly W. Hawkins, who being by me first duly sworn on oath stated:

That affiant is the duly appointed, qualified and acting Executrix of the estate of Lucile H Jefferson, 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 20th day of February, 2004.

Pearly W. Hawkins
Pearly W. Hawkins, Executrix

SWORN TO AND SUBSCRIBED BEFORE ME, this the 20th day of _____, 2004.

[Signature]
NOTARY PUBLIC

My Commission Expires: 6/8/07
June 8, 2007
My Commission Expires:
NOTARY PUBLIC
MADISON COUNTY, MISSISSIPPI

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
LUCILE H. JEFFERSON, DECEASED

CIVIL ACTION FILE NO. 2004-0043

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

FILED
THIS DATE
FEB 20 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Kim Meuse* D.C.

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, **ROSIE M. CLARK**, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Lucile H. Jefferson, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Lucile H. Jefferson, signed, published and declared said instrument as her Last Will and Testament on the 11th day of July, 2002, the day and date of said instrument, in the presence of this affiant and Eddie Grayson, 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, Rosie M Clark, the Affiant and Eddie Grayson, 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.

Rosie M. Clark
ROSIE M. CLARK

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 29th day of October, 2003.

[Signature]
NOTARY PUBLIC



MY COMMISSION EXPIRES:
My Commission Expires:
June 8, 2007

PHYNN 103

2004-119

LAST WILL & TESTAMENT OF OLLIE JEFFERSON

I, OLLIE JEFFERSON, presently residing in Madison County, Mississippi, being of sound and disposing mind and memory and over the age of twenty-one years, do hereby make, declare, and publish the following as my Last Will & Testament, hereby revoking all other wills and codicils that I have heretofore made:

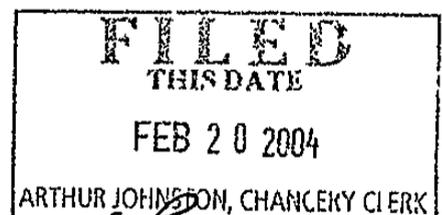
CLAUSE I

I give, bequeath, and devise my estate and property as follows, to-wit:

(1) I give and devise to my son, Robert Lee Jefferson, all of my right, title and interest in and to that parcel of land described in and conveyed by that deed executed by Ollie Jones to Ollie Jefferson, dated August 21, 1945, recorded in Land Record Book 30 at Page 518 thereof in the Chancery Clerk's Office for Madison County, Mississippi.

(2) I give and devise to my daughter, Eloise Jefferson Walls, and my son, Robert Lee Jefferson, share and share alike, all of my right, title and interest in and to that parcel of land described in and conveyed by that deed executed by Ollie Jones to Ollie Jefferson and Rosie Lee Jefferson, dated August 12, 1946, recorded in Land Record Book 54 at Page 225 thereof in the Chancery Clerk's Office of Madison County, Mississippi.

(3) I give and devise to my daughter, Eloise Jefferson Walls, all of my right, title and interest in and to that parcel of land described in and conveyed by Pilgrim Rest Baptist Church of



Madison, Mississippi to Ollie Jefferson and Rosie Jefferson by that certain Deed dated December 2, 1967, recorded in Land Record Book 109 at Page 282 thereof in the Chancery Clerk's Office for Madison County, Mississippi.

(4) I give, bequeath and devise all of the balance, remainder, and residue of my estate and property, real and personal, and of whatsoever nature and kind and wheresoever located equally unto my children, Robert Lee Jefferson, Eloise Jefferson Walls, and James Edward Jefferson.

CLAUSE II

I name, constitute, and appoint my son, Robert Lee Jefferson, as my Executor hereunder. I direct that my Executor hereunder be relieved of making bond or accounting to any court.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this the 5th day of February, 1996.

Ollie Jefferson
OLLIE JEFFERSON

The foregoing instrument was, on the date shown above, signed, published, and declared by OLLIE JEFFERSON to be his Last Will & Testament in our presence, and we, at his request, have subscribed our names hereto as witnesses in his presence and in the presence of each other.

WITNESSES: Linda A. Lane
147 AVONDALE RD
CANTON, MS 39046

W. B. White
P.O. Box 1247
Madison, MS 39130

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE WILL AND ESTATE
OF OLLIE JEFFERSON, DECEASED

NO. 2004-119

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the state and county aforesaid, the within named ALBERT B. WHITE, P. O. Box 1247, Madison, MS 39130, who being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Ollie Jefferson, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 5th day of February, 1996, a true and correct copy of which is attached hereto as an Exhibit.

(2) That on the 5th day of February, 1996, said Ollie Jefferson, 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 Linda Case, the other subscribing witness to the instrument

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

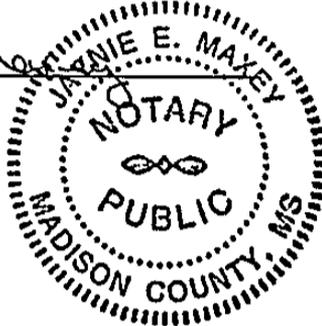
FILED
THIS DATE
FEB 20 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]*

(4) That this affiant, together with the other said witness subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Ollie Jefferson, and in the presence of each other.

Albert B. White
ALBERT B. WHITE

SWORN TO AND SUBSCRIBED before me, as of the 4th day of February, 2004.

Jeanie E. Maxey
Notary Public



My Commission Expires:
3/23/2007

OF COUNSEL:

Thomas M. Milam, Esq.
Post Office Box 1247
Madison, Mississippi 39130-1247
Telephone No. (601) 853-1268
Mississippi Bar No. 3264

FILED
THIS DATE
FEB 20 2004
ARTHUR JOHNSON, CHANCERY CLERK
BY *Kim Jones* D.C.

LAST WILL AND TESTAMENT
OF
CATHERINE PERRY WILLIAMS

2004-0120

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

ITEM I.

I appoint my husband, ERNEST PENDARVIS WILLIAMS, of Jackson, Mississippi, as Executor of my Estate under this Will. I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ITEM II.

My husband's name is ERNEST PENDARVIS WILLIAMS, and he is sometimes referred to herein as "my husband." I have two (2) children now living and they are:

- PERRY W. BORRON; and
- CATHERINE W. WARRINER.

They are herein referred to as "my children."

ITEM III.

I devise and bequeath to my husband, ERNEST, if he survives me, any interest I may own in our residence which is occupied by us as a family home, subject to any indebtedness that may be against our home at my death. If my husband shall not survive

me, I devise and bequeath my interest in our home to my children, in equal shares.

ITEM IV.

I give and bequeath to my husband, ERNEST, if he survives me, my automobiles, clothing, books, jewelry, sport equipment and other personal effects as well as all furniture, furnishings, ornamental decorations, silverware, china, pictures, linens, glassware and the like located in our home. If my husband does not survive me, I bequeath these items of personal property to my children, in equal shares. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the assets bequeathed under this Item. In such event, the provisions of that memorandum shall be given the same legal effect as if included in this Will and the assets described therein shall be distributed to the named beneficiaries.

ITEM V.

A. I give, devise and bequeath to my husband, ERNEST, if he survives me, all the rest and residue of my estate.

B. If my husband shall not survive me, then I devise and bequeath the residue of my estate to my children, in equal shares. If one or both of my children shall not be living at the time any distribution to my children is required under any provision of this Will, the interest of such deceased child shall be distributed to her children, in equal shares. If my deceased child has no surviving children, her interest shall be distributed to my other child.

ITEM VI.

A. In the event my husband, ERNEST, is or becomes unable or unwilling to serve as my Executor, I appoint my daughter, CATHERINE W. WARRINER, to serve as my successor Executor. All rights, powers, duties and discretions granted to or imposed upon

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

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

C. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will without respect to the income tax basis of the property. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. My Executor may satisfy any pecuniary bequest provided in this Will in cash or in kind or partly in cash and partly in kind; however, any asset distributed in kind shall be valued at its date of distribution value. However, my Executor shall not exercise this discretion in any manner that will result in a loss of or decrease in the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

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

E. My Executor shall have the power to disclaim any part or all of my interest in any property which is or has been devised or bequeathed to me, whether outright or in trust,

provided such disclaimer is made within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law.

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

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

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

B 37 P 012

devises and legatees either in cash or in kind or a combination of each.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 13th day of October, 1988.

Catherine Perry Williams
Catherine Perry Williams

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

Rauch Magruder J. of Jackson, Miss.
Witness Address

Doris H. Hudgens of Jackson, Miss.
Witness Address

PROOF OF WILL

We, LAUCH M. MAGRUDER, JR. and DORIS H. HUDGENS,

on oath state:

We are the subscribing witnesses to the attached written instrument dated October 13, 1988, which purports to be the Last Will and Testament of CATHERINE PERRY WILLIAMS. On the execution date of the instrument the Testator, in our presence, signed the instrument at the end thereof and acknowledged her signature thereto, declared the instrument to be her Will, and requested that we attest her execution thereof; whereupon, in the presence of the Testator, each of us signed our respective names as attesting witnesses. At the time of execution of the instrument the Testator appeared to be eighteen years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

DATED this 13th day of October, 1988.

Lauch Magruder Jr.
(Witness)

Doris H. Hudgens
(Witness)

STATE OF MISSISSIPPI
COUNTY OF HINDS

Subscribed and sworn to before me, the undersigned Notary Public, on this the 13 day of October, 1988.

Maile C. Butler
Notary Public

My commission expires:
August 15, 1990

Last Will and Testament

OF

2003-841

MARGARETE M. CAIN

I, MARGARETE M. CAIN, being over the age of twenty-one (21) years and of sound and disposing mind and memory, and a resident citizen of Madison County, Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, expressly revoking all other wills and codicils thereto heretofore made by me.

ITEM I.

I request that all of my just and lawful debts, including funeral expenses, be paid as soon after my death as may be conveniently accomplished.

ITEM II.

I give, devise and bequeath unto Grace Episcopal Church of Canton, Mississippi, the sum of \$20,000.00. It is my specific desire and intent that this bequest shall be placed in the Building Fund for Grace Episcopal Church as a memorial for my deceased son, William Sterling Cain, to be used for future expansion, remodeling, or other worthwhile projects in connection with the existing building or future building programs. The funds are not to be used for the normal day to day operation and expenses of the Parish.

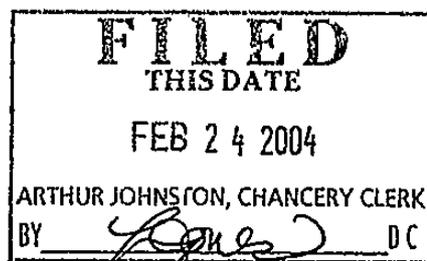
ITEM III.

I hereby give, devise and bequeath all the remainder of my estate, both real and personal wherever it may be located, to my three children, namely, Margarete Cain Edwards, Cynthia Cain Profilet and Katherine Cain Curran, in equal parts, share and share alike.

In the event that Cynthia Cain Profilet should predecease me, her undivided one-third share in my estate shall pass to her son, Benjamin Profilet.

In the event that Margarete Cain Edwards should predecease me, her undivided one-third share in my estate shall be distributed equally to her three children namely, Katherine Edwards Mallory, Hugh Edwards and Maggie Edwards, share and share alike.

In the event that Katherine Cain Curran should predecease me, her undivided one-third share in my estate shall be distributed equally to her two children, namely Sterling Curran Mills and Michael Curran, III.



M.M.C.

MMC

ITEM IV.

I hereby appoint my son-in-law, Hugh Edwards, as Executor of my estate, without bond and without bond and without being required at any time to make any report to any Court, for reason that he is a resident of Canton, Mississippi, and I know that he will properly carry out this wish.

ITEM V.

This Last Will and Testament consists of two (2) typewritten pages on each of which I have for greater security and identification signed my initials thereto.

WITNESS MY SIGNATURE, this the 18 day of NOV, 1996, in the presence of those witnesses whom I have expressly requested to witness my signing.

Margarete M. Cain
MARGARETE M. CAIN

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

WITNESSES:

Janice M Hammack
SIGNATURE

Janice M. Hammack
PRINTED NAME
P.O. Box 1374
ADDRESS
Canton, MS 39046

Lloyd G. Spivey Jr
SIGNATURE

Lloyd G. Spivey Jr
PRINTED NAME
357 E. NORTH ST.
ADDRESS
CANTON, MISS. 39046

M. M. C.
MMC

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI

COUNTY OF Madison

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, Janice M Hammack and Lloyd G Spivey, Jr, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing who after having been duly sworn, say on oath that on the 18th day of November, 1996, MARGARETE M. CAIN, in their presence, signed her name thereto, and in their presence declared the same to be her Last Will and Testament; that at her request, in their presence, and in the presence of each other, the said Affiants subscribed their names thereto as witnesses to its execution and publication; that the said MARGARETE M. CAIN, on the 18th day of November, 1996, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Janice M. Hammack

Lloyd G Spivey, Jr

SWORN TO AND SUBSCRIBED BEFORE ME, this the 18th day of November, 1996.

Prudence Galt
NOTARY PUBLIC

MY COMMISSION EXPIRES:

March 17, 1998

(SEAL)

ctwp/Cain Will

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
 CATHERINE PERRY WILLIAMS,
 DECEASED

CIVIL ACTION NO. 2004-120

 AFFIDAVIT

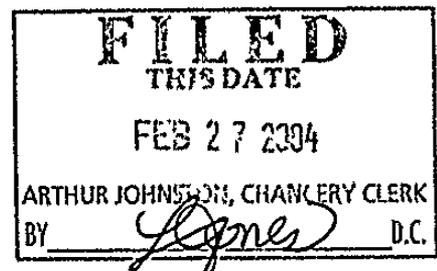
STATE OF MISSISSIPPI
 COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for the state and county aforesaid, the within named CATHERINE W. WARRINER, who being by me first duly sworn on oath stated:

That affiant is the duly appointed, qualified and acting Executrix of the Estate of CATHERINE WILSON, 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 Mississippi Code of 1972 Ann., Section 91-7-145 will bar such claim. The persons so identified and their last known addresses are:

<u>PERSON</u>	<u>LAST KNOWN ADDRESS</u>
1 Small Business Administration	801 Tom Martin Drive, Suite 120 Birmingham, AL 35211

1



WITNESS MY HAND as of the 24 day of February, 2004.

Catherine W. Warriner
CATHERINE W. WARRINER, Executrix

SWORN TO, subscribed and signature acknowledged, as of the 24th day of February, 2004.

Susan B Lamb
NOTARY PUBLIC

My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES OCT 2, 2007
~~BONDED THRU SPECIAL NOTARY SERVICE~~

OF COUNSEL:

Thomas M. Milam
Post Office Box 1247
Madison, Mississippi 39130-1247
Telephone No.: (601) 853-1268
Mississippi Bar No. 3264

LAST WILL AND TESTAMENT

Of

2004-130

Frances W. Hayes

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

CLAUSE I

I hereby direct my executor to pay all of my just debts, which may be probated, registered and allowed against my estate as soon as may be conveniently done. I direct my executor to pay all Federal and State 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, out of my residuary estate.

CLAUSE II

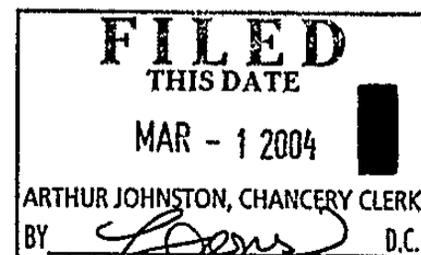
In the event that my son, Stephen Morris Hayes, shall survive me, then in such event I give, bequeath, and devise unto my said son, Stephen Morris Hayes (a) the house where I now reside, located at 710 East Academy Street, Canton, Mississippi, together with any real estate adjacent thereto, and (b) all of my household furniture, carpets, rugs, books, pictures, ornaments, and accessories therein situated, and (c) all gas, oil, and mineral rights to the property described below:

E 1/2 NE 1/4 an SE 1/4 Section 5, Twp. 10, Range 4 E 8 acres
in SW corner of NW 1/4 NE 1/4 Section 7, Twp. 10, R 4 E N
1/2 NE 1/4 and SE 1/4 NE 1/4 and N 1/2 NW 1/4 less 15 acres
off West side of Section 8, Twp. 10 R 4 E
NW 1/4 NE 1/4 and S 1/2 SE 1/4 less 20 acres off West side of
Section 9, Twp. 10, R 4 E
S 1/2 SW 1/4 Section 10, Twp. 10, R 4 E

and

SW 1/4 NE 1/4, and all of the SE 1/4 NE 1/4 that lies West of
Camden Road, and 50 Acres off the South end of N 1/2 NE
1/4 and off the South end of NE 1/4 NW 1/4, all in Section 10,
Township 10 North, Range 4 East, containing 110 acres, more or less.

and



F. W. Hayes
FWH

100 acres off of the West side of that part of the SE 1/4 of Section 21, Township 9 North, Range 2 East, which lies south of the Canton and Virillia Road.
The West 100 acres of Southeast 1/4 of Section 21, Township 9 North, Range 2 East.

CLAUSE III

I give, bequeath, and devise unto my daughters, Helen Hayes Dumas and Margaret Hayes Jordan, equal shares, all of the undivided interest which I own in that certain 527.93 acres of land located in Sections 2, 3, 4, 10, and 11, Township 8 North, Range East, Madison County, Mississippi.

In the event that my daughter, Helen Hayes Dumas, should predecease me, then the devise and bequest shall pass to her children, Kenneth Dumas and Glenn Dumas, share and share alike. In the event that my daughter, Margaret Hayes Jordan, should predecease me, then the devise and bequest shall pass to her children, Missy Thomas and Sterling Thomas, share and share alike.

CLAUSE IV

I give, bequeath, and devise unto my son, namely, Stephen Morris Hayes, the 32.32 acres of land located West of Highway 51, in Section 11 Township 8 North, Range 2 East, Madison County, Mississippi.

CLAUSE V

I give, bequeath, and devise all the balance, remainder, and residue of my estate and property of every nature and kind and wheresoever located unto my sons, namely, Virgil Leverette Hayes, Francis Edward Hayes, and Stephen Morris Hayes, and my daughters, namely, Helen Hayes Dumas and Margaret Hayes Jordan, share and share alike.

In the event that one or more of the aforesaid residuary devisees or legatees should predecease me, then this devise and bequest shall pass and go to such of them as shall survive me.

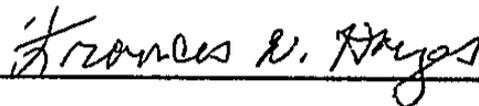
CLAUSE VI

Should any of my heirs contest this Last Will and Testament then they shall forfeit their inheritance. Any legal cost incurred in contesting this Last Will and Testament shall be done at the expense of the heirs that contest this Last Will and Testament.

CLAUSE VII

I name, constitute, and appoint my daughter, Helen Hayes Dumas, as executor of my estate under this will should she fail, decline, refuse, or be unable to act in said capacity, then in such event I name, constitute, and appoint Trustmark National Bank, Canton, Mississippi; as executor of my estate under this will. I do hereby direct that any and all parties named as executor(s) herein above be relieved of making bond, of filing an inventory, or accounting to any Court in said capacity.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this the 22 day of July, 2002.



Frances W. Hayes

ATTESTATION CLAUSE

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

WITNESSES:

Myrna Rowell
SIGNATURE

MYRNA ROWELL
PRINTED NAME

159 East Academy St.
ADDRESS

CANTON, MS 39046

Jenny Walker
SIGNATURE

Jenny Walker
PRINTED NAME

153 Stonegate Dr
ADDRESS

Madison, ms 39110

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI
COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, Myrna Rowell and Jenny Walker, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing and who after having been duly sworn, say on oath that on the 22 day of July 2002, FRANCES W. HAYES, in their presence, signed her name thereto, and in their presence declared the same to be her Last Will and Testament; that at her request, in their presence, and in the presence of each other, the said Affiants subscribed their names thereto as witnesses to its execution and publication; that the said FRANCES W. HAYES, on the 22 day of July 2002, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Myrna Rowell
Jenny Walker

SWORN TO AND SUBSCRIBED BEFORE ME, this the 22 day of July 2002.

Mary Ann Chaney
NOTARY PUBLIC
My Commission Expires:

My Commission Expires July 23, 2004

FWH
FWH

LAST WILL AND TESTAMENT 2004-148
OF
HARRIET KINTON STOVALL

I, Harriet Kinton Stovall, of Madison, Mississippi, revoke my former Wills and Codicils and declare this to be my Last Will and Testament

FILED
THIS DATE
MAR 01 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Kim Silvers* D.C.

ARTICLE I
IDENTIFICATION OF FAMILY

The names of my children are Harriet Sulcer and Richard Askew Stovall. All references in this Will to "my children" are references to the above-named children

ARTICLE II
PAYMENTS OF DEBTS AND EXPENSES

I direct that my just debts, funeral expenses, and expenses of last illness be first paid from my estate

ARTICLE III
DISPOSITION OF PROPERTY

Residuary Estate. I direct that my residuary estate be distributed to my child(ren) in equal shares. If a child of mine does not survive me, such deceased child's share shall be distributed in equal shares to the children of such deceased child who survive me, by right of representation. If a child of mine does not survive me and has no children who survive me, such deceased child's share shall be distributed in equal shares to my other children, if any, or to their respective children by right of representation. If no child of mine survives me, and if none of my deceased children are survived by children, my residuary estate shall be distributed to my heirs-at-law, their identities and respective shares to be determined under the laws of the State of Mississippi, then in effect, as if I died intestate at the time fixed for distribution under this provision

ARTICLE IV
NOMINATION OF EXECUTOR

I nominate Richard Askew Stovall, of Hebron, Kentucky, as the Executor, without bond or security. If such person or entity does not serve for any reason, I nominate Harriet Sulcer, of

Initials AKS

Marietta, Georgia, to be the Executor, without bond or security.

**ARTICLE V
EXECUTOR POWERS**

My Executor, in addition to other powers and authority granted by law or necessary or appropriate for proper administration, shall have the right and power to lease, sell, mortgage, or otherwise encumber any real or personal property that may be included in my estate, without order of court and without notice to anyone.

My Executor shall have the right to administer my estate using "informal", "unsupervised", or "independent" probate or equivalent legislation designed to operate without unnecessary intervention by the probate court.

**ARTICLE VI
MISCELLANEOUS PROVISIONS**

A. Paragraph Titles and Gender. The titles given to the paragraphs of this Will are inserted for reference purposes only and are not to be considered as forming a part of this Will in interpreting its provisions. All words used in this Will in any gender shall extend to and include all genders, and any singular words shall include the plural expression, and vice versa, specifically including "child" and "children", when the context or facts so require, and any pronouns shall be taken to refer to the person or persons intended regardless of gender or number.

B. Thirty Day Survival Requirement. For the purposes of determining the appropriate distributions under this Will, no person or organization shall be deemed to have survived me unless such person or entity is also surviving on the thirtieth day after the date of my death.

C. Liability of Fiduciary. No fiduciary who is a natural person shall, in the absence of fraudulent conduct or bad faith, be liable individually to any beneficiary of my estate, and my estate shall indemnify such natural person from any and all claims or expenses in connection with or arising out of that fiduciary's good faith actions or nonactions as the fiduciary, except for such actions or nonactions which constitute fraudulent conduct or bad faith.

D. Beneficiary Disputes. If any bequest requires that the bequest be distributed between or among two or more beneficiaries, the specific items of property comprising the respective shares shall be determined by such beneficiaries if they can agree, and if not, by myExecutor.

IN WITNESS WHEREOF, I have subscribed my name below, this 8 day of January, 2002

Testator Signature. Harriet Kinton Stovall
Harriet Kinton Stovall

We, the undersigned, hereby certify that the above instrument, which consists of _____ pages, including the page(s) which contain the witness signatures, was signed in our sight and presence by Harriet Kinton Stovall (the "Testator"), who declared this instrument to be his/her Last Will and Testament and we, at the Testator's request and in the Testator's sight and presence, and in the sight and presence of each other, do hereby subscribe our names as witnesses on the date shown above.

Witness Signature: Sonya Rohman
Name: SONYA ROHRMAN
City: JACKSON
State: MS

Witness Signature. Catherine H. Tomczyk
Name: CATHERINE H. TOMCZYK
City: MADISON, MS
State: MS 39110

Witness Signature: Fannie C. Taylor
Name: FANNIE C. TAYLOR
City: MADISON
State: MS 39110

AFFIDAVIT

I, Harriet Kinton Stovall, the Testator, sign my name to this instrument this 8 day of JANUARY, 2002, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my Will and that I sign it willingly, in the presence of the undersigned witnesses, that I execute it as my free and voluntary act for the purposes expressed in the Will, and that I am eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Testator Signature. Harriet Kinton Stovall
Harriet Kinton Stovall

We, SONYA ROHRMAN and CATHERINE H. TOMSYCK and FANNIE C. TAYLOR, the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the Testator signs and executes this instrument as the Testator's will and that the Testator signs it willingly in our presence, and that the Testator executes it as the Testator's free and voluntary act for the purposes expressed in the will, and that each of us, in the presence and hearing of the Testator, at the Testator's request, and in the presence of each other, hereby signs this will, on the date of the instrument, as witness to the Testator's signing, and that to the best of our knowledge the Testator is eighteen years of age or older, of sound mind and memory, and under no constraint or undue influence, and the witnesses are of adult age and otherwise competent to be witnesses.

Witness Signature: Sonya Rohman
Name: SONYA ROHRMAN
City: JACKSON
State: MS

Witness Signature: Catherine H. Tomsyck
Name: CATHERINE H. TOMSYCK
City: MADISON
State: MS 39110

Initials: HR

Witness Signature

Fannie C Taylor

Name:
City:
State:

Fannie C Taylor
Madison
MS 39110

STATE OF MISSISSIPPI
COUNTY OF Madison

Subscribed, sworn to and acknowledged before me by Harriet Kinton Stovall, the Testator, and subscribed and sworn to before me by SONYA ROHRMAN and CATHERINE H. TOMSYCK and FANNIE C. TAYLOR, witnesses, this 8th day of January, 2002

Dandra McBludis

Notary public, or other officer
authorized to take and certify
acknowledgments and administer oaths

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 8, 2004
BONDED THRU STEGALL NOTARY SERVICE

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
HARRIET KINTON STOVALL,
DECEASED

CIVIL ACTION NO. 2004-148

AFFIDAVIT

FILED THIS DATE
MAR 01 2004
ARTHUR JOHNSTON, CHANCERY CLERK BY <u>Kim Hewitt</u> D.C.

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for the state and county aforesaid, the within named RICHARD ASKEW STOVALL, who being by me first duly sworn on oath stated:

That affiant is the duly appointed, qualified and acting Executor of the Estate of Harriet Kinton Stovall, 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 Mississippi Code of 1972 Ann , Section 91-7-145 will bar such claim. The persons so identified and their last known addresses are:

PERSON

LAST KNOWN ADDRESS

None.

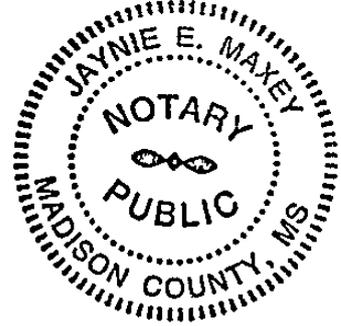
WITNESS MY HAND as of the 1st day of March, 2004.

Richard Askew Stovall
RICHARD ASKEW STOVALL

SWORN TO, subscribed and signature acknowledged, as of the 1st day of March, 2004.

Jayne E. Maxey
NOTARY PUBLIC

My Commission Expires:
3/23/2007



OF COUNSEL:

Thomas M. Milam
Post Office Box 1247
Madison, Mississippi 39130-1247
Telephone No.: (601) 853-1268
Mississippi Bar No. 3264

LAST WILL AND TESTAMENT

FILED
 THIS DATE
 MAR 02 2004
 ARTHUR JOHNSTON, CHANCERY CLERK
 BY *Kim Scurro* DC

OF

ANN BEARD CLARK

I, ANN BEARD CLARK, an adult resident citizen of the City of Madison, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all other Wills and Codicils heretofore made by me.

ITEM I.

I am married to WILLIAM T. CLARK, JR., and he is herein referred to as "my husband." I have three (3) adult children now living, as follows: LEAH CLARK WARREN, WILLIAM SCOTT CLARK and SARAH ELIZABETH CLARK. I have no deceased children.

ITEM II.

I hereby nominate, appoint and designate my husband, WILLIAM T. CLARK, JR., as Executor of this my Last Will and Testament; or if WILLIAM T. CLARK, JR. shall predecease me or be unable or unwilling to serve in said capacity, then I nominate and appoint my son, WILLIAM SCOTT CLARK, to serve as successor Executor. I do hereby waive the necessity of

Ann Beard Clark

 ANN BEARD CLARK

my Executor (including any successor Executor, as the case may be) entering into any bond as such, and I waive the necessity of any accountings, inventory or formal appraisal of my estate. I do hereby grant my Executor (including any successor Executor, as the case may be) all the powers set forth in Sections 91-9-101 to 91-9-119 of the Mississippi Code of 1972, as amended, and any others that may be granted by law.

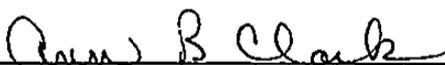
The terms "Executor," "Executrix," and "Executors" as used in this Will or any Codicil hereto, and all references thereto through any type of pronoun, shall include any person or persons, whether male or female, who may be serving hereunder at any time as a personal representative of my estate.

ITEM III.

I hereby direct that all my funeral expenses and all of my just debts which may be probated, registered and allowed against my estate be paid as soon after my death as can conveniently be done out of the principal of that portion of my Residuary Estate which is not included in the share qualifying for the Marital Deduction.

In the event any property or interest in property passing under this Will, or by operation of law, or otherwise by reason of my death shall be encumbered by a mortgage or a lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not mandatorily be charged to or paid by my estate, but that my Executor shall have absolute discretion as to whether said indebtedness, either in whole or in part, shall be paid.

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

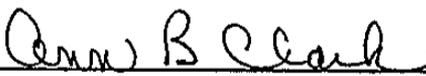

ANN BEARD CLARK

ITEM IV.

I direct that my Executor pay out of that portion of my Residuary Estate which is not included in the bequest qualifying for the Marital Deduction, without apportionment, all estate, inheritance, succession and other taxes, together with any interest or penalty thereon, (but not including any taxes imposed on generation-skipping transfers under the Federal tax laws) assessed by reason of my death and imposed by the government of the United States, or any state or territory thereof, or by any foreign government or political subdivision thereof, in respect of all property required to be included in my gross estate for estate or like tax purposes by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a power of appointment, without contribution by any recipient of any such property.

ITEM V.

I give and bequeath, in fee, all of my personal and household effects of every kind held for personal use at the time of my death, including, but not limited to, furniture, furnishings, rugs, pictures, books, silverware, linen, china, glassware, objects of art, wearing apparel, jewelry, and automobiles (but excluding cash on hand or on deposit, securities, choses in action or other intangibles), to my husband, WILLIAM T. CLARK, JR., if my husband survives me. If my said husband does not survive me, I give and bequeath all of such property to my children, LEAH CLARK WARREN, WILLIAM SCOTT CLARK and SARAH ELIZABETH CLARK, to be divided among them by my Executor, in my Executor's absolute discretion, in as nearly equal portions as may be practicable, having due regard for the preferences of my children. In the event that any of my said children shall predecease me leaving issue, then the share of such deceased child I give and bequeath to the issue of such deceased child, per stirpes. If any of my said children shall predecease me without leaving issue, then the share of such deceased child I give and bequeath to my remaining children, or to his or her issue, per stirpes. In the event that none


ANN BEARD CLARK

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of my children survive me with issue, this bequest shall lapse and shall pass as part of my Residuary Estate.

In the division into equal shares, if a beneficiary of mine shall be a minor, such beneficiary's share may be delivered to the person with whom such beneficiary is residing, or to such beneficiary's legal guardian or directly to such beneficiary. The receipt of the guardian or the person with whom such beneficiary resides, or the receipt of such minor beneficiary, shall constitute a full acquittance of my Executor with respect to the legacy so delivered. This authority is given my Executor notwithstanding any statute or rule of law to the contrary.

All of my insurance policies which provide indemnity for the loss of any of my personal or real property by fire, windstorm, or other casualty (including any claim for such loss of any such property which I might have at the time of my death against any insurance company) I give and bequeath respectively to those persons who shall become owners of such properties by reason of my death; whether such ownership be acquired under the provisions of this Will, by survivorship or by other means.

I direct that any expenses incurred in safeguarding or delivering such property be paid from my estate as an administrative expense thereof.

ITEM VI.

I give and devise to my husband, WILLIAM T. CLARK, JR , if my husband shall survive me, all of my right, title and interest in and to the house and lot comprising our residence at the time of my death. In the event that my said husband shall not survive me, this devise shall lapse and shall pass as part of my Residuary Estate.

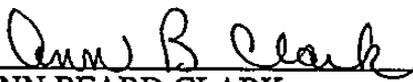

ANN BEARD CLARK

ITEM VII.

All the rest, residue and remainder of the property which I may own at the time of my death, real, personal and mixed, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, including proceeds of any life insurance policies which are payable to my estate, including all lapsed legacies and devises (but excluding any property over or concerning which I have any power of appointment), hereinafter referred to as my Residuary Estate, I give, devise and bequeath unto my Executor, and I direct that my Executor shall administer and dispose of my said Residuary Estate in accordance with the terms and provisions set forth and contained in the succeeding Items of this my Last Will and Testament

ITEM VIII.

In the event that my husband, WILLIAM T. CLARK, JR., survives me, then and in such event, I give, devise and bequeath to my said husband, WILLIAM T. CLARK, JR., a sum equal to the amount by which the value of the property disposed of by this Will exceeds the aggregate of (1) the value of the property disposed of by the preceding Items of this Will (other than Item VII), (2) a sum equal to the largest amount, if any, that can pass free of Federal estate tax under this Will by reason of the unified credit in effect at the time of my death and the state death tax credit (provided use of the state death tax credit does not require an increase in the state death taxes paid) allowable to my estate but no other credit and after taking account of dispositions under previous Items of this Will (other than Item VII) and property passing outside of this Will which do not qualify for the Marital or Charitable Deduction and after taking into account charges to principal that are not allowed as deductions in computing my Federal estate tax and (3) my debts, expenses of administration and other charges payable from principal by my Executor, including the death taxes referred to in Item IV hereof, which reduce the value of property disposed of by this Will that may qualify for the Marital Deduction. I recognize that no sum may


ANN BEARD CLARK

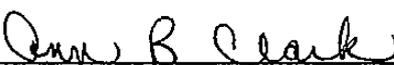
be disposed of by this Item and that the sum so disposed of may be affected by the action of my Executor in exercising certain tax elections.

For the purpose of determining the amount of this bequest, values shall be those which are finally determined for Federal estate tax purposes. Elections made by my Executor with respect to an optional valuation date and with respect to deductions for income tax purposes shall determine the aforesaid values and the amount of the bequest under this Item. Subject to the following requirements of this Item, this bequest may be satisfied either in cash or in kind, or both, as determined by and in the sole and absolute discretion of my Executor. This bequest shall, in all events, be satisfied exclusively by assets qualifying for the Federal estate tax Marital Deduction, based upon the fair market value thereof as of the date of distribution thereof. It is my intent that my Executor shall have the greatest discretion in the selection and determination of the values of assets to be used to satisfy this bequest allowable without disqualifying this bequest for Marital Deduction purposes under the Federal Internal Revenue Code and applicable regulations promulgated thereunder.

So long as any part of the bequest provided for by this Item shall remain unpaid, my said husband shall be entitled to receive from my Executor all of the net income of my estate

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

Notwithstanding anything to the contrary hereinabove contained, my husband may at any time within nine (9) months from the date of my death disclaim, as to a part or the whole of the assets comprising the bequest to my husband under this Item, my husband's right to receive said assets and the benefits thereof through the use of a qualified disclaimer pursuant to Section 2518 of the Internal Revenue Code of 1986, as amended, or any like provision of any future Internal Revenue Code. Any disclaimer of my husband's right as to a part of said assets may


ANN BEARD CLARK

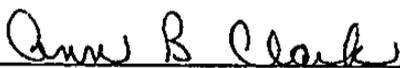
specify the portion as to which the disclaimer shall apply or, to the extent allowed by Section 2518 of the Code, may specify the specific asset or assets to which the disclaimer shall apply. The assets or the portion of the assets as to which any disclaimer is declared shall be added to and become a part of the remainder of my Residuary Estate disposed of in accordance with the provisions of Item IX hereunder.

Any qualified disclaimer shall be made by a written document executed with the same formalities as for a Will as required by the laws of the State of Mississippi and filed with the court having jurisdiction of my estate. Nothing herein shall be construed as prohibiting any type or form of renunciation or disclaimer which might be legally effective under the laws of the state or commonwealth having jurisdiction of the probate of my Will, whether such renunciation or disclaimer shall be in whole or in part as to my husband's rights or as to the whole or a part of the assets so bequeathed. In the event that my husband dies within nine (9) months after my death without having disclaimed his rights as to the assets bequeathed to my surviving husband under this Item, my husband's Executor may file a disclaimer on behalf of my said husband and my husband's estate as to such part or all of the property disposed of by this Item as said Executor may specify, and in such event the property so disclaimed shall be disposed of in the same manner as if my husband had made the disclaimer during his lifetime in accordance with the preceding paragraph.

Notwithstanding any provision in this Will to the contrary, any duty or power (including discretionary powers) imposed upon or granted to my Executor or my Trustee shall be absolutely void to the extent that the right to perform such duty or exercise such power or the performance or exercise thereof would in any way cause my estate to lose all or any part of the tax benefit of the Marital Deduction provisions under the Federal estate tax laws.

In the event my husband, WILLIAM T. CLARK, JR., does not survive me, then and in such event the property passing under this Item shall pass as part of the remainder of my Residuary Estate.

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ANN BEARD CLARK

I direct that, after satisfying all of the bequests and devises hereinabove set out and after the payment or provision for the payment of all administration expenses and all death taxes as directed in the preceding Items, my Executor shall deliver and convey all of the remainder of my aforesaid Residuary Estate wheresoever situated, including all lapsed legacies and devises (but expressly excluding any property over or concerning which I may have any power of appointment), to LEAH CLARK WARREN, WILLIAM SCOTT CLARK and SARAH ELIZABETH CLARK, as Co-Trustees (hereinafter together referred to sometimes as "Trustee"), in trust for the use and purposes hereinafter set forth, and I direct that such remainder of my Residuary Estate (hereinafter referred to sometimes as my Trust Estate) so passing to my Trustee shall be administered and disposed of upon the following terms and conditions:

A. This Trust shall be known as the ANN BEARD CLARK FAMILY TRUST.

B. I direct that during the lifetime of my husband, the Trustee shall pay to my husband or for my said husband's benefit, all of the net income of the Trust. In addition to such net income, the Trustee shall distribute to my husband during his lifetime, such amount or amounts of the principal of the Trust Estate as the Trustee may, from time to time in the Trustee's sole discretion, deem necessary or advisable for my said husband's health, support, maintenance and education. Such health, support, maintenance and education shall include, but not be limited to, medical, surgical, hospital and other institutional care, as well as education, having in mind the standard of living to which my husband had been accustomed and the income or principal that may be available to my husband from other sources.

C. Upon the death of my husband, or upon my death if my husband shall predecease me, the principal and any accumulated income then comprising my Trust Estate shall be apportioned in equal shares to such of my children as shall then be living (a living child hereinafter sometimes referred to as a "beneficiary") and to the living issue, per stirpes, of such of my children as shall be deceased with issue then living (living issue of a deceased child

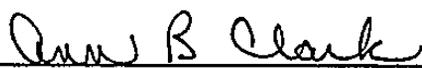

ANN BEARD CLARK

hereinafter sometimes referred to as a "beneficiary", "grandchild" or "grandchildren")--such issue representing his or her parents. Any share created for the living issue, per stirpes, of a deceased child shall be further divided into separate shares for the issue of such deceased child. I direct that the several shares shall be administered and disposed of as set forth hereinbelow.

1. Upon the creation of a separate share for the primary benefit of a child of mine, the Trustee shall immediately pay and distribute such share outright to said child.

2. If a separate share shall be created for the primary benefit of the issue of a deceased beneficiary, then, upon the creation of such share, the Trustee shall be administered and disposed of as follows:

a. The Trustee shall pay as much of the net income of each share of the Trust Estate to each beneficiary thereof or to his or her guardian as, in the Trustee's sole discretion, may be required by the beneficiary for his or her health, support, maintenance and education. The Trustee is authorized, in the Trustee's sole discretion, to pay out of income of each beneficiary's share of the Trust Estate any and all bills which may be incurred by said beneficiary for his or her health, support, maintenance and education, and to pay any and all medical, nursing, hospital or other related bills which may be incurred by said beneficiary. Also, if at any time it should appear to the Trustee, in the Trustee's sole discretion, that the net income above provided for to be paid to the beneficiaries is insufficient to meet their reasonable needs, or if some unforeseen casualty, providence or illness so requires, the principal of the beneficiary's share of the Trust Estate shall be invaded for such beneficiary's health, support, maintenance and education, and, in the Trustee's sole discretion, the Trustee may pay over to the beneficiary or the guardian thereof such additional sums for such purposes as the Trustee deems proper.


ANN BEARD CLARK

b. One-half (1/2) of the share held for each beneficiary together with any accumulated income allocable thereto shall be distributed to such beneficiary when he or she attains twenty-five (25) years of age; and the balance of each share of the Trust Estate shall be distributed to such beneficiary when he or she attains thirty-five (35) years of age, and such beneficiary's interest in the Trust Estate shall at that time terminate. If upon the creation of the separate share for the benefit of a beneficiary, such beneficiary has attained at least twenty-five (25) years of age, the Trustee shall distribute to such beneficiary at that time a portion of the Trust Estate in accordance with this paragraph.

c. In the event any grandchild of mine shall die after a separate Trust Estate share has been set apart for said grandchild's benefit under this Item and before the entire principal of said grandchild's share has been distributed to said grandchild in fee, then and in such event, the Trustee shall distribute that share (or the remainder thereof) then held in trust, per stirpes, to said grandchild's issue, if any, under the subparagraph next below, and, if there are no issue, then in equal shares to said grandchild's brothers and sisters, if any, or if there are none, to my then living children, or their issue, per stirpes, provided, however, that if any of my then living grandchildren is a beneficiary of this Trust, the share which is otherwise distributable to such living grandchild shall be added to that grandchild's Trust share for management and distribution as otherwise provided herein, and any distributions to the issue of any deceased grandchild shall be made under the subparagraph next below.

d. If a separate share shall be created for the primary benefit of the issue of a deceased grandchild, then, upon the creation of such share, the Trustee shall pay and distribute the same to such lawful issue, per stirpes; provided, however, that if under this provision any portion of the principal of the


ANN BEARD CLARK

Trust shall become payable to the issue of a deceased grandchild who is then less than twenty-one (21) years of age, such portion shall immediately vest in such issue, but the distribution thereof shall be postponed by the Trustee until such issue attains the age of twenty-one (21) years, and in the meantime the Trustee shall pay as much of the net income and/or principal of such portion as the Trustee shall deem necessary or proper in the Trustee's sole discretion to or for the benefit of such issue for his or her health, support, maintenance and education; if such issue shall die before attaining the age of twenty-one (21) years, the principal together with any accumulated and undistributed income, shall be paid over to the estate of such issue. The authority conferred upon the Trustee by this subparagraph shall be construed as a power only and shall not operate to suspend the absolute ownership of such property by such issue or to prevent the absolute vesting thereof in such issue.

D. In the event that prior to the time the Trust Estate (and all remaining shares thereof) terminates, my husband and all of my issue should die, then, at the death of the last of them, the then remaining Trust Estate shall be distributed to my heirs-at-law under the laws of the State of Mississippi.

E. In case any discretionary payment of income or principal from the Trust Estate or any share thereof becomes payable to a minor, or to a person under legal disability, or to a person not adjudicated incompetent, but who, by reason of illness or mental or physical disability, is in the opinion of the Trustee, unable to administer properly such amounts, then such amounts shall be paid out by the Trustee in such of the following ways as the Trustee deems best:

- (i) directly to such beneficiary;
- (ii) to the legal or natural guardian or the legally appointed conservator of such beneficiary;


ANN BEARD CLARK

- (iii) to an apparently qualified individual or bank who, in taking the same "as custodian for" such person under the appropriate state's "Uniform Gifts to Minors Act", indicates that such sum or property shall be treated in all respects as "custodial property" for the benefit of such person in accordance with the provisions of the Uniform Gifts to Minors Act of such state (whether or not such Act permits custodial property of such an origin);
- (iv) to some relative or friend for the health, support, maintenance and education of such beneficiary;
- (v) by the Trustee, using such amounts directly for such beneficiary's health, support, maintenance and education, or for any other proper purpose under this Trust;
- (vi) the making of a deposit into a bank, savings and loan association, brokerage, or other similar account in the sole name of the beneficiary.

Even in the absence of minority or disability, distributions made in the manner described in Subparagraphs (i), (ii), (iv), (v), or (vi) above shall be conclusively deemed to have been made for the direct benefit of the beneficiary. The receipt for or evidence of any such payment, distribution, or application shall be a complete discharge and acquittance of the Trustee to the extent of such payment, distribution, or application and such Trustee shall have no duty to see to the actual application of amounts so paid or distributed to others.

F. Neither the principal nor the income of the Trust Estate, nor any part of same, shall be liable for the debts of any beneficiary hereunder, nor shall the same be subject to seizure by any creditor of any beneficiary hereunder, and no beneficiary hereunder shall have any power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of his or her interest in the Trust Estate, or any part of same, or any income produced from said Trust Estate, or any part of same.


ANN BEARD CLARK

G. Notwithstanding any provision herein to the contrary, the Trustee shall retain in trust for the benefit of any beneficiary, any principal distribution otherwise required to be made to such beneficiary, if in the Trustee's sole discretion such beneficiary is, at the time the principal distribution would otherwise be required, involved in a lawsuit, addicted to alcohol, drugs, or other chemical substances, is a party to a pending divorce or marital separation proceeding, is in bankruptcy, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. Before making distributions of principal to a beneficiary, the Trustee shall make reasonable inquiries to ascertain whether the beneficiary is then under any of the above described conditions. In making a determination that a beneficiary is addicted to alcohol, drugs, or other chemical substances, the Trustee may rely upon the opinion of a physician who has examined the beneficiary. The Trustee may request that the beneficiary be examined by a physician designated by the Trustee and if the beneficiary refuses to be examined by such physician, the Trustee shall not make any principal distributions to the beneficiary until such time as the beneficiary agrees to be examined by such physician. As and when the beneficiary whose principal distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may then make principal distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this provision. During the period in which principal distributions are delayed, the Trustee shall pay as much of the net income of each share of the Trust Estate to each beneficiary thereof or his or her guardian as, in the Trustee's sole discretion, may be required by the beneficiary for his or her health, support, maintenance and education. The Trustee is authorized, in the Trustee's sole discretion, to pay out of income of each beneficiary's share of the Trust Estate any and all bills which may be incurred by said beneficiary for his or her health, support, maintenance and education, and to pay any and all medical, nursing, hospital or other related bills which may be incurred by said beneficiary.

Ann Beard Clark
ANN BEARD CLARK

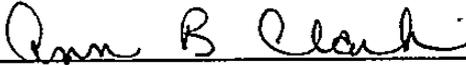
H. In dividing the principal of the Trust Estate into parts or shares, as provided for, the Trustee is authorized and empowered in the Trustee's sole discretion to make division or distribution partly in kind and partly in money. The judgment of the Trustee concerning the division or distribution of the property among the beneficiaries and concerning the values for the purpose of such division or distribution of the property or securities shall be binding and conclusive on all parties interested therein.

I. The interest of every beneficiary shall vest, anything else in this Trust to the contrary notwithstanding, within the period prescribed by the rule against perpetuities or any statute pertaining thereto. Upon such vesting the principal shall be distributed among those who theretofore had been income beneficiaries and in equal proportions.

ITEM X

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

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


ANN BEARD CLARK

B. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, and to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor or Trustee may presume that I have confidence in the securities owned by me at the time of my death, and, therefore, no sale thereof shall be made solely in order to diversify investments.

C. To retain such property for any period, whether or not the same be of the character permissible for investments by fiduciaries under any applicable law, and without regard to any effect the retention may have upon the diversification of investments.

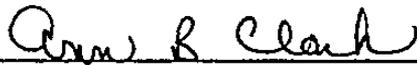
D. To sell, transfer, exchange, convert or otherwise dispose of, or grant options with respect to any security or property, real or personal, held in my estate or any Trust fund, at public or private sale, with or without security, in such manner, at such time or times, for such purposes, for such prices and upon such terms, credits and conditions as the Trustee may deem advisable.

E. To invest and reinvest in common stocks, preferred stocks, bonds, options, securities and other property, real or personal, foreign or domestic, whether or not such investments be of the character permissible for investments by fiduciaries under any applicable law, and without regard to the effect any such investment or reinvestment may have upon the diversity of the investments.

F. To render liquid my estate or any Trust created hereunder, in whole or in part at any time, or from time to time, and hold cash or readily marketable securities of little or no yield for such period as the Trustee may deem advisable.

G. To lease any such property beyond the period fixed by statute for leases made by a Trustee and beyond the duration of the Trust Estate or any Trust created hereunder.

H. To join in or become a party to, or to oppose, any reorganization, readjustment, recapitalization, foreclosure, merger, voting trust, dissolution, consolidation or exchange, and to deposit any securities with any committee, depository or trustee, and to pay any


ANN BEARD CLARK

and all fees, expenses and assessments incurred in connection therewith, and to charge the same to principal; to exercise conversion, subscription or other rights, and to make any necessary payments in connection therewith, or to sell any such privileges.

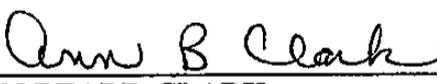
I. To vote in person at meetings of stock or security holders, or any adjournment of such meetings, or to vote by general or limited proxy with respect to any such shares of stock or other securities held by the Trustee.

J. To hold securities in the name of a nominee without indicating the Trust character of such holding, or unregistered, or in such form as will pass by delivery.

K. To pay, compromise, compound, adjust, submit to arbitration, sell or release any claims or demands of the Trust Estate, or any Trust created hereunder, against others or of others against the same as the Trustee may deem advisable, including the acceptance of deeds of real property in satisfaction of bonds and mortgages, and to make any payments in connection therewith which the Trustee may deem advisable.

L. To borrow money for any purpose from any source including the Trustee or any other fiduciary at any time acting hereunder, and to secure the repayment of any and all amounts so borrowed by mortgage or pledge of any property.

M. To possess, manage, insure against loss by fire or other casualties, develop, subdivide, control, partition, mortgage, lease or otherwise deal with any and all real property; to satisfy and discharge or extend the term of any mortgage thereon; to execute the necessary instruments and covenants to effectuate the foregoing powers, including the giving or granting of options in connection therewith; to make improvements, structural or otherwise, or abandon the same if deemed to be worthless or not of sufficient value to warrant keeping or protecting; to abstain from the payment of taxes, water rents, assessments, repairs, maintenance and upkeep of the same; to permit to be lost by tax sale or other proceeding or to convey the same for a nominal consideration or without consideration; to set up appropriate reserves out of income for repairs, modernization and upkeep of buildings, including reserves for depreciation and obsolescence, and


ANN BEARD CLARK

to add such reserves to principal, and, if the income from the property itself should not suffice for such purposes, to advance out of other income any sum needed therefor, and, except in the case of a Trust for which the Marital Deduction is allowable in determining the Federal estate tax payable by the Settlor's estate, to advance any income of the Trust for the amortization of any mortgage on property held in the Trust.

N. To make distribution of the Trust Estate or of the principal of any Trust created hereunder in kind, and to cause any share to be composed of cash, property or undivided fractional shares in property different in kind from any other share.

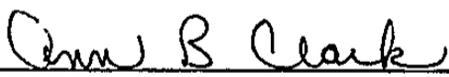
O. To execute and deliver any and all instruments in writing which the Trustee may deem advisable to carry out any of the foregoing powers. No party to any such instrument in writing signed by the Trustee shall be obliged to inquire into its validity.

P. To allocate in the Trustee's sole discretion, in whole or in part, to principal and income, all receipts and disbursements for which no express provision is made hereunder, which allocation shall fully protect the Trustee with respect to any action taken or payment made in reliance thereon.

Q. To elect, or not elect, in the Trustee's sole and absolute discretion, to treat all or any portion of estimated tax paid by any Trust created hereunder as a payment by a beneficiary of such Trust, which election may be made pro rata among the beneficiaries or otherwise in the discretion of the Trustee, whose decision shall be conclusive and binding upon all parties in interest.

R. To invest any part or all of the principal of the Trust Estate in any common trust fund, legal or discretionary, which may be established and operated by and under the control of the Trustee.

S. To consolidate and merge any Trust or Trust Share created hereunder with any other Trust or Trust Share created by the Testatrix or any other person, whether inter vivos


ANN BEARD CLARK

or by Last Will and Testament, if the beneficiary or beneficiaries are the same and the terms of the other Trust are substantially the same as this Trust.

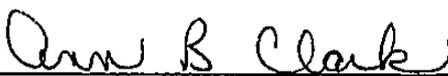
ITEM XI.

Any Co-Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving thirty (30) days' written notice to that effect to the current income beneficiary (or beneficiaries) of the Trust, specifying in said notice the effective date of the Trustee's resignation.

During my husband's lifetime, my husband may remove any Trustee and appoint a successor Trustee; provided, however, in no event shall my husband serve as Trustee. Upon the death, incapacity, resignation or discharge of any Trustee where no successor Trustee is otherwise named, the remaining Co-Trustees (or Co-Trustee) shall serve as the successor Trustee. Upon the death, incapacity, resignation or discharge of all Co-Trustees where no successor Trustee is otherwise named herein, a successor Trustee may be appointed on petition of the beneficiary or beneficiaries by the Chancery Court for Madison County, Mississippi.

Each Trust herein created is a private Trust, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee of each Trust herein created shall not be required to enter into any bond as Trustee, nor shall the Trustee be required to return to any court any periodic formal accounting of the Trustee's administration of said Trust, but said Trustee shall render annual accounts to the various beneficiaries of each Trust herein created. No person paying money or delivering property to the Trustee of each Trust herein created shall be required to see to its application.

Any successor Trustee shall have the rights, powers, duties and discretions conferred or imposed on the original Trustee. No successor Trustee shall be obliged to examine the accounts and actions of any previous Trustee. No Trustee shall be liable for any act or


ANN BEARD CLARK

omission unless the same be due to such Trustee's own default. In no event shall a corporate Trustee be a corporation owned or controlled by any beneficiary hereof.

Each Trustee is hereby authorized to receive and retain for the Trustee's services of administering the Trust reasonable fees and compensation in accordance with that which is customarily and generally charged by institutions for performing Trust services of the nature involved in the Trust.

ITEM XII.

For all purposes of this my Last Will and Testament and the disposition of my estate hereunder, the terms "children," "issue," or "descendants" shall be deemed to include persons adopted prior to attaining twenty-one (21) years of age.

ITEM XIII.

In the event that both my said husband and I should die in a common accident, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that my husband shall be deemed to have predeceased me, and this Will and all of its provisions shall be construed upon that assumption.

ITEM XIV.

If any beneficiary other than my husband should die simultaneously with me, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that said beneficiary shall be deemed to have predeceased me, and this Will and all of its provisions shall be construed upon that assumption.

Ann B. Clark
ANN BEARD CLARK

ITEM XV.

This Last Will and Testament consists of twenty (20) typewritten pages, on each of which I have for greater security and identification signed my name thereto.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 30 day of June, 2000.

Ann Beard Clark
ANN BEARD CLARK

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

WITNESSES:

Joann Neal
NAME
4346 Manhasset
ADDRESS
Jackson, MS 39211

Carolyn M. Hood
NAME
72 Lamplighter Road
ADDRESS
Deer, MS 39208

William E. Dossert
NAME
268 West Washington Street
ADDRESS
Bridgeport, MS 39157

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for said county and state, JOANN NEAL, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of ANN BEARD CLARK, of Madison County, Mississippi, who having been by me first duly sworn, makes oath that the said ANN BEARD CLARK signed, published and declared said instrument as her Last Will and Testament on June 30, 2000, in the presence of this affiant and in the presence of WILLIAM E. DOSSETT and CAROLYN M. HOOD BARRETT, the other subscribing witnesses, that said Testatrix was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that she and the said WILLIAM E. DOSSETT and CAROLYN M. HOOD BARRETT subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testatrix and in the presence of each other.

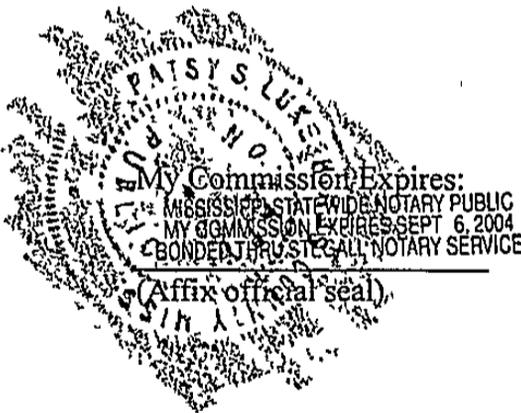
Joann Neal

JOANN NEAL
4346 Manhasset Drive
Jackson, MS 39211

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

Patsy S. Luke

NOTARY PUBLIC



STATE OF MISSISSIPPI

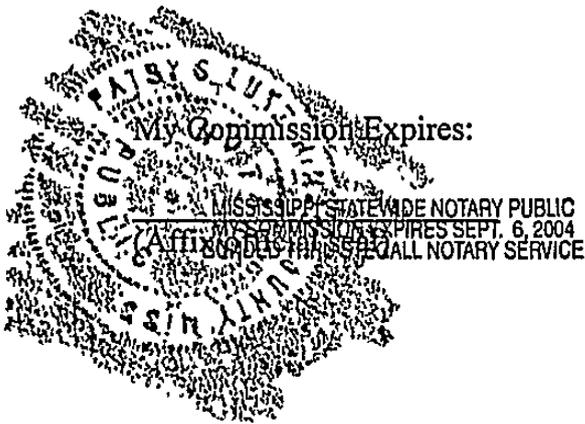
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for said county and state, CAROLYN M. HOOD BARRETT, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of ANN BEARD CLARK, of Madison County, Mississippi, who having been by me first duly sworn, makes oath that the said ANN BEARD CLARK signed, published and declared said instrument as her Last Will and Testament on June 30, 2000, in the presence of this affiant and in the presence of WILLIAM E. DOSSETT and JOANN NEAL, the other subscribing witnesses, that said Testatrix was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that she and the said WILLIAM E. DOSSETT and JOANN NEAL subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testatrix and in the presence of each other.

Carolyn M. Hood Barrett
CAROLYN M. HOOD BARRETT
119 Mandon Lane
Pearl, MS 39208

Sworn to and subscribed before me this, the 24th day of February, 2004.

Patsy Luke
NOTARY PUBLIC



AFFIDAVIT OF SUBSCRIBING WITNESS

B 37 P 053

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for said county and state, WILLIAM E. DOSSETT, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of ANN BEARD CLARK, of Madison County, Mississippi, who having been by me first duly sworn, makes oath that the said ANN BEARD CLARK signed, published and declared said instrument as her Last Will and Testament on June 30, 2000, in the presence of this affiant and in the presence of CAROLYN M. HOOD BARRETT and JOANNNEAL, the other subscribing witnesses, that said Testatrix was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that he and the said CAROLYN M. HOOD BARRETT and JOANNNEAL subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testatrix and in the presence of each other.

William E. Dossett

WILLIAM E. DOSSETT
2014 E. Bourne Place
Jackson, MS 39211

Sworn to and subscribed before me this, the 24 day of February, 2004.

Patsy Duke

NOTARY PUBLIC



Last Will and Testament 2004-168

OF

LINA B. CALLENDER

FILED
 THIS DATE
 MAR 04 2004
 ARTHUR JOHNSTON, CHANCERY CLERK
 BY *Kim Sellers* DC

STATE OF MISSISSIPPI
COUNTY OF JACKSON

KNOW ALL MEN BY THESE PRESENTS:

That I, LINA B. CALLENDER, of Madison County, Mississippi, whose Social Security Number is 426-22-5687, being of sound and disposing mind and memory, and being over the age of twenty-one years and desiring to so provide for the disposition of my estate that there may be no confusion concerning the same after my death, do hereby make, declare and publish this my Last Will and Testament hereby revoking all Wills and Codicils by me at any time heretofore made.

I.

I desire that my funeral expenses and the expense incident to the probating of this Will, be paid out of my estate by my Executor hereinafter named as soon after my demise as may be found convenient.

Page 1 of 3

George A. P... ..

 WITNESS

Lina B Callender

 LINA B. CALLENDER

Yvonne A. Pol

 WITNESS

II.

B 37 P 055

My husband's name was HILTON W. CALLENDER, and he predeceased me on May 2, 1993. I have four (4) children now living. They are as follows:

1. Hilda Traylor, DOB: 07/09/37
2. Marthia Carr, DOB: 10/05/38
3. Stan Callender, DOB: 07/16/42
4. Cherry Ashley, DOB: 12/11/53

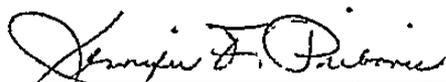
III.

Although mindful of my child, Marthia Carr as my heir, I hereby give, devise and bequeath all of the property of which I may die, seized and possessed of, both real, personal or mixed, to the following persons and divided in the following manner: Hilda Traylor, one third (1/3rd); Stanley Callender, one third (1/3rd); and Cherry Ashley, one third (1/3rd).

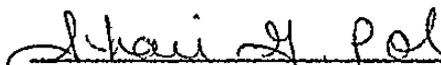
IV.

I hereby nominate and appoint Stan Callender, as Executor of this my Last Will and Testament, with full power and authority to serve in any such capacity as the law provides, and the Court may direct. My Executor shall have full and plenary power and authority to perform any act deemed by him to be for the best interest of the estate without any limitations whatsoever, and without bond.

Page 2 of 3


WITNESS


LINA B. CALLENDER


WITNESS

In the event Stan Callender should predecease me, or in the event he is unwilling or unable to serve, I hereby nominate and appoint Hilda Traylor as Alternate Executrix of this my Last Will and Testament, and Estate, but without necessity of administrator's bond, inventory, appraisal or formal accounting as to the Estate.

VI.

IN WITNESS HEREOF, I hereby sign, publish and declare this my Last Will and Testament in the presence of the persons witnessing my signature at my request on this the 26 day of August, 1994.

Lin B Callender
LINA B. CALLENDER

ATTESTATION CLAUSE

WE, the undersigned witnesses to the Last Will and Testament of LINA B. CALLENDER, hereby certify that we signed said Will as subscribing witnesses thereto at her special instance and request, in her presence and in the presence of each other on the date hereinabove stated.

Jeremiah F. Pelmic
WITNESS

Shari H. Pol
WITNESS

4802 Bronzie Drive
STREET ADDRESS

602 Grand Oaks Drive
STREET ADDRESS

Pascagoula MS 39581
CITY/STATE/ZIP CODE

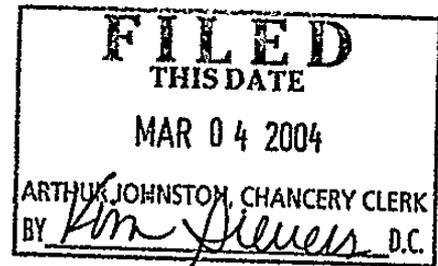
Pascagoula, MS 39567
CITY/STATE/ZIP CODE

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF LINA B. CALLENDER,
DECEASED

NO. 2004-168

AFFIDAVIT



STATE OF MISSISSIPPI
COUNTY OF HINDS

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

That affiant is the duly appointed, qualified and acting Executor of the Estate of Lina B. Callender, 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 18th day of February, 2004.

[Handwritten Signature]
STAN CALLENDER, EXECUTOR

B 37 P 058

SWORN TO AND SUBSCRIBED BEFORE ME, this the 18th day of

February, 2004.

Cyndi J. Amerson
NOTARY PUBLIC

My commission expires:

3-26-05



PRESENTED BY:

DANA E. KELLY, BAR # 3555
KELLY, GAULT & HEALY, L.L.P.
4400 OLD CANTON ROAD, SUITE 220
POST OFFICE BOX 13926
JACKSON, MISSISSIPPI 39236
(601) 366-1243

2.2 Descendants. "My descendants" as used throughout this will means my descendants by roots in being at my death unless other descendants are clearly indicated.

2.3 Retirement Plans. I give to Albert L. Smith, Jr. all of my interest in any Individual Retirement Accounts in the name of Albert L. Smith, Jr. and in any Qualified Retirement Plan benefits resulting from any such plans in which Albert L. Smith, Jr. is a participant.

III. RESIDUARY ESTATE

3.1 Residuary Estate. All of my remaining property constitutes my Residuary Estate.

3.2 Bequest of Residuary Estate.

A. If Albert L. Smith, Jr. and any of my descendants survive me, then, subject to the usufruct of Albert L. Smith, Jr., which I confirm for life, I give my Residuary Estate to my descendants.

B. If Albert L. Smith, Jr. predeceases me, but any of my descendants survive me, I give my Residuary Estate to my descendants.

C. If Albert L. Smith, Jr. survives me but none of my descendants survive me, I give my Residuary Estate to Albert L. Smith, Jr.

IV. MISCELLANEOUS PROVISIONS

4.1 Executor. I name Albert L. Smith, Jr. as Executor of my succession. Should he cease or fail to serve, I name Anne Smith Haley as successor Executrix. Should she cease or fail to serve, I name Michael D. Haley as successor Executor.

Baton Rouge, Louisiana, this 25th day of October, 1995.
Page 2 of 6 Pages

Mary Belle H. Smith
MARY BELLE H. SMITH, Testatrix

4.2 Compensation. My Executors shall serve without compensation. Executors who serve without compensation shall be entitled to recover their expenses from my estate.

4.3 Bond. I dispense all of my Executors including any duly appointed dative or provisional executor from giving bond.

4.4 Attorney. I recommend Paul C. Pepitone as the attorney for my Executors. For legal services rendered to my Executors, their attorneys shall accept as full compensation for their services their reasonable hourly rate.

4.5 Subsequent birth or adoptions. If a child is born to me or a person is adopted or legitimated by me after the date hereof, this will shall nevertheless remain in full force and effect.

4.6. Debts, taxes, and expenses. All of my debts and taxes shall be paid in accordance with law. None of my debts shall be deemed accelerated solely by reason of my death nor shall this subparagraph be construed as directing my Executors to discharge any debt or other charge that may encumber any of my property. My Executors are authorized to pay expenses from the income of my estate.

4.7 Usufructuary Powers. With regard to any and all usufruct bequests made in this will to Albert L. Smith, Jr. which were confirmed for life, Albert L. Smith, Jr. shall have the greatest power and authority permitted by law with respect to the property subject to the usufruct. Therefore, Albert L. Smith, Jr. shall have all of the following rights and powers but only to the extent that they are permitted by law and he shall have any additional powers now or subsequently permitted by law. Albert L. Smith, Jr. is relieved of any responsibility to preserve the substance of the property, and he may convert a usufruct of a non-consumable to a usufruct of a consumable. Albert L. Smith, Jr.'s authority shall include, but shall not be limited to, the authority to sell, exchange, or transfer non-consumable property and to enjoy

Baton Rouge, Louisiana, this 25th day of October, 1995.
Page 3 of 6 Pages

Mary Belle H. Smith

MARY BELLE H. SMITH, Testatrix

a usufruct over the proceeds of the sale, exchange, or transfer. Such a sale, exchange, or transfer may be made without the consent of the naked owners. Albert L. Smith, Jr. may invest the proceeds in consumable or non-consumable property and the power and authority granted by this paragraph shall apply to each investment or reinvestment of proceeds just as those powers applied to the original property subject to the usufruct. If Albert L. Smith, Jr. sells, exchanges, or transfers non-consumable property, then he shall be liable to account to the naked owners at the termination of the usufruct for the value, as of the date of such sale, exchange or transfer, of the original non-consumable property which was sold, exchanged or transferred by Albert L. Smith, Jr. To the extent permitted by law, I dispense with any bond or security otherwise required of the usufructuary and I likewise dispense with any inventory or other formality to the extent that the law will permit me to do so. Albert L. Smith, Jr. shall have the right to minerals produced from land subject to the usufruct whether or not said minerals were in production at the time the usufruct commenced. If any of the powers granted in this paragraph should violate a forced heir's rights, said powers shall not take effect unless such forced heir waives that impingement.

4.8 Powers of selection. My Executor shall have full power and discretion to select particular properties, groups of properties, or classifications of properties to satisfy any other bequest.

4.9 Scope of Executors' powers. I intend for my Executors to have all of the powers that may be granted to Executors at the time of my death. To the maximum extent permitted by law until their final discharge, I give to my Executors full power and authority to act on behalf of my estate independently of court supervision.

4.10 Common Disaster. Should I die together with any heir or legatee in circumstances making it doubtful as to which of

Baton Rouge, Louisiana, this 25th day of October, 1995.
Page 4 of 6 Pages

Mary Belle H. Smith
MARY BELLE H. SMITH, Testatrix

us died first, it shall be presumed that I survived.

4.11 Condition of survival. All bequests made to Albert L. Smith, Jr. herein are subject to the suspensive condition that he shall survive me for a period of not less than 90 days. Should Albert L. Smith, Jr. fail to survive me for a period of at least 90 days, he shall be treated for the purposes of this will as though he had predeceased me.

4.12 Collation. I dispense all of my forced heirs from collating any gift received from me whether inter vivos or by reason of my death.

4.13 Expenses of delivery. The expenses of collecting, protecting, appraising, packing, storing, shipping, cleaning and insuring any property bequeathed in this will shall be paid as an administrative expense of my succession.

4.14 Insurance proceeds. All bequests in this will shall include all of my interest in any policies insuring such property against any loss or liability and the proceeds of all such policies. Should I sell any of the property specially bequeathed herein, I give that legatee the right to receive and retain any uncollected sales proceeds due on and after my death.

4.15 Life Insurance. Should there be any inheritance, estate or other taxes due upon my death, such taxes shall be paid out of my succession by the persons who share in the succession in the proportions in which they share. Should there be any inheritance, estate or other taxes due because of the inclusion of the proceeds of any life insurance policy in my taxable estate, the named beneficiary of this insurance shall pay the proportionate share of the tax caused by the inclusion of the insurance proceeds in the computation of the tax.

4.16 Disclaimers. My Executors shall have the power to disclaim (renounce) all or part of any legacy or gift to me not accepted by me prior to my death. To the extent any legatee, other than Albert L. Smith, Jr., disclaims any bequest herein, the

Baton Rouge, Louisiana, this 25th day of October, 1995.
Page 5 of 6 Pages

Mary Belle H. Smith

MARY BELLE H. SMITH, Testatrix

disclaimed interest shall pass as though the disclaiming legatee had predeceased me.

Mary Belle H. Smith
MARY BELLE H. SMITH

The testatrix has signed this will at the end and on each other separate page, and has declared or signified in our presence that it is her last will and testament, and in the presence of the testatrix and each other we have hereunto subscribed our names on this 25th day of October, 1995.

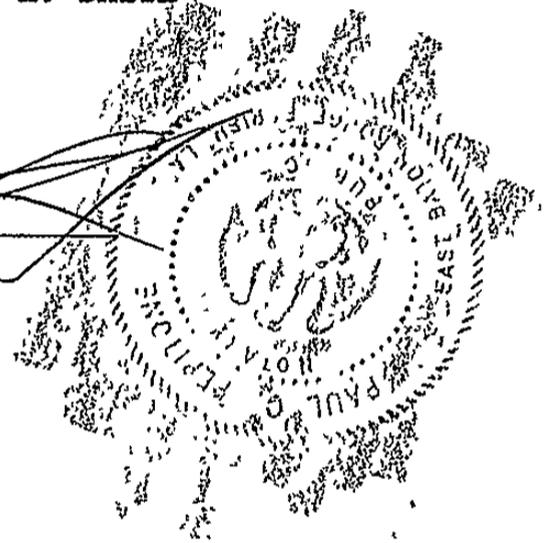
WITNESSES:

Carla B. Larson

Mary Belle H. Smith
MARY BELLE H. SMITH

Kathie J. Makawley

Paul C. Pepitone
PAUL C. PEPITONE
NOTARY PUBLIC



Baton Rouge, Louisiana, this 25th day of October, 1995.
Page 6 of 6 Pages

Mary Belle H. Smith
MARY BELLE H. SMITH, Testatrix

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF MARY BELLE H. SMITH, DECEASED

CIVIL ACTION, FILE NO. _____

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF LOUISIANA

PARISH OF EAST BATON Rouge

FILED	
THIS DATE	
MAR 04 2004	
ARTHUR JOHNSTON, CHANCERY CLERK	
BY <i>[Signature]</i>	D.C.

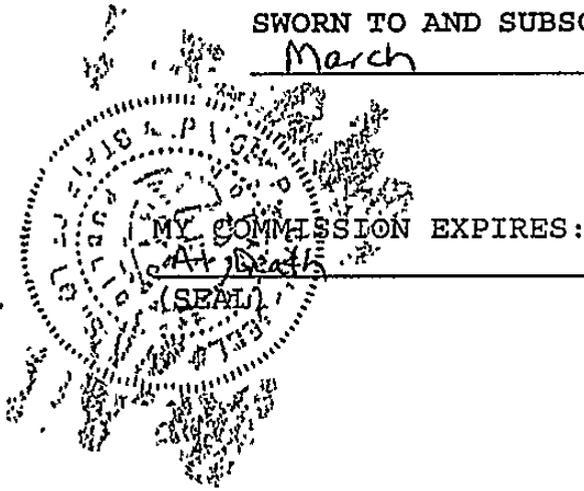
THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Kathie E. McKinney, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Mary Belle H. Smith, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Mary Belle H. Smith, signed, published and declared said instrument as her Last Will and Testament on the 25th day of October, 1995, the day and date of said instrument, in the presence of this affiant and Carla B. Gascon, 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, Kathie E. McKinney, the Affiant and Carla B. Gascon, 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.

Kathie E. McKinney
Kathie E. McKinney

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 1st day of March, 2004.

[Signature]
NOTARY PUBLIC



2004-170

LAST WILL AND TESTAMENT
OF
ANNIE LEE SEGREST THOMAS

I, ANNIE LEE SEGREST THOMAS, an adult resident of Ridgeland, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

I appoint FRANCES ANNE DAVIS LAUBENTHAL as Executor of my estate under this Will. If she is unwilling or unable to serve as Executor, I appoint JAMES PATRICK LAUBENTHAL of Mobile, Alabama, as successor Executor.

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

ITEM II.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate.

ITEM III.

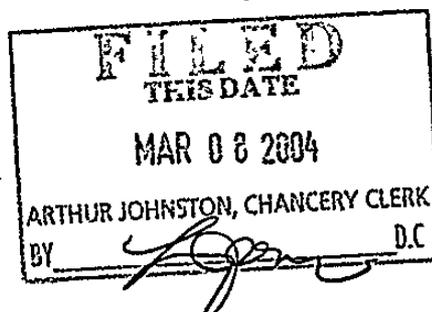
If she survives me, I give and bequeath to MARY ANNE SEGREST RICE, my white gold and diamond set Hamilton watch.

ITEM IV.

I give, devise and bequeath the rest and residue of my estate, real and personal, of whatsoever kind or character, and wheresoever located, to FRANCES W. SEGREST and

FOR IDENTIFICATION:

Annie Lee Thomas



IDA RUTH SEGREST DAVIS, in equal shares If FRANCES W SEGREST predeceases me, I give, devise and bequeath her share to IDA RUTH SEGREST DAVIS if she is living at my death. If IDA RUTH SEGREST DAVIS predeceases me, I give, devise and bequeath her share to FRANCES W. SEGREST if she is living at my death. If both FRANCES W. SEGREST and IDA RUTH SEGREST DAVIS predecease me, I give, devise and bequeath the rest and residue of my estate to FRANCES ANNE DAVIS LAUBENTHAL.

ITEM V.

I expressly confer upon my Executor all rights, powers, duties, and authorities conferred upon a Trustee under the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. I authorize my Executor to exercise any such powers and authorities granted in this Will or by the Uniform Trustees' Powers Law of Mississippi without the necessity of obtaining court approval. All rights, powers, duties and discretion granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executor nor any successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that my Executor, or any successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law.

FOR IDENTIFICATION:

Ann Lee Thomas

My Executor shall have the authority to disclaim or renounce any interest in property, in whole or in part, including any power with respect to property and including an undivided interest in property transferred to me or to my estate. Any disclaimer by my Executor shall be made in writing stating specifically the property or interest disclaimed and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder of the legal title to the property to which the interest relates. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 12th day of March, 2003.

Annie Lee Segrest Thomas
Annie Lee Segrest Thomas

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

Robert Bradford

Jackson, MS
Address

Alicia G. Harrington

Jackson, MS
Address

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI

COUNTY OF _____

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the individuals whose signatures appear below (the "Affiants"), who being by me first duly sworn according to law stated on oath:

(1) That each of the Affiants is one of the subscribing witnesses to the foregoing Last Will and Testament of ANNIE LEE SEGREST THOMAS, who is personally known to each Affiant, and whose signature is affixed to the foregoing Last Will and Testament.

(2) That on the date specified below, the testator signed, published and declared the foregoing instrument of writing as the testator's Last Will and Testament, in the presence of both Affiants who acted as subscribing witnesses.

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

(4) That the Affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the testator and in the presence of each other.

Robert Bradford Jones
Signature

Robert Bradford Jones
4268 I-55 North
Jackson, Mississippi 39211

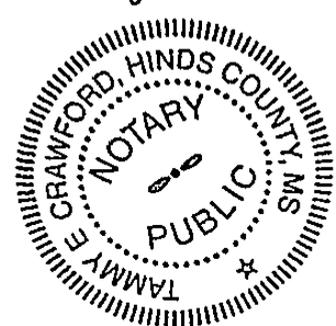
Alecia G. Herrington
Signature

Alecia G. Herrington
728 Colonial Circle
Jackson, Mississippi 39211

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12th day of March, 2003.

Tammy E. Crawford
Notary Public

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



2004-172

LAST WILL AND TESTAMENT
OF
FRANCES WALKER SEGREST

I, FRANCES WALKER SEGREST, an adult resident of Jackson, Hinds County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

I appoint my sisters, ANNIE LEE THOMAS and IDA RUTH DAVIS, to serve jointly as Executor of my estate under this Will. In the event one of them is or becomes unable or unwilling to serve as an Executor, the other shall serve alone as Executor. If neither of my sisters is willing or able to act as Executor, I appoint my niece, FRANCES ANNE LAUBENTHAL, as Executor. If all of them are or become unable or unwilling to serve as Executor, I appoint TRUSTMARK NATIONAL, Jackson, Mississippi, as Executor

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

FILED
THIS DATE
MAR 08 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

FOR IDENTIFICATION

Frances Walker Segrest

ITEM II

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate

ITEM III

I give, devise and bequeath my entire estate, real and personal, of whatsoever kind or character and wheresoever situated, in equal shares to my sisters, ANNIE LEE THOMAS and IDA RUTH DAVIS, if both are living at my death. If ANNIE LEE THOMAS predeceases me, I give, devise and bequeath my entire estate to IDA RUTH DAVIS. If IDA RUTH DAVIS predeceases me, I give, devise and bequeath my entire estate to ANNIE LEE THOMAS. If both ANNIE LEE THOMAS and IDA RUTH DAVIS predecease me, I give, devise and bequeath my entire estate to my niece, FRANCES ANNE LAUBENTHAL, with her descendants to take my estate per stirpes, if she predeceases me.

ITEM IV

In addition to the powers and authorities specifically granted to my Executor under this Will, I expressly confer upon my Executor all rights, powers, duties, and authorities conferred upon a Trustee under the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. I authorize my Executor to exercise any such powers and authorities granted in this Will or by the Uniform Trustees' Powers Law of Mississippi without the necessity of obtaining court approval. All rights, powers, duties and discretion granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executor nor any successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that

FOR IDENTIFICATION

Francis Walker Segrest

my Executor, or any successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court. Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 17 day of November, 1999.

Frances Walker Segrest
Frances Walker Segrest

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

James R. Dorsett, Jr. Jackson, Mississippi
Address

Jammy E. Crawford Jackson, Mississippi
Address

FILED	
THIS DATE	
MAR 08 2004	
ARTHUR JOHNSTON, CHANCERY CLERK	
BY	DC

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF FRANCES WALKER SEGREST,
DECEASED

NO. 2004-172

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

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

A. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of FRANCES WALKER SEGREST, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 17th day of November, 1999.

B. That on the 17th day of November, 1999, the said FRANCES WALKER SEGREST, signed, published and declared said instrument of writing as her Last Will

and Testament, in the presence of this affiant and in the presence of TAMMY C. CRAWFORD, the other subscribing witness to said instrument.

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

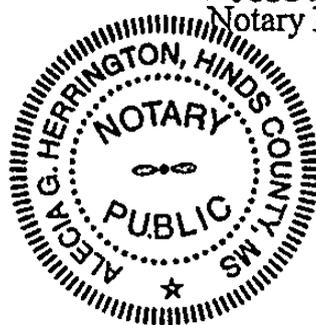
D. That this affiant, together with TAMMY E. CRAWFORD, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said FRANCES WALKER SEGREST, and in the presence of each other.

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

SWORN TO AND SUBSCRIBED BEFORE ME on this the 4th day of March, 2004.

Alecia G. Herrington
Notary Public

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 14, 2006
BONDED THRU STEGAI NOTARY SERVICE



Leonard C. Martin

Leonard C. Martin
BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ
Post Office Box 14167
Jackson, Mississippi 39236
Telephone: (601) 351-2400
State Bar #1897

ATTORNEY

FILED
THIS DATE
MAR 08 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF FRANCES WALKER SEGREST,
DECEASED

NO. 2004-172

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 TAMMY E. CRAWFORD, who being by me first duly sworn according to law, says on oath:

A That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of FRANCES WALKER SEGREST, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 17th day of November, 1999.

B. That on the 17th day of November, 1999, the said FRANCES WALKER SEGREST, signed, published and declared said instrument of writing as her Last Will

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

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

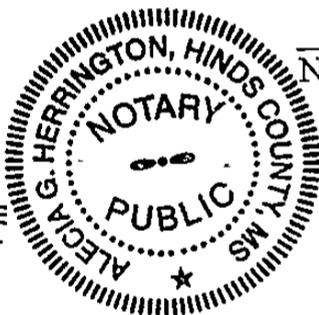
D. That this affiant, together with JAMES K DOSSETT, JR., subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said FRANCES WALKER SEGREST, and in the presence of each other.

Tammy E. Crawford
Tammy E. Crawford

SWORN TO AND SUBSCRIBED BEFORE ME on this the 4th day of March, 2004.

Alecia G. Herrington
Notary Public

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 14, 2008
BONDED THRU STEGALI NOTARY SERVICE



Leonard C. Martin

Leonard C. Martin
BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ
Post Office Box 14167
Jackson, Mississippi 39236
Telephone: (601) 351-2400
State Bar #1897

ATTORNEY

FILED
THIS DATE
MAR 06 2004
ARTHUR JOHNSTON CHANCERY CLERK
BY *Kim Stevens* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY
MISSISSIPPI

IN THE MATTER OF THE ESTATE OF:
WILLIAM NICHOLS PHILLIPS, JR.,
DECEASED

NO. 2004-180

AFFIDAVIT OF ADMINISTRATOR

STATE OF MISSISSIPPI
COUNTY OF RANKIN

PERSONALLY came and appeared before me, the undersigned authority of law in and for the above styled jurisdiction, the within named WILLIAM N. PHILLIPS, Administrator of the Estate of William Nichols Phillips, Jr., deceased, who having been by me first duly sworn states on his oath the following, to-wit:

1. That the undersigned affiant has made reasonably diligent efforts to identify persons having claims against this estate, and can determine no person or firm who has such claims.

2. Further, Affiant sayeth not.

Wm. N. Phillips

WILLIAM N. PHILLIPS

SWORN TO AND SUBSCRIBED before me, this the 8th day of February, 2004.

Carolee A. Lawrence

NOTARY PUBLIC

MY COMMISSION EXPIRES:

9-19-06

2004-186

LAST WILL AND TESTAMENT
OF
WOODROW W. BAILEY

I, WOODROW W. BAILEY, an adult resident of Madison, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I

My wife's name is SARA ANDERSON BAILEY, and she is herein referred to as "my wife."

ITEM II

I appoint BANCORPSOUTH, Jackson, Mississippi, as Executor of my estate under this Will.

ITEM III.

My Executor shall pay all funeral expenses, costs of administration, and other proper claims against my estate. I have directed the Trustee of the "Woodrow W. Bailey Revocable Trust" created by me on May 29, 1998 and amended and restated the 24th day of May, 2001, to pay all expenses and claims against me or my estate including, but not limited to, taxes, penalties, interest, and all administration expenses. All such claims and expenses shall be charged as provided for under the terms of that trust. I hereby waive any right of recovery, whether arising under

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

Section 2206, 2207, 2207A, 2207B, or otherwise, with respect to estate taxes, except that my Executor shall require the Trustee to comply with the applicable instructions of the trust.

ITEM IV

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

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

Any amounts devised or bequeathed in this Will are in addition to any amounts received by that person or trust from any life insurance policy insuring my life.

In the event any beneficiary under this Will or any beneficiary of a trust which is a beneficiary under this Will (other than SARA ANDERSON BAILEY) contests any provision of this Will or any provision of a trust which is a beneficiary herein, any and all bequests to that beneficiary whether outright or in trust shall be revoked and shall be void.

ITEM V.

To my wife, SARA ANDERSON BAILEY, if she survives me, I give and bequeath my automobiles and other vehicles, club memberships, clothing, jewelry, and other personal effects

ITEM VI.

If my wife does not survive me, I give and bequeath to the GUY BAILEY, JR. and PAULINE WILLIAMS BAILEY, in substantially equal shares, my clothing (wherever located), together with any furniture, furnishings, small appliances, linens, glassware, dishes or the like and any other clothing located in our living unit in St. Catherine's Village, Madison, Mississippi.

ITEM VII.

I devise and bequeath to the Trustee of the "Woodrow W. Bailey Revocable Trust" created by me on May 29, 1998, and amended and restated the 24th day of May, 2001, the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever situated, including any bequest that may lapse or be renounced or disclaimed or that may otherwise be ineffective for any reason, to be held, administered and distributed as provided therein.

ITEM VIII.

If my wife does not survive me, I exercise the power of appointment granted to me under Article IV of the "Sara Anderson Bailey Revocable Trust Number Two," created by my wife and dated May 24, 2001, as follows. If the Trustee has not done so prior to my death, I direct the Trustee to divide the "Sara Anderson Bailey Revocable Trust Number Two" into two separate trusts, one with an inclusion ratio of zero for federal generation skipping tax purposes and one with an inclusion ratio of one. I further direct the Trustee to distribute the assets of the separate trust with the inclusion ratio of zero, in equal shares, to the children of CAROL ANN BAILEY SPIEDEL, GUY BAILEY, JR., JOE ANN HULL PARKER BAYNE, GWENN HULL BENTON, LELA HULL LYONS EWING CARNES, JEANNETTE HULL

SLY, JANE BROWN PARKS HEWES, BETTY WARD MCMILLAN BUCKNER,
JERRY BAILEY WARD, JOHN F. ANDERSON, JR , SARA WITSELL
ANDERSON, H. C. BAILEY, JR. , WILLIAM C. BAILEY, CATHERINE J.
BAILEY, PAMELA BAILEY EDWARDS, CYNTHIA BAILEY ADAMS,
SHERWOOD R. BAILEY, JR., and JODY NELSON BAILEY, presently being

1. LISA BAILEY STRAUSS
2. GUY BAILEY, III
3. WILLIAM SCOTT BAILEY
4. STEVEN WILSON BAILEY
5. JILL SUZANNE SPEIDELL BORTZ
6. FREDERICK GEORGE SPEIDELL, III
7. STACEY ANN SPEIDELL
8. PAMELA PARKER GEORGE
9. DAWN ELISE BENTON
10. MARVIN DEAN BENTON, II
11. LOUIS CLAYTON LYONS, JR.
12. MARY BETH DERTHICK
13. DAVID PARRISH SLY
14. MICHAEL HOWARD SLY
15. LISA G. SLY ANDERSON
16. RUSSELL EUGENE SLY
17. JENNIFER SLY GOODMAN
18. AMY LEE SLY HEBDON
19. ERAN REED SLY
20. CHRISTOPHER PEARSON SLY
21. JORDAN BAILEY PARKS GOODWIN
22. FREDERICK SEARLE HEWES, V

23. AMY LUCILLE MCMILLIAN
24. FREDERICK LEE MCMILLIAN, III
25. WILLIAM STANDISH WARD
26. LISA LUCILLE WARD
27. JOHN FRIERSON ANDERSON, III
28. SAMUEL ERNEST ANDERSON
29. MARJORIE ELIZABETH ANDERSON THOMAS
30. ELIZABETH LEIGH BAILEY RANDLE
31. H. C. BAILEY, III
32. CATHERINE ELISE BAILEY BRELAND
33. CAROL ALDRIDGE BAILEY ADKINS
34. VERA JEANNETTE BAILEY
35. STACIE CURTIS BAILEY
36. ELISE QUAY INGELS
37. MARTHA JEANETTE INGELS
38. PAMELA KRISTEN EDWARDS
39. COURTNEY BAILEY EDWARDS
40. MARY EVELYN EDWARDS
41. CYNTHIA WENDELL EDWARDS
42. JAMES NOEL ADAMS, II
43. GEORGE BAILEY ADAMS
44. CYNTHIA ELIZABETH ADAMS
45. AUDRY MILES BAILEY
46. KATHRYN ANNE BAILEY; and
47. SHERWOOD NELSON BAILEY

The assets of the separate trust with the inclusion ratio of one shall be distributed as provided in Article V of the "Sara Anderson Bailey Revocable Trust Number Two" created by my wife and dated May 24, 2001.

ITEM IX.

If my wife and I die simultaneously, or under circumstances which make it difficult to determine which 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 X.

I direct that my Executor employ JAMES K. DOSSETT, JR., of Jackson, Mississippi, as attorney for my estate. If JAMES K. DOSSETT, JR., is unwilling or unable to serve as attorney, then my Executor shall consult with H. C. BAILEY, JR., as long as he is living and is capable of acting, in the selection of an attorney. The Executor, with concurrence of H. C. BAILEY, JR., can change the attorney for my Estate

My Executor shall consult with H. C. BAILEY, JR. and JAMES K. DOSSETT, JR. in the selection of an appraiser for my estate, but any appraiser of real estate so selected shall have the MAI designation.

When selling property, if H. C. BAILEY, JR. is not involved in the sale, the property can be sold at an amount approved by him, even if that price is lower than the appraised value (used for estate tax valuation).

Since RODERICK S RUSS, III, CPA, is familiar with my business, I request my Executor consider using his services for any accounting work not performed by employees of my Executor.

ITEM XI.

I direct that JAMES K. DOSSETT, JR , of Jackson, Mississippi, as long as he is serving as attorney for my estate, vote on behalf of my estate any shares of stock of any closely held corporation, and that he exercise on behalf of my estate any voting rights granted by any partnership in which my estate holds an interest. If JAMES K. DOSSETT, JR., is unwilling or unable to vote the stock or partnership interest, then my Executor shall vote the shares or exercise the partnership voting rights.

I direct that JAMES K. DOSSETT, JR. or RODERICK S. RUSS, III, may cancel any Deed of Trust securing any indebtedness owed me when such obligation has been paid or satisfied in full.

ITEM XII.

I authorize my Executor to lend to any or all of the trusts created by me within the Irrevocable Trust Agreement dated December 14, 1984, and recorded in Book 3056 at Page 145 of the records of the Chancery Court of Hinds County, Mississippi, and to the "W. W. Bailey Trust No. 2" created by me by Irrevocable Trust Agreement dated the 13th day of September, 1994 such amount or amounts as my Executor determines to be necessary for the Trustee of the trusts to pay premiums due on any life insurance policies held in such trusts. Such loan shall be on such terms and conditions as my Executor deems appropriate except that an assignment of the life insurance policy on which premiums are due shall be considered adequate collateral

and the interest rate charged shall be no less than the short term applicable federal rate for Federal income tax purposes.

ITEM XIII

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

All rights, powers, duties and discretions granted to or imposed upon a Trustee under the Uniform Trustee's Powers Law of Mississippi as it now exists or may hereafter be amended, other laws of the State of Mississippi, and as set forth in other provisions of this Will shall be granted to or conferred upon my Executor and shall be exercisable by my Executor without the necessity of court approval.

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. However, my Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital or charitable deduction otherwise allowable in determining the federal estate tax due by my estate. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the

provisions of the Internal Revenue Code or of any other tax law. I specifically authorize my Executor to allocate any of my available generation-skipping tax exemptions from the federal generation-skipping tax as allowed by Section 2631 to any property of which I am deemed to be the transferor under Section 2652(a), including any property not in my probate estate and any property transferred by me during life as to which no allocation of the exemption was made prior to my death.

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

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

My Executor should be aware that at the death of my wife and me, there will be a refund of One Hundred Fifty-two Thousand Seven Hundred Fifty Dollars

(\$152,750.00) from ST. CATHERINE'S VILLAGE, Madison, Mississippi which should go to the estate of the last of us to die.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 13th day of November, 2002

Woodrow W. Bailey
Woodrow W. Bailey

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

Stacy E. Thomas

Jackson, MS
Address

Alvin G. Hemington

Jackson, MS
Address

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI

COUNTY OF HINDS

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the individuals whose signatures appear below (the "Affiants"), who being by me first duly sworn according to law stated on oath:

(1) That each of the Affiants is one of the subscribing witnesses to the foregoing Last Will and Testament of WOODROW W. BAILEY, who is personally known to each Affiant, and whose signature is affixed to the foregoing Last Will and Testament

(2) That on the date specified below, the testator signed, published and declared the foregoing instrument of writing as the testator's Last Will and Testament, in the presence of both Affiants who acted as subscribing witnesses.

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

(4) That the Affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the testator and in the presence of each other.

Stacy E. Thomas
Signature

Stacy E. Thomas
107 Sweetgum Drive
Jackson, MS 39212

Alecia G. Herrington
Signature

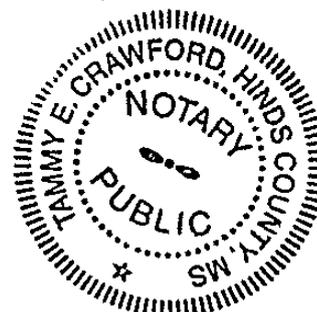
Alecia G. Herrington
728 Colonial Circle
Jackson, Mississippi 39211

SWORN TO AND SUBSCRIBED BEFORE ME, this the 13th day of November, 2002.

Tammy E. Crawford
Notary Public

My Commission Expires: _____

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 13, 2005
BONDED THRU STEGALL NOTARY SERVICE



IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF ANNIE LEE SEGREST THOMAS,
DECEASED

NO. 2004-170

AFFIDAVIT OF EXECUTOR

STATE OF MISSISSIPPI
COUNTY OF HINDS

FILED
THIS DATE
MAR 09 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* DC

On this the 8th day of March, 2004, personally came FRANCES ANNE DAVIS LAUBENTHAL, qualified and acting Executor of the ESTATE OF ANNIE LEE SEGREST THOMAS, DECEASED, having been appointed by an order of the Chancery Court of Madison County, Mississippi, dated March 8, 2004, before the undersigned officer in and for said county and state, who, being duly sworn, deposes and says that pursuant to Miss. Code Ann. §91-7-145 (1972), she has made reasonably diligent efforts to identify persons having claims against the estate and has given written notice to all persons having claims against said Estate whose identity is known by the Executor or whose identity is reasonably ascertainable by said Executor. The undersigned has notified those persons having claims against said Estate to present the same to the Clerk of the Chancery Court for probate and registration according to law, within ninety (90) days from the date of the first publication of the notice to creditors in the Madison County Herald, a newspaper published in the City of

published in the City of Canton, County of Madison, Mississippi, and copies of all letters providing actual notice to such persons are attached hereto.

THIS the 8th day of March, 2004.

Frances Anne Davis Laubenthal
Frances Anne Davis Laubenthal, Executor
of the Estate of Annie Lee Segrest Thomas,
Deceased

STATE OF MISSISSIPPI

COUNTY OF Hinds

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named FRANCES ANNE DAVIS LAUBENTHAL, Executor of the Estate of ANNIE LEE SEGREST THOMAS, who, being by me first duly sworn according to law, states on oath that the statements contained in the above and foregoing instrument are true and correct as therein stated and set forth.

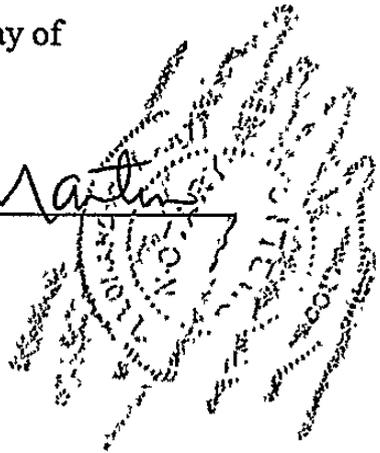
Frances Anne Davis Laubenthal
Frances Anne Davis Laubenthal, Executor
of the Estate of Annie Lee Segrest Thomas,
Deceased

SWORN TO AND SUBSCRIBED BEFORE ME on this the 8th day of
March, 2004.

Edward C. Martin
Notary Public

My Commission Expires:

June 25, 2004



Leonard C. Martin

Leonard C. Martin

BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ

Post Office Box 14167

Jackson, Mississippi 39236

Telephone: (601) 351-2400

State Bar #1897

ATTORNEY

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

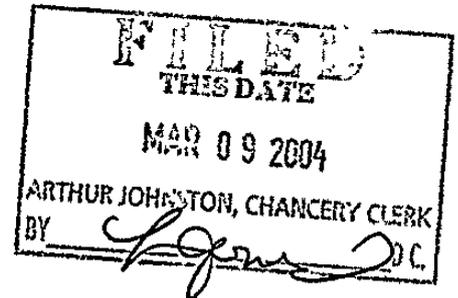
ESTATE OF FRANCES WALKER SEGREST,
DECEASED

NO. 2004-172

AFFIDAVIT OF EXECUTOR

STATE OF MISSISSIPPI

COUNTY OF Hinds



On this the 8th day of March, 2004, personally came FRANCES ANNE DAVIS LAUBENTHAL, qualified and acting Executor of the ESTATE OF FRANCES WALKER SEGREST, DECEASED, having been appointed by an order of the Chancery Court of Madison County, Mississippi, dated March 8th, 2004, before the undersigned officer in and for said county and state, who, being duly sworn, deposes and says that pursuant to Miss. Code Ann. §91-7-145 (1972), she has made reasonably diligent efforts to identify persons having claims against the estate and has found none.

THIS the 8th day of March, 2004.

Frances Anne Davis Laubenthal
Frances Anne Davis Laubenthal, Executor
of the Estate of Frances Walker Segrest,
Deceased

STATE OF MISSISSIPPI

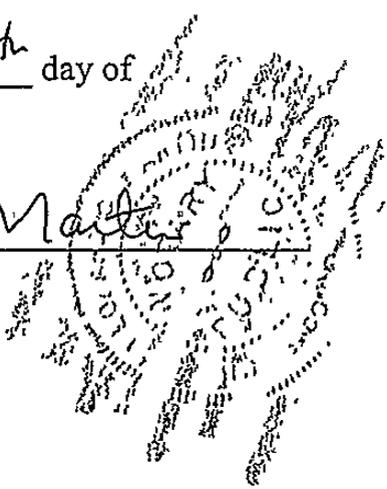
COUNTY OF Hinds

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named FRANCES ANNE DAVIS LAUBENTHAL, Executor of the Estate of FRANCES WALKER SEGREST, who, being by me first duly sworn according to law, states on oath that the statements contained in the above and foregoing instrument are true and correct as therein stated and set forth.

Frances Anne Davis Laubenthal
Frances Anne Davis Laubenthal, Executor
of the Estate of Frances Walker Segrest,
Deceased

SWORN TO AND SUBSCRIBED BEFORE ME on this the 8th day of
March, 2004

Leonard C. Martin
Notary Public



My Commission Expires:

June 25, 2004
Leonard C. Martin

Leonard C. Martin
BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ
Post Office Box 14167
Jackson, Mississippi 39236
Telephone: (601) 351-2400
State Bar #1897

ATTORNEY

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

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

ITEM V

If my son, JAMES M. CAIN, JR., survives me, I give, devise and bequeath to him my entire estate, real and personal, of whatsoever kind or character and wheresoever situated.

ITEM VI

If I am not survived by my son, JAMES M. CAIN, JR., I give, devise and bequeath my entire estate, real and personal, of whatsoever kind or character, and wheresoever located, outright, in equal shares, to my sister, JOAN CORLEY, and my daughter-in-law, JANE HUCKABAY CAIN, or to the survivor.

ITEM VII

Any recipient of property hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may

FOR IDENTIFICATION:

PTL

Chancery Court in which my Will is probated and shall also be delivered to my Executor.

If any individual disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to the person or persons who would have received such property if the disclaimant had predeceased me.

ITEM VIII.

I hereby nominate and request that my Executor retain the services of ROBERT S. MURPHREE, Attorney at Law, Jackson, Mississippi, to provide legal services in the handling of my estate. ROBERT S. MURPHREE is familiar with my affairs and my intentions and can best advise my Executor in regard to the same.

ITEM IX

In addition to the powers and authorities specifically granted to my Executor under this Will, I expressly confer upon my Executor all rights, powers, duties, and authorities conferred upon a Trustee under the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. I authorize my Executor to exercise any such powers and authorities granted in this Will or by the Uniform Trustees' Powers Law of Mississippi without the necessity of obtaining court approval. All rights, powers, duties and discretion granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executor nor any successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that my Executor, or any successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest

FOR IDENTIFICATION

P 71

provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law.

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

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

I specifically authorize my Executor to borrow such funds as may be necessary to pay my debts and administration expenses and taxes of my estate and to pledge such of my property, real or personal, as may be necessary to secure such loan, provided, however, that my Executor shall not pledge any property specifically devised or bequeathed herein. My Executor shall not be required to pay or otherwise satisfy such

FOR IDENTIFICATION:

 P 2 L

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 herein.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 17th day of OCTOBER, 2000.

Patricia Fletcher Levy
Patricia Fletcher Levy

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

Leonard C. Martin 139 Woodland Dr
Jackson, MS 39216
Address

Eileen K. Stephenson 141 Post Hill Road
Brandon, MS 39042
Address