

LAST WILL AND TESTAMENT

2004-296

OF

KENNETH A. BROWN

I, KENNETH A. BROWN, an adult resident citizen of Madison, Madison County, Mississippi, being of sound and disposing mind and memory, 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.

EXECUTRIX AND SUCCESSOR EXECUTOR

I appoint my wife, MARY M. BROWN, as Executrix of my Estate under this Will If MARY M. BROWN is or becomes unable or unwilling to serve as Executrix, I appoint my son, WILLIAM A. BROWN, SR , to serve as successor Executor If neither MARY M. BROWN nor WILLIAM A. BROWN, SR. are able or willing to serve as Executrix or Executor, then I appoint my daughter, MARGARET BROWN, to serve as successor Executrix If neither MARY M BROWN, WILLIAM A. BROWN, SR., nor MARGARET BROWN are able or willing to serve as Executrix or Executor, then I appoint my daughter, NANCY BROWN OSTER, to serve as successor Executrix. (For convenience, my Executrix shall be referred to herein as "Executor ")

FILED
THIS DATE
APR 22 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

[Handwritten initials]

ITEM II.

WIFE AND CHILDREN

My wife's name is MARY M BROWN, and she is sometimes referred to herein as "my wife." I have three (3) adult children now living and they are MARGARET BROWN, NANCY BROWN OSTER and WILLIAM A. BROWN, SR. They are herein referred to as "my children."

ITEM III.

PAYMENT OF DEBTS, TAXES AND EXPENSES

I direct my Executor to pay all of my just debts and obligations which are probated, registered and allowed against my estate as soon as may be conveniently done, provided, however, that my Executor shall specifically be authorized to pay any debt of my estate which does not exceed one thousand dollars (\$1,000.00) without the necessity of probating said debt.

I further direct my Executor to pay all of my funeral expenses (including the cost of a suitable monument at my grave), expenses of my last illness, any unpaid charitable pledges (regardless of whether said pledges may be enforceable obligations of my estate), and the costs of administration of my estate as soon as practicable after my death; provided, however, my Executor shall not be required to pay any obligation in advance of its maturity. My Executor, in my Executor's sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

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Nothing in this Item of my Will shall 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

In the event that 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 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 be charged to or paid from my estate but that the devisee, legatee, joint owner taking by survivorship, or beneficiary shall take such property or interest in property subject to all such encumbrances at the time of my death.

I direct my Executor to pay all inheritance and estate taxes payable by reason of my death including any interest and penalties thereon. All inheritance and estate taxes payable by reason of my death shall be apportioned in accordance with the Mississippi Uniform Estate Tax Apportionment Act; provided, however, that my personal effects passing under Item IV of this Will shall bear no share of any such taxes. I specifically do not waive the right of my Executor under Internal Revenue Code (1) section 2206 to recover from the beneficiaries of life insurance policies on my life, the portion of the total estate tax paid as the proceeds of such policies bear to my taxable estate, (2) section 2207B to recover the proportionate share of estate taxes from the recipient of property included in my gross estate under Internal Revenue Code section 2036, and (3) section 2207A to

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recover the proportionate share of estate taxes from the recipient of property included in my gross estate under Internal Revenue Code section 2044

ITEM IV.

PERSONAL EFFECTS

A. If Wife Survives. All of the household furniture and furnishings, chinaware, silverware and linens located in my residence are the property of my wife, MARY M. BROWN, and I hereby acknowledge and confirm my wife's ownership of all such items. I give and bequeath to my wife, MARY M BROWN, if she survives me, all of any interest I may have in said household furniture and furnishings, chinaware, silverware and linens, and all of my automobiles, clothing, jewelry, sport equipment and other tangible personal property located in my home, and policies of insurance thereon, but not including cash, bank accounts, securities or intangible property.

B If Wife Does Not Survive. If my wife does not survive me, I give and bequeath these items of tangible personal property in equal shares to my children to divide as they agree, or if they fail to agree, I direct my Successor Executor to divide all such tangible personal property into two (2) parts, the first of which shall contain so much of such property as my Successor Executor determines I would wish to have preserved for my children, and the second of which shall contain the balance of such property. I give the first of such parts to my children, to be divided among them as they may agree, or in the absence of such agreement as my Successor Executor determines. I direct my Successor Executor to dispose of the second portion of such property by sale or otherwise as my Successor Executor determines. The proceeds of any such sale shall be distributed in

accordance with the provisions of Items V and VI of this Will Any determination or division of property made or other action taken by my Successor Executor pursuant to the provisions of this Item shall be conclusive upon all persons interested in my estate.

C. Tagged Personal Effects. I may place tags or stickers on a number of pieces of my personal property indicating the name of the person to receive that item. I direct my Executor to distribute each such tagged item to the person whose name appears on the tag or sticker

D. Separate Memorandum. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the tangible personal property 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.

RESIDENCE

I devise and bequeath to my wife, MARY M. BROWN, if she 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 wife shall not survive me, I direct that my said residence be disposed of as part of the residue of my estate.

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ITEM VI.

FAMILY TRUST

If my wife, MARY M. BROWN, survives me, I give, devise and bequeath to MICHAEL P. COTTINGHAM, as Trustee, in trust to be held for the purposes described below the largest amount that can pass free of federal estate tax under this Will by reason of the applicable exclusion amount (within the meaning of Internal Revenue Code § 2010) and state death tax credit (but only to the extent that the use of such credit does not incur or increase any state death taxes otherwise payable by my estate) allowable under the federal estate tax law and after taking into account all properties that are included in my estate and which do not qualify for the marital or charitable deduction and after giving effect to all charges against principal which are not allowed as deductions in computing my federal estate tax. I specifically empower my Executor to satisfy such bequest in cash or in kind, or partly in cash and partly in kind; and, for such purposes, any asset distributed in kind shall be valued at its value as of the date or dates of distribution. In connection with the computation required by this paragraph, in no event shall any effect be given to any renunciation or disclaimer of any interest in property which in the absence of such renunciation or disclaimer would qualify for the marital deduction allowable in determining the federal estate tax payable with respect to my estate. I acknowledge my understanding that, as a result of certain tax elections available to my Executor, the amount of the bequest provided in this paragraph may be reduced or completely eliminated.

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From the assets conveyed by this Item, my Executor shall first withhold any and all estate and inheritance taxes payable by my estate and apportioned under the Mississippi Uniform Estate Tax Apportionment Act to the Trustee of this trust as a result of the assets passing to the trust. The remainder of those assets shall be held by MICHAEL P. COTTINGHAM, as Trustee, under the terms hereafter set forth, for the benefit of my wife. The Trustee shall hold, administer and distribute the funds of this trust according to the following provisions:

A. During Wife's Lifetime. During my wife's lifetime, the Trustee shall distribute to or for the benefit of my wife, as much of the net income as is needed for my wife's health, maintenance and support or for her best interests. These distributions shall be made in such proportions, amounts, and intervals as the Trustee determines. Any income not distributed shall be added to principal and shall be distributed according to the provisions of this Item. In addition to the income distributions, the Trustee shall distribute to or for the benefit of my wife during her lifetime, as much principal as is needed for my wife's health, maintenance and support or for her best interests. In making principal distributions, the Trustee shall consider the needs of my wife and the funds available to her from other sources.

B. Distribution upon Wife's Death Upon the death of my wife,

(1) The Trustee shall distribute, outright and free of trust, to my son, WILLIAM A. BROWN, SR., if he is then living, any and all interest the trust may have in any and all promissory notes made by said WILLIAM A. BROWN, SR., together with all contract rights relating to said notes and any related collateral or security therefor (hereinafter, the "WAB Notes")

subject to the following limitation and condition The bequest of the WAB Notes, if any, is expressly conditioned upon the delivery by WILLIAM A. BROWN, SR., within the hereinafter designated time period to the Trustee of cash in an amount equal to the estimated amount of Federal and State income, estate and inheritance taxes payable by my estate with respect to the payment or deemed payment of the WAB Notes The payment by WILLIAM A. BROWN, SR., shall be made within the later of (a) nine (9) months from the date of my death or (b) 120 days after delivery to WILLIAM A. BROWN, SR., from the Trustee of a written estimate of the amount of income, estate and inheritance taxes payable as a condition of this bequest. The amount payable as a condition of the foregoing bequest shall be based upon the estimate of the Trustee which estimate shall be conclusive and binding upon all beneficiaries. In the event that my son, WILLIAM A. BROWN, SR., does not survive my wife, then the WAB Notes shall be distributed, outright and free of trust and subject to the same limitation and condition herein provided, to the then living lineal descendants of my son, WILLIAM A. BROWN, SR., *per stirpes*. If any such lineal descendant shall be a minor at the time of distribution, his or her share shall be held by MICHAEL P. COTTINGHAM, as custodian under the Mississippi Uniform Transfers to Minor's Act.

(2) The trustee shall then divide the remaining trust assets, after the payment of all estate or inheritance taxes, into two parts. The first part shall be equal to \$5,000,000 reduced by certain gifts made by me and my wife to or for the benefit of my daughters during our lifetimes and further reduced by any amounts passing to my daughters under similar provisions in my wife's Will. For the information of my Executor, my wife and I have maintained a list of gifts to or for the benefit

of my daughters that should be taken into account for this purpose, which list is clearly identified for this purpose and maintained with my Will or my wife's Will. The Executor may rely exclusively on this list for purposes of the calculation required in this paragraph and the Executor's determination shall be final and binding upon all my heirs. The second part shall be the remaining assets, if any, of the trust.

(3) Distribution of First and Second Parts. The first part of the trust estate shall be divided into equal and separate shares, one share for each of my then living daughters, MARGARET BROWN and NANCY OSTER BROWN, and one share for each daughter of mine who is deceased but who is survived by children. The trustee shall divide the second part of this trust into equal and separate shares, one share for each of my then living children, and one share for each child of mine who is deceased but who is survived by children. The shares of the second part for my daughters or the children of a deceased daughter shall be added to the respective shares of the first part for the benefit of such daughters or the children of such deceased daughters. Each share for a child of mine shall be held as a separate trust by the Trustee, and administered and distributed under the terms set forth below. Each share for the surviving children of a deceased child of mine shall be divided among such deceased child's children, *per stirpes*, with each such share to be held as a separate trust by the trustee and administered and distributed under the terms set forth below.

C. Trusts for Children and Grandchildren.

(1) With respect to each separate trust, the Trustee is hereby authorized, in the sole discretion of the Trustee, at any time and from time to time, to distribute all or any part of the

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net income and/or principal of such separate trust to the beneficiary of such separate trust, as is needed for the health, education, support or maintenance of said beneficiary or for the beneficiary's best interests. Any net income, not distributed shall be added to the principal of such separate trust to be held, administered and distributed as a part thereof.

(2) With respect to each separate trust, the Trustee, upon receipt of written direction as herein provided, shall distribute from the trust estate of such separate trust such amount or amounts as the beneficiary may appoint to or for the benefit of any one or more of the beneficiary's descendants, as the beneficiary may designate by specific reference to this special power of appointment in his or her valid will admitted to probate in any jurisdiction.

(3) With respect to each separate trust, upon the death of the beneficiary thereof, before the complete distribution of the trust estate of such separate trust, then to the extent that the powers of appointment granted pursuant to Paragraph B of this Item over any part of the then remaining trust estate of such separate trust have not been validly exercised, the Trustee shall distribute such then remaining trust estate of such separate trust as follows:

a. *per stirpes* to the then living descendants of said beneficiary; but if there shall be no then living descendant of said beneficiary, then

b. *per stirpes* to the then living descendants of said beneficiary's most immediate ancestor who was my descendant and a descendant or descendants of whom are then living, but if there shall be no said ancestor of said beneficiary of whom a descendant or descendants are then living, then

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c. *per stirpes* to my then living descendants; but if there shall be no then living descendant of mine, then

d. to my "heirs-at-law", determined at such time pursuant to the laws of the State of Mississippi.

Except as set forth in the following paragraph D of this Item VI, such distributions shall be made to the distributee thereof outright and free of trust.

D. Distributions to Descendants to be Held in Trust

(1) If pursuant to the provisions of Paragraph C of this Item, the then remaining trust estate of a separate trust, or any share or portion thereof, shall be distributable to any descendant of mine (who shall then be the beneficiary of a separate trust held pursuant to the provisions of this Item) such then remaining trust estate, or share or portion thereof, shall not be distributed outright to said descendant but shall be added to such other separate trust to be held, administered and distributed as a part thereof.

(2) If pursuant to the provisions of Paragraph C of this Item, the then remaining trust estate of a separate trust, or any share or portion thereof, shall be distributable to any descendant of mine who shall not then be the beneficiary of a separate trust held pursuant to the provisions of this Item, such then remaining trust estate, or share or portion thereof, shall not be distributed outright to said descendant but shall be retained in trust by the Trustee as a separate trust of which the beneficiary shall be said descendant, and each such separate trust shall be designated by the name of said beneficiary with such additional title as the Trustee may deem adequate clearly to identify

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such separate trust, and each such separate trust shall be held, administered and distributed subject to the provisions of this Item.

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

F. Name of Trust. This trust shall be designated and known as the "KENNETH A. BROWN FAMILY TRUST."

G. If Wife Predeceases Me. If my wife fails to survive me, then the portion of my estate otherwise passing under this Item VI, shall be distributed in accordance with Item VII.

H. GST Exemption. If my Executor allocates any federal GST exemption to any trust created under this Item, and such trust would have a GST inclusion ratio other than one (1) or zero (0), the Trustee will create, or divide such trust into two separate trusts which are fractional shares, known as the "exempt trust" and the "non-exempt trust". The exempt trust is that fractional share of the total trust that has a GST inclusion ratio of zero (0), and the nonexempt trust is the remaining fractional share of the trust, with a GST inclusion ratio of one (1). The terms and conditions of the nonexempt trust and the exempt trust will be identical.

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ITEM VII

RESIDUE

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

B. Right to Disclaim My wife shall have the right to disclaim all or any part of her interest in any property which I have devised or bequeathed to her, whether outright or in trust. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be delivered to my Executor 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. If my wife disclaims in whole or in part, the property in which she disclaims her interest shall be distributed according to the provisions of Item VI of this Will.

C. If Wife Predeceases Me. If my wife fails to survive me,
(1) The Executor shall distribute, outright and free of trust, to my son, WILLIAM A. BROWN, SR., if he is then living, any and all interest I may have in any and all promissory notes made by said WILLIAM A. BROWN, SR , together with all contract rights relating to said notes and any related collateral or security therefor (hereinafter, the "WAB Notes") subject to the following limitation and condition. The bequest of the WAB Notes, if any, is expressly conditioned upon the delivery by WILLIAM A. BROWN, SR , within the hereinafter designated time period to the

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Executor of cash in an amount equal to the estimated amount of Federal and State income, estate and inheritance taxes payable by my estate with respect to the payment or deemed payment of the WAB Notes. The payment by WILLIAM A. BROWN, SR., shall be made within the later of (a) nine (9) months from the date of my death or (b) 120 days after delivery to WILLIAM A. BROWN, SR., from the Executor of a written estimate of the amount of income, estate and inheritance taxes payable as a condition of this bequest. The amount payable as a condition of the foregoing bequest shall be based upon the estimate of the Executor which estimate shall be conclusive and binding upon all beneficiaries. In the event that my son, WILLIAM A. BROWN, SR., does not survive me, then the WAB Notes shall be distributed, outright and free of trust and subject to the same limitation and condition herein provided, to the then living lineal descendants of my son, WILLIAM A. BROWN, SR., *per stirpes*.

(2) The rest and residue of my estate shall be divided into two (2) separate parts, with one part equal to my available GST exemption from the federal generation-skipping transfer tax, which part shall be held and distributed according to the provisions of Item VI B, C and D. The second part shall contain the remaining property and shall be distributed outright and free of trust as provided in the following paragraphs.

(3) The trustee shall further divide the second part of the residue of my estate into two parts. The first part of this part shall be equal to \$5,000,000 reduced by certain gifts made by me and my wife to or for the benefit of my daughters during our lifetimes, further reduced by any amounts passing to or for the benefit of my daughters under similar provisions in my wife's will and

further reduced by any amounts passing to trusts for my daughters under Item VI B(2). For the information of my Executor, my wife and I have maintained a list of gifts to my daughters that should be taken into account for this purpose, which list is clearly identified for this purpose and maintained with my Will or my wife's Will. The Executor may rely exclusively on this list for purposes of the calculation required in this paragraph and the Executor's determination shall be final and binding upon all my heirs. The second part shall be the remaining assets, if any, in my estate.

(4) The first part of the remainder of my estate determined under the immediately preceding paragraph (3) shall be distributed outright and free of trust equally to my daughters or their then living lineal descendants, *per stirpes*. The second part of the remainder of my estate determined under the immediately preceding paragraph (3) shall be distributed outright and free of trust equally to my children or their then living lineal descendants, *per stirpes*

ITEM VIII.

TRUSTEE AND SUCCESSOR TRUSTEES

A. Successor Trustees.

(1) In the event of the death, disability, resignation, removal or other inability to serve of MICHAEL P COTTINGHAM as Trustee, then TRUSTMARK NATIONAL BANK shall serve as successor Trustee. In the event of any other vacancy in the trusteeship of any separate trust, howsoever caused, a successor Trustee to fill such vacancy in the trusteeship (and each further successor Trustee) shall be selected by the adult income beneficiary or by the parent or legal

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guardian of the minor income beneficiary. Any such successor Trustee shall be a corporate trustee with a trust department and at least \$500,000,000 in trust assets under active management.

(2) Any corporate Trustee of any trust established herein may be removed at any time and from time to time by the adult income beneficiary of said trust or the guardian of any minor income beneficiary of said trust upon not less than 30 days written notice delivered to the corporate Trustee advising the Trustee of its removal. Such removal shall be effective upon the date provided in such notice or as the Trustee and such beneficiary or guardian shall agree.

B Compensation of Trustee The Trustee shall be entitled to receive from each separate trust a fair and just compensation for services rendered as Trustee, and the Trustee shall also be reimbursed from the trust estate of such trust for all reasonable expenses incurred in the management and distribution of such trust.

C. Third Parties Dealing With Trustee. No person dealing with the Trustee shall be obligated to inquire as to the powers of the Trustee or to see to the application of any money or property delivered to the Trustee

D. Waiver of Accounting to Court and Bond. The Trustee shall not be required to obtain authority from or approval of any court in the exercise of any power conferred upon him hereunder. The Trustee shall not be required to make any current reports or accountings to any court nor to furnish a bond for the proper performance of the duties of the Trustee as Trustee of any separate trust, but if any such one is nevertheless required by any law, statute or rule of court, no surety shall be required thereon

E. Merger of Corporate Trustee. If any corporate trustee at any time acting as Trustee of a separate trust shall be merged into or consolidated with or shall sell or transfer all or substantially all of its assets and business to another corporation, or shall be in any manner reorganized or re-incorporated, the corporation to which such sale or transfer shall be made, or the corporation resulting therefrom, shall thereupon become the Trustee of such trust without any further act on the part of any Trustee or beneficiary of such trust

F. Resignation of Trustee. Any Trustee of any separate trust may resign at any time by written notice delivered to each beneficiary of such separate trust and to each Co-Trustee of such separate trust, if any.

G. Trustee Need Not Serve as Trustee of All Trusts. The resignation, refusal, failure or inability of any Trustee to act as Trustee of any separate trust shall not prevent said Trustee from acting as Trustee of any other separate trust.

H. Successor Trustee to Have Powers of Original Trustee Wherever reference is made herein to the Trustee, such reference shall be deemed to include the singular and plural thereof wherever the context and facts require, and to include any and all successor Trustees at any time acting as the Trustee of a separate trust, and unless otherwise specifically provided herein to the contrary, each successor Trustee shall be vested with all powers, rights, and duties as if originally named as Trustee.

I. Trustee Liability No successor Trustee shall be liable or responsible in any way for the acts or defaults of any predecessor Trustee, nor for any loss or expense from or occasioned by

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anything done or neglected to be done by an predecessor Trustee, but such successor Trustee shall be liable only for his own willful wrongdoing or gross negligence with respect to property received by him as Trustee, and a successor Trustee may accept the account rendered and the assets and property delivered to him by the predecessor Trustee, and shall incur no liability to any person beneficially interest in any separate trust by reason of so doing.

ITEM IX.

STATEMENT TO TRUSTEE

With respect to each separate trust, the Trustee shall consider the lifetime beneficiary of such separate trust as the primary beneficiary, rather than the remaindermen of such separate trust. I further desire that the Trustee, in making any distribution of principal, consider not merely the general economic requirements of the beneficiary, but also the ability of said beneficiary to deal with and manage the monies or property involved. Accordingly, it is my preference that such distributions, if any, be made in installments rather than a single sum, unless the Trustee, in the sole discretion of the Trustee, determines that a lump sum distribution is then in the best interests of a beneficiary.

It is my wish that the term "best interests" of a beneficiary be liberally construed and include not only the possibility of distributions for the support, medical care and education (including, but not limited to, college, post-graduate, professional, vocational, language and artistic studies) of said beneficiary, but also the possibility of distributions for his or her comfort, convenience and happiness. As illustrations, and not in limitation of the purposes for which distributions may be

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made pursuant to such standard, the Trustee may make distributions to enable said beneficiary to travel for education or pleasure purposes, purchase and/or furnish a personal residence and/or enter into business ventures.

This statement is intended solely as a guide to the Trustee and shall in no way be construed to alter, limit or enlarge the discretion and powers conferred upon the Trustee by any other provision hereof.

ITEM X.

TRUSTEES POWERS, RIGHTS AND DUTIES

A. Powers of Trustee. In addition to the powers conferred by law upon trustees, including the Uniform Trustees' Powers Law of Mississippi, and not by way of limitation thereof, the Trustee of each separate trust is hereby authorized to exercise the following powers for the sole benefit of the beneficiary of such trust.

(1) to make any division or distribution of the trust estate in kind, in money or partly in kind and partly in money, including but not limited to, the purchase of an annuity contract or other property for the benefit of a beneficiary to whom a distribution is to be made and to determine the value of property so divided or distributed;

(2) to hold, manage, insure, coinsure, reinsure, improve repair and control all property, real or personal, at any time forming a part of the trust estate; to continue to hold any or all property, real or personal, received by the Trustee from any person or fiduciary as a part of the trust estate or as an addition to the trust estate, even though the same be of a kind not usually

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considered suitable for trustees to select or hold, or be of a larger proportion in one (1) or more investments than the trust estate should, but for this provision, hold, including residential property, and irrespective of any risk, non-productiveness, or lack of diversification;

(3) to sell for cash, credit or installments at public or private sale, to grant options to purchase, and to convey or exchange any and all of the property at any time forming a part of the trust estate, or any life estate, term of years, remainder or reversion therein, for such price including property of equivalent value (whether or not of like kind or similar use, and including life estates, terms of years, remainders or reversions) and upon such terms as the Trustee shall determine;

(4) to lease or license the use of any tangible or intangible personal property at any time forming a part of the trust estate upon such terms as the Trustee shall determine;

(5) to borrow money from any source (including any fiduciary hereunder), to extend or renew any existing indebtedness; and to mortgage or pledge any property at any time forming a part of the trust estate; to guarantee payment of any loan from a third person to a beneficiary or to a partnership of which a beneficiary or the trust is a general or limited partner and to pledge or hypothecate all or any part of the trust estate as collateral for such guarantee;

(6) to settle, compromise, contest, agree to arbitrate and be bound thereby, extend the time for payment or abandon claims or demands in favor of or against the trust estate or any part thereof,

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(7) to sell, convey, release, mortgage, encumber, lease, partition, improve, manage, protect and subdivide any real estate interests therein or parts thereof, to dedicate for public use, to vacate any subdivisions or parts thereto, to re-subdivide, to contract, to sell, to grant options to purchase, to sell on any terms, to convey, to mortgage, pledge or otherwise encumber such property, or any part thereof; to lease such property, or any part thereof from time to time in possession or reversion, by lease to commence in present or in future, and upon any terms and for any period or periods of time including a period beyond the terms of the trust, and to renew or extend leases, to amend, change or modify the terms and provisions of any lease, and to consent to the assignment of leases, to contract to make leases and to grant options to lease and options to renew leases and options to purchase the whole or any part of any reversion, to partition or to exchange such real property, or any part thereof, for any real or personal property; to grant easements or charges of any kind; to release, convey or assign any right, title or interest in or about an easement appurtenant to such property or any part thereof; to construct and reconstruct, remodel, alter, repair, add to or take from buildings on such premises; to purchase or hold real estate, improved or unimproved, or any reversion in real estate subject to lease; to direct the Trustee of any land trust of which the trust is a beneficiary to convey title to the real estate subject to such land trust, to execute and deliver deeds, mortgages, notes, and any and all documents pertaining to the property subject to such land trust and in all matters regarding such trust and/or to execute assignments of all or any part of the beneficial interest in such land trust;

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(8) to abandon any property, real or personal, which the Trustee shall deem 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 any such property; to permit any such property to be lost by tax sale or other proceedings, or to convey any such property for a nominal consideration or without consideration; to permit the expiration of any renewal, sale, exchange or purchase option with respect to any property or lease thereof;

(9) to invest and reinvest the trust estate wholly or partially in common stock or in any other type or types of assets (without regard to whether such shall be sanctioned for trust investment by any state, listed on any stock exchange or other public market, registered with any securities commissions or similar bodies or subject to contractual, legal or other restrictions, including "investment letter" restriction), including but not limited to bonds, notes, debentures, mortgages, preferred stocks, puts or calls, voting trust certification, options, beneficial interests in land trusts, interests in common trust funds, mutual funds, "open-end" or "closed end" investment funds or trusts, real estate investment trusts or other mineral interests, motion picture, radio, television or CATV production programming and licenses, livestock or other animals, commodities, foreign exchange, insurance or endowment policies, annuities, variable annuities or other personal or undivided interests in property, real or personal, foreign or domestic, as the Trustee may deem advisable without being limited by any statute or law regarding investments by Trustees; and in that connection, without limiting the generality of the foregoing, to invest the trust estate or any part thereof in any partnership, limited partnership, or joint venture, and to have and to exercise

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all the powers of management and participation in the management necessary and incidental to a membership in such partnership, limited partnership or joint venture, including the making of charitable contributions, and at any time to participate in the incorporation of any such enterprise,

(10) to purchase or otherwise acquire, for cash, credit or installments, or to invest in, reinvest in, retain or continue for an indefinite term, any business or business interests, as shareholder, creditor, partner, proprietor, or otherwise, even though it may be closely or privately held or may constitute all or a large portion of the trust estate of a separate trust; to participate in the conduct of such business or to rely upon others to do so, and to take or delegate to others discretionary power to take any action with respect to its management and affairs which an individual could take as owner of such business, including the voting of stock, and the determination of all questions of policy, to take possession of the assets of such business, and to exercise complete control and management of such business, and in connection therewith, to enter into and perform contracts, commitments, orders, and engagements, to incur expenses and debts in connection with the conduct and operation of such business, and to pay and discharge such expenses and debts; to join in and execute partnership agreements and amendments thereto; to participate in any incorporation, reorganization, merger, consolidation, recapitalization, liquidation or dissolution of such business or any change in its nature and to retain and continue such changed or successor business; to invest additional capital in, subscribe to or buy additional stock or securities of or make or guarantee new or increased secured, unsecured or subordinated loans to any business, with trust funds; to rely upon the reports of certified public accountants as to the operations and financial

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condition of any business, without independent investigation and without obligation to file any report with the court in any jurisdiction, to elect, employ and compensate directors, officers, employees or agents of any business, who may include the Trustee or a director, officer or agent of the Trustee; to deal with and act for such business in any capacity, including any banking or trust capacity and the loaning of money out of a Trustee's own funds, and to be compensated therefore; to sell, pledge or liquidate any interest in such business, provided that except upon the direction of my wife, the Trustee shall not invest in or retain beyond a reasonable time any unproductive property or any other property with respect to which the marital deduction would not be allowed;

(11) to determine whether receipts shall constitute principal or income, and whether expenses are properly chargeable to principal or income (except as otherwise provided herein, the Trustee shall be governed in such determinations by the provisions of the Principal and Income Act from time to time in force in the jurisdiction whose laws shall control the administration of the trust, or if there shall be no such act in force, by the National Conference of Commissioners on Uniform State Laws, as then amended; but in all cases not governed by any such Act, the Trustee is hereby authorized to determine what shall be charged or credited to income and what to principal, and the determination of the Trustee shall be conclusive upon all persons); to establish out of income and credit to principal reasonable reserves for the depreciation or depletion of tangible property; to amortize premiums paid on the purchase of securities or other property; provided, however, any capital gain dividend from investments in mutual funds, common trust funds or real estate investment trusts shall be deemed principal;

K.A.B.

(12) to employ and pay reasonable compensation to such agents, brokers, advisors, trustees, custodians, depositaries, title holders, escrowees, accountants, attorneys, investment counsel, appraisers, insurers and others (who may be the Trustee himself in such other capacity or any firm or corporation with which the Trustee is associated) as may be reasonably necessary or desirable in managing and protecting the trust estate; and to execute any general or limited direction or power of attorney for such employment;

(13) to vote, or refrain from voting, any corporate stock either in person or by general or limited proxy, for any purpose, including without limiting the generality of the foregoing, for the purpose of electing any Trustee or beneficiary as a director of any such corporation; to exercise or sell any conversion privilege, warrant, option or subscription right with respect to any security forming a part of the trust estate; to consent to take any action in connection with and receive and retain any securities resulting from any reorganization, consolidation, merger, readjustment of the financial structure, sale, lease or other disposition of the assets of any corporation or other organization, the securities of which may at any time form a part of the trust estate; to deposit any securities with or under the direction of a committee formed to protect said securities and to consent to or participate in any action taken or recommended by such committee; to pay all assessments, subscriptions and other sums of money which may seem expedient for the protection of the interest of such trust as the holder of such stocks, bonds, or other securities, to enter into an agreement making such trust liable for a pro rata share of the liabilities of any corporation which is being dissolved and in which stock is held, when in the opinion of the Trustee, such action is

K.A.B.

necessary to the plan of liquidation and dissolution of any such corporation; to join in and vote for participation in or modification or cancellation of any restrictive purchase or retirement agreement relating to any partnership interest or corporate stock held as a portion of such trust; to join in the formation, modification, amendment, extension or cancellation of any voting trust;

(14) to cause any securities or other property, real or personal, which may at any time form a part of the trust estate, to be issued, held or registered in any Trustee's individual name without indication of any fiduciary capacity, or in the name of a nominee, or in such form that title will pass by delivery,

(15) to deal in every way and without limitation or restriction with the Executor, Trustee, or other representatives of any trust or estate in which the beneficiary of such separate trust has any existing or future interest (even though the Trustee may be acting in such other capacity);

(16) to open accounts, margin or otherwise, with brokerage firms, banks or others, and to invest the funds of the trust estate in, and to conduct, maintain and operate, these accounts for the purchase, sale and exchange of stocks, bonds and other securities, and in connection therewith to borrow money, obtain guarantees, and engage in all other activities necessary or incidental to conducting, maintaining and operating these accounts;

(17) to move any part or all of the trust estate of any separate trust to any location, whether within or without the United States of America; and to transfer the situs of any trust property to any jurisdiction as often as the Trustee deems it advantageous to the trust,

K.A.B.

appointing a substitute Trustee to itself to act with respect thereof. In connection therewith, the Trustee may delegate to any such substitute Trustee any or all of the powers, discretionary or otherwise, given to the Trustee, and may elect to act as advisor to such substitute Trustee and shall receive reasonable compensation for so acting, and the Trustee may remove any acting substitute Trustee and appoint another, including itself, at will,

(18) to open and maintain one (1) or more savings accounts or checking accounts and to rent one (1) or more safety deposit boxes or vaults with any bank, trust company, safety deposit box company, savings and loan association or building and loan association, wherever located, whether within or without the United States of America, even if, in the case of a bank or trust company, such bank or trust company shall be acting as Trustee of such trust, to deposit to the credit of such account or accounts all or any part of the funds belonging to the trust estate, whether or not such funds may earn interest; from time to time, to add to or remove some or all of the items placed in any safety deposit box or vault, or to withdraw a portion or all of such funds so deposited by check or other instrument signed by the Trustee as Trustee of such trust, or by such other person or persons as the Trustee may from time to time authorize (including appointment of a deputy or deputies of a safety deposit box or vault), or if more than one Trustee shall be acting hereunder, by such one (1) or more of the Trustees as shall be designated by a majority of the Trustees or such other person or persons as said majority of the Trustees may from time to time authorize, and any such bank, company or association is hereby authorized to allow such person or persons access to such safety deposit box or vault and to pay such check or other instrument and also

K.D.B.

to receive the same for deposit to the credit of any holder thereof when so signed and properly endorsed, without inquiry of any kind; and access when so allowed, and payments when so made by such bank, company or association, shall not be subject to criticism or objection by any person concerned or interested in any way in the trust;

(19) to lend the principal or income of the trust estate to the beneficiary thereof, without interest and without security, or to make loans to such other persons, partnerships, corporations, trusts or estates, upon such terms, with such security and rates of interest as the Trustee may deem advisable

(20) to allocate different kinds of disproportionate shares of property or undivided interests in property among beneficiaries of separate trusts and to determine the value thereof; except as otherwise provided herein, to make joint investments for any separate trust hereunder of which the Trustee is trustee or co-trustee and to hold such joint investments as a common fund for purposes of administration, dividing the net income therefrom in the same proportions as the respective interests of such trusts herein;

(21) to settle the accounts of a deceased, incapacitated or resigned Trustee, all persons having any interest in the trust to be conclusively bound by such settlement;

(22) at any time and from time to time, and subject to revocation at any time, to delegate the authorities, discretions and powers or any of them herein conferred upon a Trustee to any one (1) or more Co-Trustees then acting and/or any other person or persons and/or a corporation or corporations, such delegation and all revocations thereof to be evidenced by an

X. Q. B.

instrument in writing, signed and delivered to the Co-Trustee, Co-Trustees, person, persons, corporation or corporations to whom the delegation is made and to the beneficiary of the trust,

(23) to make any payment, to receive any money, to take any action and to make, execute, deliver and receive any contract, deed, instrument or document, which may be deemed necessary or advisable to exercise any of the foregoing powers or to carry into effect any provisions herein contained, and in addition to the powers enumerated herein above, to do all other acts which in the judgment of the Trustee are necessary or desirable for the proper administration of the trust estate; and

(24) to buy, own and/or pay premiums on insurance on the life of any person;

(25) to grant a testamentary 'general power of appointment' (as that term is defined in Section 2041 of the Code) to any beneficiary of any separate trust with respect to all or any part of the trust estate of such separate trust, or to eliminate such power at any time after it shall have been granted to said beneficiary, such grant or elimination to be made by means of a written instrument signed by the Trustee and delivered to said beneficiary;

(26) to divide the trust estate of any separate trust equally or unequally into one (1) or more separate shares, each of which shall be held, administered and distributed as a separate trust upon terms identical to the terms of the trust from which it is created,

R.G.P.

(27) to amend the provisions of any separate trust and/or to take any other actions which the Trustee may deem advisable in order to permit such trust to hold stock in an S corporation,

(28) to make or refrain from making with respect to any separate trust any election available under any applicable tax law;

(29) to amend the provisions of any separate trust and/or to take any other actions which the Trustee may deem advisable in order to permit such trust to qualify for the exemption under Section 1433 (b)(3) of the Tax Reform Act of 1986; and

(30) where there are two (2) or more trusts held for the benefit of the same beneficiary upon similar terms and one (1) or more of those trusts has an "inclusion ratio", as that term is defined in Section 2642 of the Code, which is less than the inclusion ratio of the other trust or trusts, the Trustee may, in the sole discretion of the Trustee, make discretionary distributions of principal (and/or income, unless income distributions from such trusts are mandatory) to said beneficiary primarily or exclusively from the trust or trusts with the higher inclusion ratio.

(31) Notwithstanding any other provision of this Will to the contrary, if the inclusion ratio of property directed to be added to a trust is different than the inclusion ratio of such trust, the Trustee may decline to make the addition and may instead administer the property as a separate trust with provisions identical to the trust.

The Trustee shall have absolute discretion regarding the manner in which the hereinabove enumerated powers, and those powers conferred upon the Trustee by law, shall be exercised, and the

K.P.B.

Trustee's decisions in that regard shall be final, and not subject to question by any person, provided, however, that nothing herein contained shall be construed to enable the Trustee to lend the principal or income of the trust estate, directly or indirectly, to any person who is not beneficially interested in such trust estate, without adequate interest and security, nor enable any person to purchase, exchange or otherwise deal with or dispose of the principal or income of the trust estate for less than an adequate consideration in money or money's worth.

B. Distributions to Minor or Disabled Beneficiary. In the event that income or principal which is distributable to a beneficiary in the sole discretion of the Trustee, shall become distributable to a minor beneficiary or to a beneficiary under other legal disability or to a beneficiary not adjudicated incompetent, but who, by reason of illness or mental or physical disability is, in the opinion of the Trustee, unable properly to administer such amounts, then such amounts may be paid out by the Trustee in such one (1) or more of the following ways that the Trustee shall deem best (a) directly to said beneficiary; (b) to the legally appointed guardian or conservator of said beneficiary; (c) to a parent or some relative or friend for the care, support and education of said beneficiary; (d) to a custodian for said beneficiary under any Uniform Gifts to Minors Act or Gifts of Securities to Minors Act; or (e) by the Trustee using such amounts directly for the benefit of said beneficiary and/or for the reasonable support and medical care of such persons who said beneficiary has a legal obligation to support. However, the Trustee of any trust qualifying for the estate tax marital deduction shall have no power to accumulate the income even though the beneficiary may be incapacitated.

C. Statements to Beneficiaries. Upon written request of a beneficiary of a separate trust, the Trustee shall render annual statements of the receipts and disbursements and of the financial condition of such separate trust to said beneficiary.

D Trustee Not Personally Liable for Acts on Behalf of Trust. With regard to any contract, agreement, undertaking, covenant or representation, entered into or made by, or on behalf of, the Trustee for the benefit of any separate trust hereunder, any rights, liabilities or obligations created by virtue of such contract, agreement, undertaking, covenant or representation shall be solely the rights, liabilities, and obligations of such separate trust, and shall not be the personal rights, liabilities, or obligations of the Trustee, and, accordingly, no such liability or obligation shall at any time be asserted or enforceable against the Trustee personally, but only against the assets of such separate trust.

E. Trustee Entitled to Reimbursement for Tax or Penalty. If the Trustee shall be compelled at any time during the existence of any separate trust, or any time thereafter, to pay any tax or penalty with respect to such separate trust for any reason, the Trustee shall be entitled to be reimbursed from the property of such separate trust, or to the extent that the property of such separate trust shall then be insufficient, or if such trust shall be then terminated, the Trustee shall be reimbursed by the person or persons to whom any property of such trust shall have been distributed to the extent of the amount received by each such person. The Trustee, before making any distribution of either income or principal from such separate trust, may accordingly require an undertaking by said person or persons in form satisfactory to the Trustee to reimburse the Trustee

K.A.B

for all such taxes and penalties, or the Trustee may withhold distribution of a reasonable amount required to meet any taxes, interest and penalties thereon pending release of any tax lien or the final determination of any tax controversy.

F. Trustee Not Liable for Acts in Good Faith The Trustee shall not be liable for any loss of the trust estate of any separate trust occasioned by acts in good faith in the administration of such separate trust (including acts in reliance upon an opinion of counsel) and in any event the Trustee shall be liable only for willful wrongdoing, or gross negligence, but not for honest errors of judgment.

G. Trustee May Request Releases The Trustee of a separate trust is hereby authorized to seek from any beneficiary of such trust a full and complete release from any and all liabilities whatever attributable to any acts by the Trustee, or any decision by the Trustee to act or to refrain from acting in any manner whatsoever, with respect to the investment of the assets of the trust estate, retention of any or all trust assets, and the sale or disposition of any or all trust assets, and to seek the written approval by any beneficiary of any account or statement required by Paragraph C of this Item, and such release or approval, if granted, shall be binding and conclusive upon said beneficiary and upon all of said beneficiary's descendants (including then unborn descendants) who may then have or thereafter acquire any interest in such trust

H. Termination of Small Trusts. If at any time, any trust created hereunder shall, in the sole judgment of the Trustee, be of the aggregate principal value of Twenty-five Thousand Dollars (\$25,000.00) or less, or if the Trustee's compensation for services rendered shall exceed fifty percent

K.D.B

(50%) of the net income of such trust, the Trustee may, but need not, terminate such trust and distribute the trust estate thereof to the beneficiary or beneficiaries then receiving or entitled to receive the net income from such trust, in equal shares

I. Merger of Trusts. In the Trustee's discretion, the Trustee may at any time merge the assets of any separate trust created hereunder with the assets of any other separate trust, created by Will or agreement, which in the opinion of the Trustee, is then and thereafter to be held, administered and distributed to or for the benefit of the same beneficiary upon substantially the same trusts, terms and conditions as said trust created hereunder and contains a provision permitting such merger. The merged assets may be held, administered and distributed by the Trustee under the provisions of the trust created hereunder or under the provisions of the instrument or instruments governing such other trust, and the Trustee shall terminate this trust as a separate entity if it merges this trust into such other trust. In accordance with the foregoing, in the event the Trustee shall deem it desirable to merge the assets of any separate trust hereunder with the assets of any other separate trust, the Trustee is hereby authorized to shorten the period after which such separate trust hereunder is to terminate pursuant to the provisions herein entitled, "Accumulations and Perpetuities", if necessary to effectuate such merger.

J. Distributions to Trusts. The Trustee of each separate trust hereunder is authorized to distribute, at any time, all or any part of the trust estate as said Trustee, in its sole discretion, deems advisable to the Trustee of one (1) or more other trusts created or to be created by any person, including said Trustee hereunder, for the benefit of the beneficiary hereunder. This power may be

exercised by the Trustee even though the other trust to which the trust estate is to be transferred, is to be held pursuant to provisions other than the provisions hereunder, but only if such other trust or trusts do not differ in any substantial manner from such separate trust hereunder, provided, however that no such distribution shall be made to any trust which may have a duration exceeding the period after which such separate trust hereunder is to terminate pursuant to the provision herein entitled "Accumulations and Perpetuities".

K. Hold Minor's Distribution Until Age 21. If all or any part of the then remaining trust estate of a separate trust hereunder shall be distributable to any person who shall not then have attained the age of twenty-one (21) years, and such then remaining trust estate shall not otherwise be retained in trust for said person, such then remaining trust estate shall immediately vest in said person, but distribution thereof shall be postponed by the Trustee until said person shall attain the age of twenty-one (21) years. Until then, the Trustee shall hold such then remaining trust estate as a separate trust and shall distribute all or any part of the net income and/or principal of such separate trust to said person as the Trustee deems desirable for the best interests of said person. Any net income not so distributed shall be added to principal. If said person shall die before having attained the age of twenty-one (21) years, then upon the death of such person, the Trustee shall distribute the then remaining trust estate of such separate trust to the estate of said person.

L. Private Trusts. Unless otherwise provided herein, the terms "trust" and "trusts" may be used interchangeably and shall mean all trusts created by this Will. Any trust created by this Will is a private trust.

K.R.B.

M. Income During Estate Administration. The income of any trust created by this Will shall accrue from the date of my death. During the administration of my estate and until the trust is established and activated, I authorize the Trustee to request of my Executor, in which case my Executor shall comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the trust. These payments shall be an amount which in the joint judgment of the Trustee and the Executor equals the trust income which the beneficiaries would have received had the trust been established and activated. If an overpayment or underpayment results, the Trustee shall pay to or receive from the beneficiaries the appropriate amount.

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

O. Trustee Authority in Making Distributions. In making distributions of both principal and income, the Trustee may make a non pro rata distribution of property in kind. The judgment of the Trustee concerning values and purposes of such division or distribution of the property or securities held in the trust shall be binding and conclusive on all interested parties. The Trustee shall not be liable to any beneficiary for any decisions made pursuant to this paragraph. In making a division or distribution, the Trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed. The Trustee may select assets to be allocated or

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distributed without regard to the income tax basis of the property and without regard to the types of assets distributed to individual beneficiaries. However, the Trustee may not exercise this power in any manner which would cause a trust intended to qualify for the estate tax marital deduction not to so qualify.

P. Trustee May Keep Trust in Existence. Notwithstanding the distribution of all of the assets of a trust created herein, the Trustee may keep in existence any trust created herein if the Trustee deems such action necessary or advisable for the trust to receive additional property at a later date.

Q. Home in Trust. If any trust not qualifying for the estate tax marital deduction shall become owner of my home, the Trustee is authorized and directed to use trust funds to maintain the home and to pay insurance premiums, taxes and other expenses of upkeep of the home as long as the home is held in trust.

ITEM XI.

SIMULTANEOUS DEATH

If my wife and I die simultaneously, or under circumstances which make it difficult to determine which of us died first, I direct that my wife be deemed to have survived me for purposes of this Will. I direct that the provisions of this Will be construed upon that assumption, irrespective of any provisions of law establishing a contrary presumption or requiring survivorship as a condition of taking property by inheritance.

Notwithstanding the preceding provisions of this Will which provide for the distribution of my estate, if my wife and I die simultaneously or if my wife does not survive me by one hundred seventy-nine (179) days, I direct that my estate be disposed of as provided by this Item.

In such event, I direct that my estate other than the specific bequests and devises be divided into two (2) separate shares, one of which will be Share A and the other of which will be Share B.

There shall be allocated to Share A that percentage interest of the balance of the assets of my estate which when added to all other property passing to my wife will obtain for my estate a marital deduction which will result in the lowest federal estate taxes in my estate and my wife's estate, on the assumption that my wife died after me and that my wife's estate was valued as of the date on which my estate is valued for federal estate tax purposes Share A shall be distributed as provided in Item VII

There shall be allocated to Share B the remaining percentage interest of the balance of the assets of my estate. Share B shall be distributed as provided in Item VI.

ITEM XII.

RENUNCIATION

In addition to any rights granted by law, any person beneficially interested in any separate trust may at any time, or from time to time, renounce, release or disclaim the whole or any part of any interest in such separate trust, either as to income or principal, or both, by an instrument in writing delivered to the Trustee, and thereafter, such separate trust or the part of such separate trust which shall be administered and distributed as if said person had died intestate on the date of

K.G.B.

delivery of said written instrument; provided, however, that such renunciation, release or disclaimer shall not, unless specifically so provided, affect the right of said person to receive subsequent distributions of principal or income from (a) the trust estate of the part of such separate trust which shall not have been renounced, released or disclaimed; (b) from any other separate trust held pursuant to the provisions of this Will; or (c) from any separate trust held pursuant to the provisions of this Will upon the death of any other person, or upon the renunciation, release or disclaimer by any other person of any interest in any separate trust

ITEM XIII

ACCUMULATIONS AND PERPETUITIES

Notwithstanding any provision of this Will to the contrary, no separate trust, nor any share or portion thereof, shall be held in trust for longer than, nor shall any estate or trust created by the exercise of any limited power of appointment hereunder terminate later than, twenty-one (21) years after the date of death of the last survivor of all my descendants who are living at the date of my death. If at the expiration of such period, any separate trust, or any share or portion thereof, is still held in trust, or any estate has not terminated, the Trustee shall cease to accumulate any net income thereof, and such separate trust, or share or portion thereof, or such estate, shall vest in and immediately be distributed to the beneficiary of said income, or if there shall be more than one such beneficiary, then to all such beneficiaries in equal shares; provided, however, that no trust or estate shall terminate pursuant to the provisions of this Item, if such trust or estate would otherwise be legally valid without the application of the provisions of this Item.

K.E.B.

ITEM XIV.

BENEFICIARY POWERS AND RESTRICTIONS

A. Beneficiary. Wherever reference is made herein to a "beneficiary", such reference shall be deemed to mean a person to whom the Trustee is then directed or authorized to distribute income and/or principal of the trust estate of a separate trust and wherever the facts and context require such construction, the term "beneficiary" shall be deemed to mean the plural form thereof.

B. Incompetent or Minor Beneficiary. All statements, accounts, documents, releases, notices or other written instruments, including, but not limited to, written instruments concerning the appointment of Trustees, required to be delivered to or executed by a beneficiary, may be delivered to or executed by the legally appointed conservator of any incompetent beneficiary or a parent or legal guardian of a minor beneficiary, and when so delivered or executed shall be binding upon said incompetent or minor beneficiary, and shall be of the same force and effect as if delivered to or executed by a beneficiary acting under no legal disability.

ITEM XV.

CONSTRUCTION AND DEFINITIONS

A. Pronouns, Singular, Plural. As used herein, the pronouns "he", "his" and "him" shall include the feminine, neuter and plural thereof, the singular shall include the plural, and the plural shall include the singular, wherever the context and facts require such construction.

B. Headings, Titles and Subtitles The headings, titles and subtitles herein are inserted for convenience of reference only and are to be ignored in any construction of the provisions hereof.

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C. Trust Estate As used herein, the term "trust estate" shall include all the property received initially by the Trustee with respect to any separate trust, all additions thereto received by the Trustee from any other source, all investments and reinvestments of such property or such additions thereto, and all accrued or undistributed income of such separate trust

D. Descendants. As used herein, the term "descendants" shall mean a descendant in the first, second or any other degree of the designated ancestor, for example, a child is a descendant in the first degree of the designated parent, and a grandchild is a descendant in the second degree of the designated grandparent; provided, however, that adopted children, but only those adopted children who shall not have attained the age of twenty-one (21) years prior to adoption, and the descendants of any said adopted child shall be regarded as descendants of the adopting parent or parents and of anyone who is by blood or adoption an ancestor of the adopting parent or parents for all purposes herein.

E. Adjusted Gross Estate. As used herein, "adjusted gross estate" shall mean my gross estate (as finally determined for federal estate tax purposes) less any deductions allowed under Section 2053 and Section 2054 of the Internal Revenue Code of 1986, as amended

F. GST Exemption. The term "available GST exemption from the federal generation-skipping transfer tax" means an amount equal to the generation-skipping transfer exemption provided in Section 2631(a) of the Internal Revenue Code of 1986, as amended, that has not been allocated (i) by the transferor (as defined in Section 2652(c) of the Internal Revenue Code of 1986, as amended) or by operation of law to property transferred by the transferor during his lifetime, or

H.A.B

(ii) in any case in which I am not the transferor, by the transferor's executor to direct skips (as defined in Section 2612(c) of the Internal Revenue Code of 1986, as amended) occurring at the transferor's death. For this purpose (i) if the transferor has died without filing a gift tax return which is required to be filed and which has a due date (including extensions) that is after his death, then the transferor shall be deemed to have allocated his GST exemption to all the property with respect to which he is the transferor that (A) may at some time be subject to the federal generation-skipping transfer tax, (B) is required to be reported on such gift tax return, (C) is to or for the benefit of the transferor's lineal descendants, and (D) does not qualify for any other exemption or exclusion from the federal generation-skipping transfer tax, and (ii) the transferor shall be deemed to have allocated his GST exemption to any other gift made by the transferor in the year of the transferor's death or in the year immediately preceding the year of his death, which has an inclusion ratio in excess of one-tenth (1/10). Notwithstanding the provisions of the previous sentence, the transferor shall not be deemed to have allocated his GST exemption to any trust if the entire trust principal may be, at any time, either required under the terms of the governing instrument to be paid to a child of the transferor or to a person treated as a child of the transferor under Section 2612(c)(2) of the Internal Revenue Code of 1986, as amended, (other than as an invasion of principal in the discretion of the trustee or pursuant to a standard), or subject to federal estate tax by reason of the death of a child of the transferor or the child of the transferor under Section 2612(c)(2) of the Internal Revenue Code of 1986, as amended.

H. R. B.

G. Per Stirpes. Whenever distribution is to be made to designated beneficiaries on a "per stirpes" basis, the property shall be distributed to the persons and in the proportions that personal property of the named ancestor would be distributed under the laws of the State of Mississippi in force at the time stipulated for distribution if the named ancestor had died intestate at such time, domiciled in such state, not married and survived only by such descendant(s)

ITEM XVI

EXECUTOR POWERS

A. Successor Executor to Have Powers of Original 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. Waiver of Bond, Inventory and Accounting. 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. Discretion to Satisfy Devise or Bequest. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. My Executor shall exercise this discretion in a manner which is impartial to all beneficiaries under this Will. My Executor may satisfy any pecuniary bequest provided in this Will in cash or in kind or partly in cash

K.D.B.

and partly in kind; however, any asset distributed in kind shall be valued at its date of distribution value. My Executor shall not exercise this discretion in any manner which will result in a loss of or decrease in the marital deduction otherwise allowable in determining the federal estate tax due by my estate. If any income tax is generated by funding the "KENNETH A. BROWN FAMILY TRUST" which exceeds the true appreciation in the residue of my estate qualifying for the estate tax marital deduction, then such excess income tax shall be paid out of the "KENNETH A. BROWN FAMILY TRUST." If such tax does not exceed the true appreciation in the residuary then such income tax shall be paid out of the residue.

D. Third Parties Dealing With Executor. 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. Power to Disclaim. 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. Executor Powers. My Executor shall have the power to exercise all powers conferred by law upon trustees by the Uniform Trustees Powers Laws of Mississippi, upon executors and all

A. V. B.

powers granted herein without prior authority from any Court, however, my Executor may seek Court authority if doing so is in the best interest of my Executor, my estate or my beneficiaries

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

H. Continue Business Operations. 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

I. Right to Borrow. I specifically authorize my Executor to borrow in the name of my estate such funds as may be necessary to pay my debts, administration expenses, and taxes of my estate, to pledge such of my property, real or personal, as may be necessary to secure such loan; and to execute notes, security instruments or documents necessary or required to secure such loans However, my Executor shall not pledge any property specifically devised or bequeathed herein. My Executor shall not be required to pay or otherwise satisfy any 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 date of distribution value net of such loan.

K.B.B

J. Power to Invest. My Executor shall have the power to invest or reinvest my assets in such bank accounts, securities, or real or personal property or to retain any of my assets as my Executor determines

K. Right to Sell and Lease. My Executor shall not be required to reduce all or any of my personal or real property to cash during the administration of my estate, but in my Executor's discretion may sell or lease any of my property in such manner and on such terms and conditions as my Executor may deem advisable, with out notice and without the necessity of Court approval or authorization. In connection with a sale or lease, my Executor may execute and deliver such deeds, leases or other instruments relating thereto.

L. Lifetime Agreements My Executor shall take all actions necessary to comply with any agreements I have made during my lifetime, including the consummation of any agreements relating to the stock of corporations I own or interests in partnerships I own whenever the terms of any such agreement obligate my estate or my personal representatives to sell my interest therein. My Executor shall have the power to continue or permit the continuance of any business which I own or in which I have an interest at the time of my death.

M. Agents My Executor may employ and compensate from estate assets any attorneys, accountants, custodians or other agents necessary to the administration of my estate.

N. Special Use Valuation. My Executor shall have the discretion and authority to make the special use valuation election allowable under Section 2032A of the Internal Revenue Code, or any corresponding provision of future law relating thereto. My Executor shall not incur any liability

K.B.B.

to any party for determining whether or not to exercise the discretion to elect or not to elect special use valuation.

O. Installment Payment of Estate Taxes My Executor shall have the power to elect to defer the payment of federal estate taxes as provided in Section 6166 of the Internal Revenue Code, or any corresponding provision future law relating thereto. My Executor shall not incur any liability to any party for determining whether or not to exercise the discretion to elect or not to elect to defer the payment of taxes.

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

A. B. B

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament
on this the 30th day of October, 2001.

Kenneth A. Brown
KENNETH A. BROWN

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

Olivia B. [unclear]
Witness

Ann G. Fuller
Witness

PROOF OF WILL

Olivia B Host and Louis G. Fuller

being duly sworn according to law on oath state

Each of us is a subscribing witness to the attached written instrument dated October 30, 2001, which purports to be the Last Will and Testament of KENNETH A. BROWN who is personally known to each of us. On the execution date of the instrument, the Testator, in our presence, signed, published and declared the instrument to be his Last Will and Testament, and requested that we attest his execution thereof. In the presence of the Testator and each other, 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 30th day of October, 2001

Olivia B Host
(Witness)

Louis G. Fuller
(Witness)

509 Winter Oak Cove
(Address)

802 WOODLAND PINE
(Address)

Madison, MS 39110

Flowood, MS 39232

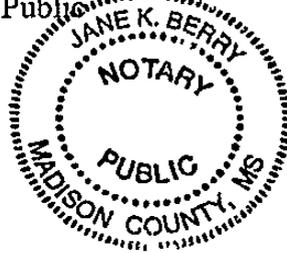
STATE OF MISSISSIPPI
COUNTY OF HINDS

Subscribed and sworn to before me, the undersigned Notary Public, on this the 30th day of October, 2001.

Jane K. Berry
Notary Public

My Commission Expires.

Notary Public State of Mississippi At Large
My Commission Expires October 28, 2005
Bonded Thru Barksdale Bonding and Insurance, Inc



LAST WILL AND TESTAMENT 2004-298

OF

ETHEL W. CLARK

FILED	
THIS DATE	
APR 22 2004	
ARTHUR JOHNSTON, CHANCERY CLERK	
BY <i>[Signature]</i>	D.C.

I, ETHEL W. CLARK, an adult resident citizen of 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.

My beloved husband, WILLIAM T. CLARK, has predeceased me I am not married at the time of the execution of this my Last Will and Testament. I have three (3) adult children now living, as follows: WILLIAM T. CLARK, JR., presently of Madison, Mississippi; JOHN R. CLARK, presently of Fayetteville, Arkansas, and ETHEL CLAIRE CLARK TAQUINO, presently of Long Beach, Mississippi.

Ethel W. Clark

ETHEL W. CLARK

ITEM II.

I hereby nominate, appoint and designate my son, 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, JOHN R. CLARK, as successor Executor of this my Last Will and Testament I do hereby waive the necessity of 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. I hereby grant to my Executor (including any successor Executor) the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate, as freely as I might in the handling of my own affairs Such power may be exercised independently, without prior or subsequent approval of any judicial authority, and no person dealing with my Executor hereunder shall be required to inquire into the propriety of any of their actions

My Executor shall have the authority to pay or reimburse out of the assets of my estate, all necessary and reasonable expenses and costs incurred in the administration of my estate and in the preservation, maintenance and distribution of the assets comprising my estate, specifically including but not limited to any expenses incurred by my Executor in the performance of his duties. I specifically authorize my Executor to borrow such funds as may be necessary to pay my debts, administrative expenses and taxes of my estate and to pledge such of my property, real or personal, as may be necessary to secure such loans My Executor shall not be required to pay or otherwise satisfy such loans prior to the closing of my estate and the discharge of my Executor, but may distribute such property at its value net of such loans in satisfaction of any bequest herein

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

Ethel W. Clark
 ETHEL W CLARK

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 of 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 be conveniently done out of the principal of my Residuary Estate.

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.

ITEM IV.

I direct that to the extent possible my Executor pay out of my Residuary Estate, 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 thereof, or by any 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.

At the time of the execution of this my Last Will and Testament, I own a limited partnership interest in MEADOWVIEW PARTNERSHIP, L.P., a Mississippi limited partnership.

Page 3 of 6

Ethel W. Clark
ETHEL W. CLARK

If I own any interest in MEADOWVIEW PARTNERSHIP, L P at the time of my death, I give and bequeath such interest in equal shares to my son, JOHN R. CLARK, and my daughter, ETHEL CLAIRE CLARK TAQUINO. In the event either 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 either of my said children shall predecease me without leaving issue, then the share of such deceased child I give and bequeath to my other then living children, in equal shares, or if one of my other children is then deceased, to his or her then living issue, per stirpes

ITEM VI

At the time of the execution of this my Last Will and Testament, I own a limited partnership interest in CLARK FAMILY PARTNERSHIP, L.P., a Mississippi limited partnership. If I own any interest in CLARK FAMILY PARTNERSHIP, L.P., at the time of my death, I give and bequeath such interest in equal shares to my children, WILLIAM T. CLARK, JR., JOHN R. CLARK and ETHEL CLAIRE CLARK TAQUINO. In the event 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 other then living children, in equal shares, or if one of my other children is then deceased, to his or her then living children, per stirpes

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 all lapsed legacies and devises (but excluding any property over or concerning which I have any power of appointment), I give, devise and bequeath in equal shares to my children,

Page 4 of 6

Ethel W. Clark
ETHEL W. CLARK

WILLIAM T. CLARK, JR., JOHN R. CLARK and ETHEL CLAIRE CLARK TAQUINO. 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 then living, or to the issue, per stirpes, of a deceased child. In the event that all of my children predecease me without issue, then I give, devise and bequeath my Residuary Estate to my heirs at law, as determined in accordance with the intestacy laws then in effect in the State of Mississippi.

In the event that a distribution pursuant to this Item is to be made to a minor, my Executor shall distribute such amount to the legal guardian of such minor, and my Executor shall have no further responsibilities with respect to any amount so distributed.

ITEM VIII.

If any beneficiary should die in a common accident or 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.

ITEM IX.

This Last Will and Testament consists of six (6) typewritten pages, on each of which I have signed my name or initials for greater security and identification.

Ethel W. Clark
ETHEL W. CLARK

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 12 day of September, 2003.

Ethel W. Clark
ETHEL W CLARK

This instrument was, on the day shown above, signed, published, and declared by ETHEL W. 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:

Carolyn M Barrett
NAME
119 Mandon Lane
ADDRESS
Pearl, MS 39208

Willie E. Dossitt
NAME
2014 East Bourne Place
ADDRESS
Jackson, MS 39211

AFFIDAVIT OF SUBSCRIBING WITNESS

2004-298

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for said county and state, CAROLYN M. BARRETT, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of ETHEL W. CLARK, of Madison County, Mississippi, who having been by me first duly sworn, makes oath that the said ETHEL W. CLARK signed, published and declared said instrument as her Last Will and Testament on September 12, 2003, in the presence of this affiant and in the presence of WILLIAM E. DOSSETT, the other subscribing witness, 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 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. Barrett

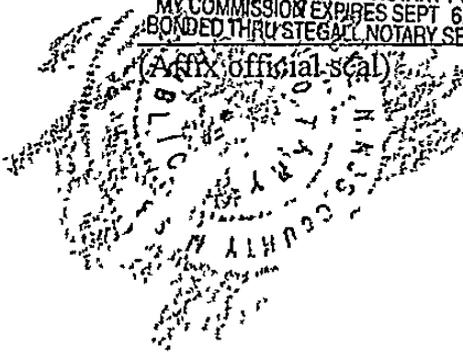
CAROLYN M. BARRETT
119 Mandon Lane
Pearl, MS 39208

Sworn to and subscribed before me this, the 15th day of April, 2004.

Patsy S. Luke

NOTARY PUBLIC

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES SEPT 6, 2004
BONDED THRU STEGALL NOTARY SERVICE



FILED
THIS DATE
APR 22 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

AFFIDAVIT OF SUBSCRIBING WITNESS 2004-298

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 ETHEL W. CLARK, of Madison County, Mississippi, who having been by me first duly sworn, makes oath that the said ETHEL W CLARK signed, published and declared said instrument as her Last Will and Testament on September 12, 2003, in the presence of this affiant and in the presence of CAROLYN M BARRETT, the other subscribing witness, 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. 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.

William E Dossett

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

Sworn to and subscribed before me this, the 15th day of ~~March~~ ^{April}, 2004.

Patsy S Luke

NOTARY PUBLIC

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES SEPT. 6, 2004
BONDED THRU STEGALL NOTARY SERVICE

(Affix official seal)



951881.1/00000 00000

FILED
THIS DATE
APR 22 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

Last Will and Testament

FILED
THIS DATE
APR 23 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY [Signature] D.C.

Unmarried Individual, with Two or More Beneficiaries

I, Mildred L. Bishop presently residing at

252 E. Peace, Canton, Miss.

do hereby make, publish and declare this to be my Last Will and Testament and do hereby revoke any and all other Wills and Codicils heretofore made by me.

First. I am an unmarried person. I hereby give all my estate to the following named Rosie Lee Sims person/persons or the survivor of them in equal shares:

- Mattha Stewart, Jesse J. Bishop, Edna Bennett,
- Elizabeth Barker - Gay Stewart, John Stewart
- Franklin Stewart, Doris Sammons, John Robert K. Barker
- Dorrie Stewart (Exp. on extra Page)

Second. I order and direct that my just debts and funeral expenses, expenses for administration of my estate and any inheritance and succession taxes, state or federal, upon my estate shall be paid as soon after my death as may be practical.

Third. I nominate and appoint Mark Stewart as Executor/ Executrix of this Will. In the event that he/she shall predecease me or fails to survive me or fails to serve as such Executor/ Executrix then I nominate and appoint

Ray Stewart

Executor/ Executrix of this my Last Will and Testament. I further direct that no appointee hereunder shall be required to give any bond for the faithful performance of his/her duties.

Fourth. I hereby authorize my Executor/ Executrix to exercise all the powers, rights, discretions, duties and immunities conferred upon fiduciaries to the extent permitted by law with full power to sell, lease, mortgage, invest, reinvest, or otherwise dispose of the assets of my estate.

I subscribe my name to this Will this 21st Day of June, 1985 at 11:53 a.m.

Mildred Bishop
(Sign here)

Signed, sealed, published and declared to be his/her Last Will and Testament by the within named Testator in the presence of us, who in his/her presence and at his/her request, and in the presence of each other, have hereunto subscribed our names as witnesses

- (1) Josephine Head of Canton, MS. 39046
(City) (State)
- (2) Christine B. Myers of Canton, Miss. 39046
(City) (State)
- (3) Nancy P. Hooper of Canton, MS 39046
(City) (State)

Affidavit

State of _____) City
or
County of _____) Town _____

Personally appeared (1) _____

(2) _____ and (3) _____

who being duly sworn, depose and say that they attested the said Will and they subscribed the same at the request and in the presence of the said Testator and in the presence of each other, and the said Testator, signed said Will in their presence and acknowledged that he/she had signed said Will and declared the same to be his/her Last Will and Testament, and deponents further state that at the time of the execution of said Will the said Testator appeared to be of lawful age and sound mind and memory and there was no evidence of undue influence. The deponents make this Affidavit at the request of the Testator.

(1) _____

(2) _____

(3) _____

Subscribed and sworn to before me this _____ day of _____, 19 _____.

(Notary Public)

(Notary Seal)

Last Will and Testament

OF

2004-295

DORIS M. CAUTHEN

I, **DORIS M. CAUTHEN**, 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 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. It is my intention, however, that nothing in this Item of my Last Will and Testament should be construed as creating an express trust for 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

ITEM II.

I hereby give and bequeath unto **JOHN L. CAUTHEN, JR.**, of Camden, Mississippi, my personal automobile and my farm truck, any and all farm equipment, including my tractor, and all remaining livestock.

ITEM III.

I hereby give and bequeath unto **WILLIAM LOUIS CAUTHEN**, of Camden, Mississippi, my coin collection.

ITEM IV.

I declare that I am the aunt of **JACKIE CAUTHEN HARRIS, FRANCES CAUTHEN BERRY, ALICE CAUTHEN SHELTON** and **JAMES SHELBY CAUTHEN**. I declare that I am the owner of certain property located in Madison County, Mississippi, more particularly described as 324.94 acres located in Section 23, Township 11 North, Range 5 East, Madison County, Mississippi. I hereby give, devise and bequeath an undivided one fourth (1/4) interest in and to the above described real property of my estate, in equal shares, to my nieces and nephew,

FILED
THIS DATE
APR 23 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY <u>Spues</u> D.C.

Dmc.
DMC

**JACKIE CAUTHEN HARRIS, FRANCES CAUTHEN BERRY, ALICE CAUTHEN
SHELTON and JAMES SHELBY CAUTHEN, to share and share alike.**

ITEM V.

I hereby name, constitute and designate my trusted friend, **DIANE P. CAUTHEN**, Executrix of my estate, and my trusted friend, **JOHN L. CAUTHEN**, as Successor Executor of my estate. My Executrix and Successor Executor shall serve without the necessity of making bond, or rendering any inventory, appraisal, or accounting to any court or any person. I trust that my Executrix and Successor Executor will properly carry out my wishes of this my Last Will and Testament

ITEM VI.

This Last Will and Testament consists of four (4) typewritten pages on each of which I have for greater security and identification signed my initials thereto

WITNESS MY SIGNATURE, this the 25th day of March, 1998,
in the presence of those witnesses whom I have expressly requested to witness my signing.

Doris M. Cauthen
DORIS M. CAUTHEN

This instrument was, on the day shown above, signed, published and declared by **DORIS M. CAUTHEN** 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:

[Handwritten Signature]
SIGNATURE

Daniel S. Spivey
PRINTED NAME

3320 S. Liberty
ADDRESS

Canton, MS 39046

[Handwritten Signature]
SIGNATURE

LLOYD B. SPIVEY JR
PRINTED NAME

357 E. NORTH ST.
ADDRESS

CANTON, MISS 39046

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI
COUNTY OF Madison

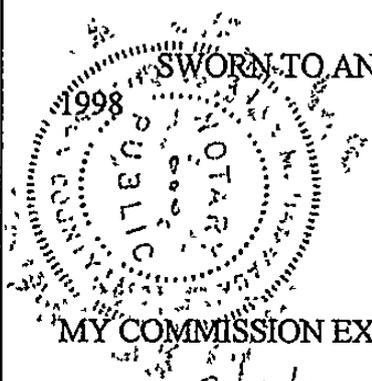
THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, Daniel S. Spivey and Lloyd G. Spivey Jr respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing who after having been duly sworn, say on oath that on the 25th day of March, 1998, DORIS M. CAUTHEN, 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 DORIS M. CAUTHEN, on the 25th day of March, 1998, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence

Daniel S. Spivey

Lloyd G. Spivey Jr

SWORN TO AND SUBSCRIBED BEFORE ME, this the 26th day of March

Jarvis M. Hamrick
NOTARY PUBLIC



MY COMMISSION EXPIRES:
2/2/99

(SEAL)

c:\wds\lssf\CAUTHEN-D-LWT

Dmc
DMC

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
WILLIAM PHILLIPS CROCKETT, III, DECEASED

NO. 2004-297

AFFIDAVIT

FILED	
THIS DATE	
APR 27 2004	
ARTHUR JOHNSTON, CHANCERY CLERK	
BY <u>Am. Sellers</u>	DC

STATE OF MISSISSIPPI

COUNTY OF RANKIN

Personally appeared before me, the undersigned authority, in and for the aforesaid county and state on this the 22nd day of April, 2004, the within named Michelle M. Jacobs, who being by me first duly sworn on oath states:

1. That affiant is the duly appointed, qualified, and acting Administratrix of the Estate of William Phillips Crockett, III, Deceased. That affiant has made reasonably diligent efforts to identify all persons or entities having claims against the above styled and numbered Estate and has given notice to the 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 Testamentary within the ninety (90) day period provided by Mississippi Code Annotated 1972, Section 91-7-145 will bar such claim.

The persons so identified in their known addresses are:

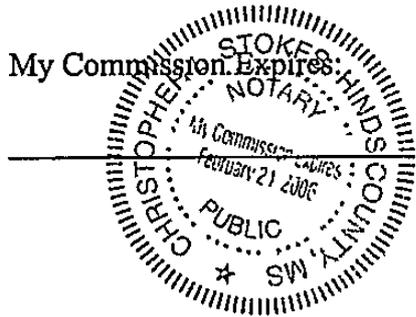
Person:	Last known address:
None	None

WITNESS MY HAND, this the 22nd day of April, 2004.

Michelle M Jacobs
Michelle M. Jacobs, Administratrix of the
Estate of William Phillips Crockett, III,
Deceased

Sworn to and subscribed before me this 22nd day of April, 2004.

Christopher Hinds
NOTARY PUBLIC



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF JON EDWARD CROUCH, DECEASED

NO. 2004-312

AFFIDAVIT OF ADMINISTRATOR

STATE OF MISSISSIPPI
COUNTY OF HINDS

I, the undersigned MELISSA NEWTON CROUCH, Administrator of the Estate of Jon Edward Crouch, Deceased, hereby swear that I have made reasonably diligent efforts to identify persons having claims against the Estate and have either paid them or have given notice to them, as required by § 91-7-145, Mississippi Code of 1972, as amended.

Melissa Newton Crouch
MELISSA NEWTON CROUCH

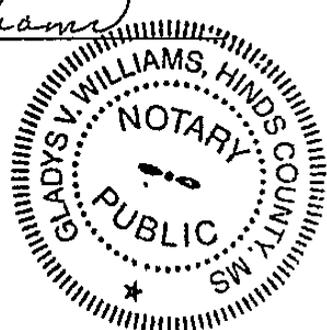
SWORN to and subscribed before me, this the 7th
day of May, 2004.

Glady V. Williams
NOTARY PUBLIC

My Commission Expires:

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

FILED
THIS DATE
MAY 07 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* DC



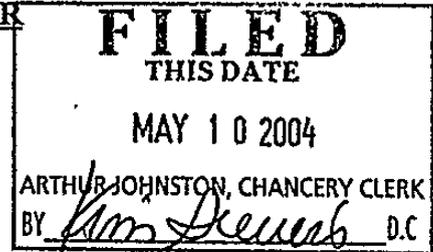
IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF KENNETH A. BROWN, DECEASED

CAUSE NO. 2004-296

AFFIDAVIT OF EXECUTOR

STATE OF MISSISSIPPI
COUNTY OF MADISON



Personally appeared before me, the undersigned authority in and for the state and county aforesaid, the within named Mary M. Brown, who being by me first duly sworn on oath stated

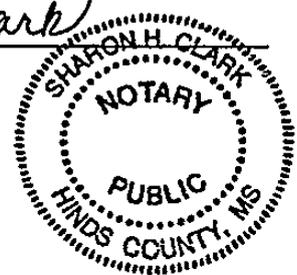
That affiant is the duly appointed, qualified and acting Executor of the Estate of Kenneth A Brown, Deceased, that affiant has made reasonably diligent efforts to identify all persons having claims against the above styled and numbered estate and has given notice by mail to persons so identified, at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

Witness my hand, this the 10th day of May, 2004

[Signature]
Mary M. Brown, Executor of the Estate
of Kenneth A. Brown, Deceased

Sworn to and subscribed before me this the 10th day of May, 2004.

[Signature]
Notary Public



My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires October 27, 2005
Bonded Thru Barksdale Bonding and Insurance, Inc.

OF COUNSEL:

Louis G. Fuller (MSB No. 5541)

Kenneth Harmon (MSB No. 3091)

BRUNINI, GRANTHAM, GROWER & HEWES, PLLC

1400 Trustmark Building, 248 East Capitol Street

Post Office Drawer 119

Jackson, MS 39205

(601) 948-3101

LAST WILL AND TESTAMENT

OF

2004-288

JO ANN SUTHERLAND HEATH

I, JO ANN SUTHERLAND HEATH, an adult resident citizen of Ridgeland, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My husband's name is CHARLES THOMAS HEATH, and he is herein referred to as "my husband." I have two (2) adult children now living, KATHRYN ANN HEATH BRISTOL and SUSAN ELISE HEATH JENKINS.

The words "child" or "children" as used herein shall include any children hereafter born to my husband and me, and "descendants" shall include persons born to me or a descendant of mine after the execution of this Will. Each of the words "child," "children" and "descendants" shall be deemed to include an adopted child or adopted children, irrespective of any provisions of law establishing a contrary presumption.

ITEM II.

I appoint my husband, CHARLES THOMAS HEATH, Executor of my Estate under this Will. In the event my husband is or becomes unable or unwilling to serve as Executor, I appoint my daughters, KATHRYN ANN HEATH BRISTOL and SUSAN ELISE HEATH JENKINS, as successor Executrixes to serve jointly. 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.

FOR IDENTIFICATION:

JAH

FILED
THIS DATE
MAY 12 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY [Signature] D.C.

EXHIBIT
tabbier
A

ITEM III.

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

ITEM IV.

If my husband, CHARLES THOMAS HEATH, survives me, I give, devise and bequeath to him my entire estate, real and personal, of whatsoever kind or character and wheresoever located.

ITEM V.

If I am not survived by my husband, I give, devise and bequeath my entire estate, real and personal, of whatsoever kind or character, and wheresoever located, in equal shares, to my children, KATHRYN ANN HEATH BRISTOL and SUSAN ELISE JENKINS. If a child is not then living, I give, devise and bequeath that child's share to her descendants per stirpes.

ITEM VI.

If my husband, CHARLES THOMAS HEATH, and I die simultaneously, or under circumstances which make it difficult to determine which died first, I direct that he 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 VII.

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 Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

FOR IDENTIFICATION:

JAH

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.

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.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 1st day of July, 1994.

Jo Ann Sutherland Heath
JO ANN SUTHERLAND HEATH

This instrument was, on the day and year shown above, signed, published and declared by JO ANN SUTHERLAND HEATH 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.

John S. Simpson

P.O. Box 23059
Jackson, MS 39225
Address

[Signature]

P.O. Box 23059
Jackson, MS 39225
Address

FOR IDENTIFICATION:

JAH

LAST WILL AND TESTAMENT
OF
DORIS MAY JONES

2004-345

KNOW ALL MEN BY THESE PRESENTS: That I, Doris May Jones domiciliary of Madison County, Mississippi, and currently residing at Main Street, Madison Mississippi, 39110, being of sound and disposing mind and memory and not acting under duress, fraud, menace or undue influence, do make, publish and declare this to be my Last Will and Testament, revoking all former Wills and Codicils heretofore made by me.

I.

I direct my Executor, hereinafter named, to pay as a cost of the administration of my Estate all my just debts, and funeral expenses.

II.

At the time of making this Will, I am a widow. I was formerly married to Charlie Jones Sr. who proceeded me in death.

III.

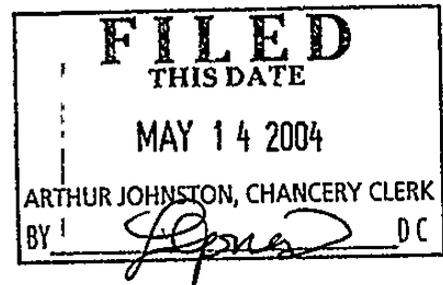
It is my intention by this Will to dispose all of my property, real, personal and mixed, and wherever situated, including any and all property of whatever nature acquired after the execution of this Will.

IV.

I give, devise and bequeath to Bertha Lee Thompson, Betty Olevia Young, Charles Ervin Jones and Tashon Depre Jones all of my estate, real personal and mixed.

V.

I nominate and appoint, Charles Ervin Jones, Executor of this my Last Will and Testament. I direct that Charles Ervin Jones not to be required to post bond or other surety for the faithful performance of his duties, the same being waived I further direct that Charles Ervin Jones, not to be required to make inventory or appraisal of my estate, the same being waived I further direct that my Executor settle my estate in such a manner as shall seem best and most convenient to my Executor, and I hereby empower to lease, mortgage, sell, exchange and convey the personal and real property of my estate without an order of court for that purpose and without notice, approval or confirmation, and in all other respects to administer and settle my estate without the intervention of any courts, except to the extent required by law.



VI.

Affidavits of subscribing witnesses to this Will, stating the address of each subscribing witness and signed at the time that this Will is executed, are annexed to this Will and made a part of hereof by reference for all purposes, specifically including, but not limited to, proof of the due execution of this Will.

IN WITNESS WHEREOF, I have hereunto set my hand and published and declared this to be my Last Will and Testament on this the 15th day of September, 1996 at Madison, Mississippi.

Doris May Jones
Doris May Jones

The foregoing instrument was at said date and place subscribed, sealed, published and declared by said Testatrix as her Last Will and Testament in our sight and presence and we, at her request and in her sight and presence and in the sight and presence of each other, subscribe our names hereto as Witnesses, all of us, including the Testatrix, being present together throughout the execution and attestation of the Will, and at the time of the execution hereof, we believe the said Testatrix to be of sound and disposing mind and memory.

Lynn F. Winston Lynn Frazier Winston
residing at 161 Meadow Lane
Jackson, Mississippi 39212

Paul C. Bradford Paul C Bradford
residing at 705 College Street
Port Gibson, Mississippi 39150

IN THE CHANCERY COURT OF HINDS COUNTY, MISSISSIPPI

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 LYNN FRIZER WINSTON who, being by my first duly sworn to laws, says on oath:

1. That this affiant is one of the subscribing witnesses to that instrument of writing purporting to be the Last Will and Testament of DORIS MAY JONES, Deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, which is dated and witnessed the 15th day of September, 1996.

2. That on the 15th day of September, 1996, DORIS MAY JONES signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of PAUL C BRADFORD the other subscribing witness to the instrument

3 That DORIS MAY JONES, was then and thereof sound and disposing mind and memory, and well above the age of eighteen (18) years

4. That this affiant, together with PAUL C. BRADFORD, subscribed and attested the instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of DORIS MAY JONES, and in the presence of each other

Lynn Frazier Winston
LYNN FRAZIER WINSTON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 23rd day of February, 2004

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:

~~Notary Public State of Mississippi At Large
My Commission Expires, July,
Bonded Thru Heiden, Brocke~~
~~Notary Public State of Mississippi At Large
My Commission Expires, July 2004
Bonded Thru Heiden, Brocke, etc.~~



IN THE CHANCERY COURT OF HINDS COUNTY, MISSISSIPPI

ESTATE OF DORIS MAY JONES,
DECEASED

NO. _____

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 PAUL C. BRADFORD, who, being by my first duly sworn to laws, says on oath.

1. That this affiant is one of the subscribing witnesses to that instrument of writing purporting to be the Last Will and Testament of DORIS MAY JONES, Deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, which is dated and witnessed the 15th day of September, 1996.

2 That on the 15th day of September, 1996, DORIS MAY JONES signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of LYNN FRAZIER WINSTON, the other subscribing witness to the instrument.

3 That DORIS MAY JONES, was then and thereof sound and disposing mind and memory, and well above the age of eighteen (18) years.

4. That this affiant, together with LYNN FRAZIER WINSTON, subscribed and attested the instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of DORIS MAY JONES, and in the presence of each other.

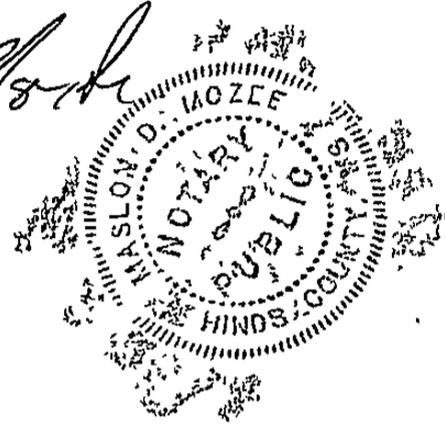
Paul C Bradford
PAUL C. BRADFORD

SWORN TO AND SUBSCRIBED BEFORE ME, this the 23rd day of February, 2004

Walter D. Moore
NOTARY PUBLIC

MY COMMISSION EXPIRES.

Notary Public State of Mississippi At Large
My Commission Expires June 1st 2004
Bonded thru Holden, Brooks & Co., Inc.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

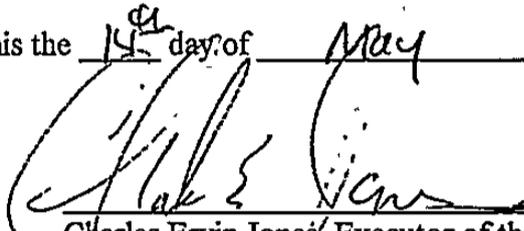
IN THE MATTER OF THE ESTATE
OF DORIS MAY JONES, DECEASED

CAUSE NO. 2004-345

AFFIDAVIT

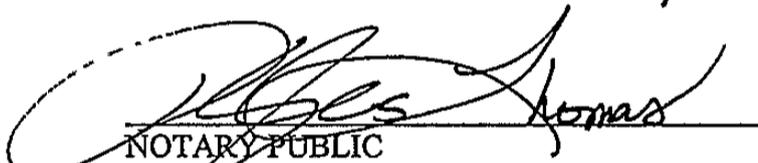
COMES NOW Charles Ervin Jones, Executor of the Estate of Doris May Jones,
Deceased, and states that he has made a reasonable diligent effort to identify all persons having
claims against the estate of Doris May Jones, Deceased, and has given notice by mail as required,
pursuant to Section 91-7-145, Mississippi Code 1972, Annotated (as amended)

WITNESS MY SIGNATURE this the 14th day of May, 2004.



Charles Ervin Jones, Executor of the Estate of Doris
May Jones, Deceased

SWORN TO AND SUBSCRIBED BEFORE ME, this the 14th day of May,
2004



NOTARY PUBLIC

MY COMMISSION EXPIRES. _____ MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 31, 2004
BONDED THRU STEGALL NOTARY SERVICE

Prepared by
John S Simpson, MSB #8525
McKay Simpson Lawler Franklin & Foreman, PLLC
P. O Box 2488
Ridgeland, MS 39158-2488
Telephone (601) 572-8778
Facsimile (601) 572-8779



FILED
THIS DATE
MAY 14 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY John S Simpson D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

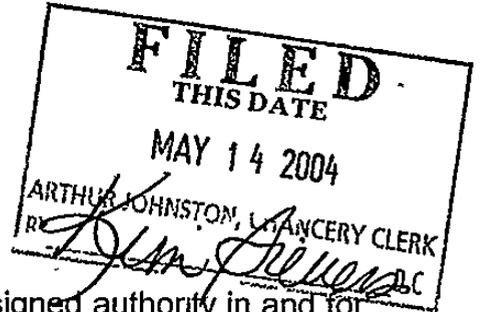
IN THE MATTER OF THE ESTATE OF
JO ANN HEATH, DECEASED

NO. 2004-288

AFFIDAVIT OF EXECUTOR

STATE OF MISSISSIPPI

COUNTY OF Hinds



Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the within named Charles T. Heath, who, after first being duly sworn by me, states under oath that he, as Executor of the Estate of Jo Ann Heath, Deceased, has after reasonably diligent efforts, been unable to identify any persons having claims against the Estate.

[Signature]
Charles T. Heath

SWORN TO AND SUBSCRIBED before me, this the 12th day of May, 2004.

[Signature]
NOTARY PUBLIC

My Commission Expires

Sean Wesley Ellis – Mississippi Bar No 8550
YOUNG, WILLIAMS, HENDERSON & FUSELIER, P A.
2000 AmSouth Plaza
Post Office Box 23059
Jackson, Mississippi 39225-3059
Telephone No. (601) 948-6100



Last Will and Testament

OF

2004-339

JESSIE BANKS

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

I.

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

II.

I hereby give, devise and bequeath all of my property, whether it be real, personal, or mixed, wheresoever situated or howsoever described unto my children, JESSIE BANKS, JR., VERA BANKS JOHNSON, RUBY BANKS BROWN, VIVIAN BANKS BOATMAN, DIANE BANKS and LEORA BANKS, share and share alike.

IN WITNESS WHEREOF, I, JESSIE BANKS, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 19th day of January, 1996, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Jessie Banks
JESSIE BANKS

WITNESSES:

Arthur Johnston
Blair Johnson

Page 1 of 3

FILED
THIS DATE
MAY 14 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY APJ D.C.

Initials JB

ATTESTATION CLAUSE

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

WITNESS OUR SIGNATURES on this the 19th day of January 1996.

C. R. Montgomery
Raleigh Johnson
WITNESSES

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, C. R. Montgomery and Raleigh Johnson 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 19th day of January, 1996, JESSIE BANKS in their presence, signed his name thereto, and in their presence declared the same to be his Last Will and Testament; that at his request, in their presence, and in the presence of each other, the said affiants subscribed their names thereto as witnesses to its execution and publication; that the said JESSIE BANKS on the 19th day of January, 1996, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Initials JB

C. R. Montgomery residing at 3390 N. Liberty Street
Canton, MS 39046

Raleigh Johnson residing at 4483 HWY 43 N
Canton, MS 39046

SWORN TO AND SUBSCRIBED before me this the 19th day of
January, 1996.

David J. Russell
NOTARY PUBLIC

MY COMMISSION EXPIRES:
3-10-96

(SEAL)

225/6280
FIRMCRMPWILLBANKSIES 103

Last Will and Testament

2004-332

<p>FILED THIS DATE MAY 21 2004 ARTHUR JOHNSON, CHANCERY CLERK BY <i>Kim Peters</i> D.C.</p>
--

OF

MILDRED COPELAND DeMILLER

I, MILDRED COPELAND DeMILLER, a resident of and domiciled in Madison County, State of Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, and in all respects competent and qualified, do hereby make, publish and declare this to be my true Last Will and Testament, hereby revoking all previous wills and codicils heretofore made by me.

ARTICLE ONE

Family Members

At the time of the execution of this Will, I am married to EDWARD A. DeMILLER, JR., and I have no surviving children or descendants thereof. Any reference herein to "my husband" or "said husband" shall mean and refer to my husband, EDWARD A. DeMILLER, JR.

ARTICLE TWO

Payment of Debts

I hereby direct my Executor to pay all expenses of my last illness and funeral expenses, and to pay all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done; provided, however, that my Executor is authorized to pay any debt which I may owe at the time of my death not exceeding five Hundred Dollars (\$500 00) without the necessity of such debt being probated, registered or allowed against my estate so long as my said Executor determines that such debt is a valid debt of my estate. It is my intention, however, that nothing in this Article of my Will shall be construed as creating an express trust or fund for the payment of my debts and expenses which would in any way extend the statute of limitations for the payment of debts, or enlarge upon my duty or the statutory duty of my Executor to pay debts

M C D
M.C.D.

ARTICLE THREE**Payment of Taxes**

It is my intention that no federal or state estate taxes be paid with respect to any property which passes to my husband, if he survives me. It is my understanding and belief that if my said husband survives me no federal or state estate taxes shall be due from my estate under current law. If my husband shall not survive me, I direct my Executor to pay out of that portion of my residuary estate which does not qualify for the deduction for transfers for public, charitable and religious uses as provided for under Section 2055 of the Internal Revenue Code of 1986, as amended, or any successor thereto, all Federal and State estate, inheritance, succession and other death taxes which are assessed against my estate, or against any beneficiary, if any, including estate and inheritance taxes assessed on account of life insurance proceeds or any other property which shall be included in my estate for the purpose of such taxes, whether or not included in my estate for probate purposes.

ARTICLE FOUR**Specific Bequests**

I specifically give and bequeath the sum of Five Thousand and No/100 Dollars (\$5,000.00) to each of the following persons:

MRS. MIMS MITCHELL, JR., 735 Girard Park Drive, Lafayette, Louisiana 70503;

MRS. IRWIN K. RENNEISEN, 404 South 56th Terrace, Hollywood, Florida 33023;

MRS. FORREST L. SMITH, 334 Oakridge Circle, Biloxi, Mississippi 39531;

MRS. MARVIN BOURNE, c/o Thomas Bourne, 51 Robbins Loop, Columbia,

Mississippi 39427, and

MRS. GEORGE R. CRAWFORD, 131 Pinehurst, Berlin, Maryland 21811.

In the event that one or more of the persons named in this Article shall not survive me, then the bequest provided for such deceased person shall lapse.

ARTICLE FIVE**Disposition of Residuary Estate if Spouse Shall Survive**

After payment of debts and taxes and full satisfaction of the specific bequests hereinabove provided for, I give, devise and bequeath all of the rest, residue and remainder of my property and

estate, real and personal, of whatever nature and wherever situated, (my "residuary estate"), to my husband, EDWARD A. DeMILLER, JR., if he survives me.

ARTICLE SIX

Disposition of Residuary Estate if Spouse Shall Not Survive

If my said husband, EDWARD A. DeMILLER, JR., shall not survive me, then after payment of debts and taxes, and full satisfaction of the specific bequests hereinabove provided for and set forth, I give, devise and bequeath all of the rest, residue and remainder of my property and estate, real and personal, of whatever nature and wherever situated (my "residuary estate") as follows:

A. I give, devise and bequeath fifty percent (50%) of my residuary estate to the entities listed below in an amount equal to a percentage of my residuary estate as hereinafter specifically set forth:

- 1 To ST. JAMES EPISCOPAL CHURCH located in Jackson, Mississippi, I give and bequeath six and one-quarter percent (6 1/4%) to be used for community outreach.
2. To the EPISCOPAL DIOCESE OF MISSISSIPPI I give and bequeath six and one-quarter percent (6 1/4%).
3. To ST. RICHARD'S CATHOLIC CHURCH located in Jackson, Mississippi, I give and bequeath six and one-quarter percent (6 1/4%).
4. To ST. FRANCIS OF ASSISI CATHOLIC CHURCH located in Madison, Mississippi, I give and bequeath six and one-quarter percent (6 1/4%).
5. To the CATHOLIC DIOCESE OF JACKSON (Tax I D. No. 64-0303073), 237 East Amite Street, Jackson, Mississippi 39201, Post Office Box 2248, Jackson, Mississippi 39225-2248, I give and bequeath six and one-quarter percent (6 1/4%).
6. To the SOCIETY FOR THE PROPAGATION OF THE FAITH located at 366 Fifth Avenue, New York, New York, I give and bequeath six and one-quarter (6 1/4%)

M C D
M.C.D.

7 To the UNIVERSITY OF MISSISSIPPI FOUNDATION, a corporation of the State of Mississippi, for the MILDRED COPELAND DeMILLER, Scholarship in Accountancy, an endowed fund at the University of Mississippi Foundation, I give and bequeath twelve and one-half percent (12 1/2%).

B. I give, devise and bequeath fifty (50%) of my residuary estate in equal shares to the following persons:

MRS. MIMS MITCHELL, JR., 735 Girard Park Drive, Lafayette, Louisiana 70503;

MRS. IRWIN K. RENNEISEN, 404 South 56th Terrace, Hollywood, Florida 33023;

MRS. FORREST L. SMITH, 334 Oakridge Circle, Biloxi, Mississippi 39531;

MRS. MARVIN BOURNE, c/o Thomas Bourne, 51 Robbins Loop, Columbia, Mississippi 39427; and

MRS. GEORGE R. CRAWFORD, 131 Pinehurst, Berlin, Maryland 21811.

If any individual beneficiary named in this Paragraph B of this Article of my Will shall not survive me, then the property of my estate which would have otherwise been distributed to such individual beneficiary shall instead be distributed to the children of such deceased beneficiary who survive me in equal shares, or if such deceased beneficiary shall have no children who survive me, then the bequest to such deceased beneficiary shall lapse and the property that would have otherwise been distributed to such beneficiary shall instead be distributed to my other beneficiaries herein named, or if another of my beneficiaries named in this Paragraph B shall not survive me, then that deceased beneficiary's share shall be distributed to his or her children who survive me in equal shares as herein set forth

The bequest of my residuary estate in accordance with the terms of this Article shall be effective only in the event my said husband shall not survive me.

ARTICLE SEVEN

Powers of Executor

I hereby authorize and empower my Executor, in his or its sole and absolute discretion, to do the following:

1. To exercise all of the powers, rights and discretions granted by virtue of the "Uniform Trustees' Powers Law", being §§ 91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, as now enacted, or as hereafter amended, which "Uniform Trustees' Powers Law" is hereby incorporated by reference as though fully and completely copied herein. Should said "Uniform Trustees' Powers Law" be repealed, then my Executor herein named shall continue to have all of the powers, rights and discretions granted by said "Uniform Trustees' Powers Law", the same as if it were still in effect.
2. To purchase or otherwise acquire and to retain, whether originally a part of the estate or subsequently acquired, any and all stocks, bonds, notes or other securities, or shares or interests in investment trusts and common trust funds, or in any other property, real, personal or mixed, as he may deem advisable, whether or not such investments or property be of the character permissible by fiduciaries, without being liable to any person for such retention or investment.
3. To pay all necessary expenses of administering the estate including taxes, fees for the services of accountants, agents and attorneys, and to reimburse said parties for expenses incurred on behalf of the estate.
4. To determine what is principal and what is income with respect to all receipts and disbursements; to establish and maintain reserves for depreciation, depletion, obsolescence, taxes, insurance premiums, and any other purpose deemed necessary and proper by him and to partite and to distribute property of the estate in kind or in undivided interests, and to determine the value of such property.
5. To borrow money from such source or sources and upon such terms and conditions as my Executor shall determine, and to give such security therefor as my Executor may determine.
6. To participate in any plan of reorganization, consolidation, dissolution, redemption, or similar proceedings involving assets comprising my estate, and to deposit or withdraw securities under any such proceedings.
7. To compromise, settle or adjust any claim or demand by or against my estate, to litigate any such claim, including, without limitation, any claim relating to estate or income taxes, and to agree to any rescission or modification of any contract or agreement.
8. To sell, exchange, assign, transfer and convey any security or property, real or personal, held in my estate, at public or private sale, at such time and price and upon such terms and conditions (including credit) as my Executor may deem advisable and for the best interest of my estate. I hereby waive any requirement of issuing summons, giving notice of any hearing, conducting or holding any such hearing, filing bond or other security, or in any way obtaining court authority or approval for any such sale, exchange, assignment, transfer or conveyance of any real or personal property.
9. To lease any real or personal property for such term and upon such terms and conditions and rentals and in such manner as may be deemed advisable (with or without privilege of purchase), and any lease so made shall be valid and binding for the full term thereof even though the same shall extend beyond the duration of the administration of my estate, all without the approval or authority of any court, and to insure against fire or other risks, to make repairs, replacements and improvements, structural or otherwise, to any real property, to improve any real property and to pay the cost out of principal.

10. Unless otherwise specifically provided, to make distributions (including the satisfaction of any pecuniary bequest) in cash or in specific property, real or personal, or in an undivided interest therein, or partly in cash and partly in other property, and to do so with or without regard to the income tax basis of specific property allocated to any beneficiary and without making pro rata distributions of specific assets
11. To settle, adjust, dissolve, windup or continue any partnership or other business entity in which I may own a partnership or equity interest at the time of my death, subject, however, to the terms of any partnership or other agreement to which I am a party at the time of my death. I authorize my Executor to continue in any partnership or other business entity for such periods and upon such terms as he shall determine. My Executor shall not be disqualified by reason of being a partner, director, officer or other title holder in such firm from participating on behalf of my estate in any dealings herein authorized to be carried on between my Executor and the partners or equity owners of any such partnership or other business entity.
12. To make any elections and to take any actions necessary in connection therewith which are available under the Internal Revenue Code of 1986, as amended, including, but not limited to, Section 2032, Section 2032A, and Section 6166.
13. To disclaim any property which my estate may otherwise be entitled to receive and to take any and all necessary or proper actions to make and fully effectuate a qualified disclaimer or disclaimers under Internal Revenue Code Section 2518, or any similar provision which may be subsequently enacted, and under any disclaimer statute or law which may at any time be in effect under Mississippi law.

ARTICLE EIGHT

Appointment of Executor

I hereby appoint my husband, **EDWARD A. DeMILLER, JR.**, to be Executor of this, my Last Will and Testament, and my estate. I give to my husband the option of requesting that **TRUSTMARK NATIONAL BANK** serve as Co-Executor with him and, if he elects such option, then, in that event, I hereby appoint **EDWARD A. DeMILLER, JR.**, and **TRUSTMARK NATIONAL BANK**, Jackson, Mississippi, to serve as Co-Executors of this, my Last Will and Testament, and my estate. The option as to whether my husband shall request that **TRUSTMARK NATIONAL BANK** serve as Co-Executor with him is vested solely in the discretion of my husband and is subject to the acceptance of **TRUSTMARK NATIONAL BANK**. In the event that my said husband shall not survive me, or, for any reason, shall fail to qualify or cease to act as my Executor, then I appoint **TRUSTMARK NATIONAL BANK** to be sole successor Executor of this, my Last Will and Testament, and my estate, to have all of the rights, powers, duties and obligations of my Executor hereinabove named. Any reference herein to my Executor shall be to my personal representatives herein named whether serving as sole Executor or as Co-Executors. In the event that

TRUSTMARK NATIONAL BANK shall at any time serve as sole Executor, I hereby direct the Bank to consult and rely heavily upon the advice of my said husband, to the extent it is feasible for the Bank to do so, in the administration of my estate I direct that no bond or other security be required of my Executor or successor Executor whether serving as Co-Executors or as sole Executor. To the extent permitted by law, I hereby waive the necessity of having any inventory, accounting or formal appraisal of the personal property of my estate prepared or filed in connection with the administration of my estate.

ARTICLE NINE

Construction

Throughout this Will, the feminine gender shall be deemed to include the masculine and the neuter, the singular shall be deemed to include the plural, and vice versa as to each of them. The headings used herein are for convenience only and shall not be construed or interpreted as limiting the scope of the Article to which the heading pertains.

IN WITNESS WHEREOF, I have hereunto affixed my signature in the presence of **Jamie G. Houston III** and **Judith A. Turnage**, whom I have requested to act as subscribing witnesses hereto on this 2nd day of July 2003.

Mildred Copeland DeMiller
MILDRED COPELAND DeMILLER

WITNESS:

Jamie G. Houston III
Jamie G. Houston III

Judith A. Turnage
Judith A. Turnage

We, each of the subscribing witnesses to the foregoing Last Will and Testament of **MILDRED COPELAND DeMILLER**, do hereby declare that we have acted as subscribing witnesses hereto at the request of the said **MILDRED COPELAND DeMILLER**; that she declared this instrument to be her Last Will and Testament to us; that she affixed her signature hereto in the presence of each of us; that we affixed our signatures hereto in her presence and in the presence of

each other, all on the day and year above written; and that on this occasion the said **MILDRED COPELAND DeMILLER** was of sound and disposing mind and memory.

WITNESS OUR SIGNATURES on this 2nd day of July 2003.

WITNESS:

ADDRESS:

Jamie G. Houston III
Jamie G. Houston III

400 E. Capitol Street, Suite 300
Jackson, Mississippi 39201

Judith A. Turnage
Judith A. Turnage

400 E. Capitol Street, Suite 300
Jackson, Mississippi 39201

LA1950\00929\W001 Will MCD wpd

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, **Jamie G. Houston III** and **Judith A. Turnage**, credible and competent subscribing witnesses to the foregoing instrument of writing dated the 2nd day of July 2003, purporting to be the Last Will and Testament of **MILDRED COPELAND DeMILLER**, each of whom having been first duly sworn, state on oath that the said **MILDRED COPELAND DeMILLER**, signed, made, published and declared said instrument as her Last Will and Testament on the 2nd day of July 2003, the date of said instrument, in the presence of these affiants; that the Testatrix was then of sound and disposing mind and memory and above the age of twenty-one (21) years; that the Testatrix was acting voluntarily without undue influence, fraud or restraint; that the affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of **MILDRED COPELAND DeMILLER**, and in the presence of **MILDRED COPELAND DeMILLER**, and in the presence of each other, that the Testatrix at the time of the attestation was mentally capable of recognizing and actually conscious of said act and attestation; that the subscribing witnesses were, at the time of said attestation, competent witnesses under the laws of the State of Mississippi; that at the time of said attestation the Testatrix, **MILDRED COPELAND DeMILLER**, indicated to the affiants that she was a resident of and had a fixed place of residence in Madison County, State of Mississippi; and that this Proof of Will is attached to the original of that certain foregoing written instrument signed, made, published and declared by the said Testatrix, **MILDRED COPELAND DeMILLER**, as her Last Will and Testament on this 2nd day of July 2003

Jamie G. Houston III

JAMIE G. HOUSTON
400 E. Capitol Street, Suite 300
Jackson, Mississippi 39201

Judith A. Turnage

JUDITH A. TURNAGE
400 E Capitol Street, Suite 300
Jackson, Mississippi 39201

SWORN TO AND SUBSCRIBED before me on this 2nd day of July 2003.

Shirley M. Smith (Cook)

NOTARY PUBLIC
SHIRLEY M. SMITH, RANKIN COUNTY, MISSISSIPPI
NOTARY PUBLIC
★

My Commission Expires.
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 18, 2004
LAI95000929W001 P861 MCD WP

2004-367

LAST WILL AND TESTAMENT

OF

ELLIS MUMFORD MOFFITT

I, ELLIS MUMFORD MOFFITT, 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 wife, NINA GOSS MOFFITT, my son, JOHN ELLIS MOFFITT, and my daughter, VIRGINIA ELLEN M. CRAWFORD, as Co-Executors of my Estate under this Will. I direct my Co-Executors to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done. For convenience the Co-Executors shall be referred to as "Executor."

ITEM II.

My wife's name is NINA GOSS MOFFITT, and she is sometimes referred to herein as "my wife." I have two (2) children now living and they are:

JOHN ELLIS MOFFITT; and

VIRGINIA ELLEN M. CRAWFORD.

They are herein referred to as "my children."

ITEM III.

I devise and bequeath to my wife, NINA, if she survives me, any interest I may own in both of our residences located in Jackson, Mississippi, and in Diamondhead, Bay St. Louis,

Ellis Mumford Moffitt

ELLIS MUMFORD MOFFITT

FILED
THIS DATE
MAY 21 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

Mississippi, subject to any indebtedness that may be against either residence at my death. If my wife shall not survive me, I devise and bequeath my interest in our residences to my children, in equal shares.

ITEM IV.

I give and bequeath to my wife, NINA, if she survives me, my automobiles, clothing, books, jewelry, sport equipment and other personal effects. If my wife does not survive me, I bequeath these items of personal property to my children, in equal shares.

ITEM V.

All furniture, furnishings, ornamental decorations, silverware, china, pictures, linens, glassware and the like located in both our homes is the property of my wife. I have no right to dispose of these items and hereby confirm her title to them. However, if my wife predeceases me and I become the owner of any such property, I give and bequeath my interest therein to my children, in equal shares.

ITEM VI.

A. After the payment of any debts, obligations and expenses of my estate, I devise and bequeath to my wife, NINA, for her lifetime only, a sum equal to the largest value that can pass free of federal estate tax by reason of the federal estate tax unified credit and 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 by reason of no other credit, after taking into account (i) prior taxable gifts, (ii) properties passing under previous Items of this Will, (iii) properties passing

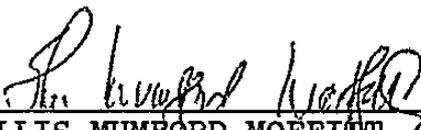


ELLIS MUMFORD MOFFITT

outside of this Will that do not qualify for the federal estate tax marital or charitable deductions, and (iv) charges to principal that are not allowed as deductions in computing the federal estate tax imposed upon my estate. The value as finally fixed in the federal estate tax proceeding relating to my estate shall be used for purposes of such valuations and determinations. I recognize that in certain circumstances there may be no sum disposed of under this Item and that the amount of the sum disposed of under this Item, if any, may be affected by the action of my Executor in exercising certain tax elections. Any property included in my estate and assigned or conveyed in kind to satisfy the devise and bequest under this Item shall be valued for this purpose at its value as of the date or dates of distribution. It is my intention to convey by this bequest the maximum portion of my estate which, at the time of my death, is exempt from the federal transfer tax because of the application of the federal estate tax unified transfer credit and the state death tax credit.

B. From the assets of this bequest, my Executor shall pay any estate or inheritance taxes payable by my estate. My wife shall be entitled to possession of all property in which she holds a life estate by virtue of this Item of my Will. She shall not be required to furnish any bond or other security for any part of this property. She shall not be liable for the loss or destruction of any property passing to her under this Item of my Will. She shall not be liable for the payment of any encumbrances or assessments on the property in which she holds a life interest, all of which shall be paid from principal of the life estate property or by the remaindermen.

C. My wife shall have the power to sell and convey good title to any of the property which passes to her under this Item of

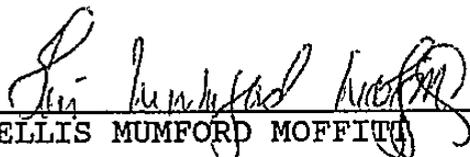


ELLIS MUMFORD MOFFITT

my Will. She shall be entitled to invest and reinvest the proceeds from such sale in such property as she in her absolute discretion deems advisable. My wife shall not be liable for any loss that might result from her reinvestment of the proceeds of sale. However, the proceeds of any such sale shall be kept by my wife in a single fund separate and apart from any property owned outright by her so as to segregate the principal from her own estate. My wife may not use the proceeds of sale for her own use or benefit. Neither may she use or dispose of the property in any manner that may destroy or detract from the interest of the remaindermen. No one shall question any action taken by my wife with respect to the property conveyed to her hereunder and no further authority or power to dispose of such property, other than this Item of my Will, shall be required by persons with whom my wife deals in selling such property or in purchasing other property with the proceeds of such sale.

D. The net income realized from the assets herein conveyed to my wife shall be received by her as long as she shall live.

E. Upon the death of my wife, the entire remaining property conveyed to my wife by this Item of my Will, in whatever form it may then exist, shall be distributed to my children in equal shares. If either of my children is not living at the time this distribution is required, but leaves surviving children, my deceased child's share of the distribution shall be distributed to the "Ellis Mumford Moffitt Grandchildren's Trust," created by the provisions of Item VIII of this Will to be held for the benefit of his or her then living children and to be administered and disposed of in accordance with the terms of that trust.


ELLIS MUMFORD MOFFITT

F. If my wife fails to survive me, then the assets of this bequest shall be distributed in accordance with the provisions of E. above.

ITEM VII.

A. I give, devise and bequeath to my wife, NINA, if she survives me, all the rest and residue of my estate. None of the assets hereby conveyed to my wife shall be used for the payment of any estate or inheritance taxes that become payable upon or by reason of my death.

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

C. If my wife shall not survive me, then I devise and bequeath the residue of my estate to my children in equal shares. If either of my children is not living at the time this distribution is required, but leaves children surviving, my deceased child's interest shall be distributed to the "Ellis Mumford Moffitt Grandchildren's Trust," created by the provisions of Item VIII of this Will to be held for the benefit of his or her then living children and to be administered and disposed of in accordance with the terms of that trust.



ELLIS MUMFORD MOFFITT

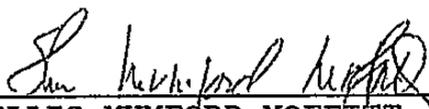
ITEM VIII.

The trust created under this Item of my Will shall be designated and known as the "Ellis Mumford Moffitt Grandchildren's Trust," and the assets shall be held by DEPOSIT GUARANTY NATIONAL BANK, Jackson, Mississippi as Trustee. Any assets conveyed to this trust under any Item of my Will shall be held in a separate trust for the benefit of the surviving children of my deceased child in accordance with the following provisions:

A. The Trustee shall distribute to or for the benefit of the beneficiaries (but not necessarily in equal shares) as much of the net income of that trust as the Trustee deems advisable for the beneficiaries' support, maintenance and health; for the maintenance of the beneficiaries' accustomed standard of living; or for any medical, hospital or other institutional care which any beneficiary may require. These distributions shall be made in such proportions, amounts, and intervals as the Trustee determines. Any income not distributed shall be added to principal and shall be distributed in accordance with provisions of this Item.

B. In addition to the income distributions, the Trustee may pay to or for the benefit of the beneficiaries (but not necessarily in equal shares) as much principal of that trust as the Trustee deems advisable for the beneficiaries' support, maintenance and health; for the maintenance of the beneficiaries' accustomed standard of living; or for any medical, hospital or other institutional care which any beneficiary may require. In making principal distributions, the Trustee shall consider the needs of the beneficiaries of the trust and the funds available to the beneficiaries from other sources.

C. As and when the youngest living beneficiary attains age twenty-one (21) years, the Trustee shall distribute the remaining



ELLIS MUMFORD MOFFITT

trust assets to the surviving beneficiaries, in equal shares. If all beneficiaries die prior to distribution of all trust assets, the remainder of the trust estate shall be distributed to my other child.

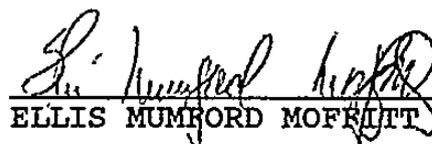
D. None of the principal or income of this trust shall be liable for the debts or obligations of any beneficiary or be subject to seizure by creditors of any beneficiary. The beneficiaries have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of their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

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

ITEM IX.

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

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



 ELLIS MUMFORD MOFFITT

payments shall be an amount which in the joint judgment of the Trustee and the Executor equals the trust income which the beneficiaries would have received had the trust been established and activated.

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

ITEM X.

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

B. If at any time in following the directions of this Will the Trustee is required to distribute all or any part of the principal of a trust created herein outright to a person who is a minor, the Trustee is directed to continue to hold the share of the minor in trust for that minor's benefit until the minor attains age twenty-one (21). Until distribution is made, the Trustee is



ELLIS MUMFORD MORFITT

directed to expend such part of the income and/or principal of the share belonging to that minor as the Trustee, in the Trustee's discretion, deems necessary to provide for the proper education, support, maintenance and health of the minor.

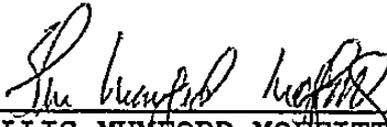
C. The interest of every beneficiary of any trust created herein shall vest within the period prescribed by the Rule against Perpetuities. Upon vesting, any trust property held by the Trustee shall be distributed to the current income beneficiary or beneficiaries of the trust property (or to his or her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

ITEM XI.

A. No Trustee shall be required to enter into any bond as Trustee or to file with any court any periodic or formal accounting of the administration of any trust. The Trustee shall render annual accounts to each of the beneficiaries of any trust (or his or her guardian if a beneficiary is a minor). No persons paying money or delivering property to the Trustee shall be required to see to its application.

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

C. If the Trustee resigns or becomes unable to serve, regardless of the cause, a successor Trustee shall be appointed by my surviving child. If my child fails to make the appointment, a



ELLIS MUMFORD MOFFITT

successor Trustee shall be appointed by the Chancery Court of Hinds County, Mississippi, upon petition brought by or on behalf of the beneficiaries of the trust.

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

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

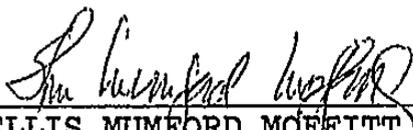
F. I direct the Trustee to use TIM MEDLEY of Jackson, Mississippi, as investment counsel and authorize the Trustee to pay his usual and customary fees for his services. I have great confidence in TIM's knowledge and ability, and I expect the Trustee to follow his recommendations. The Trustee shall not be liable for any investment losses the trust may suffer in following TIM's recommendations.

G. Any bank serving as Trustee shall receive reasonable compensation for its services based on its regular compensation schedule for administering trusts of this size and type.

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

ITEM XII.

Unless otherwise provided, the administration of any trust herein created, the sale and conveyance of trust assets, the investment and reinvestment of trust assets, and the rights,



ELLIS MUMFORD MOFFITT

powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi, as amended. In addition to the powers contained in that Law, and the power to make "legal investments" under Mississippi law, the Trustee shall have full power and authority:

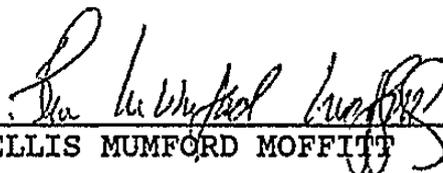
A. To place such funds on time deposit in a savings account or certificates of deposit in any federally insured bank or savings and loan association, including any bank which may be serving as Trustee.

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

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

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

E. To merge and consolidate the assets of this trust with another trust if at the time of my death the Trustee herein named shall then be serving as Trustee of another trust created by me during my lifetime or by the terms of the Will of my wife, and if



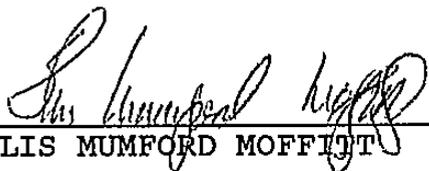
ELLIS MUMFORD MOFFITT

the beneficiaries are the same and the terms of that other trust are substantially similar to the trust created herein. The Trustee shall administer the two trusts as one if such consolidation shall result in more effective and efficient management of the two trusts.

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

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

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



ELLIS MUMFORD MOFFITT

ITEM XIII.

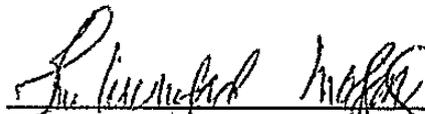
If my wife and I die simultaneously, or under circumstances which make it difficult to determine which of us died first, I direct that my wife be deemed to have survived me for purposes of this Will. I direct that the provisions of this Will be construed upon that assumption, irrespective of any provisions of law establishing a contrary presumption or requiring survivorship as a condition of taking property by inheritance.

ITEM XIV.

A. In the event my wife, my son, or my daughter is or becomes unable or unwilling to serve as a Co-Executor, then the remaining two of them shall serve as Co-Executors. In the event any two of them become unable to serve, the remaining one shall serve as sole Executor. 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. Where used throughout this Will, the terms "Executor," "Co-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.



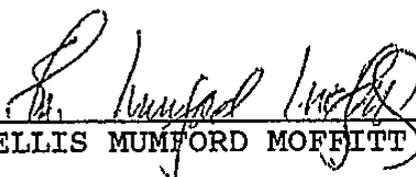
ELLIS MUMFORD MOFFITT

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.

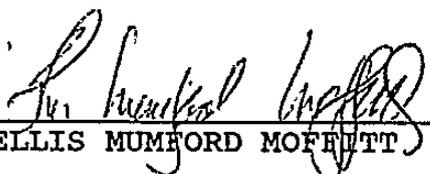

ELLIS MUMFORD MOFFITT

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

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

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

J. My Executor shall have all authority and powers given to the Trustee in Item XII of this Will.



ELLIS MUMFORD MOFFITT

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 16 pages on the 14th day of November, 1991.

Ellis Mumford Moffitt
ELLIS MUMFORD MOFFITT

WITNESSES:

Karen J. Damm
Melvin C. Ingram

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by ELLIS MUMFORD MOFFITT as his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 14th day of November, 1991.

Karen J. Damm
Melvin C. Ingram

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, Karen J. Danner and Melanie Ingram on oath state that we are the subscribing witnesses to the attached written instrument dated the 14th day of November, 1991, which has been represented to us to be the Last Will and Testament of ELLIS MUMFORD MOFFITT, who indicated to us that he is a resident of and has a fixed place of residence in the City of Jackson, County of Hinds, State of Mississippi. On the execution date of the instrument, the Testator, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this 14th day of November, 1991.

Karen J. Danner
Melanie Ingram

Subscribed and sworn to before me on this the 14th day of November, 1991.

Pat G. Sheppard
 NOTARY PUBLIC

My Commission Expires:
 NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
 MY COMMISSION EXPIRES. Nov. 4, 1995.
 BONDED THRU NOTARY PUBLIC UNDERWRITERS.

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IN THE CHANCERY COURT OF
MADISON COUNTY, MISSISSIPPI

ESTATE OF ELLIS MUMFORD
MOFFITT, DECEASED

NO. 2004-367

AFFIDAVIT OF EXECUTOR

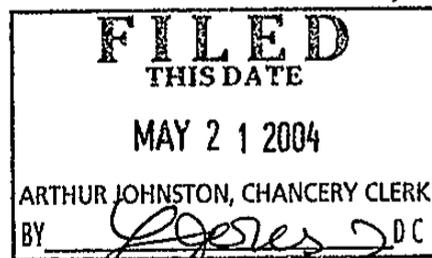
STATE OF MISSISSIPPI

COUNTY OF RANKIN

On this the 21st day of May, 2004, personally came JOHN ELLIS MOFFITT, qualified and acting Executor of the ESTATE OF ELLIS MUMFORD MOFFITT; DECEASED, having been appointed by an order of the Chancery Court of Madison County, Mississippi, dated the 21st day of May, 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), he 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 Herald*, a

88061 / 12668

- 1 -



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

John E. Moffitt
John Ellis Moffitt, Executor of the Estate
of Ellis Mumford Moffitt, Deceased

STATE OF MISSISSIPPI

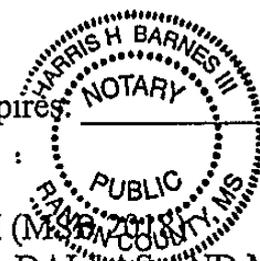
COUNTY OF RANKIN

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named JOHN ELLIS MOFFITT, Executor of the ESTATE OF ELLIS MUMFORD MOFFITT, DECEASED, 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.

SWORN TO AND SUBSCRIBED BEFORE ME on this the 21st day of May, 2004

Harris H. Barnes, III
Notary Public

My Commission Expires



Notary Public State of Mississippi
At Large
My Commission Expires
February 6, 2007
BONDED THRU
BARKSDALE BONDING & INSURANCE, INC.

Harris H. Barnes, III (MISSISSIPPI)
BARNES, BROOM, DALLAS AND McLEOD, PLLC
5 River Bend Place, Suite A
Flowood, Mississippi 39232-7618
Telephone: (601) 981-6336
ATTORNEY

Last Will and Testament of 2004-316

CHARLES H. DIETH

I, CHARLES H. DIETH, OF THE FIRST JUDICIAL DISTRICT OF HINDS COUNTY, MISSISSIPPI, BEING OVER THE AGE OF TWENTY-ONE (21) YEARS, AND OF SOUND AND DISPOSING MIND, MEMORY AND UNDERSTANDING, AND NOT UNDER THE RESTRAINT OR UNDUE INFLUENCE OF ANY PERSON, DO HEREBY MAKE, PUBLISH AND DECLARE THIS TO BE MY LAST WILL AND TESTAMENT, HEREBY REVOKING AND MAKING VOID ALL FORMER WILLS AND CODICILS BY ME MADE.

-1-

I DIRECT MY EXECUTRIX, HEREINAFTER NAMED, TO PAY MY JUST DEBTS PROBATED AGAINST MY ESTATE, AND ALL FUNERAL EXPENSES AS SOON AFTER MY DEATH AS CONVENIENTLY CAN BE DONE.

-2-

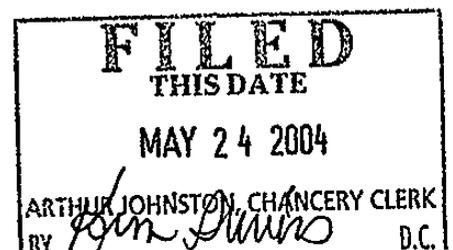
ALL OF MY PROPERTY, REAL, PERSONAL AND MIXED, OF WHATSOEVER KIND AND NATURE AND WHERESOEVER SITUATED, OF WHICH I SHALL DIE SEIZED AND POSSESSED, OR TO WHICH I SHALL BE ENTITLED AT THE TIME OF MY DEATH, OR OVER WHICH I SHALL HAVE POWER OF APPOINTMENT, I DO HEREBY GIVE, DEVISE AND BEQUEATH UNTO MY WIFE, LILLIAN L. DIETH, IF SHE SHALL SURVIVE ME.

-3-

IN THE EVENT MY WIFE, LILLIAN L. DIETH, PREDECEASES ME, OR IF WE SHOULD DIE FROM A COMMON CAUSE OR ACCIDENT, I DO WILL, BEQUEATH AND DEVISE AS FOLLOWS:

A. TO HAMMOND STATE SCHOOL, HAMMOND, LOUISIANA, IN THE NAME OF MY SON, ROBERT KRAMER DIETH, I DO GIVE, WILL AND BEQUEATH THE SUM OF FIVE THOUSAND DOLLARS (\$5,000.00). HAMMOND STATE SCHOOL SHALL BE FREE TO USE SAID MONEY FOR ANY PURPOSE WHATSOEVER.

B. TO MY DAUGHTER, LINDA DIANE DIETH, AND TO MY SON, CHARLES H. DIETH, II, I GIVE, DEVISE AND BEQUEATH THE REST AND RESIDUE OF MY ESTATE, SHARE AND SHARE ALIKE.



I DO HEREBY NOMINATE AND APPOINT MY WIFE, THE SAID LILLIAN L. DIETH, AS THE EXECUTRIX OF THIS MY LAST WILL AND TESTAMENT, AND I DIRECT THAT NO BOND, ACCOUNTING OR APPRAISEMENT SHALL BE REQUIRED OF HER AS EXECUTRIX. IF THE SAID LILLIAN L. DIETH IS EITHER UNWILLING OR UNABLE TO SERVE, I THEN NOMINATE AND APPOINT LINDA DIANE DIETH AS ALTERNATE EXECUTRIX OF THIS MY LAST WILL AND TESTAMENT, AND DIRECT THAT NO BOND, ACCOUNTING OR APPRAISEMENT SHALL BE REQUIRED OF HER AS ALTERNATE EXECUTRIX.

IN TESTIMONY WHEREOF, I HAVE SIGNED, PUBLISHED AND DECLARED THIS INSTRUMENT AS MY LAST WILL AND TESTAMENT IN THE PRESENCE OF THE UNDERSIGNED WITNESSES, WHOM I HAVE ESPECIALLY REQUESTED TO WITNESS THE SAME, THIS THE 21st DAY OF FEBRUARY, 1979.

Charles H. Dieth
TESTATOR

WITNESSES:

Jerry L. Mills
Charline R. McCord

STATE OF MISSISSIPPI
COUNTY OF HINDS

CERTIFICATE

WE, Jerry L. Mills AND Charline R. McCord, AT THE REQUEST OF CHARLES H. DIETH, IN HIS PRESENCE AND IN THE PRESENCE OF EACH OTHER, HAVE SIGNED THIS INSTRUMENT AS ATTESTING WITNESSES, CHARLES H. DIETH HAVING SIGNED THE SAME IN OUR PRESENCE AND HAVING DECLARED IT TO BE HIS LAST WILL AND TESTAMENT, AND AT THE TIME OF SIGNING, CHARLES H. DIETH WAS OVER THE AGE OF TWENTY-ONE (21) YEARS OF AGE AND WAS OF SOUND AND DISPOSING MIND, MEMORY AND UNDERSTANDING.

B 37 P 294

WITNESS OUR SIGNATURES, THIS THE 21st DAY OF
FEBRUARY, 1979.

Jerry J. Mills
NAME

208 Simmons, Clinton, Mo.
ADDRESS

Charles R. McCord
NAME

6 Sterling Square, Clinton, Mo.
ADDRESS

STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF EDWARD H. HARRIS, JR., ONE AND THE
SAME PERSON AS AND ALSO KNOWN AS
EDDIE HARRIS, DECEASED

CIVIL ACTION FILE NO. 2004-290

AFFIDAVIT

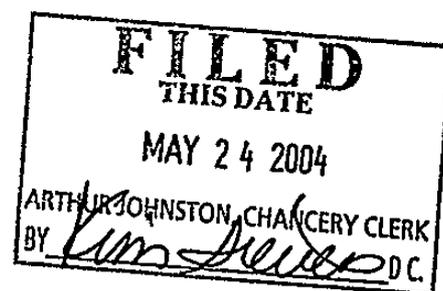
STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the state and county aforesaid, the within named EDWARD H. HARRIS, III, who, being by me first duly sworn, on oath stated:

Affiant is the duly appointed, qualified and acting Administrator of the Estate of Edward H. Harris, Jr, Deceased. 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 the persons so identified at their last known address, informing them that a failure to have their claim probated and registered with the Clerk of the Court granting letters, within the ninety (90) day period provided by *Miss. Code Ann. (1972)*, Section 91-7-145, will bar such claim. The persons so identified and their last known addresses are:

NONE



STATE OF CALIFORNIA
COUNTY OF CONTRA COSTA

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

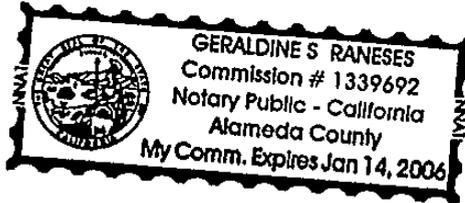
Edward H. Harris
EDWARD H. HARRIS, III

SWORN TO AND SUBSCRIBED before me on this the 29th day of APRIL, 2004.

Geraldine S. Raneses
NOTARY PUBLIC

MY COMMISSION EXPIRES:

1-14-2006
(SEAL)



STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF ETHEL LEE BURRAGE, ONE AND
THE SAME PERSON AND ALSO KNOWN
AS ETHEL CARTER BURRAGE, DECEASED

CIVIL ACTION FILE NO. 2004-291

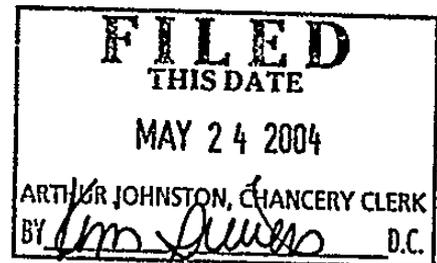
AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the state and county aforesaid, the within named EDWARD H. HARRIS, III, who, being by me first duly sworn, on oath stated:

Affiant is the duly appointed, qualified and acting Administrator of the Estate of Ethel Lee Burrage, one and the same person as and also known as Ethel Carter Burrage, deceased. 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 the persons so identified at their last known address, informing them that a failure to have their claim probated and registered with the Clerk of the Court granting letters, within the ninety (90) day period provided by *Miss Code Ann.* (1972), Section 91-7-145, will bar such claim. The persons so identified and their last known addresses are



B 37 P 298

NONE

STATE OF CALIFORNIA

COUNTY OF CONTRA COSTA

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

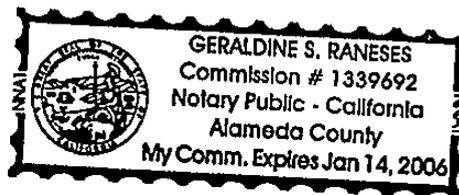
Edward H. Harris
EDWARD H. HARRIS, III

SWORN TO AND SUBSCRIBED before me on this the 29th day of April, 2004.

Geraldine S. Ranees
NOTARY PUBLIC

MY COMMISSION EXPIRES:

11-14-2006
(SEAL)



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF
THE LAST WILL AND TESTAMENT
OF ANNETTE O. CLARK, DECEASED

CIVIL ACTION, FILE NO. 2004-381

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, within my jurisdiction, Edward L. Clark, Jr., who, having been by me first duly sworn, deposed upon his oath as follows:

1. I am the duly appointed, qualified, and acting executor of the estate of Annette O. Clark, deceased.

2. I have made reasonably diligent efforts to identify all persons having claims against the estate of said decedent in order to give notice by mail to all 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 Chancery Court of Madison County, Mississippi, within the ninety (90) day period provided by §91-7-145, *Mississippi Code of 1972*, as amended, will forever bar such claim.

3. I was able to identify and have given such written notice by mail, as required by § 91-7-145, *Mississippi Code of 1972*, as amended, to the following:

The Nichols Center
7521 Old Canton Road
Madsion, MS 39110

WITNESS MY SIGNATURE, this the 26 day of May, 2004.

Edward L. Clark, Jr.
EDWARD L. CLARK, JR., Executor

FILED
THIS DATE
MAY 26 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Johnston* D.C

B 37 P 300

SWORN TO AND SUBSCRIBED BEFORE ME, this the 26 day of
May, 2004.

MY COMMISSION EXPIRES

June 23, 2005


NOTARY PUBLIC



Clark aff
061-051904