

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
ROBERT L. RAMACCIOTTI, DECEASED

CIVIL ACTION NO. 2004-507

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 ~~SUSAN RAMACCIOTTI AROLD~~^{Suzanne} ~~Arnold~~ who being by me first duly sworn on oath stated:

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

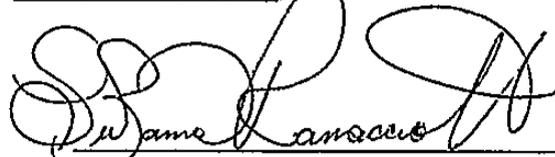
<u>PERSON</u>	<u>LAST KNOWN ADDRESS</u>
1 USAA Federal Savings Bank (VISA)	Attn: Special Collections 10750 McDermott Freeway San Antonio, TX 78288-0509
2 Internet Doorway, Inc.	Attn: Billing Department P O Box 22488 Jackson, MS 39225

FILED
THIS DATE
JUL 19 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY James 2 D.C.

3. Fleet National Bank

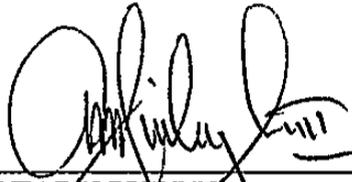
2970 Transit Road
West Seneca, NY 14224

WITNESS MY HAND as of the 14TH day of JULY, 2004.


SUZANNE RAMACCIOTTI, Executrix

SWORN TO, subscribed and signature acknowledged, as of the 14TH day of JULY, 2004




NOTARY PUBLIC

My Commission Expires.
JUNE 25, 2005

OF COUNSEL.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
JESSIE T. MCDONALD, DECEASED

CIVIL ACTION
FILE NO. 2004-418

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 FRANCES ELISE WALDRUP MCDONALD, who being by me first duly sworn on oath, stated:

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

<u>Person</u>	<u>Last Known Address</u>
1. Covenant Pharmacy, LLC	2506 Lakeland Dr. Ste 101 Flowood, MS 39232
2. Kings Daughters Hospital	823 Grand Avenue Yazoo City, MS 39194
3. Mid-South Credit Bureaus, Inc.	1410 Industrial park Road Paris, TN 38242

WITNESS my hand this 27 day of May, 2004.

Frances Elise Waldrup McDonald
FRANCES ELISE WALDRUP MCDONALD EXECUTRIX

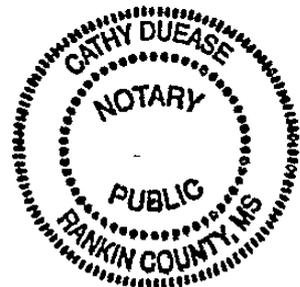
SWORN to and subscribed before me this 27 day of May 2004.

Cathy Duese
NOTARY PUBLIC

My Commission Expires: _____ (SEAL)

Notary Public State of Mississippi
My Commission Expires: February 20, 2006
Bonded Thru Helden, Brooks & Garland, Inc.

FILED
THIS DATE
JUL 20 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.



Last Will and Testament

2004-537

FILED
 THIS DATE
 JUL 21 2004
 ARTHUR JOHNSTON, CHANCERY CLERK
 BY *Am Jones* D.C.

OF
GEORGIA BLACKMON

I, **GEORGIA BLACKMON**, of 319 Harvey Watkin Drive, Canton, Madison County, Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, do make, publish and declare this to be my Last Will and Testament, hereby revoking all previous Wills or Codicils heretofore made by me.

I.

I appoint as Executrix of my estate, **MARY SHIELDS**, to serve without bond and to act as her good judgment and discretion will determine, and she shall not be required to file any accounting, annual or final, to any Court of her actions as Executrix.

II.

I give, devise and bequeath to my great niece , **MARY SHIELDS**, at the time of my death, my house and lot located at 319 Harvey Watkins Drive, Canton, Mississippi 39046.

III.

All stocks, bonds and monies in any banking institution and the rest, residue and remainder of my estate and property, both real, personal or mixed, wheresoever situated, of whatsoever kind, character and description I do hereby will, give, devise and bequeath to my great niece, **MARY SHIELDS**, for her exclusive use and benefit.

IV.

I request that all of my just debts, duly probated, be paid out of any non-exempt money or property that I may have in my estate and that I be buried in a manner befitting my station in life, the expense of which shall be paid out of my estate.

WITNESS MY SIGNATURE, this the 4th day of September,

2003.

Georgia Blackmon
GEORGIA BLACKMON

WITNESSES:

George Nichols
George P. Chubb

COUNTY OF MADISON

We, the undersigned, do hereby certify that we subscribed our signatures as attesting witnesses to the above and foregoing instrument on the date therein stated at the request of **GEORGIA BLACKMON**, who declared the said instrument to be her Last Will and Testament, and who signed said instrument in our presence, and that at she request we affixed our signatures hereto as attesting witnesses in her presence and in the presence of each other.

WITNESS OUR HANDS, this the 4th day of

September, 2003.

George C. Nichol
P.O. Box 691
CANTON, MS 39046

James A. Parker
15 Pine Street Rd
Cathage, MS 39051

2004-547

LAST WILL AND TESTAMENT
OF
ANNIE MARGARET LUTZ

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

I, ANNIE MARGARET LUTZ, (also sometimes known as Anna Margaret Lutz), of Canton, Madison County, Mississippi, being of the age of eighteen years and over and of sound and disposing mind and memory, do make, declare and publish this to be my Last Will and Testament, revoking all previous wills and codicils.

I.

I name, constitute and appoint my sister, Ida Frances Lutz, as Executrix of this my Last Will and Testament and direct that she be not required to give bond or make any formal accounting to any Court other than the probate of this my Last Will and Testament. Should my said sister, Ida Frances Lutz, predecease me or refuse or be unable to serve as Executrix hereunder, I name, constitute and appoint Joseph Lutz (Jody) Hill, my nephew, as Executor, also without bond. Should both my said sister and my aforesaid nephew predecease me or refuse or be unable to serve as Executrix or Executor hereunder, I name, constitute and appoint William Bernard Lutz, also my nephew, as Executor, and also without bond.

II.

I will, devise and bequeath all of my estate unto my sister, Ida Frances Lutz, if she shall survive me.

III.

Should my sister, Ida Frances Lutz, predecease me then I will, devise and bequeath all of my estate unto Eva Elizabeth Lutz Hill, my sister, Wilson J. Lutz, Jr., and Leo Hilton (Bill) Lutz, my brothers, and Elsa B. Lutz, my sister-in-law, in equal shares, share and share alike. In the event that either my aforesaid sister,

brothers or sister-in-law shall predecease me, this bequest shall not lapse, but shall vest in the child or children of said decedent or decedents then living.

IN WITNESS WHEREOF, I have executed this Last Will and Testament on this the 25th day of October, 1994, in the presence of the undersigned attesting and credible witnesses, who, at my request and in my presence, and in the presence of each other, have witnessed my signature hereto.

Annie Margaret Lutz
Annie Margaret Lutz

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

Bartana A. Powell

Frank V. Thompson

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
ANNIE MARGARET LUTZ, DECEASED

CIVIL ACTION, FILE NO. 0004-541

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned notary public in and for the state and county aforesaid, within my jurisdiction, the within named, Barbara B. Power, one of the two subscribing witness to the foregoing and annexed instrument of writing purporting to be the last will and testament of Annie Margaret Lutz, late of Madison County, Mississippi, who, having been by me first duly sworn, stated and deposed upon her oath that the said Annie Margaret Lutz signed, published and declared said instrument to be her last will and testament on the 25th day of October, 1994, being the date of said instrument, in the presence of the deponent and Frank V. Thompson; that the said Annie Margaret Lutz was then and there of sound and disposing mind and memory and was over the age of eighteen years; that the deponent and Frank V. Thompson, in the presence of each other, subscribed and attested said instrument of writing, as witnesses to Annie Margaret Lutz's signature and publication thereof, at the request of and in the presence of Annie Margaret Lutz, on the 20th day of October, 1994; that the deponent is not in any way interested in the estate of Annie Margaret Lutz; and that the deponent is now and was at the time of her attestation of said instrument a competent witness under the laws of the state of Mississippi.

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

Barbara B. Power
BARBARA B. POWER

SWORN TO AND SUBSCRIBED BEFORE ME, this the 14 day of July, 2004.

John Ritchey
NOTARY PUBLIC

My Commission Expires:

June 23, 2005

Lutz, POW
063/062204

FILED
THIS DATE
JUL 22 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY Arthur Johnston DC.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
ANNIE MARGARET LUTZ, DECEASED

CIVIL ACTION, FILE NO. 2004-547

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned notary public in and for the state and county aforesaid, within my jurisdiction, the within named, Frank V. Thompson, one of the two subscribing witness to the foregoing and annexed instrument of writing purporting to be the last will and testament of Annie Margaret Lutz, late of Madison County, Mississippi, who, having been by me first duly sworn, stated and deposed upon his oath that the said Annie Margaret Lutz signed, published and declared said instrument to be her last will and testament on the 25th day of October, 1994, being the date of said instrument, in the presence of the deponent and Barbara B. Power, that the said Annie Margaret Lutz was then and there of sound and disposing mind and memory and was over the age of eighteen years, that the deponent and Barbara B. Power, in the presence of each other, subscribed and attested said instrument of writing, as witnesses to Annie Margaret Lutz's signature and publication thereof, at the request of and in the presence of Annie Margaret Lutz, on the 20th day of October, 1994; that the deponent is not in any way interested in the estate of Annie Margaret Lutz, and that the deponent is now and was at the time of her attestation of said instrument a competent witness under the laws of the state of Mississippi.

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

Frank V. Thompson
FRANK V. THOMPSON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 14 day of July, 2004.

Jim R. H. [Signature]
NOTARY PUBLIC

My Commission Expires:

June 23, 2005

1UT22.pow
063/071204

FILED
THIS DATE
JUL 22 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY Kim Powers DC



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF
THE LAST WILL AND TESTAMENT
OF ANNIE MARGARET LUTZ, DECEASED

CIVIL ACTION, FILE NO. 2004-547

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

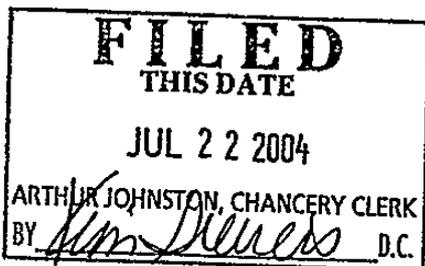
PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, within my jurisdiction, Ida Frances Lutz, who, having been by me first duly sworn, deposed upon her oath as follows:

1. I am the duly appointed, qualified, and acting executrix of the estate of Annie Margaret Lutz, 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. Being unable to identify any such creditor, I was not able to give any such written notice by mail, as required by § 91-7-145, *Mississippi Code of 1972*, as amended.

WITNESS MY SIGNATURE, this the 22 day of July, 2004.



Ida Frances Lutz
IDA FRANCES LUTZ, Executrix

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

J. M. Riker
NOTARY PUBLIC

MY COMMISSION EXPIRES:

June 23, 2005



Lutz.AFF
063/071304

Last Will and Testament

OF

2004-545

BILLIE B BROCATO

I, BILLIE B BROCATO, an adult resident of Madison County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me

ARTICLE I.

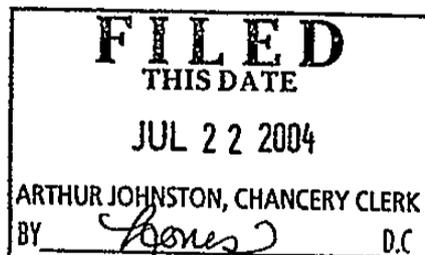
I declare that I am a widow and the mother of LISA BROCATO McTAGGART, to whom all references herein to "my daughter" shall relate. For all purposes of this Will and the disposition of my estate hereunder, the terms "issue" and "descendants" shall be deemed to include all children born to or adopted by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

ARTICLE II.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled.

All property bequeathed or devised under this Will either outright or in trust is bequeathed and devised subject to existing mortgages, liens or encumbrances thereon. My Executor is given full discretion as to which debts to pay and which to allow to pass with the property to which such debts apply. However, notwithstanding anything contained herein to the contrary, nothing herein shall be construed to create any express trust for the payment of any such taxes, expenses or debts.

I direct that all estate and inheritance taxes and other taxes in the general nature thereof, together with any interest or penalty thereon (including any and all taxes paid with respect to the proceeds of any policy or policies of insurance on my life, or with respect to any other property



Page 1

Billie B. Brocato
BILLIE B. BROCATO

including property over which I have a taxable power of appointment included in my gross estate for the purpose of such taxes, but not including any taxes imposed on generation-skipping transfers under the federal tax laws) shall be paid by my Executor out of my residuary estate, and said beneficiaries under the residuary portion of my Will shall be responsible for that portion of taxes in the proportion that their bequest bears to the total passing under the residuary portion. Any and all said taxes as set forth herein shall be paid out of my residuary portion of my Will by the residual beneficiaries in the same proportions as immediately set forth above.

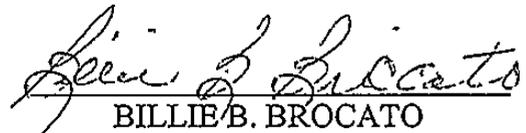
ARTICLE III.

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

ARTICLE IV.

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

Should my daughter predecease me, such property bequeathed to her under this Article shall pass to her issue, per stirpes. In the event I desire any particular division of such above described property among my legatees or heirs I will leave a listing with my Executor to that effect, which I would request such beneficiaries and my Executor honor. My Executor is hereby given full and complete authority to determine the property and the value of each share passing under this Article and the Executor's decision as to the division of such property shall not be questioned by any beneficiary. Should any disagreement arise as to the equitable division of this property among the


BILLIE B. BROCATO

beneficiaries, then I direct my Executor to sell any or all such personal property at a public or private sale without Court order or bond and divide the net sale proceeds among such beneficiaries in accordance with the terms hereof.

ARTICLE V.

I give, bequeath, devise and appoint all the residue and remainder of my property and estate of every nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, all lapsed legacies and devises or other gifts made by this Will which fail for any reason, hereinafter referred to as my residuary estate, unto my Executor to be distributed to the hereinafter named Trustee, to be administered in accordance with the terms and provisions set forth and contained herein This trust shall be known as the "Billie B. Brocato Family Trust "

The Billie B Brocato Family Trust shall be held, administered and disposed of upon the following terms and provisions -- that is to say.

A. 1 After my death, the principal and accumulated accounting income of said trust shall be divided into separate and equal parts--one (1) part for my daughter, if living at that time, and one (1) part for the issue, as a group, of my daughter, if deceased; and each part shall be a separate trust The separate part for the issue, as a group, of my deceased daughter shall be further divided into separate and equal trust for such issue, per stirpes. The separate trust for my daughter shall be maintained under the terms and provisions herein for the benefit of my daughter during the term of her lifetime The Trustee is authorized, in its sole and absolute discretion, to pay all or any portion of the net income to or for the benefit of my daughter in convenient installments periodically, but if paid, then at least as often as annually, during the term of the trust. However, the Trustee may in its discretion withhold from my daughter so much (or all) of the income as the Trustee determines not to be advisable for her health, maintenance and for the maintenance of her accustomed standard of living. After considering the health and maintenance of my daughter, my Trustee is further authorized, in its discretion, to pay to or for the benefit of any of her issue, any such withheld income and/or trust principal deemed advisable for their health, maintenance and education (including post graduate education). Any excess income not distributed shall be accumulated and added to the principal Notwithstanding anything to the contrary contained herein, this discretionary trust shall be for the principal benefit of my daughter. During the term of the trust, my Trustee is directed to look first to her health and maintenance prior to acting under its discretion to sprinkle income and/or trust principal to other beneficiaries. However, all income and/or trust principal disbursements herein are to be made solely in the discretion of the Trustee.

Nothing herein shall be construed as a right of any beneficiary to income or principal or a requirement that my Trustee provide support for any beneficiary, all payments of


BILLIE B. BROCATO

income and/or principal from this trust throughout the term thereof being purely and completely discretionary with my Trustee. Any stated standards are merely stated as a guide to my Trustee and are not to be construed as any right of any beneficiary to support from said trust, whether by income or principal.

A. 2. If the total income of my daughter is, in the sole discretion of the Trustee, insufficient to enable her to maintain her present and accustomed standard of living, then the Trustee may solely, in its discretion, pay to her or apply for her benefit, out of the principal of the trust such additional sum or sums as the Trustee shall deem proper for her health, maintenance and the maintenance of her accustomed standard of living. In making this determination, the Trustee may take into consideration my daughter's assets and income from sources other than this trust, including, but not limited to, her qualification for governmental payments (local, state or federal)

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

B. 1. Upon the death of my daughter, said trust estate of my deceased daughter's trust shall vest in her issue, per stirpes, subject to the terms and provisions herein. The Trustee shall then maintain each said grandchild's separate trust for each such grandchild pursuant to the provisions contained in this Paragraph for each such grandchild's benefit during the term of their lifetime. At each such grandchild's death, the remaining income and principal of each such grandchild's trust shall vest in such grandchild's living issue, per stirpes, subject to the terms and conditions set forth. Said trusts shall continue to be administered under the terms herein at the sole and absolute discretion of my Trustee for the health, maintenance and education (including post graduate education) of said beneficiaries, and the Trustee is authorized, in its sole discretion, to distribute net income to or for the benefit of such beneficiaries from said trusts, and if distributed then at least annually, or at more frequent intervals as it determines proper, or accumulate any such income and add same to corpus if such income or portion thereof is not deemed, in its discretion, to be advisable for said beneficiaries' health, maintenance and education (including post graduate education).

As to each grandchild's separate trust, the Trustee is given total discretion to sprinkle income and/or trust principal to and among that grandchild's issue for their health, maintenance and education (including post graduate education), with my Trustee bearing in mind that each grandchild is to be considered the primary beneficiary of their trust herein

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


BILLIE B. BROCATO

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

B. 2. In the event that any issue of any of my grandchildren shall become a beneficiary of a trust herein, said trust assets shall continued to be maintained in separate trust for the benefit with the principal and accumulated income of each such issue's trust to be distributed outright and free of trust to each such issue in accordance with the following schedule. when each such issue reaches the age of twenty-six (26) years, one-half (1/2) of the then accumulated income and principal of that issue's trust shall be distributed to said issue; and when each such issue reaches the age of thirty (30) years, the entire remainder of the then accumulated income and principal of that issue's trust shall be distributed to said issue, with all distributions being subject to the terms and provisions of Paragraph F of Article VI.

B. 3 In the event my daughter shall die leaving no surviving issue or descendants, or if all of my daughter's issue shall die leaving no surviving issue or descendants, then the accumulated income and principal of their separate trust shall be distributed equally to my heirs-at-law as computed at that time under the laws of descent and distribution of the state of Mississippi in effect at that time

ARTICLE VI.

I direct that as to any and all trusts created herein, except where specified otherwise, the following shall apply.

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

B Neither the principal nor the income of any trust fund, nor any part of same, shall be liable for the debts of any trust beneficiary, nor shall same be subject to seizure by any creditor and/or claimant of any beneficiary, and a beneficiary shall not have any power to, voluntarily or involuntarily, sell, assign, transfer, convey, encumber, or in any manner to anticipate or dispose of their principal interests in the trust fund, or any part of same

If any beneficiary of any trust shall attempt to anticipate, pledge, assign, sell, transfer, alienate or encumber his or her interest, or if any creditor or claimant shall attempt to subject such interest to the payment of any debt, liability or obligation of such beneficiary, then thereupon any perceived right of such beneficiary to income or principal shall terminate and thereafter the Trustee


BILLIE B BROCATO

is authorized in its discretion to pay such income or principal to or apply same for the maintenance of one (1) or more of the following persons, namely (a) such beneficiary, (b) his or her issue, and (c) those who would be entitled to receive the principal of the trust had the beneficiary died immediately prior to receipt of such income or principal by the Trustee, in such manner and proportions as the Trustee in its sole discretion may determine, regardless of equality of distribution, but in no event shall the Trustee be required or compelled to pay any part of the income or principal to or for such beneficiary.

C. During the minority or incapacity of any beneficiary to or for whom income or principal is authorized or directed to be paid, my Trustee may pay, transfer or assign same in any one or more of the following ways (a) directly to such beneficiary such amount as it may deem advisable as an allowance; (b) to the guardian of the person or of the property of such beneficiary, (c) to a relative of such beneficiary upon the agreement of such relative to expend such income or principal solely for the benefit of the beneficiary, (d) by expending such income or principal directly for the health, education and maintenance of such beneficiary My Trustee shall have the power in its uncontrolled discretion to determine whether a beneficiary is incapacitated, and its determination shall be conclusive.

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

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

F. With regard to the Billie B. Brocato Family Trust, notwithstanding any other provisions herein to the contrary, if in the sole and complete judgment of the Trustee, a beneficiary (at any time such beneficiary would otherwise be entitled to receive a distribution of principal or income from the trust estate) shall not have manifested the ability which would qualify such beneficiary to prudently use and conserve the principal or income of the trust estate provided to be distributed to such beneficiary, then and in such event, the Trustee is fully authorized to withhold and defer the delivery and conveyance of any part or all of such principal or income distribution until the Trustee shall deem such beneficiary to be qualified to prudently use and conserve the same; provided, however, such principal or income so retained shall continue to be administered as an integral part of such beneficiary's trust estate and may thereafter, as the Trustee deems wise, be paid over and delivered to such beneficiary in whole or in part and from time to time as and when the Trustee has determined such beneficiary is qualified to prudently use and conserve the same.


BILLIE B BROCATO

With regard to the Billie B. Brocato Family Trust, should any beneficiary of the trust be disabled, incompetent, a debtor in any bankruptcy proceeding, a defendant in any filed or threatened legal proceeding, or in any way incapacitated at the time of any scheduled distribution of income or principal, the Trustee is authorized in its discretion to withhold such distribution of income or principal and continue to maintain such trust assets for the benefit of said beneficiary until such condition is removed. My Trustee shall have sole and absolute discretion to determine whether a beneficiary is disabled, incompetent or incapacitated and to determine when such conditions as detailed above have been removed. My Trustee shall be held harmless for exercising its discretion and shall be entitled to indemnification from the trust, provided such discretion is exercised in good faith. This indemnification shall apply to this Paragraph and any other applicable Paragraphs herein where the Trustee shall exercise its discretion to determine the disability, incompetency or incapacity of any beneficiary herein.

G. All trusts created in this Will are private trusts, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee shall not be required to return to any court any periodic formal accounting of its administration of the trusts, but said Trustee shall render annual accounts to the income beneficiaries of the trusts and the Trust Advisor. No person paying money or delivering property to the Trustee shall be required to see to its application. Bond shall not be required of the Trustee.

H. All trusts created herein are created under, are governed by, and are to be construed and administered according to the laws of the State of Mississippi, or of any future situs chosen by my Trustee, if in the Trustee's discretion such new situs is deemed advisable for the benefit of the beneficiaries. All questions about the validity, construction, and administration of the trusts created herein shall be governed by the laws of the State of Mississippi, or of any other jurisdiction that may be chosen by my Trustee as any new situs for the trusts if such situs and jurisdiction is deemed advisable for the benefit of the beneficiaries.

I 1 Each Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving sixty (60) days written notice to that effect, specifying the effective date of such resignation, to the current income beneficiary or beneficiaries at the time of giving notice and to the Trust Advisor, set forth in Paragraph S of this Article. A Successor Trustee may then be appointed by an instrument delivered to such successor, with a copy to the existing Trustee, and signed by the Trust Advisor appointed in Paragraph S of Article at that time, and my daughter, if living at that time; or if she be deceased or otherwise unable to name a successor, then a majority of the income beneficiaries (of legal age) of the trust at that time, (or if any are minors, by the guardian of their persons). Further, the same above stated persons, in the order stated above, shall have the right at all times to replace any Trustee with or without cause; and further provided that Successor Co-Trustees may be appointed, but in all instances of any Successor Trustee, not herein named, one (1) such Successor Trustee must always be a federally


BILLIE B. BROCATO

insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location, and further provided that no beneficiary, spouse, parent or child of any beneficiary of the trust nor the Trust Advisor be named or appointed as Successor Trustee or Successor Co-Trustee of any trust for their benefit or for the benefit of their issue, nor shall any other person or entity serve as Trustee who or which could be deemed to not be an independent Trustee as defined in Section 672 of the Internal Revenue Code of 1986, as amended.

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

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

I. 2. The Trust Advisor of the trust may demand resignation of any Trustee hereunder at any time, with or without cause, and may appoint a Successor Trustee or Successor Co-Trustees, provided that one (1) such Successor Trustee must always be a federally insured bank or trust company with trust powers, with a separate, active, functioning trust department with full investment capabilities, or a company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location. Under no circumstances shall any trust beneficiary, or parent, child or spouse of any beneficiary, or the Trust Advisor be appointed or serve as a Successor Trustee herein.

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

J. If any beneficiary other than a child, grandchild or great-grandchild of mine having become entitled to a distribution of all or a portion of my estate or this trust shall be under the age of twenty-one (21) years or be under any legal disability, his or her share shall be vested in him or her, but distributions shall be postponed until he or she attains such age or until such disability has been removed. The Trustee is authorized to pay to or for the benefit of said beneficiary such part of the income or principal of the retained share as the Trustee considers advisable for said beneficiary's health, education and maintenance and may add to the principal any income not so expended, and shall, subject to Paragraph F of this Article, distribute to such beneficiary, all remaining principal and income at age twenty-one (21)


BILLIE B BROCATO

K Unless sooner terminated by the provisions of this Will, and notwithstanding the terms of any trust herein, each and every trust created hereby shall come to an end at the expiration of twenty-one (21) years after the death of the last survivor among myself, my daughter, my daughter's issue, and the issue of my daughter's issue who are living at the time of my death, and at the expiration of said time notwithstanding any provision to the contrary herein contained, the Trustee shall pay over to the then living income beneficiaries or if none, then in the same manner as set forth in Article V, Paragraph B.3 herein. In other words, notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule Against Perpetuities

L. In the event that any corporate trustee shall hereafter merge or consolidate with any other bank or trust company, then the corporation created by such merger or consolidation shall act as Successor Trustee hereunder, provided that such new surviving bank or trust company must be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominant business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location, and in such capacity shall possess and exercise all powers and authority herein conferred on the Trustee named herein

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

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

O. If following my death, the principal of the Billie B. Brocato Family Trust estate shall ever be less than \$50,000 00, or otherwise in the discretion of the Trustee there is a detrimental economic reality to maintaining the trust, such trust shall terminate and the assets and any accumulated income therefrom shall be distributed free of trust to the income beneficiaries thereof, or if minors, to their legal guardians in the proportions required under the terms thereof.


BILLIE B. BROCATO

P. My Trustee shall be prohibited from making any payments in reimbursement to any governmental entity (state, local or federal), which may have incurred expense for the benefit of a beneficiary, and my Trustee shall not pay any obligation of a beneficiary which obligation is otherwise payable by any governmental entity (state, local or federal) or pursuant to any governmental program (state, local or federal) of reimbursement or payment. With regard to the Billie B Brocato Family Trust, regardless of the guidance standards stated therein or anything contained therein to the contrary, it is my intention and I clearly state that such trust and any separate trusts contained therein are discretionary in nature with no requirement in my Trustee to support any beneficiaries therefrom, with my Trustee having sole and absolute discretion as to payment or non payment of income or principal therefrom until the termination dates thereof.

Q. I hereby authorize my Trustee to take any necessary action and expend any reasonable amounts from my trust estate that it deems advisable in its sole and absolute discretion for the purposes of complying with all environmental laws and regulations and preventing, correcting, managing, studying, sampling, monitoring, or investigating any environmental problem, whether currently existing or subsequently arising (including, but not limited to, any release or threatened release of any contaminant into the indoor or outdoor environment), existing on, at, under or in connection with any property owned or operated directly by my trust and real property owned or operated by a closely held corporation or by a general or limited partnership in which my trust estate has an ownership or management interest (collectively, "Environmental Actions")

This power shall apply to any and all situations in which any governmental authority or third party has in any manner requested or required Environmental Actions, and any and all situations where my Trustee has identified a potential or existing environmental problem for which, in its sole and absolute discretion, Environmental Actions should be taken to avoid actual or potential loss to my trust estate, even though no request or requirement for any Environmental Actions has been received from a governmental authority or third party. Such power to expend trust estate funds shall extend to the exhaustion of my entire trust estate if the Trustee deems it advisable, in its sole and absolute discretion.

The Trustee shall have the power to determine in a fair and equitable manner, to the extent not then covered by statute, how the allocation of disbursements for Environmental Actions shall be charged between income and principal.

R. My Trustee shall be exonerated, reimbursed and indemnified from my trust estate for, from, and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, claims, costs, expenses, and disbursements of any kind or nature whatsoever (including, without limitation, the reasonable fees and disbursements of counsel or consultants in connection with any investigative, administrative, or judicial proceeding, whether or not my Trustee is a party thereto) in any manner arising out of or not limited to, any violation of any applicable legal requirement or any release or threatened release of any contaminant into the indoor or outdoor


BILLIE B BROCATO

environment, existing on, at, under or in connection with any property held in my trust estate, including, but not limited to, real property owned or operated directly by my trust and real property owned or operated by a closely held corporation or by a general or limited partnership in which my trust estate has an ownership or management interest (collectively, "Liabilities and Costs"), even if the Liabilities and Costs equal the entire value of my trust estate; provided, however, that my Trustee shall have no right to indemnification or reimbursement hereunder for any Liabilities or Costs due solely to my Trustee's gross negligence or willful misconduct. My Trustee shall not be personally liable to any beneficiary or any other party for an decrease in the value of assets in my trust estate by reason of my Trustee's compliance with any environmental laws.

S During the existence and administration of any and all trusts set forth herein, I appoint as Trust Advisor EFP, Inc The Trust Advisor of any trust may be replaced, with or without cause, by my daughter, if living at that time or if she be deceased or unable to act, by majority vote of the income beneficiaries of the trust of legal age (or if minors, by the guardians of their persons)

The functions and duties and authority of the Trust Advisor shall include evaluating, monitoring and advising as to the performance and actions of the Trustee and assisting the Trustee in investment counseling as well as to the needs of the income beneficiaries of each trust. In this regard, I grant to the said Trust Advisor full access to the Trustee's records as same relate to the administration of said Trust Such Trust Advisor should be consulted by my Trustee in the sale or purchase of any Trust assets as well as with regard to the management of securities, real property and business interests, including the purchase or sale of same However, the Trust Advisor shall have and maintain no fiduciary duties or liability with regard to the Trusts, their duties and responsibilities being advisory in nature only.

I authorize the Trustee to pay reasonable expenses and/or fees to the Trust Advisor on invoices submitted by the said Trust Advisor for specific work performed by them as well as reimbursement for any and all out-of-pocket expenses incurred in the performance of their duties

T. My Trustee shall have the power to disclaim any power which, in its sole discretion, will or may cause my trustee to be considered an "owner" or "operator" of property held in my trust estate, under the provisions of the Comprehensive Environmental Response, Compensation and Liability Act, (CERCLA), as amended from time to time, or which shall cause my trustee to incur liability under CERCLA or any other federal, state, or local law, rule or regulation.

ARTICLE VII.

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


BILLIE B. BROCATO

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

ARTICLE VIII.

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

A To have all of the specific powers set forth in Miss Code Ann §91-9-101 et seq (1972) as now enacted or hereafter amended

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

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


BILLIE B. BROCATO

discretion given my Executor and Trustee, but if said securities or any of them are voted by my Executor or Trustee in favor of the management of the respective companies issuing them or in favor of any proposals supported by such management, my Executor or Trustee shall not be responsible or liable for any act of such management or for the loss or decrease in value of said securities or any of them, or of the estate, by reason of such voting

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

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

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

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

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

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

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

K. To consent to and participate in any plan for the liquidation, any security of which is held.

L To borrow money (from themselves or itself, including any Trustee's own banking department, individually or from others) upon such terms and conditions as they may determine and to mortgage and pledge estate assets as security for the repayment thereof; and to loan money to any beneficiary of the estate or trust upon such terms as the Executor or Trustee may, in their discretion, determine advisable

M. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as they may deem advisable (with or without privilege of purchase), including but not limited to agricultural, commercial, and oil, gas and mineral leases, and any lease so made shall


BILLIE B. BROCATO

be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate administration or the trust With regard to mineral rights, to execute contracts, letter agreements, farm-out agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed in relation thereto To insure against fire or other risk To make repairs, replacements and improvements, structural or otherwise, to any such real estate To subdivide real estate, to dedicate same to public use and to grant easements as they may deem proper.

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

O. To employ accountants, attorneys, investment advisors, money managers and such agents as they may deem advisable, and to grant same discretionary powers, as they may deem advisable; to pay reasonable compensation for their services and to charge same to (or apportion same between) income and principal as they may deem proper. In this regard, the Trustee should consider my chosen advisors and the beneficiaries of all trusts may recommend such advisors, attorneys, agents or accountants to my Trustee and I request the Trustee to consider such recommendation and where prudent and advisable consider the investment recommendations of such advisors.

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

Q. If any individual among the legatees named or provided for under the foregoing provisions of this Will (or under the provisions of any codicil to it hereafter executed by me) shall be a minor at the time of my death, then, and in that event, and notwithstanding any statute or rule of law to the contrary, I authorize my Executor or Trustee to pay or deliver the legacy to which each such minor shall be entitled to the parent or to the legal guardian of such minor or to the person with

Billie B. Brocato
BILLIE B BROCATO

whom such minor shall then reside, and the receipt of such parent or guardian or person with whom such minor shall then reside shall constitute a full acquittance of my Executor or Trustee with respect to the legacy so paid or delivered, all subject to the provisions for distributions in the trusts contained herein

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

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

With regard to the Billie B Brocato Family Trust, since my Trustee is not required to distribute any income, I hereby authorize my Trustee, in its sole and absolute discretion, to decide how much income to distribute or accumulate and I exonerate my Trustee from any liability for additional tax on any trust if it accumulates any income of said trust

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

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

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

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

W The power, exercisable in their sole discretion, to invest in any insurance policy, whether the insured or covered person is a beneficiary or any other person. Such investment may be in part ownership of any insurance policy and may be made in any manner that the Executor or Trustee shall deem appropriate. The propriety of such investment and the nature and amount of the insurance policy in which is invested shall be solely within the discretion of the Executor or Trustee, and the Executor or Trustee shall incur no liability as a result of such investment, even though such insurance policy is not an investment in which trustees are authorized by law or by any rule of court to invest trust funds. The Trustee shall have the power, exercisable in its sole discretion, to retain


BILLIE B. BROCATO

any such insurance policy as an investment of the trust estate without regard to the portion that such insurance policies of a similar character, so held, may bear to the entire amount of the trust estate. The term "insurance policy" shall be deemed to include life insurance policies, annuity contracts, accident policies, and any retirement plan or contract under which death benefits can or are made payable to the Executor or Trustee.

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

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

Certain trusts in this Will or transfers made during my lifetime may be subject to taxation under Chapter 13 (§§ 2601 et seq) of the Internal Revenue Code (or similar statutes in force and effect from time to time) In consideration of the special duties and responsibilities imposed upon the Trustee by reason thereof, the following provisions shall be applicable to any such trust

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

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


BILLIE B BROCATO

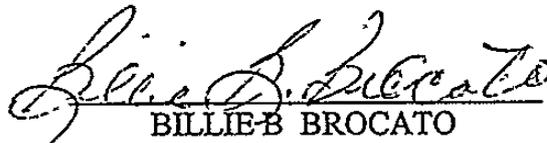
c My Trustee is authorized to divide property in the trust with an inclusion ratio as defined in Section 2642(a)(1) of the Internal Revenue Code, as amended, of neither one nor zero into separate trusts representing two fractional shares of the property being divided, one to have an inclusion ratio of one and the other to have an inclusion ratio of zero

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

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

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

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


BILLIE-B BROCATO

direct the voting of any stock or other securities held in the estate or trusts, either by directing investments or reinvestments or by vetoing proposed investments or reinvestments

ARTICLE IX.

I appoint my daughter, LISA BROCATO McTAGGART, as Executrix of my estate, or if she predeceases me, fails to qualify, or otherwise ceases to act, I appoint JEAN BROWN of Brandon, Mississippi, as Successor Executor. I direct that any and all of the above-named persons and/or entity serve in said capacities without the necessity of making bond, inventory, accounting or appraisal to any court, to the extent that same may be properly waived under the law.

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

I appoint as Trustee of the Billie B. Brocato Family Trust created herein THE CAPITAL TRUST COMPANY OF DELAWARE, Wilmington, Delaware. I also direct that said Trustee or any successor to him serve in said capacities without the necessity of making bond, inventory, accounting or appraisal to any court, to the extent that same may be properly waived under the law.

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

ARTICLE X.

In the event I should die in such a common disaster with any beneficiaries of my estate, I shall be deemed to have survived such beneficiaries and this Will and all of its provisions shall be construed upon that assumption.

ARTICLE XI.

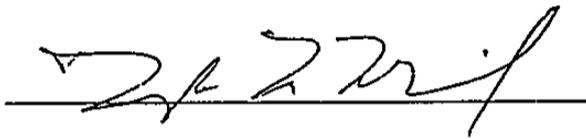
I hereby authorize and empower the herein-named beneficiaries and/or their issue, or if any of said beneficiaries of my estate are deceased or disabled, I authorize and empower their executor(s) or executrix(es) or agents or personal representatives, or trustees to disclaim all or any portion of my estate herein provided for them. To be effective, such disclaimer shall be in writing and shall be delivered to my Executor within the period designated by the Internal Revenue Code effective at the date of my death. Any portion of my estate so disclaimed by any beneficiary shall pass under this Will, as if said beneficiary disclaiming had predeceased me.


BILLIE B BROCATO

I, BILLIE B BROCATO, have signed this Will which consists of nineteen (19) pages, this the 20th day of December, 2000, in the presence of Douglas McDaniel and Laurie V. Tolbert, who attested it at my request


BILLIE B. BROCATO, Testatrix

The above and foregoing Will of Billie B Brocato was declared by her in our presence to be her Will and was signed by Billie B. Brocato in our presence and at her request and in her presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the Will of Billie B Brocato on this the 20th day of December, 2000

 of 4772 East Massena Dr.
Jackson MS 39211

Laurie V. Tolbert of 223 Moss Valley Circle
Brandon MS 39042


BILLIE B. BROCATO

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF BILLIE B. BROCATO

CAUSE NO _____

PROOF OF WILL

Be it known and remembered that on this 20th day of December,
A.D., 2000, before me, the undersigned authority, personally came and appeared
Douglas McDaniel, one of the subscribing witnesses to that certain
instrument of writing purporting and alleged to be the Last Will and Testament of Billie B Brocato,
bearing date of the 20th day of December, 2000; and he/she, having first
carefully examined and inspected said instrument and the signature thereto, and having been by me
first duly sworn, deposed and said that the said Billie B Brocato, signed, published and declared said
instrument of writing as and for her Last Will and Testament in the presence of this deponent on the
day of the date of said instrument, that said Billie B Brocato was then of sound and disposing mind,
memory and understanding, and able and competent in law and in fact to make a Will, and at that
time was a bona fide resident of Madison County, Mississippi, where she had maintained her fixed
place of residence prior to said date; and that said Billie B Brocato was then more than eighteen
years of age, and that this deponent and the other witness subscribed said instrument as witness
thereto, at the instance and request and in the presence of said testator and in the presence of each
other on the date aforesaid.

Address of Witness

4772 East Messena Dr.
Jackson, MS 39211

[Signature], Witness

SWORN TO AND SUBSCRIBED before me by DOUGLAS H. MCDANIEL,
(Witness)
this 20th day of December, A.D., 2000.

Amy L. Piccaluga
NOTARY PUBLIC

My Commission Expires:
Notary Public State of Mississippi At Large
My Commission Expires: May 20, 2001
BONDED THRU KAREN MARCHETTI, INC.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF BILLIE B. BROCATO

CAUSE NO. _____

PROOF OF WILL

Be it known and remembered that on this 20th day of December, A D, 2000, before me, the undersigned authority, personally came and appeared Laurie V Tolbert, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Billie B. Brocato, bearing date of the 20th day of December, 2000, and he/she, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Billie B Brocato, signed, published and declared said instrument of writing as and for her Last Will and Testament in the presence of this deponent on the day of the date of said instrument, that said Billie B. Brocato was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of Madison County, Mississippi, where she had maintained her fixed place of residence prior to said date, and that said Billie B. Brocato was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testator and in the presence of each other on the date aforesaid

Address of Witness

223 Moss Valley Circle
Brandon MS 39042

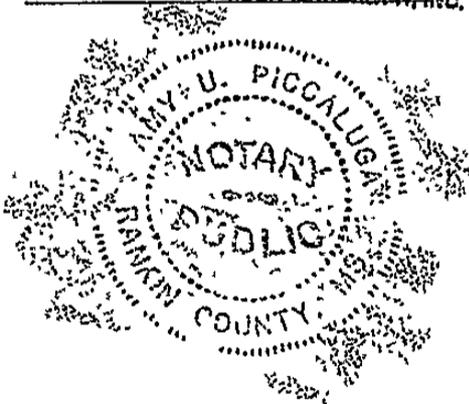
Laurie V. Tolbert
, Witness

SWORN TO AND SUBSCRIBED before me by LAURIE V. TOLBERT,
(Witness)
this 20th day of December, A D, 2000.

Amy U. Piccaluga
NOTARY PUBLIC

My Commission Expires.

Notary Public State of Mississippi At Large
My Commission Expires: May 20, 2001
BONDED THROUGH KENNEDY-MARSHALL, INC.



First Codicil
to
Last Will and Testament
of

2004-545

BILLIE B. BROCATO

I, BILLIE B. BROCATO, an adult resident of Madison County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my First Codicil to my Last Will and Testament, said Last Will and Testament executed by me on the 20th day of December, 2000, hereby revoking any and all Codicils to said Will heretofore made by me

ARTICLE I.

I hereby revoke Article IV of my said Will, and substitute therefor the following, to-wit.

ARTICLE IV.

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

Should my daughter predecease me, such property bequeathed to her under this Article shall pass to her issue, per stirpes In the event I desire any particular division of such above described property among my legatees or heirs I will leave a listing with my Executor to that effect, which I would request such beneficiaries and my Executor honor My Executor is hereby given full and complete authority to determine the property and the value of each share passing under this Article and the Executor's decision as to the division of such property shall not be questioned by any beneficiary. Should any disagreement arise as to the equitable division of this property among the

Billie B. Brocato
BILLIE B. BROCATO

FILED
THIS DATE
JUL 22 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY James D.C.

beneficiaries, then I direct my Executor to sell any or all such personal property at a public or private sale without Court order or bond and divide the net sale proceeds among such beneficiaries in accordance with the terms hereof.

B. I hereby give and bequeath unto ANN CANTRELL of 240 Walnut Ridge, Ridgeland, Mississippi 39157, if she survives me the cash sum of Ten Thousand and NO/100 Dollars (\$10,000). I make this bequest to Ann Cantrell because she has been a longtime friend to me, who cleans my home, takes me to the hospital when necessary, and cares for me in many ways Should Ann Cantrell predecease me, this bequest shall lapse and pass as a part of my residuary estate pursuant to Article V of my Last Will and Testament.

With the above amendment, I hereby confirm, ratify and republish my Last Will and Testament dated the 20th day of December, 2000

I, BILLIE B. BROCATO, have signed this First Codicil to my Last Will and Testament, dated the 20th day of December, 2000, said Codicil consisting of two (2) pages, on this the 4th day of February, 2003, in the presence of Doug McDaniel and SUZANNE TREST, who attested it at my request

Billie B. Brocato
BILLIE B. BROCATO, Testatrix

The above and foregoing First Codicil to Last Will and Testament of Billie B. Brocato was declared by her in our presence to be her First Codicil to her Will and was signed by her in our presence and at her request and in her presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the First Codicil to Last Will and Testament of Billie B. Brocato on this the 4th day of February, 2003.

Doug McDaniel of 4772 E. Messena Dr.
Jackson MS 39211

Suzanne Trest of 12 Ashton Gardens Dr.
Jackson, MS 39211

Billie B. Brocato
BILLIE B. BROCATO

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF BILLIE B. BROCATO

CAUSE NO _____

PROOF OF CODICIL

Be it known and remembered that on this 4th day of February, A.D., 2003, before me, the undersigned authority, personally came and appeared Douglas M. McDaniel, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the First Codicil to Last Will and Testament of Billie B. Brocato, said Last Will and Testament bearing date of the 20th day of December, 2000, and said First Codicil executed on this the 4th day of February, 2003, and having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Billie B. Brocato signed, published and declared said instrument of writing as and for her First Codicil to Last Will and Testament in the presence of this deponent on the day of the date of said instrument, that said Billie B. Brocato was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Codicil to Will, and at that time was a bona fide resident of Madison County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Billie B. Brocato was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witnesses thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid

Address of Witness:

4772 E Massena Dr.
Tupelo, MS 39211

[Signature]
Witness

SWORN TO AND SUBSCRIBED before me by Douglas M. McDaniel,
(Witness)
this 4th day of February, A D, 2003.

[Signature]
NOTARY PUBLIC

My Commission Expires

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES OCT 16, 2005
~~BONDED THRU STEGALL NOTARY SERVICE~~



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF BILLIE B. BROCATO

CAUSE NO. _____

PROOF OF CODICIL

Be it known and remembered that on this 4th day of FEBRUARY, A D., 2003, before me, the undersigned authority, personally came and appeared SUZANNE TREST, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the First Codicil to Last Will and Testament of Billie B. Brocato, said Last Will and Testament bearing date of the 20th day of December, 2000; and said First Codicil executed on this the 4th day of FEBRUARY, 2003; and having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Billie B. Brocato signed, published and declared said instrument of writing as and for her First Codicil to Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Billie B Brocato was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Codicil to Will, and at that time was a bona fide resident of Madison County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Billie B Brocato was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witnesses thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid.

Address of Witness

12 Ashton GARDENS RD

Suzanne Trest
Witness

JACKSON, MS 39211

SWORN TO AND SUBSCRIBED before me by Suzanne Trest,
(Witness)
this 4th day of February, A D., 2003.

Ramie V. Colbert
NOTARY PUBLIC

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES OCT 16, 2005
BONDED THRU STEGALL NOTARY SERVICE



Last Will and Testament

of
PAULINE RUFFINE STRIPLING

I, PAULINE RUFFINE STRIPLING, an adult resident citizen of Madison, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils

ITEM I.

My Husband is deceased I have two (2) children now living, JACK LEONARD STRIPLING and GLEN ROLAND STRIPLING.

The words "child", "children", "grandchildren" and "descendants" as used herein shall include any children hereafter born to a descendant of mine after the execution of this Will. Each of the words "child," "children," "grandchildren" and "descendants" shall not be deemed to include an adopted child or adopted children, irrespective of any provisions of law establishing a contrary presumption. It is my intent to exclude persons who've been adopted from being considered a descendant of mine.

ITEM II.

I appoint my son, JACK LEONARD STRIPLING, Executor of my Estate under this Will. In the event my son is or becomes unable or unwilling to serve as Executor of my Estate, I appoint my nieces, JOANN DAMON STARR and KAY DAMON SMITH, both of Houston, Texas, as successor Co-Executors of my Estate under this Will. My Co-Executors shall act only on the unanimous decision of both. In the event one of my Co-Executors is or becomes unable or unwilling to serve as Co-Executor, my remaining niece shall serve alone as successor Co-Executor

ITEM III

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

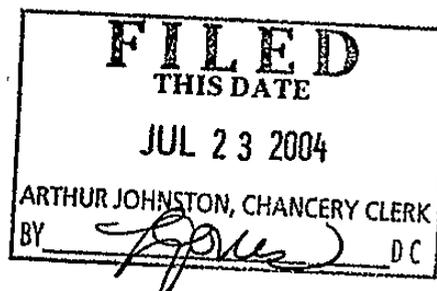
ITEM IV

All Section references, as used in this Will, refer to the Internal Revenue Code of

FOR IDENTIFICATION

Pauline Stripling

Page 1 of 10



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

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

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

ITEM V

To my sons, JACK LEONARD STRIPLING and GLEN ROLAND STRIPLING, if they survive me, I give and bequeath in substantially equal shares, to be divided among them as they agree, or in the absence of such agreement, as my Executor may determine, the following

A My club memberships, clothing, jewelry, sports equipment, and other personal effects

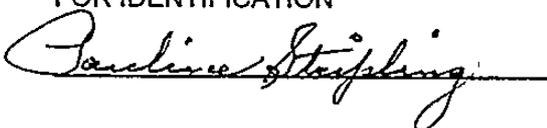
B My interest in the furniture, furnishings, decorations, silverware, china, pictures, linens, glassware, and the like located in my home

If a son of mine does not survive me, I give and bequeath his share of the assets described in Items V A and V.B., to his children in equal shares. In the event a son of mine predeceases me, leaving no surviving children, I give and bequeath his share of the assets listed in this Item to my surviving son. In the event neither of my sons survive me and leave no surviving children, the assets listed in this Item shall be distributed with the rest, residue and remainder of my Estate.

ITEM VI

I give, devise and bequeath to JACK LEONARD STRIPLING, as Trustee under the terms set forth in this Will, the rest, residue and remainder of my Estate, both real and personal, of whatsoever kind or character, and wheresoever located. This trust shall be for the benefit of my sons, JACK LEONARD STRIPLING and GLEN ROLAND

FOR IDENTIFICATION



STRIPLING, and their children

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

The Trustee shall divide this trust into separate trusts. There shall be a separate trust for each of my sons, JACK LEONARD STRIPLING and GLEN ROLAND STRIPLING. These trusts shall be equal in amounts. The Trustee shall hold, administer and distribute the funds of each trust under the following provisions

A. The Trustee shall distribute, at least quarterly, to each of my sons from their respective trust estate as much of the net income of that trust as the Trustee, in its discretion, deems advisable for his education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of his accustomed standard of living. Any income not distributed shall be added to the respective trust's principal and distributed in accordance with subsequent provisions

B. In addition to the income distributions, the Trustee may distribute to or for the benefit of my sons, as much principal as the Trustee, in the Trustee's discretion, deems advisable for his education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of his accustomed standard of living. In making principal distributions, the Trustee may consider the needs of my sons and the funds available to them from other sources

C. In the event either of my sons does not survive me, or upon the death of either of my sons, the balance of my deceased son's trust estate shall be distributed, free from all trust constraints, to his descendants, per stirpes. In the event a son of mine has no surviving descendants at the time of his death, his trust estate shall be distributed to my remaining son, or if deceased, to his surviving descendants, per stirpes

FOR IDENTIFICATION

Franklin Stripling

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

E This trust shall be designated and known as the "Pauline Ruffine Stripling Family Trust."

ITEM VII

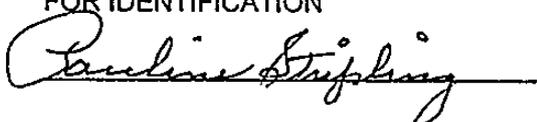
In making distributions for beneficiaries from any trust created under this Will and especially where such beneficiaries are minors, or incapable of transacting business due to illness, the Trustee, in the Trustee's discretion, may make distributions either (a) directly to the beneficiary, (b) to the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

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

ITEM VIII.

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

FOR IDENTIFICATION



basis of the property.

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

ITEM IX

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

ITEM X

If at the time any distribution of trust assets from any trust created in this Will is required and a minor is entitled to a share thereof, including any distribution of vested property under Item IX above, the Trustee is directed to continue to hold the share of the minor in trust for the minor's benefit until such minor attains the age of twenty-one (21) years. Until distribution is made, the Trustee shall expend such part of the income and/or principal of the share belonging to the minor as the Trustee, in the Trustee's discretion, deems necessary to provide for the education, support, maintenance and health of the minor.

ITEM XI

Any trust created herein shall be entitled to a proportionate share of the income of my estate commencing with the date of my death. During the administration of my estate

FOR IDENTIFICATION

Pauline Stripling

and until the trust is established, I authorize the Trustee, in the Trustee's discretion, to request of my Executor, in which case my Executor may 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 judgment of the Trustee and the Executor, jointly, equals the income which the beneficiaries would receive from the trust had it been established at my death.

ITEM XII.

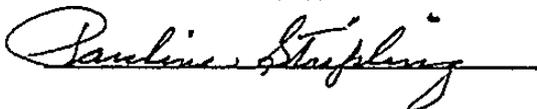
Any trust created by this Will is a private trust. The Trustee shall not be required to obtain the order or approval of any court for the exercise of its powers and discretion.

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

ITEM XIII.

A Trustee of any trust created in this Will may resign at any time by giving written notice, specifying the effective date of resignation, to the persons who are income beneficiaries of the trust at that particular time. The notice may be made by personal delivery or sent by registered mail. In the event of such resignation, or in the event of removal, the successor Co-Trustees shall be my nieces, JOANN DAMON STARR and KAY DAMON SMITH, who shall act only on the unanimous decision of both. In the event of removal or resignation of one of my nieces, my remaining niece shall serve alone as successor Trustee. During the lifetime of my sons, JACK LEONARD STRIPLING and GLEN ROLAND STRIPLING, they may jointly demand the resignation (or if only one is surviving, he alone may demand the resignation) of any Trustee of any trust hereunder by written notice to the Trustee, specifying the date for such resignation. In the event of such resignation or removal, my named successor Trustee or Co-Trustee shall serve as successor Trustee or Co-Trustee. In the event there is no remaining successor Trustee or Co-Trustee named above, a successor Trustee shall be appointed by the joint decision of

FOR IDENTIFICATION



my sons, JACK LEONARD STRIPLING and GLEN ROLAND STRIPLING (or if only one is surviving, he alone may appoint a successor Trustee). In such event, such successor Trustee shall be a bank possessing trust powers or a trust company. The resigning or removed Trustee shall deliver all trust assets to the successor Trustee on the effective date of the resignation or removal, and shall, within sixty (60) days of such date, submit a full and final accounting to the successor Trustee and to the income beneficiaries of the trust. Any successor Trustee shall be vested with all the rights, powers, duties and discretion conferred upon the original Trustee.

ITEM XIV.

Unless otherwise provided, the administration and management of the trust created herein, the sale and conveyance of the trust assets, the investment and reinvestment of trust assets and the rights, powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi (being §91-9-101 and following the Mississippi Code of 1972) as it now exists or may hereafter be amended. In addition to the powers contained in that law, the Trustee shall have full power and authority.

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

B. To place, in the discretion of the Trustee, trust funds on time deposit in savings accounts or certificates of deposit in any federally-insured bank or federally-insured savings and loan association.

C. To receive, invest in, and retain in the trust all types of property and, especially, to receive, invest in, and retain in the trust shares of stock in closely held corporations, partnership interests in general and limited partnerships, oil, gas, and other mineral interests and unimproved real estate regardless of where it may be situated, without

FOR IDENTIFICATION

Caroline Stripling

liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which Trustees generally are authorized to invest by trust law

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

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

F. To invest trust assets in a common fund established by the Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi (being §81-5-37 of the Mississippi Code of 1972) as it now exists or may hereafter be amended.

G. To surrender, disclaim, release, relinquish or amend, after providing written notice to the income beneficiaries, all or any portion of any administrative provision of any trust created herein which cause or may cause adverse or unanticipated tax liability to my estate, the trust, the Trustee, or the beneficiaries

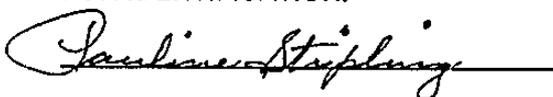
H To hold investments in the name of the nominee.

I To receive property conveyed to the trust by any person, and to hold, administer and distribute the property in accordance with the terms of the trust.

J To participate in any reorganization, recapitalization, merger, or similar proceeding affecting any corporation or partnership, the securities of which or interests in which are held in trust

K To retain such experts, including specialized investment counsel, appraisers, accountants, and attorneys, as it deems appropriate for advice in the selection, maintenance and disposition of trust assets, and to pay the fees of any such experts as

FOR IDENTIFICATION:



well as all expenses incurred in the acquisition, storage, maintenance and delivery of such assets.

ITEM XV.

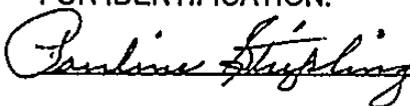
Any recipient of property or beneficiary of a trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her, whether outright or in trust, or all or any part of his or her interest in any trust created herein. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor. If any person disclaims any portion of a gift, devise or bequest, the property disclaimed shall be distributed to the Trustee of the "Pauline Ruffine Stripling Family Trust" created by Item VI of this Will to be held, administered, and distributed as provided herein.

ITEM XVI

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

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. However, my Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the

FOR IDENTIFICATION.

 _____

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

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 25th day of June, 2002.

Pauline Ruffine Stripling
PAULINE RUFFINE STRIPLING

This instrument was, on the day and year shown above, signed, published and declared by PAULINE RUFFINE STRIPLING 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.

Margaret M. Dorman

41 Sun Valley Drive
Address

Brandon, MS 39042
City, State, Zip

Stephen J. Debelak

1575 Crisler Rd.
Address

Terry, MS 39170
City, State, Zip

FOR IDENTIFICATION

Pauline Ruffine Stripling

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF Rankin

This date personally appeared before me, the undersigned authority at law, in and for the jurisdiction aforesaid, the within named Margaret M. Orman, who being by me first duly sworn according to law, states on oath that:

(1) Affiant is one of the subscribing witnesses to the Last Will and Testament of Pauline Ruffine Stripling (the "Decedent"), who was personally known to affiant, and whose signature is affixed to the Last Will and Testament, which Last Will and Testament is dated June 26, 2002.

(2) On June 26, 2002, the Decedent signed, published and declared her Last Will and Testament, in the presence of affiant and in the presence of Melanie J. O'Malley, the other subscribing witness to the Will.

(3) The Decedent was then and there of sound and disposing mind and memory, and above the age of eighteen (18) years.

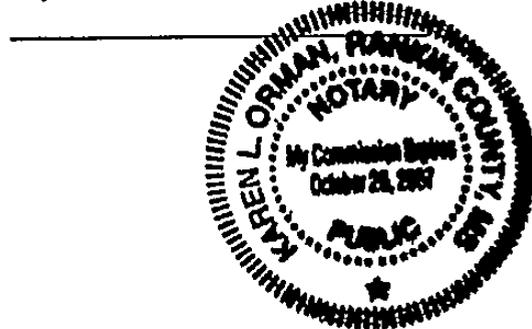
(4) Affiant, together with Melanie J. O'Malley, subscribed and attested the Will as witnesses to the signature and publication thereof, at the special request, and in the presence of the Decedent, and in the presence of each other.

Margaret M. Orman
Margaret M. Orman
Address: 41 Sun Valley Drive
Brandon, MS 39042

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

Karen L. Orman
NOTARY PUBLIC

My Commission Expires:



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
CALVIN J. KNOX, DECEASED

CIVIL ACTION FILE NO. 2004-546

AFFIDAVIT

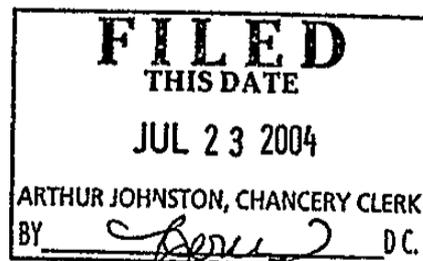
STATE OF MISSISSIPPI

COUNTY OF Madison

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

That Affiant is the duly authorized, qualified and acting Administrator of the Estate of CALVIN J. KNOX, deceased, and that Affiant has made reasonably diligent efforts to identify all persons having claims against the estate and has given notice by mail to persons so identified, at their last known address informing them that a failure to have their claim probated and registered with the clerk of this court granting letters within the ninety (90) day period provided by Miss Code 1972 Annotated, Section 91-7-145 will bar such claims. The person so identified and their last known address(es) are:

NONE



WITNESS MY HAND this the 23rd day of July, 2004.

Louise W. Knox
LOUISE W. KNOX

SWORN TO AND SUBSCRIBED before me, this the 23rd day of July, 2004.

[Signature]
NOTARY PUBLIC

(SEAL) BETTYE TOWNER
NOTARY PUBLIC
MASSON COUNTY, MISSISSIPPI
Notary Public State of Mississippi
At Large
My Commission Expires
January 21, 2008
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

1-21-08

FILED
THIS DATE
JUL 26 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
IN THE MATTER OF THE ESTATE OF
GEORGIA BLACKMON, DECEASED

NO. 04-537

CREDITORS' AFFIDAVIT

COMES now Mary Shields, duly appointed Executrix of the Estate of Georgia Blackmon, Deceased, and having first been duly sworn, and pursuant to section 91-7-145 of the Mississippi Code Annotated (1972), deposes and says as follows:

1. Affiant is an adult resident citizen of Madison County Mississippi, and is legally competent to execute this document.

2. Your affiant was appointed Executrix of the Estate of Georgia blackmon, by Order of this Court dated July 19th, 2004. Letters Testamentary pursuant to said order were issued to your affiant on July 19th, 2004.

3. Affiant pursuant to said appointment has made reasonable diligent efforts to identify all persons, companies, creditors or entities having claims against the Estate of Georgia Blackmon, Deceased.

4. Affiant has determined that the following persons, companies and/or entities have or had claims against the Estate of Georgia Blackmon, Deceased, at the time of her appointment as Executrix of the person and estate of Georgia Blackmon:

- 1. N/A
- 2. _____
- 3. _____

Other than as stated above, affiant has been unable to locate

any other persons, companies, creditors and/or entities having claims or claiming that they have claims of any nature, and affiant personally knows of no such persons, companies and/or entities claiming to have claims against the Estate of Georgia Blackmon, Deceased, after diligent search and inquiry to ascertain same by your affiant.

Pursuant to said efforts, affiant on 7-26-04, will give and/or gave notice by mail at the last known address to all such persons, companies, entities and/or creditors known or found by affiant to have claims against the Estate of Georgia Blackmon, advising such persons or entities that a failure to have their claim(s) probated and registered by the clerk of this Court within the ninety day period provided by subsection (2) of section 91-7-145 (As Amended) Mississippi Code Annotated (1972), would bar such claim(s)'.
Further affiant sayeth not.

Mary Shields
Mary Shields,
Executrix of the Estate of
Georgia Blackmon, Deceased

SWORN TO AND SUBSCRIBED before me, this the 21st day
July, 2004.

Jessica D. Walton
NOTARY PUBLIC

MY COMMISSION EXPIRES:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 16, 2007
BONDED THRU STEGALL NOTARY SERVICE

(SEAL)



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN RE: THE ADMINISTRATION OF THE
ESTATE OF MAUDELLA BRACY, DECEASED,
DAISY GUNN, PETITIONER

CAUSE NO. 2003-0102

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Daisy Gunn, who, being first duly sworn by me, states and deposes on her oath as follows, to-wit:

I am the Administratrix of Maudella Bracy, deceased Pursuant to the requirements of Miss. Code Ann §91-7-145 (1972), I hereby state that I have made reasonable diligent efforts to identify persons having claims against the Estate of Maudella Bracy, deceased, and after diligent search and inquiry, I have identified no such persons or claims.

WITNESS MY SIGNATURE this the 20 day of July, 2004.

Daisy Gunn
DAISY GUNN
ADMINISTRATRIX OF THE ESTATE OF MAUDELLA BRACY

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

Lynda Kay
NOTARY PUBLIC

My Commission Expires
My Commission Expires March 15, 2006.

FILED
THIS DATE
JUL 28 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY Arthur Johnston DC.

LAST WILL AND TESTAMENT
OF
RUBY MAE KUHN

2004-573

I, RUBY MAE KUHN, an adult resident 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, hereby specifically revoking any and all former wills and codicils heretofore executed by me.

ARTICLE I.

I give, devise and bequeath all of my property, both real and personal, of whatsoever kind or character and wheresoever situated, unto my children, JERRY KUHN, of Arlington, Texas; and BETTY K. SAXTON, of Canton, Mississippi, to share and share alike.

ARTICLE II.

I hereby appoint my son, JERRY KUHN, to be Executor of this my Last Will and Testament, and he is granted all the powers and discretions which are necessary for the administration of this Will including the power to sell real or personal property at public or private sale to be exercised without court order and to serve in such capacity without bond.

ARTICLE III.

I hereby direct my Estate to pay all of the expenses of my last illness and all of my funeral expenses and subsequent thereto, all of my remaining assets should be distributed unto the beneficiaries as named in this Will as shown herein.

IN WITNESS WHEREOF, I have hereunto affixed my signature on this the 22nd day of January, 1992.

Ruby Mae Kuhn
RUBY MAE KUHN, Testatrix

THE FOREGOING INSTRUMENT was on the date shown above signed, published and declared by RUBY MAE KUHN, Testatrix, 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, and have hereunto subscribed our names as witnesses on this the 22nd day of January, 1992, at Canton, Mississippi.

Jessie Smith
WITNESS

P.O. Box 775
Canton, MS 39046
ADDRESS

Karen L. Trupp
WITNESS

451 E. Dinkens St.
Canton, MS 39046
ADDRESS

FILED
THIS DATE
JUL 28 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY Am. Powell DC

IN THE MATTER OF THE ESTATE OF
RUBY MAE KUHN, DECEASED

CIVIL ACTION, FILE NO. 2004-573
FILED
THIS DATE
JUL 28 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

PROOF OF WILL

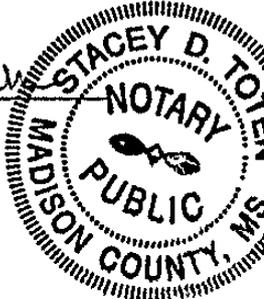
STATE OF MISSISSIPPI
COUNTY OF Madison

PERSONALLY APPEARED BEFORE the undersigned authority in and for said County and State, KAREN L. TRIPP, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of RUBY MAE KUHN, who, being duly sworn, deposed and said that the said Ruby Mae Kuhn signed, published and declared said instrument as her Last Will and Testament on the 22nd day of January, A.D., 1992, the day of the date of said instrument, in the presence of this deponent, and in the presence of Terri Smith, the other subscribing witness, and that said Testatrix was then of sound and disposing mind and memory, and more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and this deponent and Terri Smith, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix, and in the presence of the said Testatrix and in the presence of each other, on the day and year of the date of said instrument.

[Signature: Karen L. Tripp]
KAREN L. TRIPP

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

[Signature: Stacey D. Tolen]
NOTARY PUBLIC



MY COMMISSION EXPIRES:
8-18-06

LAST WILL AND TESTAMENT
OF
RUBY MAE KUHN

I, RUBY MAE KUHN, an adult resident 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, hereby specifically revoking any and all former wills and codicils heretofore executed by me.

ARTICLE I.

I give, devise and bequeath all of my property, both real and personal, of whatsoever kind or character and wheresoever situated, unto my children, JERRY KUHN, of Arlington, Texas; and BETTY K. SAXTON, of Canton, Mississippi, to share and share alike.

ARTICLE II.

I hereby appoint my son, JERRY KUHN, to be Executor of this my Last Will and Testament, and he is granted all the powers and discretions which are necessary for the administration of this Will including the power to sell real or personal property at public or private sale to be exercised without court order and to serve in such capacity without bond.

ARTICLE III.

I hereby direct my Estate to pay all of the expenses of my last illness and all of my funeral expenses and subsequent thereto, all of my remaining assets should be distributed unto the beneficiaries as named in this Will as shown herein.

IN WITNESS WHEREOF, I have hereunto affixed my signature on this the 2nd day of January, 1992.

Ruby Mae Kuhn
RUBY MAE KUHN, Testatrix

THE FOREGOING INSTRUMENT was on the date shown above signed, published and declared by RUBY MAE KUHN, Testatrix, 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, and have hereunto subscribed our names as witnesses on this the 2nd day of January, 1992, at Canton, Mississippi.

Jennie Smith
WITNESS

P.O. Box 775
Canton, MS 39046
ADDRESS

Karen L. Trupp
WITNESS

451 E. Dinkins St.
Canton, MS 39046
ADDRESS

LAST WILL AND TESTAMENT
OF

2004-524 SEYMOUR ROBERT POOLEY, SR.

FILED
THIS DATE
JUL 28 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Kim* D.C.

I, SEYMOUR ROBERT POOLEY, SR., an adult resident citizen of Jackson, Hinds 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

EXECUTOR AND SUCCESSORS

I appoint my son, SEYMOUR ROBERT POOLEY, JR., as Executor of my Estate under this Will. If my son, SEYMOUR ROBERT POOLEY, JR., is or becomes unable or unwilling to serve as Executor, then I appoint my daughter, MICHAEL CAROL POOLEY SCHAFFLER, and my son, DANIEL JOHN POOLEY, to serve as Successor Co-Executors. If either MICHAEL CAROL POOLEY SCHAFFLER or DANIEL JOHN POOLEY is unable or unwilling to serve as Co-Executor, then the other shall serve as sole successor Executor.

ITEM II

WIFE AND CHILDREN

My wife's name is MARY GERTRUDE DONOHOE POOLEY, and she is sometimes referred to herein as my wife. I have three (3) children now living, all of whom are adults, and they are:

SEYMOUR ROBERT POOLEY, JR.;

DANIEL JOHN POOLEY; and

MICHAEL CAROL POOLEY SCHAFFLER.

They are herein referred to as my children.

ITEM III

PERSONAL EFFECTS

Section 1. All to Wife. I give and bequeath to my wife, MARY GERTRUDE DONOHOE POOLEY, if she survives me, all of my household furniture and furnishings, chinaware, silverware and linens, automobiles, clothing, jewelry, sport equipment and other tangible personal property located in my home, and policies of insurance

AS

thereon, but not including -cash, bank accounts, securities or intangible property.

Section 2. If Wife Does Not Survive Me. 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, as they may select by casting lots to determine the order in which they shall select, with each of them to select in the aggregate items of comparable value in this rotating fashion.

Section 3. 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 IV

RESIDUE

Section 1. Pour-Over to Revocable Trust. I give, devise and bequeath all the rest, residue and remainder of my estate, of wheresoever located, of which I shall be seized or possessed or to which I shall be entitled in any way at the date of my death, excluding any property over which I may have a power of appointment (it being my intention not to exercise any such power) but including any lapsed bequest hereunder, all of which is hereinafter referred to as my "residuary estate", to the then acting Trustee under the Trust Agreement executed this same date by and between me, as Grantor, and SEYMOUR ROBERT POOLEY, JR. and me as Trustees, which created the SEYMOUR ROBERT POOLEY, SR. REVOCABLE TRUST (hereinafter referred to as the "Revocable Trust"), to be added to and become a part of the trust estate of such trust, and to be held, administered and distributed pursuant to the provisions of such Trust Agreement as it shall have been last amended prior to my death.

S.P.

Section 2. Incorporation by Reference. If the gift, devise and bequest to the Trustee under the Trust Agreement which established the aforesaid Revocable Trust shall fail or shall be legally ineffective for any reason, my residuary estate shall be distributed pursuant to the terms and provisions of such Trust Agreement, which terms and provisions I hereby specifically incorporate by this reference as a part of this my Last Will and Testament.

ITEM V

SIMULTANEOUS DEATH

If my wife and I shall die under such circumstances that there is no sufficient evidence that we died otherwise than simultaneously, my estate shall be disposed of and this my Last Will shall be read as though my wife had predeceased me.

ITEM VI

EXECUTOR POWERS

Section 1. Administrative Expenses and Taxes. Pursuant to the provisions of the Revocable Trust referred to in Article IV, I have directed the payment of funeral expenses, costs of administration of my estate and taxes assessed by reason of my death. I hereby confirm this direction; provided, however, to the extent my probate estate shall consist of any United States Treasury Bonds which are acceptable upon redemption in payment of my Federal estate taxes, my Executor shall use such Bonds to pay such taxes.

Section 2. Exculpatory Clause. My Executor shall not be liable for any loss to my estate occasioned by acts in good faith in the administration of my estate, or in reliance upon an opinion of counsel, and in any event my Executor shall be liable only for willful wrongdoing, or gross negligence, but not for honest errors of judgment.

Section 3. Executor's Compensation and Expenses. My Executor



shall be entitled to receive from my estate a fair and just compensation for services rendered as Executor, and my Executor shall also be reimbursed for all reasonable expenses incurred in the management, protection and distribution of my estate.

Section 4. Executor's Powers. My Executor shall have all of the administrative and investment powers conferred upon the Trustee of the Revocable Trust referred to in Item IV (which powers are hereby specifically incorporated herein by this reference), and all other powers conferred by law upon Executors, and all powers granted trustees under the Uniform Trustees Powers Law of Mississippi, all of which may be exercised without leave or approval of court. My Executor shall have all rights of disclaimer to which I would be entitled were I living, and my Executor shall be entitled to exercise such rights without leave or approval of court, regardless of how such disclaimer affects the distribution of the disclaimed property. In addition, my Executor shall have the powers:

- (a) to join with my wife or with the personal representative of my wife in a joint Federal and/or State income, declaration of estimated income or gift tax return covering any period of time for which such returns have not been filed by me, and in any manner to otherwise affirm or disaffirm the filing of my wife of a joint Federal and/or State income, declaration of estimated income or gift tax return covering any period of time for which such joint returns may be filed by my wife, and to pay in connection with any such return or returns such taxes, interest and penalties which to my Executor may seem proper;
- (b) to claim any expenses of administration of my estate either as deductions upon an income tax return or returns or as deductions upon an income tax return or returns or as deductions from my gross estate upon an estate tax return;



(c) to exercise (or not to exercise) any other elections available under tax law.

My Executor shall have absolute discretion in the exercise or non-exercise of the foregoing powers, and my Executor's decision in that regard shall be final, and not subject to question by any person. I hereby direct that no adjustment between income and principal or in the amount of any bequest hereunder shall be required or made as a result of my Executor's exercise of such powers.

Section 5. Bond of Executor, Accountings, Inventory and Appraisal. I direct that no Executor herein designated shall be required to give any bond, and if notwithstanding this direction, any bond is required by any law, statute or rule of court, I direct that no surety be required thereon. 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 any accounting for my estate with any court.

Section 6. Powers, Rights and Duties of Successor Executors. Each successor Executor shall be vested with all of the powers, rights and duties as if originally named as Executor hereof.

Section 7. Power to Sell. 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, without 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.

Section 8. Power to Employ Agents. My Executor may employ and compensate from estate assets any attorneys, accountants, custodians or other agents necessary to the administration of my estate.

IN WITNESS WHEREOF, I have signed and declared this to be my

Last Will and Testament on this the 17 day of February, 1994.

Seymour Robert Pooley, Sr.
SEYMOUR ROBERT POOLEY, SR.

This instrument was, on the day and year shown above, signed, published and declared by SEYMOUR ROBERT POOLEY, SR. 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.

Junius Jordan
Witness

of Jerry, MS. 39170
Address

Rh. Farris
Witness

of JACKSON MS - 39212
Address

SPP

PROOF OF WILL

JUNIUS JORDAN and R M FARRIS, being duly sworn according to law on oath state:

Each of us is a subscribing witnesses to the attached written instrument dated 2-17, 1994, which purports to be the Last Will and Testament of SEYMOUR ROBERT POOLEY, SR, Testator, 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 17 day of February, 1994.

Junius Jordan
(Witness)

Serry, MS 39170
(Address)

R M Farris
(Witness)

1323 M^cCluer Rd. 39212
(Address)

STATE OF MISSISSIPPI

COUNTY OF Hinds

Subscribed and sworn to before me, the undersigned Notary Public, on this the 17 day of February, 1994.

Betty J. Ainsworth
Notary Public

My Commission Expires:
My Commission Expires Aug. 22, 1997



[Handwritten initials]

2004-044

**LAST WILL AND TESTAMENT
OF
PERCY LEE TUCKER**

I, PERCY LEE TUCKER, 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 I hereby specifically revoke any and all wills and codicils heretofore executed by me

ARTICLE I

I give and devise to my daughter, Pamela Tucker, my present residence and one (1) acre of land upon which it is situated which shall be surveyed with the expense of the survey to be paid by my Estate

ARTICLE II

All the rest, remainder and residue of my Estate, both real and personal, of whatsoever kind or character and wheresoever situated, I give, devise and bequeath unto my children, Pamela Tucker Bennett and Percy Tucker, Jr, in equal shares, share and share alike, *per stirpes*

ARTICLE III

I hereby nominate, appoint and constitute Percy Tucker, Jr as Executor of my Last Will and Testament My Executor shall have full and plenary power and authority to do and perform any act deemed by him to be to the best interest of my Estate, without

FILED
THIS DATE
JUL 29 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

any limitation whatsoever and to serve without bond Said authority shall include, but shall not be limited to, the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interest and profits therefrom, and to employ and to pay any attorneys, agents and accountants that he may deem necessary for the best interest of my estate In addition, my Executor shall have full authority to sell any real or personal property of my Estate, either at a public or private sale, in his sole discretion, for cash or upon such other conditions as he may deem appropriate, with said sale to be made without the necessity of my Executor first securing a Court order approving sale

IN WITNESS WHEREOF I have hereunto affixed my signature and published and declared this to be my Last Will and Testament on this the 7th day of February, 2003

Percy L. Tucker
PERCY LEE TUCKER

This instrument was on the date shown above, signed, published and declared by PERCY LEE TUCKER to be his Last Will and Testament in our presence, and we, at his request, have subscribed our names hereto as witnesses in his presence and the presence of each other

[Signature]
WITNESS

Amy D Bennett
WITNESS

2151 E. Northside Dr
ADDRESS

P.O. Box 1518
ADDRESS

Jackson, MS 39211
ADDRESS

Nadson MS 39130
ADDRESS

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
ESTATE OF
PERCY LEE TUCKER, DECEASED

CIVIL ACTION FILE NO. 2004-044

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, JOHN W CHRISTOPHER, subscribing witness to a certain instrument of writing, purporting to be the Last Will and Testament of Percy Lee Tucker, who, being duly sworn, deposed and said that the said Percy Lee Tucker published and declared said instrument as his Last Will and Testament on the 7th day of February 2003, the date of said instrument, in the presence of this deponent and in the presence of Amy D Bennett and that the Testator was of sound and disposing mind and memory, and more than 21 years of age, and this deponent and Amy D Bennett subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said Testator and in the presence of said Testator and in the presence of each other on the day and the year of the date of said instrument.

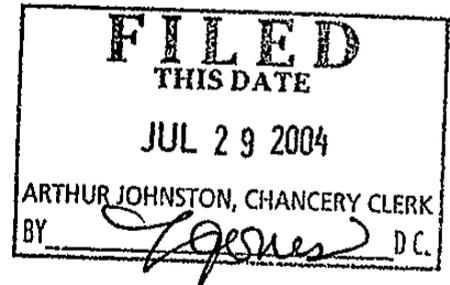
WITNESS my signature this 19th day of January, 2004

John W Christopher
JOHN W CHRISTOPHER

SWORN TO AND SUBSCRIBED before me on this 19th day of January, 2004

Amy D Bennett
NOTARY PUBLIC

My commission expires



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF PERCY LEE TUCKER, DECEASED CIVIL ACTION FILE NO. 2004-044

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned notary public in and for the aforesaid county and state, PERCY TUCKER, JR., who being by me first duly sworn stated and deposed that he has examined the records of Percy Lee Tucker, Deceased, to determine any and all creditors and finds that the following is a complete list of all creditors of Percy Lee Tucker, who are known to the undersigned:

<u>Creditor</u>	<u>Address</u>	<u>Estimated Amount Owed</u>
Citi Financial	2372 Highway 98 West PO Box 8824 Jackson, MS 39284-8824	\$1,585.00
Trustmark National Bank	PO Box 291 Jackson, MS 39205-0291	\$11,258.31
GM Card	PO Box 8800 Baltimore, Maryland 21288-3000	\$926.98

WITNESS my signature this 4-12-04 day of APRIL 12, 2004.

Percy L Tucker Jr
PERCY TUCKER, JR.

SWORN TO AND SUBSCRIBED before me on this 12 day of April, 2004.

John Christopher
NOTARY PUBLIC



FILED
THIS DATE
JUL 29 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY [Signature] D.C.

LAST WILL AND TESTAMENT

37 567

OF

THOMAS DAWSON DAY, IV

2004-586

I, THOMAS DAWSON DAY, IV, an adult resident citizen of Ridgeland, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My wife's name is MILDRED LOUISE DAY, and she is herein referred to as "my wife." I have four (4) children now living, as follows: PATRICIA ANNE LAMBERTH, born April 4, 1954; THOMAS WAYNE DAY, born September 15, 1955; JOAN CAROL LAWERENCE, born November 27, 1957; and JOHN SCOTT DAY, born July 3, 1970.

The words "child", "children", "grandchildren" and "descendants" as used herein shall include any such persons born after this execution of this Will. Each of the words "child," "children," "grandchildren" 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 wife, MILDRED LOUISE DAY, Executor of my Estate under this Will. In the event my wife is or becomes unable or unwilling to serve as Executor of my Estate, I appoint my daughter, PATRICIA ANNE LAMBERTH, Successor Executor of my Estate.

ITEM III.

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

ITEM IV.

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

FOR IDENTIFICATION:

Thomas D. Day IV

Page 1 of 13

FILED THIS DATE AUG 02 2004 ARTHUR JOHNSTON, CHANCERY CLERK BY <i>Kim S. Lewis</i> DC
--

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

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

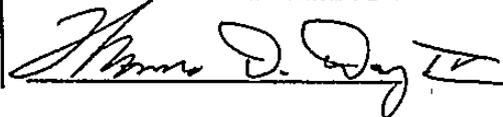
ITEM V.

To my wife, MILDRED LOUISE DAY, if she survives me, I devise and bequeath the following:

- A. My interest in our family residence, subject to any indebtedness thereon.
- B. My automobiles and other vehicles, club memberships, clothing, jewelry, sport equipment, and other personal effects.
- C. My interest in the furniture, furnishings, decorations, silverware, china, pictures, linens, glassware, and the like located in our home.

If my wife does not survive me, I devise and bequeath my interest in the family residence to the Trustee of the "Thomas Dawson Day, IV Family Trust," created by this Will, to be held, administered and distributed under the provisions of that trust; and the assets described in Items V.B. and V.C., to my children, PATRICIA ANNE LAMBERTH, THOMAS WAYNE DAY, JOAN CAROL LAWERENCE and JOHN SCOTT DAY, in substantially equal shares, to be divided among them as they agree, or in the absence of such agreement, as my Executor may determine. I have also left a signed Memorandum of Assets with my Will which directs certain pieces of personal property to be given to certain children. The Memorandum is not a part of my Will, but is only a reflection of my desire as to the disposition of certain pieces of personal property. I direct my children and my Executor to follow my wishes as expressed in the Memorandum of Assets if possible.

FOR IDENTIFICATION:



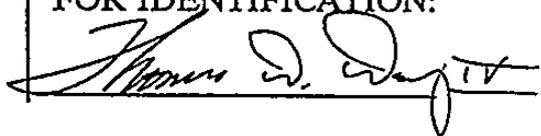
ITEM VI.

I devise and bequeath to my daughter, PATRICIA ANNE LAMBERTH, as Trustee under the terms set forth in this Will, an amount of property equal to the largest amount, but no more, that can pass free of federal estate tax by reason of the unified credit available at the date of my death provided under Section 2010, and that portion of the state death tax credit allowable to my estate under Section 2011 which does not cause an increase in my state death taxes. However, the amount of this bequest shall be reduced by the value of insurance proceeds and any other property which passes at any time during my life or at my death, either under any other Item of my Will or outside of my Will, in such manner as to constitute a part of my gross estate under federal estate tax law or an adjusted taxable gift and for which no marital deduction is allowed under Section 2056 and no deduction for public, charitable or religious purposes is allowed under Section 2055. In computing the dollar amount of property constituting this pecuniary bequest, the values used in finally determining the federal estate tax on my Estate shall control. My Executor shall select and distribute to the Trustee the cash or other property to be placed in the trust and the property so selected shall be valued at the value thereof as finally determined for federal estate tax purposes, provided, however, that my Executor in order to implement this bequest, shall distribute assets, including cash, fairly representative, on the date or dates of distribution, of appreciation or depreciation in the value of all property available for distribution in satisfaction of this pecuniary bequest. This trust shall be for the benefit of my wife, my children, and my grandchildren.

In the event my daughter, PATRICIA ANNE LAMBERTH, is or becomes unable or unwilling to serve as Trustee, I appoint my son, THOMAS WAYNE DAY, as first Successor Trustee.

The assets devised and bequeathed under this Item of my Will shall be charged with the payment of any estate, inheritance or other death taxes payable by reason of my death and any other expenses of my estate not deductible for federal estate tax purposes. I recognize the possibility that no property may be disposed of by this Item of my Will and

FOR IDENTIFICATION:



that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections.

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

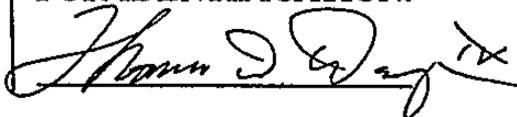
A. The Trustee shall pay to my wife, as much of the net income as the Trustee, in its discretion, deems advisable for the education, support, maintenance, and health, including any hospital or other institutional care, of her, and for the maintenance of her accustomed standard of living. These distributions shall be made in proportions and amounts and at such intervals as the Trustee determines. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions.

B. In addition to the income distributions the Trustee shall pay to or for the benefit of my wife as much principal as the Trustee, in its discretion, deems advisable for the education, support, maintenance and health, including any hospital or other institutional care, of her or for the maintenance of her accustomed standard of living at the time of my death. In making principal distributions, the Trustee shall consider the needs of my wife and the funds available to her from other sources.

C. Upon my wife's death, the Trustee shall divide this trust into separate trusts. There shall be a separate trust for each of my then living children and one trust for the then living children, collective, of each deceased child of mine (being my grandchildren by such deceased child). These trusts shall be equal in amounts. The Trustee shall immediately distribute to each of my living children, his or her entire trust estate, free from any trust constraints.

The assets of each trust for children of a deceased child of mine, if any, shall be divided equally among such deceased child's children (being my grandchildren by such deceased child). The Trustee shall hold, administer and distribute the funds of each of my deceased child's children (being my grandchildren by such deceased child) under the following provisions.

FOR IDENTIFICATION:



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

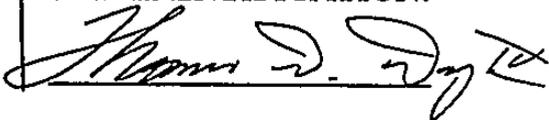
2. In addition to the income distributions, the Trustee may distribute to or for the benefit of a beneficiary as much principal as the Trustee, in the Trustee's discretion, deems advisable for the beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

3. When and as each beneficiary attains the age of twenty-six (26) years, the Trustee shall distribute to that beneficiary one-third (1/3) of that beneficiary's trust estate at that date. Thereafter when and as each beneficiary attains the age of twenty-eight (28) years, the Trustee shall distribute to that beneficiary one-half (1/2) of that beneficiary's trust estate at that date. Thereafter, when and as each beneficiary attains the age of thirty (30) years, the Trustee shall distribute to such beneficiary the remainder of that beneficiary's trust estate. If, at the time of the death of my wife, a child of mine does not survive her, any distribution to be made to a beneficiary upon attaining a certain age shall be distributed outright to such beneficiary who had previously reached the age to have received such distribution.

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

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

FOR IDENTIFICATION:



F. This trust shall be designated and known as the "Thomas Dawson Day, IV Family Trust."

ITEM VII.

If my wife, MILDRED LOUISE DAY, survives me, I give, devise and bequeath to her the rest, residue and remainder of my estate, both real and personal, of whatsoever kind or character, and wheresoever located.

ITEM VIII.

If I am not survived by my wife, MILDRED LOUISE DAY, I give, devise and bequeath the rest, remainder and residue of my estate, both real and personal, of whatsoever kind or character, and wheresoever located, to my daughter, PATRICIA ANNE LAMBERTH, as Trustee of the "Thomas Dawson Day, IV Family Trust," created by Item VI of this Will, to be held administered, and distributed as provided in said trust.

ITEM IX.

If at the time a contribution or transfer is to be made to the "Thomas Dawson Day, IV Family Trust," all conditions for a distribution to a beneficiary of the Trust have already been satisfied; his or her share of such contribution or transfer, being equal to his or her distribution, shall be delivered directly to him or her free from all trust constraints rather than to the Trustee and in full satisfaction of the distribution which was to be made to him or her from the Trust. Further, the Trustee of the Trust shall not be held in any way accountable for such direct distribution to the beneficiary.

ITEM X.

If I am not survived by my wife, MILDRED LOUISE DAY, my son, JOHN SCOTT DAY, shall have the option to purchase from my estate all of the shares of stock of MIPCO Impression Products, Inc., which I own at my death at 80% of total equity as reflected on the corporation's balance sheet at the close of the most recent month ending prior to my death. This option shall be open and exercisable for ninety (90) days from the date of my death and may be exercised by written notice of my son's election to exercise the option delivered to my Executor. If exercised, my son shall pay to my estate said purchase price

FOR IDENTIFICATION:



within one hundred twenty (120) days from the date of my death, and the Executor of my estate shall sell, transfer, assign, and convey to my son all of my shares in MIPCO Impression Products, Inc. This Item of my Will is intended only to be an option in favor of my son, JOHN SCOTT DAY, and if exercised, this option will merely affect the make-up of the assets in my Estate, and not the distribution thereof. Thus, whether or not this option is exercised, my MIPCO Impression Products, Inc., stock, or money received therefor if the option is exercised, shall be distributed along with the other assets of my estate as provided above, and this Item of my Will shall not affect such distribution.

ITEM XI.

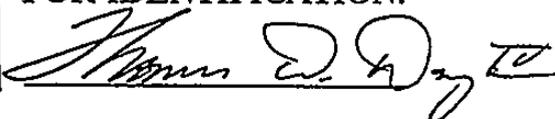
In making distributions for beneficiaries from any trust created under this Will and especially where such beneficiaries are minors, or incapable of transacting business due to illness, the Trustee, in the Trustee's discretion, may make distributions either (a) directly to the beneficiary, (b) to the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

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

ITEM XII.

The Trustee of any trust created herein shall have the authority to distribute income or principal of the trust in cash or in kind. In making distributions of both principal and income, the Trustee may make a non pro rata distribution of property in kind. The judgment of the Trustee concerning values and purposes of such division or distribution of

FOR IDENTIFICATION:

 Page 7 of 13

the property or securities held in the trust shall be binding and conclusive on all interested parties. In making a division or distribution, the Trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed and may select assets to be allocated or distributed without regard to the income tax basis of the property.

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

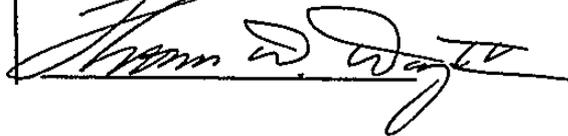
ITEM XIII.

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

ITEM XIV.

If at the time any distribution of trust assets from any trust created in this Will is required and a minor is entitled to a share thereof, including any distribution of vested property under Item XIII above, the Trustee is directed to continue to hold the share of the minor in trust for the minor's benefit until such minor attains the age of twenty-one (21) years. Until distribution is made, the Trustee shall expend such part of the income and/or principal of the share belonging to the minor as the Trustee, in the Trustee's discretion, deems necessary to provide for the education, support, maintenance and health of the minor.

FOR IDENTIFICATION:



ITEM XV.

Any trust created herein shall be entitled to a proportionate share of the income of my estate commencing with the date of my death. During the administration of my estate and until the trust is established, I authorize the Trustee, in the Trustee's discretion, to request of my Executor, in which case my Executor may 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 judgment of the Trustee and the Executor, jointly, equals the income which the beneficiaries would receive from the trust had it been established at my death.

ITEM XVI.

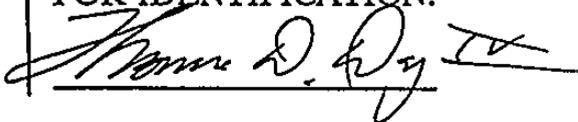
Any trust created by this Will is a private trust. The Trustee shall not be required to obtain the order or approval of any court for the exercise of its powers and discretion.

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

ITEM XVII.

A Trustee of any trust created in this Will may resign at any time by giving written notice, specifying the effective date of resignation, to the persons who are income beneficiaries of the trust at that particular time. The notice may be made by personal delivery or sent by registered mail. During the lifetime of my wife, she may demand the resignation of the Trustee of any trust hereunder by written notice to the Trustee, specifying the date for such resignation. In the event of such resignation or removal, and unless a successor Trustee has been named in Item VI above, a successor Trustee shall be appointed by my wife, if she is living. After the death of my wife, a Trustee or any successor Trustee may be removed, and unless a successor Trustee has been named in Item VI above, a successor Trustee shall be appointed, by all of my adult children. In any event, the second successor Trustee shall be a bank possessing trust powers or a trust company. The resigning

FOR IDENTIFICATION:



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

ITEM XVIII.

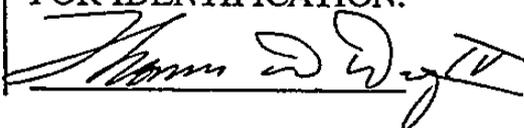
Unless otherwise provided, the administration and management of the trust created herein, the sale and conveyance of the trust assets, the investment and reinvestment of trust assets and the rights, powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi (being §91-9-10 and following of the Mississippi Code of 1972) as it now exists or may hereafter be amended. In addition to the powers contained in that law, the Trustee shall have full power and authority:

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

B. To place, in the discretion of the Trustee, trust funds on time deposit in savings accounts or certificates of deposit in any federally-insured bank or federally-insured savings and loan association.

C. To receive, invest in, and retain in the trust all types of property and, especially, to receive, invest in, and retain in the trust shares of stock in closely held corporations partnership interests in general and limited partnerships, oil, gas, and other mineral interests and unimproved real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which Trustees generally are authorized to invest by trust law.

FOR IDENTIFICATION:



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

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

F. To invest trust assets in a common fund established by the Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi (being §81-5-37 of the Mississippi Code of 1972) as it now exists or may hereafter be amended.

G. To surrender, disclaim, release, relinquish or amend, after providing written notice to the income beneficiaries, all or any portion of any administrative provision of any trust created herein which cause or may cause adverse or unanticipated tax liability to my estate, the trust, the Trustee, or the beneficiaries.

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

I. To receive property conveyed to the trust by any person, and to hold, administer and distribute the property in accordance with the terms of the trust.

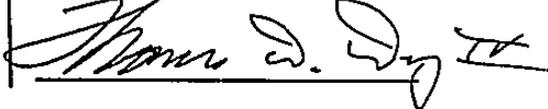
J. To participate in any reorganization, recapitalization, merger, or similar proceeding affecting any corporation or partnership, the securities of which or interests in which are held in trust.

K. To retain such experts, including specialized investment counsel, appraisers, accountants, and attorneys, as it deems appropriate for advice in the selection, maintenance and disposition of trust assets, and to pay the fees of any such experts as well as all expenses incurred in the acquisition, storage, maintenance and delivery of such assets.

ITEM XIX.

If my wife and I die simultaneously, or under circumstances which make it difficult to determine which died first, I direct that my wife be deemed to have survived me for

FOR IDENTIFICATION:



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 XX.

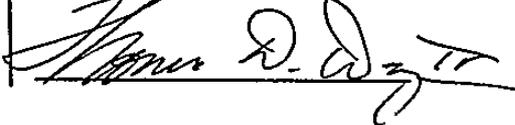
Any recipient of property or beneficiary of a trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her, whether outright or in trust, or all or any part of his or her interest in any trust created herein. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor. In the event a recipient of property or beneficiary of a trust hereunder disclaims all or part of his or her interest in any property, such recipient or beneficiary shall be treated as though he or she were deceased for purposes of this Will as to such disclaimed property, and any such disclaimed property shall pass according to this Will as though he or she were deceased at the time of my death.

ITEM XXI.

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

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

FOR IDENTIFICATION:



impartiality with respect to the income tax basis of the property. However, my Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

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

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 7th day of June, 1996.


THOMAS DAWSON DAY, IV

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

Mattie S. Kestel

2261 Paden St.
Jackson, MS 39204
Address

Jennifer L. Johnson

440 Cross Park Dr #610
Jackson, MS 39208
Address

CODICIL

THE ONE & ONLY PURPOSE OF THIS AMENDMENT OF THE LAST WILL AND TESTAMENT OF THOMAS DAWSON DAY IV AND MILDRED LOUISE DAY DATED 7 JUNE 1996 IS TO CHANGE IN ITEM X (PAGE 6 OF 13) THE PERCENTAGE 80% OF TOTAL EQUITY TO 25% OF TOTAL EQUITY. ALL & EVERYTHING REMAINING WILL CONTINUE AS WRITTEN. THIS CHANGE IS ONE THAT THOUGHT AND CONSIDERATION HAS BEEN GIVEN AND EACH OF US WOULD DESIRE THAT IF LEGALLY CHALLENGED OUR CHILDREN WOULD ABIDE BY THIS DECISION.

Thomas Dawson Day IV

Mildred Louise Day

THOMAS DAWSON DAY IV

MILDRED LOUISE DAY

DATED MAY 3, 2004

DATED MAY 3, 2004

WITNESS:

WITNESS:

Cherie P. Wade

Arthur Johnston

ADDRESS *107 Midway Dr.*
Clinton, Ms 39056

ADDRESS *265 Quail Hollow*
Clinton Ms. 39046

DATE: *5/3/04*

DATE: *5/3/04*

FILED
THIS DATE
AUG 02 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY _____ D.C.

AFFIDAVIT OF SUBSCRIBING WITNESS

2004-586

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 JENNIFER S. JOHNSON, who being by me first duly sworn according to law, states on oath that:

(1) Affiant is one of the subscribing witnesses to the Last Will and Testament of MILDRED LOUISE DAY (the "Testatrix"), who was personally known to affiant, and whose signature is affixed to the Last Will and Testament, which Last Will and Testament is dated June 7, 1996.

(2) On June 7, 1996, the Testatrix signed, published and declared her Last Will and Testament, in the presence of affiant and in the presence of BEATRIZ S. McDAVID, the other subscribing witness to the Will.

(3) The Testatrix was then and there of sound and disposing mind and memory, and above the age of eighteen (18) years.

(4) Affiant, together with BEATRIZ S. McDAVID, subscribed and attested the Will as witnesses to the signature and publication thereof, at the special request, and in the presence of the Testatrix, and in the presence of each other.

Jennifer S. Johnson
JENNIFER S. JOHNSON
Address: 440 Cross Park Dr., #610
Jackson, MS 39208

Sworn to and subscribed before me, this the 7th day of June, 1996.

Mary L. Clay
NOTARY PUBLIC
My Commission Expires 9-19-98

FILED
THIS DATE
AUG 02 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Arthur Johnston* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
THOMAS DAWSON DAY, IV, DECEASED

CIVIL ACTION NO. 2004-586

AFFIDAVIT

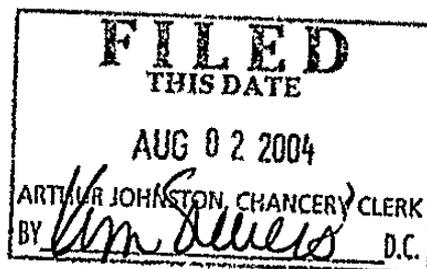
STATE OF MISSISSIPPI
COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the state and county aforesaid, the within named CHERIE P. WADE, 107 Midway Drive, Clinton, MS 39056, who being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be a Codicil dated May 3, 2004, to the Last Will and Testament of Thomas Dawson Day, IV, dated June 7, 1996. Said Thomas Dawson Day IV was personally known to the affiant, whose signature is affixed to the Codicil, dated the 3rd day of May, 2004, a true and correct copy of which is attached hereto as an Exhibit

(2) That on the 3rd day of May, 2004, said Thomas Dawson Day, IV, signed and declared the instrument of writing as his Codicil to his said Last Will and Testament, in the presence of this affiant and in the presence of the other subscribing witness to the instrument.

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

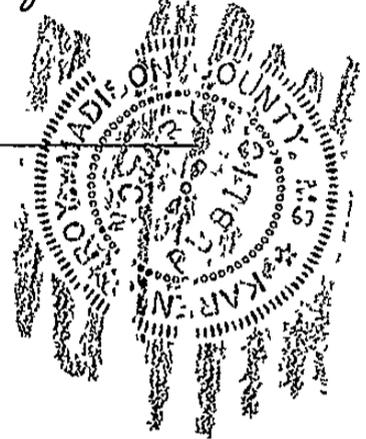


(4) That this affiant, together with the other said witness subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said THOMAS DAWSON DAY, IV and in the presence of each other

Cherie P. Wade
CHERIE P. WADE

SWORN TO AND SUBSCRIBED before me, as of the 28th day of July, 2004

Karen Rony
Notary Public

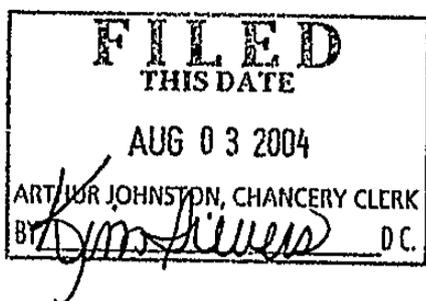


My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 23, 2008
BONDED THRU STEGALL NOTARY SERVICE

OF COUNSEL:

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

LAST WILL AND TESTAMENT



OF

2004-438

MARGARET B. KEA

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

ITEM I

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

ITEM II.

A. I give, devise and bequeath to my son, Luther W. Kea, Jr., all the rest and residue of the assets of my estate of every nature and kind and wheresoever situated, including property acquired after the execution of this Will and all lapsed legacies and devises.

B. If my son does not survive me, I devise and bequeath the residue of my estate to my son's children, in equal shares.

C. If any of my son's children is a minor or is under any other legal disability, the share for such beneficiary shall be held in trust by Lloyd M. Bridgers, Jr. as Trustee. The Trustee shall hold and manage such assets in trust and shall distribute to the beneficiary such part of the income and/or principal of the assets of such beneficiary as the Trustee shall deem necessary for the education, support, maintenance and health of the beneficiary until the beneficiary attains the age of twenty-one (21) years or until such other legal disability is removed.

D. If such child dies prior to age twenty-one (21) or remains incapacitated for his or her lifetime, at such child's death, the balance in trust shall be distributed to his or her descendants, *per stirpes*, or if none, to his or her siblings, *per stirpes*, or if none, to Melissa

Goodson Kea

D. If the Trustee holds any assets as set forth above, the Trustee and any Successor Trustee shall have the powers of a trustee as set forth in the Mississippi Uniform Trustees' Powers Law under Section 79-9-101, et seq. of the Mississippi Code of 1972, as amended

ITEM III

A. If my son is or becomes unable or unwilling to serve as Executor, I appoint Lloyd M. Bridgers, Jr. to serve as successor Executor. All rights, powers, duties and whoever may be serving as personal representative of my estate, whether one or more than one I direct that neither the Executor nor any successor Executor shall be required to make any bond as Executor. To the extent permissible by law, I waive the requirement that the Executor or any successor Executor be required to make a formal appraisal, provide an inventory or file an accounting for my estate with any Court

B. The Executor shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate, but may sell or lease any of my property in such manner and on such terms as the Executor may deem advisable

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

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

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

IN WITNESS WHEREOF, I have signed and declared this instrument to be my Last Will and Testament on this the 4 day of January 2002.

Margaret B Kea
MARGARET B KEA

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

WITNESSES.

Colleen F Kere of 217 Parko Road
Jackson MS 39212

Gandy G Cook of 2934 Pine Ridge Drive
Leak, MS 39208

PROOF OF WILL

We, Colleen F. Kane and Gandy C. Potts, on oath state:

We are the subscribing witnesses to the attached type-written instrument dated January 4, 2002, which purports to be the Last Will and Testament of Margaret B. Kea. On the execution date of the instrument, Margaret B. Kea, in our presence, signed the instrument at the end thereof, acknowledged her signature thereto, declared the instrument to be her Will, and requested that we attest her execution thereof. In the presence of Margaret B. Kea each of us signed our respective names as attesting witnesses. At the time of execution of the instrument, Margaret B. Kea appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

DATED this 4th day of January, 2002.

Colleen F. Kane
(WITNESS)

Gandy C. Potts
(WITNESS)

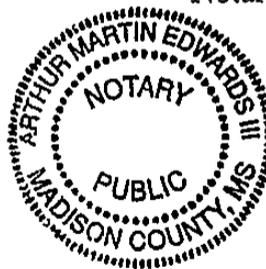
STATE OF MISSISSIPPI
COUNTY OF HINDS

Subscribed and sworn to before me, the undersigned Notary Public, on this 4th day of January, 2002.

Arthur Martin Edwards III
Notary Public

My Commission Expires:

CKIAME-WILLAKEAWILL

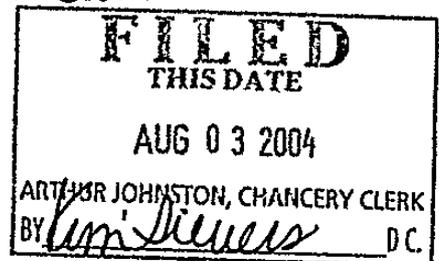


Notary Public State of Mississippi
At Large
My Commission Expires
December 3, 2005
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

LAST WILL AND TESTAMENT 2004-599

OF

JANICE B. MARTIN



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

ITEM I.

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

ITEM II.

My husband is Rick W. Martin and is sometimes referred to herein as "my husband". I have two (2) children now living and they are:

Joel Paul Martin, born July 2, 1980; and

David Grant Martin, born June 30, 1983.

ITEM III.

I devise and bequeath to my husband, Rick, if he survives me, any right, title and interest I may own in our residence which is occupied by us as a family home, including any land adjacent thereto and used as a part of our homestead, all subject to any indebtedness that may be secured by such residence. If my husband does not survive me, I devise and bequeath my right, title and interest in our home to the "Janice B. Martin Family Trust" created

by the provisions of Item VII of this Will, to be held, administered and distributed according to the terms of that trust.

ITEM IV.

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

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

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

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

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

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

ITEM V.

A. After the payment of any debts, obligations and expenses of my estate other than estate taxes, I devise and bequeath to the

"Janice B. Martin Family Trust" created by Item VII of this Will, to be held, administered and distributed according to the terms of that trust, the largest amount, if any, which can pass free of federal estate tax by reason of the unified transfer tax credit and the state death tax credit allowable to my estate, reduced by the value for federal estate tax purposes of all other property includable in my federal gross estate, including taxable transfers since 1976, which passes under other provisions or outside of this Will and which does not qualify for the estate tax marital deduction under the law in effect at the date of my death.

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

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

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

ITEM VI.

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

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

B. My husband shall have the right to disclaim all or any part of his interest in any property which I have devised or bequeathed to him, whether outright or in trust. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be delivered to the Executor of my estate within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law. The Executor may file such disclaimer in the Court in which my estate is being probated. If my husband disclaims in whole or in part, the property in which he disclaims his interest shall be distributed according to the provisions of Item VII of this Will. If my husband dies within the time period for making a disclaimer but has not done so; his Executor may make such disclaimer on behalf of his estate. In such event, the disclaimer shall be treated as made by my husband in his lifetime.

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

ITEM VII.

From the assets conveyed to the "Janice B. Martin Family Trust" herein, my Executor shall first pay any and all estate and inheritance taxes payable by my estate, regardless of whether such taxes are attributable to property included in my probate estate or to property passing outside of my probate estate either by operation of law, by contract or otherwise. The remainder of those

assets shall be held by Karen Louise Brickey, as Trustee, under the terms hereafter set forth, for the benefit of my husband, my children and my other descendants. The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

A. The Trustee may distribute to or for the benefit of my husband, my children and my other descendants (but not necessarily in equal shares) as much of the net income as the Trustee shall deem advisable for the education, support, maintenance and health of any of the beneficiaries; or for any medical, hospital or other institutional care of any of the beneficiaries. These distributions shall be made in such proportions, amounts, and intervals as the Trustee shall determine. Any income not distributed shall be added to principal and shall be distributed according to the provisions of this Item.

B. In addition to the income distributions, the Trustee may distribute to or for the benefit of my husband, my children and my other descendants (but not necessarily in equal shares) as much principal as the Trustee shall deem advisable for the education, support, maintenance and health of any of the beneficiaries; or for any medical, hospital or other institutional care of any of the beneficiaries. These distributions shall be made in such proportions, amounts and intervals as the Trustee shall determine. In considering principal distributions, the Trustee shall consider the needs of each of the beneficiaries and the funds available to each of them from other sources.

C. In exercising discretion as to the beneficiaries to whom distributions of income and principal are to be made, the Trustee (1) shall consider my husband as the primary beneficiary of this trust and shall consider his needs above those of the other beneficiaries; and (2) shall provide more for those beneficiaries having greater needs. Before making distributions of income or principal to my children or other descendants, the Trustee shall counsel with

my husband to determine the needs of the beneficiaries; however, the decision of the Trustee shall be final..

D. I desire for my children and other descendants to be treated impartially and without favoritism; nevertheless, realizing that the needs of the beneficiaries may vary, I specifically direct that the Trustee need not treat the beneficiaries equally in making expenditures of income and principal to or for their benefit. The Trustee shall be impartially guided by the needs of each of the beneficiaries as those needs are presented. I give this broad discretion to the Trustee to act at all times in the best interest of all of the beneficiaries as the Trustee may deem advisable.

E. After determining that my husband has sufficient funds to enable him to continue his accustomed standard of living, the Trustee may use trust funds to assist in providing a college education for each of my children and grandchildren, including as many years of graduate or professional study in any private or public college or university, as may be required for the completion of the education and training for the beneficiary's career. The Trustee may pay the necessary costs of clothing, tuition, books, and room and board, and may pay the costs of any extracurricular activities in which any beneficiary may desire to participate during attendance at college; however, any payments for extracurricular activities shall be made solely in the discretion of the Trustee and shall be made only if, in the opinion of the Trustee, the beneficiary is making satisfactory progress toward completing his or her education. In considering such expenditures, the Trustee shall also consider the education expenses which may be needed by the other beneficiaries. After a beneficiary has completed his or her education, the Trustee may distribute less to that beneficiary and more to any beneficiary who has not completed his or her education.

F. The Trustee shall divide the assets of this trust in the manner set forth below on the later of the following dates:

(1) the date after the death of my husband and the completion of the administration of his estate; or

(2) the date my youngest child attains the age of twenty-three (23) years.

G. On the date determined in Paragraph F., the Trustee shall divide the assets 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 then deceased but who is survived by children. Each share shall be held as a separate trust.

H. The net income and/or principal of each separate trust created in Paragraph G. may be distributed to or for the benefit of the beneficiaries of each separate trust in such proportions and at such intervals as the Trustee shall deem advisable for the education, support, maintenance, health and medical needs of such beneficiaries as set forth in Paragraphs A. and B. above.

I. The assets of any trust held for the benefit of a child of mine shall be distributed to such child as follows:

1. One-third (1/3) when the child attains the age of thirty (30) years;
2. One-half (1/2) when the child attains the age of thirty-five (35) years; and
3. The balance when the child attains the age of forty (40) years.

J. If any child of mine dies after the division of this trust into separate trusts and prior to the distribution of all trust assets to that child, the balance in the trust of such deceased child shall be retained in trust for the benefit of that deceased child's surviving children. The net income and/or principal of the trust may be distributed to or for the benefit of such surviving children in such proportions and at such intervals as the Trustee shall deem advisable for the education, support, maintenance, health and medical needs of such beneficiaries as set forth in Paragraphs A. and B. above. While equal distributions between such beneficiaries shall not be required, distributions shall be equal except in unusual circumstances.

K. If at the death of a child of mine he or she leaves no surviving children, that deceased child's trust shall be distributed, *per stirpes*, to the trusts created for my other children or descendants pursuant to Paragraph G. to be held, administered and distributed according to the provisions of any such trust or distributed outright to any beneficiary who has reached the age set forth in Paragraph I. above to have received a distribution of his or her trust.

L. The assets of any trust created or continued for the children of a deceased child of mine shall be distributed to such children, *per stirpes*, when the youngest of such children attains the age of twenty-one (21) years. However, if any such child dies prior to receiving his or her share of the trust, such share shall be distributed to such child's descendants, *per stirpes*. If such deceased child leaves no surviving descendants, that deceased child's share of the trust shall be distributed, *per stirpes*, to the shares for such deceased child's siblings. If all such children of a deceased child of mine die prior to final distribution of the trust, with none survived by descendants, the assets of the trust shall be distributed to the trusts created for my other children or the descendants of my other children pursuant to Paragraph G. to be held, administered and distributed according to the provisions of any such trust, or distributed outright to any beneficiary or his or her descendants who has reached the age set forth in Paragraph I. above or this Paragraph to have received a distribution of his or her trust.

M. Notwithstanding any other provisions herein to the contrary, if in the sole and complete judgment of the Trustee, a beneficiary (at any time such beneficiary would otherwise be entitled to receive a distribution of principal from the trust estate) shall not have manifested the ability to prudently use and conserve the principal of the trust provided to be distributed to such beneficiary, or if such beneficiary is subject to liabilities, debts, claims, liens, judgments or other encumbrances which in the

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

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

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

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

Q. The trust created in this Item shall be designated and known as the "Janice B. Martin Family Trust". After the trust is divided into separate shares, each such continuing trust shall be

designated and known by the name of the beneficiary or beneficiaries thereof.

ITEM VIII.

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

B. The income of any trust created by this Will shall accrue from the date of my death. During the administration of my estate and until the trust is established and activated, I authorize the Trustee to request of the Executor, in which case the Executor shall comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the trust. These payments shall be an amount which in the joint judgment of the Trustee and the Executor equals the trust income which the beneficiaries would have received had the trust been established and activated. The Executor may withhold distributions if it appears any such payment would leave the Executor unable to pay the debts, claims and administrative expenses of my estate.

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

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

for the benefit of the beneficiary by paying expenses directly. In any event, the Trustee shall require such reports and take such actions as the Trustee shall deem necessary to assure and enforce the application of such distributions for the exclusive benefit of the beneficiary. The Trustee shall have the power and authority to determine if a beneficiary is incapacitated and such determination shall be final and conclusive.

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

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

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

those powers permitted for a trust to qualify as a shareholder of stock in an S Corporation.

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

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

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

K. The Trustee may terminate any trust if (1) the Trustee shall determine the assets of the trust are of such small value that the continued existence and operation of the trust is not in the best interest of the beneficiaries; and (2) either (a) the income and the remainder beneficiaries are the same and have the same interest in the trust; or (b) if the beneficiaries or interests are different, only if the beneficiaries agree to a manner of termination and distribution of trust assets. No beneficiary shall have any right to require the Trustee to exercise this power.

L. Notwithstanding the distribution of all of the assets of a trust created herein, the Trustee may keep in existence any trust

if the Trustee shall deem such action necessary or desirable for the trust to receive additional property at a later date.

ITEM IX.

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

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

C. If the Trustee resigns or becomes unable to serve, regardless of the cause, F. Lynette Byrom shall serve as successor Trustee. If she resigns or becomes unable to serve, a successor Trustee shall be appointed by the Chancery Court of the County in which this Will was probated, upon petition brought by or on behalf of the beneficiaries of the trust.

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

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

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

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

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

ITEM X.

Except as limited or restricted by other provisions of this Will, I hereby grant to the Executor and the Trustee named herein the continuing, absolute, discretion and power to deal with any property, real or personal, held in trust or in the administration

of my estate. Such power may be exercised independently without prior or subsequent approval of any judicial authority. No person dealing with the Executor or Trustee shall be required to inquire into the propriety of actions either may take. Without limiting the generality of the foregoing, I hereby grant to the Executor and the Trustee hereunder the following specific powers, duties and authority in addition to and not in substitution of powers conferred by law.

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

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

C. The Executor and the Trustee shall treat all dividends payable in stock of the issuing corporation, all dividends in liquidation, and all "rights" to subscribe to securities of the issuing corporation as principal, unless inconsistent with other provisions of this instrument. Any premiums and discounts on securities purchased at more or less than par shall be charged or credited as principal. All other dividends and rights received (except those declared and payable as of a "record date" preceding my death, which shall be considered and treated as principal) shall be treated as income.

D. The Executor or the Trustee may borrow money upon such terms and conditions as either may determine; may execute notes,

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

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

F. The Executor or the Trustee may make any distribution (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, and may do so without regard to the income tax basis of specific property allocated to any beneficiary. In making distributions, I request (but do not direct) that the Executor or the Trustee do so in a manner which will result in the property to be sold to satisfy obligations of my estate having an aggregate income tax basis as close as possible to its aggregate fair market value and, to the extent consistent with this primary objective, do so in a manner which will result in

any such agreement obligate my estate or personal representative to sell or continue my interest therein.

ITEM XI.

A. If my husband and I die at a time any child of mine is a minor, I hereby designate and appoint Karen Louise Brickey as guardian of any minor child of mine. If she is or becomes unable or unwilling to serve as guardian, I appoint F. Lynette Byrom to serve as guardian.

B. The guardian shall have custody and tuition of any minor child until such child attains the age of twenty-one (21) years. The guardian shall not be required to furnish any bond or other security for the faithful performance of the duties of guardian. To the extent possible, any and all accountings, inventories and the like ordinarily required of a guardian shall not be required.

C. The Trustee herein named shall allow and permit the guardian to live and reside in my home rent free so long as a place of residence is maintained there for any minor child of mine. Further, the Trustee shall manage, care for, improve and protect the property as the Trustee would have the right to do if the Trustee were the individual owner thereof. By way of illustration but not of limitation, the Trustee shall make such repairs and improvements to the property as may be necessary to keep and maintain the property in good condition, pay all taxes, assessments and public charges which may be levied or assessed against the property, and keep the house and its contents adequately insured. All expenses incurred for the management, care, improvement and protection of the premises shall be borne by the trust estate. The Trustee shall determine the allocation of the expenses between principal and income.

D. If my house is not maintained as a residence by the guardian, the Trustee shall pay to the guardian a monthly allowance in the nature of rent. The guardian may use such amount for improvements or additions to the home where any minor child of mine is living or the guardian may apply such amount to the purchase of a

maximizing the increase in basis for federal and state estate and succession taxes attributable to appreciation. The Executor or the Trustee also may make in kind and non-pro rata distributions under this will and trust if practicable. Any asset distributed in kind shall be valued at its date of distribution value. Such decision of the Executor or Trustee shall be conclusive if made in good faith.

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

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

I. The Executor or the Trustee may invest in any insurance policy, whether the insured or covered person is a beneficiary or any other person. Such investment may be in part ownership of any insurance policy and may be made in any manner that the Executor or the Trustee deems appropriate. The Executor or the Trustee shall incur no liability as a result of such investment, even though such insurance policy is not an investment in which trustees are authorized by law or by any rule of court to invest trust funds. The Trustee may retain any such insurance policy as an investment of the trust without regard to the portion such insurance policies of a similar character so held may bear to the entire amount of the trust. The term "insurance policy" shall be deemed to include life insurance policies, annuity contracts, accident policies, and any retirement plan or contract under which death benefits can be or are made payable to the Executor or Trustee.

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

K. The Executor or the Trustee may make any election permitted under the applicable federal income and estate and gift tax laws (including but not limited to converting any corporation to an S-Corporation) and may make such accompanying adjustment between income and principal as is proper. This power also includes, but is not limited to, the power to make the election to recognize gain or loss on the distribution of property in kind, as now permitted under Section 643(d)(3) of the Internal Revenue Code of 1986, as amended.

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

M. The Executor or the Trustee shall take all actions necessary to comply with any agreements made by me during my lifetime, including the consummation of any agreements relating to the stock of corporations in which I am a stockholder at the time of my death, and including the continuation of any partnership of which I may be a partner at the time of my death whenever the terms of

larger home. In any event, the guardian shall have no obligation to account to the Trustee for the expenditures of such amounts.

E. I recognize that allowing the guardian to live in my home and to use the furnishings therein will result in certain benefits to the guardian. However, the guardian shall be entitled to receive such benefit without obligation to the beneficiaries or any other party.

ITEM XII.

A. If my husband, Rick, is or becomes unable or unwilling to serve as Executor, I appoint Karen Louise Brickey to serve as successor Executor. If she is or becomes unable or unwilling to serve, I appoint F. Lynette Byrom to serve as successor Executor. All rights, powers, duties and discretions granted to or imposed upon the Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor", "Executrix" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

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

C. The Executor shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate, but may sell or lease any of my property in such manner and on such terms as the Executor may deem advisable.

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

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

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

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

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

IN WITNESS WHEREOF, I have signed and declared this instrument to, be my Last Will and Testament on this the 24 day of October, 1997.

Janice B Martin
JANICE B. MARTIN

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

WITNESSES:

Colleen F. Kane of 106 Pine Creek Cove
Terry MS 39170

Garry C. Proter of 2934 Pine Ridge Drive
Pearl, MS 39208

PROOF OF WILL

We, Colleen F. Kane and Garry C. Poole, on oath state:

We are the subscribing witnesses to the attached type-written instrument dated October 24, 1997, which purports to be the Last Will and Testament of Janice B. Martin. On the execution date of the instrument, Janice B. Martin, in our presence, signed the instrument at the end thereof, acknowledged her signature thereto, declared the instrument to be her Will, and requested that we attest her execution thereof. In the presence of Janice B. Martin each of us signed our respective names as attesting witnesses. At the time of execution of the instrument, Janice B. Martin appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

DATED this 24th day of October, 1997.

Colleen F. Kane
(WITNESS)

Garry C. Poole
(WITNESS)

* * * * *

STATE OF MISSISSIPPI
COUNTY OF HINDS

Subscribed and sworn to before me, the undersigned Notary Public, on this the 24 day of October, 1997.

Arthur M. Edwards III
Notary Public

My Commission Expires:
8-27-2001

