

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
EDWARD HARDEN, DECEASED

PROBATE FILE NO. 2004-348

CLARA HARDEN, ADMINISTRATRIX

AFFIDAVIT OF KNOWN CREDITORS

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and County aforesaid, the within named Clara Harden, who being by me first duly sworn, stated on oath as follows:

That Affiant is the duly appointed, qualified and acting Administratrix of the Estate of Edward Harden, 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 §91-7-145, Mississippi Code of 1972, will bar such claim. The persons so identified and their last known addresses are set forth in Exhibit "A" attached hereto and incorporated herein by reference.

WITNESS MY HAND this the 16th day of ~~March, 2004~~ August, 2004.

FILED
THIS DATE
AUG 16 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY [Signature] D.C.

[Signature]
CLARA HARDEN, Administratrix of the
Estate of Edward Harden, Deceased

SWORN TO AND SUBSCRIBED BEFORE ME, this the 16th day of

~~XXXXXX~~ August, 2004.

Janice Truitt Nelson
NOTARY PUBLIC

MY COMMISSION EXPIRES:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES SEP 21, 2008
BONDED THRU STEGALL NOTARY SERVICE



Univ Anesthesia Svcs PLLC
P.O. Box 1222
Jackson, MS 39215-1222

University Emergency Physicians, PLLC
2500 North State Street
Jackson, MS 39216-4505

Univ Neurosurgeons PLLC
2500 North State Street
Jackson, MS 39216-4500

Premier Medical Group
P. O. Box 23996
Jackson, MS 39225

The University Hospitals and Clinics
P. O. Box 23246
Jackson, MS 39225-3246

Univ Surg Asscs PLLC Strm
P. O. Box 3287
Jackson, MS 39216

Univ Int Med Assoc LLP
P. O. Box 55749
Jackson, MS 39296-5749

Univ Neurology Group PLLC
Univ Neurology Group, PLLC
P. O. Box 4528
Jackson, MS 39296-4528

Bear Creek Water Association, Inc.
P. O. Box 107
Canton, MS 39046

Peoples Undertaking Co., Inc.
319 West North Street
Canton, MS 39046

Dish Network
P. O. Box 9033
Littleton, CO 80160

Scott Petroleum Corporation
555 Haley Barbour Parkway
Yazoo City, MS 39194

MCI
P. O. Box 4600
Iowa City, IA 52244-4600

BellSouth
P. O. Box 105503
Atlanta, GA 30348-5503

Entergy
P. O. Box 1035
Jackson, MS 39215

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

RE: THE WILL AND ESTATE OF
MARGARET T. BRAME CAPPS, DECEASED

NO. 2004-238

AFFIDAVIT OF EXECUTOR

I, William H Brame, Executor of the Estate of Margaret T. Brame Capps, deceased, do hereby state that pursuant to Miss Code Ann. §91-7-145(2), I have made reasonably diligent efforts to identify persons having claims against the estate, and have determined that there are no known individuals or entities who have a valid claim against the estate.



William H. Brame, Executor of the Estate of
Margaret T. Brame Capps, Deceased

STATE OF MISSISSIPPI

COUNTY OF HINDS

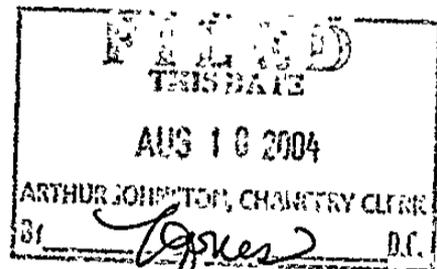
Personally came and appeared before me, the undersigned authority in and for the aforesaid jurisdiction, William H. Brame, who acknowledged that he signed, executed and delivered the above and foregoing instrument on the day and year therein mentioned.

WITNESS my signature and seal of office on this the 12th ^{August} day of ~~June~~, 2004.


NOTARY PUBLIC

My commission expires

MISSISSIPPI STATE NOTARY PUBLIC
MY COMMISSION EXPIRES OCT 0, 2006
BONDED THRU STEGAL NOTARY SERVICE



87 715

2004-657

LAST WILL AND TESTAMENT

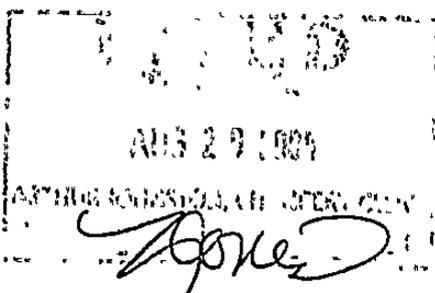
OF

CHRISTINE GLIDEWELL TRAPP

I, CHRISTINE GLIDEWELL TRAPP, of Tupelo in the County of Lee and the State of Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, make, publish and declare this to be my Last Will and Testament, hereby revoking all other wills and codicils that I may have made.

ITEM I.

I hereby appoint and nominate my daughter, BARBARA TRAPP BELL, as Executrix of my estate, to serve without bond and without any accounting to any court of law or equity. My Executrix shall not be required to have any appraisement or inventory made or returned or to make any settlement with any court, and she shall only be required to probate this my Last Will and Testament and to carry out faithfully the provisions. In the event of the death of my daughter, or in the event my daughter is physically or mentally incapable of serving as Executrix, then I hereby nominate and appoint my son-in-law, THOMAS A. BELL, as Executor of this my Will with the same powers and immunities as are herein given to my Executrix.



Christine Glidewell Trapp
PK
RLW

ITEM II.

I will, devise and bequeath unto my daughter, BARBARA TRAPP BELL, all of my property, real, personal and mixed, of every kind, nature and character, which I now have, may die possessed of, or may be entitled to, after the payment of all my just debts and expenses. I request and desire that title to all property, real, personal and mixed, of every kind, nature and character devised and bequeathed by me to my daughter be kept in my daughter's name only. I further request that if my daughter shall sell or reinvest property, securities or any other assets which I have willed and bequeathed to her, that title to any proceeds from the sale or reinvestment or other disposition of all or any part of said property shall remain in the name of my daughter. It being my desire that the property devised and bequeathed to my daughter shall not be placed in joint ownership.

ITEM III.

In the event that my daughter, BARBARA TRAPP BELL, does not survive me, then I give, devise and bequeath all of my property, real, personal and mixed, of whatsoever kind and wheresoever situated, as follows:

a) One-half (1/2) to my son-in-law, THOMAS A. BELL. If my son-in-law does not survive me, then his share of my estate shall be divided equally between my two adopted grandchildren, CECELIA LOUISE BELL, and THOMAS A. BELL, JR. If either of my adopted grandchildren does not survive me, then his or her share shall go to the surviving adopted grandchild.

Christine Glidewell Trapp
PK
R/W

b) One-half (1/2) of my estate shall go in equal shares to my two adopted grandchildren, CECELIA LOUISE BELL and THOMAS A. BELL, JR. If either of my adopted grandchildren does not survive me, then his or her share shall go to the surviving adopted grandchild.

I, CHRYSTINE GLIDEWELL TRAPP, have signed this Will on this the 18th day of April, 1980, in the presence of persons witnessing it at my request.

Christine Glidewell Trapp
CHRYSTINE GLIDEWELL TRAPP

Paula Kiegn

[Signature]
_____ WITNESSES

ATTESTATION CLAUSE

The above and foregoing Will of CHRYSTINE GLIDEWELL TRAPP was declared by her in our presence to be her Will and was signed by CHRYSTINE GLIDEWELL TRAPP 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 CHRYSTINE GLIDEWELL TRAPP.

WITNESS our signatures, this the 18th day of April, 1980.

WITNESS: *Paula Kiegn*

ADDRESS: 1303 N. Lumberton
Wayne, Miss 38801

WITNESS: *[Signature]*

ADDRESS: Drawer 409 Tumbler, MS 38801

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF CHRYSTINE GLIDEWELL TRAPP, DECEASED

NO. 2004-657

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF LEE

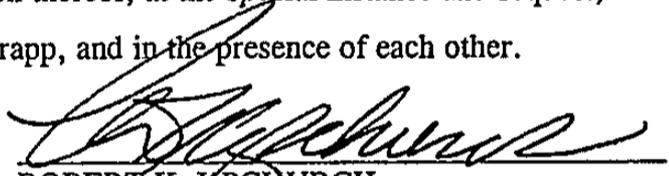
This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Robert K. Upchurch, who being by me first duly sworn according to law, says on oath:

1. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Chrystine Glidewell Trapp, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated April 18, 1980

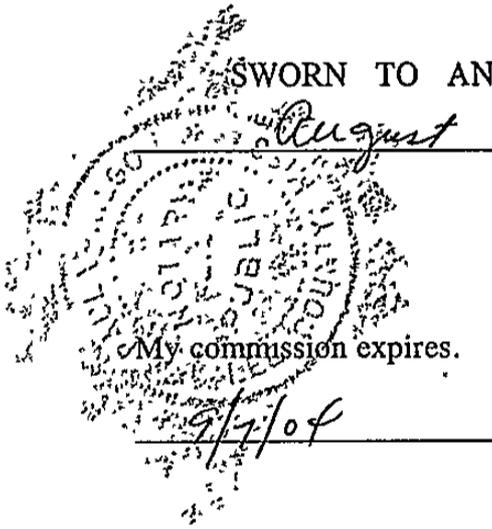
2 That on April 18, 1980, the said Chrystine Glidewell Trapp signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Paula Kilgo, the other subscribing witness to said instrument.

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

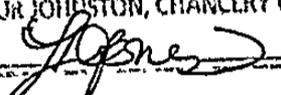
4 That this affiant, together with Paula Kilgo, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Chrystine Glidewell Trapp, and in the presence of each other.


ROBERT K UPCHURCH

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


My commission expires. 9/7/09


NOTARY PUBLIC

FILED
THIS DATE
AUG 20 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY  DC.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
CHRISTINE GLIDEWELL TRAPP, DECEASED

NO. 2004-657

AFFIDAVIT OF EXECUTRIX

STATE OF MISSISSIPPI

COUNTY OF HINDS

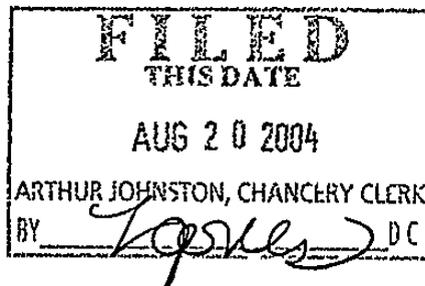
COMES NOW Barbara Trapp Bell, Executor of the Estate of Chrystine Glidewell Trapp, deceased, pursuant to the Section 91-7-145 of the Mississippi Code Annotated (1972), who, being first duly sworn according to law, states on oath that she has made reasonably diligent efforts to identify all persons having claims against the Estate of Chrystine Glidewell Trapp, deceased, and has notified all such persons by mail that a failure to have their claim probated and registered with the court within ninety (90) days from the date of the first publication of Notice to Creditors will bar their claim.

Barbara Trapp Bell
BARBARA TRAPP BELL

SWORN TO AND SUBSCRIBED BEFORE ME, this the 20 day of August,

2004.

Linda Roberson
NOTARY PUBLIC



OF COUNSEL



E. E LAIRD, III - BAR # 1772
DANIEL COKER HORTON AND BELL, P.A.
4400 OLD CANTON ROAD, SUITE 400
POST OFFICE BOX 1084
JACKSON, MISSISSIPPI 39215-1084
(601) 969-7607

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

LAST WILL AND TESTAMENT *2004-605*

STATE OF MISSISSIPPI
COUNTY OF HINDS

I, Oliver Herbert Baumann, a resident of Madison County, Mississippi, being of sound and disposing mind and memory and over the age of twenty-one years, do hereby make, publish and declare this to be my Last Will and Testament hereby revoking any and all prior wills and codicils made by me.

I.

I direct that my executrix shall pay all of my just debts which shall be probated, registered and allowed against my estate and pay all of my hospital and funeral expenses as soon after my death as can be conveniently done.

II.

I will, devise and bequeath unto my beloved wife, Naomi Inez Leatherwood Baumann, all of my estate, real, personal, mixed and wherever situated.

III.

In the event my wife, Naomi Inez Leatherwood Baumann, should predecease me or if we are killed in a common disaster or catastrophe wherein it is not determinable which one of us predeceased the other, all of my real, personal and mixed and wherever situated property I will, devise and bequeath to Terry Baumann.

IV.

I name and designate my attorney, Phyllis V. Pauley as executrix of this my Last Will and Testament and request that she be permitted to serve in this capacity

B 37 P 722

without the necessity of bond, but she shall be required to make an accounting.

IN WITNESS HEREOF, I do hereby sign, publish and declare this to be my Last Will and Testament in the presence of the persons witnessing and by request.

This the 24 day of May, 1988.

Oliver Herbert Baumann
OLIVER HERBERT BAUMANN

The foregoing instrument consisting of two (2) pages, was, on the day and date thereof signed, published and declared by the said OLIVER HERBERT BAUMANN, the testator therein named, as and for his Last Will and Testament, in the presence of us, the undersigned, who, at his request, and in his presence, and in the presence of each other, have hereto signed our names as subscribing witnesses hereto.

Oliver Herbert Baumann
OLIVER HERBERT BAUMANN

This the above clause, having been first read to us in the presence of the testator, and in the presence of each other, and we now intending to clarify that the matters herein specified took place, in fact, and in the order herein stated.

Phyllis J. Hammond
WITNESS

5104 Pine Point Dr. - Jackson, MS.
ADDRESS

[Signature]
WITNESS

4510 HANSINE MOSS RD. J'KSN MS
ADDRESS

Oliver Herbert Baumann
OLIVER HERBERT BAUMANN

FILED
AUG 20 2004
ARTHUR JOHNSTON, CHANCERY CLERK
OF MISSISSIPPI
Arthur Johnston

B 37 P 723

FIRST CODICIL 2004-605

I, OLIVER BAUMANN, of Madison, Mississippi, do hereby make, publish, and declare this to be the First Codicil to my Last Will and Testament dated May 24, 1988.

1. I amend paragraph 4 of my Last Will and Testament dated May 24, 1988, by substituting Naomi Baumann as Executrix in place of Phyllis Pauley, and hereby also direct that Naomi Baumann be allowed to serve without bond or other accounting to any Court of any jurisdiction as to the faithful performance fo her duties.

2. As amended by this First Codicil, I hereby ratify, confirm and republish my Last Will and Testament dated May 24, 1988.

In witness whereof, I sign, seal, publish and declare this as my First Codicil to my Last Will and Testament dated May 24, 1988, in the presence of the persons witnessing it at my request on the 3 day of Feb., 1992.

Oliver Baumann
OLIVER BAUMANN

Signed, sealed, published and declared by Oliver Baumann, the testator above named, to be the First Codicil to his last Last Will and Testament dated May 24, 1988, in our presence, and we, at his request, and in his presence, and in the presence of each other, have hereunto subscribed our names as witnesses on the 3 day of Feb., 1992.

Kathleen Collier Chapp residing at Trustmark Madison
My Commission Expires March 28, 1995

Johnnie L. Neal residing at Trustmark Madison

Sandra Glover residing at PO Box 103
Madison, MS 39130

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

LAST WILL AND TESTAMENT
 OF
 MAXINE PITTS CARR

2004-654

I, Maxine Pitts Carr, an adult resident of Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My husband's name is William John Carr, and he is herein referred to as "my husband." I have three (3) adult children, as follows:

- Kay C. Houck
- Judy Aileen Carr
- William Stanley Carr

The word "descendants" shall include any person hereafter born to any of my descendants. Each of the words "child," "children" and "descendants" shall include an adopted child or adopted children.

ITEM II.

I appoint my son, William Stanley Carr, as 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.

To my husband, William John Carr, if he survives me, I devise and bequeath my automobiles and other vehicles, club memberships, clothing, books, jewelry, sport equipment and other personal effects, including all furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in our home for his use during his lifetime. Upon the death of my husband, or his prior abandonment of these assets, they shall be distributed to my surviving children, in equal shares.

ITEM V.

A. After the payment of any debts and expenses of my estate, I devise and bequeath to my children, Kay C. Houck, Judy Aileen Carr and William Stanley Carr, assets having a value equal to the maximum amount of the exemption equivalent at the time of my death provided for in Section 2010 of the Internal Revenue Code of 1986, as amended, less any taxable transfers I may have made since 1976.

As used in this Will, 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. The term "value" shall

mean the ^{B 37 P 726} value as of the date of distribution of any assets distributed to satisfy this bequest.

The amount determined above shall be increased by an amount of property 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.

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

ITEM VI.

A. I give, devise and bequeath to William Stanley Carr, as Trustee of the "Maxine Pitts Carr Marital Trust," all the rest and residue of my estate to be held for the benefit of my husband, as beneficiary.

B. The Trustee shall hold, manage, invest and reinvest the trust property and, commencing with the date of my death, pay to or apply for the benefit of the beneficiary all the net income of this trust. These income payments shall be made to the beneficiary in convenient installments, at least quarter-annually.

C. In addition to the net income, the Trustee, in the exercise of its sole and uncontrolled discretion, may pay to or apply for the benefit of the beneficiary so much of the principal of this trust as the Trustee deems needful or

desirable for the beneficiary's health, support and maintenance, including medical, surgical, hospital or other institutional care, having in mind both the standard of living to which the beneficiary has been accustomed and the funds available to the beneficiary from other sources.

D. The beneficiary shall have the right to disclaim all or any part of the beneficiary's interest in any property distributed to the beneficiary, whether outright or in trust, provided the beneficiary shall do so within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be timely filed in the Court in which my estate is being probated. If the beneficiary disclaims in whole or in part, the property in which the beneficiary disclaims the beneficiary's interest shall be disposed of in accordance with the provisions of paragraph J of this Item.

E. Upon the death of the beneficiary any undistributed income of the trust shall be paid to the beneficiary's estate or as the beneficiary appoints by the beneficiary's Last Will and Testament. The entire remaining principal of this trust shall be paid over and distributed as provided in paragraph J of this Item.

F. In establishing this trust for the benefit of the beneficiary, the I direct (a) that except to the extent this

trust cannot otherwise be funded by property of my estate which would qualify for the marital deduction, there shall not be allocated to the trust any property, or the proceed of any property which would not qualify for the marital deduction allowable in determining the federal estate tax on my estate, or any property, or the proceeds of any property, includable in my gross estate for federal estate tax purposes and also subject (by reason of my death) to any inheritance tax, transfer tax, estate tax or other death duty in any foreign country, state, province or other political subdivision thereof; (b) that except upon the direction of my beneficiary, the Trustee shall not invest in or retain beyond a reasonable time any unproductive property, as that property with respect to which the marital deduction would not be allowed; and (c) that none of the powers granted to the Trustee by this Trust shall be executed in such a manner as to disqualify this trust or any part thereof from the marital deduction allowable in determining the federal estate tax on my estate.

G. None of the assets of this trust shall be used for the payment of any estate, inheritance or other death taxes that shall become payable upon or by reason of my death.

H. By the provision of this Item, I have established a "qualified terminable interest property" trust, as that term is defined in Section 2056(b)(7) of the Internal Revenue Code of 1986, as amended, and in effect on the date of this Will. I hereby direct my Executor to file on the

federal estate tax return of my estate the election necessary to treat this trust as such for purposes of that provision of the Internal Revenue Code provided my beneficiary is living on the date my estate tax return is required to be filed. If my beneficiary is not living on the date my estate tax return is due to be filed, my Executor shall make this election as to all or part of the assets of this trust or not make any election as my Executor shall determine advisable to obtain the maximum estate tax benefits for both my estate and the estate of my beneficiary.

I. This trust shall be designated and known as the "Maxine Pitts Carr Marital Trust."

J. If my beneficiary shall not survive me, then the residue of my estate shall be paid over and distributed to my children, Kay C. Houck, Judy Aileen Carr, and William Stanley Carr, in equal shares. If one or more of my children shall not be living at the time this distribution is required, the interest of such deceased child shall be distributed to his or her children, per stirpes. If such deceased child has no surviving descendants, the interest shall be distributed to my other children, per stirpes.

ITEM VII.

A. 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 distribution 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 distribution 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.

B. If at any time any distribution of trust assets from any trust created in the Will is required and a minor is entitled to a share thereof, the trustee is directed to continue to hold the share of the minor in trust for the minor's benefit until such minor attains age thirty (30) 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.

C. Notwithstanding any provision of the 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. Upon such vesting, any trust, property held by the trustee shall be distributed to

the beneficiary or beneficiaries of the trust (unless such beneficiary is a minor) as though such beneficiary had reached the age at which final distribution is required by this Will.

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

E. Generation-Skipping Tax Provision.

1. Notwithstanding any other provision of this Will:

(a) If a trust created hereunder (the "Initial Trust") would otherwise be partially exempt from generation-skipping tax after the intended allocation of a GST Exemption to it, then, before such allocation and as of the relevant valuation date under Section 2642 of the Code with respect to such allocation, the Trustee may (but need not) create instead two separate trusts of equal or unequal value which shall be identical in all other respects to the Initial Trust, so that the allocation of GST Exemption can be made to one trust which will be entirely exempt from generation-skipping tax. The two trusts created under this subparagraph (which are sometimes referred to herein as "related") shall have the same name as the Initial Trust except that the trust to which the GST Exemption is allocated shall have the phrase "GST Exempt" added to its

(b) If property which is held in, or is to be added or allocated to, a trust pursuant to this Will is subject to different treatment for any reason for purposes of the generation-skipping tax under Chapter 13 of the Code than other property being added to or allocated to, or also held in, that trust, then the Trustee may (but need not) hold such property instead as a separate trust that is appropriately designated to distinguish it from the trust to which the property otherwise would have been allocated, but that is identical in all other respects to that trust. The identical trusts resulting from application of this subparagraph are also sometimes referred to herein as "related".

(c). It is my intent that the Trustee shall not be required to create or administer a trust hereunder that is only partially exempt from generation-skipping taxes, or to commingle property subject to different treatment for generation-skipping tax purposes whether because the transferors with respect to the property are assigned to different generations or otherwise. The provisions of this Paragraph 1. are intended to enable the Trustee to avoid such situations by empowering the Trustee to segregate trust property (i) that is entirely exempt from generation-skipping tax from trust property that is not exempt, or (ii) that is otherwise treated differently from other trust property for purposes of the generation-skipping tax, and

the provisions of this Paragraph 1. should be applied in a manner consistent with this intention.

(d) As used herein, the "GST Exemption" means the exemption from generation-skipping tax allowed under Section 2631 of the Code.

2. To the extent it is consistent with the Trustee's fiduciary obligations, the Trustee, in making discretionary distributions of net income and principal from the related trusts referred to in Paragraph 1. of this Paragraph, shall take advantage of the opportunities provided by the creation of such related trusts to avoid or delay generation-skipping tax when making discretionary distributions, and to maximize the amount of trust property that eventually may be distributed to my grandchildren or more remote descendants without transfer tax of any kind at the termination of all trusts created hereunder.

ITEM VIII.

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 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 IX.

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 power and discretions.

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 persons paying money or delivering property to the trustee shall be required to see to its application.

ITEM X.

The 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 William Stanley Carr dies, resigns, or becomes unable to serve, regardless of the cause, Kay C. Houck and Judy Aileen Carr shall serve as trustee. In the event either Kay C. Houck or Judy Aileen Carr dies, resigns or becomes unable to serve, the other shall serve as trustee. In the event both Kay C. Houck and Judy Aileen Carr dies, resigns or becomes unable to serve, a successor trustee shall be appointed by the Chancery Court of Madison County, Mississippi upon petition brought by or

on behalf of the beneficiaries of the trust. In order to avoid adverse taxation concerns, in no event may my husband be appointed nor may he serve as successor trustee.

However, my husband may demand the resignation of the trustee by giving written notice to the trustee. Any resigning trustee shall deliver all trust assets to the successor trustee on the effective date of the resignation, 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 discretions conferred upon the original trustee.

ITEM XII.

Unless otherwise provided, the administration and management of any 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 Trustee's Powers Law of Mississippi as it now exists or may hereafter be amended. In addition to the powers contained in that Law, and the power to make "legal investments" under Mississippi Law, the trustee shall have full power and authority.

A. To determine the allocation of receipts and expenses between income and principal. However, such allocation shall not be inconsistent with the beneficial enjoyment of trust property accorded to a life tenant or

remainderman under the general principles of the law of trusts. Further, all rights to subscribe to new or additional stocks or securities and all liquidating dividends shall be deemed to be principal.

B. To place funds on time deposit in savings accounts or certificates of deposit in any federally insured bank or federally insured savings and loan association, including any bank which may be serving as trustee.

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, 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 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 prudent manner; however, the trustee may not invest the trust assets in a common trust fund.

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

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

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 hold investments in the name of a nominee.

L. To carry out agreements made by me during my lifetime, including the consummation of any agreements relating to the capital stock of corporations owned by me at the time of my death or to any partnerships of which I may be a member at the time of my death including entering into agreements for the rearrangement, alteration, continuation, or termination of my interests.

M. To borrow money to pay taxes, exercise rights and options, pay assessments, or accomplish any other purpose incidental to the administration of the trust and to pledge property held as security for such loan.

N. To execute and deliver mineral leases, agreements, conveyances, acquisition documents, contracts, or any other types of instruments to engage in and deal with mineral activity and property.

O. To manage any farm and timber property and to perform any act deemed necessary or desirable to operate such property.

P. To terminate any trust if the trustee determines the assets are of such small value that the existence and operation are not in the best interest of the beneficiaries. This power shall be exercisable only if the income

beneficiaries and the remainder beneficiaries are the same and have the same interest in the trust. Upon termination, the trustee shall distribute the assets to the beneficiaries in their proportionate share.

ITEM XIII.

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.

In referring to the trustee, any neuter terminology includes the masculine and feminine or vice versa and any reference in the singular includes the plural or vice versa.

Where used in this Will, "executor," "executrix" and "administrator" may be used interchangeably and applies to the personal representative of my estate, whether one or more than one, including any successor.

ITEM XIV.

A. In the event my son, William Stanley Carr, becomes unable or unwilling to serve as executor, I appoint Kay C Houck and Judy Aileen Carr to serve as successor executor. In the event either Kay C. Houck, or Judy Aileen Carr is unwilling or unable to serve, the other shall serve as successor executor. All rights, powers, duties and discretions granted to or imposed upon my executor shall be exercisable by and imposed upon any successor executor.

B. I direct that neither my executor nor any

successor shall be required to make any bond as personal representative. To the extent permissible by law, I waive any requirement that any personal representative be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

C. 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 and is excused from any duty of impartiality with respect to the income tax basis of the property. However, my executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the estate tax due by my estate.

D. No person dealing with my executor shall be obligated to see to the application of any money or property delivered to my executor or to inquire into the authority of my executor to consummate any transaction upon such terms as my executor deems advisable.

E. My executor shall have the authority to disclaim all or any part of my interest in property devised or bequeathed to me, outright or in trust, within the time period required to be a qualified disclaimer under Section 2518 of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future laws.

F. My executor shall have the authority to continue all business operations in which I am interested at my death

in order to avoid a reduction in the value of my interest or any losses.. My executor may continue to act as a partner, engage in a partnership, and take any action with regard to any partnership as my executor deems advisable.

G. My executor shall have the authority to borrow funds necessary to pay debts, administration expenses, taxes, and operating expenses and to pledge property, real or personal, as necessary to secure such loans. My executor shall not be required to repay such loan prior to the closing of my estate but may distribute such pledged property at its value net of such loan in satisfaction of any bequest under this Will. However, my executor shall not pledge any property specifically devised or bequeathed.

H. My executor shall have the authority to take all actions necessary to comply with any agreements made by me during my lifetime.

B 37 P 742

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 30th day of September, 1999.

Maxine P Carr
Maxine Pitts Carr

This instrument was, on the day and year shown above, signed, published and declared by Maxine Pitts Carr 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.

Jane A. Lee
J. Larry Lee

Jackson, Miss
Address
Jackson, Miss.
Address

FILED
 THIS DATE
 AUG 20 2004
 ARTHEM. JOHNSTON, CHANCERY CLERK
 BY *Tim News* D.C.

CODICIL

TO

LAST WILL AND TESTAMENT OF

2004-654

MAXINE PITTS CARR

I, Maxine Pitts Carr, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this instrument of writing to be my only Codicil to the Last Will and Testament made by me on September 30, 1999.

Article I

I hereby amend my Last Will and Testament in Item V paragraph A by deletion of the first paragraph in its entirety and insertion in its place of the following:

After the payment of any debts and expenses of my estate, I devise and bequeath assets having a value equal to the maximum amount of the exemption equivalent or applicable exclusion amount at the time of my death provided for in Section 2010 of the Internal Revenue Code of 1986, as amended, less any taxable transfers I may have made since 1976 which amount shall be composed of my limited partnership interest in W.J.Carr Farms, L.P. and shall be distributed 66.68% to my daughter, Judy Aileen Carr, 16.66%

B 37 P 744
to my daughter, Kay C. Houck, and 16.66% to my son, William Stanley Carr, it being my specific intention to equalize the ownership of the limited partnership interests in that entity among my three children taking into account my Will and the Will of my deceased husband, William John Carr. If one or more of my children shall not be living at the time this distribution is required, the interest of such deceased child shall be distributed to his or her heirs at law as defined in the descent and distribution provisions of the Mississippi Code.

Article II

I hereby amend my Last Will and Testament in Item VI paragraph J by deletion of that paragraph in its entirety and insertion in its place of the following:

If my beneficiary shall not survive me, then any remaining portion of my limited partnership interest in W.J.Carr Farms, L.P. shall be distributed 66.68% to my daughter, Judy Aileen Carr, 16.66% to my daughter, Kay C. Houck, and 16.66% to my son, William Stanley Carr, it being my specific intention to equalize the ownership of the limited partnership interests in that entity among my three children taking into account my Will and the Will of my deceased husband, William John Carr; thereafter, the residue of my estate shall be paid over and distributed to my children, Kay C. Houck, Judy Aileen Carr, and William Stanley Carr, in equal shares. If one or more of my children shall not be living at the time this distribution

is required, the interest of such deceased child shall be distributed to his or her heirs at law as defined in the descent and distribution provisions of the Mississippi Code.

Except as changed by the above provisions of this the only Codicil to my Last Will and Testament, I republish, reaffirm and readopt my Last Will and Testament of September 30, 1999.

In witness whereof, I have subscribed my name to this the only Codicil to my Last Will and Testament of September 30, 1999 on this the 19th day of June, 2004.



 Maxine Pitts Carr

This instrument was, on the date shown above, signed, published and declared by Maxine Pitts Carr to be the only Codicil to her Last Will and Testament of September 30, 1999, in our presence, and we, at her request, have subscribed our names hereto as witnesses in her presence and in the presence of each other.

Attie Ruth Henderson of 543 Grover Ln. Benton, Ky.
 Witness Address

William J. Henderson of 543 Grover Ln Benton Ky.
 Witness Address

IN THE CHANCERY COURT
OF
MADISON COUNTY, MISSISSIPPI

ESTATE OF MAXINE PITTS CARR
DECEASED

FILED
THIS DATE
AUG 20 2004
ARTHUR J. BOSTON, CHANCERY CLERK
DC

NO. 2004-654

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Codicil to the Last Will and Testament of Maxine Pitts Carr, Deceased, who was personally known to the affiant, and whose signature is affixed to the Codicil to the Will, which is dated the 19th day of June, 2004.

(2) That on the 19th day of June, 2004, Maxine Pitts Carr signed, published and declared the instrument of writing as her Codicil to her Last Will and Testament, in

the presence of this affiant and in the presence of Attie Ruth Henderson, the other subscribing witness to the Codicil.

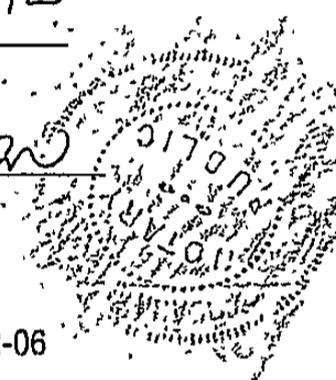
(3) That Maxine Pitts Carr was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

(4) That this affiant, together with Attie Ruth Henderson, subscribed and attested the Codicil to the Will as witnesses to the signature and publication thereof, at the request, and in the presence of Maxine Pitts Carr, and in the presence of each other.

William J. Henderson
William J. Henderson

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

Barbara J Morgan
Notary Public



My Commission expires:
8-22-06

NOTARY PUBLIC
BARBARA J MORGAN
COMMISSION EXPIRES 08-22-06
STATE AT LARGE, KY.

J. Larry Lee
151 East Griffith St.
Jackson, MS 39201
(601) 925-7134
#1149

FILED
THIS DATE
AUG 20 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Kevin Henderson*

IN THE CHANCERY COURT
OF
MADISON COUNTY, MISSISSIPPI

ESTATE OF MAXINE PITTS CARR
DECEASED

NO. 2004-654

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Codicil to the Last Will and Testament of Maxine Pitts Carr, Deceased, who was personally known to the affiant, and whose signature is affixed to the Codicil to the Will, which is dated the 19th day of June, 2004.

(2) That on the 19th day of June, 2004, Maxine Pitts Carr signed, published and declared the instrument of writing as her Codicil to her Last Will and Testament, in

the presence of this affiant and in the presence of William J. Henderson, the other subscribing witness to the Codicil

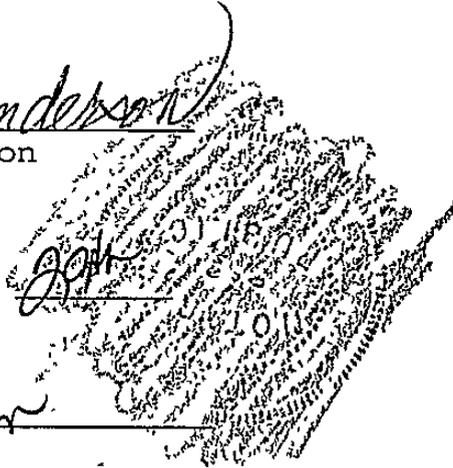
(3) That Maxine Pitts Carr was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

(4) That this affiant, together with William J. Henderson, subscribed and attested the Codicil to the Will as witnesses to the signature and publication thereof, at the request, and in the presence of Maxine Pitts Carr, and in the presence of each other

Attie Ruth Henderson
Attie Ruth Henderson

SWORN TO AND SUBSCRIBED before me, this the *29th* day of July, 2004.

Barbara J Morgan
Notary Public



My Commission expires:
8-22-06

J. Larry Lee
151 East Griffith St.
Jackson, MS 39201
(601) 925-7134
#1149

NOTARY PUBLIC
BARBARA J MORGAN
COMMISSION EXPIRES 08-22-06
STATE AT LARGE, KY.

FILED
THIS DATE
AUG 20 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY DC

IN THE CHANCERY COURT
OF
MADISON COUNTY, MISSISSIPPI

ESTATE OF MAXINE PITTS CARR
DECEASED

NO. _____

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Maxine Pitts Carr, Deceased, who was personally known to the affiant, and whose signature is affixed to the Will, which is dated the 30th day of September, 1999.

(2) That on the 30th day of September, 1999, Maxine Pitts Carr signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of

this affiant and in the presence of J. Larry Lee, the other subscribing witness to the Will.

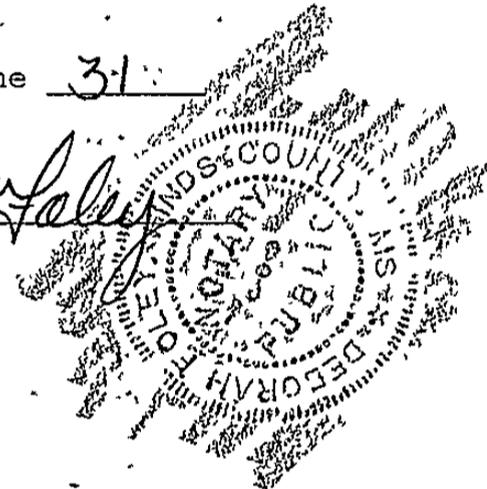
(3) That Maxine Pitts Carr was then and there of sound and disposing mind^d and memory; and well above the age of eighteen (18) years.

(4) That this affiant, together with J. Larry Lee, subscribed and attested the Will as witnesses to the signature and publication thereof, at the request, and in the presence of Maxine Pitts Carr, and in the presence of each other.

Jane R. Lee
Jane R. Lee.

SWORN TO AND SUBSCRIBED before me, this the 31 day of July, 2004.

Melora Gale
Notary Public



My Commission expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 9, 2006
BONDED THRU STEGALL-NOTARY SERVICE

J. Larry Lee
151 East Griffith St.
Jackson, MS 39201
(601) 925-7134
#1149

FILED
THIS DATE
AUG 20 2004
ARTHUR J. WILSON, CHANCERY CLERK
BY _____ DC.

IN THE CHANCERY COURT
OF
MADISON COUNTY, MISSISSIPPI

ESTATE OF MAXINE PITTS CARR
DECEASED

NO. 2004-054

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Maxine Pitts Carr, Deceased, who was personally known to the affiant, and whose signature is affixed to the Will, which is dated the 30th day of September, 1999.

(2) That on the 30th day of September, 1999, Maxine Pitts Carr signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of

this affiant and in the presence of Jane R. Lee, the other subscribing witness to the Will.

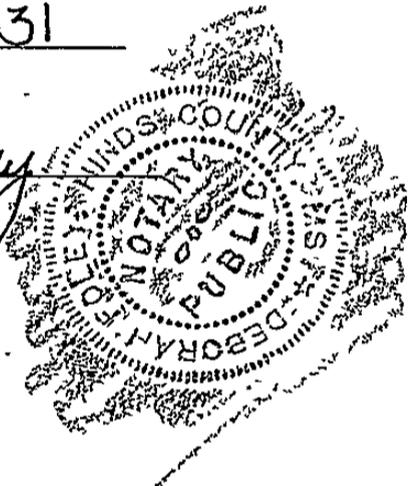
(3) That Maxine Pitts Carr was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

(4) That this affiant, together with Jane R. Lee, subscribed and attested the Will as witnesses to the signature and publication thereof, at the request, and in the presence of Maxine Pitts Carr, and in the presence of each other.

J. Larry Lee
J. Larry Lee

SWORN TO AND SUBSCRIBED before me, this the 31 day of July, 2004.

Michael Foley
Notary Public



My Commission expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 9 2006
BONDED THRU STEGALL NOTARY SERVICE

J. Larry Lee
151 East Griffith St.
Jackson, MS 39201
(601) 925-7134
#1149

B 37 P 754

IN THE CHANCERY COURT
OF
MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
AUG 20 2004
ARTHUR JOHNSON, CHANCERY CLERK
Arthur Johnson

ESTATE OF MAXINE PITTS CARR
DECEASED

NO. 2004-654

OATH OF EXECUTOR

STATE OF MISSISSIPPI
COUNTY OF HINDS

I do swear that the writings exhibited by me are the true Last Will and Testament and Codicil to the Last Will and Testament of Maxine Pitts Carr, as far as I know and believe, and that I, as Executor, will well and truly execute the same according to their tenor and will discharge the duties required by law.

William Stanley Carr

William Stanley Carr

Executor of the Estate of
Maxine Pitts Carr
Deceased

SWORN TO AND SUBSCRIBED before me, this the 31 day
of July, 2004.

Alborah Foley
Notary Public

My Commission expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 9, 2006
~~BONDED THRU STEGALL NOTARY SERVICE~~

J. Larry Lee
151 East Griffith St.
Jackson, MS 39201
(601) 925-7134
#1149

IN THE CHANCERY COURT
OF
MADISON COUNTY, MISSISSIPPI

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

ESTATE OF MAXINE PITTS CARR
DECEASED

NO. 2004-654

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, William Stanley Carr, the "Affiant" personally known to me who, after being first duly sworn, states on oath as follows:

1. That Affiant is the Executor of the Estate of Maxine Pitts Carr, Deceased, and is the son of the deceased.

2. That Affiant has made reasonably diligent efforts as required by Section 91-7-145 of the Mississippi Code of 1972, Annotated, to identify persons having claims against the estate but have identified no such persons.

[Handwritten mark]

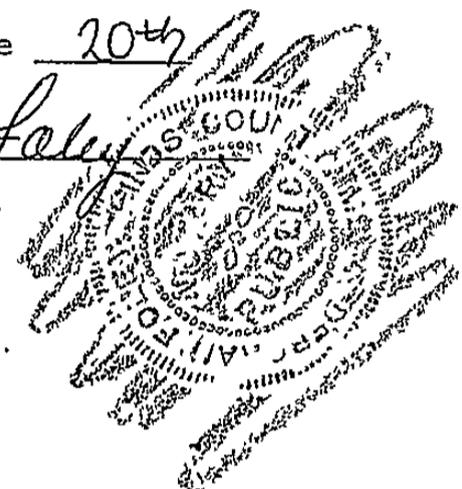
3. That Affiant further states that he has found no claimant to be forwarded a notice by mail before publication of the Notice to Creditors in the estate proceeding.

William Stanley Carr
William Stanley Carr

Executor of the Estate of
Maxine Pitts Carr
Deceased

Sworn to and Subscribed before me, this the 20th
day of August, 2004.

Michael Foley
Notary Public



My Commission expires
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 9, 2006
BONDED THRU STEGALL NOTARY SERVICE

J. Larry Lee
151 East Griffith St.
Jackson, MS 39201
(601) 925-7134
#1149

LAST WILL AND TESTAMENT
OF
EMILY H. JOSEPH

B 37 P 758

2004-655

I, EMILY H. JOSEPH, of the City of Jackson, County of Hinds, State of Mississippi, being above the age of eighteen (18) years and being of sound and disposing mind and memory, do hereby make, publish, and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ARTICLE 1

MEANINGS OF TERMS

1.1 Husband.

My husband is William P. Joseph, Sr. For purposes of this Will, "Husband" means he.

1.2 Children.

I have three (3) children, who are Albert Paul Joseph, William P. Joseph, Jr., and Mary Louise Joseph Jones. For purposes of this Will, "Children" means those three (3) children, any other Children born to me under a legal marriage, and any other persons legally adopted by me according to Section A of Subarticle 8.4. Also for these purposes, "Child" means one (1) of the Children.

1.3 Code and Code Section.

For purposes of this Will, "Code" means the Internal Revenue Code of 1986, as now or hereafter amended, "Code Section" means a section, as now or hereafter amended, of the Code, and "Code Sections" means more than one (1) Code Section.

1.4 Legal Guardian or Conservator

For purposes of this Will, "legal guardian or conservator" includes but is not limited to a guardian ad litem.

Page 1.

FILED THIS DATE AUG 20 2004 ARTHUR JOHNSTON, CHANCERY CLERK BY <u>James D</u> DC

E. H. J.
EMILY H. JOSEPH

ARTICLE 2

ADMINISTRATION OF ESTATE

B 37 P 759

2.1 Payment of Taxes and Expenses.

All of the taxes imposed upon me or my estate and all of the expenses of my last illness and funeral shall be paid as soon after my death as conveniently can be done.

2.2 Payment of Debts.

A. All of my just debts that are due and payable as of my death shall be paid as soon after my death as conveniently can be done.

B. All of my just debts that are not due and payable as of my death shall be paid according to their schedules of payment or to the contrary discretion of my Executor.

C. No property securing a just debt of mine shall be exonerated from that debt.

2.3 Closing of Estate.

The administration of my estate shall be closed as soon after my death as is reasonably possible.

ARTICLE 3

PAYMENT OF ESTATE TAXES

All of the federal and state estate, inheritance, and other death taxes assessed by reason of my death shall be paid first from the devise and bequest under Section D of Subarticle 6.1; then from the Family Trust at Subarticle 6.2; then from the devise and bequest under Section A of Subarticle 6.1; then from the devise and bequest under Section A of Subarticle 7.1; then from the Marital Trust No. 2, if the Marital Trust at Article 7 was divided under Section C of Subarticle 7.4; and then from the Marital Trust No. 1, if the Marital Trust was so divided, or from the Marital Trust, if it was not so divided. I hereby waive any right of recovery under Code Section 2207A. I do not waive any other right of recovery,

including but not being limited to any right of recovery under Code Section 2206, 2207, or 2207B. Any amount received by my estate pursuant to a right of recovery shall be applied to reimburse the sources, in their reverse order, from which all federal and state estate, inheritance, and other death taxes are paid. For this purpose, "right of recovery" means any right of my estate to be reimbursed by any person for, or otherwise to recover from any person, any federal or state estate, inheritance, or other death tax assessed by reason of my death.

ARTICLE 4

BEQUESTS OF PERSONAL PROPERTY

4.1 Bequest of Tangible Personal property.

A. If my Husband survives me, I bequeath to him (1) all of my personal belongings, including but not being limited to, jewelry, wearing apparel, sporting equipment, and books, (2) all my automobiles, and all of my interest in the household furniture, furnishings, and effects, including but not being limited to crystal, china, silver, linens, rugs, fixtures, portraits, and works of art, that are in and used in connection with my homestead. If my Husband does not survive me, I bequeath all of such items of properties in per stipital shares to those of the Children and their descendants who survive me. I suggest, but do not require, that they agree upon a method of division by which (1) each makes one selection in an agreed order; (2) then each makes one selection, with the one having the second selection in the preceding round of selections having first selection, the one having the first selection in that round having the last selection, but otherwise the selections being in the same order as in that round; and (3) then the selections continuing to be made according to (2) until all of the items have been selected. For this

purpose, the descendants of a deceased Child shall collectively have one (1) selection each round.

B. If any items under Section A or B are to be divided between two (2) or more beneficiaries and those beneficiaries are unable or unwilling, for any reason, to agree upon a division of those items, my Executor shall have full power and authority to make the division or to prescribe the method of making the division, in either case in such manner as my Executor may determine equitable.

C. If any beneficiary under Section A or B of an item of tangible personal property is under the age of twenty-one (21) years or under any legal disability at the time for the delivery of the item to him or her, my Executor may deliver all or any part of the item to the natural guardian or legal guardian or conservator of the beneficiary or to an adult with whom the beneficiary is then residing, for delivery to the beneficiary at the earliest time he or she both has attained that age and is under no legal disability. A delivery by my Executor in this manner shall acquit and relieve my Executor from any further liability with regard to the item so delivered.

D. If neither my Husband nor any of the Children or their descendants survive me, the bequests under this Subarticle 4.1 shall lapse.

ARTICLE 5

DEVISE OF HOMESTEAD

If my Husband survives me, I devise to him any interest owned by me at my death in our homestead and in any land adjacent to and used as a part of that homestead. This devise shall lapse if my Husband does not survive me.

ARTICLE 6

DEVISE AND BEQUEST TO CHILDREN AND TO FAMILY TRUST

6.1 Devise and Bequest to Children and Devise and Bequest to and Creation of Family Trust.

A. If any of the Children or their descendants survive me, I devise and bequeath, per stirpes, free of trust, subject to Subarticle 8.1, the nonmarital amount, as defined in Section G, to the Children and their descendants who survive me. To the extent possible and not inconsistent with Section C of Subarticle 7.1--

(1) the share, if one, of William P. Joseph, Jr. (but not of his descendants), of this devise and bequest shall be satisfied from any interest I own at my death in Joseph and Joseph, a Mississippi general partnership, or its successor; and

(2) this devise and bequest as a whole shall be satisfied with a sufficient amount of such interest to satisfy that share in that manner.

B. If my Husband but none of the Children or their descendants survive me, I devise and bequeath to the Trustee the nonmarital amount, as defined in Section G.

C. If my Husband survives me, and if the devise and bequest under Section A of Subarticle 7.1 is reduced to the extent it would otherwise include an allocation of any properties or the proceeds of any properties that will not qualify for the federal estate tax marital deduction, such nonqualifying properties or proceeds shall pass to the Trustee.

D. If my Husband and any of the Children or their descendants survive me and if my Husband disclaims, under Article 16, all or any part of his interest in or the income or principal of the Marital Trust at Article 7 or interest in or power over specific properties of the Marital Trust, the properties of the Marital Trust subject to the disclaimed interest or power or

the specific properties, as the case may be, shall pass to the Trustee.

E. The trust created at Sections B, C, and D shall be known as the William P. Joseph, Sr., Family Trust U/W (the "Family Trust"). The Family Trust shall be administered according to Subarticle 6.2.

F. If neither my Husband nor any of the Children or their descendants survive me, I devise and bequeath, free of trust, subject to Subarticle 8.1, the nonmarital amount, as defined in Section G, to my then heirs at law at my death under the then statutes of descent and distribution of the State of Mississippi.

G. For purposes of Sections A, B, and F, the "nonmarital amount" means as follows:

(1) If my Husband survives me, "nonmarital amount" means the excess, if any, of (a) the greatest value of my gross estate for purposes of the federal estate tax that can pass free of that tax by reason of the federal estate tax unified credit and state death tax credit (provided use of the state death tax credit does not require an increase in the state death taxes paid) allowable to my estate but by reason of no other credit, after taking into account prior taxable gifts and after taking into account charges to principal that are not allowed as deductions in computing the federal estate tax imposed upon my estate, over (b) the value of all property that is includable in my gross estate for such purposes and passes under preceding Articles of this Will or passes outside of this Will and for which a federal estate tax marital or charitable deduction is not allowable to my estate. Any value for the foregoing purposes shall be that value as finally determined in the federal estate tax proceeding relating to my estate. I recognize that no sum may be disposed under this

Section A and that the amount of the sum disposed under this Section A may be affected by the action of my Executor in exercising certain tax elections. Any properties distributed in kind to satisfy the devise and bequest under this Section A shall be valued at their fair market values at the time of distribution.

(2) If my Husband does not survive me, "nonmarital amount" means all the rest and residue of my estate.

6.2 Dispositive Provisions for Family Trust.

A. The Family Trust shall be administered according to this Subarticle 6.2.

B. Distributions from the Family Trust shall be made according to Subarticle 8.2 with my Husband as the Named Beneficiary. For this purpose of Subarticle 8.2, the Children and their descendants shall be considered to be the sole descendants of my Husband.

C. If any of the Children or their descendants are then living at my Husband's death, at his death the Family Trust shall be distributed, per stirpes, free of trust, subject to Subarticle 8.1, to the then living Children and then living descendants of Children then deceased. I suggest, but do not require, that an original distributee give William P. Joseph, Jr., the right of first refusal on any distributed real property before that real property is sold to a person or persons who are not my descendants or trusts for the benefit of my descendants. For this purpose, "original distributee" means a person, including but not being limited to a separate trust, to whom real property was distributed according to this Section C, and "distributed real property," as to an original distributee, means the real property so distributed to that original distributee. If the share of William P. Joseph, Jr., in the Family Trust is distributed

according to this Section C to a separate trust or separate trusts to be held according to Subarticle 9.1 for his benefit, the right of first refusal may be exercised by either or both of him and any or all of those separate trusts.

D. If none of the Children or their descendants are then living at my Husband's death, at his death the Family Trust shall be distributed to or for the benefit of the person or persons (other than to or for the benefit of my Husband or his estate or a creditor or creditors of my Husband or of his estate) and in the amounts and proportions as my Husband may appoint, in his sole discretion. To be effective, the appointment must be provided for in a Last Will and Testament of my Husband that is duly probated within three (3) months of my Husband's death (the "probate period") and that specifically refers to this Section C as the source of the special power of appointment. My Husband's power shall not be a general power of appointment, within the meaning of Code Section 2041, with respect to all or any part of the Family Trust. The provisions of this Will shall be construed and interpreted accordingly, and it is directed that no provision in this Will that would cause my Husband's power to be such a general power of appointment shall apply to my Husband's power. Any part of the Family Trust not effectively appointed by my Husband according to this Section C shall be distributed at the end of the probate, free of trust, subject to Subarticle 8.1; to my then heirs at law at that end under the then statutes of descent and distribution of the State of Mississippi. For purposes of this Will, any trust or any successive legal interests in the same property or properties created pursuant to my Husband's exercise of his power shall be considered as a trust created herein.

ARTICLE 7

DEVISE AND BEQUEST TO HUSBAND AND TO MARITAL TRUST

7.1 Devise and Bequest to Husband and Devise and Bequest to and Creation of Marital Trust.

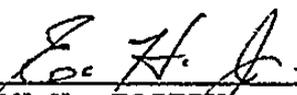
A. If my Husband survives me, I devise and bequeath to him all of the rest and residue of my estate. Notwithstanding any provision to the contrary in this Will, there shall not be allocated to this devise and bequest any properties or the proceeds of any properties that will not qualify for the federal estate tax marital deduction. This devise and bequest shall be reduced to the extent it would otherwise include an allocation of any such nonqualifying properties or proceeds, and such nonqualifying properties or proceeds shall be added to the Family Trust and administered according to Subarticle 6.2. This devise and bequest shall lapse if my Husband does not survive me.

B. If my Husband survives me and disclaims, under Article 16, all or any part of his interest in the devise and bequest under Section A, the disclaimed interest shall pass to the Trustee. The trust created under this Section B shall be known as the Emily H. Joseph Marital Trust U/A (the "Marital Trust"). The Marital Trust shall be administered according to the following provisions of this Article 7.

7.2 Dispositive Provisions During Lifetime of Husband.

A. The Trustee shall, commencing with my death and during my Husband's lifetime, distribute to him all of the income of the Marital Trust, in installments no less frequently than annually.

B. The Trustee may also distribute all or any part of the principal of the Marital Trust to my Husband as the Trustee may determine for his education, for his reasonable support and comfort, for his health and medical, hospital, and institutional care, and for his maintenance in the same standard of living he



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enjoyed prior to my death. In making such distributions, the Trustee shall take into consideration my Husband's other income and properties and any other circumstances and factors that the Trustee considers pertinent.

C. The Trustee may distribute, free of trust, at any time or from time to time, to my Husband any stock of a corporation that is or desires to be an S corporation, as defined at Code Section 1361(a)(1), or any right or opportunity to receive or otherwise acquire any such stock, if the Trustee determines that the S corporation status would otherwise be terminated or precluded and that the distribution is appropriate under the circumstances.

7.3 Unproductive Property and Payment of Income to Husband's Estate.

Notwithstanding any provision to the contrary in this Will--

A. if the Marital Trust at any time contains any unproductive property, my Husband may require the Trustee to make such property productive or to convert such property to productive property within a reasonable time; and

B. all of the income of the Marital Trust accrued or undistributed at my Husband's death shall be paid to the legal representative of his estate.

7.4 Qualification for Marital Deduction.

A. The Marital Trust is intended to qualify for the federal and state estate tax marital deductions. The provisions of this Will shall be construed and interpreted accordingly, and it is directed that no provision in this Will that would prevent the Marital Trust from so qualifying shall apply to the Marital Trust. If the application of a provision would prevent the Marital Trust from qualifying for the federal estate tax marital deduction but not the state estate tax marital deduction, that provision shall not apply to the Marital Trust.

B. My Executor may determine whether to elect under the applicable laws to qualify all or any portion of the Marital Trust for the federal or state estate tax marital deduction. It is anticipated that my Executor will elect in a manner that will minimize the taxes payable by my estate, except when doing so is likely to result in a significantly larger combined federal and state estate tax liability for my and my Husband's estates because of my Husband's death within a short period of my death. The determination of my Executor with respect to the exercise of any such election shall be conclusive upon all affected persons, but my Executor is nonetheless directed to consult with the Trustee before my Executor makes any such determination. Any such election may be joined in or otherwise made by the Trustee if required by the applicable laws.

C. If the entire Marital Trust is not elected to qualify for the federal estate tax marital deduction, the Trustee shall divide the Marital Trust into two (2) separate trusts, one (1) trust for the portion so qualified and one (1) trust for the portion not so qualified. For purposes of this Will, the division shall be effective as of and shall relate back to the time of my death. The trust for the qualified portion shall be known as the Emily H. Joseph Marital Trust No. 1 U/W (the "Marital Trust No. 1"), and the trust for the nonqualified portion shall be known as the Emily H. Joseph Marital Trust No. 2 U/W (the "Marital Trust No. 2"). These trusts shall collectively still be known as the Emily H. Joseph Marital Trust U/W (the "Marital Trust"). The Trustee shall divide the Marital Trust into the two (2) trusts according to the fair market values of the properties of the Marital Trust at the time of the division. In the division, the Trustee may give to each trust properties of varying or unvarying interests or proportions. Both of the two (2) trusts shall be administered for the use and benefit

of my Husband according to this Article 7. However, all distributions of principal to be made from the Marital Trust to my Husband shall be made, first from the Marital Trust No. 1 and then, once that trust is depleted, from the Marital Trust No. 2.

D. If the Marital Trust was or is to be divided into Marital Trusts No. 1 and No. 2 under Section C, an election to qualify all or any portion of the Marital Trust for the state estate tax marital deduction shall be made first for the Marital Trust No. 1 and then, to the extent of any remaining portion to be qualified, for the Marital Trust No. 2. If the portion of the Marital Trust elected to qualify for the state estate tax marital deduction is less or greater than the portion elected to qualify for the federal estate tax marital deduction, the Trustee may apply provisions similar to those at Section C in regard to the state election. Any trusts into which a trust is divided under this Section D shall be merged into one (1) trust at my Husband's death.

7.5 Payment of Estate Taxes on Husband's Estate

A. Unless my Husband directs otherwise by his Last Will and Testament, at his death the Trustee shall pay from the Marital Trust: (or first from the Marital Trust No. 1 and then from the Marital Trust No. 2, if the Marital Trust was divided under Section C of Subarticle 7.4) the amount by which the federal and state estate, inheritance, and other death taxes assessed by reason of my Husband's death are increased as a result of the inclusion of all or any portion of the Marital Trust in his gross estate for federal and state estate tax purposes.

B. Section A shall not apply to the extent that the legal representative of my Husband's estate exercises a right of recovery against the Marital Trust. All payments by the Trustee pursuant to that right shall be made from the Marital Trust (or first from the Marital Trust No. 1 and then from the Marital Trust No. 2, if the

Marital Trust was divided under Section C of Subarticle 7.4). All such payments shall be considered as made or to be made under this Subarticle 7.5. For this purpose, "right of recovery" means any right of my Husband's estate to be reimbursed by the Marital Trust for, or otherwise to recover from the Marital Trust, any federal or state estate, inheritance, or other death tax assessed by reason of my Husband's death.

C. The Trustee may make any payment under Section A or B directly to the taxing authority or to the legal representative of my Husband's estate.

D. The Trustee's selection of any properties to be sold to pay any amount under Section A or B, and the tax effects of any such sale, shall not be subject to question by any beneficiary.

7.6 Disposition at Husband's Death.

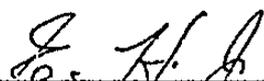
At my Husband's death, Subarticle 6.2 shall apply to the Marital Trust (or separately to each of the Marital Trusts No. 1 and No. 2, if the Marital Trust was divided under Section C of Subarticle 7.4), as if the Marital Trust (or each of the Marital Trusts No. 1 and No. 2) were the Family Trust.

ARTICLE 8

SPECIAL DISPOSITIVE PROVISIONS

8.1 Retention of Trust.

A. If a beneficiary is otherwise entitled under this Will, subject to this Subarticle 8.1, to all or any part of trust created herein but is under the age of twenty-one (21) years or under any legal disability, the amount to which the beneficiary is otherwise entitled shall be held as a separate trust and administered according to this Subarticle 8.1 for the benefit of the beneficiary. The Trustee shall appropriately name the separate trust so that it can be easily distinguished.



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B. Distributions from the separate trust shall be made according to Subarticle 8.2 with the beneficiary as the Named Beneficiary.

C. All of the separate trust shall be distributed, free of trust, to the beneficiary at the earliest time the beneficiary both has attained the age of twenty-one (21) years and is under no legal disability. If the beneficiary dies before the distribution of all of the separate trust, the separate trust shall be distributed as follows:

(1) If the beneficiary dies with then living descendants, the trust shall be distributed, per stirpes, free of trust, subject to this Subarticle 8.1, at that death to those descendants.

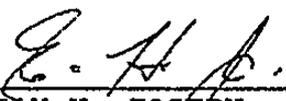
(2) If the beneficiary dies without then living descendants and is a descendant of a Child (the "ascendant Child"), the trust shall be distributed, per stirpes, free of trust, subject to this Subarticle 8.1, at that death to the then living descendants of the beneficiary's nearest ascendant who both is a descendant of the ascendant Child and has then living descendants. However, if there are no such descendants, the trust shall be distributed according to Subarticle 6.1, as if it were the devise and bequest under Subarticle 6.1 and as if my death had occurred with that death.

(3) If the beneficiary dies without then living descendants and is not a descendant of a Child, the trust shall be distributed according to Subarticle 6.1, as if it were the devise and bequest under Subarticle 6.1 and as if my death had occurred with that death.

8.2 Common Dispositive Provisions.

A. When distributions from a trust created herein are to be made according to this Subarticle 8.2, the distributions shall be made according to Section B with the specified person or persons as the Named Beneficiary or Named Beneficiaries.

B. The Trustee may distribute all or any part of the income or principal of the trust to the Named Beneficiary or Named Beneficiaries and to the descendants of the Named Beneficiary or Named Beneficiaries, in such proportions as the Trustee may determine for the education of any such beneficiary, for the reasonable support and comfort of any such beneficiary, for the health and medical, hospital, and institutional care of any such beneficiary, and, when there is one (1) Named Beneficiary, for the maintenance of that Named Beneficiary in his or her accustomed standard of living (or instead, if the Named Beneficiary is my Husband, in the same standard of living he enjoyed prior to my death). In making such distributions, the Trustee shall take into consideration such beneficiaries' respective needs, their respective other incomes and properties, and any other circumstances and factors that the Trustee considers pertinent. It is my intention, however, that the Named Beneficiary or Named Beneficiaries shall have sufficient funds pursuant to the aforesaid standards before any part of the income or principal of the trust is distributed to his or her or their descendants and that an older generation of his or her or their descendants shall have sufficient funds pursuant to the aforesaid standards before any part of the income or principal of the trust is distributed to a younger generation of his or her or their descendants. Any income not distributed according to this Section B shall be accumulated and added to principal.



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8.3 Spendthrift Provision.

Neither the income nor the principal of a trust created herein shall be alienable, through assignment or any other method, by any beneficiary or subject to be taken, through any process, by any beneficiary's creditors.

8.4 Provisions for Adopted Children.

A. For purposes of this Will, a person who is not otherwise a descendant of mine and is legally adopted by me shall be considered as a Child, as provided at Subarticle 1.2.

B. For purposes of this Will, a person who is not otherwise a descendant of mine and is legally adopted by a person other than me shall be considered as a child of the adopting person.

C. For purposes of this Will, a person who is adopted according to Section A or B shall cease, as of and from the time of the adoption, to be considered as a child of any other person unless that person is, at the time of the adoption, the then spouse of mine, for an adoption according to Section A, or the then spouse of the adopting person, for an adoption according to Section B.

D. For purposes of this Will, except as otherwise provided in Sections A, B, and C, an adopted person shall not be considered as a child of an adopting person or cease to be considered as a child of any other person.

8.5 Determination of When Person Living.

Unless otherwise specified herein, a person shall be considered, for purposes of this Will, as then living at a specified time if that person would be considered as then living under the then statutes of descent and distribution of the State of Mississippi.

8.6 Living Person Having Descendants.

For purposes of this Will, a living person can have descendants.

**8.7 Manner of Distribution
or Division of Trusts.**

Whenever a trust created herein is to terminate and be distributed, free of trust, to multiple persons or is to be divided into multiple separate shares under this Will, the Trustee shall distribute or divide the trust according to the fair market values of the properties of the trust at the time of distribution or division. In the distribution or division, unless otherwise specified herein, the Trustee may give to each distributee or to each share properties of varying or unvarying interests or proportions.

**8.8 Distributions to Underaged
or Disabled Beneficiaries.**

While a beneficiary of a trust created herein is under the age of twenty-one (21) years or under any legal disability, the Trustee may make any distributions from the trust for the benefit of the beneficiary or directly to the beneficiary, without the intervention of any person, or to a third person who is under no legal disability, is not the Trustee, and is, in order of preference, a parent of the beneficiary, if the beneficiary is under the age of twenty-one (21) years; a legal guardian or conservator of the beneficiary; or a person related to the beneficiary according to civil law. Any amount so distributed to a third person must be applied by that person for the sole benefit of the beneficiary and may not be applied in satisfaction of any legal obligation of another to support the beneficiary. All distributions under this Subarticle 8.8 shall be made in accordance with the standards provided in this Will for distributions to the beneficiary and shall be a full acquittance to the Trustee.

**8.9 Prohibition Against Distribution in
Satisfaction of Trustee's Support Obligations.**

Notwithstanding any provision to the contrary in this Will, no distribution from a trust created herein shall be made in

satisfaction of a legal obligation of support of the Trustee of that trust.

8.10 Death of Person Before Distribution to Him or Her.

If any person is otherwise entitled under this Will to a distribution of all or any part of a devise or bequest made or trust created herein but dies before the actual distribution of it, the undistributed portion shall be distributed in the manner and to the person or persons it would have been distributed according to the applicable provisions of this Will if my death or the time for the distribution of the trust, as the case may be, had occurred with that person's death. Notwithstanding the foregoing, however, this Subarticle 8.10 shall not apply for purposes of the determination of the sizes of the devises and bequests under Subarticle 6.1 and Subarticle 7.1.

8.11 Provision for Rule Against Perpetuities.

Notwithstanding Subarticle 8.10 or any other provision to the contrary in this Will, the trusts created herein shall terminate on the date not later than twenty-one (21) years after the death of the last to die of my Husband, the Children, and the persons who, at my death, are the descendants of the Children. Upon that date, unless previously terminated, each trust shall be distributed, per stirpes, free of trust, to the then beneficiaries of that trust.

ARTICLE 9

GENERATION-SKIPPING TRANSFER TAX PROVISIONS

9.1 Meanings of Terms.

For purposes of this Article 9, the following terms shall have the ascribed meanings:

A. "Distribution" includes but is not limited to (1) any reimbursement or other recovery of income or principal from a trust created herein of any transfer tax authorized or required to be made to the person on whom that tax is imposed, (2) a withdrawal of

income or principal from a trust created herein, and (3) a distribution of income or principal from a trust created herein pursuant to the exercise of a power of appointment, regardless whether the power is or is not a general power of appointment.

B. "General power of appointment" means as defined at Code Section 2041(b)(1) or 2514(c), including but not being limited to a power requiring the consent of the Trustee to exercise.

C. "GST exemption" means as defined at Code Section 2631(a).

D. "Inclusion ratio" means as defined at Code Section 2642(a).

E. "Income tax" means the federal income tax and any similar tax at Subtitle A, as now or hereafter amended, of the Code and any similar state tax.

F. "Tax detriment" means (1) the failing of the Marital Trust to qualify for the federal or state estate tax marital deduction or (2) the Trustee's having a general power of appointment or being the owner under Subpart E, Part I, Subchapter J, Chapter 1, Subtitle A, all as now or hereafter amended, of the Code with respect to all or any part of a trust created herein.

G. "Transfer tax" means the federal estate tax, gift tax, generation-skipping transfer tax, and any similar tax at Subtitle B, of the Code, as now or hereafter amended, and any similar state tax, including but not being limited to a state inheritance tax.

H. "Transferor" means as defined at Code Section 2652(a), including but not being limited to myself.

I. "Trustee" means as defined in this Will but, if the context requires, includes or otherwise means my Executor or the legal representative of another person's estate.

9.2 Division into Exempt and Non-Exempt Trusts.

Before the allocation of any of my or another transferor's GST exemption to a trust created herein, the Trustee may divide the trust into two (2) separate trusts, one (1) trust for which the allocation will be made and one (1) trust for which it will not. The Trustee shall appropriately name the two (2) trusts so that each can be easily distinguished. Each of the two (2) trusts shall be administered as a separate trust according to the provisions of this Will governing the divided trust, subject to the application of Subarticle 9.6 to the two (2) trusts as the "Multiple Trusts."

9.3 Creation, Elimination, or Release of General Power of Appointment.

A. The Trustee may, with respect to all or any part of a trust created herein and administered by reference to Subarticle 8.2 with one (1) Named Beneficiary, (1) create a general power of appointment in that Named Beneficiary, (2) eliminate that power for all or any part as to which it was previously created, or (3) irrevocably release the right, in the Trustee or in any successor Trustee, to create or eliminate that power, if the Trustee determines that the taking of the particular action will result in favorable income tax and transfer tax consequences and if the right to take the particular action will not cause a tax detriment. The determination of the Trustee with respect to the creation, elimination, or release of that power shall be conclusive upon all affected persons.

B. If a general power of appointment is to be created with respect to a part but not all of a trust created herein, the Trustee may divide the trust into two (2) separate trusts, one (1) trust for which that power will be created and one (1) trust for which it will not. The Trustee shall appropriately name the two (2) trusts so that each can be easily distinguished. Each of the two (2) trusts shall be administered as a separate trust according

to the provisions of this Will governing the divided trust, subject to the application of Subarticle 10.6 to the two (2) trusts as the "Multiple Trusts."

C. This Subarticle 9.3 shall operate in conjunction and harmony with Subarticle 9.2, to the extent both are otherwise applicable.

9.4 Special Provisions for Marital Trust.

A. If the Trustee intends to allocate any of my GST exemption to the Marital Trust (or the Marital Trust No. 1 or No. 2, if the Marital Trust was divided under Section C of Subarticle 7.4), the Trustee may divide that trust into two (2) separate trusts, one (1) trust for which the allocation will be made and one (1) trust for which it will not. The Trustee shall appropriately name the two (2) trusts so that each can be easily distinguished. Each of the two (2) trusts shall be administered as a separate trust for the use and benefit of my Husband according to Article 7. However, all distributions of principal to be made to my Husband from the divided trust and all payments to be made under Article 2 or Subarticle 7.5 from the divided trust shall be made first from the trust for which no allocation was made and then, once that trust is depleted, from the other trust.

B. At my Husband's death, the two (2) trusts into which the Marital Trust was divided under Section A (or the Marital Trust No. 1 or the two (2) separate trusts into which it was divided under Section A and the Marital Trust No. 2 or the two (2) trusts into which it was divided under Section A) shall each be administered as a separate trust according to the provisions of this Will governing the Marital Trust (or the Marital Trust No. 1 or No. 2, as the case may be), subject to the application of Subarticle 9.7 to all of those trusts as the "Multiple Trusts."

C. Section A shall take precedence over Section B, to the extent both are otherwise applicable, and neither Subarticle 9.2 nor Subarticle 9.3 shall apply to the Marital Trust (or the Marital Trust No. 1 or No. 2) in instances when this Subarticle 9.4 is applicable.

9.5 Manner of Division of Trusts
Under Subarticle 10.2, 10.3, or 10.4.

A. Whenever a trust created herein is to be divided into two (2) separate trusts under Subarticle 9.2 or 9.4, for purposes of the allocation of any of my or another transferor's GST exemption to one (1) of those two (2) trusts, the Trustee shall divide the trust in such a manner that will result in the intended inclusion ratio for that one (1) trust, after the allocation to it. For purposes of this Will, the division (1) shall be effective as of and shall relate back to the time of my death, when the allocation is of my GST exemption, and (2) shall be effective as of the time of the division or, if earlier, shall be effective as of and shall relate back to the time the allocation is effective under the Code, when the allocation is of another transferor's GST exemption.

B. Whenever a trust created herein is to be divided into two (2) separate trusts under Subarticle 9.3, for purposes of the creation of a general power of appointment, the Trustee shall divide the trust according to the fair market values of the properties of the trust at the time of the division. For purposes of this Will, the division shall be effective as of the time of the division.

C. In a division under Section A or B, the Trustee may give to each trust properties of varying or unvarying interests or proportions, without regard, unless required otherwise under Section A, to the income tax bases of the properties.

9.6 Mergers and Segregations of Trusts.

A. The Trustee may later merge any separate trusts into which a trust created herein may have been previously divided under Subarticle 9.2, 9.3, or 9.4, if the Trustee then determines that the merger will not result in any materially adverse income tax or transfer tax consequences.

B. The Trustee may merge any two (2) or more of the trusts created herein being held for the same beneficiary or beneficiaries and administered according to the same applicable provisions of this Will, if the Trustee then determines that the merger will not result in any materially adverse income tax or transfer tax consequences. While any of those trusts are not merged, each of those trusts shall be administered as a separate trust according to the same applicable provisions of this Will, subject to the application of Subarticle 9.7 to all of those trusts as the "Multiple Trusts."

C. Each addition made or considered made by me or any other transferor to a trust created herein (the "primary trust") shall be segregated as one (1) separate trust. The Trustee shall appropriately name any segregated trust and the primary trust so that each can be easily distinguished. The Trustee may later merge any segregated trusts with each other or with the primary trust, if the Trustee then determines that the merger will not result in any materially adverse income tax or transfer tax consequences. While any of those segregated trusts are not merged, each of those segregated trusts and the primary trust shall be administered as a separate trust according to the provisions of this Will governing the primary trust, subject to the application of Subarticle 9.7 to all of those segregated trusts and the primary trust as the "Multiple Trusts."



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9.7 Distributions from or Divisions of Multiple Trusts.

A. This Subarticle 9.7 shall apply whenever made applicable by this Article 9.

B. All distributions and all payments under Article 3 to be made from the Multiple Trusts shall be made from any one (1) or more of the Multiple Trusts in the manner that the Trustee determines will result in favorable income tax and transfer tax consequences and that will not cause a tax detriment or the distributions to the various beneficiaries from the Multiple Trusts to be made in different amounts than the distributions that would have otherwise been made to them.

C. If the Multiple Trusts are to be divided into separate shares under this Will, each of the Multiple Trusts shall be divided into one (1) set of shares, and the corresponding share from each set shall be administered according to the same applicable provisions of this Will. If a share of the Multiple Trusts is to be retained as a separate trust, each corresponding share from each set of shares shall be retained as a separate trust and administered according to the same applicable provisions of this Will, subject to the application of this Subarticle 9.7 to all of those trusts as the "Multiple Trusts." The Trustee shall appropriately name those trusts so that each can be easily distinguished. The Trustee may later merge any of those trusts, if the Trustee then determines that the merger will not result in any materially adverse income tax or transfer tax consequences. Notwithstanding the foregoing, however, in distributing or retaining as a separate trust or trusts any of the sets of shares, an amount to be distributed or retained shall be satisfied from any one (1) or more of all of the shares of all of those sets in the manner that the Trustee determines will result in favorable income tax and transfer tax consequences and that will not cause a tax


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detriment or the portions distributed to or retained for the various beneficiaries from all of those shares to be in different amounts than the portions that would have otherwise been made to or for them.

9.8 General Discretion.

The Trustee may take any action (including but not being limited to any action that may be contrary or in addition to the preceding provisions of this Article 9), if--

- A. the Trustee determines that the taking of the action will result in favorable income tax and transfer tax consequences;
- B. the right to take the action will not cause a tax detriment; and
- C. the action will not cause a material change in the dispositive scheme or schemes under this Will.

ARTICLE 10

LIMITATIONS WHEN BENEFICIARY SERVES AS TRUSTEE

10.1 Limitations for Purposes of Distributions.

A. While a beneficiary of a trust created herein serves as the sole or joint Trustee of that trust, the standards otherwise provided in this Will for discretionary distributions of income or principal from that trust to that beneficiary shall not apply. Instead, notwithstanding any provision to the contrary in this Will, the Trustee shall distribute to that beneficiary all or any part of the income or principal, otherwise to be distributed according to the discretionary standards, as the Trustee shall determine for that beneficiary's health (including but not being limited to medical, dental, hospital, and nursing expenses and expenses of invalidism), education (including but not being limited to college and professional educational expenses), and support in reasonable comfort. The standards provided in this Will for

discretionary distributions from that trust to the other beneficiaries shall remain unchanged.

B. It is intended that no beneficiary while serving as the sole or joint Trustee of a trust created herein shall be treated as having a general power of appointment, within the meaning of Code Section 2041 or 2514, with respect to all or any part of that trust. The provisions of this Will shall be construed and interpreted accordingly, and it is directed that no provision in this Will that would cause a beneficiary to be so treated for that trust shall apply to that trust.

10.2 Limitations for Purposes of Subarticle 9.3

While a beneficiary of a trust created herein serves as the sole or joint Trustee of that trust, the Trustee of that trust shall not have the right under Section A of Subarticle 9.3 (assuming the Trustee otherwise has that right) (1) to create in that beneficiary a general power of appointment, as defined for purposes of that Section A, with respect to all or any part of that trust, (2) to eliminate all or any part of that power in that beneficiary, or (3) to release irrevocably the right, whether in the Trustee or in any successor Trustee, to create or eliminate that power in that beneficiary.

ARTICLE 11.

TRUSTEE'S POWERS

11.1 Application of Mississippi Uniform Trustees' Powers Law.

The trusts created herein are each intended to be a "trust" within the meaning of the Mississippi Uniform Trustees' Powers Law, as now or hereafter amended, and unless otherwise specified herein, the Trustee shall have all of the powers afforded to trustees by that Law.

11.2 Other Nonexclusive Powers.

Without limiting the powers afforded to the Trustee by the Mississippi Uniform Trustees' Powers Law, the Trustee shall also have the following powers:

A. Unless otherwise specified herein, the Trustee may acquire properties in a trust created herein from my or my Husband's estate or from a trust created during life or at death by me (including but not being limited to a trust created herein) or make loans from a trust created herein to my or my Husband's estate or to a trust created during life or at death by me (including but not being limited to a trust created herein), without regard to whether such properties or loans are authorized by law as trust investments and without regard to the portion that such properties and properties of a similar character or such loans and loans of a similar character held by the trust may bear to the total properties of the trust.

B. Except when otherwise specified herein or otherwise inadvisable, the Trustee may keep some or all of the properties of two (2) or more of the trusts created herein in a consolidated fund or funds, maintaining accurate records of the portion attributable to each trust and not otherwise merging those trusts.

C. In making any distributions from a trust created herein, the Trustee may distribute cash, or partial or whole interests in properties in kind, or a combination and also, when to multiple beneficiaries, properties of varying or unvarying interests or proportions. Any distribution of properties in kind shall be based on their fair market values at the time of distribution.

D. The Trustee may, with respect to a trust created herein, make any election permitted under the applicable tax laws.

11.3 Exercise of Discretion.

Any determination or other act permitted, but not required, to be made or taken by the Trustee shall be made or taken in the sole discretion of the Trustee.

ARTICLE 12**ACCOUNTINGS AND BOND****12.1 Accounting by Trustee.**

Each year the Trustee shall prepare and deliver an accounting of the administration of each trust created herein to each beneficiary then entitled or permitted to receive the income of that trust, but shall not be required to file the accounting with any court. If a beneficiary is under the age of twenty-one (21) years or under any legal disability, the accounting shall instead be delivered to a person who is under no legal disability, is not the Trustee, and is, in order of preference, a parent of the beneficiary, if the beneficiary is under the age of twenty-one (21) years; a legal guardian or conservator of the beneficiary; or a person related to the beneficiary according to civil law.

12.2 No Bond Required of Trustee.

No bond shall be required of the Trustee.

ARTICLE 13**COMPENSATION OF TRUSTEE**

The Trustee shall be entitled to receive a reasonable compensation for the services rendered hereunder by the Trustee. That compensation shall be collected by the Trustee from the properties of the trusts created herein for which the Trustee serves as trustee and shall be shown on the Trustee's annual accounting for those trusts.

ARTICLE 14

APPOINTMENT AND
RESIGNATION OF TRUSTEE

14.1 Appointment of Original Trustee.

I hereby nominate, constitute, and appoint William P. Joseph, Jr., as the Trustee of all trusts created herein.

14.2 Resignation of Trustee and Appointment of Successor.

A. Any person servicing as the Trustee, whether one (1) or more persons also serving may resign in the manner set forth in Section 91-9-203, Miss. Code Ann. 1972, as now or hereafter amended.

B. If William P. Joseph, Jr., resigns, is removed, or becomes unable to serve as the Trustee, either before or after entering upon such duties, Albert Paul Joseph and Mary Louise Joseph Jones are hereby designated to serve jointly as the successor Trustee. If either Albert Paul Joseph or Mary Louise Joseph Jones resigns, is removed, or becomes unable to serve as the Trustee, either before or after entering upon such duties, the other shall serve singly as the Trustee. If both Albert Paul Joseph and Mary Louise Joseph Jones resign, are removed, or become unable to serve as the Trustee, either before or after entering upon such duties, Deposit Guaranty National Bank, of Jackson, Mississippi, a national banking association, is hereby designated as the successor Trustee. If Deposit Guaranty National Bank or any later successor Trustee resigns, is removed, or becomes unable to serve as the Trustee, either before or after entering upon such duties, a successor Trustee shall be appointed according to Section 91-9-203, Mississippi Code of 1972, as now or hereafter amended. Notwithstanding that Section, however, only a corporation authorized by law to serve as a trustee and equipped with an active, fully-staffed trust department shall be appointed as successor Trustee.

C. The resignation of a person serving as the Trustee shall be effective, when a successor Trustee is to be appointed, upon both the qualification of the successor Trustee and the submission by the resigning Trustee to the successor Trustee of a full accounting of all of the trusts created herein for which the resigning Trustee serves as trustee and shall be effective when a successor Trustee is not to be appointed but when the resigning Trustee had sole responsibility for the matters at Subarticle 14.5, upon the submission by the resigning Trustee to the other Trustee of a full accounting by all of the trusts created herein for which the resigning Trustee serves as Trustee and have the sole responsibility for the matters at Subarticle 13.5 for that trust. The successor Trustee or the remaining Trustee, as the case may be, may waive the requirement of such submission, however, if the successor Trustee or remaining Trustee determines, in the successor Trustee's or remaining Trustee's sole discretion, that the waiver is in the best interest of those trusts and the beneficiaries of those trusts.

14.3 Trustee Includes Successor Trustee:

For all purposes of this Will, "Trustee" includes any successor Trustee to the original Trustee. Any successor Trustee shall have all the rights, powers, discretions given to and shall be subject to all of the limitations imposed upon the original Trustee, without any act of conveyance or transfer, unless otherwise specified herein.

**14.4 Authorities and Responsibilities of
Albert Paul Joseph and Mary Louise
Joseph Jones Jointly Serving as Trustee.**

A. While Albert Paul Joseph and Mary Louise Joseph Jones serve jointly as the Trustee of any trust or trusts created herein and one (1) but not both of them is a resident of the City of Jackson, County of Hinds, State of Mississippi, or of the metropolitan area of that City, the resident shall have, for all of

those trusts, sole authority and responsibility to keep all records and books of account, prepare all inventories and accountings, and make all collections, payments, and distributions. The nonresident shall not partake in such authority and responsibility, and shall have no responsibility or liability for any loss or other circumstance relating to the resident's acting or failing to act pursuant to such authority and responsibility.

B. Except as provided in Section A, Albert Paul Joseph and Mary Louise Joseph Jones or any other person serving as joint Trustee, shall have joint authority and responsibility for all matters relating to the trust created herein for which they serve as the Trustee.

ARTICLE 15

SIMULTANEOUS DEATH PROVISIONS

If I and another person die simultaneously or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I direct that that person shall be deemed to have survived me if that person is my Husband but otherwise not to have survived me. This Will shall be construed upon these assumptions notwithstanding any law establishing a different presumption of order of death or providing for survivorship for a fixed period as a condition of inheritance of property.

ARTICLE 16

DISCLAIMER PROVISIONS

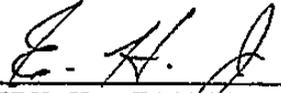
16.1 Rights of Disclaimer.

A. A devisee or legatee or his or her representative, as defined in Subarticle 16.3, shall have the right to disclaim all or any part of his or her interest in a devise or bequest made herein. The disclaimed interest shall be distributed or administered as if the disclaiming devisee or legatee had not survived me.

B. A beneficiary or his or her representative, as defined in Subarticle 16.3, shall have the right to disclaim all or any part of his or her interest in or right or power over (1) the income or principal of a trust created herein or (2) a specific portion or specific properties of a trust created herein. If the disclaimer is by my Husband of his interest in a specific portion of the Marital Trust, the devise and bequest under Section B of Subarticle 7.1 shall be reduced and the appropriate devise and bequest under Subarticle 6.1 increased by that portion. If the disclaimer is by my Husband of his interest in specific properties of the Marital trust, those specific properties shall be removed from the Marital Trust and added to the appropriate devise and bequest under Subarticle 6.1. Otherwise, the disclaimed interest or right or power and the properties of the trust subject to the disclaimed interest or right or power and the disclaimed specific portion or specific properties shall be administered as if the disclaiming beneficiary had not survived me.

16.2 Requirements for Disclaimer.

A. For a disclaimer under Section A or B of Subarticle 16.1 to be effective, it must be made by an acknowledged written instrument signed by the disclaiming devisee or legatee or disclaiming beneficiary or by his or her representative, as defined in Subarticle 16.3, and delivered to my Executor within the period prescribed by Code Section 2518 and the accompanying Treasury Regulations, as now or hereafter amended, and must otherwise comply with the requirements in that Code Section and those Treasury Regulations to be a "qualified disclaimer." Moreover, if a devise and bequest made herein to a trust created herein or the trust itself must be reduced by a specific portion or properties of a trust created herein, must be removed from that trust and administered according to other provisions of this Will, in order for a disclaimer under Section B of Subarticle 16.1 to be a



 EMILY H. JOSEPH

"qualified disclaimer," and if the disclaimer is not by my Husband as to the Marital Trust, the disclaimer will be effective and the devise and bequest or trust so reduced and administered or the property so removed and administered only if the trust is administered by reference to Subarticle 8.2 with one (1) Named Beneficiary and the disclaimer is by that Named Beneficiary.

B. For a disclaimer under Section C of Subarticle 17.1 to be effective, it must be made by an acknowledged written instrument signed by William P Joseph, Jr., or by his representative, as defined in Subarticle 16.3, and delivered to my Executor within the period described by Code Section 2518 in the accompanying Treasury Regulations, as now or hereafter amended, and must otherwise comply with the requirements in that Code Section and those Treasury Regulations to be a "qualified disclaimer."

16.3 Meaning of Representative.

For purposes of Subarticles 16.1 and 16.2, "representative" of a disclaiming devisee or legatee or disclaiming beneficiary means his or her legal guardian or conservator or the legal representative of his or her estate.

ARTICLE 17

APPOINTMENT AND POWERS OF EXECUTOR

17.1 Appointment.

I hereby nominate, constitute and appoint Albert Paul Joseph and William P. Joseph, Jr., as my Executors of this Will. If either of them resigns, is removed, or becomes unable to serve as my Executor, either before or after entering upon such duties, the other shall serve singly as my Executor. If both resign, are removed, or become unable to serve as my Executors, either before or after entering upon such duties, Mary Louise Joseph Jones is hereby designated as my successor Executrix of this Will. If Mary Louise Joseph Jones resigns, is removed, or becomes unable to serve as my Executor, either before or after entering upon such duties,

Deposit Guaranty National Bank of Jackson, Mississippi, a national banking association, is hereby designated as my successor Executor of this Will.

17.2 Executor Includes All Legal Representatives.

For all purposes of this Will except Subarticle 18.3, "Executor" means the legal representative or representatives of my estate.

17.3 Waiver of Bond, Appraisal, and Reports.

I hereby relieve my Executors, my successor Executrix, and my successor Executor, but no other legal representative of my estate, from giving bond, from having an appraisal made of my estate, and of making or filing any reports, returns, or accounting of any kind or character with any court.

17.4 Application of Mississippi Uniform Trustees' Powers Law.

During the period of its administration, my estate shall be considered a "trust" within the meaning of the Mississippi Uniform Trustees' Powers Law, as now or hereafter amended. Unless otherwise specified herein, my Executor shall have all of the powers afforded to trustees by that Law and shall have, as if my estate were a trust created herein, all of the powers afforded to the Trustee under Article 11.

17.5 Other Nonexclusive Powers.

Without limiting the powers afforded to my Executor under Subarticle 17.4, my Executor shall also have the following powers:

A. My Executor may satisfy any nonspecific devise or bequest made herein by the distribution of cash, partial or whole interests in properties in kind; or a combination and also; when to multiple devisees or legatees, properties of varying or unvarying interests or proportions. Any distribution of properties in kind shall be based on their fair market values at the time of distribution.

B. My Executor may borrow such funds as may be necessary to pay my debts and expenses of administration of my estate and to pledge such of my properties, real or personal, as may be necessary to secure such borrowings. However, my Executor shall pledge any property specifically devised or bequeathed herein only when no other property is available to pledge. My Executor shall not be required to pay or otherwise satisfy any such borrowings prior to the closing of my estate and the discharging of my Executor. My Executor may distribute such pledged properties, at their fair market values net of such borrowings, in satisfaction of any nonspecific devises or bequests made herein or, when such pledged properties are specifically devised or bequeathed herein, in satisfaction of such specific devises or bequests.

C. My Executor may sell or dispose of my properties, real or personal, for cash or on credit and on such terms and conditions as my Executor determines to be in the best interests of my estate. However, my Executor shall sell or dispose any property specifically devised or bequeathed herein only when no other property is available to sell or dispose. It is my intention that my Executor shall have the power to dispose of any real or personal property, under the provisions and conditions of this Section C, without the necessity of any court order and without the necessity of the joinder of any devisee or legatee herein or any Trustee or beneficiary of any trust created herein.

17.6 Exercise of Discretion.

Any determination or other act permitted, but not required, to be made or taken by my Executor shall be made or taken in the sole discretion of my Executor.

ARTICLE 18

HEADINGS

The headings in this Will are intended solely for convenience of reference and shall be given no effect in the construction or interpretation of this Will.

IN WITNESS WHEREOF, I have hereunto executed this my Last Will and Testament on this the 8th day of Sept., 1993.

Emily Helen Joseph
EMILY H. JOSEPH

WITNESSES:

Gail C Butler
NAME

Glenda N. Evermeier
NAME

ATTESTATION

We, Gail C Butler and Glenda N. Evermeier as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by EMILY H. JOSEPH, as her Last Will and Testament, that she signed the instrument in our presence and in the presence of each of us, and that we, at her request and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto on this the 8th day of September, 1993.

Gail C Butler
NAME

Glenda N. Evermeier
NAME

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, _____ and _____, on oath state that we are the subscribing witnesses to the attached written instrument dated the _____ day of _____, 1993, which has been represented to us to be the Last Will and Testament of EMILY H. JOSEPH, who indicated to us that she is a resident of and has a fixed place of residence in the City of Jackson, County of Hinds, State of Mississippi. On the date of execution of the instrument, EMILY H. JOSEPH, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Last Will and Testament and requested that we attest to the execution thereof. Thereupon, in the presence of EMILY H. JOSEPH, and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, EMILY H. JOSEPH, was over eighteen (18) years of age and, in our opinion, was of sound mind, was in full possession of her mental faculties, and was acting without undue influence, fraud, or restraint.

DATED this the _____ day of _____, 1993.

NAME

STREET ADDRESS

CITY, STATE, AND ZIP CODE

NAME

STREET ADDRESS

CITY, STATE, AND ZIP CODE

Subscribed and sworn to before me on this the _____ day of _____, 1993.

NOTARY PUBLIC

My Commission Expires:

STATE OF MISSISSIPPI

COUNTY OF HINDS

AFFIDAVIT OF SUBSCRIBING WITNESS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of EMILY H JOSEPH, personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 8th day of September, 1993

(2) That on the 8th day of September, 1993, the said EMILY H JOESPH signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of GLENDA N. EVERSMEYER, the other subscribing witness to said instrument

(3) That the said EMILY H JOSEPH was then and there of sound and disposing mind and memory, and above the age of twenty-one (21) years

(4) That this affiant, together with GLENDA N EVERSMEYER, 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 EMILY H. JOSEPH, and in the presence of each other

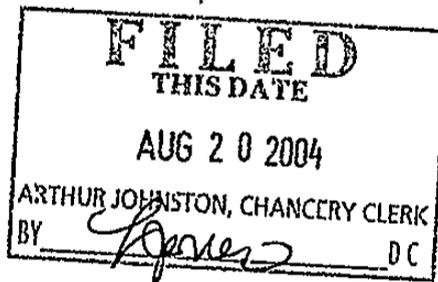
Gail C Butler
GAIL C BULTER

SWORN TO AND SUBSCRIBED BEFORE ME, this the 11th day of August, 2004

Sheree Nelson
Notary Public

My Commission Expires ~~_____~~ MY COMMISSION EXPIRES MARCH 7, 2008

T. Walton Dallas, Esq. (MSB 5779)
BARNES, BROOM, DALLAS AND McLEOD, PLLC
5 River Bend Place, Suite A
Flowood, Mississippi 39232-7618
Telephone. (601) 981-6336
ATTORNEY



STATE OF ALABAMA

COUNTY OF BALDWIN

AFFIDAVIT OF SUBSCRIBING WITNESS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of EMILY H JOSEPH, personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 8th day of September, 1993

(2) That on the 8th day of September, 1993, the said EMILY H. JOESPH signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of GAIL C BUTLER, the other subscribing witness to said instrument

(3) That the said EMILY H. JOSEPH was then and there of sound and disposing mind and memory, and above the age of twenty-one (21) years.

(4) That this affiant, together with GAIL C BULTER, 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 EMILY H. JOSEPH, and in the presence of each other.

Glenda N. Eversmeyer
GLENDA N EVERSMEYER

SWORN TO AND SUBSCRIBED BEFORE ME, this the 13th day of August, 2004.

Kristen Anderson
Notary Public

My Commission Expires. 3/28/07

T. Walton Dallas, Esq (MSB 5779)
BARNES, BROOM, DALLAS AND McLEOD, PLLC
5 River Bend Place, Suite A
Flowood, Mississippi 39232-7618
Telephone: (601) 981-6336
ATTORNEY

2004-055

CODICIL
to
LAST WILL AND TESTAMENT
of
EMILY H. JOSEPH

I, EMILY H. JOSEPH, an adult resident of Hinds County, Mississippi, declare this writing to be a codicil to my Last Will and Testament, dated September 8, 1993 (my "Will")

1. ARTICLE 5 of my Will is entirely restated as follows.

If my Husband survives me, I give, bequeath, and devise to him any interest owned by me at my death in our homestead and any furnishings, fixtures or other tangible personal proeprty therein and in any land adjacent to and used as a part of that homestead. This provision shall lapse if my Husband does not survive me

2 Section 17 1 of ARTICLE 17 of my Will is entirely restated as follows

I hereby nominate, constitute and appoint WILLIAM P. JOSEPH, JR , as Executor of this Will. If WILLIAM P. JOSEPH, JR resigns, is removed, or becomes unable to serve as my Executor, either before or after entering upon such duties, then ALBERT PAUL JOSEPH is hereby designated as my successor Executor of this Will If ALBERT PAUL JOSEPH resigns, is removed, or becomes unable to serve as successor Executor, either before or after entering upon such duties, MARY LOUISE JOSEPH JONES is hereby designated as my successor Executrix of this Will. If MARY LOUISE JOSEPH JONES resigns, is removed, or becomes unable to serve as my Executrix, either before or after entering upon such duties, DEPOSIT GUARANTY NATIONAL BANK of Jackson, Mississippi, a national banking association, is hereby designated as my successor Executor of this Will

3. I ratify and confirm my Last Will and Testament in all other respect

IN WITNESS WHEREOF, I have signed and declared this Codicil to my Last Will and Testament on this, the 14 day of December 1994

Emily H. Joseph
EMILY H JOSEPH

This Codicil to the Last Will and Testament of EMILY H. JOSEPH was signed and declared by her in our presence, and we, at her request, have subscribed our names as witnesses in her presence and in the presence of each other

Walter Dallas

1105 Fairway Cove
Brandon, MS 39042
(Address)

Ronald V. [Signature]

132 PINE RIDGE CIRCLE
BRANDON, MS 39042
(Address)

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

STATE OF MISSISSIPPI

COUNTY OF RANKIN

AFFIDAVIT OF SUBSCRIBING WITNESS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the First Codicil to the Last Will and Testament of EMILY H. JOSEPH, personally known to the affiant, and whose signature is affixed to said First Codicil, which First Codicil is dated the 14th day of December, 1994.

(2) That on the 14th day of December, 1994, the said EMILY H. JOESPH signed, published and declared said instrument of writing as her First Codicil to her Last Will and Testament, in the presence of this affiant and in the presence of RONALD W. TEW, JR., the other subscribing witness to said instrument

(3) That the said EMILY H. JOSEPH was then and there of sound and disposing mind and memory, and above the age of twenty-one (21) years

(4) That this affiant, together with RONALD W. TEW, JR., subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said EMILY H JOSEPH, and in the presence of each other.

T. Walton Dallas

T WALTON DALLAS

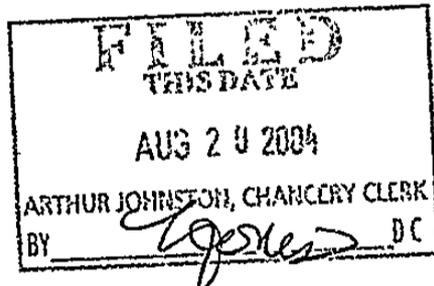
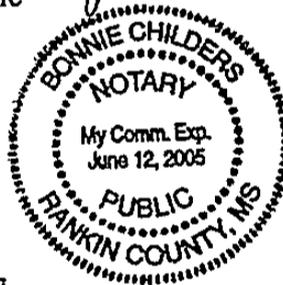
SWORN TO AND SUBSCRIBED BEFORE ME, this the 12th day of August, 2004.

Bonnie J. Childers

Notary Public

My Commission Expires: _____

T. Walton Dallas, Esq (MSB 5779)
BARNES, BROOM, DALLAS AND McLEOD, PLLC
5 River Bend Place, Suite A
Flowood, Mississippi 39232-7618
Telephone (601) 981-6336
ATTORNEY



STATE OF MISSISSIPPI

COUNTY OF RANKIN

AFFIDAVIT OF SUBSCRIBING WITNESS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the First Codicil to the Last Will and Testament of EMILY H JOSEPH, personally known to the affiant, and whose signature is affixed to said First Codicil, which First Codicil is dated the 14th day of December, 1994.

(2) That on the 14th day of December, 1994, the said EMILY H JOESPH signed, published and declared said instrument of writing as her First Codicil to her Last Will and Testament, in the presence of this affiant and in the presence of T. WALTON DALLAS, the other subscribing witness to said instrument

(3) That the said EMILY H JOSEPH was then and there of sound and disposing mind and memory, and above the age of twenty-one (21) years

(4) That this affiant, together with T. WALTON DALLAS, 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 EMILY H JOSEPH, and in the presence of each other

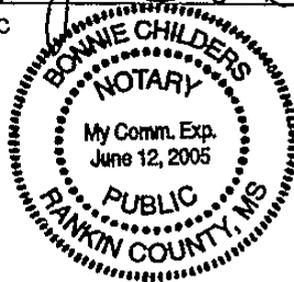
Ronald W Tew, Jr
RONALD W TEW, JR.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12th day of August, 2004

Bonnie Childers
Notary Public

My Commission Expires: _____

T. Walton Dallas, Esq (MSB 5779)
BARNES, BROOM, DALLAS AND McLEOD, PLLC
5 River Bend Place, Suite A
Flowood, Mississippi 39232-7618
Telephone: (601) 981-6336
ATTORNEY



SECOND CODICIL

2004-655

TO

LAST WILL AND TESTAMENT

OF

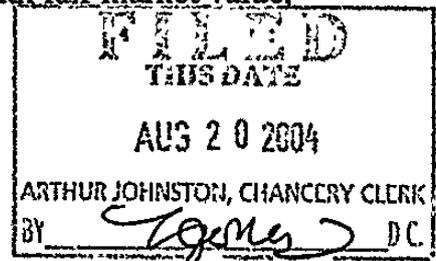
EMILY H. JOSEPH

I, EMILY H. JOSEPH, an adult resident of Hinds County, Jackson, Mississippi, make, publish and declare this instrument of writing to be a Codicil to my Last Will and Testament, dated September 8, 1993 and to the first Codicil to my Last Will and Testament, dated December 14, 1994.

I.

I hereby delete and revoke ARTICLE 5 of my said Last Will and Testament in its entirety and Paragraph 1. of my Codicil to Last Will and Testament, dated December 14, 1994, and restate in place thereof the following.

I leave to my son, WILLIAM P. JOSEPH, JR., any and all interest owned by me at my death in my homestead and in any land adjacent to and used as a part of that homestead. If WILLIAM P. JOSEPH, JR. receives my homestead interest under the terms of this Will, his total amount devised or bequeathed or both under the terms and provisions of this Will shall be reduced by the value of my homestead interest, valued as of the date of death fair market value.



passing to him. If WILLIAM P. JOSEPH, JR. disclaims this property, all interest owned by me at my death in my homestead and in any land adjacent to and used as a part of that homestead shall pass under the provisions of this Will as if this ARTICLE 5 were not in existence. This provision shall lapse if WILLIAM P. JOSEPH, JR. does not survive me.

II.

Except as amended by the above provision, I hereby ratify and confirm my said Last Will and Testament and first Codicil to Last Will and Testament in all other respects.

IN WITNESS WHEREOF, I have signed and declared this to be a Codicil to my Last Will and Testament on this the 5 day of April, 2000.

Emily H. Joseph
Emily H. Joseph

This instrument was, on the date shown above, signed, published and declared by EMILY H. JOSEPH to be a Codicil to the Last Will and Testament of EMILY H. JOSEPH, in our presence, and we, at such person's request, have subscribed our names hereto as witnesses in such person's presence and in the presence of each other.

7. Walter Pallas Jackson, MS.

Address

Marian K Enoch 1411 Roxbury H. Jackson MS 39211

Address

STATE OF MISSISSIPPI }
COUNTY OF HINDS }

THIS DATE PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the jurisdiction aforesaid, the within named T. Walton Dallas and Marian K. Enochis, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who after having been duly sworn, say on oath that on the 5th day of April, 2000, EMILY H. JOSEPH, in their presence, signed such person's name thereto, and in their presence, declared that same to be the Second Codicil to such person's Last Will and Testament; that at such person's request, in their presence, and in the presence of each other, the affiants subscribed their names thereto as witnesses to its execution and publication; that the said EMILY H. JOSEPH on the 5th day of April, 2000, was of lawful age, was of sound and disposing mind and memory and there was no evidence of undue influence.

T. Walton Dallas

Marian K. Enochis

SWORN TO AND SUBSCRIBED before me, this, the 5th day of April, 2000.

Sandra Gayle
Notary Public



My commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires: September 12, 2001
Bonded Thru Barksdale Bonding & Insurance, Inc.

STATE OF MISSISSIPPI

COUNTY OF RANKIN

AFFIDAVIT OF SUBSCRIBING WITNESS

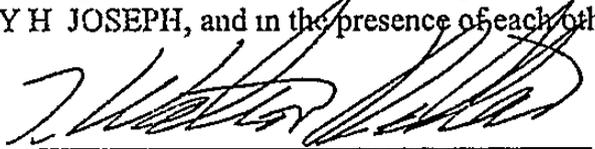
This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named T. WALTON DALLAS, who being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Second Codicil to the Last Will and Testament of EMILY H. JOSEPH, personally known to the affiant, and whose signature is affixed to said Second Codicil, which Second Codicil is dated the 5th day of April, 2000

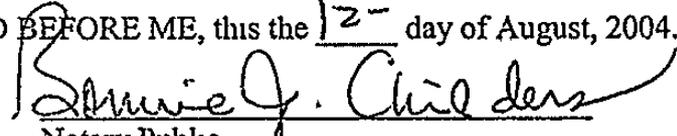
(2) That on the 5th day of April, 2000, the said EMILY H JOESPH signed, published and declared said instrument of writing as her Second Codicil to her Last Will and Testament, in the presence of this affiant and in the presence of MARION K. ENOCHS, the other subscribing witness to said instrument

(3) That the said EMILY H JOSEPH was then and there of sound and disposing mind and memory, and above the age of twenty-one (21) years.

(4) That this affiant, together with MARION K. ENOCHS, 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 EMILY H JOSEPH, and in the presence of each other.

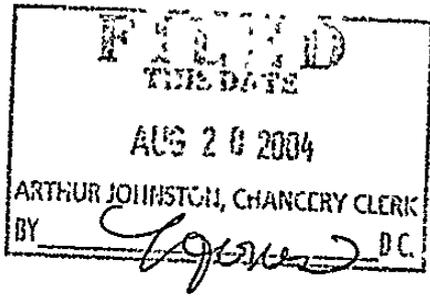

T WALTON DALLAS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12th day of August, 2004.


Notary Public

My Commission Expires: _____

T. Walton Dallas, Esq. (MSB 5779)
BARNES, BROOM, DALLAS AND McLEOD, PLLC
5 River Bend Place, Suite A
Flowood, Mississippi 39232-7618
Telephone. (601) 981-6336
ATTORNEY



STATE OF MISSISSIPPI

COUNTY OF ~~RANKIN~~ HINDS *HC*

AFFIDAVIT OF SUBSCRIBING WITNESS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Second Codicil to the Last Will and Testament of EMILY H JOSEPH, personally known to the affiant, and whose signature is affixed to said Second Codicil, which Second Codicil is dated the 5th day of April, 2000.

(2) That on the 5th day of April, 2000, the said EMILY H. JOESPH signed, published and declared said instrument of writing as her Second Codicil to her Last Will and Testament, in the presence of this affiant and in the presence of T. WALTON DALLAS, the other subscribing witness to said instrument

(3) That the said EMILY H. JOSEPH was then and there of sound and disposing mind and memory, and above the age of twenty-one (21) years

(4) That this affiant, together with T WALTON DALLAS, 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 EMILY H. JOSEPH, and in the presence of each other

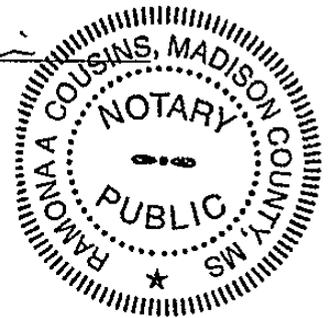
Marion K. Enochs Barnes
MARION K ENOCHS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 13th day of August, 2004

Ramon A Cousins
Notary Public

My Commission Expires August 9, 2005

T. Walton Dallas, Esq (MSB 5779)
BARNES, BROOM, DALLAS AND McLEOD, PLLC
5 River Bend Place, Suite A
Flowood, Mississippi 39232-7618
Telephone (601) 981-6336
ATTORNEY

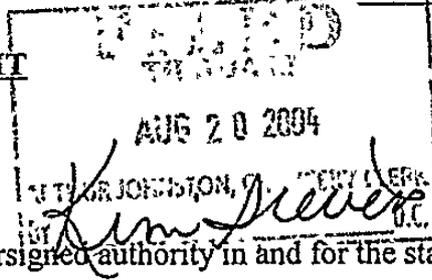


IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
LILLIE BESSIE BULLEY, DECEASED

NO. 2004-647

AFFIDAVIT



STATE OF MISSISSIPPI
COUNTY OF HINDS

PERSONALLY appeared before me the undersigned authority in and for the state and county aforesaid the within named Betty Ann Austin who being by me first duly sworn on oath stated:

That Affiant is the duly appointed, qualified and acting Administratrix of the Estate of Lillie Bessie Bulley, 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 Annotated, Section 91-7-145 will bar such claim.

The persons so identified and their last known addresses are:

Person Last Known Address

1.

WITNESS MY HAND this 14 day of August 2004.

Betty A. Austin
BETTY ANN AUSTIN, ADMINISTRATRIX

SWORN TO AND SUBSCRIBED before me this 14th day of August 2004.

Memoria H. Hester
NOTARY PUBLIC

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES OCT 31, 2005
BONDED THRU STEGALL NOTARY SERVICE

