

LAST WILL AND TESTAMENT
OF
BARBARA JEAN RASBERRY FULLILOVE

2004-798

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

I. I do hereby give, devise and bequeath all of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, of which I shall die seized and possessed or to which I shall be entitled at the time of my death or over which I shall have any power of appointment, to my husband, Clyde Thomas Fullilove, but in the event that my husband predeceases me and be not living at my death, then I do hereby give, devise and bequeath all of my property, real personal and mixed of whatsoever kind and nature and wheresoever situated, of which I shall die seized and possessed or to which I shall be entitled at the time of my death or over which I shall have any power of appointment to my children, James Thomas Fullilove and Linda Carol Fullilove Hill, and/or any other children yet to be born or adopted of this marriage, or the heirs of their bodies, or their issue, per stirpes.

II. I hereby nominate, appoint and constitute my husband, Clyde Thomas Fullilove, as Executor of this my Last Will and Testament, but in the event that my husband predeceases me and be not living at my death, I hereby nominate, appoint and constitute my two children, James Thomas Fullilove and Linda Carol Fullilove Hill, to serve jointly as Executor-Executrix of this my Last Will and Testament. My Executor or my joint Executor-Executrix, whichever the case may be at the time of my death, shall have full and plenary power and authority to do and perform any act deemed by him or them to be for the best interest of the estate, without any limitation

Barbara Jean Rasberry Fullilove

FILED
THIS DATE
OCT 07 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

whatsoever, and without bond. Said authority shall include, but shall not be limited to, the right to take possession, hold, manage, invest, and reinvest, the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents and accountants that he or they may deem necessary and for the best interest of my estate.

IN WITNESS WHEREOF, I do hereby sign, publish and declare this as my Last Will and Testament in the presence of the persons witnessing it at my request on this the 17th day of October, 1973.

Barbara Jean Rasberry Fullilove
BARBARA JEAN RASBERRY FULLILOVE

This instrument was, on the day and year shown above, signed, published and declared by Barbara Jean Rasberry Fullilove to be her Last Will and Testament in our presence, and we, at her request, have on said date subscribed our names hereto as witnesses in her presence and in the presence of each other.

[Signature]
Minnie E. Hardy
WITNESSES

FILED
THIS DATE
OCT 07 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY Agnew D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
IN THE MATTER OF THE ESTATE OF
BARBARA JEAN RASBERRY FULLILOVE GRUBBS, DECEASED

CIVIL ACTION, FILE NO. 2004-798

PROOF OF WILL

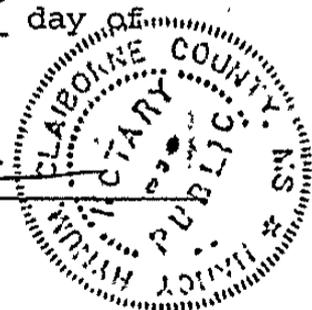
STATE OF MISSISSIPPI
COUNTY OF Claborne

PERSONALLY APPEARED BEFORE the undersigned authority in and for said County and State, SIM C. DULANEY, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of BARBARA JEAN RASBERRY FULLILOVE, who, being duly sworn, deposed and said that the said Barbara Jean Rasberry Fullilove signed, published and declared said instrument as her Last Will and Testament on the 17th day of October, A.D., 1973, the day of the date of said instrument, in the presence of this deponent, and in the presence of Minnie E. Hardy, the other subscribing witness, and that said Testatrix was then of sound and disposing mind and memory, and more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and this deponent and Minnie E. Hardy subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix, and in the presence of the said Testatrix and in the presence of each other, on the day and year of the date of said instrument.

[Signature]
SIM C. DULANEY

SWORN TO AND SUBSCRIBED BEFORE ME, this the 5th day of May, 2004.

[Signature]
NOTARY PUBLIC



MY COMMISSION EXPIRES:
Notary Public State of Mississippi At Large
My Commission Expires December 2, 2004
Bonded Thru Heiden, Brooks & Garland, Inc.

LAST WILL AND TESTAMENT
OF
BARBARA JEAN RASBERRY FULLILOVE

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

I. I do hereby give, devise and bequeath all of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, of which I shall die seized and possessed or to which I shall be entitled at the time of my death or over which I shall have any power of appointment, to my husband, Clyde Thomas Fullilove, but in the event that my husband predeceases me and be not living at my death, then I do hereby give, devise and bequeath all of my property, real personal and mixed of whatsoever kind and nature and wheresoever situated, of which I shall die seized and possessed or to which I shall be entitled at the time of my death or over which I shall have any power of appointment to my children, James Thomas Fullilove and Linda Carol Fullilove Hill, and/or any other children yet to be born or adopted of this marriage, or the heirs of their bodies, or their issue, per stirpes.

Barbara Jean Rasberry Fullilove

II. I hereby nominate, appoint and constitute my husband, Clyde Thomas Fullilove, as Executor of this my Last Will and Testament, but in the event that my husband predeceases me and be not living at my death, I hereby nominate, appoint and constitute my two children, James Thomas Fullilove and Linda Carol Fullilove Hill, to serve jointly as Executor-Executrix of this my Last Will and Testament. My Executor or my joint Executor-Executrix, whichever the case may be at the time of my death, shall have full and plenary power and authority to do and perform any act deemed by him or them to be for the best interest of the estate, without any limitation

whatsoever, and without bond. Said authority shall include, but shall not be limited to, the right to take possession, hold, manage, invest, and reinvest, the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents and accountants that he or they may deem necessary and for the best interest of my estate.

IN WITNESS WHEREOF, I do hereby sign, publish and declare this as my Last Will and Testament in the presence of the persons witnessing it at my request on this the 17th day of October, 1973.

Barbara Jean Raspberry Fullilove
BARBARA JEAN RASBERRY FULLILOVE

This instrument was, on the day and year shown above, signed, published and declared by Barbara Jean Raspberry Fullilove to be her Last Will and Testament in our presence, and we, at her request, have on said date subscribed our names hereto as witnesses in her presence and in the presence of each other.

[Signature]
WITNESSES

FILED
THIS DATE
OCT 07 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
IN THE MATTER OF THE ESTATE OF
BARBARA JEAN RASBERRY FULLILOVE GRUBBS, DECEASED

CIVIL ACTION, FILE NO. 2004-798

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF Madison

PERSONALLY APPEARED BEFORE the undersigned authority in and for said County and State, MINNIE E. HARDY, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of BARBARA JEAN RASBERRY FULLILOVE, who, being duly sworn, deposed and said that the said Barbara Jean Rasberry Fullilove signed, published and declared said instrument as her Last Will and Testament on the 17th day of October, A.D., 1973, the day of the date of said instrument, in the presence of this deponent, and in the presence of Sim C. Dulaney, the other subscribing witness, and that said Testatrix was then of sound and disposing mind and memory, and more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and this deponent and Sim C. Dulaney, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix, and in the presence of the said Testatrix and in the presence of each other, on the day and year of the date of said instrument.

Minnie E. Hardy
MINNIE E. HARDY

SWORN TO AND SUBSCRIBED BEFORE ME, this the 3rd day of May, 2004.

Ellen Matheson
NOTARY PUBLIC

[Notary Seal]
My COMMISSION EXPIRES: August 2006

LAST WILL AND TESTAMENT
OF
BARBARA JEAN RASBERRY FULLILOVE

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

I. I do hereby give, devise and bequeath all of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, of which I shall die seized and possessed or to which I shall be entitled at the time of my death or over which I shall have any power of appointment, to my husband, Clyde Thomas Fullilove, but in the event that my husband predeceases me and be not living at my death, then I do hereby give, devise and bequeath all of my property, real personal and mixed of whatsoever kind and nature and wheresoever situated, of which I shall die seized and possessed or to which I shall be entitled at the time of my death or over which I shall have any power of appointment to my children, James Thomas Fullilove and Linda Carol Fullilove Hill, and/or any other children yet to be born or adopted of this marriage, or the heirs of their bodies, or their issue, per stirpes.

Barbara Jean Rasberry Fullilove

II. I hereby nominate, appoint and constitute my husband, Clyde Thomas Fullilove, as Executor of this my Last Will and Testament, but in the event that my husband predeceases me and be not living at my death, I hereby nominate, appoint and constitute my two children, James Thomas Fullilove and Linda Carol Fullilove Hill, to serve jointly as Executor-Executrix of this my Last Will and Testament. My Executor or my joint Executor-Executrix, whichever the case may be at the time of my death, shall have full and plenary power and authority to do and perform any act deemed by him or them to be for the best interest of the estate, without any limitation

whatsoever, and without bond. Said authority shall include, but shall not be limited to, the right to take possession, hold, manage, invest, and reinvest, the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents and accountants that he or they may deem necessary and for the best interest of my estate.

IN WITNESS WHEREOF, I do hereby sign, publish and declare this as my Last Will and Testament in the presence of the persons witnessing it at my request on this the 17th day of October, 1973.

Barbara Jean Raspberry Fullilove
BARBARA JEAN RASBERRY FULLILOVE

This instrument was, on the day and year shown above, signed, published and declared by Barbara Jean Raspberry Fullilove to be her Last Will and Testament in our presence, and we, at her request, have on said date subscribed our names hereto as witnesses in her presence and in the presence of each other.

[Signature]
Minnie E. Hardy
WITNESSES

IN THE MATTER OF THE ESTATE OF
BARBARA JEAN RASBERRY FULLILOVE GRUBBS, DECEASED

CIVIL ACTION, FILE NO. 2004-798

JAMES THOMAS FULLILOVE
and LINDA CAROL FULLILOVE LEWIS

CO-PETITIONERS

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid, the within named JAMES THOMAS FULLILOVE and LINDA CAROL FULLILOVE LEWIS, who being by me first duly sworn, stated on oath as follows:

That Affiants are the duly appointed, qualified and acting Co-Executors of the Estate of Barbara Jean Rasberry Fullilove Grubbs, 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:

PERSON(S)

LAST KNOWN ADDRESS

N O N E

WITNESS OUR HANDS this the 7th day of October, 2004.

FILED
THIS DATE
OCT 07 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY, *Kim Siler* D.C.

James Thomas Fullilove

JAMES THOMAS FULLILOVE,
Co-Executor of the Estate of
Barbara Jean Rasberry Fullilove
Grubbs, Deceased

Linda Carol Fullilove Lewis

LINDA CAROL FULLILOVE LEWIS,
Co-Executor of the Estate of
Barbara Jean Raspberry Fullilove
Grubbs, Deceased

SWORN TO AND SUBSCRIBED BEFORE ME, this the 7th day of

October, 2004.

Ellen Matthews
NOTARY PUBLIC

 MY COMMISSION EXPIRES:
Sept. 27, 2006

Prepared by.

R. Ellen Matthews
1220 Highway 51 North
Madison, MS 39110
1-601-856-8869
M.S.B.# 9621

Attorney for Co-Executors

FILED
THIS DATE

OCT 15 2004

ARTHUR JOHNSTON, CHANCERY CLERK
BY D.C.

Last Will and Testament 2004-812

OF

JANET ALEXANDER TINNIN

I, Janet Alexander Tinnin, a resident of Meridian, Lauderdale County, Mississippi, being above the age of twenty-one years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my last will and testament, hereby revoking all other wills, codicils to wills or other testamentary instruments heretofore made by me.

My husband, Charles A. Tinnin, Jr., and our daughter, Ashley Elisabeth Tinnin, are all living at the time of the execution of this will.

ITEM I. Payment of Debts.

I hereby direct that all just claims which may be proven against my estate according to law, all estate, inheritance and other taxes which may be imposed as a result of my death, and all costs and expenses of the administration of my estate be paid as soon after my death as may conveniently be done.

ITEM II. Devise and Bequest of Entire Estate.

If he survives me, I give, devise and bequeath to my husband, Charles A. Tinnin, Jr., my entire estate, of whatever kind and character, whether real, personal or mixed property, wheresoever situated and whether held in possession or in expectancy, to be his in fee simple absolute.

In the event my said husband, Charles A. Tinnin, Jr., is not living at my death, then, in that event, I give, devise and bequeath to my daughter, Ashley Elisabeth Tinnin, my entire estate as aforesaid, in fee simple absolute.

Janet Alexander Tinnin

In the event my said husband and daughter, above named, are not living at my death, or in the event we all die in a common disaster, then I give, devise and bequeath my entire estate as aforesaid to my heirs at law according to the laws of the State of Mississippi.

ITEM III. Appointment of Guardian.

In the event my husband, Charles A. Tinnin, Jr., is not living at my death so that my children are left motherless and fatherless, then, in that event, I hereby appoint my brother and his wife, Samuel Eldridge Alexander, Jr. and Kay Williams Alexander, as the guardian of my children, and I expressly relieve them of the obligation of giving bond or other surety, and I respectfully request that the court having jurisdiction of my estate by appropriate order relieve them of the requirements of filing any inventory, appraisalment or accounting with respect to said guardianship.

ITEM IV. Appointment of Executor.

I hereby name, nominate, constitute and appoint Charles A. Tinnin, Jr. as executor of this my last will and testament. In the event that the said Charles A. Tinnin, Jr. should for any reason not serve as the executor of this my last will and testament, or, if after he has entered the office of executor the office should become vacant, then I name, nominate, constitute and appoint my brother, Samuel Eldridge Alexander, Jr., as successor executor of this my last will and testament, and I expressly relieve both my executor and successor executor of the obligation of giving bond or other surety, and of the requirement of filing any inventory, appraisalment or accounting with respect to my said estate.

Janet Alexander Tinnin

B 38 P 112

The foregoing will consists of three pages, including this page, written on one side only, at the bottom of each of which I have signed my name in the presence of Cassandra Young and Walter Rogers, to whom I have declared this to be my last will and testament, and to whom I have requested to act as subscribing witnesses hereto, on this the 22nd day of September, 1976.

Janet Alexander Tinnin
JANET ALEXANDER TINNIN

WITNESSES:

ADDRESSES:

<u>Cassandra Young</u>	<u>4401-40th Ave. Apt. 7-B</u>	<u>Memphis, Ms.</u>
<u>Walter Rogers</u>	<u>3312-28th Ave.</u>	<u>Memphis, Ms.</u>

STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

We, each of the subscribing witnesses to the foregoing last will and testament of Janet Alexander Tinnin, do hereby certify that said instrument was signed by the said Janet Alexander Tinnin in our presence and by each of us in the presence of each other, and that the said Janet Alexander Tinnin declared the same to be her last will and testament in the presence of each of us, and that on said occasion the said Janet Alexander Tinnin was of sound and disposing mind and memory and under no duress or undue influence and that we each signed as subscribing witnesses to said will at the request of the said Janet Alexander Tinnin, in her presence

Janet Alexander Tinnin

and in the presence of each other.

WITNESS OUR SIGNATURES, this the 20th day of September,
1976.

Cassandra Young
Walter Boye

Janet Alexander Tison

CODICIL TO LAST WILL AND TESTAMENT OF
JANET ALEXANDER TINNIN

2004-812

I, Janet Alexander Tinnin, of the City of Jackson, Hinds County, Mississippi, do hereby make, publish and declare this Codicil to my Last Will and Testament heretofore made by me on the 22nd day of September 1976.

I.

I do hereby revoke Paragraph No. III of my Codicil dated 13th day of September 1979 and do substitute in lieu thereof the following as Paragraph No. III.

ITEM III. Appointment of Guardian.

In the event my husband, Charles A. Tinnin, Jr., is not living at my death so that my children are left motherless and fatherless, then, in that event, I hereby appoint Dr. and Mrs. Sam E Alexander, Jr. of Englewood, Colorado as the guardians of my daughters, Ashley Elisabeth Tinnin, Jill Allison Tinnin and Natalie Ann Tinnin, and I expressly relieve them of the obligation of giving bond or other surety, and I respectfully request that the Court having jurisdiction of my estate by appropriate order relieve them of the requirements of filing any inventory, appraisal or accounting with respect to said guardianship.

II.

I do hereby make, publish and declare this to be a Codicil to my said Last Will and Testament, which Codicil I have duly executed in the presence of the undersigned witnesses and, except as changed above, I republish, reaffirm, and readopt my said Last Will and Testament

IN WITNESS THEREOF, I have hereunto subscribed my name, this 22 day of May 1997.

Janet Alexander Tinnin
Janet Alexander Tinnin

WITNESSES:

Karl E. Byrd
Karl E Byrd

Nancy Byrd
Nancy Byrd

STATE OF MISSISSIPPI
COUNTY OF HINDS

FILED
THIS DATE
OCT 15 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY _____ D.C.

CODICIL TO LAST WILL AND TESTAMENT OF
JANET ALEXANDER TINNIN

B 38 : 115

I, Janet Alexander Tinnin, of the City of Jackson, Hinds County, Mississippi, do hereby make, publish and declare this Codicil to my Last Will and Testament heretofore made by me on the 22nd day of September 1976.

I do hereby revoke Paragraph No. III of my Codicil dated 13th day of September 1979 and do substitute in lieu thereof the following as Paragraph No. III.

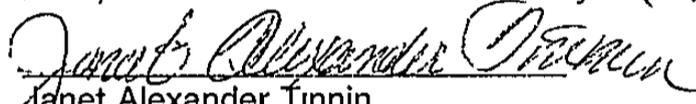
ITEM III. Appointment of Guardian.

In the event my husband, Charles A. Tinnin, Jr, is not living at my death so that my children are left motherless and fatherless, then, in that event, I hereby appoint Dr. and Mrs Sam E. Alexander, Jr. of Englewood, Colorado as the guardians of my daughters, Ashley Elisabeth Tinnin, Jill Allison Tinnin and Natalie Ann Tinnin, and I expressly relieve them of the obligation of giving bond or other surety, and I respectfully request that the Court having jurisdiction of my estate by appropriate order relieve them of the requirements of filing any inventory, appraisalment or accounting with respect to said guardianship

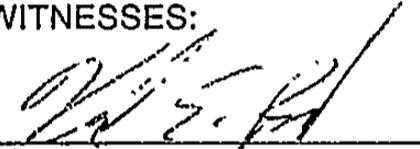
II.

I do hereby make, publish and declare this to be a Codicil to my said Last Will and Testament, which Codicil I have duly executed in the presence of the undersigned witnesses and, except as changed above, I republish, reaffirm, and readopt my said Last Will and Testament

IN WITNESS THEREOF, I have hereunto subscribed my name, this 22 day of May 1997.


Janet Alexander Tinnin

WITNESSES:


Karl E. Byrd


Nancy Byrd

STATE OF MISSISSIPPI
COUNTY OF HINDS

FILED
THIS DATE
OCT 15 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY _____ DC

CODICIL TO
LAST WILL AND TESTAMENT
OF
JANET ALEXANDER TINNIN

2004-812

I, Janet Alexander Tinnin, of the City of Meridian, Lauderdale County, Mississippi, do hereby make, publish and declare this Codicil to my Last Will and Testament heretofore made by me on the 22nd day of September, 1976.

I.

I do hereby revoke Paragraph Nos. II and III of my said Last Will and Testament and do hereby substitute in lieu thereof the following as Paragraph Nos. II and III.

Item II. Devise and Bequest of Entire Estate.

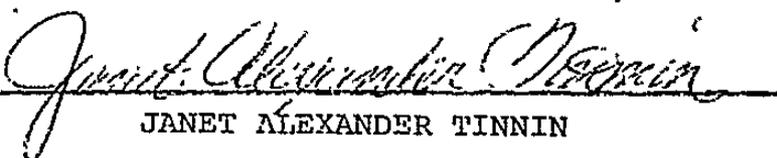
If he survives me, I give, devise and bequeath to my husband, Charles A. Tinnin, Jr., my entire estate, of whatever kind and character, whether real, personal or mixed property, wheresoever situated and whether held in possession or in expectancy, to be his in fee simple absolute.

In the event my said husband, Charles A. Tinnin, Jr., is not living at my death, then, in that event, I give, devise and bequeath to my children, Ashley Elizabeth Tinnin, Natalie Ann Tinnin and Jill Allison Tinnin, my entire estate as aforesaid, in fee simple absolute, share and share alike.

In the event my said husband and children, above named, are not living at my death, or in the event we all die in a common disaster, then I give, devise and bequeath my entire estate as aforesaid to my heirs at law according to the laws of the State of Mississippi.

ITEM III. Appointment of Guardian.

In the event my husband, Charles A. Tinnin, Jr., is not living at my death so that my children are left motherless and


JANET ALEXANDER TINNIN

fatherless, then, in that event, I hereby appoint Mr. and Mrs. Charles A. Tinnin, Sr. as the guardians of my daughter, Ashley Elizabeth Tinnin, and I hereby appoint Mr. and Mrs. Samuel E. Alexander, Sr. as the guardians of my children, Jill Allison Tinnin and Natalie Ann Tinnin, and I expressly relieve them of the obligation of giving bond or other surety, and I respectfully request that the Court having jurisdiction of my estate by appropriate order relieve them of the requirements of filing any inventory, appraisement or accounting with respect to said guardianship.

II.

I do hereby make, publish and declare this to be a Codicil to my said Last Will and Testament, which Codicil I have duly executed in the presence of the undersigned witnesses and, except as changed as above, I republish, reaffirm, and readopt my said Last Will and Testament.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this the 13th day of September, 1979.

Janet Alexander Tinnin
JANET ALEXANDER TINNIN

WITNESSES:

John McPherson
Deloris McPherson

STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

ATTESTATION CLAUSE

This instrument was, on the date above, signed, published and declared by Janet Alexander Tinnin to be a Codicil to her Last Will and Testament on the 13th day of September, 1979,

PAGE TWO

Janet Alexander Tinnin
JANET ALEXANDER TINNIN

B 38 P 118

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.

WITNESS OUR SIGNATURES, this the 13th day of September
1979.

John Mitchell Jr
Delian D. Fell

PAGE THREE

Janet Alexander Tinnin
JANET ALEXANDER TINNIN

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
JANET ALEXANDER TINNIN, DECEASED

CAUSE NO. 2004-812

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF LAUDERDALE

FILED
THIS DATE
OCT 15 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Walter Rogers, who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Janet Alexander Tinnin; that said Janet Alexander Tinnin signed, published and declared said instrument to be her Last Will and Testament on September 22, 1976, in the presence of this affiant and Cassandra Young, the other subscribing witness to said instrument; and that said Testatrix was then of sound and disposing mind and memory, and over the age of eighteen (18) years; that this affiant and Cassandra Young, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testatrix and in the presence of each other.

The original of said Last Will and Testament is attached to this affidavit and this affidavit is executed by this affiant in proof of said Last Will and Testament, and for the purpose of probating the same in the Chancery Court of Madison County, Mississippi

Walter Rogers

Walter Rogers

SWORN TO AND SUBSCRIBED before me, this the 13th day of September,
2004.

Lynda Archie Rolant

NOTARY PUBLIC



My Commission Expires:
09-09-06

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
JANET ALEXANDER TINNIN, DECEASED

CAUSE NO. 2004-812

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

FILED
THIS DATE
OCT 15 2004
ARTHUR JOHINSTON, CHANCERY CLERK
BY *[Signature]*

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Karl Byrd, who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be a Codicil to the Last Will and Testament of Janet Alexander Tinnin; that said Janet Alexander Tinnin signed, published and declared said instrument to be a Codicil to her Last Will and Testament on May 22, 1997, in the presence of this affiant and Nancy Byrd, the other subscribing witness to said instrument; and that said Testatrix was then of sound and disposing mind and memory, and over the age of eighteen (18) years; that this affiant and Nancy Byrd, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testatrix and in the presence of each other.

The original of the Codicil to said Last Will and Testament is attached to this affidavit and this affidavit is executed by this affiant in proof of the Codicil to said Last Will and Testament, and for the purpose of probating the same in the Chancery Court of Madison County, Mississippi.

[Signature: Karl E. Byrd]

Karl Byrd

SWORN TO AND SUBSCRIBED before me, this the 14 day of Sept.

[Signature: Vickie Ann Lester]

NOTARY PUBLIC

2004
My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES SEP 10 2007
BONDED THRU STEGALTY NOTARY SERVICE
JACKSON 951384v1

LAST WILL AND TESTAMENT

2004-817

OF

BARBARA WOOTON CARRAWAY

KNOW ALL MEN BY THESE PRESENTS, That I, BARBARA WOOTON CARRAWAY, of the City of Jackson, County of Hinds, State of Mississippi, being above the age of eighteen 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 other Wills and Codicils heretofore made by me.

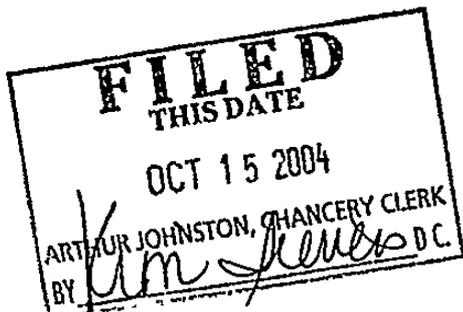
ARTICLE I.

I direct that all of my just debts, all taxes, and all expenses of my last illness and funeral be paid as soon after my death as conveniently can be done. I will and direct that the administration of my estate be closed as soon after my death as is reasonably possible.

ARTICLE II

I have previously provided for the bulk of my investment assets to go to my two daughters at my death. Namely, I have two accounts with Merrill Lynch, Jackson, Mississippi, designated to go as follows.

1. My CMA account number 535-71688 is carried as a JTROS with my daughter MARY CARRAWAY MILLS ("MARY") as the survivor and I do hereby give and bequeath the contents of that account to MARY.



Barbara Wooton Carraway
BARBARA WOOTON CARRAWAY

2 My retirement account ("SEP") number 535-29395, is to go to my daughter BARBARA CARRAWAY DOGAN ("BARBARA"), and I do hereby give and bequeath the contents of that account to BARBARA.

ARTICLE III.

It is my wish and direction that my residence be sold and the net proceeds be added to the residue of my estate

ARTICLE IV

I give and bequeath all my household furniture, furnishings, ornamental decorations, silverware, china, pictures, linen, glassware and the like located in my home to my two daughters, MARY and BARBARA. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the assets bequeathed under this Article. In such event, the provisions of that memorandum shall be given the same legal effect as if included in this Will and the assets described therein shall be distributed to the named beneficiaries. If this memorandum is not in existence, or otherwise not used, my Executor shall have full authority and power to make division of these assets, and to determine how the assets are to be divided with a reasonable effort to give each daughter equal value.

ARTICLE V.

The rest and residue of my estate I give, devise and bequeath to my daughters, MARY and BARBARA, in equal shares.


BARBARA WOOTON CARRAWAY

I appoint my daughter MARY as Executrix of this Last Will and Testament I direct that my Executrix be allowed to serve as such without bond and without accounting to any Court, and I hereby waive the requirement of an appraisal of my estate.

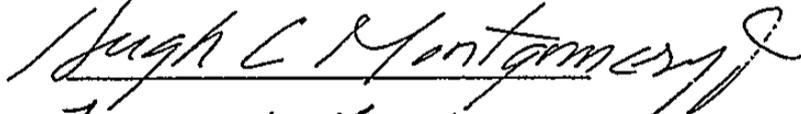
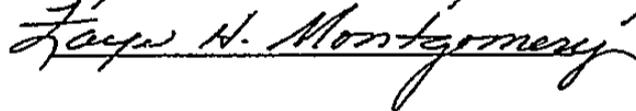
During the period of the administration of my estate, my estate shall be considered as a trust within the meaning of a "trust" as set forth in the Uniform Trustees' Powers Act, Chapter 372, Mississippi Laws of 1966 (Section 91-9-101, et seq, Mississippi Code of 1972), and my Executrix shall have all of the powers during the period of the administration that are afforded to trustees in and by the terms and provisions of said statute as now or hereafter amended.

In the event MARY is unable to serve as Executrix, then I here by name as alternate Executor DAN MCCULLEN, and HUGH MONTGOMERY as the second alternate, and I wish that he be allowed to serve as such without bond and without accounting to any Court.

WITNESS MY SIGNATURE, this the 25 day of July, 2001.


BARBARA WOOTON CARRAWAY

WITNESSES.

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing instrument was exhibited to us by BARBARA WOOTON CARRAWAY as her Last Will and Testament, that she signed the same 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, this the 28 day of July, 2001.

Hugh C. Montgomery
Laura N. Montgomery

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 _____, 2001, which has been represented to us to be the Last Will and Testament of BARBARA WOOTON CARRAWAY, 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 execution date of the instrument, the Testatrix, 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 Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our

respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint

DATED this ____ day of _____, 2001.

Subscribed and sworn to before me on this the ____ day of _____, 2001.

My Commission Expires.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
BARBARA WOOTON CARRAWAY, DECEASED

CAUSE NO 2004 817

AFFIDAVIT OF SUBSCRIBING WITNESS

FILED
THIS DATE
OCT 15 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY Kim Allers D.C.

STATE OF MISSISSIPPI
COUNTY OF Madison

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Faye H. Montgomery, and who by me being first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of BARBARA WOOTON CARRAWAY, that said BARBARA WOOTON CARRAWAY signed, published and declared said instrument to be her Last Will and Testament on July 28, 2001, in the presence of this affiant and Hugh C. Montgomery, Jr., the other subscribing witness to said instrument; and that said Testatrix was then of sound and disposing mind and memory, and over the age of eighteen (18) years, that this affiant and Hugh C. Montgomery, 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 Testatrix and in the presence of each other

The original of the said Last Will and Testament is attached to this affidavit and this affidavit is executed by this affiant in proof of the said Last Will and Testament, and for the purpose of probating the same in the Chancery Court of Madison County, Mississippi

Faye H. Montgomery
Faye H. Montgomery

SWORN TO AND SUBSCRIBED before me, this the 14th day of October

2004.

Christy M. Eda
NOTARY PUBLIC

My Commission Expires:
MY COMMISSION EXPIRES DEC. 10, 2007

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
BARBARA WOOTON CARRAWAY, DECEASED

CAUSE NO. 2004-817

AFFIDAVIT OF SUBSCRIBING WITNESS **FILED**
THIS DATE
OCT 15 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY [Signature] D.C.

STATE OF MISSISSIPPI
COUNTY OF Madison

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Hugh C. Montgomery, Jr, and who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of BARBARA WOOTON CARRAWAY; that said BARBARA WOOTON CARRAWAY signed, published and declared said instrument to be her Last Will and Testament on July 28, 2001, in the presence of this affiant and Faye H. Montgomery, the other subscribing witness to said instrument; and that said Testatrix was then of sound and disposing mind and memory, and over the age of eighteen (18) years; that this affiant and Faye H. Montgomery, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testatrix and in the presence of each other

The original of the said Last Will and Testament is attached to this affidavit and this affidavit is executed by this affiant in proof of the said Last Will and Testament, and for the purpose of probating the same in the Chancery Court of Madison County, Mississippi.

[Signature]
Hugh C. Montgomery, Jr.

SWORN TO AND SUBSCRIBED before me, this the 14th day of October,

2004

[Signature]
NOTARY PUBLIC

My Commission Expires.
MY COMMISSION EXPIRES DEC. 18, 2004

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF BLANCHE O. ERICKSEN,
DECEASED

CAUSE NO 2002-266

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

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

WITNESS MY SIGNATURE this the 21st day of October, 2004

Marilyn Collins

MARILYN COLLINS, EXECUTRIX OF THE
ESTATE OF BLANCHE O ERICKSEN

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

James S. Ingherville
NOTARY PUBLIC

My Commission Expires:
NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES: Oct 26, 2006
BONDED AS A NOTARY PUBLIC UNDERWRITER

FILED
THIS DATE
OCT 26 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* DC.

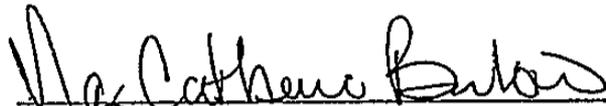
IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF WILLIAM MARSHALL WISE, DECEASED

CAUSE NO. 2004-690

AFFIDAVIT OF ADMINISTRATOR

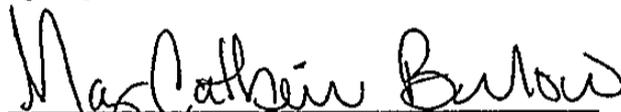
I, Mary Catherine Barlow, Administrator, of the Estate of William Marshall Wise, Deceased, do hereby swear that I have made reasonably diligent efforts to identify persons having claims against the Estate and have given notice to them as required by § 91-7-145, Mississippi Code of 1972, as amended.


MARY CATHERINE BARLOW

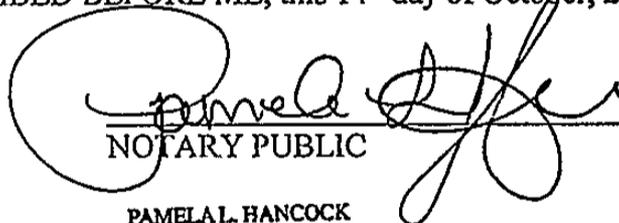
STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the said county and state, on this the 14th day of October, 2004, within my jurisdiction, the within named MARY CATHERINE BARLOW, who after being first duly sworn, stated on oath that the matters and facts set forth in the above and foregoing Affidavit are true and correct as therein stated


MARY CATHERINE BARLOW

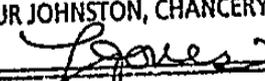
SWORN TO AND SUBSCRIBED BEFORE ME, this 14th day of October, 2004.


NOTARY PUBLIC

PAMELA L. HANCOCK
Mississippi Statewide Notary Public
My Commission Expires March 23, 2007

MY COMMISSION EXPIRES: _____



FILED
THIS DATE
OCT 27 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY  D.C.

PREPARED BY:

Pamela L. Hancock, MSB #10676

Attorney for the Estate of William Marshall Wise

HANCOCK LAW FIRM, PLLC

P. O. Box 2372

Madison, MS 39130

Telephone: (601) 853-2223

Facsimile: (601) 853-9693

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE LAST WILL
AND TESTAMENT OF WILLIAM WESLEY
HUNSBERGER, DECEASED

CAUSE NO. 2004-0499

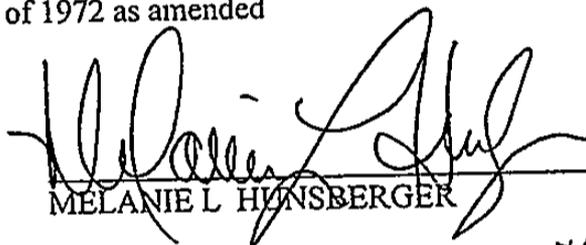
STATE OF MISSISSIPPI
COUNTY OF Forrest

AFFIDAVIT OF EXECUTRIX

Personally appeared before me, the undersigned authority in and for said county and state,
Melanie L. Hunsberger, who, after being down sworn by me, stated upon oath the following:

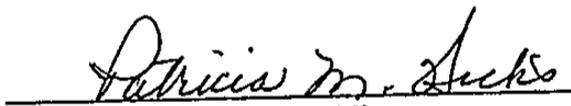
1. I am the duly authorized and acting Executrix of the Estate of William Wesley
Hunsberger, deceased

2 I have made diligent efforts to identify persons having claims against the estate of William
Wesley Hunsberger, deceased, and have given notice by mail to all persons so identified, pursuant
to Section 91-7-145(1), Mississippi Code of 1972 as amended

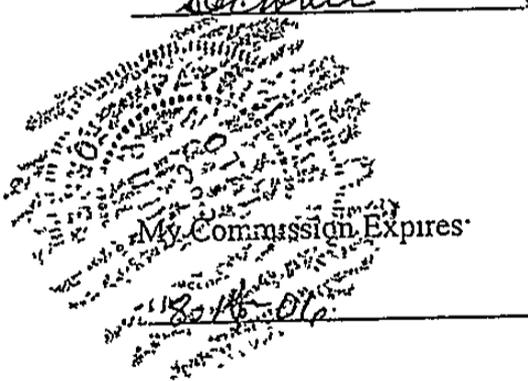


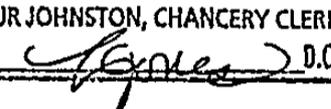
MELANIE L HUNSBERGER

SWORN TO AND SUBSCRIBED BEFORE ME on this the 25th day of
October, 2004



Notary Public



FILE
THIS DATE
OCT 27 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY  D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF VELMA LEE MCKENZIE,
DECEASED

CAUSE NO 2003-0064

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

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

WITNESS MY SIGNATURE this the 19th day of October, 2004

Carl McKenzie

CARL MCKENZIE, EXECUTOR OF THE
ESTATE OF VELMA LEE MCKENZIE

SWORN TO AND SUBSCRIBED BEFORE ME, this the 19th day of October, 2004

Debra K. Bruland

NOTARY PUBLIC

My Commission Expires:
Notary Public State of Mississippi At Large
My Commission Expires: October 6, 2005
Bonded Thru Heiden, Brooks & Garland, Inc.

FILED
THIS DATE
OCT 27 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Johnston* DC

MISSISSIPPI
NOTARY PUBLIC
DEBRA K. BRULAND
1000 W. GARDNER ST.
MEMPHIS, TN 38103
COMM. EXPIRES 10/06/05

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF GRACE ELIZABETH CAULFIELD, DECEASED

NO. 2004-734

AFFIDAVIT OF NOTIFICATION OF CREDITORS OF THE ESTATE

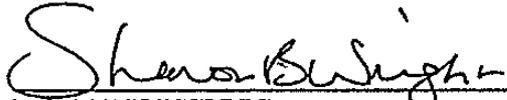
STATE OF MISSISSIPPI
COUNTY OF MADISON

I, Darwin Freeman, Executor of the Estate of Grace Elizabeth Caulfield, do hereby swear that I have made reasonably diligent efforts to identify persons having claims against the Estate, and have mailed a notice to persons so identified at their last know address informing them that a failure to have their claim probated and registered by the Clerk of this Court within the 90 day period provided for in subsection (2) of Miss. Code Ann. Section 91-7-145 will bar such claim.



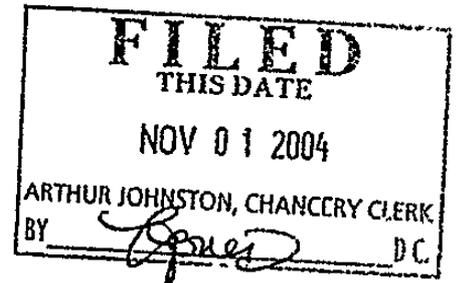
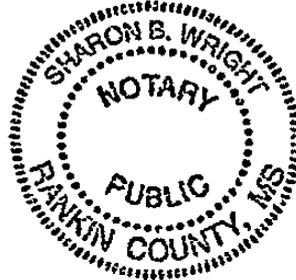
Darwin Freeman

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



NOTARY PUBLIC

My Commission Expires
NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES Jan 5, 2007
BONDED TRUE NOTARY PUBLIC UNDERWRITER



B 38 P 130

LAST WILL AND TESTAMENT

OF

2004-819

BESSIE BOND HART

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

ARTICLE I

I direct my Co-Executors to pay my funeral expenses and all of my just debts which may be probated, registered, and allowed against my estate as soon as may be conveniently done. I direct my Co-Executors to pay out of my residuary estate all federal and state, estate, inheritance, succession, transfer or other death taxes which are assessed against my estate or against any beneficiary, including estate and inheritance taxes assessed on account of life insurance proceeds or any other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate purposes.

ARTICLE II

I appoint Pat Everett Renegar and Scot Allen Thigpen to be the Co-Executors of this my Last Will and Testament, to serve without security on any bond required by law and without any accountings, inventory, or appraisal to any court and to have the powers and discretions provided in Article III, and any others that may be granted by law, all to be exercised without court order.

If either of the above named Co-Executors shall refuse to serve, shall cease to serve or shall otherwise become unqualified or unable to serve then the other shall serve as the sole Executor, also to serve without security on any bond required by law and without any accountings, inventory, or appraisal to any Court and to have the powers and discretions provided by Article III, and any others that may be granted by law all to be exercised without court order.

FILED THIS DATE NOV 03 2004 ARTHUR JOHNSTON, CHANCERY CLERK BY <i>Renegar</i> D.C.

ARTICLE III

I expressly confer on my Co-Executors hereunder the specific powers set forth in Miss. Code Ann. Sections 91-9-101 through 91-9-109 (1972) as now enacted or hereafter amended.

ARTICLE IV

I hereby give, devise and bequeath to each of my grandchildren an equal undivided interest in and to all of my real property and all money owed to me for the purchase of said property, that I may own or have interest in at my death, and over which I have the power of testamentary disposition.

ARTICLE V

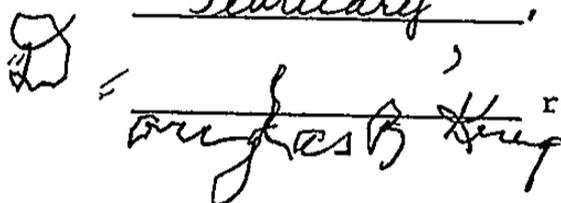
I hereby give, devise and bequeath all of the rest, residue, and remainder of my property that I may own or have interest in at my death, and over which I have the power of testamentary disposition to the following persons:

- a) Mary Hart Renager - Forty percent (40%) undivided interest;
- b) Sue Hart Thigpen - Forty percent (40%) undivided interest;
- c) Each of my grandchildren, or if any of my grandchildren should predecease me, to the issue of such child or children, per stirpes - Four percent (4%) undivided interest.

IN WITNESS WHEREOF, I sign, publish and declare this instrument to be my Last Will and Testament this the 19th day of February, 1993, at Jackson, Mississippi in the presence of John G. B. King and Margaret H. Duck who attested it in my presence.

Bessie B. Hart
BESSIE BOND HART

The foregoing instrument, consisting of this and two preceding typewritten pages, was signed, published, and declared by BESSIE BOND HART, the testatrix, to be her Last Will and Testament, in our presence, and we, at her request and in her presence and in the presence of each other have hereunto subscribed our names as witnesses, this the 19th day of February, 1993, at Jackson, Mississippi.

 residing at 200 Dominican St.
Madison, Ms 39110

Margaret H. Duck residing at 200 Dominican St.
Madison, Ms 39110

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI

COUNTY OF HINDS

IN THE MATTER OF A CERTAIN INSTRUMENT OF WRITING PURPORTING TO BE THE LAST WILL AND TESTAMENT OF BESSIE BOND HART,

Personally appeared before the undersigned authority in and for the jurisdiction aforesaid, DOUGLAS B. KING and MARGARET H. DUCK, the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of BESSIE BOND HART, who, having been first duly sworn, deposed and said that the testatrix signed, published and declared said instrument as the Last Will and Testament of said testatrix on the 19th day of February, 1993, the date of said instrument, in the presence of these deponents and in the presence of each other, and that the said testatrix was then more than twenty-one (21) years, and that these deponents subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and in the presence of the said testatrix and in the presence of each other, on the day and year of the date thereof.

WITNESS Douglas B. King 200 Dominican Dr.
Madison, Ms 39110
ADDRESS

WITNESS Margaret H. Duck 200 Dominican Dr.
Madison, Ms 39110
ADDRESS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 19th day of February, 1993.

Walter Coleman
NOTARY PUBLIC

MY COMMISSION EXPIRES:
My Commission Expires October 21, 1996



38 : 140

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
JEANNE C. BENNER MARTIN, DECEASED

NO. P- 2004-705

ELLEN GULLORY

PETITIONER

AFFIDAVIT OF KNOWN CREDITORS

STATE OF MISSISSIPPI
COUNTY OF HINDS

PERSONALLY came and appeared before me, the undersigned authority in and for the county and state aforesaid, Ellen Gullory who after being by me first duly sworn, deposes and says that he is the Executrix of the Estate of Jeanne C. Benner Martin deceased, and that he has made reasonably diligent efforts to identify persons having claims against said estate and further states on his oath that upon his knowledge the following claims exist:

~~Sharkey Issaouena comm. Hosp.~~

~~Baptist Health Systems~~

~~Orchard Care, Inc.~~

~~Premier Medical Group~~

~~NCO Financial Systems, Inc.~~

~~Emergency Medicine Asso. of Jackson~~

~~Smith-Rouchon, Inc.~~



Notary Public State of Mississippi
At Large
My Commission Expires
October 24, 2008
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

Ellen Gullory
Ellen Gullory, Executrix

before me this the 17th day of November, 2004.

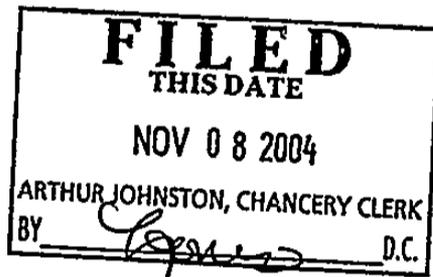
Chip Glaze
NOTARY PUBLIC

My Commission Expires:

Prepared and Submitted by:

Chip Glaze

Chip Glaze, MSB #100996
102 East Leake Street
Clinton, MS 39056
601/925-5232



See Attached for
address -

Last Will and Testament 2004-874

FILED
 THIS DATE
 NOV 08 2004
 ARTHUR JOHNSTON, CHANCERY CLERK
 BY *Kim Sullivan* D.C.

OF

JOHN J. BABB

I, JOHN J. BABB, an adult resident citizen of Hinds County, Jackson, Mississippi, being of sound and disposing mind, memory and understanding and fully able and competent to make a will, and not under the restraint and influence of any person do hereby make, declare, and publish this to be my last will, and testament, hereby revoking any and all other wills and codicils heretofore made by me.

I am married to FRANCES H. BABB who is also referred to herein as "my wife." We have three (3) children and they are as follows:

a daughter, CAROLINE B. TROPPER, who was born on March 17, 1947; and

a daughter, NANCY B. KEEBLE, who was born on July 23, 1948.

a son (adopted), JOHN H. BABB, who was born on December 12, 1952.

INITIALED FOR IDENTIFICATION

JJB

 J.J.B

They may also be referred to herein as "my daughter", "my son" or "my children". My said wife and children are now living at the time of the execution of this last will and testament and they now comprise the members of my immediate family. The word "descendants" as used in this will shall include any person hereafter born to any of my descendants. Each of the words "child", "children", and "descendants" shall be deemed to include an adopted child or adopted children, irrespective of any provisions of law establishing a contrary.

ARTICLE I.

I nominate and appoint the DEPOSIT GUARANTY NATIONAL BANK, Jackson, Mississippi, as Executor of this my Last Will and Testament. My Executor shall not be required to enter into any bond to insure the faithful performance of its duties, nor be required to return to any Court any formal appraisal, inventory or accounting, including final accounting, of the administration of my Estate.

The terms "Executor", "Executrix" and "Administrator" may, where used in this Will, be used interchangeably and shall apply to whomever may be serving as personal representative of my estate and to any Successor Executor or Administrator.

INITIALED FOR IDENTIFICATION



J.J.B.

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

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.

ARTICLE II.

I direct my Executor to pay all expenses of my last illness, funeral, the debts properly probated against my estate, and the cost of administration of my estate, as well as, all federal and state estate, inheritance, succession and transfer or other death taxes which are assessed on account of life insurance proceeds or other property which shall be included in my gross estate, whether or not included in my estate for probate purposes, out of my residuary estate.

ARTICLE III.

I give and bequeath to my wife, FRANCES H. BABB, if she shall survive me, all of my personal effects and any interest I may have in tangible property of a domestic nature and use, such as family

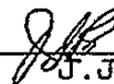
INITIALED FOR IDENTIFICATION


J.J.B.

automobiles, trucks, appliances, tools, equipment and supplies, furniture, furnishings, household goods, jewelry, silverware, china, ornaments, works of art and books, used or enjoyed in connection with our homestead, together with any club memberships I may have and all insurance policies on my personal property and on the dwelling house occupied by us at the time of my death, if any. I hereby confirm, however, that all household furniture, furnishings, ornamental decorations, silverware, china, pictures, and works of art are property of my wife and I have no right to dispose of such items.

If my said wife shall not survive me, I bequeath to my children named on page 1 of this will who are living at the time of my death, the above described personal property owned by me or in which I shall have any interest at the time of my death. It is my wish that each of them will select the items that they shall prefer to the extent that they will agree about the selections; otherwise, my Executor shall determine the approximate equal distribution to be made, by lot or other method of division deemed to be fair and practical and the Executor's determination shall be conclusive and binding on the legatees.

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ARTICLE IV.

A. If my wife, FRANCES H. BABB, shall survive me, I give, devise and bequeath to the DEPOSIT GUARANTY NATIONAL BANK, Jackson, Mississippi, as Trustee, in trust for my wife's benefit, an amount equal in value to the maximum allowable marital deduction as finally determined for federal estate tax purposes, diminished by the value for such purposes of all other items in my gross estate which pass or have passed to or for the benefit of my said wife under other provisions of this will or otherwise in such manner as to qualify for and be allowed as a marital deduction, but no greater amount than is necessary to reduce to zero, or the smallest possible amount the federal estate tax payable as a result of my death, taking into account all other deductions and the unified credit and the credit for state death taxes provided, however, use of the state death tax credit does not require an increase in the state death taxes paid. In making the computation to determine such amount for the marital deduction, the final determinations in the federal estate tax proceedings shall control. The trust created in this Article shall be known as "THE JOHN J. BABB MARITAL TRUST."

B. My Executor is authorized to satisfy said bequest in cash or in kind or partly in each; and if wholly or partly in kind, to

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select, transfer and convey the specific asset or assets so selected; provided, however that any assets transferred in kind to satisfy said bequest shall be valued for that purpose at their fair market values determined as of the dates of their respective transfers; and this bequest shall carry with it (as income and not as principal) its proportionate part of the net income of my estate from the date of my death.

C. Subject to the foregoing, the decision of my Executor as to which assets shall be distributed in satisfaction of this bequest for the benefit of my wife, as to whether my estate shall be valued under the optional provisions of the federal estate tax law, as to what elections shall be exercised, and as to what proceedings are necessary to complete the ascertainment of the federal estate tax, shall be conclusive and binding on all persons.

D. In establishing this trust for the benefit of my wife, 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 proceeds 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

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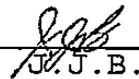
J.J.B.

also subject (by reasons 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 wife, the Trustee shall not invest in or retain beyond a reasonable time any unproductive property, as that property is defined in applicable tax laws, or any other 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 Will shall be exercised 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.

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

F. By the provision of this Article, 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

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wife is living on the date my estate tax return is required to be filed. If my wife 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 wife.

G. The Trust property shall be administered and distributed as follows:

1. Commencing with the date of my death, the Trustee shall pay to or apply for the benefit of my wife all the net income of this trust. These income payments shall be made to my wife in convenient installments, at least quarter-annually.

2. In addition to the net income, the Trustee, in the exercise of the Trustee's sole and uncontrolled discretion, may pay to or apply for the benefit of my wife so much of the principal of this trust as the Trustee deems needful or desirable for my wife's maintenance, health, including any hospital or other institutional care, and for the maintenance of her accustomed standard of living to which she is accustomed at the time of my death. In the exercise of this discretion I request that my Trustee shall generously provide for the needs of my wife within the means of the

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trust estate and considering the funds available to her from other sources.

3. Upon the death of my wife any undistributed income of the trust shall be paid to my wife's estate or as she appoints by her Last Will and Testament. The entire remaining principal of this trust shall be paid over and distributed to "THE JOHN J. BABB FAMILY TRUST" provided for in Article V. of this will and shall be held, administered and disposed of in accordance with the terms of that trust.

ARTICLE V.

A. I give, devise and bequeath all of the rest, residue and remainder of my property of every kind and description, real and personal, tangible and intangible, wheresoever situated and howsoever held, including lapsed legacies and devises, and whether acquired before or after the execution of this will, to the DEPOSIT GUARANTY NATIONAL BANK, as Trustee, in trust for the use and benefit of my wife. The trust created in this Article shall be known as "THE JOHN J. BABB FAMILY TRUST." The Trustee shall hold, manage, invest and reinvest the assets thereof and shall administer the trust in the following manner and upon the following terms and conditions:

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1. Commencing with my death, the Trustee in its sole discretion shall distribute to my wife, or apply for her benefit, during her lifetime, income or principal of the trust as the Trustee deems desirable for her maintenance, health, including any hospital or other institutional care, and for the maintenance of her accustomed standard of living at the time of my death. In the exercise of this discretion, I request that my Trustee shall generously provide for the needs of my wife within the means of the Trust Estate and considering the funds available to her from other sources.

2. The trustee may also, in its sole discretion, distribute income or principal to or for the benefit of any of my children who may incur an extreme financial emergency but I direct the Trustee to consider my wife as the primary beneficiary of this trust. I further direct that, before making any distributions to any of my children, the Trustee shall counsel with my wife to determine the needs of such children, but the decision of the Trustee shall be final as to the amounts and recipients of such distributions.

B. Upon my death or upon the death of my wife, whichever is the last to occur, the remaining trust estate, along with all assets of "THE JOHN J. BABB MARITAL TRUST", shall be divided into

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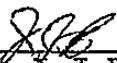


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equal shares for each of my children and shall be distributed to him or her outright, free of any trust with the exception of the share for my daughter, NANCY B. KEEBLE. However, if a child of mine has died, his or her share shall be distributed to my other living descendants, per stirpes. The share for my daughter Nancy B. Keeble, including any share she might be entitled to receive as a result of the death of her brother or sister, shall be distributed to the "JOHN J. BABB IRREVOCABLE TRUST" under agreement dated October 20, 1987 for the benefit of Nancy B. Keeble

1. In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, upon the death of the survivor of them, the assets shall be distributed free of this trust to my heirs at law, according to the laws of descent and distribution in effect in the State of Mississippi at the time of my death; provided, however, if any such heirs at law shall become entitled to distribution of all or any portion of the trust estate hereunder and such person shall be under the age of twenty-one (21) years, his or her share shall be vested in him or her, but distribution thereof shall be postponed until he or she attains such age. However, the Trustee shall, during such person's minority, distribute to or for the benefit of any such person income and

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principal from the retained share as the Trustee considers necessary for his or her support, education, medical care and welfare and may add to principal any income not so expended.

ARTICLE VI.

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

ARTICLE VII.

A. Neither the income nor the principal of the trusts created hereunder shall be alienable by any beneficiary either by assignment or by any other method and the same shall not be subject to be taken by his or her creditors by any process whatsoever.

B. Payments of income and principal for a beneficiary may be paid, in the discretion of the Trustee, directly to such beneficia-

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ry without the intervention of any legal guardian or conservator, to a relative of such beneficiary for use on such beneficiary's behalf, or to the legal guardian or conservator of such beneficiary; or may be expended directly by the Trustee for the maintenance, support and education of such beneficiary; and such payment or expenditure shall, in each instance, be a full acquittance to the Trustee.

ARTICLE VIII.

A. Any provision of this will to the contrary, notwithstanding, the Trustee shall have the discretionary power to terminate any separate trust created by this instrument whenever the continued management thereof is no longer economical because of the small size of such trust, taking into consideration financial or other special advantages to the beneficiary or beneficiaries of continuing the trust estate. Upon the termination of any trust estate, the then remaining corpus and undistributed income shall be distributed outright and free of trust to the beneficiaries thereof, to a custodian named for a beneficiary under a Mississippi Uniform Transfers to Minors Act, or to the beneficiaries' legal representatives in proportion to their respective interests in the trust or share at the time of such termination. Upon such

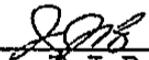
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distribution and delivery, the said trust or share shall terminate and the Trustee shall not be liable or responsible to any person or persons whomsoever for so acting. The Trustee shall not be liable for failing or refusing at any time to terminate the trust or a share thereof as authorized by this paragraph.

B. Notwithstanding any provision herein to the contrary, the Trustee may, without any liability to anyone for so doing or for not so doing, retain in trust for the benefit of any beneficiary, any distribution otherwise required to be made to such beneficiary, if in the Trustee's sole discretion such beneficiary is, at the time the distribution would otherwise be required, involved in a lawsuit, addicted to alcohol, drugs, or other chemical substances, is a party to a pending divorce or marital separation proceeding, is in bankruptcy, has judgments pending, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. As and when the Trustee believes the beneficiary whose distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may in its sole discretion, without any liability to anyone for so doing, then make distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this provision.

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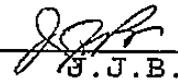
ARTICLE IX.

The trust created by this Will is a private trust. The Trustee shall not be required to obtain the order or approval of any court for the exercise of the Trustee's powers or discretions, but it may seek the aid of the court at its discretion. The Trustee shall not be required to enter into any bond or to file with any court a formal inventory, appraisement or accounting of the Trustee's administration. The Trustee shall render annual accounts to the beneficiaries or to the beneficiary's Guardian of each trust.

ARTICLE X.

The income of any beneficiary under this will shall accrue from the date of my death. During the administration of my estate and until the property is distributed to the beneficiaries, I authorize the beneficiaries to request of my Executor, in which case my Executor shall comply with that request, to pay at least annually out of my estate advanced payments of income to the beneficiaries of the estate. These payments shall be an amount which, in the joint judgment of the beneficiaries and the Executor, equals the income which the beneficiaries would receive had the property been distributed.

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ARTICLE XI.

My wife, FRANCES H. BABB, as beneficiary of any trust provided for herein and as the devisee and legatee of property in this my last will and testament, shall have the right to disclaim all or any part of her interest in any property I have devised or bequeathed to her outright or in trust. Any such disclaimer shall be made within the period of time and in a manner required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and the disclaimer may be filed with the Chancery Court in which my will is probated. Any property or interest so disclaimed shall be disposed of as if my wife had predeceased me.

ARTICLE XII.

If my wife, FRANCES H. BABB, shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I direct that I shall be deemed to have predeceased her. The provisions of my will shall be construed upon this assumption notwithstanding the provisions of any law establishing a different presumption of order of death or

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providing for survivorship for a fixed period as a condition of inheritance of property.

ARTICLE XIII.

The Trustee of the Trusts provided for in this Will may resign at any time, and shall resign if requested in writing by a majority of the living members of my family consisting of my wife and my three (3) children, by giving written notice, specifying the effective date of resignation to the beneficiaries of such trusts. The notice may be made by personal delivery or sent by registered mail. In the event that the Trustee shall resign for any reason, or shall for cause be removed, a Corporate Trustee, a bank organized under the laws of the United States or any state thereof that is authorized to perform trust functions, actively operates and maintains a trust department and has a capital structure of not less than two hundred million dollars (\$200,000,000.00), shall be appointed as Successor Trustee by a majority of the living members of my family consisting of my wife and my three (3) children, but if no such appointment is made by them within thirty (30) days of the date of the notice of the Trustee's resignation, then the Chancery Court of Hinds County, Mississippi shall, upon the petition of any interested party, appoint a Successor Trustee. The

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

ARTICLE XIV.

In the administration of my estate and trusts provided for herein, I give and grant to my Executor and the Trustee and their successors all of the powers and discretions given Trustees under statutes of the Uniform Trustees' Powers Law of Mississippi as set forth in the Miss. Code Ann. (1972), and any additional powers and discretions as may result from subsequent legislation. No legislation subsequent to the date of the execution of this will shall reduce or limit these powers and discretions.

In addition to the powers afforded to my said personal fiduciaries by the aforesaid statutes of the Miss. Code Ann. (1972), which statutes are hereby adopted by reference thereto, I specifically give and grant to my fiduciaries the continuing, absolute, discretionary power to deal with any property, real or

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personal, held in my estate, as freely as I might in the handling of my own affairs. This shall include the power to sell and transfer any interest I may own in a home or any real estate or personal property of any kind including my personal effects and household goods without prior or subsequent approval of any judicial authority. My fiduciaries shall also have the following powers:

A. To retain, operate, or sell any business interest which I may own, at public or private sale, or continue to act as Partner, engage in any partnership, and take all actions with regard to any partnership deemed advisable, and to execute deeds or any instruments of conveyances or transfers.

B. To litigate, compound or settle inheritance, estate, transfer or succession taxes assessed by reason of my death, and gift, income or other taxes assessed against me or my estate; to make elections regarding taxes and to make deposits to secure the payment of any inheritance tax, which deposits shall be conclusive upon all persons.

C. To claim expenses as either income or estate tax deductions when an election is permitted by law and to make such adjustment of tax between income and principal as my representa-

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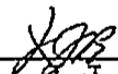
tives shall deem proper. The decision of my representatives shall be binding and conclusive upon all persons.

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

E. To retain, or invest in assets in the form of securities of Deposit Guaranty National Bank or the securities of any affiliated company owning securities of the Deposit Guaranty National Bank and to participate in any buy-sell stock redemption or other corporate agreements to which I shall be a party and to invest trust assets in any investment account, common trust fund, mutual fund or other investment vehicle offered, sponsored, or advised for a fee by Deposit Guaranty Corp., Deposit Guaranty National Bank, and any subsidiaries, parents or affiliates of either, or by any successor or assign of Deposit Guaranty National Bank, and any such successor's or assign's subsidiaries, parents or affiliates. This authority shall apply to banks or financial institutions that might become a successor trustee.

F. To borrow money from Deposit Guaranty National Bank, or other financial institutions or any individuals, to pay taxes; to exercise subscriptions, rights and options; to pay assessments; to accomplish any other purpose of any nature incidental to the

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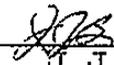

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administration of my estate and any trust established by this will; and to pledge any securities or other assets as security for such loan. This authority shall apply to banks or financial institutions that might become a successor trustee.

G. To execute and deliver oil, gas and other mineral leases containing such utilization of pooling agreements and other provisions as the Trustee deems advisable; to execute mineral and royalty conveyances; to purchase leases, royalties and any type of mineral interests; to own, hold, acquire and dispose of working interest and royalty interest in properties held in trust and to expend funds of a trust necessary with respect to the ownership of such interest; to execute and deliver drilling contracts and other contracts, options and other instruments necessary and desirable in engaging actively in the oil, gas or other mining business; all of the foregoing to be done with such terms, conditions, agreements, covenants, provisions or undertakings as the Trustee deems advisable.

H. To retain any security or other property, including real property, owned by me at the time of my death, so long as such retention appears advisable, and to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor or Trustee may presume

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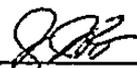
that I have confidence in the securities owned by me at the time of my death, and, therefore, there shall be no necessity of a sale thereof solely in order to diversify investments.

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

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

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

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

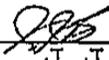
M. To join in or become a party to, or to oppose, any reorganization, readjustment, recapitalization, foreclosure, merger, voting trust, dissolution, consolidation or exchange, and to deposit any securities with any committee, depository or trustee, and to pay any and all fees, expenses and assessments incurred in connection therewith, and to charge the same to principal; to exercise conversion, subscription or other rights, and to make any necessary payments in connection therewith, or to sell any such privileges.

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

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

P. To pay, compromise, compound, settle, adjust, submit to arbitration, sell or release any claims or demands of the Trust Estate, or any Trust created hereunder, against others or of others

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against the same as the Trustee may deem advisable, including the acceptance of deeds of real property in satisfaction of bonds and mortgages, and to make any payments in connection therewith which the Trustee may deem advisable.

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

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needed therefor, and to advance any income of the Trust for the amortization of any mortgage on property held in the Trust.

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

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

T. To consolidate and merge any Trust or Trust Share created hereunder with any other Trust or Trust Share created by me or any other person, whether inter vivos or by Last Will and Testament, if the beneficiary or beneficiaries are the same and the terms of the other Trust are substantially the same.

U. To make any distribution or division of the trust property in cash or in kind or both and allot to any separate trust or fund established hereunder an undivided interest in any part or all of the trust estate.

V. To invest trust funds in a savings or other types of accounts or certificates of deposit with any federally insured

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bank, including a successor trustee, or federally insured savings and loan association.

W. To hold for the benefit of any minor beneficiary of this trust or for an adult beneficiary who is incapable of handling his or her property, any personal effects, automobiles, jewelry and other objects, particularly household contents, antiques, silver, crystal and the like, that are bequeathed to any such beneficiary of this trust until the beneficiary attains the age of twenty-one (21) years or in the case of an adult beneficiary incapable of handling his or her property until such time as, in the sole discretion of the Trustee, that beneficiary is capable of handling his or her property. The Trustee shall have the authority to give the Executor or other personal representative of the estate of a decedent a receipt for such objects on behalf of such beneficiary.

X. To pay reasonable compensation to the person or persons serving as guardian for any minor beneficiary hereunder.

ARTICLE XV.

No persons dealing with the fiduciaries hereunder shall be obligated to see to the application of any moneys, securities, or other property paid or delivered to them, or to inquire into the expediency or propriety of any transaction or the authority of such

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fiduciaries to enter into and consummate the same upon such terms as they may deem advisable.

ARTICLE XVI.

The fiduciaries named herein, both my Executor and Trustee, shall be entitled to reasonable and normal fees for their services and they are hereby also fully empowered to engage the services of attorneys, accountants, or others capable of rendering services in pursuance of the administration of my estate and the trusts herein.

IN WITNESS WHEREOF, I, JOHN J. BABB, have hereunto subscribed my name to this, my Last Will and Testament consisting of 28 pages, in the presence of two (2) witnesses, who have attested the same in my presence, and at my request and in the presence of each other, on this the 10th day of NOVEMBER, 1997.



JOHN J. BABB

WITNESSES:





ATTESTATION

We, Louise F. Stephens and Myra Ritchie

_____, the subscribing witnesses to the above and foregoing last will and testament of JOHN J. BABB, certify that the said Testator declared to us that the above and foregoing instrument is his true last will and testament and that he especially requested us to act as subscribing and attesting witnesses thereto; that said Testator signed said instrument in our presence on the day and year therein mentioned; that we signed said instrument as attesting witnesses on said day and year in the presence of said Testator, and in the presence of each other; and that to the personal knowledge of each of us the said Testator was at such time above the age of eighteen (18) years and of sound and disposing mind, memory and understanding.

This the 10th day of November, 1997.


Address 1780 Pinehaven Dr.
Clinton, MS, 39056

Myra Ritchie
Address 360 Holly Circle
Brandon, MS 39046

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We Lowell F. Stephens and Myra Ritchie on oath state that we are the subscribing witnesses to the attached written instrument dated the 10th day of November, 1997, which purports to be the Last Will and Testament of JOHN J. BABB, who indicated to us that he is a resident of and has a fixed place of residence in the County of Hinds, State of Mississippi. On the execution date of the instrument, the Testator in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Will and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint

DATED this the 10th day of November, 1997.

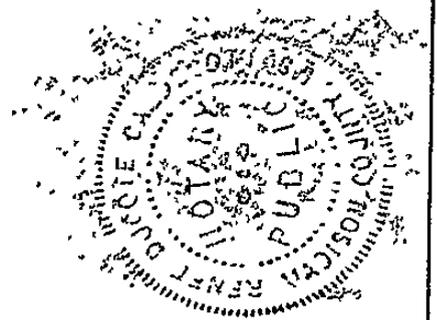
[Signature]

Myra Ritchie

Subscribed and sworn to before me on this the 10th day of November, 1997.

Rene Ducote Caldecott
NOTARY PUBLIC

My Commission Expires:
November 21, 1997



FILED
 THIS DATE
 NOV 08 2004
 ARTHUR JOHNSTON, CHANCERY CLERK
Arthur Johnston
 D.C.

2004-874

CODICIL

I, JOHN J. BABB, an adult resident citizen of Madison, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be the second codicil to the Last Will and Testament executed by me on November 10, 1997. I do hereby revoke the first codicil which was dated August 1, 2002, and I hereby make the following changes to my said Last Will and Testament.

ITEM I

The opening paragraph of my said Will states that I am resident of Hinds County, Jackson, Mississippi. I am now a resident of Madison, Madison, Mississippi and I do hereby so affirm my Madison County, Mississippi residency.

ITEM II

I hereby revoke Article V of my said Will and in lieu thereof, I hereby substitute language as follows:

A. I give, devise and bequeath all fo the rest, residue and remainder of my property of every kind and description, real and personal, tangible and intangible, wheresoever situated and howsoever held, including lapsed legacies and devises, and whether acquired before or after the execution of this Will, to AMSOUTH BANK, as Trustee, in trust for the use and benefit of my wife. The trust created in this Article shall be known as "THE JOHN J. BABB FAMILY TRUST." The Trustee shall hold, manage, invest, and reinvest the assets thereof and shall administer the trust in

the following manner and upon the following terms and conditions:

1. Commencing with my death, the Trustee in its sole discretion shall distribute to my wife, or apply for her benefit, during her lifetime, income or principal of the trust as the Trustee deems desirable for her maintenance, health, including any hospital or other institutional care, and for the maintenance of her accustomed standard of living at the time of my death. In the exercise of this discretion, I request that my Trustee shall generously provide for the needs of my wife within the means of the Trust Estate and considering the funds available to her from other sources.

2. The Trustee may also, in its sole discretion, distribute income or principal to or for the benefit of either of my two daughters, CAROLINE B. TROPPER or NANCY B. KEEBLE, or CATHERINE SHACKLFORD BABB DINKINS the wife of my deceased son, JOHN H. BABB, who may incur an extreme financial emergency, but I direct the Trustee to consider my wife as the primary beneficiary of this trust. I further direct that, before making any distributions to any of the children, the Trustee shall counsel with my wife to determine the needs of such children, if she is available, but the decision of the Trustee shall be final as to the amounts and recipients of such distributions.

B. 1. Upon my death or upon the death of my wife, whichever is the last to occur, the remaining trust estate, along with all assets of "THE JOHN J. BABB MARITAL TRUST," shall be divided into three (3) equal shares for my two daughters, CAROLINE B. TROPPER and NANCY B. KEEBLE and CATHERINE SHACKLEFORD BABB DINKINS, the wife of my deceased son,

JOHN H. BABB, and shall be distributed to them outright, free of any trust with the exception of the share for my daughter, NANCY B. KEEBLE. However, if any of the said beneficiaries have died, her share shall be distributed to the other said surviving beneficiaries. The share for my daughter, NANCY B. KEEBLE, including any share she might be entitled to receive as a result of the death of the other two said beneficiaries, shall be distributed to the "JOHN J. BABB IRREVOCABLE TRUST" under agreement dated October 20, 1987, for the benefit of NANCY B. KEEBLE.

2. In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, upon the death of the survivor of them, the assets shall be distributed free of this trust to my heirs at law, according to the laws of descent and distribution in effect in the State of Mississippi at the time of my death; provided, however, if any such heirs at law shall become entitled to distribution of all or any portion of the trust estate hereunder and such person shall be under the age of twenty-one (21) years, his or her share shall be vested in him or her, but distribution thereof shall be postponed until he or she attains such age. However, the Trustee shall, during each person's minority, distribute to or for the benefit of any such person income and principal from the retained share as the Trustee considers necessary of his or her support, education, medical care, and welfare and may add to principal any income not so expended.

ITEM III

The DEPOSIT GUARANTY NATIONAL BANK is named as Executor and Trustee in my said Will. Since the date of that Will, DEPOSIT GUARANTY NATIONAL BANK through mergers has been succeeded by AMSOUTH BANK. All references in my said Will to DEPOSIT

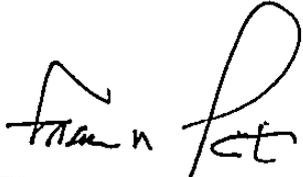
GUARANTY NATIONAL BANK shall now be to AMSOUTH BANK.

In all other respects, I hereby ratify and confirm all of the provisions of my said Last Will and Testament dated November 10, 1997.

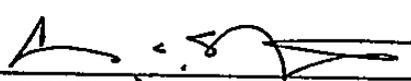
IN WITNESS WHEREOF, I have hereunto set my hand and seal to this instrument to be the second Codicil to my Last Will and Testament this, the 13th day of October, 2004.



JOHN BABB



WITNESS



WITNESS

ATTESTATION

We, Frank R. Parent and Craig C. Stephens the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by JOHN J. BABB, as his second Codicil to his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other, hereunto affixed our signatures as subscribing witnesses thereto, this the 13th day of October, 2004.

FRANK H. PARENT

Address 1418 MOSSHUE DR
JACKSON, MS 39211

CRAIG C. STEPHENS

Address 102 CLOSTWAT DR.
CLINTON MS 39056

PROOF OF CODICIL

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STATE OF MISSISSIPPI

COUNTY OF Hinds

We Frank U. Parent and Craig C. Stephens on oath state that we are the subscribing witnesses to the attached written instrument dated the 13th day of October, 2004, which purports to be the second Codicil to the Last Will and Testament of JOHN J BABB, who indicated to us that he is a resident of and has a fixed place of residence in the City of Madison, County of Madison, State of Mississippi. On the execution date of the instrument, the Testator in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be a Codicil to his Will and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this the 13th day of October, 2004.

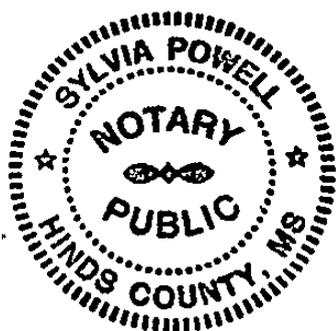
Frank U. Parent

Craig C. Stephens

Subscribed and sworn to before me on this the 13th day of October, 2004.

Sylvia Powell
NOTARY PUBLIC

My Commission Expires:
MY COMMISSION EXPIRES FEBRUARY 2, 2008



LAST WILL AND TESTAMENT
OF

IRIS W. BROWN

FILED
APR 24 2002
L. G. WILSON, CHANCERY CLERK
2002-192
KM

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

ITEM I.

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

ITEM II.

My husband is James Armistead ("Army") Brown and is sometimes referred to herein as "my husband". I have three (3) children now living and they are:

James Armistead Brown, Jr.,
Amanda Brown Olmstead, and
Adele Brown Tyler.

ITEM III.

All of the federal and state estate, inheritance, and other death taxes assessed by reason of my death shall be paid first proportionately from the bequests under Item VIII. to the "Iris W. Brown Family Trust" at Item XII.; then from the bequest and devise under Item XI.; then from the "J.A. Brown Trust No. 2," if the "J.A. Brown Trust" at Item X. was divided under subparagraph 2 of

paragraph A. of Item X; and then from the "J.A. Brown Trust No. 1," if the "J.A. Brown Trust" was so divided, or from the "J.A. Brown Trust" if it was not so divided. I do not waive any right or recovery, including but not limited to any right of recovery under Section 2206, 2207, 2207A, or 2207B of the Internal Revenue Code of 1986, as now or hereafter amended. 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 a right, under any federal or state statute or other law, of my estate to be reimbursed by a person for, or otherwise to recover from a person, any federal or state estate, inheritance, or other death tax assessed by reason of my death on property that is subject of such tax but not included in my probate estate and that is received, or to be received, by or otherwise passes, or is to pass, to that person.

ITEM IV.

I direct my Executor to satisfy in full all pledges to religious and charitable organizations I have made during my lifetime and which are outstanding at my death.

ITEM V.

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

ITEM VI.

A. I give and bequeath to my husband, Army, if he survives me, all of my tangible personal property, including my automobiles, clothing, books, jewelry, sporting equipment and other similar personal effects.

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

C. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the assets bequeathed under this Item. In such event, the provisions of that memorandum shall be given the same legal effect as if included in this Will and the assets described therein shall be distributed to the named beneficiaries.

D. I give and bequeath all my household furniture, furnishings, ornamental decorations, silverware, china, pictures, linen, glassware and the like located in my home to my husband for his use during his lifetime. Upon the death of my husband, his prior abandonment of these assets, or if he does not survive me, these assets shall be distributed to my children, in equal shares. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the assets bequeathed under this Item. In such event, the provisions of that memorandum shall be given the same legal effect as if included in this Will and the assets described therein shall be distributed to the named beneficiaries upon my husband's death or abandonment of the assets.

ITEM VII.

I give and bequeath to Eula Mae Jordan, if she survives me, the sum of Ten Thousand Dollars (\$10,000).

ITEM VIII.

A. After the payment of any debts, obligations and expenses of my estate other than estate taxes, I devise and bequeath to the "Iris W. Brown Family Trust" created by Item XII. of this Will, to

J.A.B.

be held, administered and distributed according to the terms of that trust, the largest amount, if any, which can pass free of federal estate tax by reason of the unified transfer tax credit and the state death tax credit allowable to my estate, reduced by the value for federal estate tax purposes of all other property includable in my federal gross estate, including taxable transfers since 1976, which passes under other provisions or outside of this Will which does not qualify for the estate tax marital deduction under the law in effect at the date of my death, and reduced by charges to principal that are not allowed as deductions on computing the federal estate tax imposed upon my estate.

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

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

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

E. I recognize that in certain circumstances there may be no sum disposed of under this Item and that the amount of the sum

disposed under this Item, if any, may be affected by the action of my Executor in exercising certain tax elections.

ITEM IX.

If my husband does not survive me, I give and bequeath One Hundred Thousand Dollars (\$100,000) to the James Armistead Brown Family Foundation, Inc., a Mississippi nonprofit, charitable corporation whose charter was issued on August 6, 1987. This gift may be made in cash or real estate, at the discretion of my Executors. If real estate is chosen by the Executors, it may be distributed subject to debt to arrive at a net value of \$100,000.

ITEM X.

If my husband, Army, survives me, I give, devise and bequeath to Trustmark and James A. Brown, Jr., as Trustees for my husband, a sum equal to the amount of my GST exemption, as defined at Section 2631(a) of the Internal Revenue Code of 1986, as now or hereafter amended, as reduced by all allocations of that exemption to property for which I am the transferor, as defined at Section 2652(a) of the Internal Revenue Code of 1986, as now or hereafter amended, and that passes under preceding Items of this Will or was transferred by me during my lifetime or otherwise passes outside of this Will. I recognize that no sum may be disposed under this paragraph and that the amount of the sum disposed under this paragraph may be affected by the action of my Executor in exercising certain tax elections. Any property included in my estate and distributed in kind to satisfy the devise and bequest under this paragraph shall be valued for this purpose at its fair market value at the time of distribution. For convenience the Trustees shall be referred to as "Trustee." This trust shall be designated and known as the "J.A. Brown Trust." The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

A. The following tax provisions shall apply to the "J.A. Brown Trust":

J.A.B.

1. My Executor may determine whether to elect under the applicable laws to qualify all or any portion of the "J.A. Brown 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 estate and my husband's estate 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 applicable laws.

2. If the entire "J.A. Brown Trust" is not elected to qualify for the federal estate tax marital deduction, the Trustee shall divide the "J.A. Brown 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 "J.A. Brown Trust No. 1," and the trust for the nonqualified portion shall be known as the "J.A. Brown Trust No. 2." These trusts shall collectively still be known as the "J.A. Brown Trust." The Trustee shall divide the "J.A. Brown Trust" into the two (2) trusts according to the fair market values of the properties of the "J.A. Brown 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. Each of the two (2) trusts shall be administered for the use and benefit of my husband according to this Item X. However, all distributions of principal to be made from the "J.A. Brown

Trust" to my husband shall be made first from the "J.A. Brown Trust No. 1" and then, once that trust is depleted, from the "J.A. Brown Trust No. 2."

3. If the "J.A. Brown Trust" was or is to be divided into the "J.A. Brown Trusts No. 1 and No. 2" under subparagraph 2, an election to qualify all or any portion of the "J.A. Brown Trust" for the state estate tax marital deduction shall be made first for the "J.A. Brown Trust No. 1" and then, to the extent of any remaining portion to be qualified, for the "J.A. Brown Trust No. 2." If the portion of the "J.A. Brown 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 subparagraph 2. in regard to the state election. Any trusts into which a trust is divided under this subparagraph 3. shall be merged into one (1) trust at my husband's death.

B. Commencing with the date of my death, the Trustee shall pay to or apply for the benefit of my husband all the net income of this trust. These income payments shall be made in convenient installments, but shall be made at least quarterly.

C. In addition to the income distributions, the Trustee may pay to or for the benefit of my husband as much of the principal as the Trustee deems advisable for my husband's support, maintenance, and health, including any medical, hospital or other institutional care, having in mind both his accustomed standard of living and the funds available to him from other sources.

D. My husband shall have the right to disclaim all or any part of his interest in any property which I have devised or bequeathed to him, whether outright or in trust. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be delivered to the Executor of my estate within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as

amended, or corresponding provisions of any future law. The Executor may file such disclaimer in the Court in which my estate is being probated. If my husband disclaims in whole or in part, the property in which he disclaims his interest shall be distributed according to the provisions of Paragraph E. below.

E. Upon the death of my husband, any undistributed or accrued income of this trust shall be paid to my husband's estate. The Trustee shall divide the principal of this trust into as many separate and equal shares as shall be necessary to allocate one such share to each of my children then living at the death of my husband and one such share collectively to the then living children and other descendants of each of my children then deceased. Any separate share allocated to a child of mine shall be distributed, free of trust, to the child to whom the share was allocated. Any separate share allocated to the children and other descendants of a deceased child of mine shall be added to their amounts, if any, as determined under subparagraphs 1 through 7 of paragraph C. of Item XII. of this Will and shall be distributed according to the terms and provisions of those subparagraphs.

F. Notwithstanding the distribution set forth above, if my husband directs otherwise by his Will, the Trustee shall pay from the principal of this trust, directly or to the personal representative of my husband's estate as the Trustee deems advisable, the amount by which the estate and inheritance taxes assessed against my husband's estate shall be increased because of the inclusion of any part or all of this trust in his estate for estate tax purposes because of the election to treat this trust as qualified terminable interest property.

G. In establishing this trust for the benefit of my husband, 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 this trust any property, or the proceeds of any property, which would not qualify for the marital deduction allowable in determining the federal

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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. If any such property would be transferred to this trust but for this Paragraph, the Trustee shall place such property in a separate trust apart from the property which qualifies for the marital deduction and shall administer such nonqualifying property under the same terms and conditions of this trust; (b) that except upon the direction of my husband the Trustee shall not invest in or retain beyond a reasonable time any unproductive property, as that property is defined in applicable tax laws, or any other property with respect to which the marital deduction would not be allowed; and (c) that none of the powers this Will grants to my Executor or to the Trustee shall be exercised 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.

H. The following provisions shall apply for the payment of estate taxes at my husband's death from the "J.A. Brown Trust":

1. All payments by the Trustee pursuant to the exercise by legal representative of my husband's estate of a right of recovery against the "J.A. Brown Trust" shall be made from the "J.A. Brown Trust" (or first from the "J.A. Brown Trust No. 1" and then from the "J.A. Brown Trust No. 2," if the "J.A. Brown Trust" was divided under subparagraph 2 of paragraph A). All such payments shall be considered as made or to be made under this paragraph H. For this purpose, "right of recovery" means a right, under any federal or state statute or other law, of my husband's estate to be reimbursed by the "J.A. Brown Trust" for, or otherwise to recover from the "J.A. Brown Trust," any federal or state estate, inheritance, or other death tax assessed by reason of my husband's death on property that is subject to such tax but not included in my husband's probate

estate and that is received, or to be received, by or otherwise passes, or is to pass, to the "J.A. Brown Trust."

2. The Trustee may make any payment under subparagraph 1. directly to the taxing authority or to the legal representative of my husband's estate.

3. The Trustee's selection of any properties to be sold to pay any amount under subparagraph 1., and the tax effects of any such sale, shall not be subject to question by any beneficiary.

I. If my husband shall not survive me, then I devise and bequeath the residue of this "J.A. Brown Trust" as provided in paragraph E. above.

J. By the provisions 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. My Executor shall make a qualified terminable interest property 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 husband. In any event, my Executor shall not incur any liability to any party for the exercise or nonexercise of this election.

K. This trust shall be designated and known as the "J.A. Brown Trust".

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

ITEM XI.

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

B. My husband shall have the right to disclaim all or any part of his interest in any property which I have devised or bequeathed to him whether outright or in trust; provided he shall do so within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be timely filed in the Court in which my estate is being probated. If my husband disclaims in whole or in part, the property in which he disclaims his interest shall be disposed of in accordance with the provisions of Paragraph C. of this Item.

C. If my husband does not survive me, the residue of my estate shall be divided into as many separate and equal shares as shall be necessary to allocate one such share to each of my children then living on my death and one such share collectively to the then living children and other descendants of each of my children then deceased. Any separate share allocated to a child of mine shall be distributed, free of trust, to the child. Any separate share allocated to the children and other descendants of a deceased child of mine shall be distributed, per stirpes, to those children and other descendants according to the terms and provisions of 1. through 6. of paragraph C. of Item XII. of this Will.

ITEM XII.

From the assets conveyed to the "Iris W. Brown Family Trust" herein, my Executor shall first pay any and all estate and inheritance taxes payable by my estate, regardless of whether such taxes are attributable to property included in my probate estate or to property passing outside of my probate estate either by operation of law, by contract or otherwise. The remainder of those assets shall be held by Trustmark National Bank and James A. Brown, Jr., as Trustees, under the terms hereafter set forth, for the benefit of my husband, my children and my other descendants. For

convenience, the Trustees shall be referred to as "Trustee." The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

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

B. In addition to the income distributions, the Trustee may distribute to or for the benefit of my husband, as much principal as the Trustee shall deem advisable for his support, maintenance and health; or for the maintenance of his accustomed standard of living; or for any medical, hospital or other institutional care of any of the beneficiaries. These distributions shall be made in such proportions, amounts and intervals as the Trustee shall determine. In considering principal distributions, the Trustee shall consider the needs of my husband and the funds available to his from other sources.

C. Upon the death of my husband, the Trustee shall divide the assets of this trust into equal and separate shares, one share for each of my then living children, and one share for each child of mine who is then deceased but who is survived by children. The Trustee shall distribute to each of my living children the shares created for such child. Each share created for the children of a deceased child of mine shall be distributed as follows:

1. The amount, if any, allocated to OLIVIA BLAKE OLMSTEAD shall be distributed to her, free of trust, if the "Olivia Blake Olmstead Trust" dated December 28, 1983, is not then in existence. If that trust is then in existence, all of the amount shall be distributed to that trust. The amount

distributed to that trust shall be held and distributed according to the terms and provisions of its governing instrument.

2. The amount, if any, allocated to VANESSA KATHLEEN OLMSTEAD shall be distributed to her, free of trust, if the "Vanessa Kathleen Olmstead Trust of 1984" dated December 31, 1984, is not then in existence. If that trust is then in existence all of the amount shall be distributed to that trust. The amount distributed to that trust shall be held and distributed according to the terms and provisions of its governing instrument.

3. The amount, if any, allocated to FREDERICK JAMIESON OLMSTEAD shall be distributed to him, free of trust, if the "Frederick Jamieson Olmstead Trust of 1984" dated December 31, 1984, is not then in existence. If that trust is then in existence all of the amount shall be distributed to that trust. The amount distributed to that trust shall be held and distributed according to the terms and provisions of its governing instrument.

4. The amount, if any, allocated to WILLIAM ARMISTEAD TYLER shall be distributed to him, free of trust, if the "William Armistead Tyler Trust of 1984" dated December 31, 1984, is not then in existence. If that trust is then in existence all of the amount shall be distributed to that trust. The amount distributed to that trust shall be held and distributed according to the terms and provisions of its governing instrument.

5. The amount, if any, allocated to ELISE ADELE TYLER shall be distributed to her, free of trust, if the "Elise Adele Tyler Trust of 1984" dated December 31, 1984, is not then in existence. If that trust is then in existence, all of the amount shall be distributed to that trust. The amount distributed to that trust shall be held and distributed

according to the terms and provisions of its governing instrument.

6. Any amount allocated to a child of my children (referred to as a "grandchild") who is not named at 1. through 5. shall be held in a separate trust for that grandchild according to the following terms and provisions:

(a) The separate trust shall be known as the "Iris W. Brown Family Trust FBO [inserting here the name of the grandchild for whom the separate trust is being held]."

(b) The sole trustee of the separate trust shall be TRUSTMARK NATIONAL BANK, Jackson, Mississippi (referred to as the "Trustee"). The Trustee shall have the same rights, powers and discretions given to, and shall be subject to the same obligations imposed on, the Trustees of the "Iris W. Brown Family Trust" and created by the provisions of Item XII of this Will.

(c) The Trustee may distribute all of any part of the income or principal of the separate trust to or for benefit of the grandchild for whom the trust is being held, in such proportions as the Trustee may determine for the health, education, support, maintenance, comfort, and welfare of that grandchild, taking into consideration that grandchild's needs and all other circumstances and factors that the Trustee considers pertinent. Any income not so distributed shall be accumulated and added to principal.

(d) Upon the attainment of the age of thirty-five (35) years by the grandchild, all of the remaining principal and accumulated and accrued income of the separate trust being held for that grandchild shall be distributed to him or her free of trust. If the grandchild is under a legal disability upon the attainment of that age, the separate trust shall continue to be retained for that grandchild and shall be

distributed to him or her free of trust when the legal disability is removed. Notwithstanding the preceding provisions of this subparagraph (d) the Trustee may terminate the separate trust, in whole or in part, at any time or times after the grandchild for whom the separate trust is being held has attained the age of twenty-one years, if the Trustee, in the Trustee's sole discretion, determines that such earlier termination, in whole or in part, is in the best interest of that grandchild. In this early termination, the terminated portion of the principal and accumulated and accrued income of the separate trust being held for the grandchild shall be distributed to him or her free of trust.

(e) If the grandchild dies before the complete termination of the separate trust being held for him or her, the Trustee shall distribute the separate trust to the duly appointed legal representative of that grandchild's estate, to be distributed as part of the estate.

(f) If and when a separate trust is held for the grandchild under the terms and provisions of Subarticle 5.2 or 6.2. of the "J.A. Brown and Iris W. Brown Intervivos Trust" U/A 12/23/1988, the separate trust being held for that grandchild under this 6. shall be added to and merged with that other separate trust.

7. Any amount allocated to the children and other descendants of a deceased child of my children shall be distributed, per stirpes, free of trust, to those children and other descendants. If one of those children or other descendants (referred to as a "descendant") is then under the age of twenty-one years, or under any legal disability, however, that descendant's amount shall be vested in him or her but shall be retained in a separate trust for him or her according to the following terms and provisions:

(a) The separate trust shall be known as the "Iris W. Brown Family Trust FBO [inserting here the name of the grandchild for whom the separate trust is being held]."

(b) The sole trustee of the separate trust shall be TRUSTMARK NATIONAL BANK, Jackson, Mississippi (referred to as the "Trustee"). The Trustee shall have the same rights, powers and discretions given to, and shall be subject to the same obligations imposed on, the Trustees of the "Iris W. Brown Family Trust" created by the provisions of Item XII. of this Will.

(c) The Trustee may distribute all of any part of the income or principal of the separate trust to or for benefit of the descendant for whom the trust is being held, in such proportions as the Trustee may determine for the health, education, support, maintenance, comfort, and welfare of that descendant, taking into consideration his or her needs and all other circumstances and factors that the Trustee considers pertinent. Any income not so distributed shall be accumulated and added to principal

(d) When the descendant is of the age of twenty-one years or older and is under no legal disability, all of the remaining principal and accumulated and accrued income of the separate trust being held for him or her shall be distributed to him or her free of trust. Notwithstanding the preceding sentence, the Trustee may terminate the separate trust, in whole or in part, at any time or times after the descendant for whom the separate trust is being held has attained the age of twenty-one years, if the Trustee, in the Trustee's sole discretion, determines that such earlier termination, in whole or in part, is in the best interest of that descendant. In this early termination, the terminated portion of the principal and accumulated and accrued income of the

separate trust being held for the descendant shall be distributed to him or her free of trust.

(e) If the descendant dies before the complete termination of the separate trust being held for him or her, the Trustee shall distribute the separate trust to the duly appointed legal representative of that descendant's estate, to be distributed as part of the estate.

(f) If and when a separate trust is held for the descendant under the terms and provisions of Subarticle 6.2. of the "J.A. Brown and Iris W. Brown Intervivos Trust" U/A 12/23/1988, the separate trust being held for that descendant under this Paragraph 7. shall be added to and merged with that other separate trust.

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

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

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

G. The trust created in this Item shall be designated and known as the "Iris W. Brown Family Trust".

ITEM XIII.

If my husband survives me and any of my children or their descendants are then living at his death, at his death the income or principal or both of any trust created herein (other than the

income of the "J.A. Brown Trust") shall be distributed to or for the benefit of any one (1) or more of my children then living or their descendants then or later living (other than to or for the benefit of 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 Item XIII. 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 Section 2041 of the Internal Revenue Code of 1986, as now or hereafter amended, with respect to all or any part of a trust created herein. 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 a trust subject to my husband's power but not effectively appointed by my husband according to this Item XIII. shall be distributed at the end of the probate period according to the otherwise applicable provisions of this Will, without regard to this Item XIII. 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 her power shall be considered as a trust created herein.

ITEM XIV.

A. For purposes of this Item XIV., the following terms shall have the ascribed meanings:

1. "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.

2. "Distribution" includes but is not limited to (a) a reimbursement or other recovery of income or principal from a

trust created herein of any transfer tax that is authorized or directed, by any federal or state statute or other law, to be made to the person on whom that tax is imposed, (b) a withdrawal of income or principal from a trust created herein, and (c) 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.

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

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

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

6. "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.

7. "Tax detriment" means (a) the failing of the "Iris W. Brown Trust" to qualify for the federal or state estate tax marital deduction or (b) 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.

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

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

10. "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.

B. Before the allocation of any of my or another transferor's GST exemption to a trust created herein, the Trustee may divided 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 be made. 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 Paragraph F. to the two (2) trusts as the "Multiple Trusts."

C. The following special provisions shall apply to the "J.A. Brown Trust":

1. If the Trustee intends to allocate any of my GST exemption to the "J.A. Brown Trust" (or the "J.A. Brown Trust No. 1 or No. 2," if the "J.A. Brown Trust" was divided under subparagraph 2 of Paragraph A of Item X., 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 Item X. However, all distributions of principal to be made to my husband from the divided trust and all payments to be made under Item III or Paragraph H of Item X. 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.

2. At my husband's death, the two (2) trusts into which the "J.A. Brown Trust" was divided under subparagraph 1 (or the "J.A. Brown Trust No. 1" or the two (2) separate trusts

into which it was divided under subparagraph 1 and the "J.A. Brown Trust No. 2" or the two (2) trusts into which it was divided under subparagraph 1) shall each be administered as a separate trust according to the provisions of this Will governing the "J.A. Brown Trust" (or the "J.A. Brown Trust No. 1 or No. 2," as the case may be), subject to the application of paragraph F. to all of those trusts as the "Multiple Trusts."

3. Subparagraph 1 shall take precedence over subparagraph 2, to the extent both are otherwise applicable, and neither paragraph B. nor paragraph C. shall apply to the "J.A. Brown Trust" (or the "J.A. Brown Trust No. 1 or No. 2") in instances when this paragraph D. is applicable.

D. Whenever a trust created herein is to be divided into two (2) separate trusts under paragraph B. or C., 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. In the division, the Trustee may give to each trust properties of varying or unvarying interests or proportions, without regard, unless required otherwise under this paragraph D., to the income tax bases of the properties.

E. The following provisions shall apply for mergers or segregations of trusts created herein:

1. The Trustee may later merge any separate trusts into which a trust created herein may have been previously divided under paragraph B. or C., if the Trustee then determines that

the merger will not result in any materially adverse income tax or transfer tax consequences.

2. The Trustee may merge any two (2) or more of the trusts created herein being 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 paragraph F. to all of those trusts as the "Multiple Trusts."

3. 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 paragraph F. to all of those segregate trusts and the primary trust as the "Multiple Trusts."

F. The following provisions shall apply whenever made applicable by this Item XIV.:

1. All distributions and all payments under Item III 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.

2. 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 Paragraph F. 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 material 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 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.

G. The Trustee may take any action (including but not being limited to any action that may contrary or in addition to the preceding provisions of this Item XIV.), if--

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

.ITEM XV.

A. Unless otherwise provided herein, the terms "trust" and "trusts" may be used interchangeably and shall mean all trusts created by this Will, except no power is granted to the Trustee of any trust intended to qualify for the estate tax marital deduction which the Trustee of such a trust is not permitted to have.

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

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

D. In making distributions to beneficiaries from a trust created under this Will, and especially where a beneficiary is a

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

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

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

situation of the trust and the beneficiaries and the standards for distributions set forth herein.

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

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

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

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

K. The Trustee may terminate any trust if (1) the Trustee shall determine the assets of the trust are of such small value that the continued existence and operation of the trust is not in

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

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

ITEM XVI.

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

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

C. If the corporate Trustee resigns or becomes unable to serve, regardless of the cause, a successor Trustee shall be appointed by the individual Trustee. If the individual Trustee fails to appoint a successor Trustee within thirty (30) days, such appointment shall be made by unanimous vote of my other children.

If my other children fail to agree or to make the appointment prior to the effective date of the Trustee's resignation, a successor Trustee shall be appointed by the Chancery Court of the County in which this Will was probated, upon petition brought by or on behalf of the beneficiaries of the trust. The successor corporate Trustee shall be another bank possessing trust powers and an active, fully staffed Trust Department. If the individual Trustee dies, resigns or becomes unable to serve as individual Trustee, ADELE BROWN TYLER and AMANDA BROWN OLMSTEAD shall serve as successor individual Co-Trustees.

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

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

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

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

H. TRUSTMARK NATIONAL BANK, as one of the Trustees, shall have custody of all of the assets of the trust. The corporate Trustee shall consult the individual Trustee on all matters of importance, both personal and business, related to the trust and to the beneficiaries thereof and shall consult the individual Trustee on all matters regarding the exercise of discretion as to the payment or distribution of income or principal of the trust.

I. The corporate Trustee shall have the authority and responsibility for proposing the investment and reinvestment of the funds of the trust and shall consult with the individual Trustee concerning such matters. Before making any investment, reinvestment, sale, exchange, transfer or other disposition of any assets or funds of the trust, the corporate Trustee shall obtain the approval of the individual Trustee. The decision of the individual Trustee on those matters shall be final. The corporate Trustee shall not be responsible nor liable for any loss suffered by the trust because the individual Trustee shall approve or disapprove any proposed sale, purchase or investment of trust assets. However, if at any time the corporate Trustee shall deem it absolutely necessary to take immediate action with reference to the purchase or sale of assets of the trust and shall deem it inadvisable to postpone such action until such time as the individual Trustee can be consulted, the corporate Trustee may take such action without consulting the individual Trustee. In that event, the corporate Trustee shall immediately notify the individual Trustee, in writing, of the action taken and the reasons that the action was taken without prior consultation with the individual Trustee.

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J. The corporate Trustee shall keep all records and books of account; shall prepare all inventories and accountings, collections, payments and distributions; and, for convenience, the individual Trustee shall not be obligated to sign or countersign checks or vouchers used in making payments or distributions or receipts in making collections. It is recognized that the books of original entry and other detail records of each project or venture may be kept by that project or venture manager.

K. The individual Trustee shall be responsible for keeping the corporate Trustee apprised of the needs of each of the beneficiaries and shall, from time to time, recommend to the corporate Trustee the amounts of intervals of distributions of trust funds to be made to the beneficiaries. The decisions of the individual Trustee shall be final and conclusive as to the distributions to be made to the beneficiaries.

L. In all actions and decisions other than those enumerated above, the Trustees shall act in concert. Neither of the Trustees herein named shall be held liable or responsible for the acts, neglects, defaults, or other breach of trust committed by the other. Each Trustee shall be responsible solely for its or his actions.

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

ITEM XVII.

Except as limited or restricted by other provisions of this Will, I hereby grant to the Executor and the Trustee named herein the continuing, absolute, discretion and power to deal with any property, real or personal, held in trust or in the administration of my estate. Such power may be exercised independently without prior or subsequent approval of any judicial authority. No person dealing with the Executor or Trustee shall be required to inquire into the propriety of actions either may take. However, no power

is granted to the Trustee of any trust intended to qualify for the estate tax marital deduction which would cause such trust not to so qualify. Without limiting the generality of the foregoing, I hereby grant to the Executor and the Trustee hereunder the following specific powers, duties and authority in addition to and not in substitution of powers conferred by law.

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

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

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

D. The Executor or the Trustee may borrow money upon such terms and conditions as either may determine; may execute notes, security instruments or other documents necessary to secure such loans; and except for property which is specifically devised or

bequeathed, may mortgage and pledge estate or trust assets as security for the repayment thereof. Any loan which the Executor or the Trustee has not repaid at the time of the termination of my estate or the trust shall be treated as a liability thereof. The assets of my estate or the trust shall be distributed to the beneficiaries subject to such liability. The Executor or the Trustee may loan money to any beneficiary of the estate or trust upon such terms as either may determine advisable. Any loan which has not been repaid at the time of the termination of the administration of my estate or the trust shall be treated as an asset thereof and shall be distributed to the beneficiaries as such.

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

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

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Trustee also may make in kind and non-pro rata distributions under this will and trust if practicable. Any asset distributed in kind shall be valued at its date of distribution value. Such decision of the Executor or Trustee shall be conclusive if made in good faith. Notwithstanding the discretion and authority granted to the Executor in this paragraph, the Executor shall not exercise this discretion in any way or manner which will result in a loss of or decrease in the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

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

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

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

retirement plan or contract under which death benefits can be or are made payable to the Executor or Trustee.

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

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

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

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

I may be a partner at the time of my death whenever the terms of any such agreement obligate my estate or personal representative to sell or continue my interest therein.

ITEM XVIII.

A. If my husband, Army, is or becomes unable or unwilling to serve as Executor, I appoint my son, James A. Brown, Jr. shall serve as my sole Executor. If my son is or becomes unable or unwilling to serve, I appoint my daughters, Adele Brown Tyler and Amanda Brown Olmstead to serve as successor Co-Executors. All rights, powers, duties and discretions granted to or imposed upon the Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor", "Executrix" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

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

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

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

E. The Executor may pay or deliver part or all of the property bequeathed or devised herein as soon as it is convenient to do so without jeopardizing the ability of my estate to satisfy its

taxes and obligations. In any event, the date or dates of distribution shall be determined in the discretion of the Executor.

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

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

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

IN WITNESS WHEREOF, I have signed and declared this instrument to be my Last Will and Testament on this the 9th day of May, 1996.

Iris W. Brown
IRIS W. BROWN

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

WITNESSES:

Paul Calhoun of 1493 North Lake DR
Jackson, MS 39211

John R. [Signature] of 249 RIVERBEND DRIVE
Jackson MS 39212

I.W.B.

PROOF OF WILL

We, PAUL CALHOUN and John Honigfort, on oath state:

We are the subscribing witnesses to the attached type-written instrument dated May 9, 1996, which purports to be the Last Will and Testament of Iris W. Brown. On the execution date of the instrument, Iris W. Brown, in our presence, signed the instrument at the end thereof, acknowledged her signature thereto, declared the instrument to be her Will, and requested that we attest her execution thereof. In the presence of Iris W. Brown each of us signed our respective names as attesting witnesses. At the time of execution of the instrument, Iris W. Brown appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

DATED this 9 day of May, 1996.

Paul Calhoun
(WITNESS)

John Honigfort
(WITNESS)

* * * * *

STATE OF MISSISSIPPI
COUNTY OF Hinds

Subscribed and sworn to before me, the undersigned Notary Public, on this the 10th day of May, 1996.

Delena W. Davie
Notary Public

My Commission Expires:

December 7, 1999

