

**FIRST CODICIL TO
THE LAST WILL AND TESTAMENT
OF
IRIS W. BROWN**

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, not acting under duress or undue influence hereby make, publish and declare this to be the First Codicil to my Last Will and Testament dated May 9, 1996.

ITEM I

I hereby delete from Item IX from my Last Will and Testament dated May 9, 1996, and I cancel the bequest set forth therein.

ITEM II

I hereby amend Item VII of my Last Will and Testament dated May 9, 1996, by adding the following sentence: "If Eula Mae Jordan predeceases me, this provision shall lapse and shall be totally null and void."

ITEM III

I hereby amend my Last Will and Testament dated May 9, 1996, by the addition of the following provision "I give and bequeath to Joneath Anderson, if he survives me, the sum of \$2,500.00. If he predeceases me, this provision shall lapse and shall be totally null and void"

ITEM IV

I hereby amend my Last Will and Testament dated May 9, 1996, by the addition of the following provision: "I give and bequeath to Ella Barber, if she survives me, the sum of \$2,500.00. If she predeceases me, this provision shall lapse and shall be totally null and void"

ITEM V

I hereby amend my Last Will and Testament dated May 9, 1996, by the addition of the following provision: "I give and bequeath to Edna Liddell, if she survives me, the sum of \$1,000.00. If she predeceases me, this provision shall lapse and shall be totally null and void"

ITEM VI

Except as revised herein, my Last Will and Testament dated May 9, 1996, shall remain in full force and effect.

IN WITNESS WHEREOF, I have signed and declared this instrument to be the First Codicil to my Last Will and Testament dated May 9, 1996, on this the 20 day of ~~March~~, April, 2000.

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 the First Codicil to her Last Will and Testament dated May 9, 1996 in our presence and we have subscribed our names as witnesses in her presence and in the presence of each other.

WITNESSES:

Rand Calhoun of 1493 North Lake Dr
Tackson, MS
Fred Morris of 102 West Waterwood Dr
Brandon, MS 39047

PROOF OF CODICIL

We, PAUL CALHOUN and FRED MORRIS, on oath state:

We are the subscribing witnesses to the attached type-written instrument dated April 20, 2000, which purports to be the First Codicil of 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 First Codicil, 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 20 day of April, 2000.

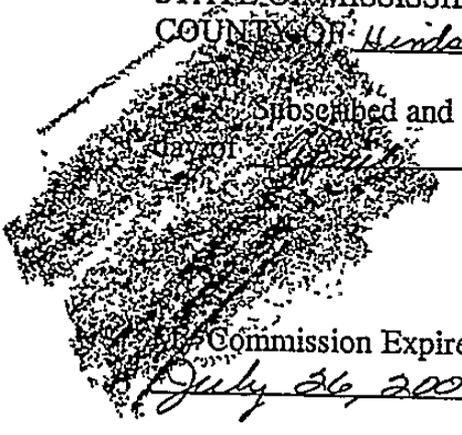
Paul Calhoun
(WITNESS)

Fred Morris
(WITNESS)

* * * * *

STATE OF MISSISSIPPI
COUNTY OF Hinds

Subscribed and sworn to before me, the undersigned Notary Public, on this the 20th day of April, 2000.



Shirley Faye Buxton
Notary Public

ck\ame-will\brown\iris first-cod

STATE OF MISSISSIPPI
HINDS COUNTY
I, EDDIE JEAN CARR, Clerk of the Chancery Court in and for the County and State aforesaid, do hereby certify that the foregoing Codicil is a true and correct copy as appears on record in my office in Will Book 130 Page 518. Given under my hand and official seal of office this the 10th day of November, 2004.
EDDIE JEAN CARR, CHANCERY CLERK
BY Smith D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

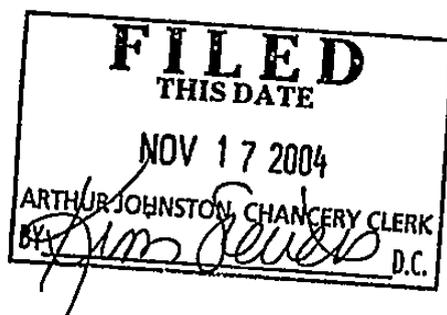
IN THE MATTER OF THE ESTATE OF
LILLIAN CAMBRE KOENIG, DECEASEDNO. 2004-872AFFIDAVIT OF SUBSCRIBING WITNESSSTATE OF MISSISSIPPI
COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named JANE W. GUNN, who being by me first duly sworn according to the law, say on oath:

(1) That the affiant is a subscribing witness to an instrument of writing purporting to be the Last Will and Testament of LILLIAN CAMBRE KOENIG, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 1st day of July, 1998.

(2) That on the 1st day of July, 1998, the said LILLIAN CAMBRE KOENIG signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the affiant, and in the presence of Stacey Kirschten, the other subscribing witness to the instrument.

(3) That LILLIAN CAMBRE KOENIG was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.



(4) That the affiant, subscribed and attested said instrument as a witness to the signature and publication thereof, at the special instance and request, and in the presence of said LILLIAN CAMBRE KOENIG.

Jane W. Gunn
JANE W. GUNN

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

Christina Neal
NOTARY PUBLIC
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES AUG. 2, 2008
BONDED THRU STEGALL NOTARY SERVICE



MY COMMISSION EXPIRES: _____

Prepared by:
Marc K. McKay, MSB #8732
McKay Simpson Lawler Franklin & Foreman, PLLC
P. O. Box 2488
Ridgeland, MS 39158-2488
(601) 856-5794

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
ESTATE OF CLARENCE WILLIAMS

NO. 2004-884

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF Windsor

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

That affiant is the duly appointed, qualified and acting executor of the estate of Clarence Williams, 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 probated and registered by the clerk of the court granting letters within the ninety (90) day period provided by Mississippi Code of 192 Ann., Sec 91-7-145 will bar such claim. The persons so identified and their last known addresses are:

<u>Person/Corporation</u>	<u>Last Known Address</u>
1.	
2.	
3.	
4.	
5.	
6.	

WITNESS MY HAND this 3rd day of Nov., 2004.

Martha Williams
MARTHA WILLIAMS, ADMINISTRATRIX

SWORN TO AND SUBSCRIBED BEFORE ME this the 3rd day of Nov.

2004.

Louise H. McKinney
NOTARY PUBLIC
LOUISE H. MCKINNEY
NOTARY PUBLIC
WINDSOR COUNTY, MS

My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires: December 30, 2006
Bonded Thru Heiden, Brooks & Garland, Inc.

FILED
THIS DATE
NOV 18 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY Gene D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
HARTLEY PELDA FAIRCHILD, DECEASED

C.A. NO. 2004-461

AFFIDAVIT

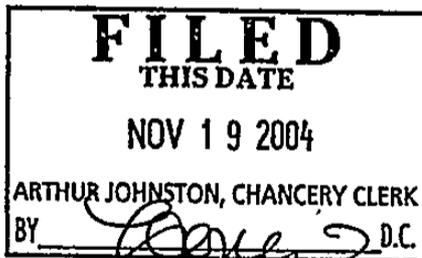
STATE OF MISSISSIPPI

COUNTY OF Larkin

PERSONALLY APPEARED BEFORE ME the undersigned authority in and for the state and county aforesaid, Georgia Marie Fairchild, who by me being duly sworn, states on oath the following:

1. I am the duly appointed and acting Executrix of the Estate of Hartley Pelda Fairchild, deceased,
2. Acting in my capacity as Executrix, I have made reasonably diligent efforts pursuant to Section 91-7-145 of the Mississippi Code Annotated of 1972, as amended, to identify those persons having claims against the Estate of Hartley Pelda Fairchild, deceased, and I have concluded based on such examination that there are no persons to whom notice should be given.
3. I am giving this affidavit in my capacity as Executrix of the Estate of Hartley Pelda Fairchild, deceased, for the purpose of fulfilling the requirements of Section 91-7-145 of the Mississippi Code Annotated of 1972, as amended.

Georgia Marie Fairchild
Georgia Marie Fairchild, Affiant

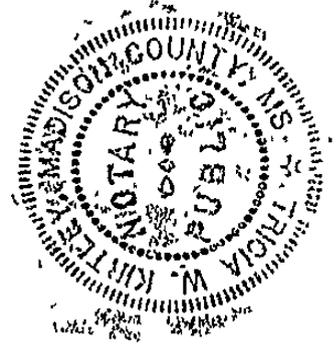


SWORN TO AND SUBSCRIBED BEFORE ME, this the 16th day of

November, 2004.

Tricia W. Kirtley
NOTARY PUBLIC

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES FEB 23 2006
BONDED THRU STEGALL NOTARY SERVICE



OF COUNSEL:

G. Michael Massey, Esq. (MSB #9404)
Massey Higginbotham & Vise, P.A,
3003 Lakeland Cove, Suite E
Flowood, Mississippi 39232

ATTORNEYS FOR EXECUTRIX

2004-906

Last Will and Testament

OF

ANNIE LAURA MITCHELL

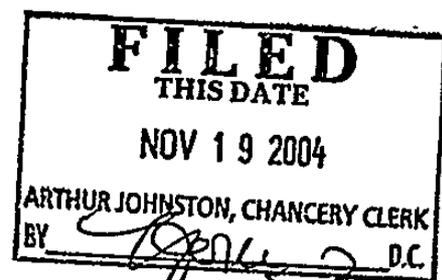
I, ANNIE LAURA MITCHELL, a resident citizen of Alcorn County, Mississippi, being over the age of twenty-one years and of sound and disposing mind, memory and understanding, make, publish and declare this instrument to be my Last Will and Testament, and I expressly revoke all Wills and Codicils heretofore executed by me.

ITEM I.

It is my will and desire that all of my just and legal debts which I owe at the time of my death shall be paid as soon as practical after my death, and I direct and authorize the executrix of this Will and of my estate to pay my said debts in accordance with this Item as well as all expenses of my funeral, without requiring the said debts to be probated, registered and allowed against my estate; however, I do not intend by this provision to relieve any creditor from the necessity of probating his claim against my estate within the time and in the manner required by law if the same is to be a charge against my estate unless my said executrix shall elect to pay said claim without the necessity thereof. The debts and expenses referred to herein shall be paid from any money which I have at the time of my death, whether represented by cash, checking account, savings account, certificate of deposit or any other type savings at any bank or other savings institution.

Annie Laura Mitchell

LAST WILL AND TESTAMENT OF
ANNIE LAURA MITCHELL - PAGE ONE



ITEM II.

I give and grant unto my executrix such power, right and authority in and over my estate and each and every asset thereof as may be necessary or needful for her to have in administering my estate and carrying into effect the provisions of this Will.

ITEM III.

I give and bequeath unto the TRUSTEES OF THE WEST CORINTH BAPTIST CHURCH, CORINTH, MISSISSIPPI, for the use and benefit of the said church one-tenth (1/10th) of any money which I may have at the time of my death, whether represented by cash, checking account, savings account, certificate of deposit, or any other type savings at any bank or other savings institution, remaining after the payment of the debts and expenses referred to in Item I of this my Last Will and Testament.

ITEM IV.

I hereby give, devise and bequeath unto CATHY M. STRAUSS, my daughter, all of the rest, residue and remainder of my estate, real, personal and mixed, of whatsoever nature or wheresoever situated, remaining after the payment of the debts and expenses referred to in Item I of this my Last Will and Testament.

ITEM V.

I hereby name and designate my daughter, CATHY M. STRAUSS, to be the executrix of this my Last Will and Testament. I have full faith and confidence in CATHY M. STRAUSS for which reason I expressly relieve the executrix of this Will and of my estate from making or causing to be made any inventory or appraisement of my

Annie Laura Mitchell

estate or from making or causing to be made a bond as the executrix and from making or causing to be made any account, either annual or final, of any nature to any court concerning the administration and distribution of my estate.

IN WITNESS WHEREOF, I, ANNIE LAURA MITCHELL, have to this my Last Will and Testament subscribed my name on this the 15th day of November, 1988.

Annie Laura Mitchell
ANNIE LAURA MITCHELL,
TESTATRIX

Subscribed and executed by the Testatrix, ANNIE LAURA MITCHELL, in the presence of us and each of us, and at the same time published, declared and acknowledged by her to us to be her Last Will and Testament, and thereupon, we, at the request of said Testatrix, in her presence and in the presence of each other, have hereunto subscribed our names as witnesses on this the 15th day of November, 1988.

Donald Ray Downs residing at Alcorn County, Mississippi

Linda H. Nickolls residing at Alcorn County, Mississippi

Annie Laura Mitchell
LAST WILL AND TESTAMENT OF
ANNIE LAURA MITCHELL - PAGE THREE

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF ALCORN

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned notary public of said county, Donald Ray Downs and Linda G. Downs, formerly Linda G. Nuckolls, credible and competent subscribing witnesses to a certain instrument of writing filed in the office of the Chancery Clerk of Madison County, Mississippi, on the ____ day of November, 2004, purporting to be the Last Will and Testament of Annie Laura Mitchell, late of Alcorn County, Mississippi, and said witnesses having been by me first duly sworn, on oath says:

That Annie Laura Mitchell, on the 15th day of November, 1988, the day of the date of said instrument in Alcorn County, Mississippi, freely, and without any restraint or undue influence known to them, signed and published and declared said instrument to be her Last Will and Testament in their presence and in the presence of each other, and that the said Annie Laura Mitchell was then of sound and disposing mind and more than twenty-one (21) years of age; that they, the said witnesses, then and there, at the special instance and request, and in the presence of Annie

Laura Mitchell and in the presence of each other, subscribed and attested said instrument as witnesses to the signature and publication thereof, that the said Annie Laura Mitchell at the time of said attestation by said witnesses was mentally capable of recognizing, and actually conscious of said act of attestation; and that they the said subscribing witnesses were at the time of attestation, competent witnesses under the laws of the State of Mississippi.

Donald Ray Downs
DONALD RAY DOWNS

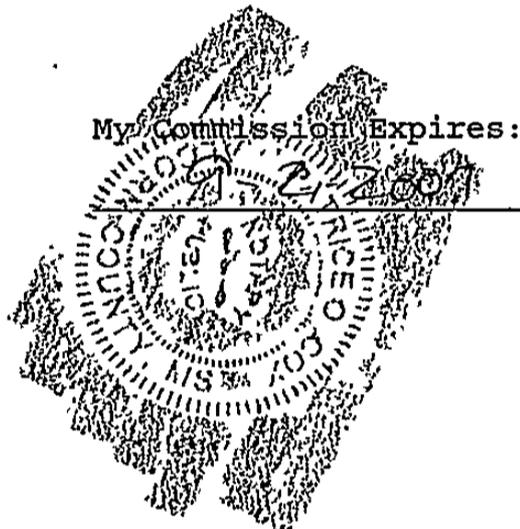
Linda G. Downs
LINDA G. DOWNS

SWORN TO AND SUBSCRIBED before me on this the _____ day of

November, 2004.

Patrice O. Cox
NOTARY PUBLIC

My Commission Expires:



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
BARBARA WOOTON CARRAWAY, DECEASED

CAUSE NO. 2004-817

MARY CARRAWAY MILLS, EXECUTRIX

AFFIDAVIT REGARDING CREDITORS

STATE OF MISSISSIPPI
COUNTY OF MADISON

FILED
THIS DATE
NOV 19 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid, the within named MARY CARRAWAY MILLS, who, being by me first duly sworn, states on oath that:

Affiant is the duly appointed, qualified and acting Executrix of the Estate of BARBARA WOOTON CARRAWAY, Deceased; and 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 the claim probated and registered by the Clerk of the Chancery Court of Madison County, Mississippi, within the ninety (90) day period provided by Section 91-7-145 of the Mississippi Code of 1972, as amended, will bar such claim forever.

DATED this, the 15th day of November, 2004.

Mary Carraway Mills

MARY CARRAWAY MILLS, Executrix of the
Estate of BARBARA WOOTON CARRAWAY

SWORN TO AND SUBSCRIBED BEFORE ME, this the 15th day of November, 2004.

Sheree Nelson

NOTARY PUBLIC

My Commission Expires:
MY COMMISSION EXPIRES MARCH 7, 2008



Last Will and Testament 2004-907

OF

ANNIE LAURIE HIGH

I, ANNIE LAURIE HIGH, of Madison County, Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, do make, publish and declare this to be my Last Will and Testament, hereby revoking all previous Wills and Codicils.

I.

I appoint as the Executrix of my estate Annie Ruth Walker, to serve without bond and to act as her good judgment and discretion will determine; and she shall not be required to file any accounting, annual or final, to any Courts of her actions as Executrix.

II.

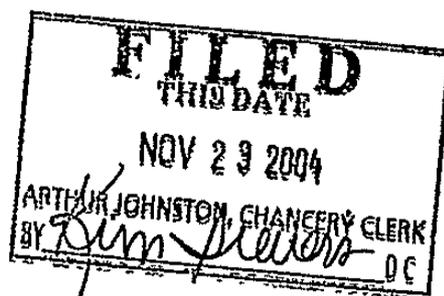
I give, devise and bequeath to Annie Ruth Walker and William Watts, at the time of my death, to share and share alike, any and all property owned by me, real, personal and mixed of every nature and kind and wherever the same may be situated.

III.

I give, devise and bequeath to Annie Ruth Walker and William Watts, at the time of my death, to share and share alike, the residue of my estate.

IV.

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



WITNESS MY SIGNATURE, this 30th day of December 1992.

Annie Laurie High
ANNIE LAURIE HIGH

WITNESSES:

Bessie M Davis
Joyce A. Chubb
* * *

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

WITNESS OUR HANDS, this 30th day of December 1992.

NAME

ADDRESS

Bessie M Davis

P.O. Box 824

Joyce A. Chubb

Canton, MS 39046

Route 4, Box 431-B

Cat House, MS 39051

0000.0253

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
ANNIE LAURA HIGH, DECEASED

CIVIL ACTION NO.: 2004-907

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF HINDS

FILED
THIS DATE
NOV 23 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY <i>Kim Newell</i> D.C.

PERSONALLY APPEARED BEFORE ME the undersigned authority in and for the State and County aforesaid the within named Annie Ruth Walker, who being by me first duly sworn on Oath stated: That Affiant is the duly appointed, qualified acting Executortrix of the Estate of Annie Laura High, 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 Miss. Code of 1972, Ann., Section 91-7-145 will bar such claim. The persons so identified and their last known addresses are:

PERSONS

LAST KNOWN ADDRESS

WITNESS MY HAND, this the 17th day of November
2007.

Annie R. Walker
ANNIE RUTH WALKER

SWORN TO AND SUBSCRIBED BEFORE ME, this the 17th day of
November, 2007.



Mrs. Ida M. Allen
NOTARY PUBLIC

MY COMMISSION EXPIRES:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 7, 2008
BONDED THRU STEGALL NOTARY SERVICE

PREPARED BY:
ROOSEVELT DANIELS, II
MSB#5788
DANIELS & ASSOCIATES, PLLC
6700 Old Canton Road
Suite C
Ridgeland, MS 39157-1253
Telephone Number: (601) 978-3022
Facsimile Number: (601) 978-3033

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF BESSIE BOND HART, DECEASED

NO. 2004-819

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me the undersigned authority in and for the state and county aforesaid the within named PAT EVERETT RENEGAR, who, being, first duly sworn on oath stated:

That affiant is the duly appointed, qualified and acting Co-Executor of the Estate of BESSIE BOND HART, deceased; that affiant has made reasonably diligent efforts to identify all personas 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 court granting letters within the ninety (90) day period provided by Miss. Code of 1972 Ann., Sec. 91-7-145 will bar such claim.

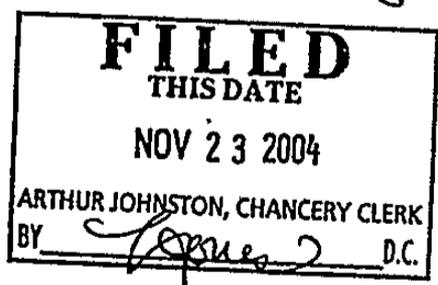
Witness my hand, this the 10th day of November, 2004.

Pat Everett Renegar
PAT EVERETT RENEGAR

SWORN TO AND SUBSCRIBED BEFORE ME, this the 10th day of November, 2004.

Maxine M. Craig
NOTARY PUBLIC

MY COMMISSION EXPIRES:
11-18-05



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF BESSIE BOND HART, DECEASED

NO. 2004-819

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me the undersigned authority in and for the state and county aforesaid the within named SCOT ALLEN THIGPEN, who, being, first duly sworn on oath stated:

That affiant is the duly appointed, qualified and acting Co-Executor of the Estate of BESSIE BOND HART, deceased; that affiant has made reasonably diligent efforts to identify all personas 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 court granting letters within the ninety (90) day period provided by Miss. Code of 1972 Ann., Sec. 91-7-145 will bar such claim.

Witness my hand, this the 15 day of November, 2004.

Scot Allen Thigpen
SCOT ALLEN THIGPEN

SWORN TO AND SUBSCRIBED BEFORE ME, this the 15 day of November, 2004.

Dianna Adams
NOTARY PUBLIC



MY COMMISSION EXPIRES:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 5, 2008
BONDED THRU STEGALL NOTARY SERVICE

FILED
THIS DATE
NOV 23 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY James D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
CORRINE H McLENDON, DECEASED

NO. 2004-828

DR. DEWEY MYERS, PETITIONER

AFFIDAVIT

COMES NOW the petitioner, Dr Dewey Myers, under oath and certifies to the Court that he has complied with Section 91-7-145 of the Mississippi Code and notified all known persons having claims against the estate.

Dewey F. Myers, D.M.
DR. DEWEY MYERS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 24th day of November, 2004.

Rebecca M. Urquhart
NOTARY PUBLIC

My Commission Expires:

6-20-05

W. E. GORE, JR.
P. O Box 186
Jackson, MS 39205
601/355-8775
MSB# 4918

FILED
THIS DATE
NOV 29 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY Kim Miller JRC.

FILED
THIS DATE
NOV 29 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY: *Kim Dienes* D.C.

LAST WILL AND TESTAMENT
of
FREDRIC WILLIAM SIMMONS

2004-846

I, FREDRIC WILLIAM SIMMONS, of the City of Brandon, State of Mississippi, being over the age of eighteen 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 former wills and codicils hereto executed by me.

ITEM I.

I nominate and appoint DORIS EVELYN SIMMONS, as Executor of my Last Will and Testament and I direct that she shall not be required to enter into any bond as such Executor and I hereby waive the necessity of having a formal appraisal, inventory or accounting of my estate. If she shall be unable to serve as said Executor, then I authorize the Court to appoint someone to serve as Executor in her stead.

ITEM II.

I hereby direct my Executor 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.

ITEM III.

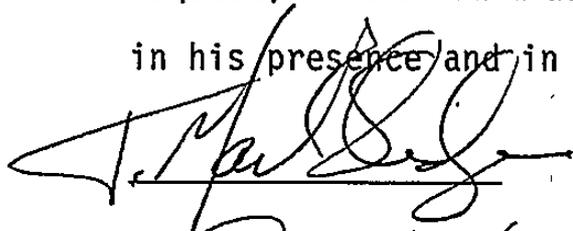
I give, devise and bequeath all the rest, residue and remainder of all of my estate and property of which I may die, seized and possessed or to which I may be entitled at the time of my death wherever situated of whatever nature, whether it be real, personal, or mixed according to terms: To my wife, DORIS EVELYN SIMMONS, if she shall survive me, my primary residence located at 209 Magnolia Trail, Brandon, Mississippi. If at the time of my death, I shall no longer be using said property as my residence, then this devise shall be void and of no effect;

provided, however, that if at the time of death I shall own and be using any other real estate as my residence, then and in such event I devise such other real estate to my said wife if she shall survive me. In addition to my private residence, my wife is to receive thirty (30) per cent of all of the remaining property real, personal, or mixed of which I may be possessed at the time of death; all of the remainder of my property shall be divided amongst my children in the following percentages: My son, Mason, is to receive thirty (30) per cent, and my remaining two children, Rebecca Renee and Teresa Lee, are to receive twenty (20) per cent each. In the event that my wife, Doris Evelyn Simmons, and I shall die under such circumstances that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that she survived me; and that my estate shall be administered and distributed, in all respects, in accordance with such presumption.

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 25th day of May, 1988.


FREDRIC WILLIAM SIMMONS

THIS INSTRUMENT was, on the day and year shown above, signed, published and declared by FREDRIC WILLIAM SIMMONS, to be his Last Will and Testament in our presence, and we, at his request, have on said date subscribed our names hereto as witnesses in his presence and in the presence of each other.



residing at 503 So. State St.
JACKSON, MS. 39205



residing at P.O. Box 2251
TUCKER, MS.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
FREDRIC WILLIAM SIMMONS, DECEASED

CAUSE NO. 2004-846

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF YALOWALA

This day personally appeared before me, the undersigned authority at law, in and for the jurisdiction aforesaid, the within named ROBERT W. SNEED, who being by me first duly sworn according to law, says on oath:

(1) I am over twenty-one years of age, and was such at the time I witnessed the instrument hereinafter described. I am not the convict of a felony. I have no interest, direct or indirect, in the interest of the property or estate of Fredric William Simmons, Deceased; nor did I have such interest, at the time or since the time that Fredric William Simmons signed and published a Last Will and Testament. I am of sound mind.

(2) That this Affiant is one of the subscribing witnesses to an instrument of writing recorded to be the Last Will and Testament thereto of Fredric William Simmons, Deceased, who was personally known to the Affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament was dated, signed and witnessed on the 25th day of May, 1988.

(3) That on the 25th day of May, 1988, the said Fredric William Simmons, signed, published and declared said instrument of writing as his Last Will and Testament in the presence of this Affiant and in the presence of T. Mark Sledge, the other subscribing witness to said instrument.

FILED
THIS DATE
NOV 29 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY Jim Newberry D.C.

(4) That the said Fredric William Simmons was then and there of sound and disposing mind and memory, and well above the age of twenty-one years.

(5) That this Affiant, together with T. Mark Sledge, subscribed and attested to said instrument, as witnesses to the signature and publication derived, at the special instance and request, and in the presence of said Fredric William Simmons and in the presence of each other.

Robert W. Sneed
ROBERT W. SNEED

SWORN TO AND SUBSCRIBED, this 19th day of October, 2004.

My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires June 18, 2006
Bonded Thru Helden, Brooks & Garland, Inc.

Deborah C. Yates
NOTARY PUBLIC
DEBORAH C. YATES
NOTARY
PUBLIC
HINDS COUNTY, MS

PREPARED BY:

RINGER & SIMMONS
DAVID RINGER, MSB# 5364
125 EAST MAIN STREET
POST OFFICE BOX 737
FLORENCE, MISSISSIPPI 39073
(601) 845-7349/FAX (601) 845-6799
G:\RLFSVR\ESTATES\EXECUTOR\SIMMONS\AFFOFWIT

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
FREDRIC WILLIAM SIMMONS, DECEASED

CAUSE NO. 2004-846

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF Hinds

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

(1) I am over twenty-one years of age, and was such at the time I witnessed the instrument hereinafter described. I am not the convict of a felony. I have no interest, direct or indirect, in the interest of the property or estate of Fredric William Simmons, Deceased; nor did I have such interest, at the time or since the time that Fredric William Simmons signed and published a Last Will and Testament. I am of sound mind.

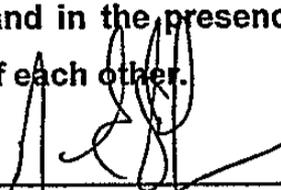
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(3) That on the 25th day of May, 1988, the said Fredric William Simmons, signed, published and declared said instrument of writing as his Last Will and Testament in the presence of this Affiant and in the presence of Robert W. Sneed, the other subscribing witness to said instrument.

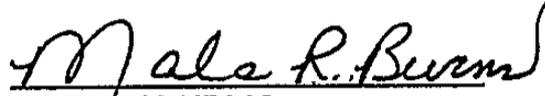
FILED
THIS DATE
NOV 29 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY Kim Meier D.C.

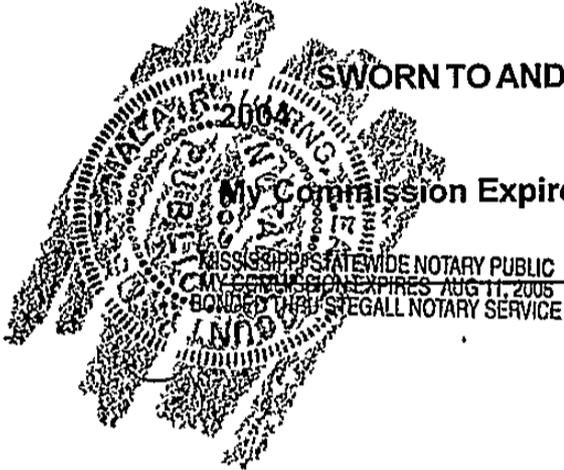
(4) That the said Fredric William Simmons was then and there of sound and disposing mind and memory, and well above the age of twenty-one years.

(5) That this Affiant, together with Robert W. Sneed, subscribed and attested to said instrument, as witnesses to the signature and publication derived, at the special instance and request, and in the presence of said Fredric William Simmons and in the presence of each other.


T. MARK SLEDGE

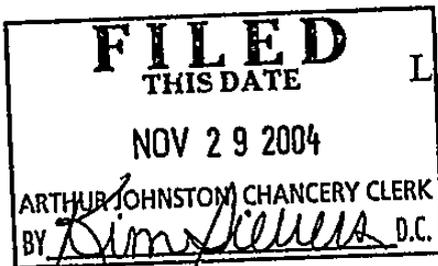
SWORN TO AND SUBSCRIBED, this 19th day of October,


NOTARY PUBLIC



PREPARED BY:

RINGER & SIMMONS
DAVID RINGER, MSB# 5364
125 EAST MAIN STREET
POST OFFICE BOX 737
FLORENCE, MISSISSIPPI 39073
(601) 845-7349/FAX (601) 845-6799
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LAST WILL AND TESTAMENT
OF
ALTHEA C. SHULL

2003-395

I, ALTHEA C. SHULL (also known as "Althea Connell Shull"), being above the age of twenty-one (21) years and being of sound and disposing mind and memory, and not acting under duress or undue influence of any person whomsoever, to make, publish and declare this to be my Last Will and Testament. I hereby revoke all Wills and other testamentary dispositions heretofore made by me: and I intend hereby to dispose of all property of which I may be seized or possessed at my death and to exercise every power of appointment I may possess at my death (all hereinafter expressed as "give").

I.

My domicile is in the City of Ridgeland, in Madison County, State of Mississippi, although I may temporarily reside in Madison County, Mississippi or elsewhere, I hereby declare my express intention that this Will be construed and my Estate be administered in accordance with the laws of the State of Mississippi

II

I give and bequeath to my Executor certain of my personal effects, to be distributed in accordance with a memorandum entirely in my handwriting and subscribed by me, provided, however, that if my memorandum is not found and identified by my Executor within sixty (60) days of my death, this Article II shall be void and all of my personal effects shall pass under Article III hereto as part of my residuary estate. This memorandum is not part of my Will

EXHIBIT II

III.

I give and bequeath my interest in the oil portrait of Isabelle McColl Poole (painted by N. Marshall, or Marshall, in 1873), to my cousin, Charles Portis (of 7417 Kingwood, Little Rock, Arkansas), if he survives me, to be preserved for future generations of our family; and, if he does not survive me, then to his brothers, Dr. Richard Portis and Jonathan Portis, and their survivor, to be preserved for future generations of our family.

IV.

All of the rest of my property, real personal and mixed, wherever located including all lapsed or void gifts and bequests (all hereinafter referred to as "my residuary estate"). I give, devise and bequeath to the following persons in the percentages set by their respective names, if each of said persons survive me, and, if any of said persons do not survive me, the share or percentage of such predeceased person shall be added to the share of Nancy Shull Jacob (and to my Trust, if she predeceased me); as follows:

1. To my cousin, Joy Desforges, fifteen percent (15%) of my residuary estate.
2. To Dr. James Shull, two percent (2%) of my residuary estate.
3. To my friend, Dr. Howard H. Nichols, 10 percent (10%) of my residuary estate.
4. To my sister-in-law, Hattie Shull, three percent (3%) of my residuary estate.
5. To Covenant Presbyterian Church of Jackson, Mississippi, ten percent (10%) of my residuary estate.

6. To my husband's niece, Nancy Shull Jacob, all the rest of my residuary estate, including but not limited to the shares of all other residuary heirs who do not survive me, provided, however, that, if Nancy Shull Jacob shall not survive me, the same is given, devised and bequeathed to Fred M. Jacob and his successors in trust (hereinafter referred to as "Trustee") in trust for all the children of Nancy Shull Jacob living at the time of my death; upon the following terms and conditions of trust:
 - 5.1 The sole beneficiaries of this trust shall be all the children of Nancy Shull Jacob living at the time of my death; each of whom shall have an equal share in trust for him. Each and all of my beneficiaries are herein sometimes referred to as "Beneficiary".
 - 5.2 The purpose of this trust is to provide for the educational and medical needs of its beneficiaries, including, but not limited to, the expenses of college, professional schools, doctors, hospitals, nursing and all kinds of therapy.
 - 5.3 My Trustee shall possess as to the subject property and the income of the Trust, the absolute and plenary power of an owner in-fee simple absolute and no person dealing with the Trustee need look further than this instrument for full power to do that undertaken by the Trustee, each and all of said acts by my Trustee being ratified, approved and confirmed. In addition to the foregoing powers, my

Trustee shall have the powers and duties prescribed by the Uniform Trustees' Powers Act being 91-9-101 et seq, *Mississippi Code Annotated*, 1972 as now existing or hereafter amended.

- 5.4 My Trustee may, in his sole and absolute discretion, either accumulate, distribute or use the income of the Trust for the benefit of my Beneficiary.
- 5.5 My Trustee may encroach upon the principal of the Trust in such amounts as he may deem necessary in his sole and exclusive discretion to provide for the support, health needs and education of my Beneficiary; provided, however, that such encroachment is always in accordance with the standard of living enjoyed by my Beneficiary at the time of my death and takes into consideration other financial resources of my Beneficiary, if any; and provided, further, that my Trustee shall, so far as possible, exercise the power of encroachment only to assist each Beneficiary in obtaining both a college and a graduate or professional school education, or to enter a trade profession or business or purchase a home or for similar purposes.
- 5.6 The net income of the Trust shall be distributed quarterly to each Beneficiary after he/she attains the age of twenty-one (21) years.
- 5.7 No Beneficiary shall have either property or the right of property in that hereunder vested or to be vested in the Trustee, either in whole or in part, and said property so thus vested, now or hereafter, with any increment thereof or income

therefrom, shall in no way be liable to any debt or obligation due or owing by any Beneficiary, whether arising from contract, tort or otherwise, and my intention will not be carried out unless said property and its income is expended for the education and support of each Beneficiary as the Trustee may deem proper. Each Beneficiary is at all times the object of an express spendthrift trust, to be administered accordingly.

5.8 When each Beneficiary reaches the age of twenty-five (25) years, this Trust shall terminate and my Trustee shall distribute to each Beneficiary the remaining net income and principal of the Trust and thereupon be fully and finally discharged from all liability in connection with this Trust; provided, however, that if my Beneficiary predeceases me, there shall be no Trust and all of my Residuary Estate is hereby given, devised and bequeathed, instead, to my heirs-at-law.

5.9 My Trustee shall not be liable for mistakes or errors in judgement, but shall only be liable for actual fraud from which my Trustee has personally profited.

5.10 This is a private Trust and I hereby waive formal accounting, inventory, appraisal and bond by my Trustee. I direct that my Trustee shall not be required to report to any Court or to get the approval of any Court for his actions hereunder and I expressly give my Trustee the power, in his sole discretion, to sell real and personal property (whether owned by me at the time of my death or acquired by my Estate after my death) at public or private sale, without the

- 5.11 approval of any Court and without the joinder of any of my heirs-at-law.
- 5.12 I direct that my Trustee shall employ a certified public accountant to prepare the annual income tax returns of the Trust and shall furnish a copy thereof to each adult Beneficiary.
- 5.13 I nominate, constitute and appoint Joshua Green as Executor of this my Last Will and Testament (even though he has requested me not to do so and has advised me): however, in the event of the death, disability, inability or refusal to act of Jashua Green or his resignation, I hereby appoint Nancy Shull Jacob to serve as my Successor Executrix; and in the event of her death, disability, inability or refusal to act or resignation, I hereby appoint Fred M. Jacob to serve as my Successor Executor and my said Successor Executor (all hereinafter referred to as "Executor") with all the powers and discretion with respect to my Estate during the administration thereof that are given herein to the Trustee with respect to the Trust property (including the power to sell real and personal property, whether owned by me at my death or acquired by my Executor after my death, at public or private sale), to be exercised without Court Order and without the Joinder of any of my heirs-at-law I direct that my Estate shall be administered as a private Trust and hereby direct that my said Executor shall serve without bond, accounting, inventory or appraisalment or any other formality except only the probating of my Will.

IN WITNESS WHEREOF, I have hereunto set my hand this the 9th day of August, 1999.

Althea C. Shull

ALTHEA C. SHULL

We hereby bear witness that ALTHEA C. SHULL, Testatrix, signed the foregoing Will in the presence of each of us; that said Testatrix at the time of making this subscription declared the instrument subscribed to be her Last Will and Testament, and requested us to sign our names as witnesses which we did in her presence and at the same time she signed the foregoing.

This the 9 day of ~~June~~^{Aug}, 1999.

WITNESS:

Dolores L. Stepps
NAME
600 Sauter Orchard Road
ADDRESS
Biddeford, Me 39157
CITY STATE AND ZIP CODE

WITNESS:

Paula Major
NAME
544 Mobile Estates Dr.
ADDRESS
Biddeford, Me. 39157

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

PERSONALLY appeared before me, the undersigned authority in and for the County and State aforesaid, PAULA S. MAJOR (hereinafter referred to as "Affiant"), who, having been by me first duly sworn, on oath stated that Affiant knew ALTHEA C. SHULL (hereinafter referred to as "Testatrix") during her lifetime; that on August 9, 1999, Testatrix was over the age of twenty-one (21) years, competent to make a Will and of sound and disposing mind and memory; that on said date Testatrix did make, publish and declare that certain document attached hereto to be Testatrix's Last Will and Testament, and at Testatrix's special instance and request, in her presence and in the presence of Affiant and Dolores Phipps (hereinafter referred to as "Witness"), said Affiant and said Witness did witness Testatrix's signature to said attached Last Will and Testament; that Testatrix then had a fixed place of residence in Madison County, Mississippi, and had had for severalm years before; that said document attached hereto is the same instrument that was published as Testatrix's Last Will and Testament by Althea C. Shull in the presence of Affiant and said Witness, as hereinabove set forth and as set forth and dated on August 9, 1999; and that the signatures of Affiant and said Witness now appear on the attached Last Will and Testament as witnesses

EXHIBIT "IIA"

thereto, having been so placed at the time of its execution as aforesaid; and that Affiant and said Witness were adult competent witnesses on August 9, 1999 and Affiant still is.

X. Paula Major
AFFIANT

SWORN TO AND SUBSCRIBED before me, this, the 13th day of May, 2003.

My Commission Expires:

Dianne W. Bates

NOTARY PUBLIC

Notary Public State of Mississippi At Large
My Commission Expires March 11, 2008
Bonded Thru Halden, Brooks & Garland, Inc.



FILED
THIS DATE
DEC 03 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Kim Meadows* D.C.

3 38 F 250

Last Will and Testament 2004-929

OF

DORCAS MIRIAM MEADOWS CLAUNCH

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

ARTICLE ONE

Family Members

At the time of the execution of this Will, I am not married, having been formerly married to DeWitt Claunch, M.D., and divorced on or about June 20, 1951, in Fort Worth, Texas. I have three (3) children now living, namely: **PHYLLIS MIRIAM DRAUGHN, KAY EVELYN RODABOUGH-HEMSATH, and DEWITT MARION CLAUNCH**. All references in this Will to "my children" or "said children" shall mean and refer to my above-named children.

ARTICLE TWO

Payment of Debts and Expenses of Administration

I hereby direct my Executrices to pay, out of my residuary estate, all expenses of my last illness and funeral expenses, and to pay all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done; provided, however, that my Executrices are authorized to pay any debt which I may owe at the time of my death not exceeding Five Hundred Dollars (\$500.00) without the necessity of such debt being probated, registered or allowed against my estate so long as my Executrices determine that such debt is a valid debt of my estate. It is my intention, however, that nothing in this Article of my Will shall be construed as creating an express trust or fund for the payment of my debts and expenses which would in any way

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extend the statute of limitations for the payment of debts or enlarge upon my duty or the duty of my Executrices to pay debts.

My Executrices may, in their discretion, pay all or any portion of the expenses of the administration of my estate out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable Federal tax laws to deduct such expenses either for Federal estate tax purposes or Federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which beneficiaries of my estate may otherwise be entitled

ARTICLE THREE

Payment of Taxes

I direct my Executrices to pay, out of my residuary estate, all Federal and State estate, inheritance, succession and other death taxes which are assessed against my estate, or against any beneficiary, if any, including estate and inheritance taxes assessed on account of life insurance proceeds or any other property which shall be included in my estate for the purpose of such taxes, whether or not included in my estate for probate purposes.

ARTICLE FOUR

Specific Bequests

I make the following specific bequests to the hereinafter designated beneficiaries

- A. I will, give and bequeath unto Estelinda Michicho Walter, if she survives me, the sum of Two Thousand Dollars (\$2,000.00);
- B. I will, give and bequeath unto Estelinda Michicho Walter, if she survives me, my 1990 Honda Civic; -
- C. I will, give and bequeath unto the Cooperative Baptist Fellowship, c/o Daniel Vestal, the sum of Five Hundred Dollars (\$500.00), to be designated for use in work in China.

It is my intention that the above-described bequests, where stated in dollar amounts, shall be satisfied in cash. I direct my Executrices to liquidate such part of my estate as may be necessary to pay such bequests in cash. If any designated above shall not survive me, then the bequest provided for such person shall lapse, and the property which would have otherwise been distributed from my estate to satisfy such bequest shall instead be distributed as hereinafter provided

ARTICLE FIVE

Disposition of Residuary Estate

I will, devise and bequeath all the rest, residue and remainder of my property and estate (my "residuary estate") in equal shares to my children, **PHYLLIS MIRIAM DRAUGHN, KAY EVELYN RODABOUGH-HEMSATH** and **DEWITT MARION CLAUNCH**. In the event that one or more of my said children predeceases me leaving descendants surviving, then the share of my residuary estate that would have passed to such predeceased child shall pass unto the descendants of such child, per stirpes, or if such child dies without descendants surviving, unto my surviving children or the descendants of any other deceased child of mine, per stirpes. The distribution of such property under this Article shall be subject to the terms and provisions of Article Six below.

ARTICLE SIX

Property Vested In Minor Beneficiary

Whenever any property, whether principal or income, vests pursuant to the provisions of this Will in a minor, the person(s) acting hereunder as Executrices shall have the right as donee of a power during minority, upon distribution of such property, to hold and manage the same until such minor attains his or her majority, and may exercise in respect of such property, and the income thereof, all powers conferred by this Will, or by law, upon my Executrices, including the power to apply any such property or the income thereof to the use or for the benefit of such minor. Said donee(s) shall be entitled to receive such compensation as they would be entitled to receive if they were holding the property as trustee of a separate trust under this Will and shall not be required to render periodic accounts to any Court. My Executrices are not required to exercise the power granted under this Article of my Will, and may, in their discretion, elect to distribute property to or for the benefit of the minor in whom such property has vested, or to such minor's natural or legal guardian, or to an eligible custodian under the Mississippi Uniform Transfers to Minors Act (and my Executrices shall not be prohibited from serving as custodian unless otherwise prohibited by law), and upon obtaining receipt therefor shall have no further obligation with respect to such property as Executrices.

ARTICLE SEVEN**Powers of Executrices**

I hereby authorize and empower my Executrices and any successor or successors thereof, in their sole and absolute discretion, to do the following:

- A. To exercise all of the powers, rights and discretions granted by virtue of the "Uniform Trustees' Powers Law," being §§ 91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, as now enacted, or as hereafter amended, which "Uniform Trustees' Powers Law" is hereby incorporated by reference as though fully and completely copied herein. Should said "Uniform Trustees' Powers Law" be repealed, then my Executrices herein named shall continue to have all of the powers, rights and discretions granted by said "Uniform Trustees' Powers Law," the same as if it were still in effect.
- B. To purchase or otherwise acquire and to retain, whether originally a part of the estate or subsequently acquired, any and all stocks, bonds, notes or other securities, or shares or interests in investment trusts and common trust funds, or in any other property, real, personal or mixed, as they may deem advisable, whether or not such investments or property be of the character permissible by fiduciaries, without being liable to any person for such retention or investment.
- C. To pay all necessary expenses of administering the estate including taxes, trustees' fees, fees for the services of accountants, agents and attorneys, and to reimburse said parties for expenses incurred on behalf of the estate or any trust hereunder.
- D. To determine what is principal and what is income with respect to all receipts and disbursements; to establish and maintain reserves for depreciation, depletion, obsolescence, taxes, insurance premiums, and any other purpose deemed necessary and proper by them and to partite and to distribute property of the estate or trust in kind or in undivided interests, and to determine the value of such property.
- E. To perform such acts, to participate in such proceedings and to exercise such other rights and privileges in respect of any property as if they were the absolute owner thereof and in connection therewith to enter into and execute any and all agreements binding my estate and any trust created hereunder.
- F. To borrow money from such source or sources and upon such terms and conditions as my Executrices shall determine, and to give such security therefor as my Executrices may determine.
- G. To participate in any plan of reorganization, consolidation, dissolution, redemption, or similar proceedings involving assets comprising my estate or any trust created hereunder, and to deposit or withdraw securities under any such proceedings.
- H. To compromise, settle or adjust any claim or demand by or against my estate, or any trust, to litigate any such claims, including without limitation any claims relating to estate or income taxes, and to agree to any rescission or modification of any contract or agreement.
- I. To sell, exchange, assign, transfer and convey any security or property, real or personal, held in my estate or in any trust, at public or private sale, at such time and price and upon such terms and conditions (including credit) as my Executrices may deem advisable and for the best interest of my estate. I hereby waive any requirement of issuing summons, giving notice of any hearing, conducting or holding any such hearing, filing bond or other security, or in any way obtaining court

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D.M.C.

authority or approval for any such sale, exchange, assignment, transfer or conveyance of any real or personal property.

- J. To lease any real or personal property for such term and upon such terms and conditions and rentals and in such manner as may be deemed advisable (with or without privilege of purchase), and any lease so made shall be valid and binding for the full term thereof even though the same shall extend beyond the duration of the administration of my estate or any trust created hereunder, all without the approval or authority of any court; and to insure against fire or other risks, to make repairs, replacements and improvements, structural or otherwise, to any real property, to improve any real property and to pay the cost out of principal.
- K. Unless otherwise specifically provided, to make distributions (including the satisfaction of any pecuniary bequest) in cash or in specific property, real or personal, or in an undivided interest therein, or partly in cash and partly in other property, and to do so with or without regard to the income tax basis of specific property allocated to any beneficiary and without making pro rata distributions of specific assets.
- L. To settle, adjust, dissolve, windup or continue any partnership or other entity in which I may own a partnership or equity interest at the time of my death, subject, however, to the terms of any partnership or other agreement to which I am a party at the time of my death. I authorize my Executrices to continue in any partnership or other entity for such periods and upon such terms as they shall determine. My Executrices shall not be disqualified by reason of being a partner, equity owner or title holder in such firm from participating on behalf of my estate in any dealings herein authorized to be carried on between my Executrices and the partners or equity owners of any such partnership or other entity.
- M. To make any elections and to take any actions necessary in connection therewith which are available under the Internal Revenue Code of 1986, as amended, including but not limited to Section 2032, Section 2032A and Section 6166. I specifically authorize my [Executor/Executrix] to allocate any of my available generation-skipping tax exemption from the Federal generation-skipping tax as allowed by Section 2631 to any property of which I am deemed transferor under Section 2652(a), including any property not in my probate estate and any property transferred by me during life as to which no allocation of the exemption was made prior to my death.
- N. To disclaim any property which my estate or any trust created hereunder may otherwise be entitled to receive and to take any and all necessary or proper actions to make and fully effectuate a qualified disclaimer or disclaimers under Section 2518, or any similar provision which may be subsequently enacted, and under any disclaimer statute or law which may at any time be in effect under Mississippi law.

All authorities and powers hereinabove granted unto my Executrices shall be exercised from time to time in their sole and absolute discretion and without prior authority or approval of any Court, and I intend that such powers be construed in the broadest possible manner.

ARTICLE EIGHTAppointment of Executrices

I hereby appoint my daughter, **PHYLLIS MIRIAM DRAUGHN**, and my daughter, **KAY EVELYN RODABOUGH-HEMSATH**, as co-Executrices of my estate under this Will. In the event that either of **PHYLLIS MIRIAM DRAUGHN** or **KAY EVELYN RODABOUGH-HEMSATH**, shall predecease me or for any reason shall fail to qualify or cease to act as co-Executrix, then I hereby appoint the other of them to serve as sole Executrix. In the event that both **PHYLLIS MIRIAM DRAUGHN** and **KAY EVELYN RODABOUGH-HEMSATH** shall not survive me or for any reason are or become unable or unwilling to act as Co-Executrices or sole Executrix, then, in that event, I hereby appoint my son, **DEWITT MARION CLAUNCH**, to serve as successor. If **DEWITT MARION CLAUNCH** serves as successor, it is my desire that he be entitled to be reimbursed for expenses incurred in serving as Executor and that he be entitled to a reasonable fee for his services as Executor.

Any reference herein to "my Executrices" or "my Co-Executrices" or "my Executrix" shall also refer to and include my successor Executor herein named and I confer upon said successor Executor all of the rights, powers, duties, discretions and obligations conferred upon my original Executrices hereinabove named. My Executrices and my successor Executor, hereinabove named, shall serve without any bond, and I hereby waive the necessity of preparing or filing any inventory, accounting or formal appraisal of my estate

ARTICLE NINEConstruction

Throughout this Will, the masculine gender shall be deemed to include the feminine and the neuter, the singular shall be deemed to include the plural, and vice versa. The headings used herein are for convenience only and shall not be construed or interpreted as limiting the scope of the Article to which the heading pertains. Unless otherwise provided, all Section references refer to the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future laws.

IN WITNESS WHEREOF, I have hereunto affixed my signature in the presence of JAMIE G. HOUSTON and EDWARD L. CARLISLE, whom I have requested to act as subscribing witnesses hereto, on this the 9TH day of December, 2003.

Dorcias M. Meadows Claunch
DORCAS MIRIAM MEADOWS CLAUNCH

WITNESS:

Jamie G. Houston
JAMIE G. HOUSTON

Edward L. Carlisle
EDWARD L. CARLISLE

We, each of the subscribing witnesses to the foregoing Last Will and Testament of DORCAS MIRIAM MEADOWS CLAUNCH, do hereby declare that we have acted as subscribing witnesses hereto at the request of the said DORCAS MIRIAM MEADOWS CLAUNCH; that she declared this instrument to be her Last Will and Testament to us; that she affixed her signature hereto in the presence of each of us; that we affixed our signatures hereto in her presence and in the presence of each other, all on the day and year above written; and that on this occasion the said DORCAS MIRIAM MEADOWS CLAUNCH was of sound and disposing mind and memory.

WITNESS OUR SIGNATURES on this the 9th day of December, 2003.

WITNESS:

ADDRESS:

Jamie G. Houston
JAMIE G. HOUSTON

400 East Capitol Street, Suite 300
Jackson, Mississippi 39201

Edward L. Carlisle
EDWARD L. CARLISLE

400 East Capitol Street, Suite 300
Jackson, Mississippi 39201

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JMC
D.M.C.

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, **JAMIE G. HOUSTON** and **EDWARD L. CARLISLE**, credible and competent subscribing witnesses to the foregoing instrument of writing dated the 9TH day of December, 2003, purporting to be the Last Will and Testament of **DORCAS MIRIAM MEADOWS CLAUNCH**, each of whom having been first duly sworn, state on oath that the said **DORCAS MIRIAM MEADOWS CLAUNCH** signed, made, published and declared said instrument as her Last Will and Testament on the 9TH day of December, 2003, the date of said instrument, in the presence of these affiants; that the Testatrix was then of sound and disposing mind and memory and above the age of twenty-one (21) years; that the Testatrix was acting voluntarily without undue influence, fraud or restraint; that the affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of **DORCAS MIRIAM MEADOWS CLAUNCH**, and in the presence of **DORCAS MIRIAM MEADOWS CLAUNCH**, and in the presence of each other; that the Testatrix at the time of the attestation was mentally capable of recognizing and actually conscious of said act and attestation; that the subscribing witnesses were, at the time of said attestation, competent witnesses under the laws of the State of Mississippi; that at the time of said attestation the Testatrix, **DORCAS MIRIAM MEADOWS CLAUNCH**, indicated to the affiants that she was a resident of and had a fixed place of residence in Madison County, State of Mississippi; and that this Proof of Will is attached to the original of that certain foregoing written instrument signed, made, published and declared by the said Testatrix, **DORCAS MIRIAM MEADOWS CLAUNCH**, as her Last Will and Testament on this, the 9TH day of December, 2003.

Jamie G. Houston

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

Edward L. Carlisle

EDWARD L. CARLISLE
 400 East Capitol Street, Suite 300
 Jackson, Mississippi 39201

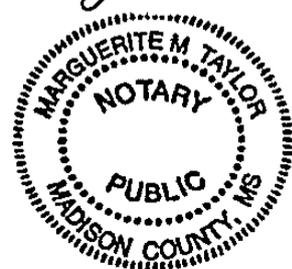
SWORN TO AND SUBSCRIBED before me on this the 9th day of December, 2003.

Marguerite M Taylor

 NOTARY PUBLIC

My Commission Expires:

L:\1950\Claunch\Proof of Will w
 Notary Public State of Mississippi At Large
 My Commission Expires April 29, 2006
 Bonded Thru Helden, Brooks & Garland, Inc.



LAST WILL AND TESTAMENT
OF
ROBERT MATHIS JEANES

2004-928

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

I.

I do hereby appoint Kenneth Lee Jeanes, as Executor of this my Last Will and Testament, to serve without bond, inventory, appraisal or accounting to any Court to the extent that these may be legally waived, and to have all powers as are granted to Trustees under the Mississippi Uniform Trustee's Power Law, including, but not limited to the power to sell both real, personal and mixed property at public or private sale, without court order.

II.

I direct that all my lawful debts and funeral expenses be paid as soon after my death as may be practicable.

III.

To my nephew, Kevin Jeanes, I hereby give, devise and bequeath my Browning 270 Rifle.

IV.

To my nephew, Braynt Gipson, I give, devise and bequeath my Browning 12 Gauge Shotgun.

Page One of Three

RMJ

FILED
THIS DATE
DEC 03 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Kim Shewell* D.C.

V.

To my brother, Kenneth Lee Jeanes, I give, devise and bequeath my tractor, trailer and all mechanical attachments or implements related thereto, as well as all other personal property located at our hunting camp in West, Holmes County, Mississippi.

VI.

All the rest, residue and remainder of my property, both real, personal and mixed, I hereby give, devise and bequeath to my brothers, Michael Jeanes and Kenneth Lee Jeanes, and my sister, Patricia Gipson, share and share alike.

WITNESS MY SIGNATURE, this the 27 day of August, 1999, in the presence of subscribing witnesses.

Robert Mathis Jeanes
ROBERT MATHIS JEANES

WITNESSES:

1. Dale A. [Signature]
2. Renee Guillette

The above and foregoing instrument, consisting of three (3) typewritten pages, was, on the date hereof, subscribed by Robert Mathis Jeanes, Testator herein named, and declared by him to be his Last Will and Testament in our presence, and we, at his request, and in his presence, and in the presence of each other, have hereunto subscribed our names as witnesses thereto.

WITNESSES

1. Oliver P. [Signature]

Address 2420 Meadowbrook Rd.
JACKSON, MS. 39211

2. Renee Guillotte

Address 524 Sandis St.
Pearle, MS 39208

LAST WILL AND TESTAMENT

2004-934

OF

JOHN C. KING

STATE OF TENNESSEE

COUNTY OF SHELBY

<p>FILED THIS DATE DEC 03 2004 ARTHUR JOHNSTON, CHANCERY CLERK BY <i>Tim Mowers</i> D.C.</p>

I, JOHN C. KING, a resident citizen of Shelby County, Tennessee, being of sound and disposing mind, memory and understanding, and being over the age of twenty-one (21) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all Wills, Testaments and Codicils thereto heretofore made by me.

ITEM I

I hereby direct that all of my just and lawful debts duly probated be paid, including expenses of my funeral and a suitable marker for my grave; that the administration of my estate be completed and closed as soon after my death as may be reasonably possible.

ITEM II

All the rest, residue and remainder of my property, real, personal, and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests of which I shall die seized and possessed or to which I shall have any power of appointment, I do hereby give, devise and bequeath to my wife, MARY FRANCES KING, and same shall be hers absolutely.

John C King

JOHN C. KING

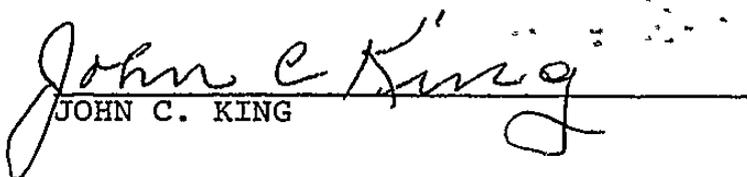
*JKW
mrb*

ITEM III

In the event that our deaths should occur simultaneously, or approximately so, or in the same common accident or calamity, or under circumstances causing doubt as to which of us survived the other, or should my wife, MARY FRANCES KING, predecease me, or die within thirty (30) days of my death, then and in that event only, I give, devise and bequeath all the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests of which I shall die seized and possessed or to which I shall have any power of appointment, to my daughter, PATRICIA ANN ALLEN, per stirpes.

ITEM IV

I hereby appoint, nominate and constitute MARY FRANCES KING as Executrix of this my Last Will and Testament; in the event that she shall be deceased at the time of my death, or unable or unwilling to serve as Executrix, then, and in that event only, I appoint PATRICIA ANN ALLEN, 305 Martha Gene Drive, Canton, Mississippi 39046, and BETTY WINDLAND, 730 N. Hawthorne, Memphis, Tennessee 38107, to serve as Co-executrices of this my Last Will and Testament, and hereby grant to them the same powers and authority as set forth for my Executrix. My Executrix shall have full and plenary power and authority to do and perform any act deemed by her to be for the best interest of my estate, without any limitations whatsoever, and without surty bond, and said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and


JOHN C. KING



reinvest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents, or accountants that she may deem necessary and for the best interest of my estate and to pay unto herself a just and reasonable compensation as Executrix.

The foregoing Will consists of Four Pages, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, on this the 26 day of Dec., 1985.


JOHN C. KING

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, each of the subscribing witnesses to the Last Will and Testament of JOHN C. KING, do hereby certify that said instrument was signed by the said JOHN C. KING in our



presence and in the presence of each of us, and that the said JOHN C. KING declared the same to be his Last Will and Testament in the presence of each of us, and that we each signed as subscribing witnesses to said Will at the request of JOHN C. KING, in his presence and in the presence of each other.

James W. Worring
ADDRESS: Canton, Miss.

Marie H. Barnes
ADDRESS: Route 3, Box 6
Canton, Miss. 39046

John C. King
JOHN C. KING

Last Will and Testament
of

2004-915

B 38 P 266

Lannie Vitula Hamill Anderson

I Lannie Vitula Hamill Anderson, a resident of the City of Jackson, County of Hinds, and State of Mississippi, being of sound mind and disposing memory, do hereby make and declare this to be my last will and testament.

I direct that out of my estate there shall be paid all of my just debts and expenses of my funeral.

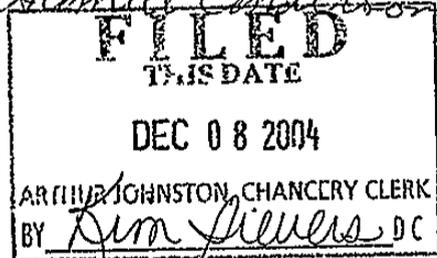
All the rest of and residue of my estate, whatsoever kind and wheresoever located, realty, cash in banks or in hand, savings accounts in banks and any and all assets not herein categorized, I do give, bequeath and devise absolutely to my three children, Jane Alice (Anderson) Norton, Gary Sherman Anderson and to Hamill Warren Anderson to be equally divided between the three, with Gary Sherman Anderson serving as executor.

In witness whereof, I hereby affix my signature this the 19th day of October 1991.

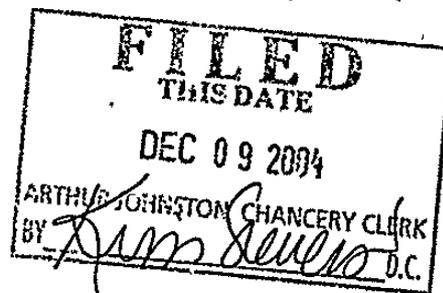
Lannie Vitula Hamill Anderson

Witness: Steven L. Bass

Witness: Allen Bass



38 267
2004-940



LAST WILL AND TESTAMENT

OF

WENTON R. WALKER, SR.

Needs CHANGE

William V. Linne
Attorney at Law
127 Palafox Place
Post Office Box 12347
Pensacola, Florida 32581-2347
(850) 433-2224

LAST WILL AND TESTAMENT

OF

WENTON R. WALKER, SR.

I, WENTON R. WALKER, SR., being a resident of Okaloosa County, State of Florida, make, publish and declare this to be my last will and testament, hereby revoking all former wills made by me.

ITEM ONE

Payment of Debts. I direct my legal debts, including funeral expenses and costs of administration of my estate, be paid as soon as practicable after my death and I hereby authorize and empower my personal representative, in the case of any claim made against my estate, to settle and discharge the same in the absolute discretion of my personal representative

Discharge of Liens In the event any property or interest in property passing under this Will, or by operation of law, or otherwise by reason of my death, shall be encumbered by a mortgage or a lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not be charged to or paid by my estate, but that the devisee, legatee, joint owner taking by survivorship, or beneficiary shall take such property or interest in property subject to all encumbrances existing at the time of my death

PAGE 1 OF THE LAST WILL AND TESTAMENT OF
WENTON R. WALKER, SR. WRW
W.R.W.

Residue I devise all of the rest, residue and remainder of my estate, whatsoever and wheresoever situated, including any lapsed legacies and devises, to MYRNA S. WALKER, as Trustee, or said Trustee's successors, under that certain Revocable Living Trust Agreement heretofore executed by me, as Grantor, on the 5th day of February, 2001, as it now reads or may hereafter be amended. Said devises shall be added to the principal of said trust fund as an integral part thereof, to be held, administered and distributed in accordance with all of the terms, conditions and limitations set forth in said Revocable Living Trust Agreement.

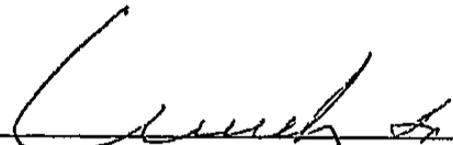
ITEM THREE

(1) Appointment of Personal Representative. I hereby designate and appoint my spouse, MYRNA S. WALKER, as the personal representative of my estate. If my spouse should predecease me or be or become unwilling or unable to act or to continue to act, I name my son, WENTON R. WALKER, JR., and AMSOUTH BANK to serve as co-personal representatives of my estate. My personal representatives shall serve without bond.

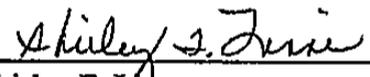
(2) Powers of Personal Representative. I authorize and empower my personal representative to receive, take, collect, recover, hold, manage and control all of the property of my estate and from time to time to invest and reinvest the same and the proceeds and income therefrom in such securities and property and in such manner as my personal representative may see fit; to assign, transfer, lease, for any term, rent, exchange, mortgage, improve, sell or otherwise dispose of and convey the property, real or personal, of my estate or any part thereof, upon such terms and

conditions as my personal representative shall see fit, to borrow money with or without security, to make, execute, acknowledge, and deliver any and all deeds, mortgages, leases, and other instruments necessary or proper in connection therewith, and to do and perform any and all other acts and things necessary, or which my personal representative may deem expedient, to carry out any of the purposes herein stated.

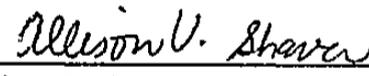
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of February, 2001.


WENTON R. WALKER, SR.

We, the undersigned, do declare that the foregoing instrument was signed and declared by WENTON R. WALKER, SR , in our presence, and thereupon, at his request, and in his presence, in the presence of each other, we have hereunto subscribed our names as attesting witnesses to the same.


Shirley F. Lirne

of 2325 Glamis Drive
Pensacola, Florida 32503


Allison V. Shaver

of 127 Palafox Place
Pensacola, Florida 32501

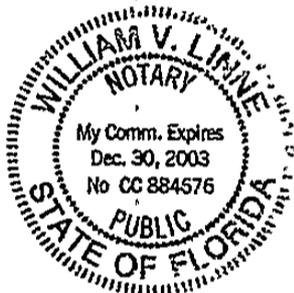
We, WENTON R. WALKER, SR., Shirley F. Linne and Allison V. Shaver, the testator and the witnesses, respectively, whose names are signed to the foregoing instrument, being duly sworn, declare to the undersigned officer that the testator, in the presence of the witnesses, signed the instrument as his last will and that he signed voluntarily, that each of the witnesses, in the presence of the testator, and in the presence of each other, signed the will as a witness; and that to the best of the knowledge of each witness, the testator was at that time 18 or more years of age, of sound mind, and under no constraint or undue influence

Wenton R. Walker, Sr.
WENTON R. WALKER, SR.

Shirley F. Linne
Witness: Shirley F. Linne

Allison V. Shaver
Witness: Allison V. Shaver

The foregoing instrument was acknowledged before me this 5th day of February, 2001, by WENTON R. WALKER, SR., and by the two witnesses whose names are shown hereinabove, who are personally known to me.



William V. Linne
NOTARY PUBLIC
Typed Name: William V. Linne
Commission Expires. 12-30-2003
Commission No : CC 884676

clients\walker wen\walker hw

2004-937

LAST WILL AND TESTAMENT

OF

BERNICE FLOWERS HEDERMAN

KNOW ALL MEN BY THESE PRESENTS, That I, Bernice Flowers Hederman, 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 Wills and Codicils heretofore made by me.

ARTICLE I.

I direct that all of my just debts (except for debts secured by a mortgage or deed of trust on real property), all expenses of my last illness, my funeral expenses, and the expense of erecting a grave marker at my grave be paid as soon after my death as conveniently can be done.

ARTICLE II.

I hereby direct my Executor to pay all federal and state estate, inheritance, succession, transfer or other death taxes (singularly and collectively, "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 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, out of my residuary estate passing under Article VII hereof; provided, however, that this provision shall not apply to any tax imposed as a result of Section 2041 or 2044 or

Page 1

FILED
THIS DATE
DEC 09 2004
ARTHUR JOHNSTON, CHANCERY CLERK
BY James D.C.

Bernice Flowers Hederman
BERNICE FLOWERS HEDERMAN

Chapter 13 of the Internal Revenue Code of 1986, as amended, or any corresponding provision of state law. I direct that my Executor not seek reimbursement under Section 2207A of the Internal Revenue Code or any similar provision of any other law for any taxes imposed by reason of inclusion of property in my gross estate under Section 2044 of the Code or any similar provision of any state law.

ARTICLE III.

My husband, Thomas M. Hederman, Jr., has predeceased me. I have one living child, who is Bernice Hederman Hussey. All references in this Will to "my child" or "said child" shall be deemed to refer to the above-mentioned child. I have three (3) grandchildren, who are as follows: Richard W. Hussey, Jr., Thomas H. Hussey, and Martin C. Hussey. All references in this Will to "my grandchildren" or "said grandchildren" shall be deemed to refer to the above-mentioned grandchildren.

ARTICLE IV.

A. 1. I give and bequeath unto my daughter, if she survives me, all of my strictly personal belongings, consisting of jewelry, wearing apparel, sporting equipment, and similar property owned by me at the time of my death. I also give and bequeath unto my daughter all of the automobiles and equipment thereof owned by me at the time of my death. I also give and bequeath unto my daughter any interest owned by me at the time of my death in the household furniture, furnishings and effects, including but not limited to chinaware, silverware, glassware, linens, rugs, fixtures, family portraits, paintings and works of art, which are in or used in connection with my apartment and any such items owned by me which had previously been in or used in connection with my homestead. To the extent that my daughter disclaims any or all of the paintings or works of art passing to her under the terms and provisions of this Article, then I hereby give and bequeath such

Bernice Flowers Hederman
BERNICE FLOWERS HEDERMAN

disclaimed paintings or works of art to the Mississippi Museum of Art.

2. In the event that my daughter should predecease me, I give and bequeath all such personal property described in this Article and owned by me at the time of my death unto my grandchildren, in equal shares, to be divided among them as they may agree, or to the survivor(s) thereof. In the event that any of my grandchildren should predecease me, it is my precatory desire that my surviving grandchildren share certain of the tangible personal property described in this Article with the child or children of the deceased grandchild of mine.

3. In the event the beneficiaries hereunder shall be unable or unwilling, for any reason, to agree upon a division of said personal property, my Executor shall have full power and authority to make division thereof, or to prescribe the method of making division thereof, in such manner as the Executor shall deem equitable in the Executor's sole and absolute discretion.

B. 1. I give and bequeath the sum of One Hundred Thousand Dollars (\$100,000.00) to the Mississippi Museum of Art, subject to the following terms and conditions: (a) that at the time of the delivery of this bequest, the Mississippi Museum of Art is a non-profit organization qualified under the provisions of Section 501(c)(3) or a similar section of the Internal Revenue Code, and (b) that the bequest be set apart from other monies and funds of the said Museum and be used in the manner set forth hereinafter in this Paragraph B.

2. It is my intention that the bequest contained in Subparagraph 1 of this Paragraph shall permit the Museum to improve or enhance the institution and its purposes in a manner that would not have been possible without this bequest. For that reason, neither the income nor the principal from this bequest shall be

Bernice Flowers Hederman
BERNICE FLOWERS HEDERMAN

used to meet operating expenses of the institution, including but not limited to, salaries, maintenance, utilities, and other expenses, nor shall either the principal or the income from such bequest be used to meet the expense of operating, maintaining, or repairing any of the real estate properties or improvements owned, leased, used, or operated by the Museum. Further, it is my desire and direction that the funds received from this bequest be separated and segregated into a special account until such time as the governing officials of the Museum determine how such bequest shall be used.

3. The Museum is authorized to use the income from the bequest for the purpose of acquiring additional paintings and art works for the Museum and is further authorized to use income from the bequest to pay or defray the costs of sponsoring special events and special exhibits at the Museum. Further, the bequest may be added to the gift which I have previously made to the Museum, being the Thomas M. Hederman, Jr. Memorial. The decision as to how such bequest shall be used shall reside in the board of directors of the Museum, and such decision-making authority shall not be delegated to the Museum Director.

4. In the event that the Mississippi Museum of Art is not qualified to accept this bequest, my Executor shall select another art museum, gallery, or institution which qualifies under the provisions of Section 501(c)(3) of the Internal Revenue Code, and shall deliver the bequest contained in this Article to such museum, gallery, or institution.

C. 1. I give and bequeath the sum of One Hundred Thousand and No/100 Dollars (\$100,000.00) to First Baptist Church ("the Church"), Jackson, Mississippi. The bequest to said First Baptist Church shall be handled and administered by the Board of Deacons of the Church and shall be handled and administered in such manner as the Board of Deacons and/or other governing officials of the Church

Bernice Flowers Hederman
BERNICE FLOWERS HEDERMAN

may determine. Any vote that would require the expending or consumption of part or all of the principal shall be made only upon the approval of a three-fourths vote of the Board of Deacons.

2. It is my intention that this bequest be used to provide for the expansion of existing programs, for the creation of new programs, or the construction of facilities that otherwise might not have been possible without this bequest. It is my direction that neither the principal nor the income from this bequest shall be used to meet operating expenses of the Church or to meet the expense of operating, maintaining, or repairing any of the real estate properties or improvements owned, leased, used or operated by the Church.

3. If the Church so desires, a portion of this bequest may be set aside in a permanent endowment or memorial fund.

D. I give and bequeath to Mississippi College the sum of One Hundred Thousand and No/100 Dollars (\$100,000.00) to be added to the scholarship fund which is presently in existence and which is being administered by the College in memory of my son, Thomas M. Hederman III.

E. I give and bequeath the sum of Fifty Thousand and No/100 Dollars (\$50,000.00) to Millsaps College (Millsaps) located in Jackson, Mississippi. This bequest shall be used by Millsaps in such manner as the Board of Trustees of Millsaps may determine; provided, however, that neither the income nor the principal from this bequest shall be used to meet operating expenses of Millsaps, including, but not limited to, salaries, maintenance, utilities, and other similar expenses, nor shall either the principal or the income from such bequest be used to meet the expense of operating, maintaining, or repairing any of the real estate properties or improvements owned, leased, used or operated by Millsaps. In the event that a decision is made to expend or consume any part or all

Bernice Flowers Hederman
BERNICE FLOWERS HEDERMAN

of the corpus of this bequest, such shall require the approval of three-fourths of the members of the Board of Trustees at the time that such decision or decisions are made.

F. I give and bequeath the sum of Fifty Thousand and No/100 Dollars (\$50,000.00) to Belhaven College (Belhaven) located in Jackson, Mississippi. This bequest shall be used by Belhaven in such manner as the Board of Trustees of Belhaven may determine; provided, however, that neither the income nor the principal from this bequest shall be used to meet operating expenses of Belhaven, including, but not limited to, salaries, maintenance, utilities, and other similar expenses, nor shall either the principal or the income from such bequest be used to meet the expense of operating, maintaining, or repairing any of the real estate properties or improvements owned, leased, used or operated by Belhaven. In the event that a decision is made to expend or consume any part or all of the corpus of this bequest, such shall require the approval of three-fourths of the members of the Board of Trustees at the time that such decision or decisions are made.

G. On or about January 1, 2001, I made a charitable gift pledge to Mississippi Baptist Health Systems of Seven Hundred Seventy Thousand Dollars (\$770,000). As a result of my pledge and gifts by other Hederman Family members, Mississippi Baptist Health Systems decided to name a cancer treatment clinic which it will construct in Jackson, Mississippi, the "Hederman Cancer Clinic" or some close variation thereof. In reliance upon the gifts of other Hederman Family members and the gifts to be made by me pursuant to such pledge, Mississippi Baptist Health Systems has committed to construct such a cancer treatment center. I have agreed to make gifts under such pledge of Seven Hundred Seventy Thousand Dollars (\$770,000) with such charitable gifts to be made at such time as Mississippi Baptist Health Systems notifies me that such funds are needed under an Option to Purchase which has been entered into with persons or entities other than me. Such gifts shall be made, as

Bernice Flowers Hederman
BERNICE FLOWERS HEDERMAN

needed by Mississippi Baptist Health Systems, during calendar years 2001 through 2005. In the event that I should die prior to totally paying and fulfilling such pledge of Seven Hundred Seventy Thousand Dollars (\$770,000), then I hereby give and bequeath to Mississippi Baptist Health Systems, as a charitable bequest, an amount equal to my unpaid pledge balance. Such bequest shall be used in such manner as Mississippi Baptist Health Systems deems appropriate in connection with the construction and operation of such cancer treatment center.

H. I hereby authorize and empower my Executor, in the sole discretion of the Executor, to satisfy the legacies contained in this Article in cash or in kind, or partly in cash and partly in kind. The judgment of the Executor concerning the division or distribution of assets among the legatees contained in this Article shall be binding and conclusive on all persons and entities having an interest in this Will and in the administration of my estate. Any property distributed in kind in satisfaction of the legacies contained in this Article shall be valued at the date or dates of distribution of such property to the legatees. The judgment of the Executor concerning values for the purposes of such distribution(s) shall be binding and conclusive upon all parties interested in this Will and in the administration of my estate.

ARTICLE V.

I give, devise, and bequeath to the Trustee of the Bernice Flowers Hederman GST Trust U/A 2/1/1998, that amount of property, if any, that has a value equal to the amount of my available generation-skipping transfer exemption from the federal generation-skipping transfer tax. The term "available generation-skipping transfer exemption from the federal generation-skipping transfer tax" means an amount equal to the generation-skipping transfer exemption (sometimes referred to as "GST exemption") provided in Section 2631(a) of the Code that has not been allocated (a) by me

Bernice Flowers Hederman
BERNICE FLOWERS HEDERMAN

as the transferor (as defined in Section 2652(a) of the Code), or (b) by operation of law to property transferred by me during my lifetime or deemed to have been so transferred by me, or (c) by my Executor to transfers made by me during my lifetime or at my death. The Executor, in implementing this bequest, shall distribute assets, including cash, if any, having an aggregate fair market value on the date or dates of distribution equal to the amount of said bequests. The Executor may make a distribution in kind or partly in cash or other assets and partly in kind. In the event of any such distribution other than a distribution in kind of each asset, the Executor shall use the fair market value of the assets as of the date or dates of distribution. It is my request (although not legally binding) that my Executor elect under Section 2652(a) of the Code to treat me as the transferor of this bequest for purposes of the federal generation-skipping transfer tax, and further, that my Executor elect to allocate my available or remaining GST exemption from the federal generation-skipping transfer tax to the property constituting this bequest. Notwithstanding the provisions contained hereinabove in this Article V, if my Executor does not make an election under Section 2652(a) of the Code to treat me as the transferor of the property bequeathed hereinabove, then this bequest shall lapse and no assets shall be transferred under the provisions of this Article V to the Trustee of the Bernice Flowers Hederman GST Trust U/A 2/1/1998.

ARTICLE VI.

A. Under the provisions of the Last Will and Testament of my husband, Thomas M. Hederman, which Will was admitted to probate in Cause No. P-4360 in the Chancery Court of the First Judicial District of Hinds County in Jackson, Mississippi, which Will is recorded in Will Book 75 at Page 413, I was given and granted a power of appointment under the provisions of Item III on Page 4 of said Will. If my daughter survives me, I hereby exercise said power of appointment and direct that the funds in the Marital Trust

Bernice Flowers Hederman
BERNICE FLOWERS HEDERMAN

created under the provisions of said Item III (the "Marital Trust") be paid, delivered, and distributed as follows:

1. I direct that the Trustees of the said Marital Trust pay and deliver to the Executor of my Estate an amount by which the federal and state estate and inheritance taxes assessed by reason of my death shall be increased as a result of the inclusion of the Marital Trust in my estate for such tax purposes.

2. I appoint the balance of the assets in said Marital Trust, including any accrued, accumulated, and undistributed income, to my daughter, Bernice Hederman Hussey. In the event that my daughter disclaims, in whole or in part, the assets and property to be paid and delivered to her as a result of the exercise of this power of appointment, I direct that the property so disclaimed be paid and delivered to the Trustee of the Trust created under Article VIII below.

B. In the event that my daughter does not survive me, I hereby decline to exercise said power of appointment.

ARTICLE VII.

A. All of the rest, residue and remainder of my property, real, personal and mixed, and wherever situated, including all failed or lapsed legacies, shall be referred to in this Will as my "residuary estate." I hereby give, devise, and bequeath my residuary estate, outright and free of trust, to my daughter, Bernice Hederman Hussey. In the event that my said daughter predeceases me, I give, devise and bequeath all of the rest, residue and remainder of my property, real, personal and mixed, and wherever situated, including all failed or lapsed legacies, after the payment of taxes as hereinabove provided in this Will, to the Trustee of the Trust created in Article VIII below.

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BERNICE FLOWERS HEDERMAN

B. To the extent that my daughter should disclaim a part or all of her interest in the property passing to her under the terms and provisions of this Article, then such disclaimed property shall be paid and delivered to the Trustee of the Trust created in Article VIII below.

ARTICLE VIII.

In the event that my daughter, Bernice Hederman Hussey, should predecease me, or alternatively, should disclaim, in part or in whole, the bequests to her under Article VI or Article VII above, my Executor shall deliver to my Trustee the property passing under Articles VI and VII above, whether as a result of my daughter having predeceased me or as a result of her disclaimer of part or all of such property. Such property shall be held in trust pursuant to the provisions of this Article, and upon receipt of any such property the Trustee shall then divide such property into as many separate and equal trusts as shall be necessary to allot one such trust for each grandchild of mine then living and one such trust, collectively, for the living descendants of each grandchild of mine then deceased. The share created for the descendants of a deceased grandchild of mine shall be distributed, per stirpes, to such descendants, subject to Paragraph F below. Each share created for a grandchild of mine shall be held in a separate trust and shall be named the Bernice Flowers Hederman Trust FBO Richard W. Hussey, Jr., Bernice Flowers Hederman Trust FBO Thomas H. Hussey, and Bernice Flowers Hederman Trust FBO Martin C. Hussey, respectively, and shall be administered and distributed in the following manner:

A. The Trustees may pay any part or all of the net income and principal to the beneficiary of the separate share trust allotted to the beneficiary and may also pay any part or all of the net income and principal to the descendants of any such beneficiary in such proportions as the Trustee, in the Trustee's sole

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discretion may determine to be necessary for the support, education, maintenance, medical care and welfare of any such beneficiary, taking into consideration their respective needs, best interest and welfare and all other circumstances and factors which the Trustee considers pertinent. It is my intention that the grandchild-beneficiary of each trust created hereunder have sufficient income for such beneficiary's support, education, maintenance, medical care and welfare before any distribution of income or principal is made to the descendants of any such grandchild-beneficiary. Any income not so distributed shall be accumulated and added to principal. Notwithstanding the foregoing, during any period when any beneficiary of a trust created hereunder is also serving as the Trustee of such trust, such beneficiary shall have no authority to distribute income or principal to the beneficiary except to provide for the health, education, support, and maintenance of such beneficiary.

B. Upon the attainment of the age of thirty-five (35) years by a beneficiary, one-half of the corpus and accrued income of each such separate trust being held for such beneficiary shall be delivered to the beneficiary free of trust. Upon the attainment of the age of forty (40) years by a beneficiary, all of the then corpus and accrued income of each such separate trust being held for such beneficiary shall be delivered to the beneficiary free of trust. In the event of my death after the time set forth herein for such partial or final termination of any such trust; then, in such event, the Trustee shall deliver to the beneficiary thereof a pro rata part or all of the corpus and accrued income of the separate trust being held for such beneficiary's benefit, depending upon the then attained age of the beneficiary at the time of my death.

C. In the event of the death of a grandchild of mine prior to the distribution of the trusts herein created, with issue or descendants, the separate trust created for such deceased

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grandchild shall be distributed to such grandchild's descendants, then living, per stirpes, subject to Paragraph F below.

D. In the event of the death of a grandchild of mine prior to the distribution of the trusts herein created without leaving surviving issue or descendants, the separate trust created for such deceased grandchild shall be distributed to my descendants, then living, per stirpes. Should some other share of the trust estate be held in trust for the benefit of any such descendant, the share shall be added to and merged with such other trust share.

E. In the event that there is no person qualified to receive any trust share herein created at any time, then, in such event, the trust estate shall be distributed as follows: Thirty-five percent (35%) to First Baptist Church, Jackson, Mississippi; Thirty-five percent (35%) to Mississippi College; Ten percent (10%) to Mississippi Baptist Health Systems or its Foundation; Ten percent (10%) to the Mississippi Museum of Art; Five percent (5%) to Belhaven College; and Five percent (5%) to Millsaps College. Such funds shall be added to the bequest to those institutions under Article IV, and such funds shall be held, administered, and distributed under the provisions contained in said Article IV.

F. If any descendant of a grandchild of mine, having become entitled to a distribution of all or a portion of the trust estate under the terms and provisions of any of the foregoing paragraphs, except for discretionary distributions of income and/or principal, shall be under the age of twenty-five (25) years or be under any legal disability, such beneficiary's share shall be vested in such beneficiary, but distribution shall be postponed until the beneficiary attains such age, or until such legal disability is removed. The Trustee shall pay to or for the benefit of such descendant such part of the income and principal of the retained share as the Trustee considers necessary for the beneficiary's support, education, maintenance, medical care and welfare, and may

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add to principal any income not so expended. In the event that such descendant dies before attaining the age of twenty-five (25) years or before having such disability removed, the retained trust share shall be distributed to the Executor or Administrator of the estate of such deceased descendant.

G. For purposes of this Will, a person legally adopted prior to attaining the age of seven (7) years shall be considered in all respects as a natural child of the adopting parents.

ARTICLE IX.

A. 1. The trusts specified herein are intended to be within the definition 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 the said Trustee shall have all of the powers afforded to trustees in and by the terms and provisions of said statute, as now or hereafter amended, reference to which statute is hereby made for all purposes.

2. Notwithstanding any other provision contained in this Will to the contrary, I hereby authorize and empower my Executor to sell any real property owned by me at the time of my death except such real property as may be specifically devised or bequeathed hereinabove in this Will. My Executor is hereby authorized and empowered to determine whether to sell any such property, and if so, the terms and conditions of such sale. In the event of any such sale it shall not be necessary for my Executor to give notice to any beneficiaries under this Will nor to any Trustee of any trust created hereunder, nor to any beneficiaries of any trust created hereunder, it being my intention and direction that my Executor be authorized and empowered to sell any such property without the necessity of notice to, or joinder by, any beneficiary

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under this Will or any beneficiary of any trust created under this Will.

B. None of the beneficiaries hereunder shall have any power to sell, transfer, convey, pledge, encumber, or in any other manner alienate their interest in either the income or principal of this estate or of any trust created hereunder. In addition, all sums payable to such beneficiaries hereunder, whether income or principal, shall be free and clear of the debts, contracts and alienations of the beneficiaries and none of such income or principal of any trust created hereunder shall be subject to be taken by any beneficiary's creditors by any process whatsoever.

C. During the continuance of the trusts under this Will, my Trustee shall render not less frequently than annually statements of account to each of my grandchildren. The statements shall show all receipts and disbursements and a list of all assets held as of the closing dates of the accountings. In addition, my Trustee shall render not less frequently than annually statements of account to each great-grandchild-beneficiary of trusts created under this Will, of the age of twenty-eight (28) years or older. The Trustee shall be under no duty or requirement to render a statement of account to a great-grandchild-beneficiary prior to the attainment of the age of twenty-eight (28) years by such great-grandchild-beneficiary regardless of whether the parent of such beneficiary is living or not.

D. It shall not be necessary that the Trustee furnish accountings other than provided for above either during the continuance of the trusts or upon the termination of the same, and I expressly waive any requirements of law or otherwise that accountings be filed with any court or other public tribunal except upon the written request of any individual having an interest in the trusts or by the voluntary action of the Trustee.

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E. No distribution of the principal or income of the trusts as created herein shall be made in satisfaction of a legal obligation, including, but not limited to, a legal obligation of support, of the parent of any trust beneficiary, or of a Trustee.

F. In addition to all other powers granted to my Trustees under the provisions of this Will, my Trustee shall have the power to retain any property owned by me at the time of my death and received by the Trustee from the Executor for such periods as the Trustee shall in the Trustee's sole discretion determine, whether or not the same be income producing and whether or not the same would violate general trust law and rules regarding the diversification of assets. To the extent that stock or other interests in businesses or partnerships owned in common with other family members of mine is included in my estate, it is my opinion, based upon facts and circumstances known to me at this time, that my Executor and Trustee should continue to retain such assets in my estate and trusts hereunder until a significant change in circumstances occurs which would dictate the disposition of such assets.

G. My Executor and Trustee shall have the power to allocate any of my federal exemption from the federal generation-skipping transfer tax provided in Section 2631 of the Code which is available at the time of my death to any property as to which I am deemed to be the transferor under the provisions of Section 2652(a) of the Code, including any property transferred by me during my life as to which I did not make an allocation prior to my death. Property may be subject to an allocation under this Paragraph G whether or not it is included in my probate estate. The election provided in this paragraph shall be in the discretion of my Executor, except for any specific directions granted to my Executor or Trustee under preceding provisions of this Will, who shall have the power to omit any such property from any such election or allocation. Any decision made by the Executor under this paragraph

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shall be binding on all persons. I authorize but do not direct my Executor or my Trustee, as the case may be, to divide any trust established by this instrument, at any time, into two or more separate trusts so that the federal generation-skipping transfer tax inclusion ratio as defined in Section 2642(a) of the Code for each trust shall be either zero or one. Any such separate trust shall have the identical provisions as the original trust.

H. My Trustee, or the adult beneficiaries of any trust or trusts created hereunder, shall have the power and authority to change the trust situs of any trust created under this Will from the State of Mississippi to such other jurisdiction as the Trustee or the majority of such adult beneficiaries deem appropriate, or such other jurisdiction as would be in the best interest of all or a majority of the beneficiaries of such trust. In the event of any conflict between the exercise of the powers granted to the Trustee and the powers granted to the adult beneficiaries of any such trust, a decision made by a majority of the adult beneficiaries of any such trust shall govern. In any such case, the Trustee or the adult beneficiaries of any such trust or trusts shall also have the authority to remove the Trustee and to appoint a non-related, non-subordinate Trustee who lives or has its principal office in such other state. In addition, the Trustee and the majority of the adult beneficiaries of such trust or trusts shall have the right, in changing the trust situs, to determine whether the law of the state to which the trust situs is changed shall thereafter govern the construction and interpretation of the provisions under this Will, or whether Mississippi law shall continue to govern.

I. If at any time the Trustee determines that the value of any trust under this instrument is \$100,000 or less, the Trustee may in its discretion distribute that trust, as then constituted, to the beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if there is

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more than one beneficiary to whom the current income of any trust could then be paid and if their interests are indefinite, the Trustee shall distribute the trust, per stirpes, to such of those beneficiaries as are descendants of mine or, if no beneficiary is a descendant of mine, to those beneficiaries in equal shares.

J. Notwithstanding anything herein to the contrary, the trusts under this instrument shall terminate not later than twenty-one years after the death of the last survivor of my descendants living on the date of my death, at the end of which period the Trustee shall distribute each remaining portion of the trust property to the beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if there is more than one beneficiary to whom the current income of any trust could then be paid and if their interests are indefinite, the Trustee shall distribute the trust, per stirpes, to such of those beneficiaries as are descendants of mine or, if no beneficiary is a descendant of mine, to those beneficiaries in equal shares.

K. Anything herein to the contrary notwithstanding, any beneficiary or the duly appointed personal representative of the estate of any beneficiary of my estate or any trust estate hereunder shall have the right and power to disclaim irrevocably such beneficiary's interest in my estate or such trust estate, by written notice delivered to the holder of the legal title to the property to which such interest relates at any time prior to the acceptance by or on behalf of such beneficiary of such interest or any of its benefits and within nine (9) months of the date of my death or such later period as may be permitted by the Internal Revenue Code in the future; and, upon receipt of such written notice, such interest shall be administered in accordance with the provisions hereof as though such beneficiary had predeceased me and as otherwise provided in this Will. In the event that any of the

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aforenamed persons should disclaim or release an above-described interest more than nine months after the date of my death, such disclaimer or release shall take effect as of the date of such disclaimer or release, and my estate, if it is still open, or any trust estate created hereunder, shall be administered and distributed as though such beneficiary had died as of the date of such disclaimer or release.

L. Notwithstanding any other provision contained in this Will to the contrary, whenever it is provided that there shall be a partial or total termination of a trust at a time when a beneficiary attains a certain age, if the beneficiary who attains such age is under a legal disability, the trust assets that would otherwise be distributed to such beneficiary as a result of such age attainment shall instead continue to be held in trust until such beneficiary is removed from such legal disability. However, if the interest of such beneficiary in the trust has not vested prior to the time that such beneficiary attains such required age, the interest of the beneficiary in the trust property that is directed to be distributed to such beneficiary upon the attainment of a specified age shall then be vested in such beneficiary notwithstanding that the trust property continues to be held in trust because of the legal disability of such beneficiary.

M. The Trustee may consolidate and merge for any purpose a trust created under this Will with any other trust which contains substantially the same provisions as this trust, and is administered for the same beneficiary or beneficiaries by the same trustee. The Trustee may thereafter administer such consolidated and merged trusts as one unit; but if such consolidation and merger does not appear desirable or feasible, the Trustee may consolidate the property of such trusts for purposes of investment and administration while retaining separate records and accounts for the separate trusts. Trusts with different inclusion ratios, however, may only be consolidated and merged provided that their

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respective inclusion ratios are maintained unchanged through establishment by the Trustee of substantially separate and independent shares. The power to consolidate and merge trusts hereunder may be exercised by the Trustee at any time and from time to time, and may be used to modify or reverse the prior exercise of a power to divide trusts provided under this Will.

N. I suggest that the Trustee consider the advisability of making distributions of trust property, including income, to a non-skip person (as such term is defined in Section 2613(b)) from the trust, of which the distributee is a beneficiary, which has the largest inclusion ratio; to a skip person (as such term is defined in Section 2613(a)) from the trust, of which the distributee is a beneficiary, which has the smallest inclusion ratio; and for the benefit of a skip person from the trust, of which such person is a beneficiary, which has the largest inclusion ratio to the extent that such distributions are qualified transfers for educational or medical expenses (as defined in Section 2503(e)), paid directly to the provider of such services, which distributions are excluded from the definition of generation-skipping transfer pursuant to the provisions of Section 2611(b).

ARTICLE X.

A. If any legatee or devisee shall die simultaneously with me or under such circumstances as to render it difficult or impossible to determine who predeceased the other, I hereby declare that I shall be deemed to have survived such legatee or devisee. The provisions of my Will shall be construed upon these assumptions, notwithstanding the provisions of any law establishing a different presumption of order of death or providing for survivorship for a fixed period as a condition of inheritance of property.

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B. If any person dies within ninety (90) days after my death, the termination of any trust created hereunder, or any other event covered by Treasury Regulation Section 26.2612-1(a)(2), as the case may be, and, in accordance with Section 2651(e) of the Internal Revenue Code of 1986, as amended from time to time, if such person had not survived my death, the trust termination, or other event, as the case may be, such failure to survive would have caused the special rule relating to a predeceased child or other person to apply to any property passing under this Will, then I direct that such person shall be treated with respect to such property as having predeceased me, the termination of the trust, or such other event, as the case may be, so that in accordance with Treasury Regulation Section 26.2612-1(a)(2), the special rule under Section 2651(e) of the Code and the treasury regulations thereunder, as amended from time to time, shall apply with respect to such property.

ARTICLE XI.

A. I hereby nominate, constitute and appoint my daughter, Bernice Hederman Hussey, as Executrix of this my Last Will and Testament. In the event that she should be unable or unwilling to serve as Executrix either before or after entering upon such duties, I hereby appoint Richard W. Hussey, Jr. as successor Executor of this my Last Will and Testament. In the event that he should be unable or unwilling to serve as Executor either before or after entering upon such duties, I hereby appoint Thomas H. Hussey as second successor Executor of this my Last Will and Testament. I hereby appoint my daughter, Bernice Hederman Hussey, as Trustee of any and all trusts created under the terms and provisions of this Will. Should she be unable or unwilling to serve as Trustee either before or after entering upon such duties, I hereby appoint Richard W. Hussey, Jr. as successor Trustee of any and all trusts created under the terms and provisions of this Will. In the event that he should be unable or unwilling to serve as Trustee either

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before or after entering upon such duties, I hereby appoint Thomas H. Hussey as the second successor Trustee of any and all trusts created under the terms and provisions of this Will. In the event that he should be unable or unwilling to serve as Trustee either before or after entering upon such duties, I hereby appoint Martin C. Hussey as the third successor Trustee of any and all trusts created under the terms and provisions of this Will. In the event that he should be unable or unwilling to serve as Trustee either before or after entering upon such duties, I hereby appoint Trustmark National Bank, Jackson, Mississippi, as successor Trustee of any and all trusts created under the terms and provisions of this Will. I hereby relieve my Executrix, my successor Executor, my Trustee, and any successor Trustee, from giving bond, from having an appraisal made of my estate, and of making or filing any reports, inventories, returns, or accountings of any kind or character to any Court or other tribunal.

B. In addition to the rights of removal of Trustees granted hereinafter in this instrument and under Mississippi law or the law of the state having jurisdiction over this Will or any trust created hereunder, I hereby authorize a majority of the existing adult income beneficiaries (even if there is only one such beneficiary) of any trust created under this Will to remove a Trustee, except for the initial Trustee and the successor Trustees designated in Paragraph A of this Article, appointed hereunder and to appoint a successor Trustee, which shall be a corporate Trustee that is not related or subordinate, as those terms are defined in Section 672(c) of the Code, to any beneficiary making such appointment. In the event that all of the existing income beneficiaries are minors at the time of such removal and appointment, then a majority of the existing minor income beneficiaries (even if there is only one such beneficiary) shall have such powers of removal and appointment. In such event, I hereby waive any requirement to appoint a guardian ad litem to represent the interests of any minor or unborn beneficiaries of any

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trust created under this Will, it being my intention and direction that the decision on behalf of such minor income beneficiary to remove a Trustee and name a successor Trustee may be made solely by a parent or legal guardian of such minor beneficiary, without the necessity of appointing a guardian ad litem. In any event, such removal shall be handled in the same manner as if the removed Trustee had resigned, and such successor shall be appointed by a written instrument delivered to such successor, with a copy to the removed Trustee. The removed Trustee shall deliver to the successor Trustee, within a reasonable time, all property comprising the trust, accompanied by a written accounting.

C. Any successor Executor or Trustee shall have all of the rights, powers, and discretions given to, and shall be subject to all of the limitations imposed upon, the initial Executor or Trustee without any act of conveyance or transfer, except as may otherwise be provided in this Will. Further, a successor Trustee shall have no obligation to investigate any breach of trust of a predecessor Trustee, nor shall any successor Trustee be liable for same. Notwithstanding this provision, the successor Trustee shall investigate any breach of trust brought to its attention by any beneficiary and, in the case of any question involving the expenditure of funds, shall use the Trustee's own judgment or shall seek instructions from an appropriate chancery court.

D. During the period of administration of my estate, my Executor shall have all of the powers with reference to my estate and the assets of my estate that are granted to Trustees under the said Uniform Trustees' Powers Act with reference to trusts and trust assets, reference to which Uniform Act is again hereby made, as such act now provides or may hereafter be amended in the future.

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1. In addition to the powers afforded to my said personal representative by the Uniform Trustees' Powers Act, I specifically give and grant to my Executor the following powers, by way of illustration and not of limitation:

a. To pay, settle or compound any and all rights, debts, demands, or claims, either in favor of or against my estate, upon such terms as the Executor may deem fit and for such purposes to give or receive full receipts and discharges.

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; 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 the Executor shall deem proper. The decision of my Executor shall be binding and conclusive on all persons.

d. To make any and all other elections permitted by any tax law applicable to the estate and in the discretion of the Executor to make or not make adjustments among the beneficiaries as to the income or principal of the estate as a result of the exercise of such election(s).

E. References to the "Internal Revenue Code" or "Code" or to provisions thereof are to the Internal Revenue Code of 1986, as amended, at the time in question. References to the "Regulations" are to the Treasury Regulations under the Code. If by the time in question a particular provision of the Code has been renumbered, or the Code has been superseded by a subsequent federal tax law, the

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reference shall be deemed to be to the renumbered provision or the corresponding provision of the subsequent law, unless to do so would clearly be contrary to my intent as expressed in this Will, and a similar rule shall apply to references to the Regulations.

ARTICLE XII.

A. Throughout this Will, the masculine gender shall be deemed to include the feminine, and the singular, the plural, and vice versa.

B. The term "Executor" as used herein shall be deemed to refer to my Executrix and any successor Executor. The term "Trustee" as used herein shall be deemed to refer to any Trustee or successor Trustee.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament on the 9th day of August, 2001.

Bernice Flowers Hederman
BERNICE FLOWERS HEDERMAN

WITNESSES:

Jay Drai III
Florence L. Timmer

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by BERNICE FLOWERS HEDERMAN 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 9th day of August, 2001.

Jay D. Vain
Gene L. Timmer

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF Hinds

We, Jay A. Travis III and Florence L. Timmer, on oath state that we are the subscribing witnesses to the attached written instrument dated the 9th day of August, 2001, which has been represented to be the Last Will and Testament of Bernice Flowers Hederman ("Testatrix"), who stated that she had a fixed place of residence in the City of Jackson, Hinds County, 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 9th day of August, 2001.

Jay A. Travis III
Signature of Witness
2465 SAND WOLF DR
Street Address
JACKSON, MS 39211
City and State

Florence L. Timmer
Signature of Witness
5156 OLD CANTON RD.
Street Address
Jackson MS 39211
City and State

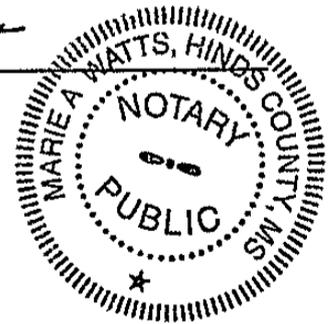
Subscribed and sworn to before me on this the 9th day of August, 2001.

Marie C. Watts
NOTARY PUBLIC

My Commission Expires:

MY COMMISSION EXPIRES OCT 2, 2004

[AFFIX NOTARY SEAL]



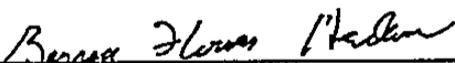
were not owned by me, but were owned by certain trusts created under the Last Will and Testament of my said husband. Such real estate interests, which were owned by the trusts created under the Last Will and Testament of my husband, have been transferred to TMHT Properties, LLC, a Mississippi Limited Liability Company. Ninety-nine percent (99%) of such Limited Liability Company interests are now owned by the Marital Trust created under the terms and provisions of the Last Will and Testament of my said husband, reference to which is made in Paragraph A above.

"2. If the gift pledge made to Baptist has not been paid or otherwise fulfilled during my lifetime, then I hereby exercise said power of appointment under the provisions of Item III on Page 4 of my husband's said Will and direct that all of the interests of such Marital Trust in TMHT Properties, LLC, be transferred and conveyed to Mississippi Baptist Health Systems in fulfillment of my charitable gift pledge (but no to exceed the value of my then remaining pledge). It is my understanding that the transfer of such interests in TMHT Properties, LLC, together with prior gifts and/or transfers made by me shall totally fulfill the aforesaid charitable gift pledge

"C. If my daughter, Bernice Hederman Hussey, survives me, I hereby exercise said power of appointment granted under said Item III on Page 4 of the Last Will and Testament of Thomas M. Hederman, and direct that all funds and assets of every kind and nature except for the aforesaid Limited Liability Company interests in TMHT Properties, LLC, be paid, delivered, and distributed as follows:

"1. I direct that the Trustees of the said Marital Trust pay and deliver to the Executor of my Estate an amount by which the federal and state estate and inheritance taxes assessed by reason of my death shall be increased as a result of the inclusion of the Marital Trust in my estate for such tax purposes. It is my understanding that no estate taxes will be imposed upon the gift to Mississippi Baptist Health Systems.

"2. I appoint the balance of the assets in said Marital Trust, including any accrued, accumulated, and undistributed income, to my daughter, Bernice Hederman Hussey. In the event that my daughter should disclaim, in whole or in part, the assets and property to be paid and delivered to her as a result of the exercise of this power of appointment, I direct that the property so disclaimed be paid and delivered to the Trustee of the Trust created under Article VIII below


BERNICE FLOWERS HEDERMAN

"D. In the event that my daughter does not survive me, I hereby decline to exercise the power of appointment granted to me under the Last Will and Testament of my husband, Thomas M. Hederman, except as is exercised in Paragraph B above in favor of Mississippi Baptist Health Systems."

III.

Except as changed by the above provisions, I republish, reaffirm, and readopt my said Last Will and Testament of August 9, 2001.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this Codicil to my Last Will and Testament of August 9, 2001, on the 9th day of January, 2004.

Bernice Flowers Hederman
BERNICE FLOWERS HEDERMAN

WITNESSES:

Jay A. Driscoll
Florence L. Timmer

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by BERNICE FLOWERS HEDERMAN as a Codicil to 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 9th day of January, 2004.

Jay A. Driscoll
Florence L. Timmer

PROOF OF CODICIL

STATE OF MISSISSIPPI

COUNTY OF Hinds

We, Jay A. Travis III and Florence L. Timmer, on oath state that we are the subscribing witnesses to the attached written instrument dated the 9th day of January, 2004, which has been represented to us to be a Codicil to the Last Will and Testament of BERNICE FLOWERS HEDERMAN, 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 a Codicil to 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 the 9th day of January, 2004.

Jay Travis III
Signature of Witness
2465 SAND RIDGE DR
Street Address
JACKSON MS 39211
City and State

Florence L. Timmer
Signature of Witness
5535 Ridgewood Rd.
Street Address
Jackson MS 39211
City and State

Subscribed and sworn to before me on this the 9th day of January, 2004.



Brenda Knowles

My Commission Expires:
MY COMMISSION EXPIRES SEPTEMBER 24, 2007

LAST WILL AND TESTAMENT

5 38 - 301

OF

2004-905

LILLIAN HARTWIG WILLIAMS

I, Lillian H. Williams, of Madison County, Mississippi, being of legal age and of sound and disposing mind and memory, do hereby make, declare and publish this instrument to be my Last Will and Testament, hereby revoking all other wills and testaments heretofore made by me.

ITEM I.

I do hereby appoint my husband, William Lowry Williams, to serve as my Executor. My said husband shall not be required to post any bond or cause any appraisement of my estate to be made.

ITEM II.

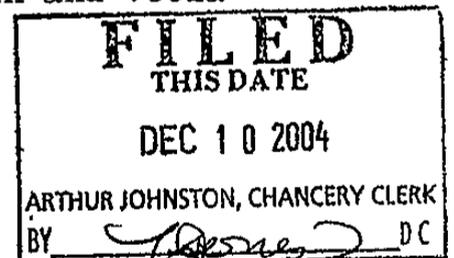
If, at the time of my death, I owe any debts, I direct that the same shall be paid by my Executor after the same have been filed, registered, allowed and probated according to law.

ITEM III.

I give, devise and bequeath unto my said husband, William Lowry Williams, all of my property, real, personal and mixed, wherever located and whether acquired before or after the execution of this will.

ITEM IV.

In the event that my said husband, William Lowry Williams, shall predecease me, then I give, devise and bequeath all of my property, real, personal and mixed wherever located and whether acquired before or after the execution of this will unto my two children, Margaret Sue Williams Chapman and Veola Genevieve Williams Adams, share and share alike.



IN TESTIMONY of the making, declaring and publishing of the foregoing to be my Last Will and Testament, I now sign my name hereto in the presence of the two subscribing witnesses, whom I have especially requested to witness the making, publishing and declaring of this my last will and testament and the witnessing of my signature thereto.

All done this the 5th day of February, 1977.

Lillian Hartwig Williams
Lillian Hartwig Williams

WITNESSES:

J. O. Rankin
Name

Elora RFD-1. Miss
Address

Mrs J. O. Rankin
Name

Elora Miss
Address

CERTIFICATE OF SUBSCRIBING WITNESSES

We, J. O. Rankin and Mrs J. O. Rankin do hereby certify that Lillian Hartwig Williams declared and published the foregoing instrument to be her last will and testament in our presence, and that she signed and published the same as her last will and testament in our presence, especially and expressly requesting us to be the subscribing witnesses, each signing in the presence of the Testatrix and in the presence of each other.

Witness our signatures, this the 5 day of Feb, 1977.

J. O. Rankin
Witness

Mrs J. O. Rankin
Witness