

PROOF OF WILL

Fabian Weber and Kelley Jones being duly sworn according to law on oath state

^{dw} Each of us is a subscribing witness to the attached written instrument dated January
²⁰⁰⁴ ~~2003~~, which purports to be the Last Will and Testament of WILLIAM EDMONDS WEEMS, M.D.
who is personally known to each of us On the execution date of the instrument, the Testator, in our
presence, signed, published and declared the instrument to be his Last Will and Testament, and
requested that we attest his execution thereof In the presence of the Testator and each other, each
of us signed our respective names as attesting witnesses At the time of execution of the instrument
the Testator appeared to be eighteen years of age or older, of sound mind, and acting without undue
influence, fraud, or restraint

DATED this 2 day of January, ²⁰⁰⁴ ~~2003~~ ^{dw} _{kw}

Delna Welch
(Witness)

Kelley Jones
(Witness)

301 Ave D Box 7
(Address)

3343 Hwy 29 n
(Address)

Lauder Ms 39440

Osos, MS 39480

STATE OF MISSISSIPPI

COUNTY OF Jones

Subscribed and sworn to before me, the undersigned Notary Public, on this the 2 day of

January, ²⁰⁰³ ~~2004~~ ^{dw}

George D. Jernigan
Notary Public

My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires December 29, 2006
Bonded Thru Heiden, Brooks & Garland, Inc

2005-046

LAST WILL AND TESTAMENT

OF

MYRTIS VIRGINIA FOSTER

FILED
 THIS DATE
 JAN 21 2005
 ARTHUR JOHNSTON, CHANCERY CLERK
 BY *Arthur Johnston* D.C.

XX

I, the undersigned, Myrtis Virginia Foster, presently residing at 92 Pickwick Court, Hinds County, Jackson, Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, declare and publish this my Last Will and Testament, hereby revoking all prior wills and codicils heretofore by me made and hereby disposing of my property as follows:

I.

I hereby nominate and appoint as Executor of this my Last Will and Testament, my brother, Claude William Foster, who resides at 201 Walters Drive, Aberdeen, Mississippi 39730, and expressly declare that no bond shall be required of him as such Executor.

II.

I hereby direct my Executor to employ the services of an attorney in connection with probating this my Last Will and Testament and the administration of my estate.

III.

I desire all of my just debts be paid after probate and allowance by the Court having jurisdiction as by law required.

IV.

I direct the Executor of my estate to be responsible for my funeral expenses, which are to be paid out of my estate.

V.

To my brothers, Claude William Foster and James Alcorn Foster, I give, devise and bequeath all of my right, title and interest in and to all of my property, both real and personal, of whatsoever nature and wheresoever situated, and any right and

Myrtis Virginia Foster
 MYRTIS VIRGINIA FOSTER

Dec. 6, 1982
 DATE

interest in and to any choses in action or any right or action of law or equity that I might exercise myself, should I be able, to share and share alike.

VI.

To my brothers as shown in Paragraph V, hereof, I give, devise and bequeath all the rest and residue of my property.

VII.

In the event Claude William Foster predeceases me, or should we die simultaneously, I direct that James Alcorn Foster, my brother, be appointed to serve as Executor of my estate, and I expressly declare that no bond shall be required of him as such Executor. I further direct that said Executor fulfill the requirements as set out in Paragraph II, III, and IV of this instrument. Should James Alcorn Foster refuse or be unable to serve as Executor of my estate, I then direct that the Court shall appoint a proper and suitable person according to law.

VIII.

In the event one or both of my brothers, as shown in Paragraph V, fails to survive me or should we die simultaneously, then I give, devise and bequeath that brother's share to his legal and lawful wife and the issue of his body to share and share alike.

IX.

In the event one or both of my brothers fail to survive me or should we die simultaneously, all the rest and residue of my property both real and personal, that would go to that brother, I give, devise and bequeath to his legal and lawful wife and to the issue of that brother to share and share alike.

IN WITNESS WHEREOF, I have cause this my Last Will and Testament, consisting of 4 pages, including this page and the succeeding pages, and identified by my signature at the bottom of each page, and have written and declared and do hereby declare and publish this as My Last Will and Testament, in the presence of the subscribing witnesses hereto, and each of them I have

Myrtis Virginia Foster
MYRTIS VIRGINIA FOSTER

Dec. 6, 1982
DATE

B 38 P 428

specially requested to witness my execution of this instrument
in my presence and in the presence of each other, and all of this
done at Jackson, Mississippi, on the 6th day of December,
1982.

Myrtis Virginia Foster
MYRTIS VIRGINIA FOSTER

WITNESSES:

Henry Bate
2706 Brookwood Dr.
Jackson, MS. 39204.

Deloris B. May
1837 Traylor Drive
Madison, Miss. 39110

A T T E S T A T I O N

We, the undersigned, hereby certify that on this 6th day of December, 1982, at the special instance and request of MYRTIS VIRGINIA FOSTER, whom each of us personally know, we witnessed her execution of her foregoing Last Will and Testament, and she in our presence first signed, published and declared said instrument as her Last Will and Testament, and we and each of us, in her presence and in the presence of each other, and her special instance and request having subscribed our names as attesting and subscribing witnesses thereto; and we, furthermore, certify that at said time the said Testator was of legal age and sound and disposing mind and memory.

James B. Bates
Deloris B. May

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE WILL AND ESTATE OF
MYRTIS VIRGINIA FOSTER, DECEASED

NO. 2005-046

STATE OF MISSISSIPPI

COUNTY OF Madison

AFFIDAVIT OF SUBSCRIBING WITNESS

This day personally came and appeared before me, the undersigned authority in and for said jurisdiction, DELORIS B. MAY GLADNEY, one of the subscribing witnesses to a certain instrument of writing purporting to be the Last Will and Testament of Myrtis Virginia Foster, deceased, late of Madison County, Mississippi, who, having been first duly sworn, makes oath that the said MYRTIS VIRGINIA FOSTER signed, published and declared the original of said instrument as her Last Will and Testament on the 6th day of December, 1982, the day and date of said instrument, in the presence of said affiant and Gary L. Bates, that the said testatrix was then of sound and disposing mind and memory and twenty-one (21) years and upwards of age; and said affiant and Gary L. Bates subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the said testatrix, and in the presence of each other.

Deloris B. May Gladney
DELORIS B. MAY GLADNEY

SWORN to and subscribed before me, this the 11th day of January, 2005.

Beverly Rae Sanders Walker
NOTARY PUBLIC

My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES OCT 4 2006
BONDED THROUGH LEGAL NOTARY SERVICE



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE WILL AND ESTATE
OF MYRTIS VIRGINIA FOSTER, DECEASED

NO. 2005-046

AFFIDAVIT OF EXECUTOR

STATE OF MISSISSIPPI
COUNTY OF HINDS

I, the undersigned JAMES ALCORN FOSTER, Executor of the Will and Estate of Myrtis Virginia Foster, deceased, do hereby swear that I have made reasonably diligent efforts to identify persons having claims against the Estate, and have either paid them or have given notice to them, as required by § 91-7-145, Mississippi Code of 1972, as amended.

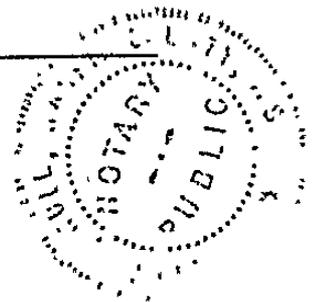
James Alcorn Foster
JAMES ALCORN FOSTER

SWORN to and subscribed before me, this the 19th
day of January, 2005.

Betty L. Day
NOTARY PUBLIC

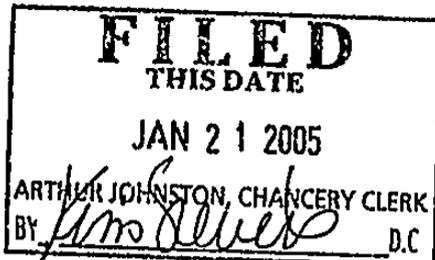
My Commission Expires:
7/1/05

FILED
THIS DATE
JAN 21 2005
ARTHUR JOHNSTON, CHANCERY CLERK
BY Jim Dwyer D.C.



LAST WILL AND TESTAMENT

2005-045



OF

EVELYN KELLY WHATLEY

I, EVELYN KELLY WHATLEY, an adult resident citizen of Madison County, Mississippi, above the age of twenty-one years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any previous Wills and/or Codicils heretofore made by me.

ITEM I.

I do hereby appoint James S. Armstrong as Executor of this my Last Will and Testament. I hereby direct that my Executor shall not be required to enter into any bond, and I hereby waive the necessity of having a formal appraisement made of my estate and I waive the requirements of inventory and accounting by my Executor. I give to my Executor, during the administration of my estate, all of the rights, powers and privileges set out in the Mississippi Uniform Trustee's Powers Laws, being Miss. Code Ann., Sections 91-9-101 to 91-9-119 (1972) as now enacted or hereafter amended.

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. I direct my Executor to pay out of my residuary estate all Federal and State

Evelyn Kelly Whatley

estate, inheritance, succession, transfer, or other death taxes which are assessed against my estate or against any beneficiary.

ITEM III.

A. I give and bequeath my four poster bedroom suite with two night tables, four-drawer chest of drawers and a dresser with stool to Dianne Rials.

B. I give and bequeath all the remainder of my furniture, household effects, personal effects and clothing to Julia Fay Mayo Lechter and Geraldine Mayo Lowe, share and share alike, or in the event either of them should predecease me, to her issue, per stirpes.

ITEM IV.

I give and bequeath to each of the following the sums respectively indicated for them, as follows:

A. To Paula Lowe Marcinak, the sum of Ten Thousand and No/100 Dollars (\$10,000.00).

B. To David Price Lechter, the sum of Ten Thousand and No/100 Dollars (\$10,000.00).

C. To Sharon Lechter Smalling, the sum of Ten Thousand and No/100 Dollars (\$10,000.00).

D. To Dianne Norwood Rials, the sum of Ten Thousand and No/100 Dollars (\$10,000.00).

Evelyn Kelly Whatley

E. To Jacquelyn Birdwell Miller, the sum of Thirty Thousand and No/100 Dollars (\$30,000.00)

In the event any of the individuals named above in this Item IV shall not survive me, then his or her bequest shall lapse.

ITEM V.

I give, devise and bequeath all the rest and residue of the property comprising my estate, of whatsoever kind or character and wheresoever situated, unto Julia Fay Mayo Lechter and Geraldine Mayo Lowe, share and share alike, or in the event either of them should predecease me, to her issue, per stirpes.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 1st day of October, 2002.

Evelyn Kelly Whatley
EVELYN KELLY WHATLEY

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

Rosemary A Witt
Wm Lowe
WITNESSES

STATE OF MISSISSIPPI

COUNTY OF MADISON

AFFIDAVIT OF SUBSCRIBING WITNESSES

THIS DAY personally came and appeared before me, the undersigned authority at law in and for said jurisdiction, Rosemary B. Hitt and Nell Lowe, the two subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of EVELYN KELLY WHATLEY, a citizen of Madison County, Mississippi, each of whom having been first duly sworn, each makes oath that the said EVELYN KELLY WHATLEY, signed, published and declared the original of said instrument as her Last Will and Testament, on the 1st day of October, 2002, the day and date of said instrument, in the presence of said two affiants, all of whom were the subscribing witnesses to said instrument; that said Testatrix was then of sound and disposing mind and memory and above the age of twenty-one years; and each of the said two subscribing witnesses subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the said Testatrix and in the presence of each other.

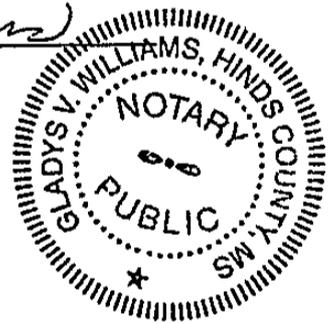
Witness: Rosemary B Hitt
Address: Apt. # 129 410 Orchard Park
Ridgeland MS 39157
Witness: Nell Lowe
Address: Apt 104 410 Orchard Park
Ridgeland, MS 39157

SWORN to and subscribed before me, this the 1st day of October, 2002.

Gladys V. Williams
NOTARY PUBLIC

My Commission Expires:

~~MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 5, 2003
BONDED THRU STEGALL NOTARY SERVICE~~



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE WILL AND ESTATE

OF EVELYN KELLY WHATLEY, DECEASED

NO. 2005-045

AFFIDAVIT OF EXECUTOR

STATE OF MISSISSIPPI

COUNTY OF HINDS

I, the undersigned JAMES S. ARMSTRONG, Executor of the Will and Estate of Evelyn Kelly Whatley, deceased, do hereby swear that I have made reasonably diligent efforts to identify persons having claims against the Estate, and have either paid them or have given notice to them, as required by § 91-7-145, Mississippi Code of 1972, as amended.

James S. Armstrong

JAMES S. ARMSTRONG

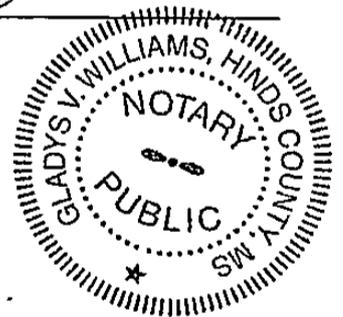
SWORN to and subscribed before me, this the 20th
day of January, 2005.

Gladys V. Williams

NOTARY PUBLIC

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 5, 2007
BONDED THRU STEGALL NOTARY SERVICE

FILED
THIS DATE
JAN 21 2005
ARTHUR JOHNSTON CHANCERY CLERK
BY *Am [Signature]* DC



Last Will and Testament

OF

2005-050

FRANK G. SMITH, JR.

I, FRANK G SMITH, JR , an adult resident of Madison County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all Wills and Codicils heretofore made by me.

ARTICLE I.

A I declare that I am the husband of EVELYN K. SMITH, to whom all references herein to "my wife" shall relate. I am the father of FRANK G SMITH, III, LYNDA D. SMITH HUDSON, and LISA B SMITH, to whom all references herem to "my child" and "my children" shall relate. For all purposes of this Will and the disposition of my estate hereunder, the terms "issue" and "descendants" shall be deemed to include all children born to my children before and after the execution of this Will, irrespective of any provisions of law establishing a contrary presumption. It is my clear intent to exclude adopted children of any beneficiary and any references to "children", "grandchildren", "issue", or "descendants", shall specifically not include, or relate to, adopted persons

B Although it is my understanding that my wife is executing her Will at or about the time of the execution of this, my Last Will and Testament, it is not my nor our intention that such Wills shall be construed or deemed mutual, reciprocal, or dependent upon the other, and it is our intention that the survivor of us will have the unrestricted right to change the terms of his or her Will.

ARTICLE II.

EXPENSES AND CLAIMS

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for

FILED
THIS DATE
JAN 21 2005
ARTHUR JOHNSTON, CHANCERY CLERK
BY Arthur Johnston D.C.

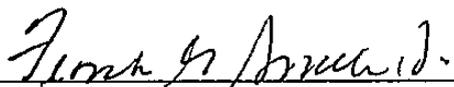
Frank G. Smith Jr.
FRANK G. SMITH, JR.

the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled. Further, if any said expenses or costs are not deductible on either the federal or state estate tax returns, such expenses or costs shall be paid from and charged against that portion of my residuary estate which is not included in the portion qualifying for and making up the marital deduction. However, my Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate. All property bequeathed or devised under this Will either outright or in trust is bequeathed and devised subject to existing mortgages, liens or encumbrances thereon. My Executor is given full discretion as to which debts to pay and which to allow to pass with the property to which such debts apply. However, notwithstanding anything contained herein to the contrary, nothing herein shall be construed to create any express trust for the payment of any such taxes, expenses or debts.

**ARTICLE III.
TAXES**

I direct that all estate and inheritance taxes and other taxes in the general nature thereof, together with any interest or penalty thereon (including any and all taxes paid with respect to the proceeds of any policy or policies of insurance or property over which I have a taxable power of appointment included in my gross estate for the purpose of such taxes, but not including any taxes imposed on generation-skipping transfers under the federal tax laws, nor any Qualified Terminable Interest Property tax which shall become payable upon or by reason of my death with respect to any property passing by or under the terms of this Will or any Codicil to it hereafter executed by me), shall be paid by my Executor out of the principal of that portion of my residuary estate which is not included in the portion qualifying for and making up the marital deduction and said beneficiaries under the residuary portion of my Will shall be responsible for that portion of taxes in the proportion that their bequest bears to the total passing under the residuary portion. In the event my spouse predeceases me, all said taxes as set forth herein shall be paid out of my residuary portion of my Will by the residual beneficiaries in the same proportions as immediately set forth above.

In the event my wife predeceases me, with regard to any and all property passing under Article IX of the Last Will and Testament of Frank G. Smith, Jr. in the Evelyn K. Smith Marital Trust and elected as Qualified Terminable Interest Property, I direct, in accordance with the Will of Frank G. Smith, Jr., that my Executor shall charge such estate, inheritance or succession and/or gift tax (including any and all penalties and interest thereon) resulting from the inclusion of such property in my estate to the principal of the Evelyn K. Smith Marital Trust, if it is advisable to so do under


FRANK G. SMITH, JR.

the circumstances at that time. My Executor shall have the right and authority to recover from the principal of the Evelyn K. Smith Marital Trust and/or equally from the remaindermen in said trust the excess of the federal and state estate tax paid over the federal and state estate tax which would have been payable if the value of the Qualified Terminable Interest Property had not been included in my estate, pursuant to Section 2207A of the Internal Revenue Code of 1986, as amended, as well as any gift tax attributable to same, it being my specific intent, as is consistent with the Will of Frank G. Smith, Jr, that my estate bear no part of the burden of such federal and state estate, inheritance or succession or gift taxes attributable to such Qualified Terminable Interest Property included in my estate for such federal or state estate tax or gift tax purposes, unless my Executor deems it advisable

**ARTICLE IV.
PERSONAL PROPERTY**

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

If my wife does not survive me, I give and bequeath all such personal property described in this Article and owned by me at the time of my death equally unto my children, per stirpes. In the event I desire any particular division of such above described property among my beneficiaries, I will leave a listing with my Executor to that effect, which latest dated listing I would request my beneficiaries and my Executor honor. Should one of my children predecease me, such property bequeathed to said deceased child shall pass to such child's issue, per stirpes, or if a deceased child shall leave no surviving issue, said deceased child's share shall pass equally to my surviving children, or if deceased, to their issue, per stirpes.

My Executor is hereby given full and complete authority to determine the property and the value of each share passing under this Article, and the Executor's decision as to the division of such property shall not be questioned by any beneficiary. Should any disagreement arise, however, as to the equitable division of this property among the beneficiaries, then I authorize my Executor, in its discretion, to sell all or any portion of such property at public or private sale without Court order or bond and divide the net sale proceeds among such beneficiaries in accordance with the terms hereof.

Frank G. Smith, Jr.
FRANK G. SMITH, JR.

**ARTICLE V.
SPECIFIC BEQUESTS**

In the event that my wife survives me, I give and bequeath unto each of my children, named in Article I of this Will the cash sum of Twenty Thousand and No/100 Dollars (\$20,000 00) Should any child predecease me, that child's bequest shall lapse and pass under the provisions of Article X herein.

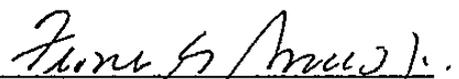
In the event that my wife predeceases me, I give and bequeath unto each of my children named in Article I of this Will the cash sum of Fifty Thousand and No/100 Dollars (\$50,000 00) Should any child predecease me, that child's share shall lapse and pass under the provisions of Article X herein

**ARTICLE VI.
PROPERTY AND CASUALTY INSURANCE**

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

**ARTICLE VII.
DISPOSITIVE PROVISION**

I give, bequeath, devise and appoint all the residue and remainder of my property and estate of every nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, all lapsed legacies and devises or other gifts made by this Will which fail for any reason, hereinafter referred to as my residuary estate, unto my Executor, and I direct that my Executor shall administer and dispose of my said residuary estate in accordance with the terms and provisions set forth and contained in the succeeding Articles of this Will.

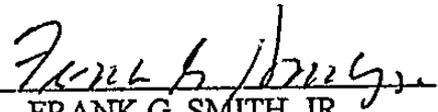

FRANK G. SMITH, JR

ARTICLE VIII.
CREDIT SHELTER TRUST

I give, devise and bequeath and direct my Executor to deliver to the hereinafter-named Trustee under the terms set forth hereafter, an amount of property equal to the largest amount, but no more, that can pass free of federal estate tax by reason of the unified credit available at the date of my death provided under Section 2010 and the state death tax credit (provided use of this credit does not require an increase in state or federal death taxes paid) allowable to my estate under Section 2011, or applicable provisions of the Internal Revenue Code effective at the date of my death. However, the amount of this bequest shall be reduced by the value of insurance proceeds and any other property which passes at any time during my life or at my death, either under any other Article of my Will or outside of my Will, in such manner as to constitute a part of my gross estate under federal estate and gift tax law and for which no marital deduction is allowed under Section 2056 and no deduction for public, charitable or religious purposes is allowed under Section 2055 or any other applicable provisions of the Internal Revenue Code effective at the date of my death. In computing the amount of property constituting this pecuniary bequest, the values used in finally determining the federal estate tax on my estate shall control. My Executor shall select and distribute to the Trustee the cash or other property to be placed in this trust, and the assets selected by my Executor for that purpose shall be valued at their respective values on the date or dates of their distribution. This trust shall be for the benefit of my wife, my children, and my children's descendants. The assets devised and bequeathed under this Article of my Will shall be charged with the payment of any estate, inheritance or other death taxes other than Qualified Terminable Interest taxes payable by reason of my death, and any and all other expenses of my estate. I recognize the possibility that no property may be disposed of by this Article of my Will and that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections. This Trust may also be funded with any amounts disclaimed by any beneficiary of my estate and all property devised and bequeathed to my children and their issue in Article X of this Will.

This trust shall be known as the "Frank G. Smith, Jr. Family Trust" created under my Will, and I direct that such property so passing to my Trustee under this Article shall be administered and disposed of upon the following terms and provisions--that is to say:

A. 1. Net Income Distributions The Trustee is authorized, in its sole and absolute discretion, to pay all or any portion of the net income to or for the benefit of my wife in convenient installments periodically, but if paid, then at least as often as annually, during her life. However, the Trustee may in its discretion withhold from my wife so much (or all) of the income as the Trustee determines not to be advisable for her health, maintenance and for the maintenance of her accustomed standard of living. After considering the health and maintenance of my wife, my Trustee


 FRANK G. SMITH, JR.

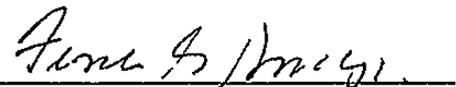
is further authorized, in its discretion, to pay to or for the benefit of any of my children and/or their issue, any such withheld income and/or trust principal deemed advisable for their health, maintenance of accustomed standard of living and education (including post graduate education) Any excess income not distributed shall be accumulated and added to the principal. Notwithstanding anything to the contrary contained herein, this discretionary trust shall be for the principal benefit of my wife for her lifetime, and during the term of her lifetime, my Trustee is directed to look first to her health and maintenance prior to acting under its discretion to sprinkle income and/or trust principal to other beneficiaries. However, all income and/or trust principal disbursements herein are to be made solely in the discretion of the Trustee

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

A. 2. Principal Distributions. If the total income of my wife is, in the sole discretion of the Trustee, insufficient to enable her to maintain her present and accustomed standard of living, then the Trustee may solely, in its discretion, pay to her or apply for her benefit out of the principal of the trust such additional sum or sums as the Trustee shall deem proper for her health, maintenance and for the maintenance of her accustomed standard of living; provided, however, my Trustee shall have the discretion as to the distribution of principal from this Trust to my wife or paid to her, and I suggest that the Trustee consider the income and estate tax effects on distributions of principal from this Trust and the Evelyn K. Smith Marital Trust when decision whether to distribute principal to wife. In making this determination, the Trustee may take into consideration my wife's assets and income from sources other than this trust, including, but not limited to, her qualification for governmental payments (local, state or federal)

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

B. 1. Children's Trusts. Upon the death of my wife, the Trustee shall divide the trust property of the Trust into separate and equal parts--one (1) part for each of my children living at that time and one (1) part for the issue, as a group, of a deceased child of mine, and each part shall be a separate trust. Any part set aside for the issue, as a group, of a deceased child shall be further


FRANK G. SMITH, JR

divided into separate and equal trusts for such issue, per stirpes. Said trusts shall continue to be administered under the terms herein at the sole and absolute discretion of my Trustee for the health, maintenance of accustomed standard of living and education (including post graduate education) of said beneficiaries, and the Trustee is authorized, in its sole discretion, to distribute net income to or for the benefit of such beneficiaries from said trusts, and if distributed then at least annually, or at more frequent intervals as it determines proper, or accumulate any such income and add same to corpus if such income or portion thereof is not deemed, in its discretion, to be advisable for said beneficiaries' health, maintenance of accustomed standard of living and education (including post graduate education)

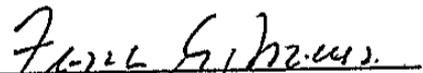
As to each child's separate trust, the Trustee is given total discretion to sprinkle income and/or trust principal to and among that child's issue for their health, maintenance of accustomed standard of living and education (including post graduate education), with my Trustee bearing in mind that each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

The Trustee may, in its sole discretion, also invade the principal of a beneficiary's trust, if it, in its sole discretion, deems such to be advisable in order to provide for the health, maintenance of accustomed standard of living and education (including post graduate education) of that beneficiary

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

B. 2. Trust Asset Distributions Following the death of my wife, as to each of my children who are living, my Trustee shall pay over, transfer, deliver, assign and convey each child's portion of the corpus and any accumulated income of their separate trust to the child outright and free of trust when each child reaches the age of sixty-five (65) years, or when each child's separate trust value is below \$100,000.00, whichever first occurs, with all such distributions subject to the provisions of Paragraph F of Article XI of this Will. The Trustee shall have sole and unlimited discretion to determine the property, the proportion of property, and the value of the property involved, in order to determine what property shall comprise the portions to be paid to each beneficiary hereunder

B. 3. Grandchildren's Trusts. Should any of my children die prior to the termination of their separate trust, said trust estate of my deceased child's trust shall vest in their living issue, per stirpes, subject to Paragraph F of Article XI of this Will. In the event a child of one of my children


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becomes a beneficiary of a trust hereunder, such trust assets shall be maintained under the provisions hereof for the benefit of the grandchild in a separate trust for their benefit, with the principal and accumulated income of each grandchild's trust to be distributed to the grandchild outright and free of trust in accordance with the following schedule: when each grandchild reaches the age of twenty-five (25) years, one-fourth (1/4) of the principal and accumulated income of that grandchild's separate trust shall be distributed free of trust to said grandchild, when each grandchild reaches the age of thirty (30) years, one-third (1/3) of the principal and accumulated income of that grandchild's separate trust shall be distributed free of trust to said grandchild, and when each grandchild reaches the age of thirty-five (35) years, the remainder of the principal and accumulated income of that grandchild's separate trust shall be distributed free of trust to said grandchild, with all such distributions remaining subject to the terms and conditions of Paragraph F of Article XI herein. In the event a grandchild dies prior to the termination of his or her separate trust, said assets shall vest in his or her issue, per stirpes, subject to Paragraphs F and J of Article XI herein, or in default of issue, to his or her siblings, or if deceased, to their issue, per stirpes, subject to Paragraphs F and J of Article XI hereof.

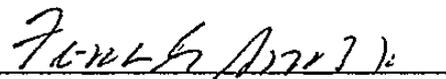
B. 4. Death of a Child Without Issue In the event one of my children dies prior to the termination of their separate trust, leaving no surviving issue or descendants, then the accumulated income of their separate trust shall be paid to their estate, and the principal of said trust shall be distributed equally to my surviving children's separate trusts, or if any be deceased, to the separate trusts set forth herein for their issue, per stirpes, or if such trusts have terminated, then outright to such surviving children, or if deceased, to such children's issue, per stirpes.

B. 5. Remote Contingent Beneficiary In the event that all of my children and their issue shall die prior to the termination of this trust, leaving no surviving issue or descendants, then the remaining assets of each trust shall be distributed to the WILLIA D SMITH and FRANK G SMITH SCHOLARSHIP FUND at New Orleans Baptist Theological Seminary, New Orleans, Louisiana.

ARTICLE IX. MARITAL TRUST

If my wife, EVELYN K. SMITH, survives me, then and in such event, I give, devise and bequeath, and direct my Executor to deliver to my hereinafter named Trustee as Trustee for my said wife, all of the rest, residue and remainder of my estate, real and personal, of whatsoever kind or character and wheresoever situated. This trust shall be known as the "Evelyn K. Smith Marital Trust."

The Evelyn K. Smith Marital Trust shall be held, administered and disposed of upon the following terms and conditions:

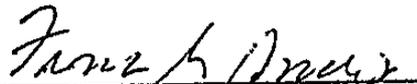

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A During the lifetime of my wife, the Trustee shall pay to or apply for her benefit, all of the net income derived from this trust, in convenient installments, but no less than annually from the date of my death.

B. The Trustee may, in the Trustee's sole discretion, pay to my wife, or apply for her benefit, as much of the principal of the trust as the Trustee deems desirable for her health, maintenance, and for the maintenance of her accustomed standard of living. In the exercise of this discretion, the Trustee shall consider the needs of my wife and the funds available to her from other sources, including but not limited to governmental programs (local, state or federal).

C. Upon the death of my wife, any and all undistributed income of this trust, shall be distributed to her estate. The remaining trust assets shall be distributed to the Trustee of the Frank G Smith, Jr. Family Trust created under Article VIII of this Will for the benefit of my children and my children's issue, under the terms thereof, except that, unless my wife directs otherwise by her Will, the Trustee may, if in the sole discretion of the Trustee such would benefit my children and/or their issue, first pay from the principal of this trust, directly or to the Executor of my wife's estate as the Trustee deems advisable, the amount of estate and inheritance taxes assessed on assets of said trust by reason of the death of my wife, together with the expenses of administering her estate attributable to said trust.

D. It is my intention to qualify the bequest and devise hereunder for the marital deduction under Section 2056 of the Internal Revenue Code of 1986, as amended, in effect at the date of my death and any provision herein to the contrary shall be void. In furtherance of this paramount intention of my will, all other provisions of this Will shall be subordinate to this intention. My Trustee or Executor is therefore prohibited from exercising any powers or authority granted in this Will in such a manner as to deny my estate the marital deduction intended hereby. In that regard, regardless of any powers, discretion or authority granted to my Trustee or Executor, such powers, discretion and authority may and shall not be utilized to defeat any necessities stated in this Article to qualify this trust for the marital deduction under the applicable Qualified Terminal Interest Marital Deduction provisions of the Internal Revenue Code of 1986 in effect at the date of my death. Accordingly, I direct that. (a) there shall not be allocated to the trust any unproductive property, as that property is defined in the applicable tax laws, which the Trustee would invest in or retain beyond a reasonable time without the consent of my wife, and my wife shall have the power to require the Trustee to either make the property productive or to convert it to productive property within a reasonable time; and (b) none of the powers or discretion of the Trustee shall be exercised in a manner which will deny my estate the marital deduction for property passing to this trust or disqualify such trust for the marital deduction; and (c) that all other provisions of this Will, or any codicil to it hereafter executed by me, shall be subordinate to the qualification of such trust for the marital deduction.


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E I direct my Executor to make the election under Section 2056(b)(7) of the Internal Revenue Code of 1986, as amended, to have this trust treated as "Qualified Terminable Interest Property" for the purpose of qualifying for the marital deduction allowance in determining the federal estate tax upon my estate.

Generally, I anticipate that my Executor will elect to minimize the estate tax payable by my estate. However, I would expect that some consideration be given to the timing of my wife's death and mine and the computation of the combined estate taxes in our two (2) estates, especially if she should die prior to the time the election is made

F. If my wife survives me (or is deemed to have survived me) and no federal estate tax is payable by my estate whether my estate is valued for federal estate tax purposes on my date of death or the alternative valuation date, I suggest (but do not direct) my Executor to use whichever of said dates will result in the highest value for my estate

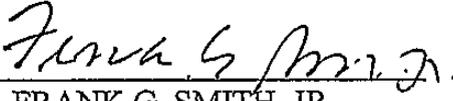
G. Neither my wife nor any other person shall have the right to appoint any part of the income or principal of this trust to any person other than my wife prior to her death

H. None of the assets of this trust shall be used for the payment of estate, inheritance or other death taxes or administrative expenses or debts payable by reason of my death

I. Anything herein contained to the contrary notwithstanding, if my wife, or if deceased, her Executor shall, as provided in Article XVI of this Will, disclaim any portion or all of the property passing under this Article IX, then such portion so disclaimed shall be added to the property devised and bequeathed to the Trustee of the Frank G. Smith, Jr. Family Trust created by Article VIII of this Will to be held, administered and distributed as provided therein

J. Notwithstanding anything contained in this Will to the contrary, in the event that the value of the assets of my estate should experience a decrease in value after my death and prior to any distribution from my estate to this trust or the Frank G Smith, Jr Family Trust, I direct that this trust and the said Frank G Smith, Jr. Family Trust shall share proportionately such depreciated assets of my estate to the extent necessary to insure that the herein set forth optimum marital deduction and the full estate tax credit available under the laws in effect at my death are allowable in my estate to the extent deemed necessary and advisable by my Executor and to insure that all requirements of the Internal Revenue Code applicable to qualifying property for the marital deduction are met

K. Notwithstanding anything contained in this Will to the contrary, if any general clause contained in Article XI relating to all trusts or elsewhere in this Will is interpreted or construed to in any way inhibit, reduce or adversely affect the qualification of this trust for the marital deduction, then such clause shall be declared and considered void as it applies to this Evelyn K. Smith Marital Trust.


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**ARTICLE X.
NO SURVIVING SPOUSE**

In the event my wife does not survive me, I give, devise and bequeath and direct my Executor to pay over and distribute the rest, residue and remainder of my estate, real and personal, of whatsoever kind or character, not otherwise disposed of herein, and including any bequest or devise that may lapse or be renounced or disclaimed or that may be otherwise ineffective for any reason, to my Trustee in trust to be administered under the terms of the Frank G. Smith, Jr. Family Trust under Article VIII of this Will, for the principal benefit of my children and their issue

**ARTICLE XI.
TRUST PROVISIONS**

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

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

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

If any beneficiary of any trust, other than the Evelyn K. Smith Marital Trust, shall attempt to anticipate, pledge, assign, sell, transfer, alienate or encumber his or her interest, or if any creditor or claimant shall attempt to subject such interest to the payment of any debt, liability or obligation of such beneficiary, then thereupon any perceived right of such beneficiary to income or principal shall terminate and thereafter the Trustee is authorized in its discretion to pay such income or principal to or apply same for the maintenance of one (1) or more of the following persons, namely: (a) such beneficiary, (b) his or her issue, and (c) those who would be entitled to receive the principal of the trust had the beneficiary died immediately prior to receipt of such income or principal by the Trustee, in such manner and proportions as the Trustee in its sole discretion may determine, regardless of equality of distribution, but in no event shall the Trustee be required or compelled to pay any part of the income or principal to or for such beneficiary.

This clause shall not apply to the Evelyn K. Smith Marital Trust so as to disqualify the same for the estate tax marital deduction.


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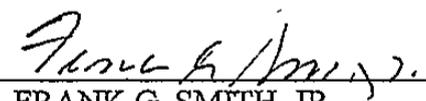
C During the minority or incapacity of any beneficiary to or for whom income or principal is authorized or directed to be paid, my Trustee may pay, transfer or assign same in any one or more of the following ways: (a) directly to such beneficiary such amount as it may deem advisable as an allowance,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

D. The Trustee is specifically authorized and empowered to invest any part or all of the principal of the trust estate in any common trust fund which may be established and operated by and under the control of the Trustee and may combine any trusts created for the benefit of the same beneficiaries herein with substantially similar terms and provisions. This clause shall only apply to the Frank G. Smith, Jr. Family Trust.

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

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

With regard to the Frank G. Smith, Jr. Family Trust, should any beneficiary of the trust be disabled, incompetent, a debtor in any bankruptcy proceeding, a defendant in any filed or threatened legal proceeding, or in any way incapacitated at the time of any scheduled distribution of income or principal (including, but not limited to, physical or mental incapacity, drug, alcohol or gambling


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addictions or abuses), the Trustee is authorized in its discretion to withhold such distribution of income or principal and continue to maintain such trust assets for the benefit of said beneficiary until such condition is removed. My Trustee shall have sole and absolute discretion to determine whether a beneficiary is disabled, incompetent or incapacitated and to determine when such conditions as detailed above have been removed. My Trustee shall be exonerated and held harmless for exercising its discretion and shall be entitled to indemnification from the trust, provided such discretion is exercised in good faith. This indemnification shall apply to this Paragraph and any other applicable Paragraphs herein where the Trustee shall exercise its discretion to determine the disability, incompetency or incapacity of any beneficiary herein, and the resulting withholding of income and/or principal. This clause shall only apply to the Frank G. Smith, Jr. Family Trust.

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

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

It is the Testator's intention that all trusts contained herein be classified as domestic trusts as defined by the Internal Revenue Code of 1986, as amended. Therefore, at all times the Trustee controlling substantial trust decisions shall be a United States fiduciary or United States person(s). Further, any power given to a Trustee or beneficiary of a trust, the possession or exercise of which would cause the trust not to qualify as a "United States person" as defined in Section 770(a)(30) of the Internal Revenue Code, shall be void and of no effect. The Trustee shall have the limited power to amend the trust instrument to establish or continue the classification of the trusts created herein as "United States persons."

I. Each Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving sixty (60) days written notice to that effect, specifying the effective date of such resignation, to the current income beneficiary or beneficiaries at the time of giving notice. Then, a Successor Trustee may be appointed by an instrument delivered to such successor, with a copy to the existing Trustee, and signed by my wife,


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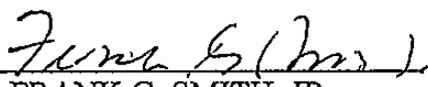
if living and able to do so, or if not by a majority of the income beneficiaries (of legal age) of the trust at that time, (or if any are minors, by the guardian of their persons) Further, the same above stated persons, in the order stated above, shall have the right at all times to replace any Trustee with or without cause; and further provided that Successor Co-Trustees may be appointed, but in all instances of any Successor Trustee, not herein named, one (1) such Successor Trustee must always be a person clearly deemed to be an independent Trustee under the provisions of Section 672, Internal Revenue Code of 1986, as amended

In the event that such beneficiaries shall fail to designate a Successor Trustee within the time specified, the acting Trustee, or any other party in interest, may apply to a court of competent jurisdiction for the appointment of a successor and the judicial settlement of the accounts of the acting Trustee Any Successor Trustee hereunder shall possess and exercise all powers and authority herein conferred on the original Trustee in the trust instrument or by law, without any act of conveyance or transfer.

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

K. Unless sooner terminated by the provisions of this Will, and notwithstanding the terms of any trust herein, each and every trust created hereby shall come to an end at the expiration of twenty-one (21) years after the death of the last survivor among myself, my wife, my children, and my children's issue who are living at the time of my death, and at the expiration of said time notwithstanding any provision to the contrary herein contained, the Trustee shall pay over to the then living income beneficiaries or if none, then in the same manner as set forth in Article VIII, Paragraph B 5 herein In other words, notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule Against Perpetuities.

L. My Trustee shall have the authority to direct and require any Trustee and/or Custodian of any assets of any individual retirement accounts ("IRAs") and/or qualified retirement plans which have named a trust created herein as a designated beneficiary of all or any portion thereof, to make all minimum required distributions as defined by Section 401(a)(9) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder, or ERISA

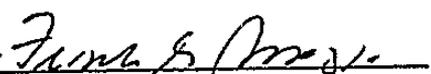

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M As to all trusts created herein which have been named, in whole or part, as the designated beneficiary of individual retirement accounts ("IRAs") and/or qualified plans, my Trustee shall on an annual basis have the authority to compel distribution of monies from said IRAs and/or qualified plan in excess of the required minimum distribution amount for each said IRA and/or qualified plan as that amount is defined under Section 401(a)(a) of the Internal Revenue Code, as amended, and the Treasury Regulations thereunder, or ERISA

N As to all trusts created herein which have been named, in whole or part, as the designated beneficiary of individual retirement accounts ("IRAs"), my Trustee, in its sole discretion, may remove a Trustee and/or Custodian of an individual retirement account and appoint a successor trustee and/or custodian as long as the successor trustee and/or custodian is and always remains a federally insured bank, mutual fund company, brokerage firm or trust company with trust powers maintaining an active, separate, functioning retirement assets department with full investment capabilities, or a company that manages retirement assets as its predominant business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location, and further provided that no beneficiary, spouse, parent or child of any beneficiary of the trust and/or retirement asset be named or appointed as successor trustee or custodian, nor shall any person or entity serve as successor trustee that would not be considered an independent trustee under the provisions of Section 672, Internal Revenue Code of 1986, as amended.

O As to the Frank G. Smith, Jr. Family Trust, in the event that all or a portion of the assets of said Trust consists of monies to be distributed from individual retirement accounts ("IRAs") and/or qualified plans which have named said Trust as the designated beneficiary, then my Executor and/or Trustee shall have the authority, in its sole discretion, to compel the Trustee and/or Custodian of the said IRAs and/or qualified plans to distribute funds to the Executor and/or Trustee necessary to meet the taxes and expenses stated in Articles II and III of this Will, taking into consideration the income tax owed on the monies distributed, and so long as the grant of this authority does not result in the Frank G. Smith, Jr. Family Trust not being treated as a designated beneficiary for the said IRAs and/or qualified plans. In the event that the authority granted in the Paragraph would result in the Frank G. Smith, Jr. Family Trust not being treated as a designated beneficiary for the said IRAs and/or qualified plans, then I revoke said authority of the Executor and/or Trustee to compel the distribution of funds from said IRAs and/or qualified plans to meet the taxes and expenses stated in Articles II and III of this Will.

P In the event that any corporate trustee shall hereafter merge or consolidate with any other bank or trust company, then the corporation created by such merger or consolidation shall act as Successor Trustee hereunder, provided that such new surviving bank or trust company must be a federally insured bank or a trust company with trust powers maintaining an active, separate,


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functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominant business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location; and in such capacity shall possess and exercise all powers and authority herein conferred on the Trustee named herein

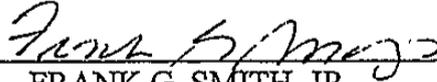
Q. Any trust created herein shall be entitled to a proportionate share of the income of my estate commencing with the date of my death. During the administration of my estate and until each trust is established, I authorize the Trustee in the Trustee's discretion to request of my Executor, in which case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

R. If following my death, the principal of the Frank G Smith, Jr Family Trust estate shall ever be less than \$100,000.00, or otherwise in the discretion of the Trustee there is a detrimental economic reality to maintaining the trust, such trust shall terminate and the assets and any accumulated income therefrom shall be distributed free of trust to the income beneficiaries thereof, or if minors, to their legal guardians in the proportions required under the terms thereof.

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

ARTICLE XII. TAX ELECTIONS

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


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

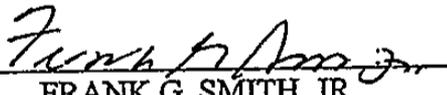
**ARTICLE XIII.
EXECUTOR AND TRUSTEE POWERS**

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

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

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

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


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securities are held in the estate and trust from time to time should be supported. Such presumption shall not impair the power of voting such securities or any other powers or discretion given my Executor and Trustee, but if said securities or any of them are voted by my Executor or Trustee in favor of the management of the respective companies issuing them or in favor of any proposals supported by such management, my Executor or Trustee shall not be responsible or liable for any act of such management or for the loss or decrease in value of said securities or any of them, or of the estate, by reason of such voting.

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

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

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

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

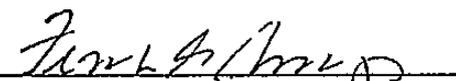
H. Unless inconsistent with other provisions of this instrument, to consider and treat as principal all dividends payable in stock of the issuing corporation, all dividends in liquidation of all "rights" to subscribed to securities of the issuing corporation, and to consider and treat as income all other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

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

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

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

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


FRANK G. SMITH, JR.

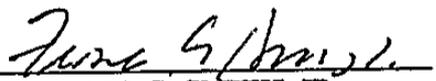
M. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as they may deem advisable (with or without privilege of purchase), including but not limited to agricultural, commercial, and oil, gas and mineral leases, and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate administration or the trust. With regard to mineral rights, to execute contracts, letter agreements, farm-out agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed in relation thereto To insure against fire or other risk. To make repairs, replacements and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use and to grant easements as they may deem proper.

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

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

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

Q. If any individual among the legatees named or provided for under the foregoing provisions of this Will (or under the provisions of any codicil to it hereafter executed by me) shall


FRANK G. SMITH, JR.

be a minor at the time of my death, then, and in that event, and notwithstanding any statute or rule of law to the contrary, I authorize my Executor or Trustee to pay or deliver the legacy to which each such minor shall be entitled to the parent or to the legal guardian of such minor or to the person with whom such minor shall then reside, and the receipt of such parent or guardian or person with whom such minor shall then reside shall constitute a full acquittance of my Executor or Trustee with respect to the legacy so paid or delivered, all subject to the provisions for distributions in the trusts contained herein.

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

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

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

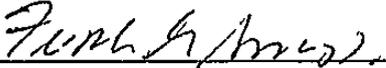
With regard to the Frank G. Smith, Jr. Family Trust, I also authorize my said Trustee, since not required to distribute any income, to elect or not elect to treat all or any portion of any estimated tax paid by any trust created hereunder as a payment by one or more beneficiaries of said trust. Said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

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

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

V. In their sole discretion, if they deem practicable, to disclaim on my behalf any interest, in whole or in part bequeathed or devised to me or otherwise inherited by me or my estate, and to exercise and make any and all tax elections of all kinds and execute and file any and all necessary tax returns and forms, including, but not limited to a joint income tax return with my wife.

W. The power, exercisable in their sole discretion, to invest in any insurance policy, whether the insured or covered person is a beneficiary or any other person. Such investment may be in part ownership of any insurance policy and may be made in any manner that the Executor or


FRANK G SMITH, JR

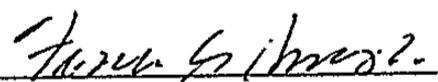
Trustee shall deem appropriate. The propriety of such investment and the nature and amount of the insurance policy in which is invested shall be solely within the discretion of the Executor or Trustee, and the Executor or Trustee shall incur no liability as a result of such investment, even though such insurance policy is not an investment in which trustees are authorized by law or by any rule of court to invest trust funds. The Trustee shall have the power, exercisable in its sole discretion, to retain any such insurance policy as an investment of the trust estate without regard to the portion that such insurance policies of a similar character, so held, may bear to the entire amount of the trust estate. The term "insurance policy" shall be deemed to include life insurance policies, annuity contracts, accident policies, and any retirement plan or contract under which death benefits can or are made payable to the Executor or Trustee.

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

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

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

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


FRANK G. SMITH, JR

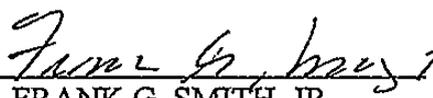
b. My Trustee is authorized to allocate any portion of my GST exemption available under Section 2631(a) of the Internal Revenue Code, as amended, or under any corresponding state statute, if any, to any property as to which I am the transferor, including any property transferred by me during life as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

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

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

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

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


FRANK G SMITH, JR

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

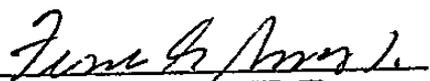
**ARTICLE XIV.
EXECUTOR AND TRUSTEE**

I appoint my wife, EVELYN K. SMITH, as Executrix of my estate; or if she predeceases me, fails to qualify or otherwise ceases to act, I appoint my children, FRANK G. SMITH, III, LYND A D. SMITH HUDSON, and LISA B. SMITH, or the survivor(s), as Successor Co-Executors. I direct that said person(s) shall serve without the necessity of making bond, inventory, accounting or appraisalment to any court, to the extent that same may be properly waived under the law. However, this waiver shall not prevent my Executor from electing to obtain bond or file such inventory, accounting or appraisalment if it so deems advisable and if so same shall be entitled to reimbursement from the estate for the cost thereof.

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

I appoint as Co-Trustees of all trusts created herein, being the "Frank G. Smith, Jr. Family Trust" and the "Evelyn K. Smith Marital Trust", my children, FRANK G. SMITH, III, LYND A D. SMITH HUDSON, and LISA B. SMITH, or the survivor(s). I also direct that said Co-Trustees or any and all successors to it serve without the necessity of making bond, inventory, appraisalment or accounting to any court to the extent that same may be properly waived under law. However, this waiver shall not prevent my Co-Trustees from electing to obtain bond or file such inventory, accounting or appraisalment if it so deems advisable and if so it shall be entitled to reimbursement from the estate for the cost thereof.

Notwithstanding anything contained herein to the contrary, no Co-Trustee who is also a trust beneficiary shall have any authority to pay to or for the benefit of themselves or their issue any trust income or assets, such power resting solely in the other Co-Trustees. Further, in the event only one Co-Trustee is serving as Trustee, if such sole Trustee is also a trust beneficiary, such Trustee shall


FRANK G. SMITH, JR

not pay any income and/or principal to himself or herself without the express written approval of the remaining beneficiaries.

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

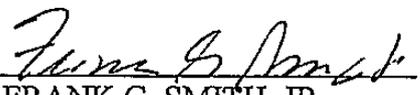
At the date of this Will, the services of MARK R GREEN are utilized with the firm of Smith Barney, Inc., and assuming that is the case at the date of my death, I suggest his services be retained by the trust beneficiaries via the Co-Trustee for all trust and estate investments

**ARTICLE XV.
COMMON DISASTER**

In the event that both my wife and I should die in a common disaster or accident, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that she shall be deemed to have survived me, and this Will and all of its provisions shall be construed upon that assumption. If any legatee or devisee or beneficiary other than my wife shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I declare that I shall be deemed to have survived such legatee or devisee, and this Will and all of its provisions shall be construed upon that assumption

**ARTICLE XVI.
DISCLAIMERS**

I hereby authorize and empower all beneficiaries of my estate, or if any of such beneficiaries be deceased or otherwise incapacitated, their respective executor or executrix, administrator or administratrix, or personal representative or agent, hereunder to disclaim all or any portion of my estate herein provided for them. To be effective, such disclaimer shall be in writing and shall be delivered to my Executor within the period designated by the Internal Revenue Code effective at the date of my death. Any portion of my estate so disclaimed by my wife shall pass as a part of my estate and be distributed in accordance with the provisions of Article VIII, and any portion of my estate so disclaimed by my children, their issue, or any other beneficiary of my estate shall be distributed in accordance with the terms of this Will, as if said person or persons disclaiming had predeceased me


FRANK G SMITH, JR

ARTICLE XVII.
FORFEITURE PROVISION

If any beneficiary hereunder shall contest the probate or validity of this Will or any provision thereof, or shall institute or join in (except as a party defendant) any proceeding to contest the validity of this Will or to prevent any provision thereof from being carried out in accordance with its terms (regardless of whether or not such proceedings are instituted in good faith and with probable cause), then all benefits provided for such beneficiary are revoked and such benefits shall pass to the residuary beneficiaries of this Will (other than such beneficiary) in the proportion that the share of each such residuary beneficiary bears to the aggregate of the effective shares of the residuary. Further, such person contesting my Will shall pay all attorneys fees and court costs associated with the Will contest or related action. If all of the residuary beneficiaries join in such contest or proceedings, then such benefits shall pass to those persons (other than the persons joining in such contest) who are living at my death and who would have been my distributees had I died intestate a resident of the State of Mississippi and had the person or persons contesting my Will died immediately before me. Each benefit conferred herein is made on the condition precedent that the beneficiary shall accept and agree to all of the provisions of this Will and the provisions of this Article are an essential part of each and every benefit.

I, FRANK G SMITH, JR., have signed this Will, which consists of twenty-six (26) pages, on this the 8th day of April, 2003, in the presence of J. STEPHEN STUBBLEFIELD and JUDE S. CRAWFORD, who attested it at my request.

Frank G. Smith, Jr.
FRANK G. SMITH, JR., Testator

The above and foregoing Will of Frank G. Smith, Jr. was declared by him in our presence to be his Will and was signed by Frank G. Smith, Jr in our presence and at his request and in his

Frank G. Smith, Jr.
FRANK G. SMITH, JR.

presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the Will of Frank G. Smith, Jr. on this the 8th day of April, 2003

J. Stephen Sturtevant of 340 STERBORNE PLACE
FLOWOOD, MS. 39232

Judith S. Crawford of 2668 Key Street
JACKSON, MS 39212

Frank G. Smith, Jr.
FRANK G SMITH, JR.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF FRANK G SMITH, JR

CAUSE NO. _____

PROOF OF WILL

Be it known and remembered that on this 8th day of April, A.D, 2003, before me, the undersigned authority, personally came and appeared J. STEPHEN STUBBLEFIELD, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Frank G. Smith, Jr, bearing date of the 8th day of April, 2003; and he/~~she~~, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Frank G. Smith, Jr., signed, published and declared said instrument of writing as and for his Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Frank G. Smith, Jr. was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of Madison County, Mississippi, where he had maintained his fixed place of residence prior to said date; and that said Frank G. Smith, Jr. was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testator and in the presence of each other on the date aforesaid.

Address of Witness

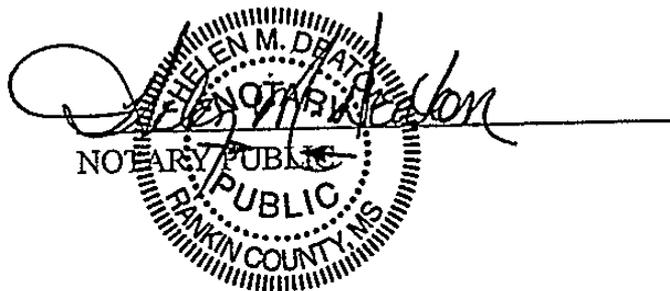
340 SHELBORNE PLACE
FLOWOOD, MS. 39232

J. Stephen Stubblefield
J. STEPHEN STUBBLEFIELD : Witness

SWORN TO AND SUBSCRIBED before me by J. Stephen Stubblefield,
(Witness)
this 8th day of April, A.D, 2003.

My Commission Expires.

December 28, 2003



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF FRANK G. SMITH, JR

CAUSE NO _____

PROOF OF WILL

Be it known and remembered that on this 8th day of April,
A.D., 2003, before me, the undersigned authority, personally came and appeared
JUDITH P. CRAWFORD, one of the subscribing witnesses to that certain
instrument of writing purporting and alleged to be the Last Will and Testament of Frank G Smith,
Jr., bearing date of the 8th day of April, 2003, and ~~he~~she, having first
carefully examined and inspected said instrument and the signature thereto, and having been by me
first duly sworn, deposed and said that the said Frank G. Smith, Jr, signed, published and declared
said instrument of writing as and for his Last Will and Testament in the presence of this deponent
on the day of the date of said instrument, that said Frank G Smith, Jr was then of sound and
disposing mind, memory and understanding, and able and competent in law and in fact to make a
Will, and at that time was a bona fide resident of Madison County, Mississippi, where he had
maintained his fixed place of residence prior to said date, and that said Frank G Smith, Jr was then
more than eighteen years of age, and that this deponent and the other witness subscribed said
instrument as witness thereto, at the instance and request and in the presence of said testator and in
the presence of each other on the date aforesaid

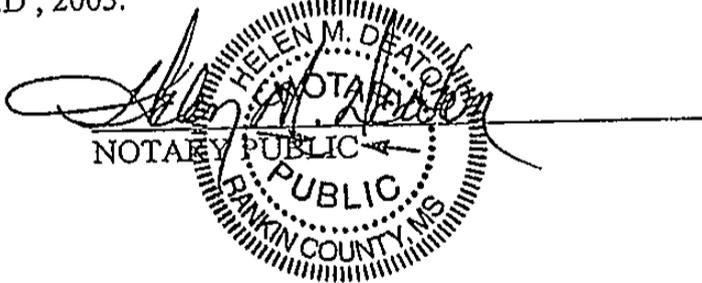
Address of Witness

2668 Kay Street
Jackson, MS 39212

Judith P. Crawford
JUDITH P. CRAWFORD, Witness

SWORN TO AND SUBSCRIBED before me by Judith P. Crawford,
(Witness)

this 8th day of April, A.D, 2003.



My Commission Expires

December 28, 2003

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

RE: THE WILL AND ESTATE OF
WILLIAM EDMONDS WEEMS, M.D., DECEASED

NO. 2005-041

AFFIDAVIT OF EXECUTRIX

I, Evelyn Pearson Weems, Executrix of the Estate of William Edmonds Weems, M.D., deceased, do hereby state that pursuant to Miss. Code Ann. §91-7-145, I have made reasonably diligent efforts to identify persons having claims against the estate, and have determined that there are no known individuals or entities who have a valid claim against the estate.

Evelyn Pearson Weems
Evelyn Pearson Weems, Executrix of the
Estate of William Edmonds Weems, M.D.

STATE OF MISSISSIPPI
COUNTY OF Windsor

Personally came and appeared before me, the undersigned authority in and for the aforesaid jurisdiction, Evelyn Pearson Weems, who acknowledged that she signed, executed and delivered the above and foregoing instrument on the day and year therein mentioned.

WITNESS my signature and seal of office on this the 29th day of January, 2005.

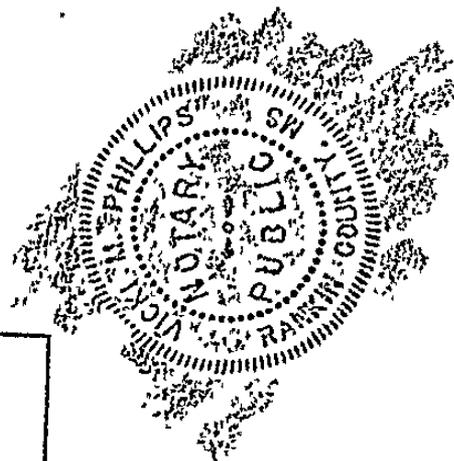
Vicki M. Phillips
NOTARY PUBLIC

My commission expires:

1-12-08



Vicki M Phillips, Notary Public
State of Mississippi at Large
My Commission Expires January 12, 2008
Bonded through Barksdale Bonding & Insurance, Inc



FILED
THIS DATE
JAN 31 2005
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

NO 2004-940

IN THE MATTER OF THE ESTATE
OF WENTON R. WALKER, SR., DECEASED

MYRNA S. WALKER, EXECUTRIX

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, MYRNA S WALKER ("Affiant"), of Ridgeland, Mississippi, personally known to me, who being first duly sworn, states on oath as follows:

That she is the duly appointed Executrix of the Estate of Wenton R. Walker, Sr , Deceased. That she has made reasonably diligent efforts, as required by Section 91-7-145, Mississippi Code of 1972, Annotated, to identify persons having claims against the Estate and has mailed a notice to such persons, if any, so identified at their last known address, informing them that a failure to have their claim probated and registered by the Clerk of this Court within the ninety (90) day period provided in said statute will bar their claim. That upon filing this Affidavit with the Court, the Notice to Creditors in the Estate proceeding will be published.

Further Affiant saith not.

FILED
THIS DATE
FEB 02 2005
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Kim Sells* D.C.

WITNESS the signature of Affiant, on this the 27th day of January,
2005.

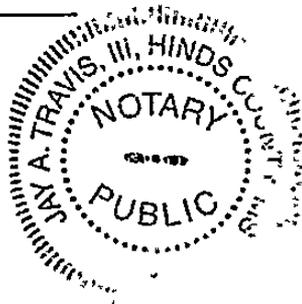
Myrna S. Walker
MYRNA S. WALKER

SWORN TO AND SUBSCRIBED before me, this the 27th day of
January, ~~2005~~
2005,

Jay Travis III
NOTARY PUBLIC

My Commission Expires:
My Commission Expires June 14, 2005

JACKSON 987544v1



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

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

CAUSE NO 2004-345

AFFIDAVIT OF ADMINISTRATRIX

PERSONALLY APPEARED BEFORE ME, this date the undersigned authority, in and for the aforesaid jurisdiction, the within named, BERTHA THOMPSON, Administratrix, in the above styled and numbered Estate, who, upon her oath, after being by me first duly sworn, stated that she made a reasonable diligent effort to identify persons having claims against the Estate, and acknowledges on this date there is a claim for the State of Mississippi Medicaid Division and Gregory M Johnston, and that she has given Notice to any such creditors so discovered, as required by Section 91-7-147; that as per said inquiry, there are no creditors known to her.

WITNESS MY SIGNATURE this the 2nd day of February, 2005

Bertha Thompson
BERTHA THOMPSON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 2nd day of February, 2005.

Curry F. Garrett
NOTARY PUBLIC

MY COMMISSION EXPIRES:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JAN. 15, 2006
CONFIDENTIAL - NOT TO BE REPRODUCED

PRESENTED BY:
Kate S. Agnew
AGNEW LAW OFFICE
KATE S.EIDT/MSB#5492
LEE B. AGNEW, JR./MSB#1289
BO AGNEW/MSB#101171
418 YAZOO STREET
JACKSON, MS 39201

FILED
THIS DATE
FEB 03 2005
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Jim Allis* D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF LILIAN CAMBRE KOENIG, DECEASED

CAUSE NO. 2004-872

AFFIDAVIT

COMES NOW Christopher S. Purser, Executor of the Estate of LILLIAN CAMBRE KOENIG, Deceased, and states that he has made a reasonable diligent effort to identify all persons having claims against the estate of LILLIAN CAMBRE KOENIG, Deceased, and has given notice by mail as required, pursuant to Section 91-7-145, Mississippi Code 1972, Annotated (as amended).

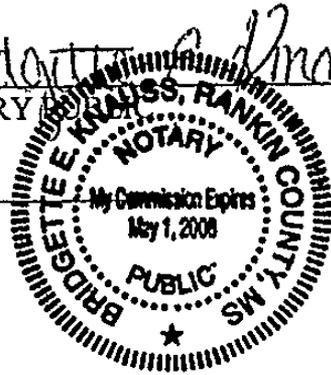
WITNESS MY SIGNATURE this the 2nd day of February, 2004.

Christopher S. Purser, Executor of the
Estate of Lillian Cambre Koenig, Deceased

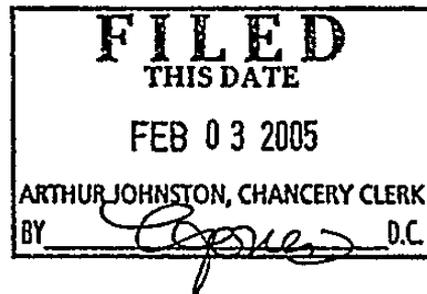
SWORN TO AND SUBSCRIBED BEFORE ME. this the 2nd day of February, 2004.

Bridgette E. Krauss
NOTARY

MY COMMISSION EXPIRES: _____



Prepared by:
Marc K. McKay, MSB#8732
MCKAY SIMPSON LAWLER FRANKLIN
& FOREMAN, PLLC
P. O. Box 2488
Ridgeland, MS 39158-2488
Telephone: (601) 572-8778
Facsimile (601) 572-8440



IN THE CIRCUIT COURT OF PULASKI COUNTY, ARKANSAS
PROBATE DIVISION

JUN -7 PM 3:19

15th - RICHARD N. MOORE, JR.

IN THE MATTER OF THE ESTATE OF
CIRCUIT COURT CLERK
BLANCHE LEE PATTERSON, DECEASED

2005-067

PDE-2003-001567

ORDER APPROVING REPORT OF
FINAL DISTRIBUTION AND CLOSING ESTATE

On this day, is presented the Report of Final Distribution of the Executor herein and the Court finds as follows:

1. That final distribution of the estate has been made in accordance with the Order of this Court previously entered.
2. That proper receipts have been given by all distributees and filed herein.
3. That the Executor should be discharged and administration of the estate closed.

IT IS THEREFORE, CONSIDERED, ORDERED AND ADJUDGED that the Report of Final Distribution be and it is hereby confirmed and approved in all respects and that EUDOX PATTERSON be and hereby is fully released and discharged as Executor and administration of the estate closed.

IT IS SO ORDERED this 7th day of June, 2004

[Signature]
RICHARD N. MOORE, JR., CIRCUIT JUDGE
FIFTEENTH DIVISION

FILED
THIS DATE
FEB 04 2005
ARTHUR JOHNSTON, CHANCERY CLERK
BY [Signature] D.C.

EUDOX PATTERSON
ATTORNEY AT LAW
225 WOODBINE
HOT SPRINGS, ARKANSAS 71901
(501) 321 1136 FAX (501) 321-1137

IN THE CIRCUIT COURT OF PULASKI COUNTY, ARKANSAS
PROBATE DIVISION
15th - RICHARD N. MOORE, JR.

IN THE MATTER OF THE ESTATE OF CIRCUIT-COUNTY CLERK
BLANCHE LEE PATTERSON, DECEASED

PDE-2003-001567

REPORT OF FINAL DISTRIBUTION

Comes EUDOX PATTERSON, the Executor herein, and reports as follows:

1. In accordance with the Order of this Court previously entered, all remaining assets of the estate have been delivered and distributed to the persons and in the correct amounts.
2. Written receipts of each distributee of the estate have been filed herein, evidencing final distribution of the estate in compliance with the above Order.

WHEREFORE, petitioner prays for confirmation and approval of this report and for entry of an Order discharging petitioner and closing administration of the estate.

Eudox Patterson

EUDOX PATTERSON, EXECUTOR

EUDOX PATTERSON
ATTORNEY AT LAW
225 WOODBINE
HOT SPRINGS, ARKANSAS 71901
(501) 321 1136 FAX (501) 321-1137

STATE OF ARKANSAS

VERIFICATION

COUNTY OF GARLAND

On this day appeared before the undersigned, a Notary Public, within and for the County and State aforesaid, EUDOX PATTERSON, to me well known, who stated on oath that the facts set forth in the foregoing Report of Final Distribution are true and correct to the best of his knowledge and belief.

SUBSCRIBED AND SWORN to before me this 21st day of May, 2004.

Nancy Hazelwood

NOTARY PUBLIC

My Commission Expires:

9-9-13



IN THE CIRCUIT COURT OF PULASKI COUNTY, ARKANSAS
PROBATE DIVISION
15th - RICHARD N. MOORE, JR.

DIVISION: 15
BOOK: 19
PAGE: 119

APR 14 4:23
CAROLYN S. SALEY
CLERK
DE-2003-001567

IN THE MATTER OF THE ESTATE OF
BLANCHE LEE PATTERSON, DECEASED

ORDER AUTHORIZING FINAL
DISTRIBUTION OF ESTATE ASSETS

On this day, comes on for hearing the petition of the Executor herein, for authority to make final distribution of estate assets, and the Court, having considered the same, finds:

1. That EUDOX PATTERSON, was duly appointed, qualified as Executor of the estate of the decedent on the 29th day of September, 2003.

2. That the Executor has collected and managed all of the decedent's assets subject to probate administration, published and given all notices as required by statute and this Court, determined and paid all claims against the estate, and taken all necessary steps to fully administer the estate.

3. That the time for filing claims against the estate has expired, there are no contingent claims allowed or outstanding, and there is no liability to the estate by the personal representative.

4. That the estate was not liable for the payment of United States or Arkansas Estate Taxes.

5. That all United States and Arkansas Income Taxes for which the estate was liable have been determined and paid in full.

6. That all distributees have waived the requirement of a final accounting herein, in the manner provided by Arkansas law and petitioner should be excused from making such accounting.

EUDOX PATTERSON
ATTORNEY AT LAW
225 WOODBINE
HOT SPRINGS, ARKANSAS 71901
(501) 221-1136 FAX (501) 221-1137

7. That by the terms of the decedent's Will, it was directed that all assets and property remaining after payment of debts, taxes and administration expenses as hereafter described, should be paid, transferred, and delivered to the following named distributees:

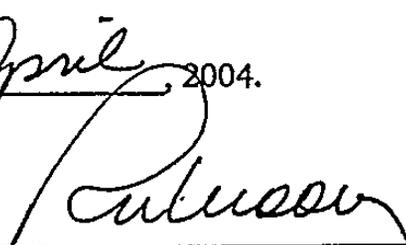
First Presbyterian Church of Little Rock, AR	\$10,000.00
Sara Annelle Patterson	50% of the residue
Ernest Eudox Patterson	50% of the residue

8. That final distribution of the estate and in the proportions above stated is in accordance with the decedent's Will and applicable law.

9. That all necessary parties have duly waived notice and hearing on the petition, in accordance with Arkansas law and the requirement of notice is therefore excused.

IT IS THEREFORE, BY THE COURT CONSIDERED, ORDERED AND ADJUDGED that the personal representative herein be and hereby is authorized to make distribution of all remaining assets in the estate to the persons and in the amounts found above and upon making such final distribution and filing herein a report of final distribution and receipts in support thereof, that petitioner shall be discharged and administration of the estate be closed.

IT IS SO ORDERED this 14th day of April, 2004.


RICHARD N. MOORE, JR., CIRCUIT JUDGE
FIFTEENTH DIVISION

IN THE CIRCUIT COURT OF PULASKI COUNTY, ARKANSAS
PROBATE DIVISION
15th - RICHARD N. MOORE, JR.

FILED

2004 APR -8 PM 3:10

CIRCUIT-COUNTY CLERK
PDE-2003-001567

IN THE MATTER OF THE ESTATE OF
BLANCHE LEE PATTERSON, DECEASED

PETITION FOR AUTHORITY TO MAKE
FINAL DISTRIBUTION OF ESTATE ASSETS

Comes EUDOX PATTERSON, the Executor herein, and petitions the Court as follows:

1. That he is the duly appointed, qualified and acting Executor of the estate of the decedent, having been so appointed by this Court on the 29th day of September, 2003.
2. That he has collected and managed all of the decedent's assets subject to probate administration, published and given all notices as required by statute and this Court, determined and paid all claims against the estate, and all necessary steps have been taken to fully administer the estate.
3. That the time for filing claims against the estate has expired, there are no contingent claims allowed or outstanding, and there is no liability to the estate by the personal representative.
4. That the estate was not liable for the payment of United States or Arkansas Estate Taxes.
5. That all United States and Arkansas Income Taxes for which the estate was liable have been determined and paid in full.
6. That all distributees have waived the requirement of a final accounting herein, in the manner provided by Arkansas law and the Court should therefore excuse petitioner from making such accounting.

EUDOX PATTERSON
ATTORNEY AT LAW
225 WOODBINE
HOT SPRINGS, ARKANSAS 71901
(501) 321 1136 FAX (501) 321 1137

Patterson Estate
Petition to Make Final Distribution
Page 2

7. That by the terms of the decedent's Will, it was directed that all assets and property remaining after payment of debts, taxes and administration expenses as hereafter described, should be paid, transferred, and delivered to the following named distributees:

First Presbyterian Church of Little Rock, AR	\$10,000.00
Sara Annelle Patterson	50% of the residue
Ernest Eudox Patterson	50% of the residue

8. That final distribution of the estate to the persons and in the proportions above stated is in accordance with the decedent's Will and applicable law.

WHEREFORE, petitioner prays that the Court enter an Order excusing the Executor from filing herein a final accounting (approving and confirming the final accounting filed herein) and authorizing petitioner to deliver and make distribution of all remaining assets in the estate to the persons and in the amounts above stated, and, upon making such final distribution, and filing herein a report of final distribution and receipts in support thereof that petitioner be discharged and administration of the estate be closed.



EUDOX PATTERSON

Patterson Estate
Petition to Make Final Distribution
Page 3

STATE OF ARKANSAS

VERIFICATION

COUNTY OF GARLAND

On this day, appeared before the undersigned, a Notary Public, within and for the County and State aforesaid, EUDOX PATTERSON, to me well known, who stated on oath that the facts set in the foregoing petition were true and correct to the best of his knowledge and belief.

SUBSCRIBED AND SWORN to before me this 5th day of April, 2004.


NOTARY PUBLIC

My Commission Expires:

9-9-13



FIFTEENTH DIVISION

2013 SEP 29 PM 1:47

3-35 P 477

PDE 2003-1567

LAST WILL AND TESTAMENT

OF

WILLS

BOOK: 42

PAGE: 367

BLANCHE LEE (WOLCOTT) PATTERSON

I, BLANCHE LEE (WOLCOTT) PATTERSON, a resident of the City of Little Rock, Pulaski County, Arkansas, being in good health, of sound and disposing mind, memory and disposition, and over the age of eighteen years, do hereby revoke all Wills and Codicils, as well as all other instruments of a testamentary nature; heretofore made by me and do hereby make, publish and declare this to be my Last Will and Testament, in manner and form following:

ARTICLE I

I, BLANCHE LEE (WOLCOTT) PATTERSON, widow of James Lee Patterson, declare that there has been born as issue of this marriage three children, to-wit: SARA ANELLE PATTERSON and ERNEST EUDOX PATTERSON, who are living, and ARTHUR KNOX PATTERSON, who is deceased.

ARTICLE II

I direct that my personal representative, hereinafter named, pay all of my legally enforceable debts and funeral expenses, all taxes and assessments lawfully levied against my estate and all costs incurred incident to the administration of my estate, as soon after my death as may conveniently be done. After being satisfied that it is justly due and owing, my personal representative may, at his discretion, pay any claim or demand without requiring that it be legally probated against my estate.

ARTICLE III

(a) Pursuant to § 28-25-107 of the *Arkansas Code of 1987*, I, BLANCHE LEE (WOLCOTT) PATTERSON, notify my personal representative that I may prepare a separate list of certain items of my personal property to be given at my death to those persons designated therein. I direct that those bequests, if any, be delivered in accordance with the list except for any such bequests which may lapse by reason of such person predeceasing me.

Blanche W. Patterson
BLANCHE LEE (WOLCOTT) PATTERSON

W. J. Fulmer

(b) I, give, devise, and bequeath to the FIRST PRESBYTERIAN CHURCH, 8th and Scott, Little Rock, AR, the sum of ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00).

(c) I acknowledge that ARTHUR KNOX PATTERSON, my deceased son, has two daughters, PHOEBIE CLARK PATTERSON and TANNER WOLCOTT PATTERSON. Knowing with certainty that my son has made ample arrangements to provide for them financially, I give them my love and affection, but choose not to leave them any part of my estate, unless specified in the list described in Article III-A. herein.

(d) All the rest, residue and remainder of my estate, whether real or personal, of whatever kind and wherever situated, and whether now or here after received, I, give, devise and bequeath to my to living children, SARA ANNELLE PATTERSON and ERNEST EUDOX PATTERSON, in equal shares, if they survive me. If one of my said children shall not survive to receive his distributive share, then such share shall go to his descendants, per stirpes. If one of my children shall leave no descendants surviving, then such child's share shall go to increase the share of my surviving child or such child's descendants, per stirpes, if such child is not then living.

ARTICLE IV

(a) I hereby nominate, constitute and appoint ERNEST EUDOX PATTERSON, as personal representative of this my Last Will and Testament, and direct that my personal representative not be required to give bond, but if he should predecease me or be unable or unwilling to serve as such personal representative, then I appoint my daughter, SARA ANNELLE PATTERSON, serve in his place and stead as personal representative with no bond required.

(b) I expressly authorize and empower my personal representative, during the period of administration, in his or her sole discretion:

1. To retain or to sell, lease, pledge, mortgage, transfer, convert or otherwise dispose of any and all property forming a part of this estate at such time or times, for such purposes, for such prices, and upon such terms, credits and conditions as he may deem advisable and in the case of sale of my said property, to reinvest the proceeds thereof in such other real or personal property including intangibles, as may be deemed advisable and for the best interest of my estate and my beneficiaries.

WILLS

BOOK: 42

PAGE: 368

Blanche W. Patterson
BLANCHE LEE (WOLCOTT) PATTERSON

2. To execute and deliver any and all instruments which my personal representative may deem advisable to carry out any of the foregoing powers. No party to any such instrument in writing signed by my personal representative shall be obligated to inquire into its validity, or be bound to see to the application by him of any money or other property paid and delivered pursuant to the terms of any such instrument.

3. I further provide that my personal representative shall have the additional powers prescribed in §28-69-304, Arkansas Code of 1987 Annotated, and said powers as set out in said act are incorporated by reference in this Will. To the extent permissible by law, I further direct that my personal representative may elect to not file an inventory or accountings with the Court and may make distribution without the giving of legal notices as otherwise required by statutes.

ARTICLE V

In the construction of this Will, whenever the context so requires, the use of the masculine shall include the feminine and the neuter and the singular shall include the plural.

IN TESTIMONY WHEREOF, I have hereunto set my hand and do hereby declare this to be my Last Will and Testament, consisting of three (3) typewritten pages, each of which I have signed in the presence of MICHELLE RED and JACKIE BURKEY, who, at my request, attest the same in my presence this 30TH day of JULY, 2001.

Blanche W. Patterson
BLANCHE LEE (WOLCOTT) PATTERSON

We, MICHELLE RED and JACKIE BURKEY, do hereby certify that BLANCHE LEE (WOLCOTT) PATTERSON, Testatrix in the above and foregoing Last Will and Testament, subscribed the same in our presence, at the time declaring to us that said instrument was her Last Will and Testament, and we, at her request and in her presence, and in the presence of each other, now sign our names hereto as attesting witnesses.

Michelle Red
WITNESS

ADDRESS: 12109 Stagecoach #276
Little Rock, AR 72210

Jackie Burkey
WITNESS

ADDRESS: 125 Princeton
Benton, Ar 72015

WILLS
BOOK: 42
PAGE: 369

Blanche W. Patterson
BLANCHE LEE (WOLCOTT) PATTERSON

Handwritten initials

AFFIDAVIT IN PROOF OF WILL

STATE OF ARKANSAS

COUNTY OF GARLAND

Before me, the undersigned authority, on this day personally appeared BLANCHE LEE (WOLCOTT) PATTERSON, MICHELLE RED and JACKIE BURKEY known to me to be the Testatrix and the attesting witnesses, respectively, whose names are subscribed to the annexed Will in their respective capacities, and, all of the said persons being by me duly sworn, the said BLANCHE LEE (WOLCOTT) PATTERSON, Testatrix, declared to me and to the said witnesses in my presence that said instrument was her Last Will and Testament, and that she had willingly made and executed it as her free act and deed for the purposes therein expressed; and the said witnesses each on his or her oath stated to me, in the presence and hearing of the said Testatrix, and in the presence of each other, that the said Testatrix had declared to them that said instrument was her Last Will and Testament, and that she executed the same as such and wanted each of them to sign it as an attesting witness; and upon their oaths each witness stated further that he or she had signed the same as witnesses in the presence of the said Testatrix and in the presence of each other and at her request; that she was at the time eighteen years of age or over, and was of sound mind; and that each of the said witnesses was then at least eighteen years of age.

Blanche W. Patterson
 BLANCHE LEE (WOLCOTT) PATTERSON,
 TESTATRIX

Michelle Red
 WITNESS

ADDRESS: 12109 Stagecoach #276
 Little Rock, AR 72210

Jackie Burkley
 WITNESS

ADDRESS: 125 Princeton
 Benton, Ar 72015

Subscribed and acknowledged before me by the said Michelle Red and

Jackie Burkley, witnesses, this 30 day of July, 2001.

Leah M. Johnson
 NOTARY PUBLIC

My Commission Expires:

8-9-2003

STATE OF ARKANSAS
PULASKI COUNTY CIRCUIT AND COUNTY CLERK
PROBATE DIVISION
OFFICE OF THE CIRCUIT AND COUNTY CLERK

CERTIFICATION OF AUTHENTICATION

STATE OF ARKANSAS)
COUNTY OF PULASKI)

I, Carolyn Staley, Clerk of the Circuit Court of Pulaski County, Arkansas, DO HEREBY CERTIFY that the attached page contain a true, complete and perfect transcript of the Last Will and Testament, Petition for Authority to Make Final Distribution, Order Authorizing Final Distribution, Report of Final Distribution, and Order Approving Report of Final Distribution in the Matter of the Estate of BLANCHE LEE PATTERSON, Probate #PDE2003-1567 as therein set forth, and as the same appears on file and record in my office.in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Court this 14th day of November, 2004



Carolyn Staley
Clerk of the Circuit and County Court

Yvonda Joy
Deputy Clerk

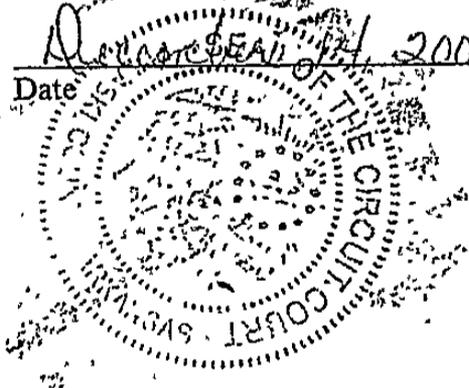
STATE OF ARKANSAS)
COUNTY OF PULASKI)

I, Richard N. Moore, Circuit Judge of the Sixth Judicial Circuit within the County and State aforesaid, DO HEREBY CERTIFY that Carolyn Staley, whose name is subscribed to the foregoing Certificate is the Circuit and County Clerk duly elected, commissioned, qualified and acting under our laws as the legal custodian of the records of said Courts and that she is the proper officer to make said Certificate and that said Certificate is in due form of law and that her acts as such Clerk are entitled to full faith and credit.

IN TESTIMONY WHEREOF, I have hereunto set my hand as Judge of the Circuit Court of Pulaski County, State of Arkansas, this day.

Date November 14, 2004

Richard N. Moore
Circuit Judge



STATE OF ARKANSAS)
COUNTY OF PULASKI)

I, Carolyn Staley, Circuit Clerk within and for the County and State aforesaid, DO HEREBY CERTIFY that Judge Richard N. Moore, whose name is subscribed to the foregoing Certificate, is the Judge of the Sixth Judicial Circuit of Arkansas, of which Pulaski County is a part, and that his/her acts as such are entitled to full faith and credit and that said Certificate is in due form of law.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court of Pulaski County, Arkansas this 14th day December, 2007

Carolyn Staley
Clerk of the Circuit and County Court

Linda Fry
Deputy Clerk



UNITED STATES OF AMERICA

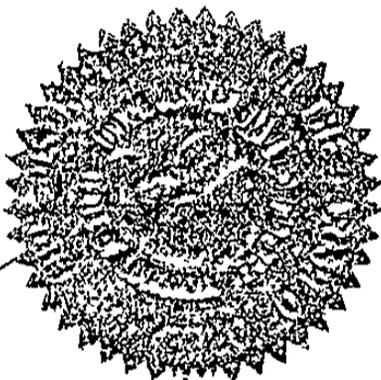
STATE OF



LOUISIANA

Civil District Court for the Parish of Orleans

I, DALE N ATKINS, Clerk of the Civil District Court for the Parish of Orleans, DO HEREBY CERTIFY, THAT the annexed copy of PETITION FOR EXECUTION OF LAST WILL AND TESTAMENT, LAST WILL AND TESTAMENT AND JUDGMENT OF POSSESSION is a true and correct copy of the original document that is on file and of record among the archives of my office in the cause entitled "SUCCESSION OF LORAIN SAUCIER COLE, NO. 2001-16581" of the docket of this HONORABLE COURT.



FILED
THIS DATE
FEB 09 2005
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Arthur Johnston* D.C.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court, at the CITY OF NEW ORLEANS, on this 11th day of June, in the year of our Lord, two thousand and Four and in the two hundredth Twenty-Eighth year of the Independence of the United States of America.

Dale N. Atkins Clerk.

I, **Carolyn Gill-Jefferson** presiding Judge of the Civil District Court for the Parish of Orleans, DO HEREBY CERTIFY THAT DALE N ATKINS, is the Clerk of Said Court, that the same is a Court of Record having probate jurisdiction, and that the signature of DALE N. ATKINS, Clerk, to the foregoing certificate is in the proper handwriting of her, the said DALE N. ATKINS, Clerk; to her official act as such, full faith and credit are due and owing; and I DO FURTHER CERTIFY that her attestation is due form of law.

Given under my hand, at the City of New Orleans, on the 11th day of June, in the year of our Lord, two thousand and Four.

Carolyn Gill-Jefferson Presiding Judge.

I, DALE N ATKINS, Clerk of the Civil District Court for the parish of Orleans, DO hereby certify that **Carolyn Gill-Jefferson** whose genuine signature appears to the foregoing certificate, is, now, and was at the time of signing the same, presiding Judge of the Civil District Court for the Parish of Orleans, duly appointed and commissioned and qualified as such, and that said attestation is in due form of law.

WITNESS, my hand and seal of said Court, this 11th day of June 20 04
Dale N. Atkins Clerk.

CIVIL DISTRICT COURT FOR THE PARISH OF ORLEANS

STATE OF LOUISIANA

NO. 2001-16581 DIVISION OF
SUCCESSION OF
LORAIN SAUCIER COLE

B 38 P 484
FILED
OCT 10 A 9 37
CIVIL DOCKET NO. 1
DISTRICT COURT
SECTION 6

Filed _____

Deputy Clerk

C

PETITION FOR EXECUTION OF LAST WILL AND
TESTAMENT AND APPOINTMENT OF TESTAMENTARY EXECUTOR

The petition for the appointment of Clement A. Cole, Jr., a person of the full age of majority and a resident of the Parish of Orleans, State of Louisiana as executor of the estate, with respect represents, to-wit:

DISTRICT COURT
402 CIVIL COURTS BUILDING
421 LOYOLA AVENUE
NEW ORLEANS, LA 70112
504-592-9100

Res. # 0	Receipt # 117063
Cash In Clk # 1	10/10/01 at 09:38
Case #: 2001 16581	Cashier # 1
20	SUCCESSION - LARGE
1 @ \$	188.50 \$ 188.50
1 @ \$	3.00 \$ 3.00
2	JUDGES SUPPL COMP FUND
1 @ \$	16.50 \$ 16.50
	===== Total Due \$ 208.00

I

The decedent, Loraine Saucier Cole, died testate in this Parish and State on June 16, 2001 where she was domiciled at the time of her death.

II

The decedent was married but once and then to petitioner, Clement A. Cole, Jr., with whom she was living and residing at the time of her death. Of this marriage five children were born, all of whom are of the full age of majority and are living and over 24 years of age, not handicapped, impaired or dependent on the decedent for support. The decedent had no other children or did she adopt any other children, and was never adopted by anyone. The decedent is not survived by any ascendants.

Check Amount \$	208.00
Change Due \$	0.00

III

The decedent left a Last Will and Testament attested to before Louis M. Jones, Notary Public, dated March 28, 1995, in statutory form, which petitioner annexes hereto, and presents for probate, registry and execution in accordance with La. C. C. P. Article 2891.

IV

The decedent appointed her husband, your petitioner herein, as the executor of her

ORIGINAL WILL IN VAULT

estate to serve without the necessity of a bond.

V

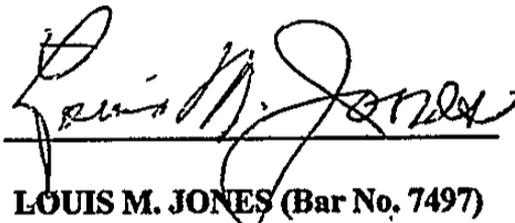
Petitioner requests, that upon compliance with the law, the filing of the Oath of the Executor, that he be appointed Executor of this estate, without bond, in accordance with the decedent's Last Will and Testament.

WHEREFORE, petitioner, Clement A. Cole, Jr., prays that:

1. The Last Will and Testament of Loaraine Saucier Cole, dated March 28, 1995, in statutory form, be admitted to parobate, recorded, filed and executed;
2. That he be appointed Testamentary Executor of the succession of Loraine Saucier Cole, his wife.
3. For all general and equitable relief in the premises.

Respectfully submitted,

STEEG AND O'CONNOR, L.L.C.



**LOUIS M. JONES (Bar No. 7497)
201 St. Charles Avenue, Suite 3201
New Orleans, Louisiana 70170-3201
Telephone: (504) 582-1199
Facsimile: (504) 582-1240**

Attorneys for Petitioner

B 38 P 486
OCT 10 A 9 37

CIVIL
DISTRICT COURT

VERIFICATION

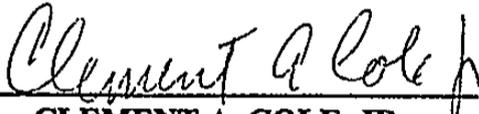
STATE OF LOUISIANA
PARISH OF ORLEANS

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified
in and for the Parish of Orleans, State of Louisiana, personally came and appeared:

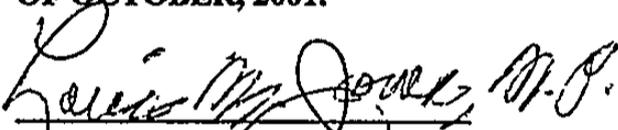
CLEMENT A. COLE, JR.

Petitioner in the above and foregoing petition, who, after being duly sworn by me, did
depose and say that:

He has read the above and foregoing petition, and all of the allegations of fact contained
therein are true and correct to the best of his knowledge, information and belief.


CLEMENT A. COLE, JR.

SWORN TO AND SUBSCRIBED
BEFORE ME THIS 5th DAY
OF OCTOBER, 2001.


NOTARY PUBLIC

BOOK 38 P487
FILED

2001-581
16581
C

LAST WILL AND TESTAMENT OF

LORAINÉ SAUCIER COLE

1995 OCT 10 A 9:37

United States of America
State of Louisiana
Parish of Orleans

I, Loraine Saucier, wife of Clement A. Cole, Jr., being of sound mind, and knowing how to and being physically able to read and write, and to sign my name, make and declare this my last will and testament.

I reside in New Orleans, in the parish and state aforesaid. I have been married but once and then to Clement A. Cole, Jr., my husband, of which five (5) children were born, namely:

1. Daughter, Mrs. Diana Allen Cole, wife of Michael M. Vega
2. Son, Clement Allen Cole, III
3. Daughter, Mrs. Lisa Wolcott Cole, wife of Mark A. Bishop
4. Daughter, Mrs. Amy Lee Cole, wife of Sidney V. Knight, Jr.
5. Daughter, Angela Saucier Cole

No children other than those above named have been born to me, and I have not adopted any person.

I revoke all prior wills and codicils. A community of acquets and gains exists between myself and my husband. I also have separate property acquired by inheritance.

I bequeath to my husband, Clement A. Cole, Jr., the usufruct of my entire estate both community and separate until his death. In addition, I bequeath to my husband the naked ownership of all property that I own at my death, subject to and less that portion

DATE: MARCH 28, 1995

Loraine Saucier Cole
LORAINÉ SAUCIER COLE, Testatrix

under law that my children are entitled to inherit as their forced portion or legitime, which portion I leave to my children conjointly, it being my intention to leave to my husband all that the law allows.

I name my husband, Clement A. Cole, Jr., as executor of my succession, with full seizin and without bond. If he is unable to or does not desire to serve, I name my son, Clement Allen Cole, III, as executor.

I name Louis M. Jones as attorney for my executor and to settle my estate. In the event Louis M. Jones is unable to serve, I name the law firm of Steeg & O'Connor.

This will consisting of two (2) pages has been prepared and typewritten under my direction for execution in accordance with the statutory will law of this state, La. R.S. 9:2442 et seq.

DATE: MARCH 28 1995 Lorraine Saucier Cole
LORAIN SAUCIER COLE, Testatrix

The testatrix has signed this will consisting of two (2) pages at the end and on each separate page, and has declared in our presence that it is her last will and testament, and in the presence of the testatrix and each other we have hereunto subscribed our names this 28th day of MARCH, 1995, at New Orleans, Orleans Parish, Louisiana.

WITNESSES:

Louie R. Blount Lorraine Saucier Cole
Bruce B. [unclear] LORAIN SAUCIER COLE, Testatrix

Louis M. Jones
LOUIS M. JONES
NOTARY PUBLIC
Notary Public, Parish of Orleans, State of La.
(PAGE TWO OF TWO PAGES)
My commission expires at death.

CIVIL DISTRICT COURT FOR THE PARISH OF ORLEANS

STATE OF LOUISIANA

NO. 2001-16581

DIVISION "C"

DOCKET NO. 1

SUCCESSION OF
LORAINÉ SAUCIER COLE

Filed _____

Deputy Clerk**JUDGMENT OF POSSESSION**

On considering the petition, exhibits and the entire record, the law and the evidence being in favor of the petitioners as sole heirs at law and legatees of the decedent, for the reasons this day orally assigned:

IT IS ORDERED, ADJUDGED AND DECREED that Clement A. Cole, Jr., Surviving husband in community with the deceased, Loraine Saucier Cole, is hereby recognized as the owner of an undivided one-half (1/2) of the property belonging to the community of acquets and gains and sending him into possession of the said one-half (1/2) of the community of acquets and gains which existed between him and the deceased and the usufruct of the other one-half (1/2) of the community property belonging to the succession of the deceased for the remainder of his life.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Clement A. Cole, Jr. as a testamentary heir is the owner of an undivided one-half (1/2) of the decedent's one-half (1/2) interest in the community existing between her and her surviving husband, or one-fourth (1/4) of the whole community.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the following named children of the deceased are her forced heirs as well as her legatees by will

Mrs. Diana A. Cole, wife of Michael M. Vega
Clement A. Cole, III
Mrs. Lisa W. Cole, wife of Mark A. Bishop
Mrs. Amy L. Cole, wife of Sidney V. Knight, Jr.
Angela S. Cole

and are hereby placed in possession, conjointly, of an undivided one-half (1/2) of her estate by testamentary bequest, which is one-quarter (1/4) of the whole community, and is subject to the usufruct in favor of their Father, Clement A. Cole, Jr., surviving spouse in community for the remainder of his life.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that in accordance with the foregoing judgment of this Court that the following real property is owned in indivision three-fourths (3/4) by Clement A. Cole, Jr. and one-fourth (1/4) by the following children, all of whom are of the full age of majority.

Mrs. Diana A. Cole, wife of Michael M. Vega
 Clement A. Cole, III
 Mrs. Lisa W. Cole, wife of Mark A. Bishop
 Mrs. Amy L. Cole, wife of Sidney V. Knight, Jr.
 Angela S. Cole

A CERTAIN PIECE OR PORTION OF GROUND, together with all the buildings and improvements thereon, and all the rights, ways, privileges, servitudes, advantages and appurtenances thereunto belonging or in anywise appertaining, situated in the Seventh District of the City of New Orleans, Orleans Parish, and Jefferson Parish, Louisiana, in that subdivision known as Maryland Court, situated in Block No. 1, bounded by Maryland Drive, Metairie Road, Metairie Relief Canal and the rear line of Maryland Court, which said portion of ground is designated by the Letter "A" on a plan of survey dated September 14, 1973, by Gilbert, Kelly & Couturie, Inc., Surveying and Engineering, a copy of which is annexed to another Act passed before me, Notary, dated this day, for reference, and according to which survey said Lot "A" begins at a distance of 1,237 feet, 7 inches, 1 line from the intersection of Metairie Road and Maryland Drive and measures thence 50 feet front on Maryland Drive, by a depth between equal and parallel lines of 86 feet, and measures 50 feet in the rear; the front part of said portion of ground lies in New Orleans, Orleans Parish, and the rear portion in Jefferson Parish; the measurements of the portion lying in Orleans Parish is as follows: 50 feet front on Maryland Drive, by a depth of equal and parallel lines of 45 feet, 3 lines, and a width in the rear of 50 feet; the portion of ground which lies in Jefferson Parish immediately adjoins in the rear and measures 50 feet on the dividing line of Jefferson and Orleans Parish, by a depth of equal and parallel lines of 40 feet, 11 inches and 3 lines, and measures 50 feet on the rear line. Lot "A" is composed of 30 feet of original Lot 40 and 20 feet of original Lot 41.

A CERTAIN PIECE OR PORTION OF GROUND, together with all the buildings and improvements thereon, and all the rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated partly in the Parish of Orleans, in the Seventh District, and partly in the Parish of Jefferson, Block No. One of Maryland Court Subdivision, bounded by Metairie Road, Maryland Drive, the Metairie Relief Canal, and the rear property line of said subdivision, designated as Lot No. 39 and measures 30 feet front on Maryland Drive, same width in the rear, by a total depth on the side line adjoining Lot No. 38 of 86 feet, composed of a first depth of 45 feet, 2 inches 4 lines in Orleans Parish, and a second depth of 88 feet, 9 inches, 4 lines in Jefferson Parish; and a total depth of 86 feet on the opposite side line adjoining Lot No. 40, composed of a first depth of 45 feet, 0 inches, 3 lines in Orleans Parish, and a second depth of 40 feet, 11 inches, 5 lines in Jefferson Parish, all in accordance with a survey made by Gilbert, Kelly & Couturie, Inc., Surveying and Engineering, dated September 14, 1973, a copy of which is annexed to another Act passed before me, Notary, dated this day, for reference.

Improvements on said property bear the Municipal No. 40 Maryland Drive.

Being the same property acquired by Loraine W. Saucier wife of , and, Clement A. Cole, Jr. from the Fidelity Homestead Association by act of W.L. Andry, N. P., COB 723 folio 134, Orleans Ph. & COB 800 folio 640, Jefferson Ph ,on September 25, 1973..

IT IS STILL FURTHER ORDERED, ADJUDGED AND DECREED that
Clement A. Cole, Jr. is hereby discharged as executor of this succession and relieved of all
further trust and responsibility.

JUDGMENT READ, RENDERED AND SIGNED in New Orleans, Louisiana
this 28th Day of December, 2001.

Michael Argenti

JUDGE

2001 DEC 9 9:15 AM
CLERK OF COURSE

MADISON COUNTY MS. This instrument was
filed for record 2005, Feb 9, at 9:15 AM
Book 38 Page 483
ARTHUR JOHNSTON, C. C.
BY: Sharon Johnson C.C. 

Last Will and Testament
of

Annette O. Clark

B 38 P 492
2004-381

I, Annette O. Clark, of Madison County, Mississippi, being of the age of twenty-one and over and of sound mind and memory, do make, declare, and publish this to be my Last Will and Testament, revoking all previous Wills.

I
I name, constitute and appoint Edward L. Clark, Jr., my son, as executor of this my Last Will and Testament, and direct that he be not required to give bond or make any formal accounting to any Court other than the probate of this my Last will and Testament.

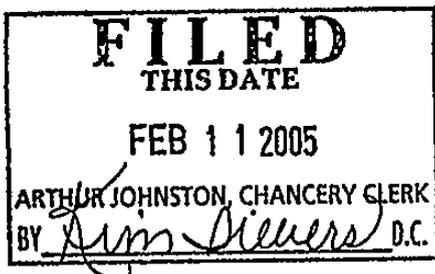
II

I will to my daughter, Marion Clark Joy, my home located 185 Clarkdell Rd., Madison County, Mississippi. She already holds the deed to this property -

I will to my son, Edward L. Clark, Jr., all monies left after any debt of my making are paid, including my burial expenses. I also will to my son, Edward L. Clark Jr., my automobile. My household furniture and accessories may be divided anyway my daughter + son see fit.

I have executed this Last Will and Testament on this, the 17th day of January, 1998.

Annette O. Clark



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

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

CIVIL ACTION, FILE NO: _____

AFFIDAVIT OF LLOYD W. SIMPSON, JR.

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for the state and county aforesaid, within my jurisdiction, on the date hereinafter set forth, Lloyd W. Simpson, Jr., who having been by me first duly sworn, stated and deposed upon his oath, as follows, to-wit:

1. My name is Lloyd W. Simpson, Jr. I am an adult resident and citizen of Madison, County Mississippi, and my office address is P. O. Box 5, 133 South Union Street, Canton, Mississippi 39046.

2. The facts set forth in this affidavit are made upon my own personal knowledge, and I am competent in all respects to testify as to the truth thereof.

3. I am in no wise interested in the estate of Annette O. Clark.

4. I was personally well acquainted with Annette O. Clark for many years prior to her death of May 6, 2004.

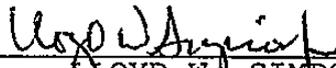
5. I am a certified public accountant, and Annette O. Clark was a client of mine for many years. I regularly prepared her tax returns, and I assisted and advised her in numerous business matters. I witnessed her execution of numerous legal documents, and we corresponded on a regular basis.

6. I am familiar with the handwriting and signature of Annette O. Clark.

7. Having personally examined a holographic instrument of writing, dated January 17, 1998, and purporting to be the last will and testament of Annette O. Clark, I can and do hereby attest that such handwriting and such signature appearing upon said instrument of writing are genuine and were made and done by Annette O. Clark.

8. Further, Affiant sayeth not.

WITNESS MY SIGNATURE, this the 24 day of May, 2004.



LLOYD W. SIMPSON, JR.

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



NOTARY PUBLIC

My Commission Expires:

June 23, 2005

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

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

CIVIL ACTION, FILE NO: _____

AFFIDAVIT OF LINDA CLARKSTATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for the state and county aforesaid, within my jurisdiction, on the date hereinafter set forth, LINDA CLARK, who having been by me first duly sworn, stated and deposed upon her oath, as follows, to-wit.

1. My name is Linda Clark. I am an adult resident and citizen of Madison, County Mississippi, and my address is 203 Clarkdale Road, Canton, Mississippi 39046.

2. The facts set forth in this affidavit are made upon my own personal knowledge, and I am competent in all respects to testify as to the truth thereof.

3. I am in no wise interested in the estate of Annette O. Clark.

4. I was personally well acquainted with Annette O. Clark for many years prior to her death of May 6, 2004.

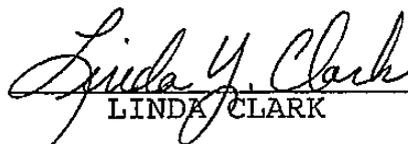
5. Annette O. Clark was my mother-in-law. I regularly corresponded with her, and on numerous occasions I witnessed her making appointment entries into her beauty shop calandar.

6. I am familiar with the handwriting and signature of Annette O. Clark.

7. Having personally examined a holographic instrument of writing, dated January 17, 1998, and purporting to be the last will and testament of Annette O. Clark, I can and do hereby attest that such handwriting and such signature appearing upon said instrument of writing are genuine and were made and done by Annette O. Clark.

8. Further, Affiant sayeth not.

WITNESS MY SIGNATURE, this the 20th day of May, 2004.

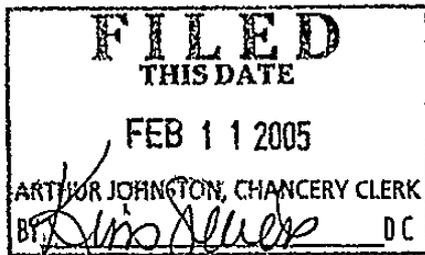

LINDA CLARK

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


NOTARY PUBLIC

My Commission Expires:

June 23, 2005



LAST WILL AND TESTAMENT
OF
ETHEL ALLMAN CROUCH

2005-083

I, Ethel Allman Crouch, an adult resident citizen of Madison County, Mississippi, being above the age of 21 years and of sound mind and understanding, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking any other wills, codicils and testaments made by me at any time heretofore.

ARTICLE I

I direct my executrix to pay, out of my estate, all of my just debts which are timely presented to her, including expenses of my last illness and funeral expenses.

ARTICLE II

I hereby give, devise and bequeath a life estate in all real property which I own or hold an interest in at the time of my death to my daughter, Ethel Mae Jenkins, with the remainder estate going to my granddaughter, Kay Robbins Hedglin. All revenues derived from said real property by means of lease payments or rentals shall go to my daughter during her lifetime, but any or all of such real property may be sold at any time by mutual agreement of my daughter and granddaughter, and the division of proceeds will be upon such terms as they may agree. In the event my granddaughter should predecease me, her share is to be divided equally among her children.

ARTICLE III

I hereby give, devise and bequeath all my remaining property to my daughter, or, if she should predecease me, to my granddaughter. If they should both predecease me, such property is to be divided equally among my granddaughter's children.

ARTICLE IV

I hereby nominate and appoint Kay Robbins Hedglin as executrix of this will, and direct that no bond, inventory,

Signed: Ethel Allman Crouch

appraisal or accounting be required in this matter.

The foregoing will consists of two pages, including this one, at the botton 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 23rd day of January, 1982.

E.A.C.
C.P.H.

Ethel allman Crouch
ETHEL ALLMAN CROUCH

ATTESTATION CLAUSE

We, each of the subscribing witnesses to the Last Will and Testament of Ethel Allman Crouch, do hereby certify that said instrument was signed by Ethel Allman Crouch in our presence and in the presence of each of us, and that Ethel Allman Crouch declared the same to be her Last Will and Testament in the presence of each of us, and that we each signed as subscribing witnesses in the presence of Ethel Allman Crouch and each other.

WITNESS OUR SIGNATURES, this the 23rd day of January, 1982.

M.P.H.
C.P.H.

Witness Carl J. Hedglin
Address MADISON MISS

Witness Burgott P. Hedglin
Address Madison, Miss.