

THE LAST WILL AND TESTAMENT

OF

2005-403

B 38 P 698

BONNIE D. JEFFREY

WHEREAS, I, Bonnie D. Jeffrey, being an adult resident citizen of Madison County, Mississippi, and being of sound and disposing mind and of testamentary capacity, and not contemplating suicide, and being a widow, do hereby make and publish and declare this to be my Last Will and Testament, hereby revoking any and all wills and Codicils which may have heretofore been made by me.

I.

I hereby direct that all my just debts for which timely and proper claims are filed against my Estate, including the expense of my last illness and funeral and a grave marker, be paid by my Co-Executor and Co-Executrix as soon after my death as is convenient, provided however, that this direction shall not authorize the payment of any debts or obligations prior to their maturity in due course nor does this direction authorize the payment of any debt or obligation which has been barred by the Statute of Limitations or discharged in bankruptcy proceedings.

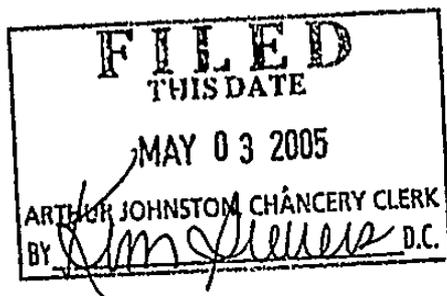
II.

I hereby appoint my son, Roy Mac Reams, and my daughter, Lee Ann R. Gossum, as Co-Executor and Co-Executrix of my Estate. I direct that no bonds, nor accountings shall be required of any Executor or Executrix named herein in any proceedings connected with my Estate or the probate thereof.

I hereby waive any requirement for inventory and appraisal of my Estate.

III.

I hereby waive any requirement for inventory and appraisal of my Estate.



IV.

A. I hereby devise and bequeath unto my son Roy Mac Reams of 885 Manton Road, Bardstown, Kentucky 40004, the sum of Twenty-Five Thousand Dollars (\$25,000.00) cash (profits received from the sale of my former home and my parent's home), the cherrywood curio cabinet, Riverside roll top desk and chair, spool plant stand by Floyd, Howard Miller mantle clock, the lead crystal cut glass decanter and glasses, Swarovski silver/crystal farm animals(rooster & hen, pig, cat & dog), the Waterford crystal bowl, the largest lead crystal pitcher, framed Whitlatch signed and numbered print "Robins", Baccarat crystal squirrel, "Running Horses" bronze casting, the "Mama Clara" rose lamp, the bronze accent lamp and my diamond pendant and chain. In the event my son, Roy Mac Reams has predeceased me, then I hereby devise and bequeath the preceding to his living offspring.

B. I hereby devise and bequeath unto my daughter, Lee Ann R. Gossum, of 106 3rd Street, Fulton, Kentucky, the sum of Twenty-Five Thousand Dollars (\$25,000.00) cash (profits received from the sale of my former home and my parent's home), the antique gateleg table, antique "Mama Doodie" lamp, sugar bowl and pitcher, the Waterford crystal decanter and biscuit barrel, all Swarovski crystal swans, the smaller of my two crystal pitchers, the miniature lead crystal cut glass decanter, Lenox china candy dish with gold trim, my one ct. diamond engagement ring and the family china, crystal and silver. In the event my daughter, Lee Ann R. Gossum has predeceased me, then I hereby devise and bequeath the preceding to her living offspring.

V.

I hereby devise and bequeath all rest, residue and remainder of my Estate, whether real, personal or mixed, and wherever situated unto to my son, Roy Mac Reams, my daughter, Lee Ann R. Gossum, my step-son, Robert Thomas Jeffrey, and my step-daughter,

Laura Leigh Jeffrey, share and share alike.

VI.

I direct that all estate inheritance, legacies, successions, or other death taxes of any nature which may be assessed, or levied by the United States of America or the State of my domicile or by any other jurisdiction, upon or with respect to property passing by the provisions of this Will, upon or with respect to property not under the provisions of this Will but upon which property such taxes are assessed or imposed, including all such taxes imposed upon the proceeds of any and all policies of insurance upon my life paid out of my residuaries, unless my residual Estate is insufficient to pay those taxes in full, no claim shall be made by my Executor/Executrix for contribution toward the payment of such taxes against any beneficiary under this Will, other than residual beneficiaries, or against any person who by reason of death receives property outside this Will or any person who receives the proceeds of life insurance contracts.

IN WITNESS WHEREOF, I SIGN, SEAL AND DELIVER THIS MY LAST WILL AND TESTAMENT BEFORE THE WITNESSES HERE AT MY REQUEST THIS THE 4th DAY OF FEBRUARY, 2005.

Bonnie D. Jeffrey
TESTATRIX

WITNESSES:

Norma Seawright
Karl Cunningham

ATTESTATION CLAUSE

We, each of the subscribing witnesses to the Last Will and Testament of Bonnie D. Jeffrey, do hereby certify that said instrument was signed by the said Bonnie D. Jeffrey, in our presence and in the presence of each of us and that Bonnie D. Jeffrey, 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 to said Last Will and Testament at the request of Bonnie D. Jeffrey, in her presence and in the presence of each other.

WITNESSES:

Norma Seawright
NAME
225 Deer Ridge Drive
ADDRESS
Flora MS 39021

Karl Cunningham
NAME
208 Hwy. 6 N
ADDRESS
Jackson MS 39209

MAY 03 2005

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ARTHUR JOHNSTON, CHANCERY CLERK
BY Kim Sellers D.C.

IN THE MATTER OF THE ESTATE OF
BONNIE D. JEFFREY, DECEASED

CAUSE NO 2005-403

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

THIS DAY personally appeared before me, the undersigned authority at law, in and for the jurisdiction aforesaid, the within named NORMA SEAWRIGHT, who being by me first duly sworn according to law, says on oath:

(1) I am over twenty-one (21) years of age, and was such at the time I witnessed the instrument hereinafter described. I am not the convict of a felony. I have no interest, direct or indirect, in the property or Estate of BONNIE D. JEFFREY, Deceased; nor did I have such interest at the time or since the time that BONNIE D. JEFFREY signed and published a Last Will and Testament. I am of sound mind.

(2) That this Affiant is one of the subscribing witnesses to an instrument of writing recorded to be the Last Will and Testament thereto of BONNIE D. JEFFREY, Deceased, who was personally known to the Affiant, and whose signature is affixed to said Last Will and Testament, whose Last Will and Testament was dated, signed and witnessed on the 4th day of February, 2005.

(3) That on the 4th day of February, 2005, the said BONNIE D. JEFFREY signed, published and declared said instrument of writing as her Last Will and Testament in the presence of this Affiant and in the presence of Hazel Cunningham, the other subscribing witness to said instrument.

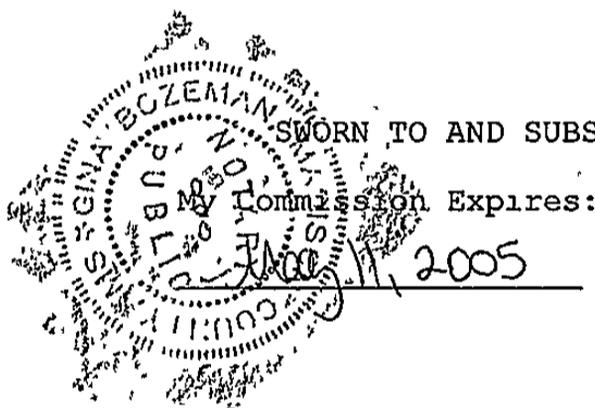
(4) That the said BONNIE D. JEFFREY was then and there of sound and disposing mind and memory, and well above the age of twenty-one(21) years.

(5) That this Affiant, together with Hazel Cunningham, subscribed and attested to said instrument, as witnesses to the signature and publication derived at the special instance and request and in the presence of BONNIE D. JEFFREY, and in the presence of each other.

Norma Seawright
NORMA SEAWRIGHT

SWORN TO AND SUBSCRIBED, this 28 day of APRIL, 2005.

Gina Bozeman
NOTARY PUBLIC



FILED
THIS DATE

MAY 03 2005

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
IN THE MATTER OF THE ESTATE OF
BONNIE D. JEFFREY, DECEASED

ARTHUR JOHNSTON, CHANCERY CLERK
BY *Kim Seivers* D.C.

CAUSE NO. 2005-403

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

THIS DAY personally appeared before me, the undersigned authority at law, in and for the jurisdiction aforesaid, the within named HAZEL CUNNINGHAM, who being by me first duly sworn according to law, says on oath:

(1) I am over twenty-one (21) years of age, and was such at the time I witnessed the instrument hereinafter described. I am not the convict of a felony. I have no interest, direct or indirect, in the property or Estate of BONNIE D. JEFFREY, Deceased; nor did I have such interest at the time or since the time that BONNIE D. JEFFREY signed and published a Last Will and Testament. I am of sound mind.

(2) That this Affiant is one of the subscribing witnesses to an instrument of writing recorded to be the Last Will and Testament thereto of BONNIE D. JEFFREY, Deceased, who was personally known to the Affiant, and whose signature is affixed to said Last Will and Testament, whose Last Will and Testament was dated, signed and witnessed on the 4th day of February, 2005.

(3) That on the 4th day of February, 2005, the said BONNIE D. JEFFREY signed, published and declared said instrument of writing as her Last Will and Testament in the presence of this Affiant and in the presence of Norma Seawright, the other subscribing witness to said instrument.

(4) That the said BONNIE D. JEFFREY was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

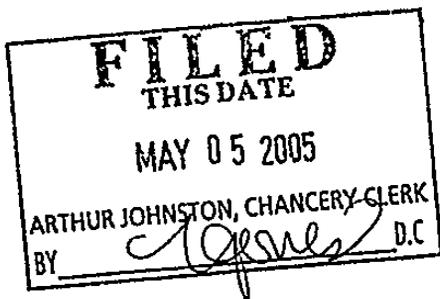
(5) That this Affiant, together with Norma Seawright, subscribed and attested to said instrument, as witnesses to the signature and publication derived at the special instance and request and in the presence of BONNIE D. JEFFREY, and in the presence of each other.

Hazel Cunningham
HAZEL CUNNINGHAM



SWORN TO AND SUBSCRIBED, this 26 day of APRIL, 2005.

Gina Bozeman
NOTARY PUBLIC



B 38 P 703

2005-419

LAST WILL AND TESTAMENT

I, SIBYL H. RANDEL, a resident of Madison County, Mississippi, being of sound and disposing mind and over the age of twenty-one years, do hereby make, ordain, declare and publish this My Last Will and Testament, and I do hereby revoke all other wills by me heretofore made.

ITEM 1: It is my intent and desire to make devises and bequests to each of my four children that are substantially equal in value and subject to the equalization of said devises and bequests by my Executrix, I make and describe these bequests and devises as follows:

- (a) To my daughters, Margaret R. Hall and Elizabeth R. Moore, my cash and bank deposits including any funds held in mutual funds or brokerage accounts;
- (b) To my daughter, Sharon R. Gatlin, I devise all real estate owned by me at the time of my death together with the improvements situated thereon.
- (c) To my son, John M. Randel, I bequeath all promissory notes held by me at the time of my death from him, including all indebtedness evidenced thereby, and any 18-wheeler or similar commercial vehicle owned by me at the time of my death and leased to John M. Randel.

I direct my Executor to equalize these bequests and devises and if necessary to secure an appraisal of the real estate and the 18-wheeler or similar vehicle. The substantial equalization of these bequests shall be a charge upon my assets until completed. To effect said equalization my Executrix shall have the powers and authority to employ any means she deems necessary including without limitations the power and authority to require owelty to be paid by any devisee or legatee to any other devisee or legatee. The joinder by my children in any petition to close my estate shall be an acknowledgment of their satisfaction with the devise or bequest to them.

ITEM 2: I direct that all costs of administration of my estate shall be paid from the bequests to Margaret R. Hall and Elizabeth R. Moore.

ITEM 3: I hereby nominate and appoint my daughter, Elizabeth R. Moore, Executrix of my estate under the terms of this Will and waive the requirement of bond from her as such. I also waive an

appraisal and inventory of my estate and waive the requirement of accounting on the part of my Executrix to any Court, intending to not only waive annual accounts, but a final account as well.

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

SIGNED, PUBLISHED AND DECLARED as this My Last Will and Testament, this the 12th day of July, 1995.

Sibyl H. Randel
SIBYL H. RANDEL

WITNESSES:

Jean L. May
Thy M. Lee

We, the undersigned witnesses to the Will of SIBYL H. RANDEL, do hereby certify that the said SIBYL H. RANDEL, on the day she executed the foregoing Will was over the age of twenty-one years and of sound and disposing mind; that she signed and subscribed said will and published it as her Last Will and Testament in our presence and in the presence of each of us and that we at her express instance and request signed and subscribed said Will as witnesses thereto in her presence and in the presence of each other as an attestation thereof.

WITNESS our signatures, this the 12th day of July, 1995.

Jean L. May
Thy M. Lee

PROOF OF WILL

STATE OF MISSISSIPPI

YAZOO COUNTY

<p>FILED THIS DATE MAY 05 2005 ARTHUR JOHNSTON, CHANCERY CLERK BY <u>Sarah Toton</u> D.C.</p>
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Personally appeared before me, the undersigned authority in and for the state and county aforesaid, HUGH M LOVE, JR., who being first by me duly sworn stated on oath that affiant is one of the subscribing witnesses to the foregoing and annexed instrument of writing, purporting to be the Last Will and Testament of SIBYL H. RANDEL, Deceased, late of Yazoo County, and that the said SIBYL H. RANDEL signed, published and declared said instrument as her Last Will and Testament, on the 12th day of July, 2005, the day of the date of said instrument, in the presence of this affiant, and in the presence of SUSAN I. MAY, the other subscribing witness thereto, and that the said testatrix was then of sound, disposing mind and memory, was more than twenty-one years of age, and that this affiant and SUSAN I. MAY, the other subscribing witness, subscribed and attested said instrument, as witnesses to the signature and publication thereof, at the special instance and in the presence of testator and in the presence of each other, on the day and year of the date thereof and the affiant's address is 203 South Main Street, Yazoo City, MS 39194

Hugh M. Love, Jr.
HUGH M. LOVE, JR.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 4th day of May, 2005.

Edna Y. Rogers
Notary Public



Dec 22 2008

#2005-0394

B 38 P 706

**LAST WILL AND TESTAMENT
OF**

Theodore L. Thiel, Jr

FILED THIS DATE MAY 05 2005 ARTHUR JOHNSTON, CHANCERY CLERK BY <u>Stacey Totten</u> D.C.

I, Theodore L. Thiel, Jr of 1202 Rice Road, City of Madison, Madison County, MS revoke my former Wills and Codicils and declare this to be my Last Will and Testament.

**ARTICLE I
PAYMENT OF EXPENSES**

1. I direct that my just debts, funeral expenses and expenses of my last illness be first paid from my estate.

**ARTICLE II
DISPOSITION OF PROPERTY**

1. Residue. I direct that my residuary estate be distributed to my spouse, Daisy Irene Mullins Thiel. If my spouse does not survive me, my residuary estate shall be distributed to my children in equal shares. If a child of mine does not survive me, such deceased child's share shall be distributed in equal shares to the children of such deceased child who survive me, by right of representation. If a child of mine does not survive me and has no children who survive me, such deceased child's share shall be distributed in equal shares to my other child, or to their respective children by right of representation.

**ARTICLE III
NOMINATION OF EXECUTOR**

1. I nominate Daisy Irene Mullins Thiel, of Madison, MS, to be the executrix, without bond.
 - a. If such person does not serve for any reason, I nominate Deborah Thiel Freeland and Theodore Bret Thiel of Oxford, MS and Brandon, MS, respectively, to be co-executrix and co-executor, without bond.

**ARTICLE IV
EXECUTOR POWERS**

1. My Executor, in addition to other powers and authority granted by law or necessary or appropriate for proper administration, shall have the right and power to lease, sell, mortgage, or otherwise encumber any real or personal property that may be included in my estate, without order of court and without notice to anyone.

ARTICLE V
MISCELLANEOUS PROVISIONS

1 Paragraph Titles and Gender. The titles given to the paragraphs of this Will are inserted for reference purposes only and are not to be considered as forming a part of this Will in interpreting its provisions. All words used in this Will in any gender shall extend to and include all genders and in numbers when the context or facts so require, and any pronouns shall be taken to refer to the person or persons intended regardless of gender or number.

2. Thirty Day Survival Requirement. For the purposes of determining the appropriate distributions under Article II and Article III of this Will, no person shall be deemed to have survived me, unless such person is also surviving on the thirtieth day after the date of my death

3. I am married to Daisy Irene Mullins Thiel of 1202 Rice Road, City of Madison, Madison County, MS, and all references in the Will to "my spouse" are references to Daisy Irene Mullins Thiel.

4. Children The names of my children are: Deborah Thiel Freeland and Theodore Bret Thiel and all references in this Will to "my children" include the above children.

IN WITNESS WHEREOF, I have subscribed my name below, this the 29th day of July, 1998.

Theodore Lafayette Thiel, Jr.
Theodore Lafayette Thiel, Jr.

We the undersigned, hereby certify that the above and foregoing instrument, which consists of two (2) pages including this page, were signed in our sight and presence by Theodore Lafayette Thiel, Jr. and who declared the same to be the Testator's Last Will and Testament and we, at the Testator's request and in the Testator's sight and presence, and in the sight and presence of each other, do hereby subscribe our names and addresses as witnesses on the date of the foregoing instrument

Doreen M. Polson
Witness

751 Green Forest Rd, Ridgeland, MS 3915
Address

Jackie Williams
Witness

3815 Douglas Ave, Ocean, Ms. 39213
Address

Lara Daley Spell
Witness

205 North Place, Madison 39110
Address

AFFIDAVIT

State of Mississippi

County of Hinds

Before me, the undersigned, on this day personally appeared Theodore Lafayette Thiel, Jr.,

Sally N Polson and Tracie Williams,

Lara Paley Spell known to me to be the Testator and the witnesses, respectively, whose names are signed to the foregoing instrument. All of these persons were first duly sworn by me. Theodore Lafayette Thiel, Jr., the Testator, declared to me and to the witnesses, in my presence, that the foregoing instrument is the Testator's Will and that the Testator willingly signed and executed such instrument in the presence of the witnesses, as the Testator's free and voluntary act for the purposes expressed in the instrument. Each of the witnesses declared in the presence and hearing of the Testator that the foregoing instrument was executed and acknowledged by the Testator as the Testator's Will in their presence and that they, in the Testator's presence, hearing and sight at the Testator's request, and in the presence of each other, did subscribe their names to the instrument as attesting witnesses on the date of the instrument. The Testator, at the time of the execution of such instrument, was of full age, of sound mind, and the witnesses were sixteen years of age or older and otherwise competent to be witnesses

Theodore Lafayette Thiel, Jr. Testator
Tracie Williams Witness

Sally N Polson Witness
Lara Paley Spell Witness

State of Mississippi

County of Hinds

Subscribed, sworn to and acknowledged before me by Theodore Lafayette Thiel, Jr, the Testator;

and subscribed and sworn to before me by Sally N Polson

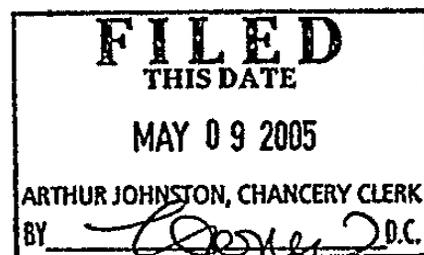
Tracie Williams and Lara Paley Spell

witnesses, this 28th day of July, 1998.

Notary Public State of Mississippi At Large
My Commission Expires February 13, 2000
BONDED THRU HEIDEN-MARCHETTI, INC

Martha A House
Notary Public
MADISON COUNTY, MISSISSIPPI

LAST WILL AND TESTAMENT
OF
HAROLD R. McDONALD



I, HAROLD R. McDONALD, a resident of Madison, Mississippi, which I declare to be my domicile, do hereby make, publish, and declare this to be my LAST WILL AND TESTAMENT, hereby revoking all Wills and codicils at any time heretofore made by me.

FAMILY IDENTIFICATION

ARTICLE 1: I am not married, and I have three children: HAROLD McDONALD, JR., GEORGE McDONALD and JERRY McDONALD. All references in this Will to "my child(ren)" or "said child(ren)" shall be deemed to refer to my said named child(ren).

PAYMENT OF TAXES AND FINAL EXPENSES

ARTICLE 2: I hereby direct that all my just debts which shall be duly probated within the time prescribed by law, including all of the expenses of my last illness and burial and any taxes which shall be payable by my estate, shall be paid as soon as practicable after my death.

RESIDUARY TO CHILDREN OUTRIGHT

ARTICLE 3: All the rest, residue and remainder of my property, of every kind and nature and wheresoever situated, whether real or personal (my "residuary estate"), I give to my children in equal shares *per stirpes*, with the share of any such child of mine who shall have predeceased me to be distributed to the surviving child(ren) of such predeceased child in equal shares. If any child of mine shall have predeceased me without surviving children, then his share shall lapse and be distributed among my other surviving children in equal shares *per stirpes*.

TRUST FOR GRANDCHILDREN

ARTICLE 4: If my trustee shall receive any amount on behalf of the minor child or children of a deceased child of mine, pursuant to the provisions of this Will, I direct that my trustee divide the share of such predeceased child into equal shares for the grandchild or grandchildren and administer such shares as follows:

A. With respect to any amount received on behalf of a deceased child of mine who shall be survived by a child or children then living (my "grandchild" or "grandchildren"):

1. My trustee shall pay to or apply for the benefit of such grandchild that portion of trust income or principal which my trustee, in its sole and absolute discretion, deems advisable for the support, maintenance, health and education (including higher or special education) of such grandchild

2. Until the grandchild reaches his or her majority, any income not so distributed shall be added to principal annually. Thereafter, all trust income shall be distributed annually.

3 When the grandchild reaches the age of twenty-one (21), my trustee shall distribute the remaining trust principal and any accumulated income to grandchild outright and free of trust.

4. If any such grandchild shall have died prior to receiving any such distribution, then my trustee shall distribute such grandchild's share of principal and income to the then living issue of such deceased grandchild. If no such issue shall then be living, my trustee shall distribute trust principal and any accumulated income to my then living issue per stirpes.

ADMINISTRATIVE PROVISIONS REGARDING TRUSTS

ARTICLE 5. 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 of any beneficiary, and they shall not have any power to 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. The principal and income, and the beneficiary or beneficiaries, of any trust created herein shall be afforded the maximum protection allowed by the provisions of the Family Trust Preservation Act of 1998, as codified in Mississippi Code Annotated § 91-9-501, and any successor or other related statutes.

If any beneficiary of any trust created herein 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

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 education and maintenance of such beneficiary. My Trustee shall have the power in its uncontrolled discretion to determine whether a beneficiary is incapacitated, and its determination shall be conclusive.

D. The Trustee is specifically authorized and empowered to invest any part or all of the principal of the trust estate in any common trust fund which may be established and operated

by and under the control of the Trustee and may combine any trusts created for the benefit of the same beneficiaries herein with substantially similar terms and provisions.

E. In making distribution 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 the principal account from which such income was paid.

F. With regard to any trust created herein, 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.

With regard to any trust created herein, should any beneficiary of the trust be disabled, incompetent, a debtor in any bankruptcy proceeding, a defendant in any filed or threatened legal proceeding, or in any way incapacitated at the time of any scheduled distribution of income or principal, the Trustee is authorized in its discretion to withhold such distribution of income or principal and continue to maintain such trust assets for the benefit of said beneficiary until such condition is removed. My Trustee shall have sole and absolute discretion to determine whether a beneficiary is disabled, incompetent or incapacitated and to determine when such conditions as detailed above have been removed.

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. 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. The herein named Successor Trustee shall then take office; or if the Successor Trustee resigns or otherwise ceases to serve, then a Successor Trustee may then be appointed by an instrument delivered to such successor, with a copy to the existing Trustee. Successor Co-Trustees may be appointed by an acting Trustee, but in all instances of any Successor Trustee not herein named, one (1) such Successor Trustee must always be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said

company's location; and further provided that no beneficiary, spouse, parent or child of any beneficiary of the trust may be named or appointed as Successor Trustee or Co-Trustee, nor shall any other person or entity serve as Trustee who or which could be deemed to not be an independent Trustee as defined in Section 672 of the Internal Revenue Code of 1986, as amended.

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

I. If any beneficiary other than a said 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 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)

J. Unless sooner terminated by the provisions of this Will, and notwithstanding the terms of any trust created herein, each and every such trust shall terminate at the expiration of the period prescribed by the Rule Against Perpetuities (as such rule may be in effect in my domiciliary state at my death), and the Trustee shall pay over the remaining trust corpus and income to the then living income beneficiaries or, if none, then in the same manner as set forth in the dispositive trust provisions herein.

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

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

M. 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

N. If following my death, the principal of any trust created herein shall ever be less

than \$25,000.00, or otherwise in the discretion of the Trustee there is a detrimental economic reality to maintaining the trust, the Trustee may terminate such trust 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.

O. 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.

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

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

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

Q. My trustee shall be reimbursed and indemnified from my trust estate for, from, and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, claims, costs, expenses, and disbursements of any kind or nature whatsoever (including, without limitation, the reasonable fees and disbursements of counsel or consultants in connection with any investigative, administrative, or judicial proceeding, whether or not my trustee is a party thereto) in any manner arising out of or not limited to, any violation of any applicable legal requirement or any release or threatened release of any contaminant into the indoor or outdoor environment, existing on, at, under or in connection with any property held in my trust estate, including, but not limited to, real property owned or operated directly by my trust and real property owned or operated by a closely held corporation or by a general or limited partnership in which my trust estate has an ownership or management interest (collectively, "Liabilities and Costs"), even if the Liabilities and Costs equal the entire value of my trust estate; provided, however, that my trustee shall have no right to indemnification or reimbursement hereunder for any Liabilities or Costs due solely to my trustee's gross negligence or willful misconduct. My trustee shall not be personally liable to any beneficiary or any other party for a decrease in the value of assets in my trust estate by reason of my trustee's compliance with any environmental

laws.

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

S. If at the termination of any trust created under this Will any part of the trust principal is to be distributed to a person who shall then be the beneficiary of any other trust created under this Will, I direct that such person's part of the trust principal be added to his or her trust, to be administered and distributed as an integral part thereof

REMOVAL OF TRUSTEE

ARTICLE 6: In respect of any trust or share thereof created herein, the current adult income beneficiary(ies), or the legal guardian(s) for any minor or incapacitated current income beneficiary(ies), acting unanimously, may at any time remove any then serving trustee, upon written notice thereof delivered to such trustee; provided, that any such removal shall be accompanied by the appointment by such adult beneficiary(ies) of a qualified individual or a qualified corporation.

The terms "qualified individual" and "qualified corporation" as used herein shall mean, respectively, an individual who is not related or subordinate to an adult beneficiary (as defined by applicable then current tax and trust laws) and who is legally competent to act as trustee, and a bank or trust company with power to act as trustee located within the United States. The term "trustees", wherever used herein, shall be deemed to include all the Trustees, individual and corporate, of any gender, at any time serving as such in respect of any trust estate

TRUSTEE'S POWERS

ARTICLE 7: I confer upon my executor and upon any trustee serving under this will all powers granted to fiduciaries under the laws of the state of Mississippi, and particularly under the statutory provisions contained in the Mississippi Uniform Trustees' Powers Law, . Mississippi Code Annotated Section 91-9-101 et seq , whether my estate is administered in the state of Mississippi or elsewhere. In addition to the powers granted by law, I authorize my executor or other legal representatives of my estate and any trustee serving under this will:

- A. To accept additions to my estate or to any trust under my will from any source
- B. To acquire the remaining undivided interest in property of my estate or trust in which my executor or trustee, in fiduciary capacity, holds an undivided interest
- C. To invest and reinvest the assets of my estate or any trusts created under this will in securities or in real or personal property, whether within or outside of the State of Mississippi or the United States, without the need for diversification as to kind or amount and without being limited to investments authorized by law for fiduciaries. More specifically, but not by way of limitation, I authorize and empower such executors or trustee to:
 1. Invest in discretionary common trust funds, mutual funds, investment trusts, unsecured obligations, stocks, bonds, and real estate.
 2. Retain as long as such executor or trustee deems proper any real or

personal property or any stocks, bonds, notes or other securities (including securities issued by my corporate fiduciary) which I own at my death or which are subsequently acquired.

D. To effect and keep in force fire, rent, title, liability, casualty or other insurance to protect the property of the estate or trust and to protect the fiduciary.

E With respect to any property, real or personal, or any estate therein owned by my estate or trust, except where such property or any estate therein is specifically disposed of by terms of this will or any trust created herein:

- 1 To take possession of, collect the rents from and manage the same.
- 2 To sell the same at public or private sale, and upon such terms and conditions, including credit, as to my fiduciary shall seem advisable.
- 3 To lease, mortgage, partition, or subdivide the same, even where the terms of such lease or mortgage shall extend beyond the administration of my estate or the term of any trust.
- 4 To abandon property which does not have sufficient economic value, in my executors' or my trustee's judgment, to make it worth protecting.
- 5 To repair or improve the same.
- 6 To grant options for the sale of same for a period not exceeding six (6) months.

F. With respect to any mortgage held by the estate or trust, to continue the same upon and after maturity, with or without renewal extension, upon such terms as the fiduciary deems advisable, or to foreclose, as an incident to collection of any bond or note, any mortgage securing such bond or note, and to purchase the mortgaged property or acquire the property by deed from the mortgagor in lieu of foreclosure

G. To employ any bank or trust company incorporated in the state of my domicile, any national bank located in the state of my domicile or any private banker duly authorized to engage in business in the state of my domicile as custodian of any stock or other securities held as fiduciary, and the cost thereof, except in the case of a corporate fiduciary, shall be a charge upon the estate or trust.

H. To cause any stock or other securities to be registered and held in the name of a nominee.

I. In the case of the survivor of two or more fiduciaries, to continue to administer the property of the estate or trust without the appointment of a successor fiduciary.

J. As substitute or successor fiduciary, to succeed to all of the powers, duties and discretion of the original fiduciary, with respect to the estate or trust, as were given to the original fiduciary.

K To contest, compromise or otherwise settle any claim in favor of the estate, trust or fiduciary or in favor of third persons and against the estate, trust or fiduciary, or to submit the same to arbitration, without judicial approval.

L. With respect to any shares of stock or other securities owned by my executor or by any trustee

1. To vote or refrain from voting, in person or by proxy, discretionary or otherwise, such shares of stock or other securities.
2. To pay calls, assessments and any other sums chargeable or accruing against or on account of shares of stock, bonds, debentures or other corporate securities, whenever such payments may be legally enforceable against the fiduciary or any property of the estate or trust or the fiduciary deems payment expedient and for the best interests of the estate or

trust.

3. To sell or exercise stock subscription or conversion rights, participate in foreclosures, reorganizations, consolidations, mergers, or liquidations and to consent to corporate sales, leases and encumbrances.

M. To execute and deliver agreements, assignments, bills of sale, contracts, deeds, notes, receipts and any other instruments necessary or appropriate for the administration of the estate or trust.

N. In the case of a trustee, to hold the property of two or more trusts or parts of such trusts created by the same instrument as an undivided whole without separation as between such trusts or parts, provided that such separate trusts or parts shall have undivided interests and provided further that no such holding shall defer the vesting of any estate in possession or otherwise.

O. To make distribution in cash, in kind valued at fair market value of the property at the date of distribution, or partly in each, without being required to make pro rata distributions of such property.

P. To pay all reasonable and proper expenses of administration from the property of the estate or trust, including the reasonable expense of obtaining and continuing the fiduciary's bond and any reasonable counsel fees which the fiduciary may incur.

Q. To employ and pay agents to perform necessary services for the estate or for any trust created thereunder such as, but not limited to: accountants, attorneys, investment advisors, actuaries, appraisers and custodians.

R. To borrow in the name of my estate or trusts from themselves or others and secure such loans by mortgage, note, or pledge, at prevailing rates of interest

S. With regard to any business enterprise which I may own or possess an interest in at the time of my death, whether incorporated, unincorporated, or operated as a sole proprietorship or partnership:

1. To retain all or any portion of the business and continue to operate the same for so long as my executor or trustee shall deem advisable;

2. To sell all or any portion of the business, at such time and on such terms and conditions (including credit), as my executors and trustee shall deem advisable. My executor and trustee may sell the business to any person, including a person interested in my estate or a fiduciary serving hereunder.

3. To control, direct or manage the business, vote any corporate shares; select, hire and compensate, or discharge employees, directors and officers of the business; serve on the board of directors of the business; retain and compensate experts to advise my executor or trustee concerning the management or disposition of the business;

4. To recapitalize or reorganize the business; invest additional sums of money in the business;

5. To participate in or consent to any merger, consolidation, reorganization, dissolution or liquidation of the business;

6. To account for the business as an entity separate from my estate or trust. In this regard, my executor or trustee shall be authorized to retain earnings in the business in conformity with sound business practice.

7. I exonerate my executor and my trustee from liability for any loss resulting from the retention and/or operation of any business enterprise unless such loss shall result from the executor's or trustee's gross negligence or willful misconduct

T. To claim administrative expenses of my estate either as income tax deductions or as estate tax deductions, in my executor's sole discretion, without regard to whether such expenses are payable from income or principal, and without the necessity of making adjustments or reimbursements between principal and income or among the property interests of the various beneficiaries of my estate I exonerate my executor from any liability arising from the claim of a beneficiary of my estate whose entitlement under the terms of my will has been diminished by my executor's elections.

U. To execute, file and deliver proofs of claim or receipts required to collect all policies of life insurance on my life which name my estate or any trust created hereunder as beneficiary, elect any optional modes of settlement available under such policies; receive, administer and distribute the proceeds of such policies in accordance with the dispositive provisions of this will. The receipt of my executor or my Trustee shall constitute full acquittance to any insurance company for policy proceeds paid.

V. To allocate, in their sole and absolute discretion, any amount of the exemption from generation skipping taxes allowed under Internal Revenue Code, Section 2631(a), to property of which I am the transferor, including property transferred during my lifetime to which no allocation has previously been made, without the necessity of making adjustment or reimbursement to any person or trust as a result of such allocation.

W. To combine trusts having substantially identical terms and with the same beneficiary or beneficiaries, whether created under the terms of my Will or my spouse's, to be administered and distributed as a single trust.

X To join with my surviving spouse or the executor of my will in the execution and filing of

1. a joint income tax return for any period prior to my death for which I have not filed a return and to agree as to the apportionment of any joint tax liability.

2. a gift tax return on gifts made by my surviving spouse and to consent to treat such gifts as being made one-half (1/2) by me, for any period prior to my death.

Y To exercise any of the powers granted to such executor or trustee, including by not limited to the power to sell and convey real or personal property, without any requirement of prior or subsequent court approval

DISTRIBUTION TO MINORS

ARTICLE 8: If any of my Estate principal or income shall vest in absolute ownership in a minor, my executor shall have the authority, in my executor's discretion, and without court authorization, to:

A. Hold and manage the property and defer payment or distribution of all or a part of the property to that minor until that minor reaches the age of twenty-one (21) years. My executor, in administering this property, shall have all of the authority granted to fiduciaries under Mississippi state law and under the provisions of this will.

B. Distribute part or all of the minor's property to a custodian for the minor under the Uniform Gifts To Minors Act or the Uniform Transfers To Minors Act of the jurisdiction where the minor resides.

C. Select a custodian for the minor under the Uniform Gifts To Minors Act or under the Uniform Transfers To Minors Act of the jurisdiction where the minor resides without court order. My executor may select any fiduciary named in this will as such custodian without

conflict of interest.

D. Distribute or pay part or all of the minor's property to the minor's legal guardian, to the adult person or persons with whom the minor resides, to the minor personally, to the trustee of any trust created for the sole benefit of the minor, or to the administrator or executor of the minor's estate.

E. Apply part or all of the minor's property for the minor's health, education, maintenance, support or welfare. My executor shall be entitled to be paid at the same rate as testamentary trustees under the state law of my domicile for the holding and managing of property pursuant to this Article of my will. My executor shall account in the same manner as trustees and shall not be required to render or file annual accountings with respect to the properties so held and administered for the minor. Nothing contained in this Article shall operate to suspend the absolute vesting of the share of any minor beneficiary of my estate.

SIMULTANEOUS DEATH PROVISION

ARTICLE 9: If any person who may be interested in my estate dies at the same time as I do or under such circumstances that there is insufficient evidence to determine which of us died first, then it shall be presumed that such person predeceased me.

GIVE INCLUDES DEVISE, BEQUEATH

ARTICLE 10: Throughout this Will I direct that the term "give" shall be deemed to include the term "bequeath" or "devise" when appropriate

EXECUTOR APPOINTED

ARTICLE 11: I nominate and appoint GEORGE McDONALD as executor of this my will. If said named executor shall fail to survive me, shall decline to act, or having qualified shall, for any reason thereafter, cease to act, I nominate and appoint HAROLD McDONALD, JR. as successor executor. My executor shall be entitled to receive a reasonable commission under the state law of my domicile at the time of my death

I direct that my executor shall have and exercise all powers and authority granted to trustees or fiduciaries pursuant to the Mississippi Uniform Trustees' Powers Law, Mississippi Code Annotated § 91-9-101 et seq. (as amended).

TRUSTEE APPOINTED

ARTICLE 12: I nominate and appoint GEORGE McDONALD as Trustee of any trust created under this will. If said named Trustee shall fail to survive me, shall decline to act, or having qualified shall, for any reason thereafter, cease to act, or if one or more trusts shall be required for the surviving children of GEORGE McDONALD, I nominate and appoint HAROLD McDONALD, JR. as successor Trustee or Trustee.

WAIVER OF BOND, INVENTORY, ACCOUNTING

ARTICLE 13: I direct that no executor, trustee or other legal representative of my

estate shall be required to furnish any bond or other security to any court or tribunal in any jurisdiction, and I hereby waive any requirement of inventory, appraisal or accounting to any court or tribunal.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument as my last will and testament on this 5 day of MARCH, 2001.

Harold R. McDonald
HAROLD R. McDONALD

ATTESTATION

On this 5th day of March, 2001, the foregoing instrument was signed, published and declared by HAROLD R. McDONALD, the testator, to be said testator's last will and testament in the presence of each of us and all of us together; and the testator requested each of us to sign the same as attesting witnesses; and we thereupon signed our names hereto as such witnesses, in the presence of the testator, and in the presence of each other. We further state that each of us believes that, at the time the testator executed the foregoing instrument, the Testator was of sound mind and memory, of lawful age, and did so execute it as the testator's own free act and deed and not under the unlawful influence of any person.

NAMES:

ADDRESSES:

Brenda Marsalis

6028 Learned Road
Edwards, MS 39066

Brandi Carr
Brandi Carr

108 Cotton Cove
Madison, MS 39110

JUSTIN M BENNETT

120 CROSS CREEK DR.
MADISON, MS 39110

Justin M. Bennett

AFFIDAVIT OF ATTESTING WITNESSES

STATE OF MISSISSIPPI:
COUNTY OF HINDS

BRENDA MARSALIS, BRANDI CARR
and JUSTIN M. BENNETT depose and say:

(1) That they are the attesting Witnesses whose signatures appear on the attached or foregoing Will,

(2) That on March 5, 2001, in the presence of the Testator, HAROLD R. McDONALD, and each of the undersigned Witnesses, HAROLD R. McDONALD signed the attached or foregoing Will at the end thereof and each of the undersigned Witnesses saw the Testator sign the Will;

(3) That at the time s/he signed the Will, the Testator declared the instrument so signed by him/her to be the Testator's Last Will and Testament,

(4) That each of the undersigned Witnesses, at the request of the Testator, and in the Testator's presence, and in the presence of each other, thereupon signed as a Witness thereto;

(5) That the Testator, at the time of the execution of the Will, was at least eighteen (18) years of age, was of sound mind, memory and understanding, and was under no restraint or undue influence or in any respect incompetent to make a Will;

PRINTED NAME:

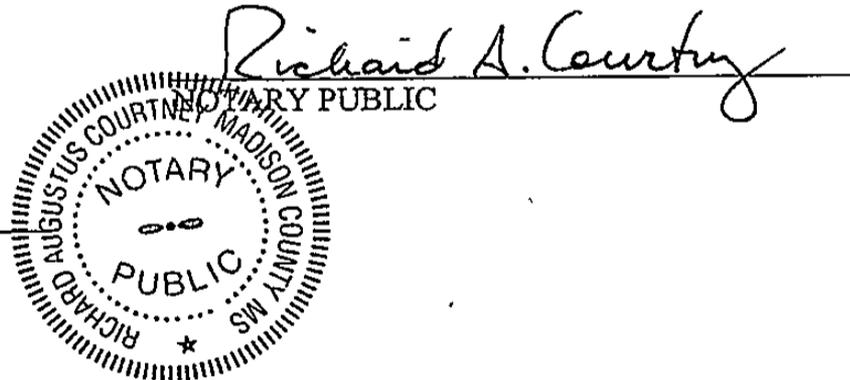
SIGNATURE:

<u>Brenda Marsalis</u>	<u>Brenda Marsalis</u>
<u>Brandi Carr</u>	<u>Brandi Carr</u>
<u>JUSTIN M. BENNETT</u>	<u>Justin M. Bennett</u>

Sworn to and subscribed before me by BRENDA MARSALIS,
BRANDI CARR, and JUSTIN M. BENNETT,
this 5th day of March, 2001.

My Commission Expires:

12/20/2002



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF
THE LAST WILL AND TESTAMENT OF
HAROLD R. McDONALD, DECEASED

PROBATE NO. 2005-427

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF Hinds

Personally appeared before me the undersigned authority in and for the state and county aforesaid the within named GEORGE V. McDONALD ("Affiant") who, being by me first duly sworn on oath, stated:

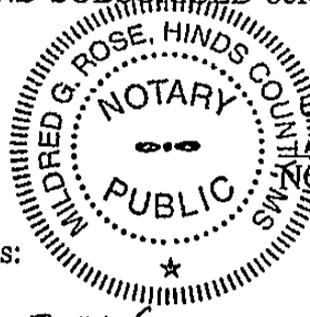
Affiant is the duly appointed, qualified and acting executor of the estate of Harold R. McDonald, Deceased, and affiant has made reasonably diligent efforts to identify all persons having claims against the above styled and numbered estate in order to give notice by mail to persons so identified, at their last known address, informing them that a failure to have their claim probated and registered by the clerk of the court granting letters testamentary within the ninety (90) day period provided by Mississippi Code Annotated, Section 91-7-151 (1972) will bar such claim. After such reasonably diligent efforts, Affiant has been unable to identify any persons believed by Affiant to have claims against the estate.

WITNESS MY HAND this the 9th day of May, 2005.

George V. McDonald
GEORGE V. McDONALD

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

SWORN TO AND SUBSCRIBED before me this the 9th day of May,
2005.



Mildred G. Rose
NOTARY PUBLIC

My Commission Expires:

August 22, 2006

RICHARD A. COURTNEY, MSB #7722
FRASCOGNA COURTNEY, PLLC
6360 I-55 North, Suite 150
Jackson, Mississippi 39211
Telephone: (601) 987-3000

Fitze Dunnell and Barbara Mary Fitze Rapier co-guardians of the person of said child, Robin Michelle Fitze, under disability and I direct that no bond be required of them.

V

In the event that either Bonita Jean Fitze Dunnell or Barbara Mary Fitze Rapier be unable or unwilling to act as co-executrix or as co-trustee or as co-guardian, then I appoint either Bonita Jean Fitze Dunnell or Barbara Mary Fitze Rapier in her stead, with all the powers, privileges and immunities hereinbefore granted to both of them in their joint capacity.

Last Will and Testament of Mary Kathryn Huberg Fitze

STATE OF TEXAS COUNTY OF HARRIS.

SIGNED at Bellaire, Texas on the 17th day of JUNE, 1978,

in the presence of the undersigned witnesses who have attested this instrument at my request.

Mary Kathryn Huberg Fitze
Testatrix

The above instrument was now here this 17th day of JUNE, 1978, published as Last Will and Testament and signed by

Mary Kathryn Huberg Fitze THE TESTATRIX, in our presence, and we, at her request, in her presence, and in the presence of each other, sign our names as attesting witnesses.

Eileen C. Zyant
Witness

Kimberly A. White
Witness

THE STATE OF TEXAS COUNTY OF HARRIS, Before me, the undersigned authority, on this day personally appeared Mary Kathryn Huberg Fitze and Eileen C. Zyant and Kimberly A. White, known to me to be testatrix and the witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and, all of said persons being by me duly sworn,

[Signature]
Testatrix

the said Mary Kathryn Huberg Fitze ---, Testatrix, declared to me and to the said witnesses in my presence that said instrument is her Last Will and Testament, and that she had willingly made and executed it as their free act and deed for the purposes therein expressed; and the said witnesses each on their oath stated to me, in the presence and hearing of said testatrix, that the said testatrix had declared to them that said instrument is her last will and testament, and that she executed same as such and wanted each of them to sign it as a witness; and upon their oaths each witness stated further that they did sign the same as witnesses in the presence of the said testatrix and at her request; that she was at that time nineteen (19) years of age or over (or, being under such age, was or had been lawfully married, or was then a member of the armed forces of the United States or of an auxiliary thereof or of the Maritime Service) and was of sound mind; and that each of said witnesses was then at least fourteen (14) years of age.

Mary Kathryn Huberg Fitze
Testatrix

Eileen C. Zyant
Witness

Kimberly A. White
Witness

Subscribed and acknowledged before me by the said Mary Kathryn Huberg Fitze -----, testatrix, and subscribed and sworn to before me by the said Eileen C. Zyant and Kimberly A. White, witnesses, this 17th day of June, A.D. 1978.

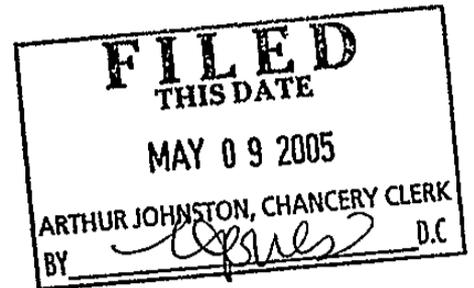
Richard Jones
Notary Public Harris County, Texas



[Signature]
Testatrix

FIRST CODICIL
TO THE
LAST WILL AND TESTAMENT
OF
Mary Kathryn Huberg Fitze

B 38 P 726



I, Mary Kathryn Huberg Fitze, being of sound mind and disposing memory, do hereby make, declare and publish this instrument as and to be the FIRST CODICIL to the LAST WILL AND TESTAMENT executed by me on June 17, 1978 in the presence of Eileen C. Zyant and Kimberly A. White.

I revise the second sentence of Article I of my will and hereby substitute in lieu thereof the following:

I eliminate any gift to my daughter Robin Michelle Fitze and provide that if my spouse fails to survive me by sixty days, all of my estate, after payments of taxes and any legally enforceable debts shall pass to two of my daughters: Bonita Jean Fitze Dunnell and Barbara Mary Fitze Rapier. If either of those daughters fails to survive me, their share shall pass to their respective issue..

In addition to the foregoing, I hereby revise Article III of my will as follows:

I have eliminated my daughter, Robin Michelle Fitze as a beneficiary of my estate. I, therefore, eliminate any provision in Section III of my Will which establishes a trust for the benefit of my daughter, Robin Michelle Fitze.

I further direct that no other action be had in the probate court in relation to the settlement of my estate other than the probating and recording of my will and codicil and the return of an inventory, appraisalment and list of claims of my estate.

In all other respects I ratify and confirm all of the provisions of my said will dated June 17, 1978.

This I make and publish as the FIRST CODICIL to my LAST WILL AND TESTAMENT, here signing and subscribing my name this the 14th day of March __, 1994, in the presence of R. Hal Moorman and Betty J. White, who attest the same at my request.

Mary Kathryn Huberg Fitze
Mary Kathryn Huberg Fitze

The foregoing instrument was signed, published and declared by Mary Kathryn Huberg Fitze to be the FIRST CODICIL to her LAST WILL AND TESTAMENT, in our presence, and we at her request and in her presence, and in the presence of each other, have hereunto subscribed our names as witnesses this the 14th day of March __, 1994.

RHM
WITNESS

Betty J. White
WITNESS

B 38 P 728

P.O. Box 1808
STREET

1502 Kevin Lane
STREET

Brenham, Texas 77834
CITY and STATE

Brenham, Texas 77833
CITY and STATE

SELF PROVING AFFIDAVIT

STATE OF TEXAS

*

*

COUNTY OF WASHINGTON

*

BEFORE ME, the undersigned authority, on this day personally appeared Mary Kathryn Huberg Fitze, R. Hal Moorman and Betty J. White known to me to be the Testatrix and the witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said Mary Kathryn Huberg Fitze, Testatrix, declared to me and to said witnesses in my presence that said instrument is her FIRST CODICIL to 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 oath stated to me in the presence and hearing of the said Testatrix that the said Testatrix had declared to them that said instrument is her FIRST CODICIL to her Last Will and Testament and that she executed same as such and wanted each of them to sign it as a witness; and upon their oaths, each witness stated further that they did sign the same as witnesses in the presence of the said Testatrix and at her request; that said Testatrix was at that time eighteen (18) years of age or over (or being under such age, was or had been lawfully married, or was then a member of the armed forces of the United States or of an auxiliary thereof or of the Maritime Service) and was of sound mind; and that each of said witnesses was then at least fourteen (14) years of age.

Mary Kathryn Huberg Fitze
 Mary Kathryn Huberg Fitze
 Testatrix

R. Hal Moorman
 Witness

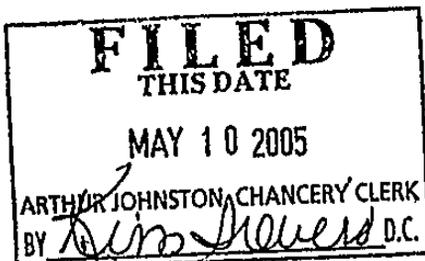
Betty J. White
 Witness

D 38 7 730

SUBSCRIBED AND ACKNOWLEDGED before me by the said Mary Kathryn Huberg Fitze, Testatrix, and subscribed and sworn to before me by the said R. Hal Moorman and Betty J. White witnesses, this 14th day of March, 1994.



Lynette H. Dahmann
NOTARY PUBLIC, STATE OF TEXAS



LAST WILL AND TESTAMENT
OF
CHRISTINE McDANIEL

2005-428

I, CHRISTINE McDANIEL, an adult resident citizen of Madison County, Mississippi, being above the age of twenty-one (21) years, and of sound and disposing mind and memory, do hereby make, publish and declare this instrument as my Last Will and Testament, and hereby revoke all other wills or codicils thereto heretofore made by me.

First: I direct that all my just debts which may be probated, registered, and allowed against my estate be paid as soon after my death as is practicable. I further direct that all estate, inheritance, transfer, legacy, or succession taxes which may be assessed or levied with respect to my estate, or any part thereof shall be paid out of my residuary estate as an expense of administration and without apportionment. I further direct that my funeral expenses be paid before any distribution of my assets is made to my beneficiaries.

Second: I hereby nominate, designate and appoint my daughter, Katherine Earl Martin, as the Executrix of my Last Will and Testament, and direct that she be allowed to act without the necessity of posting bond to insure the faithful performance of her duties. I further waive an appraisal of my estate.

Third: I hereby give, devise and bequeath all my property, whether the same may be real, personal, or mixed, to my husband Earl Andrew McDaniel, in the event he survives me by a period of at least thirty (30) days. Should my husband predecease me, I hereby give, devise and bequeath all my property, whether the same is real, personal or mixed to my children, in the following proportions:

To my son, Ralph McDaniel, I hereby give, devise and bequeath the house and approximately two (2) acre tract of land, together with all contents situated therein, which is our homestead property.

To my daughters, Katherine Earl Martin, Dorothy Jean Hales, and Janie Sue Robinson, I hereby give, devise and bequeath all other personal property, including, but not limited to money, stocks, bonds, and all other personal property, share and share alike, and, if any of them have predeceased me, to their issue, per stirpes.

C. M. S.

Fourth: In the event my husband and I are killed in a common disaster or under such circumstances that make it impossible or difficult to determine which of us is the survivor, I shall be presumed to have survived him, and all provisions contained herein shall be governed by that presumption.

IN WITNESS WHEREOF, I have hereunto set my hand, this the 21 day of September, 1982.

Christine M. Daniel
CHRISTINE MCDANIEL

Witnesses:

Angela K. Bates
Ronald M. Kirk

The preceding instrument, consisting of this page and one (1) other typewritten page, each identified by the signature of the testator, was on the date thereof signed, published and declared by Christine McDaniel, the testator therein named, as and for her Last Will and Testament, in the presence of us, who, at her request, in her presence, and in the presence of each other, have subscribed our names as witnesses hereto.

Angela K. Bates
Ronald M. Kirk

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
CHRISTINE MCDANIEL, DECEASED

CAUSE NO. 2005-428

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

THIS DAY personally appeared before me, the undersigned authority at law, in and for the jurisdiction aforesaid, the within named ANGELA K. BATES, who being by me first duly sworn according to law, says on oath:

(1) I am over twenty-one (21) years of age, and was such at the time I witnessed the instrument hereinafter described. I am not the convict of a felony. I have no interest, direct or indirect, in the property or Estate of CHRISTINE MCDANIEL, deceased; nor did I have such interest at the time or since the time that CHRISTINE MCDANIEL signed and published a Last Will and Testament. I am of sound mind.

(2) That this Affiant is one of the subscribing witnesses to an instrument of writing recorded to be the Last Will and Testament thereto of CHRISTINE MCDANIEL, deceased, who was personally known to the Affiant, and whose signature is affixed to said Last Will and Testament, whose Last Will and Testament was dated, signed and witnessed on the 21st day of September, 1982.

(3) That on the 21st day of September, 1982, the said CHRISTINE MCDANIEL signed, published and declared said instrument of writing as her Last Will and Testament in the presence of this Affiant and in the presence of Ronald M. Kirk, the other subscribing witness to said instrument.

(4) That the said CHRISTINE MCDANIEL was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(5) That this Affiant, together with Ronald M. Kirk, subscribed and attested to said instrument, as witnesses to the signature and publication derived at the special instance and request and in the presence of CHRISTINE MCDANIEL, and in the presence of each other.

Angela K. Bates
ANGELA K. BATES

SWORN TO AND SUBSCRIBED, this 5th day of May,

My Commission Expires: 6/14/2006

Susan Cor Phillips
NOTARY PUBLIC



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
CHRISTINE MCDANIEL, DECEASED

CAUSE NO

FILED
THIS DATE
MAY 10 2005
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* DC
~~2005-498~~

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

THIS DAY personally appeared before me, the undersigned authority at law, in and for the jurisdiction aforesaid, the within named RONALD M. KIRK, who being by me first duly sworn according to law, says on oath:

(1) I am over twenty-one (21) years of age, and was such at the time I witnessed the instrument hereinafter described. I am not the convict of a felony. I have no interest, direct or indirect, in the property or Estate of CHRISTINE MCDANIEL, deceased; nor did I have such interest at the time or since the time that CHRISTINE MCDANIEL signed and published a Last Will and Testament. I am of sound mind.

(2) That this Affiant is one of the subscribing witnesses to an instrument of writing recorded to be the Last Will and Testament thereto of CHRISTINE MCDANIEL, deceased, who was personally known to the Affiant, and whose signature is affixed to said Last Will and Testament, whose Last Will and Testament was dated, signed and witnessed on the 21st day of September, 1982.

(3) That on the 21st day of September, 1982, the said CHRISTINE MCDANIEL signed, published and declared said instrument of writing as her Last Will and Testament in the presence of this Affiant and in the presence of Angela K. Bates, the other subscribing witness to said instrument.

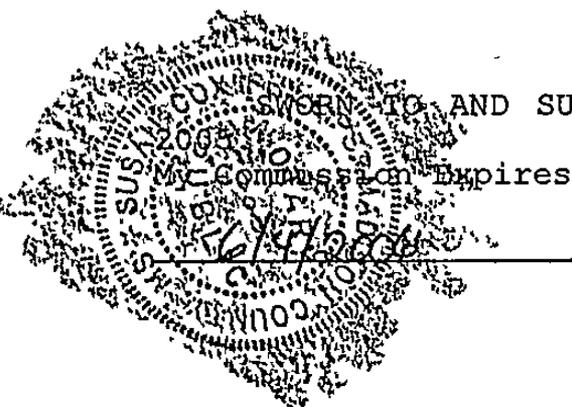
(4) That the said CHRISTINE MCDANIEL was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(5) That this Affiant, together with Angela K. Bates, subscribed and attested to said instrument, as witnesses to the signature and publication derived at the special instance and request and in the presence of CHRISTINE MCDANIEL, and in the presence of each other.

[Signature: Ronald M. Kirk]
RONALD M. KIRK

SWORN TO AND SUBSCRIBED, this 2nd day of May,

[Signature: Susan Cox Phillips]
NOTARY PUBLIC



FILED
 THIS DATE
 MAY 16 2005
 ARTHUR JOHNSTON CHANCERY CLERK
 BY *Kim M. [Signature]*

LAST WILL AND TESTAMENT
 OF
 MARSHA McCARTY WELLS

2005-433

I, MARSHA McCARTY WELLS, an adult resident citizen of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I.

I appoint my husband, TERRANCE ("TERRY") BERT WELLS, of Jackson, Mississippi, as Executor of my Estate under this Will. I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ITEM II.

My husband's name is TERRANCE ("TERRY") BERT WELLS, and he is sometimes referred to herein as "my husband." I have one (1) child now living, my daughter, ASHLEY LAUREN WELLS, whose birthdate is March 20, 1985. She is herein referred to as "my child." In the event I have a child or children born subsequent to the date of execution of this Will, I direct that each child and his or her descendants shall share my estate to the same extent as provided for my child herein named.

ITEM III.

I devise and bequeath to my husband, TERRY, if he survives me, any interest I may own in our residence which is occupied by us as a family home, subject to any indebtedness that may be against our home at my death. If my husband shall not survive me, I devise and bequeath my interest in our home to the "Marsha

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McCarty Wells Children's Trust" created by the provisions of Item VIII of this Will, to be held, administered and disposed of in accordance with the terms of that trust.

ITEM IV.

I give and bequeath to my husband, TERRY, if he survives me, my automobiles, clothing, books, jewelry, sport equipment and other personal effects, as well as all my household furniture, furnishings, ornamental decorations, silverware, china, pictures, linen, glassware and the like located in my home. If my husband does not survive me, I bequeath these items of personal property to the "Marsha McCarty Wells Children's Trust" created by the provisions of Item VIII of this Will, to be held, administered and disposed of in accordance with the terms of that trust. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the assets bequeathed under this Item. In such event, the provisions of that memorandum shall be given the same legal effect as if included in this Will and the assets described therein shall be distributed to the named beneficiaries.

ITEM V.

I devise and bequeath to my husband, TERRY, if he survives me, all stock I own at my death acquired individually or jointly with my husband during our marriage and held by PERFORMANCE BROKERAGE SERVICES or A. G. EDWARDS & SONS, as well as any mineral interests I may own at my death. If my husband shall not survive me, I devise and bequeath these assets to the "Marsha McCarty Wells Children's Trust" created by the provisions of Item VIII of this Will, to be held, administered and disposed of in accordance with the terms of that trust.

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ITEM VI.

A. After the payment of any debts, obligations and expenses of my estate, I devise and bequeath to the "Marsha McCarty Wells Children's Trust" provided for in Item VIII of this Will, to be held, administered and disposed of in accordance with the terms of that trust, assets having a value equal to \$600,000, less any taxable transfers I may have made since 1976.

As used herein, the term "taxable transfers" shall mean transfers made by me that are subject to the transfer tax provided for in Section 2001 of the Internal Revenue Code of 1986, as amended. The term "value" shall mean the value as of the date of distribution of any assets distributed to satisfy this bequest.

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

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

ITEM VII.

A. If my husband, TERRY, survives me, I give, devise and bequeath all the rest and residue of my estate to TRUSTMARK NATIONAL BANK, Jackson, Mississippi and JOHN R. McCARTY of Magee, Mississippi, as Trustees for my husband. For convenience, the Trustees shall be referred to as "Trustee."

B. The Trustee shall hold, manage, invest and reinvest the trust property and, commencing with the date of my death, pay to or apply for the benefit of my husband all the net income of this

trust. These income payments shall be made to my husband in convenient installments at least annually.

C. In addition to the net income, the Trustee, in the exercise of its sole and uncontrolled discretion, may pay to or apply for the benefit of my husband so much of the principal of this trust as the Trustee deems needful or desirable for my husband's health, support and maintenance, including medical, surgical, hospital or other institutional care, having in mind both the standard of living to which he has been accustomed and the funds available to him from other sources.

D. Upon the death of my husband any undistributed income of the trust shall be paid to my husband's estate or as he appoints by his Last Will and Testament. The entire remaining principal of this trust shall be paid over and distributed to the "Marsha McCarty Wells Children's Trust" created by the provisions of Item VIII of this Will, to be held, administered and disposed of in accordance with the terms of that trust.

E. In establishing this trust for the benefit of my husband, I direct (a) that except to the extent this trust cannot otherwise be funded by property of my estate which would qualify for the marital deduction, there shall not be allocated to the trust any property, or the proceeds of any property, which would not qualify for the marital deduction allowable in determining the federal estate tax on my estate, or any property, or the proceeds of any property, includable in my gross estate for federal estate tax purposes and also subject (by reason of my death) to any inheritance tax, transfer tax, estate tax or other death duty in any foreign country, state, province or other political subdivision thereof; (b) that except upon the direction of my husband, the Trustee shall not invest in or retain beyond a reasonable time any unproductive property, as that property is defined in applicable tax laws, or any other property with respect to which the marital deduction would not be allowed; and (c) that none of the powers granted to the Trustee by this Will

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shall be exercised in such a manner as to disqualify this trust or any part thereof from the marital deduction allowable in determining the federal estate tax on my estate.

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

G. By the provision of this Item VII, I have established a "qualified terminable interest property" trust, as that term is defined in Section 2056(b)(7) of the Internal Revenue Code of 1986, as amended, and in effect on the date of this Will. I hereby direct my Executor to file on the federal estate tax return of my estate the election necessary to treat this trust as such for purposes of that provision of the Internal Revenue Code provided my husband is living on the date my estate tax return is required to be filed. If my husband is not living on the date my estate tax return is due to be filed, my Executor shall make this election as to all or part of the assets of this trust or not make any election as my Executor shall determine advisable to obtain the maximum estate tax benefits for both my estate and the estate of my husband.

H. This trust shall be designated and known as the "Terry B. Wells Trust."

I. If my husband shall not survive me, then I devise and bequeath the residue of my estate as provided in paragraph D of this Item.

ITEM VIII.

From the assets conveyed by Item VI hereof, my Executor shall pay any and all estate and inheritance taxes payable by my estate. The remainder of those assets shall be held by TRUSTMARK NATIONAL BANK, Jackson, Mississippi, and JOHN R. McCARTY of Magee, Mississippi as Trustees under the terms hereafter set forth for the benefit of my child, ASHLEY LAUREN, and any children born subsequent to the execution of this Will. For

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

A. The Trustee shall distribute to or for the benefit of my children (but not necessarily in equal shares) as much of the net income as the Trustee deems advisable for the education, support, maintenance, and health of any of the beneficiaries; for the maintenance of their accustomed standard of living; or for any medical, hospital or other institutional care which any beneficiary may require. These distributions shall be made in such proportions, amounts, and intervals as the Trustee determines. Any income not distributed shall be added to principal and shall be distributed in accordance with provisions of this item.

B. In addition to the income distributions, the Trustee may pay to or for the benefit of my children (but not necessarily in equal shares) as much principal as the Trustee deems advisable for the education, support, maintenance, and health of any of the beneficiaries; for the maintenance of their accustomed standard of living; or for any medical, hospital or other institutional care which any beneficiary may require. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

C. I direct the Trustee to provide a college education for each of my children, including as many years of graduate study in any private or public college or university, as may be required for the completion of that child's training for the child's career. The Trustee shall pay the necessary costs of clothing, tuition, books, room and board and may pay the costs of any extracurricular activities in which my children may desire to participate during attendance at college, provided such extracurricular activities are first approved by the child's father, if he be living. If the child's father is not living,

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any payments for extracurricular activities shall be made solely in the discretion of the Trustee.

D. As and when my youngest living child attains the age of twenty-one (21) years, the Trustee shall divide the assets of this trust into equal and separate shares, one share for each of my then living children, and one share for each child of mine who is deceased but who is survived by children. Each share shall be held as a separate trust and the Trustee shall hold, administer and distribute the funds of each trust under the following provisions:

1. The Trustee shall distribute to or for the benefit of the beneficiary of each trust as much of the net income of the trust as the Trustee deems advisable for the education, support, maintenance and health of the beneficiary; for the maintenance of the beneficiary's accustomed standard of living; or for any medical, hospital or other institutional care which the beneficiary may require. These distributions shall be made in such proportions, amounts and intervals as the Trustee determines. Any income not distributed shall be retained and added to principal and shall be distributed in accordance with provisions of this Item.

2. In addition to the net income, the Trustee may distribute to or for the benefit of a beneficiary as much principal of that beneficiary's trust as the Trustee deems advisable for the beneficiary's education, support, maintenance and health. In making distributions of principal, the Trustee shall consider the needs of each beneficiary and the funds available to each of them from other sources.

3. As and when a child of mine who is the beneficiary of a trust attains the age of twenty-five (25) years, the Trustee shall distribute to that child ten percent (10%) of that child's trust estate at that date. Thereafter when

such child attains the age of twenty-six (26) years, the Trustee shall distribute to that child ten percent (10%) of the trust at that date. When such child attains the age of twenty-seven (27) years, the Trustee shall distribute to that child ten percent (10%) of the trust at that date. When such child attains the age of twenty-eight (28) years, the Trustee shall distribute to that child ten percent (10%) of the trust at that date. When such child attains the age of twenty-nine (29) years, the Trustee shall distribute to that child ten percent (10%) of the trust at that date. When such child attains the age of thirty (30) years, the Trustee shall distribute to that child the remainder of that child's trust estate, free and clear of any trust. Upon distribution of the entire trust estate to the beneficiaries, this trust shall terminate.

4. In the event of the death of one or more of my children after the division of this trust into separate trusts and prior to receipt by that child of his or her entire trust estate, the balance in the trust of such deceased child shall be retained in trust for the benefit of that deceased child's then living children. The net income and principal of the trust shall be distributed among such surviving children in such proportions and at such intervals as the Trustee determines advisable for the education, support, maintenance and health of such children. While equal distributions between such children shall not be required, distributions shall be equal except in unusual circumstances. The assets of the trust shall be distributed to such children, in equal shares, when the youngest of such children attains the age of twenty-one (21) years.

5. If at the death of a child of mine, he or she leaves no surviving children, that deceased child's trust estate shall be distributed in equal shares, one share to each of the trusts created for my other children to be

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administered and disposed of in accordance with the provisions of those trusts, and one share outright to each of my children who has previously reached the age set forth in 3. above to have received a distribution of his or her trust estate.

E. If this trust shall become owner of my home, the Trustee is authorized and directed to use funds of this trust to maintain the home and to pay insurance premiums, taxes and other expenses of upkeep of the home as long as the home is held in this trust. As long as any of my children desire to live in the home, the Trustee shall retain it in the trust. If all of my children permanently abandon the home, or if at the time of final distribution of the trust assets none of my children desire to own the home, the Trustee may then sell it and reinvest the proceeds of sale as any other asset of the trust. If one of my children desires to receive the home as part of his or her share of the trust, title shall be conveyed to that child at the time a distribution of trust principal is required to be made to that child and the home shall be valued at its fair market value on the date of distribution.

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

G. In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, upon death of the survivor of them, the assets shall be distributed to the "Terry B. Wells Trust" created by the provisions of Item VII of this Will, to be held, administered and disposed of in accordance with the terms of that trust. In the event my husband is not living at the time this distribution is

required, the assets shall be distributed to my brother, JOHN R. MCCARTY, and my sisters, PATTI MCCARTY STEVENS and KATHERINE MCCARTY FLYNT, in equal shares per stirpes.

H. This trust shall be designated and known as the "Marsha McCarty Wells Children's Trust."

I. If at my death I am not survived by children, I devise and bequeath this portion of my estate to the "Terry B. Wells Trust" created by the provisions of Item VII of this Will, to be held, administered and disposed of in accordance with the terms of that trust. If at my death I am survived by neither my children nor my husband, I devise and bequeath this portion of my estate to my brother and sisters, in equal shares per stirpes.

ITEM IX.

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

B. Any trust created by this Will is a private trust. The Trustee shall not be required to obtain the order or approval of any court for the exercise of the Trustee's powers and discretions. The income of any trust created by this Will shall accrue from the date of my death. During the administration of my estate and until the trust is established and activated, I authorize the Trustee to request of my Executor, in which case my Executor shall comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the trust. These payments shall be an amount which in the joint judgment of the Trustee and the Executor equals the trust income which the beneficiaries would have received had the trust been established and activated.

C. The Trustee shall not be required to make physical division of the properties of any trust created herein, except where necessary, but may keep the trusts in one (or more) consolidated fund. The Trustee shall maintain books of account

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containing accurate records of separate principal, income and expense of each trust.

ITEM X.

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

B. If at any time in following the directions of this Will the Trustee is required to distribute all or any part of the principal of a trust created herein outright to a person who is a minor, the Trustee is directed to continue to hold the share of the minor in trust for that minor's benefit until the minor attains age twenty-one (21). Until distribution is made, the Trustee is directed to expend such part of the income and/or principal of the share belonging to that minor as the Trustee, in the Trustee's discretion, deems necessary to provide for the proper education, support, maintenance and health of the minor.

C. The interest of every beneficiary of any trust created herein shall vest within the period prescribed by the Rule against Perpetuities. Upon vesting, any trust property held by the Trustee shall be distributed to the current income beneficiary or beneficiaries of the trust property (or to his or her legal guardian or other personal representative) as though

such income beneficiary had reached the age at which final distribution was required.

ITEM XI.

A. Neither of the Trustees shall be required to enter into any bond as Trustees or to file with any court any periodic or formal accounting of the administration of any trust. The Trustees shall render annual accounts to each of the beneficiaries of any trust (or his or her guardian if the beneficiary is a minor). No persons paying money or delivering property to the Trustees shall be required to see to its application.

B. Either of the Trustees may resign at any time by giving each of the beneficiaries of the trust (or his or her guardian) and the other Trustee written notice specifying the effective date of such resignation. The notice may be sent by personal delivery or by registered mail. The individual Trustee may demand the resignation of the corporate Trustee by giving written notice to the corporate Trustee.

C. If the corporate Trustee resigns, regardless of the cause, a successor corporate Trustee shall be appointed by the individual Trustee. If the individual Trustee fails to make the appointment within thirty (30) days, such appointment shall be made by the Chancery Court of Hinds County, Mississippi, upon petition brought by or on behalf of the beneficiaries of the trust. The successor corporate Trustee shall be another bank possessing trust powers and an active, fully-staffed Trust Department. If JOHN R. McCARTY is unable or unwilling to serve as Trustee, PATTI McCARTY STEVENS shall serve as his successor, and if she is unable to serve, KATHERINE McCARTY FLYNT shall serve.

D. The resignation of any Trustee shall become effective upon the qualification of the successor Trustee and submission of a full accounting by the resigning Trustee; however, the

remaining Trustee, the successor Trustee and the beneficiaries may agree to waive a final accounting by the Trustee being replaced.

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

F. The corporate Trustee shall receive reasonable compensation for its services as determined by negotiation between the individual Trustee and the bank. The individual Trustee shall receive reasonable compensation based upon the then current hourly rates being charged in Jackson, Mississippi, for services comparable to those being rendered by the individual Trustee.

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

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

I. The corporate Trustee shall have the authority and responsibility for proposing the investment and reinvestment of the funds of the trust and shall consult with the individual Trustee concerning such matters. Before making any investment, reinvestment, sale, exchange, transfer or other disposition of any assets or funds of the trust, the corporate Trustee shall obtain the approval of the individual Trustee. The decision of the individual Trustee on those matters shall be final. The corporate Trustee shall not be responsible nor liable for any loss suffered by the trust because the individual Trustee shall

approve or disapprove any proposed sale, purchase or investment of trust assets. However, if at any time the corporate Trustee shall deem it absolutely necessary to take immediate action with reference to the purchase or sale of assets of the trust and shall deem it inadvisable to postpone such action until such time as the individual Trustee can be consulted, the corporate Trustee may take such action without consulting the individual Trustee. In that event, the corporate Trustee shall immediately notify the individual Trustee, in writing, of the action taken and the reasons that the action was taken without prior consultation with the individual Trustee.

J. The corporate Trustee shall keep all records and books of account; shall prepare all inventories and accountings, collections, payments and distributions; and, for convenience, the individual Trustee shall not be obligated to sign or countersign checks or vouchers used in making payments or distributions or receipts in making collections.

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

L. In all actions and decisions other than those enumerated above, the Trustees shall act in concert. No Trustee herein named shall be held liable or responsible for the acts, neglects, defaults, or other breach of trust committed by any other. Each Trustee shall be responsible solely for that Trustee's own actions.

ITEM XII.

Unless otherwise provided, the administration of any trust herein created, the sale and conveyance of trust assets, the

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investment and reinvestment of trust assets, and the rights, powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi, as amended. In addition to the powers contained in that Law, and the power to make "legal investments" under Mississippi law, the Trustee shall have full power and authority:

A. To place such funds on time deposit in a savings account or certificates of deposit in any federally insured bank or savings and loan association, including any bank which may be serving as Trustee.

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

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

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

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

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

F. To invest funds in a common fund established by the corporate Trustee pursuant to the Uniform Common Trust Fund Act of Mississippi.

G. To receive and retain all types of property and especially to receive and retain shares of stock in closely-held corporations and nonincome producing real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which trustees generally are authorized to invest by law.

H. To carry out agreements made by me during my lifetime, including the consummation of any agreements relating to the capital stock of corporations owned by me at the time of my death, and including the continuation of any partnership of which I may be a member at the time of my death whether the terms of the partnership agreement obligate my estate or my personal representative to continue my interest therein, and to enter into agreements for the rearrangement or alteration of my interests or obligations under any such agreements in effect at the time of my death.

I. To borrow money to pay taxes; to exercise subscriptions, rights and options; to pay assessments; to accomplish any other purpose of any nature incidental to the administration of the trust, and to pledge any securities or other property held by it as security for such loan.

J. To execute and deliver oil, gas and other mineral leases containing such unitization or pooling agreements and other provisions as the Trustee deems advisable; to execute mineral and royalty conveyances; to purchase leases, royalties and any type of mineral interests; to own, hold, acquire and dispose of

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working interest and royalty interest in properties held in the trust and to expend funds of the trust necessary with respect to the ownership of such interest; to execute and deliver drilling contracts and other contracts, options and other instruments necessary or desirable in engaging actively in the oil, gas or other mining business; all of the foregoing to be done with such terms, conditions, agreements, covenants, provisions or undertakings as the Trustee deems advisable.

ITEM XIII.

Notwithstanding the preceding provisions of this Will which provide for the distribution of my estate, if my husband and I die simultaneously or if my husband does not survive me by one hundred seventy-nine (179) days, I devise and bequeath to my husband an amount equal to the amount which, considering his separate estate and the property passing to him by operation of law, would result in our separate estates being as nearly equal as possible. I devise and bequeath the remaining portion of my estate to the "Marsha McCarty Wells Children's Trust" provided for in Item VIII of this Will, to be held, administered and disposed of in accordance with the terms of that trust.

ITEM XIV.

A. In order to provide for the security of my minor child in the event of the death of my husband and me during the minority of my child, I hereby designate and appoint PATTI MCCARTY STEVENS as guardian of my minor child.

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

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

D. The Trustee shall also allow and permit the guardian to use all of the household furniture, furnishings, linen, silver, kitchen utensils, pictures, and all other goods and effects in and about the premises (as well as any automobiles I may own at my death) so long as the guardian may reside there and make a home for my child. The guardian shall not be required to account to the Trustee or any beneficiary for the use thereof, it being realized that many of such articles are not of a permanent nature and the Trustee shall be free of liability for the loss or depreciation of any such tangible personal property.

E. In the event my home shall be sold by the Trustee, then the Trustee may use the proceeds derived from such sale, together with such additional amounts of principal of the trust estate as the Trustee's sole discretion, shall determine necessary to build or purchase a suitable home for my child. These same provisions shall apply in regard to the use of such new home by the guardian

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as have hereinabove been provided with respect to my present home. If in lieu of building or purchasing a new home for my minor child the Trustee shall deem it advisable, the proceeds may be used to cover the cost of an addition to or remodeling of the home of the guardian that may be undertaken so as to provide my minor child with a comfortable place to live.

ITEM XV.

A. In the event my husband, TERRY, is or becomes unable or unwilling to serve as my Executor, I appoint my brother, JOHN R. McCARTY, of Magee, Mississippi, to serve as my successor Executor. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

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

C. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will without respect to the income tax basis of the property. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. However, my Executor shall not exercise this discretion in any manner that will result in a loss of or decrease in the marital deduction otherwise allowable in determining the federal estate tax due by my estate. My Executor may satisfy any pecuniary bequest provided in this Will in cash

or in kind or partly in cash and partly in kind; however, any asset distributed in kind shall be valued at its date of distribution value.

D. No person dealing with my Executor shall be obligated to see to the application of any moneys, securities, or other property paid or delivered to my Executor, or to inquire into the expediency or propriety of any transaction or the authority of my Executor to enter into and consummate the transaction upon such terms as my Executor may deem advisable.

E. My Executor shall have the power to disclaim any part or all of my interest in any property which is or has been devised or bequeathed to me, whether outright or in trust, provided such disclaimer is made within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any future law.

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

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

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H. My Executor shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate, but in my Executor's discretion may sell only so much of my property as is necessary to obtain cash to pay taxes, debts and costs of the administration of my estate. After the payment of debts, taxes and costs, in the sole discretion of my Executor, my Executor is authorized to make distributions to devisees and legatees either in cash or in kind or a combination of each.

I. My Executor shall take all actions necessary to comply with any agreements made by me during my lifetime, including the consummation of any agreements relating to the stock of corporations in which I am a stockholder at the time of my death, and including the continuation of any partnership of which I may be a partner at the time of my death whenever the terms of any such agreement obligate my estate or my personal representatives to sell or continue my interest therein.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 3rd day of November, 1987.

Marsha McCarty Wells
 Marsha McCarty Wells

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

Karen B. Chipley
 Witness
 KAREN B. Chipley

of

6219 Pearl Orchard Road, JACKSON, MS. 392
 Address

Brinda Simmons
 Witness
 BRINDA Simmons

of

108 Washington, Richland, MS 39218
 Address

FIRST CODICIL TO
LAST WILL AND TESTAMENT
OF
MARSHA McCARTY WELLS

FILED
THIS DATE
MAY 16 2005
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

I, MARSHA McCARTY WELLS, an adult resident citizen of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory do hereby make, publish and declare this instrument of writing to be the First Codicil to the Last Will and Testament made by me on November 3, 1987.

I.

I hereby amend Item I of my said Last Will and Testament to appoint my husband, TERRANCE ("TERRY") BERT WELLS, and my brother, JOHN R. McCARTY, as Co-Executors of my estate. Throughout the said Will the term "Executor" shall refer to the two said Co-Executors.

II.

I hereby amend Item XV of my said Last Will and Testament by the deletion of the first sentence of that Item and by the substitution of the following as the first sentence of Item XV:

"In the event either of the Co-Executors becomes unable or unwilling to serve, the remaining Co-Executor shall serve as sole Executor."

III.

Except as changed by the above provisions, I republish, reaffirm and readopt my said Last Will and Testament of November 3, 1987.

Marsha McCarty Wells

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this the First Codicil to my Last Will and Testament of November 3, 1987, consisting of 2 pages on the 4th day of January, 1991.

Marsha McCarty Wells
MARSHA MCCARTY WELLS

WITNESSES:

Brinda Simmons 108 Washington, Richland, MS 39218
BRINDA S. SIMMONS

Karen Chipley 6219 PINE ORCHARD RD, JACKSON MS 39211
KAREN CHIPLEY

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by MARSHA MCCARTY WELLS as the First Codicil to her Last Will and Testament, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 4th day of January, 1991.

Brinda Simmons
Karen Chipley

PROOF OF CODICIL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, Brinda Simmons and Karen Chipley,
 on oath state that we are the subscribing witnesses to the attached
 written instrument dated the 4th day of JANUARY,
 1991, which has been represented to us to be the First Codicil to
 the Last Will and Testament of MARSHA McCARTY WELLS, who indicated
 to us that she is a resident of and has a fixed place of residence
 in the City of Jackson, County of Hinds, State of Mississippi. On
 the execution date of the instrument, the Testator, in our presence
 and in the presence of each of us, signed the instrument at the end
 thereof and declared the instrument to be the First Codicil to her
 Will, and requested that we attest to the execution thereof;
 whereupon, in the presence of the Testator and in the presence of
 each other, each of us signed our respective names as attesting
 witnesses. At the time of the execution of the instrument, the
 Testator was over eighteen (18) years of age, and in our opinion
 was of sound mind, in full possession of her mental faculties, and
 acting without undue influence, fraud or restraint.

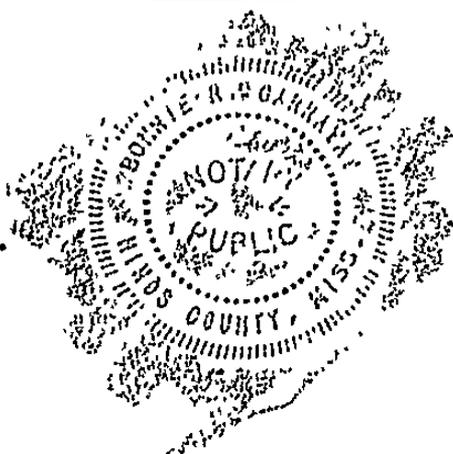
DATED this 4th day of January, 1991.

Brinda Simmons
Karen Chipley

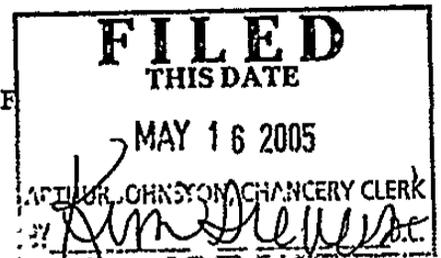
Subscribed and sworn to before me on this the 4th day of
January, 1991.

Bonnie R. Garraway
 NOTARY PUBLIC

My Commission Expires:
My Commission Expires May 28, 1992



SECOND CODICIL TO
 LAST WILL AND TESTAMENT OF
 MARSHA McCARTY WELLS



I, MARSHA McCARTY WELLS, an adult resident citizen of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory do hereby make, publish and declare this instrument of writing to be the Second Codicil to the Last Will and Testament made by me on November 3, 1987.

I.

I hereby amend Item VI of my said Last Will and Testament by the deletion of that Item in its entirety and the substitution of the following as Item VI:

ITEM VI.

After the payment of any debts, obligations and expenses of my estate, I devise and bequeath to the "Marsha McCarty Wells Children's Trust," provided for in Item VIII of this Will, a sum equal to the largest value that can pass free of federal estate tax under this Item, by reason of the federal estate tax unified credit and state death tax credit (provided use of the state death tax credit does not require an increase in the state death taxes paid) allowable to my estate but by reason of no other credit, after taking into account (i) prior taxable gifts, (ii) properties passing under other Items of this Will that do not qualify for the federal estate tax marital or charitable deductions, (iii) properties passing outside of this Will that do not qualify for the federal estate tax marital or charitable deductions, and (iv) charges to principal that are not allowed as deductions in computing the federal estate tax imposed upon my estate. The value as finally fixed in the federal estate tax proceeding relating to my estate shall be used for purposes of such valuations and determinations. I recognize that in certain circumstances there may be no sum disposed of under this Item and that the amount of the sum disposed of under this Item, if any, may be affected by the action of my Executor in exercising certain tax elections. Any property included in my estate and assigned or conveyed in kind to satisfy the devise and bequest under this Item shall be valued for this purpose at its value as of the date or dates of distribution.

Marsha McCarty Wells

 MARSHA McCARTY WELLS

II.

Except as changed by the above provision, and by the First Codicil to my Last Will and Testament dated January 4, 1991, I republish, reaffirm and readopt my said Last Will and Testament of November 3, 1987, and the First Codicil thereto.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this Codicil to my Last Will and Testament of November 3, 1987, consisting of 2 pages on the 29th day of March, 1993.

Marsha McCarty Wells
MARSHA MCCARTY WELLS

WITNESSES:

Bonnie Taylor

Brinda Simmons

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by MARSHA MCCARTY WELLS as a Codicil to her Last Will and Testament, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 29th day of March, 1993.

Bonnie Taylor
Brinda Simmons

PROOF OF CODICIL

B 38 P 761

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, Brinda Simmons and Bonnie Taylor,
 on oath state that we are the subscribing witnesses to the attached
 written instrument dated the 29th day of MARCH, 1993,
 which has been represented to us to be the Second Codicil to the
 Last Will and Testament of MARSHA McCARTY WELLS, who indicated to
 us that she is a resident of and has a fixed place of residence in
 the City of Jackson, County of Hinds, State of Mississippi. On the
 execution date of the instrument, the Testator, in our presence and
 in the presence of each of us, signed the instrument at the end
 thereof and declared the instrument to be a Codicil to her Will,
 and requested that we attest to the execution thereof; whereupon,
 in the presence of the Testator and in the presence of each other,
 each of us signed our respective names as attesting witnesses. At
 the time of the execution of the instrument, the Testator was over
 eighteen (18) years of age, and in our opinion was of sound mind,
 in full possession of her mental faculties, and acting without
 undue influence, fraud or restraint.

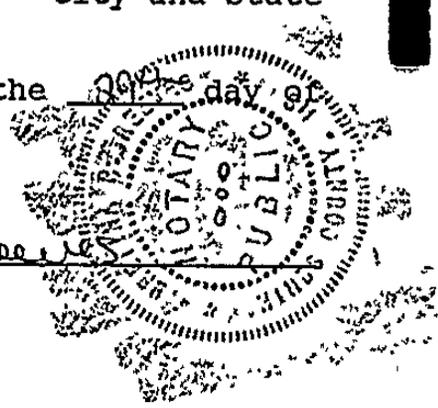
DATED this the 29th day of MARCH, 1993.

Brinda Simmons
 Signature of Witness
108 Washington
 Street Address
Richland, MS 39218
 City and State

Bonnie Taylor
 Signature of Witness
2300 Lincoln Rd. apt. #57
 Street Address
Hattisburg, Ms. 39402
 City and State

Subscribed and sworn to before me on this the 29th day of March, 1993.

Bretina P. Reeves
 NOTARY PUBLIC



My Commission Expires:
My Commission Expires 1-29-95

FILED
THIS DATE
MAY 16 2005
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Kim [Signature]* D.C.

LAST WILL AND TESTAMENT
OF
VIRGINIA T. MILLER

2005-424

I, VIRGINIA T. MILLER, an adult resident of Jackson, Hinds County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My husband's name is CHARLES L. MILLER, and he is herein referred to as "my husband." I have two (2) adult children now living, BARBARA JEAN MILLER MARSHALL and SHERRI MAUREEN MILLER FORNEA.

The words "child," "children," "grandchild," or "grandchildren" as used herein shall include any children hereafter born to any of my children and "descendants" shall include any person hereafter born to any of my descendants. Each of the words "child," "children," and "descendants" shall be deemed to include an adopted child or adopted children, irrespective of any provisions of law establishing a contrary presumption.

ITEM II.

I appoint my husband, CHARLES L. MILLER, as Executor of my estate under this Will. In the event my Executor is or becomes unable or unwilling to serve, I appoint BARBARA JEAN MILLER MARSHALL and SHERRI MAUREEN MILLER FORNEA to serve jointly as successor Executor of my estate. In the event either of BARBARA JEAN MILLER MARSHALL or SHERRI MAUREEN MILLER FORNEA is or becomes unable to serve, the survivor shall serve alone as Executor of my estate.

FOR IDENTIFICATION:

Virginia T. Miller

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

ITEM IV.

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

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

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

ITEM V.

To my husband, CHARLES L. MILLER, if he survives me, I devise and bequeath the following:

A. My automobiles and other vehicles, club memberships, clothing, jewelry, sport equipment and other personal effects.

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

If my husband does not survive me, I devise and bequeath my interest in the assets described above, to my children in substantially equal shares, to be divided among them as they

FOR IDENTIFICATION:

Virginia I Miller

agree, or in the absence of such agreement, as the Chancery Court administering my estate may determine.

ITEM VI.

If my husband survives me, I devise and bequeath to my husband, outright, an amount of property determined as follows:

First, ascertain the maximum marital deduction allowable in determining the federal estate tax payable by reason of my death.

Second, deduct therefrom the value of any insurance and other property which passes or has passed to my husband either outside of this Will or under another ITEM of this Will in such manner as to qualify as a part of the marital deduction under the federal estate tax law.

Third, compute the amount of my taxable estate, which will result in no federal estate tax liability on my estate, after allowing the unified credit and the state death tax credit allowable to my estate, which does not cause an increase in state death taxes. The amount of this bequest to my husband shall be reduced by the amount necessary to leave my taxable estate at the amount that results in zero federal estate tax liability in order to fully utilize these credits in determining the federal estate tax on my estate.

Fourth, the amount then remaining shall be the amount bequeathed to my husband in this ITEM.

In computing the dollar amount of property constituting this pecuniary bequest, the values used in finally determining the federal estate tax on my estate shall be used.

My Executor shall have full power and discretion to satisfy this bequest wholly or partly in cash or in kind and to select the

FOR IDENTIFICATION:

Virginia J. Miller

assets which shall constitute this bequest. All property so selected shall be valued at the value thereof as of the date or dates of distribution to my husband.

ITEM VII.

I devise and bequeath to ALVIN WORD, JR., Jackson, Mississippi, as Trustee under the terms set forth in this Will, the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever situated, including any bequest that may lapse or be renounced or disclaimed or that may otherwise be ineffective for any reason. This trust shall be for the benefit of my husband, my children, and my grandchildren. If property passes to this trust which any beneficiary other than my husband has disclaimed under Section 2518 of the Internal Revenue Code, that beneficiary shall be treated as if deceased on the date of that disclaimer and shall cease to be a beneficiary of this trust, but the children of that beneficiary shall continue as beneficiaries.

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

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

A. The Trustee shall pay to and among my husband, my children, and my grandchildren (but not necessarily in equal shares) as much of the net income as the Trustee, in the Trustee's

FOR IDENTIFICATION:

Virginia I Miller

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

B. In addition to the income distributions the Trustee shall pay to or for the benefit of these beneficiaries, or any of them, (but not necessarily in equal shares) as much principal as the Trustee, in the Trustee's discretion, deems advisable for the education, support, maintenance and health, including any hospital or other institutional care, of my beneficiaries or for the maintenance of their accustomed standard of living at the time of my death. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

In making distributions of income and principal, I direct the Trustee to consider my husband as the primary beneficiary and consider his needs above those of my children and my grandchildren. The Trustee shall see that my husband has sufficient funds to enable him to continue, if possible, his accustomed standard of living at the time of my death. Before making distributions of income or principal to my children or my grandchildren, the Trustee shall counsel with my husband to determine the needs of these beneficiaries, but the decision of the Trustee shall be final as to the amounts and recipients of such distributions.

C. Upon my husband's death, the Trustee shall distribute outright the assets of this trust in equal shares to my children

FOR IDENTIFICATION:

Virginia J. Miller

with the descendants of a deceased child to take per stirpes the share the child would have received if living.

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

E. My husband shall continue as a beneficiary of this trust, notwithstanding his remarriage subsequent to my death.

F. This trust shall be designated and known as the "Virginia T. Miller Family Trust."

ITEM VIII.

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

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

FOR IDENTIFICATION:

Virginia T. Miller

ITEM IX.

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

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

ITEM X.

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. Upon such vesting, any trust property held by the Trustee shall be distributed to the income beneficiary or beneficiaries of the trust as though such beneficiary had reached the age at which final distribution is required by this Will.

FOR IDENTIFICATION:

Virginia T Miller

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

ITEM XII.

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

ITEM XIII.

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

No Trustee hereunder shall be required to enter into any bond or to file with any court a formal accounting of the Trustee's

FOR IDENTIFICATION:

Virginia J. Miller

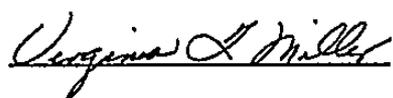
administration. The Trustee shall render annual accounts to the income beneficiaries of each trust. No persons paying money or delivering property to the Trustee shall be required to see to its application.

ITEM XIV.

A Trustee may resign and cease to act at any time by giving written notice specifying the effective date of such resignation, by personal delivery or by registered mail, to those persons who are income beneficiaries of each trust at that particular time. The Trustee or any successor Trustee may be removed by a vote of at least two (2) of the following: CHARLES L. MILLER, BARBARA JEAN MILLER MARSHALL, or SHERRI MAUREEN MILLER FORNEA. In the event of such resignation or removal, a successor Trustee shall be appointed by a vote of at least two (2) of CHARLES L. MILLER, BARBARA JEAN MILLER MARSHALL, or SHERRI MAUREEN MILLER FORNEA. In addition, at least two (2) of the persons allowed to vote on the removal of a Trustee may remove the other of the persons having a vote to remove a Trustee and in the event of such removal shall name a successor who shall have a vote to remove a Trustee or successor Trustee and to appoint a successor Trustee. The removal of a Trustee or successor Trustee and the appointment of a successor Trustee shall be effective upon written notice to the Trustee or successor Trustee removed or appointed.

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

FOR IDENTIFICATION:



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

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

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

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

FOR IDENTIFICATION:

Virginia J. Miller

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

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

F. To invest trust assets in a common fund established by the Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi.

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

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

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

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

FOR IDENTIFICATION:

Virginia T. Kelly

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

L. To take out, apply for, and maintain, paying premiums from income or principal, health, hospitalization, medical or similar insurance covering any beneficiary of the trust.

M. To hold for the benefit of any minor beneficiary of this trust or for an adult beneficiary who is incapable of handling his or her property, any personal effects, automobiles, jewelry and other objects, particularly household contents, antiques, silver, crystal and the like, that are bequeathed to any such beneficiary of this trust until the beneficiary attains the age of twenty-one (21) years or in the case of an adult beneficiary incapable of handling his or her property until such time as, in the sole discretion of the Trustee, that beneficiary is capable of handling his or her property. The Trustee may permit such items to remain in the residence in which the beneficiary resides or in such other storage facility as the Trustee deems appropriate for such items and shall pay all costs of maintaining, storing and insuring the items. The Trustee shall have the authority to give the Executor or other personal representative of the estate of a decedent a receipt for such objects on behalf of such beneficiary.

N. To permit my husband to occupy any residence held in the trust.

ITEM XVI.

If my husband and I die simultaneously, or under circumstances which make it difficult to determine which died

FOR IDENTIFICATION:

Virginia L. Kelly

first, I direct that I shall be deemed to have survived my husband for purposes of this Will. I direct that the provisions of this Will be construed upon that assumption, irrespective of any provisions of law establishing a contrary presumption or requiring survivorship as a condition of taking property by inheritance.

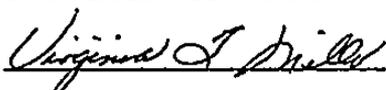
ITEM XVII.

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

ITEM XVIII.

All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executor nor any successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that my Executor, or any successor Executor or Administrator, be required

FOR IDENTIFICATION:



to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. However, my Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law.

My Executor shall have the authority to disclaim or renounce any interest in property, in whole or in part, including any power with respect to property and including an undivided interest in property transferred to me or to my estate. Any disclaimer by my Executor shall be made in writing stating specifically the property or interest disclaimed and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder of the legal title to the property to which the interest relates. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518.

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

FOR IDENTIFICATION:

Virginia L. Miller

all actions with regard to any partnership my Executor deems advisable.

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 12 day of November, 1991.

Virginia T. Miller
Virginia T. Miller

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

James K. Rossell Jr Jackson, Mississippi
Address

Lois L. Thibea Madison, Mississippi
Address

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF VIRGINIA T. MILLER,
DECEASED

NO. 2005-424

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Hinds

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

1. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Virginia T. Miller, deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated November 12, 1991.

2. That on November 12, 1991, the said Virginia T. Miller signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Lori L. Miksa, the other subscribing witness to said instrument.

3. That the said Virginia T. Miller was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

4. That this affiant, together with Lori L. Miksa, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Virginia T. Miller, and in the presence of each other.

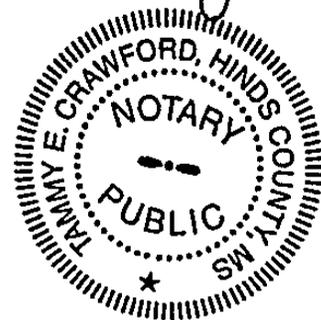
James K. Dossett, Jr.
JAMES K. DOSSETT, JR.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 16 day of May 2005.

Tammy E. Crawford
NOTARY PUBLIC

My commission expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 13, 2005
BONDED THRU STEGALL NOTARY SERVICE

FILED
THIS DATE
MAY 16 2005
ARTHUR JOHNSTON, CHANCERY CLERK
BY Kim Steuler



B 38 P 778

ANGELA B. HEALY - BAR # 9795
KELLY, GAULT & HEALY, L.L.P.
4400 OLD CANTON ROAD, SUITE 220
POST OFFICE BOX 13926
JACKSON, MISSISSIPPI 39236
(601) 366-1243

LAST WILL AND TESTAMENT

2005-457

OF

DOROTHY POWELL WOOLLEY

I, Dorothy Powell Woolley, a resident of Ridgeland, Madison County, Mississippi, being above the age of eighteen years and being of sound and disposing mind and memory, do hereby make, publish, and declare this to be my Last Will and Testament ("Will"), hereby revoking all Wills and Codicils heretofore made by me.

ARTICLE I.
PAYMENT OF DEBTS AND EXPENSES

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

ARTICLE II.
APPOINTMENT OF FIDUCIARIES

A. I hereby appoint my daughter, Ann W. Massey, as Executor of my Will and estate. In the event that she should be or become unable or unwilling to serve in such capacity, I hereby appoint my grandson, Robert William Morris, as successor Executor of my Will and estate. In the event that he should be or become unable or unwilling to serve in such capacity, I hereby appoint Trustmark National Bank, Jackson, Mississippi, or its successor, as successor Executor of my Will and estate.

B. I hereby appoint my grandson, Robert William Morris, as Trustee of any and all trusts created under the provisions of my Will. In the event that he should be or become unable or unwilling to serve as Trustee, I hereby appoint Trustmark National Bank, Jackson, Mississippi, or its successor, to serve as successor Trustee of any and all trusts created under the provisions of my Will.

ARTICLE III.
FAMILY MEMBERS

A. My husband, William Prentiss Woolley, predeceased me. I have one (1) child now living, and she is Ann W Massey. References herein to "daughter" or "child" shall refer to

Page 1

<p>FILED THIS DATE MAY 24 2005 ARTHUR JOHNSTON, CHANCERY CLERK BY <i>[Signature]</i> D.C.</p>
--

Dorothy Powell Woolley

DOROTHY POWELL WOOLLEY

my child named above.

B. For purposes of this Will, an adopted child shall be considered in all respects as a natural child of the adopting parents only if that child is legally adopted prior to attaining the age of eight (8) years.

**ARTICLE IV.
BEQUESTS OF PERSONAL PROPERTY**

A. 1. I give and bequeath all of my strictly personal belongings, consisting of jewelry, clothing, other wearing apparel, and similar tangible property owned by me at the time of my death; all of the automobiles and equipment thereof owned by me at the time of my death; and all of my interest in the household furniture, furnishings, and effects, including, but not limited to, chinaware, silverware, glassware, linens, rugs, fixtures, portraits, and works of art, wherever situated, unto my daughter, if she is living, or if she is not then living, to her descendants, in equal shares, per stirpes, to be divided among them as they may agree

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

3. In the event that any of said beneficiaries hereunder is a minor or under any other disability at the time of distribution of the property given and bequeathed unto him or her under this Article, my Executor is hereby authorized and empowered to deliver such property, or any part thereof, to the natural or legal guardian of said child or to the adult with whom he or she is then residing, and a delivery unto such person by the Executor shall acquit and relieve the Executor from any further liability with regard to the property so delivered.

B. I give and bequeath the sum of Five Thousand and No/100 Dollars (\$5,000.00) to my grandson, Robert Wilham Morris, if he survives me. If he does not survive me, this bequest shall lapse.

C. I give and bequeath the sum of Five Thousand and No/100 Dollars (\$5,000.00) to my grandson, David Donald Morris, if he survives me. If he does not survive me, this bequest shall lapse.

D. I give and bequeath the sum of Five Thousand and No/100 Dollars (\$5,000.00) to my grandson, Andrew Joseph Morris, if he survives me. If he does not survive me, this bequest

Dorothy Powell Woolley
DOROTHY POWELL WOOLLEY

shall lapse

E. I give and bequeath the sum of Five Thousand and No/100 Dollars (\$5,000.00) to my son-in-law, James W Massey. This bequest shall lapse if (i) James does not survive me, (ii) James and my daughter are divorced from each other at the time of my death, (iii) either James or my daughter has instituted an action for divorce, dissolution, or annulment prior to my death, or (iv) James and my daughter have been physically separated for longer than 180 days prior to my death for any reason other than my daughter's prior death.

**ARTICLE V.
DEVISE OF REAL PROPERTY**

I give and devise unto my daughter, if she survives me, any interest in my homestead which I may own at the time of my death, including in this devise any land adjacent to said homestead and used as a part thereof I also give and bequeath unto my daughter all of my interest in any insurance policies insuring the home and the household furniture and furnishings located therein If my daughter does not survive me, this devise and bequest shall lapse.

**ARTICLE VI.
RESIDUARY ESTATE**

A. I give, devise, and bequeath all of the rest, residue, and remainder of my property, real, personal, and mixed, and wherever situated, including all failed and lapsed legacies, unto the Trustee herein named, IN TRUST NEVERTHELESS, for the use and benefit of my descendants. Such trust shall be known as the DOROTHY POWELL WOOLLEY FAMILY TRUST, and the trust estate shall be held, administered, and distributed in accordance with the provisions of this Article.

1. The property comprising the trust estate shall be held by the Trustee and shall be invested, reinvested, and managed by the Trustee for the use and benefit of my descendants from time to time surviving. The Trustee shall pay all of the net income of the trust to or for the benefit of my daughter in convenient installments at least quarterly (four times per year during her lifetime.) In addition to the foregoing, the Trustee may pay any part or all of the principal of the trust to or for the benefit of my daughter as the Trustee shall, in the Trustee's sole discretion, determine to be needed for her health, education, support and maintenance.

2. Upon the death of my daughter, or upon her disclaimer of an interest in a part or all of this trust, the Trustee shall hold, administer, and distribute the trust assets (or any disclaimed assets) under the following terms and provisions:

Dorothy Powell Woolley

DOROTHY POWELL WOOLLEY

a. The Trustee shall divide the trust assets into as many separate and equal shares as shall be necessary to allot one such share to each grandchild of mine then living and one such share, collectively, for the then living descendants of each grandchild of mine then deceased. Each share created for a grandchild of mine shall be distributed to him outright and free of trust. Each share created for the descendants of a deceased grandchild of mine shall be distributed, per stirpes, to such descendants, subject to Subparagraph b. of this Paragraph 2

b. If any beneficiary more remote than my grandchildren becomes entitled to distributions of all or a portion of the trust estate under the terms and provisions of the foregoing paragraph and 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 distribution shall be postponed until he or she attains such age, or until such legal disability is removed. The Trustee shall pay to or for the benefit of such descendant such part of the income and principal of the retained share as the Trustee considers necessary for his or her health, education, support, and maintenance, and may add to the principal any income not so expended. If such beneficiary dies before attaining the age of twenty-one (21) years, the Trustee shall distribute the then principal and accrued income of said trust to the executor or administrator of such beneficiary's estate to be held, administered, and distributed as a part thereof.

3. In the event there is no person qualified to receive any trust share herein created at any time, which should arise only in the event that all of my grandchildren and more remote descendants should die prior to the termination of all trusts created under this Article, then, in such event, the trust share shall be distributed in the following manner.

a. The Trustee shall distribute an amount equal to the lesser of one-third ($1/3^{\text{rd}}$) of the remaining trust assets or \$200,000 to my son-in-law, James W Massey, outright and free of trust. This bequest shall lapse if (i) James does not survive me, (ii) James and my daughter are divorced from each other at the time of this distribution, (iii) either James or my daughter has instituted an action for divorce, dissolution, or annulment prior to the time of this distribution, or (iv) James and my daughter have been physically separated for longer than 180 days prior to the time of this distribution for any reason other than my daughter's prior death.

b. The Trustee shall divide the remaining trust assets in two equal shares and shall distribute one such share Christ United Methodist Church, Jackson, Mississippi and shall distribute the other such share to The University of Mississippi Foundation to be used and expended for medical research conducted at the University of Mississippi Medical Center, Jackson, Mississippi.

Dorothy Powell Woolley
DOROTHY POWELL WOOLLEY

ARTICLE VII.
PAYMENT OF TAXES AND ADMINISTRATIVE EXPENSES

A. I hereby direct my Executor to pay all Death Taxes, as that term is hereinafter defined in Paragraph E of this Article, out of my residuary estate passing under Article VI of this my Will. It is my intention that Death Taxes shall not be charged to or against any recipient, beneficiary, transferee, or owner of any such property or interests in property included in my estate for such tax purposes, except as provided in the following provisions of this Article.

1. All Death Taxes in respect of any property or interests in property included in my gross estate under Sections 2035 of the Code (certain gifts made within three years of death), 2036 of the Code (transfers with a retained life estate), 2037 of the Code (transfers taking effect at death), 2038 of the Code (revocable transfers), 2039 of the Code (annuities), 2040 of the Code (joint interests), and 2042 of the Code (life insurance proceeds) shall be charged against and paid by the recipient or beneficiary of such property or interest in property or from the property or interest in the property.

2. All Death Taxes in respect of any property or interests in property included in my gross estate under Section 2041 of the Code (general powers of appointment) shall be charged against and paid by the recipient or beneficiary of such property or interest in property or from the property or interest in the property. Provided, however, that if the general power is exercisable by this Will and is not exercised by other provisions of this Will, I hereby exercise the power to the extent of directing the recipient or recipients of the property to which this general power of appointment relates to pay to or on behalf of my Executor all the additional Death Taxes, with the amount of said additional Death Taxes to be determined in the manner provided in Paragraph B of this Article. However, the above provisions of this subparagraph shall not apply to Death Taxes on property included in my gross estate solely because I had a withdrawal right over a fractional share or pecuniary portion of the property, limited to the amount set forth in Section 2514(e)(1) of the Code (currently, five thousand dollars (\$5,000)) or the percentage set forth in Section 2514(e)(2) of the Code (currently, five percent (5%)). Said Death Taxes shall be paid as provided in Paragraph A of this Article.

3. Notwithstanding the provisions of Subparagraphs 1 and 2 of this Paragraph A, there shall be no apportionment against any donee or recipient of any such property or interest in property which is a qualified charity under Code Section 2055 and the property or interest in property was allowed in my federal estate tax proceedings as a charitable deduction.

4. Death Taxes on Qualified Retirement Benefits, as that term is hereinafter defined in Paragraph E of this Article, shall be paid as provided in Paragraph A of this Article.

Dorothy Powell Woolley

DOROTHY POWELL WOOLLEY

5 Any generation-skipping transfer tax, other than a generation-skipping transfer tax on a direct skip of property passing as part of my estate and disposed of under this Will prior to the article disposing of my residuary estate, shall be charged to the property constituting the transfer in the manner provided by Section 2603(b) of the Code. The generation-skipping transfer tax on such a pre-residuary direct skip shall be paid as provided in Paragraph A of this Article

6. Taxes imposed under Section 2701(d) of the Code shall be apportioned and paid in the manner provided in Chapter 14 of the Code.

7. If any Death Taxes are imposed on property includable in my estate by reason of Section 2044 of the Code or any similar state estate or inheritance tax provision, I direct my Executor to recover such Death Taxes as provided under Section 2207A of the Code or as provided under any similar state estate or inheritance tax provision as to such Death Taxes.

8 Notwithstanding any other provision to the contrary, no Death Taxes shall be apportioned against, be allocable to, or payable from any property (or interest in property) that is elected and deducted from my gross estate under Section 2057 of the Code (relating to qualified family-owned business interests). Nevertheless, on the occurrence of any recapture event set forth in Section 2057(f) of the Code, any Section 2057(f) of the Code recapture taxes shall be paid and apportioned as provided in Sections 2057(f) and 2057(1)(3) of the Code

B. Except for Death Taxes imposed upon my estate by reason of Section 2044 of the Code, the amount of the Death Taxes to be charged against any donee or recipient shall be determined by multiplying a fraction (the numerator of which shall be the federal estate tax value of the property to be apportioned as finally determined in my federal estate tax proceedings and the denominator of which shall be the total value of my taxable estate for such federal estate tax purposes) times the net amount of such Death Taxes payable by my estate after the application of all credits against such Death Taxes.

C. I hereby make specific reference to Section 2207A of the Code (concerning tax on QTIP property), Section 2207B of the Code (concerning tax on property included under Section 2036 of the Code), and Section 2603(b) of the Code (concerning the generation-skipping transfer tax under Chapter 13 of the Code) and to corresponding provisions of state law, and I direct that they shall apply to the extent they are consistent with the provisions of this Article and shall not apply to the extent they are inconsistent with the provisions of this Article

D. I hereby make specific reference to the Mississippi Uniform Estate Tax Apportionment Act, and I hereby direct that it shall apply to the extent it is consistent with the

Dorothy Powell Woolley
DOROTHY POWELL WOOLLEY

provisions of this Article and shall not apply to the extent it is inconsistent with the provisions of this Article.

E. For purposes of this Will, the following terms are defined as follows:

1. The term "Death Taxes" means any estate, inheritance, and other similar taxes and duties, and interest and penalties thereon, that the United States or any State or subdivision thereof (and, to the extent my Executor determines, any foreign government or subdivision thereof) imposes by reason of my death, but shall exclude (a) any additional tax under Section 2032A(c) of the Code, (b) any tax under Section 2056A of the Code, and (c) any generation-skipping transfer taxes.

2. The term "Qualified Retirement Benefits" means amounts held in or payable to a plan (of whatever type) qualified under Section 401(a) of the Code or Section 403(a) of the Code, an individual retirement arrangement under Section 408 of the Code, or a tax-sheltered annuity under Section 403(b) of the Code.

ARTICLE VIII. FIDUCIARY POWERS

A. During the period of administration of my estate, my Executor shall have all of the powers with reference to my estate and my estate assets that a Trustee has with respect to a trust and trust assets under the Uniform Trustees' Powers Law, Chapter 372, Mississippi Laws of 1966 (Section 91-9-101, et seq., Mississippi Code of 1972), as such statute may now or hereafter be amended.

B. In addition to the powers afforded to my Executor by the Uniform Trustees' Powers Law, I specifically grant to my Executor the following powers, by way of illustration and not of limitation:

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

2. To litigate, compound, or settle inheritance, estate, transfer, or succession taxes assessed by reason of my death, and gift, income, or other taxes assessed against me or my estate; and to make deposits to secure the payment of any taxes.

3. To claim expenses as either income or estate tax deductions when an election is permitted by law and, in the discretion of the Executor, to make such adjustment of

Dorothy Powell Woolley

DOROTHY POWELL WOOLLEY

tax between income and principal as the Executor shall deem proper. The decision of my Executor shall be binding and conclusive on all persons.

4. To make elections permitted by any tax law as to the filing of joint returns and the consenting to have gifts made by another treated as being made in part by me

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

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

C. The trusts specified herein are intended to be within the definition of a "trust" as set forth in the Uniform Trustees' Powers Law, reference to which is again hereby made, and the Trustee shall have all of the powers afforded to trustees in and by the terms and provisions of said statute, as now or hereafter amended

D. During the period of administration of the trust, the Trustee shall determine the principal and income of the trust by following the rules established under the Revised Uniform Principal and Income Law, pursuant to Section 91-17-1, et seq, Mississippi Code of 1972.

E. In addition to all other powers granted to my Trustee under the provisions of this Will, my Trustee shall have the power to retain any property owned by me at the time of my death and received by the Trustee from the Executor for such periods as the Trustee shall in the Trustee's sole discretion determine, whether or not the same be income producing and whether or not the same would violate general trust law and rules regarding the diversification of assets

F. The Trustee, or a majority of the existing adult income beneficiaries of any trust or trusts created hereunder, shall have the power and authority to change the trust situs of any

Dorothy Powell Woolley
DOROTHY POWELL WOOLLEY

trust created under this Will to such jurisdiction as the Trustee or a majority of such existing adult income beneficiaries deems appropriate, or such jurisdiction as would be in the best interest of all or a majority of the beneficiaries of such trust or trusts. In any such case, the Trustee or a majority of the existing adult income beneficiaries of any such trust or trusts shall also have the authority to remove the Trustee and to appoint a successor corporate Trustee that has its principal office in such other jurisdiction, and that is not related or subordinate, as those terms are defined in Section 672(c) of the Code, to the beneficiary making such appointment. In addition, the Trustee or a majority of the existing adult income beneficiaries of such trust or trusts shall have the right, in changing the trust situs, to determine whether the law of the state to which the trust situs has changed shall thereafter govern the construction and interpretation of the provisions of any trust created under this Will. In the event of any conflict between the exercise of the aforesaid powers granted to the Trustee and a majority of the existing adult income beneficiaries of any such trust, a decision made by a majority of the existing adult income beneficiaries of any such trust shall govern. Notwithstanding the foregoing, neither the Trustee nor a majority of the existing adult income beneficiaries of any such trust or trusts shall have the power or authority to change the trust situs or to determine that the law of the state to which the trust situs has changed shall thereafter govern if to do so would materially alter the beneficial interests in the trust.

G. If at any time the Trustee determines that the value of any trust under this instrument is \$100,000 or less in terms of dollars at the date of execution of this Will, as such may be subsequently adjusted by whatever consumer price index the Trustee deems appropriate, the Trustee may, in the Trustee's discretion, distribute that trust, as then constituted, to the beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if there is more than one beneficiary to whom the current income of any trust could then be paid and if their interests are indefinite, the Trustee shall distribute the trust, per stirpes, to such of those beneficiaries as are descendants of mine or, if no beneficiary is a descendant of mine, to those beneficiaries in equal shares

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

Dorothy Powell Woolley
DOROTHY POWELL WOOLLEY

Trustee are hereby authorized to segregate any disclaimed property and income earned thereon from other assets to comply with Section 2518 of the Code and any regulations promulgated thereunder. In the event that any beneficiary should disclaim or release an above-described interest more than nine months after the date of my death, such disclaimer or release shall take effect as of the date of such disclaimer or release, and my estate, if it is still open, or any trust estate created hereunder, shall be administered and distributed as though such beneficiary had died as of the date of such disclaimer or release.

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

J. The Trustee may consolidate and merge for any purpose a trust created under this Will with any other trust which contains substantially the same provisions as that trust, and is administered for the same beneficiary or beneficiaries by the same Trustee. The Trustee may thereafter administer such consolidated and merged trusts as one unit. If such consolidation and merger does not appear desirable or feasible, the Trustee may consolidate the property of such trusts for purposes of investment and administration while retaining separate records and accounts for the separate trusts. The power to consolidate and merge trusts hereunder may be exercised by the Trustee at any time and from time to time, and may be used to modify or reverse the prior exercise of a power to divide trusts provided under this Will, but only to the extent that such action by the Trustee shall create no adverse estate, gift, or generation-skipping transfer tax consequences.

K. To divide, in the discretion of my Executor or Trustee, any trust established by this instrument, at any time, into two or more separate trusts so that the federal generation-skipping transfer tax inclusion ratio (as defined in Section 2642(a) of the Code) for each trust shall be either zero or one. Any such separate trusts shall have the identical provisions as the original trust.

L. During the continuance of the trusts under this Will, my Trustee shall render not less frequently than annually statements of account to the beneficiary or beneficiaries then

Dorothy Powell Woolley
DOROTHY POWELL WOOLLEY

entitled to current income. If a current income beneficiary of a trust has lineal descendants who are also current income beneficiaries of the same trust, then only the oldest generation of that family shall be entitled to the annual statements of account. In the event that any person entitled to statements hereunder is a minor or otherwise legally incapacitated, such statements are to be rendered to the guardian of or the individual with whom such person resides. The statements shall show all receipts and disbursements and a list of all assets held as of the closing dates of the accountings. Notwithstanding any other provision contained in this Will to the contrary, the trusts under this Will shall terminate not later than twenty years and eleven months after the death of the last survivor of my descendants living on the date of my death, at the end of which period the Trustee shall distribute each remaining portion of the trust property to the beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if there is more than one beneficiary to whom the current income of any trust could then be paid and if their interests are indefinite, the Trustee shall distribute the trust, per stirpes, to such of those beneficiaries as are descendants of mine or, if no beneficiary is a descendant of mine, to those beneficiaries in equal shares.

M. None of the beneficiaries hereunder shall have any power to sell, transfer, convey, pledge, encumber, or in any other manner alienate their interest in either the income or principal of this estate or of any trust created hereunder. In addition, all sums payable to such beneficiaries hereunder, whether income or principal, shall be free and clear of the debts, contracts, alienations, and anticipations of the beneficiaries and shall not be subject to be taken, by any process whatsoever, by the creditors of any beneficiary.

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

ARTICLE IX. SIMULTANEOUS DEATH PROVISIONS

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

B. If any person dies within ninety (90) days after my death, or any other event covered by Treasury Regulation Section 26.2612-1(a)(2), as the case may be, and, in accordance

Dorothy Powell Woolley
DOROTHY POWELL WOOLLEY

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

**ARTICLE X.
FIDUCIARY PROVISIONS**

A. I hereby relieve my Executor, any successor Executor, my Trustee, and any successor Trustee from giving bond, from having an appraisal made of my estate, and of making or filing any inventories, reports, returns, or accountings of any kind or character to any court or other tribunal.

B. 1. My Executor shall be entitled to receive reasonable compensation for the Executor's services. The compensation of a corporate Executor shall be determined in accordance with its schedule of compensation for the administration of estates of a character similar to my estate. My Executor shall also be entitled to reimbursement for reasonable expenses incurred in connection with the performance of the duties of Executor.

2. My Trustee shall be entitled to receive reasonable compensation for the Trustee's services. The compensation of a corporate Trustee shall be determined in accordance with its schedule of compensation for the administration of trusts of a character similar to the trusts created hereunder. The compensation may be collected periodically by the Trustee and shall be shown in the Trustee's annual accounting. My Trustee shall also be entitled to reimbursement for reasonable expenses incurred in connection with the performance of the duties of Trustee.

C. In addition to the rights of removal of trustees granted by law, I hereby authorize Ann W. Massey to remove a Trustee appointed hereunder and to appoint a successor Trustee, which such successor Trustee shall be a non-related, non-subordinate corporate Trustee, as defined in Section 672(c) of the Code, to Ann W. Massey. Further, I hereby authorize a majority of the existing adult income beneficiaries (even if there is only one such beneficiary) of any trust created under this Will to remove a Trustee appointed hereunder and to appoint a successor Trustee, which shall be a corporate Trustee that is not related or subordinate, as those terms are defined in Section 672(c) of the Code, to any beneficiary making such appointment. In the event

Dorothy Powell Woolley

DOROTHY POWELL WOOLLEY

that all of the existing income beneficiaries are minors at the time of such removal and appointment, then a majority of the existing minor income beneficiaries (even if there is only one such beneficiary) shall have such powers of removal and appointment. In such event, I hereby waive any requirement to appoint a guardian ad litem to represent the interests of any minor or unborn beneficiaries of any trust created under this Will, it being my intention and direction that the decision on behalf of such minor income beneficiary to remove a Trustee and name a successor Trustee may be made solely by a parent or legal guardian of such minor beneficiary, without the necessity of appointing a guardian ad litem. In any event, such removal shall be handled in the same manner as if the removed Trustee had resigned, and such successor shall be appointed by a written instrument delivered to such successor, with a copy to the removed Trustee. The removed Trustee shall deliver to the successor Trustee, within a reasonable time, all property comprising the trust, accompanied by a written accounting.

D A Trustee may resign at any time by giving at least thirty (30) days written notice of such resignation to the beneficiary or beneficiaries then entitled to current income. If a current income beneficiary of a trust has lineal descendants who are also current income beneficiaries of the same trust, then only the oldest generation of that family shall be entitled to the notice of resignation. In the event that any person entitled to notice hereunder is a minor or otherwise legally incapacitated, such notice shall be given to the guardian of or the individual with whom such person resides. In the event that no successor Trustee is named herein at the time of such resignation, a successor Trustee shall then be appointed according to the provisions of Paragraph C of this Article, with the written instrument appointing such successor to be delivered to such successor and to the persons entitled to the notice of resignation hereunder. The resigning Trustee shall deliver to the successor Trustee, within a reasonable time, all property comprising the trust, accompanied by a written accounting.

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

ARTICLE XI. DEFINITIONS

A. Descendants Per Stirpes. When any devise or bequest made herein or any trust or

Dorothy Powell Woolley
DOROTHY POWELL WOOLLEY

any item of a trust created herein is to be distributed or allocated to a person's "descendants per stirpes" under this Will, the devise or bequest or the trust or item shall be divided into as many equal shares as there are children of the person who are then living or who are then deceased but have then living descendants. The share of a deceased child with then living descendants shall then be further divided in the same manner. The shares ultimately so divided and determined shall then be distributed or allocated as provided under this Will.

B. Health. For purposes of this Will, the term "health" shall include, but not be limited to, all expenses of health care providers net of insurance benefits paid to or for the beneficiary, such as hospital charges, physician service fees, lab charges, ambulance, nursing care at any location, physical and psychological therapy, drugs and the like, health insurance premiums for a beneficiary, as well as all costs of an extended health care facility, including an entrance fee or endowment fee (whether refundable or not), interest free loan, and other forms of capital charge, as well as monthly assessments and other periodic charges.

C. Education. For purposes of this Will, the term "education" includes, but is not limited to, private schooling at the pre-elementary, elementary, and secondary school level, vocational, college, graduate, and professional education, and specialized or vocational training. The term "education" also includes any interest in a prepaid qualified state tuition program. Educational expenses shall also include, but are not limited to, room, board, tuition, uniforms, student activity fees, athletic fees, insurance expenses, reasonable transportation expenses, and any other expenses that contribute to the beneficiary's successful completion of his or her schooling, such as tutors or special instructors, if necessary.

D. Executor. For purposes of this Will, the term "Executor" shall be deemed to refer to my Executor and any successor Executor.

E. Trustee. For purposes of this Will, the term "Trustee" shall be deemed to refer to any Trustee or successor Trustee.

F. Code. References to the "Internal Revenue Code" or "Code" or to provisions thereof are to the Internal Revenue Code of 1986, as amended, at the time in question. References to the "Regulations" are to the Treasury Regulations under the Code. If, at the time in question, a particular provision of the Code has been renumbered, or the Code has been superseded by a subsequent federal tax law, the reference shall be deemed to be to the renumbered provision or the corresponding provision of the subsequent law, unless to do so would clearly be contrary to my expressed intention in this Will, and the same shall apply to references to the Regulations.

Dorothy Powell Woolley
DOROTHY POWELL WOOLLEY

ARTICLE XII.
MISCELLANEOUS PROVISIONS

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

B. The descriptive captions above the various articles and at the beginning of certain paragraphs of this Will have been included to facilitate internal referencing only and, accordingly, such captions are not to be used in construing the substantive effect of the language of such articles or paragraphs

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Will on the 20 day of JANUARY, 2005.

Dorothy Powell Woolley
DOROTHY POWELL WOOLLEY

WITNESSES:

F. Smith
Brenda M. Blanchard

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by Dorothy Powell Woolley as her Will, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 20 day of January, 2005.

Frank

Brenda M Blanchard

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, Fred G. Wilson and Brenda M. Blanchard on oath state that we are the subscribing witnesses to the attached written instrument dated the 20 day of January, 2005 which has been represented to be the Will of Dorothy Powell Woolley ("Testator"), who stated that she had a fixed place of residence in Ridgeland, Madison County, Mississippi. On the execution date of the instrument, the Testator, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud, or restraint.

DATED this 20 day of January, 2005

[Signature]

Signature of Witness

5789 LINDEN TRAIL

Street Address

JACKSON MS 39211

City and State

Brenda M. Blanchard

Signature of Witness

22 Greenwing Court

Street Address

Jackson MS 39211

City and State

Subscribed and sworn to before me on this the 20th day of January, 2005

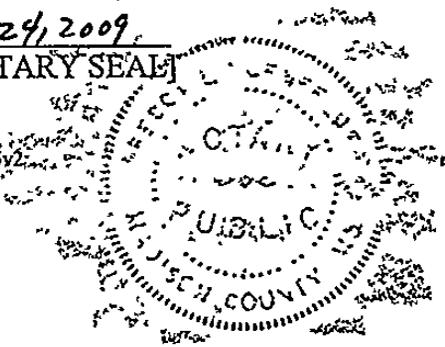
Peggy Sanford Lingenfelder
NOTARY PUBLIC

My Commission Expires:

January 24, 2009

[AFFIX NOTARY SEAL]

JACKSON 971785v2



CAUSE # _____

BOOK# _____ PAGE# _____

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IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
JIMMIE THORTON, DECEASED

NO. 2004-576

JEWELRY THORTON, PLAINTIFF

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF Madison

Personally appeared before me, the undersigned authority in and for the state and county aforesaid, the within named Jewelry Thorton, who being by me first duly sworn, states on her oath:

That affiant is the duly appointed, qualified and acting Administratrix of the Estate of Jimmie Thorton, deceased; that affiant has made reasonable diligent efforts to identify all persons having claims against the above styled and numbered estate and has given notice by mail to persons so identified, at their last known address informing them that a failure to have their claim probated and registered by the clerk of this court granting letters within the ninety (90) day period provided by the Mississippi Code of 1972, Annotated, as amended, Section 91-7-145 will bar such claim. The person so identified and their last known addresses are:

PERSON

LAST KNOWN ADDRESS

NONE

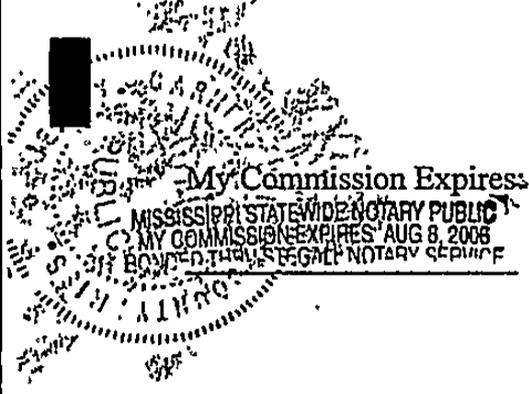
FILED	
THIS DATE	
MAY 25 2005	
ARTHUR JOHNSTON, CHANCERY CLERK	
BY <u>[Signature]</u>	D.C.

This 13th day of July, A.D., 2004

Jewelry Thornton
Mrs. Jewelry Thornton

SWORN TO AND SUBSCRIBED before me, this 13th day of July, A.D., 2004.

John W. Howard
NOTARY PUBLIC



LAST WILL AND TESTAMENT

2005-358

OF

HAROLD A. BROWN

I, Harold A. Brown (being the same person as and identical with Harold Arthur Brown), a resident of the City of Leland, Washington County, Mississippi, being over the age of twenty one years and of sound and disposing mind and memory, realizing the uncertainty of life and the certainty of death, hereby make, publish and declare this my Last Will and Testament, hereby revoking any and all wills or codicils heretofore made by me.

ARTICLE I.

I hereby nominate, constitute and appoint my wife, Carlene Farned Brown, of Leland, Washington County, Mississippi, as Executrix of this my Last Will and Testament, who shall serve as my Executrix without making either bonds, inventories, appraisements, or reports to the Courts, said bonds, inventories, appraisements and reports being hereby expressly waived and dispensed with by me. In the event my wife, Carlene Farned Brown, should predecease me, or fail, neglect or refuse to serve as Executrix of my estate, or in the event she becomes incapacitated or unable to serve as my Executrix herein for any reason whatsoever, then in any of said events, I hereby nominate, constitute and appoint my daughter, Hazel Carlene Brown ^{NOONE} ~~Clark~~, as Substitute Executrix of this my Last Will and Testament, who shall serve as my Executrix without making either bonds, inventories, appraisements, or reports to the Courts, said bonds, inventories, appraisements and reports being hereby expressly waived and dispensed with by me.

Harold A. Brown
Harold A. Brown

FILED
THIS DATE
MAY 26 2005
ARTHUR JOHNSTON, CHANCERY CLERK
BY Kim Miller D.C.

ARTICLE II.

I hereby direct that all of my just debts and funeral expenses be paid as soon after my death as can conveniently be done.

ARTICLE III.

I hereby give, devise and bequeath unto my beloved wife, Carlene Farned Brown, all of my estate, both real property, personal property and mixed property, absolutely and forever, wherever the same may be located or situated. In the event my wife, Carlene Farned Brown, predeceases me, I hereby give, devise and bequeath my entire estate, both real and personal property, to my daughter, Hazel Carlene Brown Turk.

ARTICLE IV.

In the event my wife, Carlene Farned Brown, and I die simultaneously, or under such circumstances that it can not be ascertained which of us died first, I, Harold A. Brown, shall be deemed to have predeceased my wife.

IN WITNESS WHEREOF, I have hereunto subscribed my name in the presence of the undersigned witnesses, whom I have requested to become attesting witnesses hereto, this, the 2nd day of November, 1979.


HAROLD A. BROWN

The above and foregoing instrument of writing was signed, published and declared by Harold A. Brown (being the same person as and identical with Harold Arthur Brown) as and for his Last Will and Testament, in our presence and in the presence of each of us, and we, at the same time, at the request of the said Harold A. Brown, in his presence and in

the presence of each other, hereunto subscribed our names as
attesting witnesses hereto, this, the 2nd day of November,
1979.

A. Baker

James A. Brown

J. Nelson

"ATTESTING WITNESSES"

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF RYAN EDWARD KIRKPATRICK

NO. 2005-475

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME the undersigned authority within and for the State and County aforesaid STEPHEN E. KIRKPATRICK, the duly appointed qualified and acting Administrator of the Estate of Ryan Edward Kirkpatrick, Deceased, who after being duly sworn by me deposes and says:

1. That in accordance with section 91-7-145 of the Mississippi Code of 1972, as annotated and amended, the undersigned has made reasonably diligent efforts to identify persons having claims against the estate and has mailed a notice to persons so identified at their last known addresses informing them that a failure to have their claim probated and registered by the Clerk of the Court granting letters Administration within the ninety (90) day period provided for in Subsection II of Section 91-7-145 will bar such claim.

FILED
THIS DATE
JUN - 1 2005
ARTHUR JOHNSTON, CHANCERY CLERK
BY [Signature] D.C.

[Signature]
STEPHEN E. KIRKPATRICK,
ADMINISTRATOR OF THE ESTATE OF
RYAN EDWARD KIRKPATRICK, DECEASED

SWORN TO AND SUBSCRIBED BEFORE ME, this the 1 day of ^{June}~~May~~, 2005.

My commission expires
My Commission Expires
January 7, 2008



Arthur Johnston, Chancery Clerk
Notary Public
[Signature] D.C.