

2066. 468

LAST WILL AND TESTAMENT

OF

WILLARD W. KAMINER

**FILED**  
 THIS DATE  
 JUN 09 2006  
 ARTHUR JOHNSTON, CHANCERY CLERK  
 BY *Steven T. Johnson* D.C.

I, WILLARD W. KAMINER, of 343 SWAN LAKE DR. JACKSON , HINDS COUNTY, MISSISSIPPI , being over the age of twenty-one (21) years, and of sound and disposing mind and memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all former Wills and Codicils by me at any time heretofore made.

I.

I hereby constitute and appoint my SON , STEVEN RAY KAMINER OF 150 ST.AUGUSTINE DR. MADISON MS.39110 , as EXECUTOR of my Estate. I hereby direct that no bond be required of said EXECUTOR, and I further waive the necessity of having a formal appraisal made of my Estate. My EXECUTOR shall have full and plenary power and authority to do and perform any act deemed by him to be in the best interest of my Estate, without any limitations whatsoever; said authority shall include, but shall not be limited to, the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ any agent and accountants that HE may deem necessary for the best interest of my Estate. IN THE EVENT STEVEN RAY KAMINER WILL NOT OR CANNOT SERVE AS MY EXECUTOR, THEN IN THAT EVENT, I CONSTITUTE AND APPOINT MY SON, JOHN HUDSON KAMINER AS EXECUTOR OF MY ESTATE UNDER THE SAME TERMS AND CONDITIONS SETFORTH ABOVE.

II.

I hereby direct the EXECUTOR to pay all just debts, funeral expenses and the expenses incurred in the settlement of my Estate as soon as is practical out of the property which I die seized and possessed.

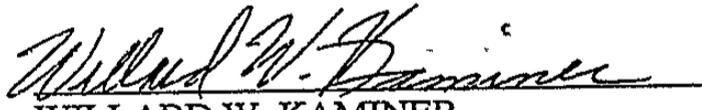
III.

I do hereby will, devise and bequeath 5,000.00 DOLLARS TO STEVEN RAY KAMINER AS THE EXECUTORS' FEE IN THE PROBATE OF MY ESTATE. I WILL, DEVISE AND BEQUEATH 10,000.00 DOLLARS TO MY FRIEND AUDREY FOSTER.

ALL THE REST, RESIDUE AND REMAINDER OF MY ESTATE, including all property, real personal and mixed, whatsoever and wheresoever situated, of which I die seized and possessed, or which I may be entitled SHALL BE SOLD AND THE PROCEEDS DIVIDED EQUALLY BETWEEN MY FOUR CHILDREN: NAMELY (1) STEVEN RAY KAMINER OF 150 ST. AUGUSTINE RD. MADISON, MS 39110 (2) JOHN HUDSON KAMINER OF 1107 BAY VISTA BRANDON, MS. 39042 (3) RICHARD KAMINER OF RT.1 BOX 345 MINNESOTA CITY, MN 55959 (4) JOAN HENRIQUEZ OF 1606 N. ROBERTS AMARILLO, TX 79107

IV.

IN WITNESS WHEREOF, I have hereunto signed my name this the 12<sup>TH</sup> day of AUGUST, 1999 in the presence of the subscribing witnesses.

  
WILLARD W. KAMINER

and foregoing Last Will and Testament, hereby certify that on the date of said Last Will and Testament, we and each of us, were called upon by the said TESTATOR to witness HIS execution of the same, which HE declared to us to be HIS true Last Will and Testament, and in our presence, the TESTATOR executed said Will by signing HIS name thereto and thereafter, we in the presence of the TESTATOR and in the presence of each other, signed our names as witnesses to the execution of said Will by TESTATOR, WILLARD W. KAMINER, who at said time, was of sound and disposing mind and memory

WITNESS OUR SIGNATURES, on this the 12<sup>TH</sup> day of AUGUST, 1999.

Bonaine Mairangiel  
WITNESS

Hope Stodghill  
WITNESS

218 Bradford Place  
ADDRESS  
Richland MS 39218

200 Lowe Ctr  
ADDRESS  
Richland MS 39218

MADISON COUNTY, MS This instrument was  
filed for record June 9<sup>th</sup> 2006

Book 40 Page 203  
ARTHUR JOHNSTON, C C

BY Stacy Jeter DC



# Last Will and Testament

2006-476

OF

**ROSE G. LIGHTSEY**

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

I am married to ALTON L. LIGHTSEY who is also referred to herein as "my husband." We have two (2) adult children and they are as follows:

a daughter, DOROTHY LINDA LIGHTSEY FOSTER, who is married and has two (2) adult children, JOHNNY FOSTER and DAVID FOSTER; and

a son, ALTON L. LIGHTSEY, JR., who is married and has two (2) adult children, ALTON L. LIGHTSEY, III and LESLEY NICOLE LIGHTSEY.

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**FILED**  
THIS DATE  
JUN 16 2006  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *[Signature]* D.C.

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

ARTICLE I.

I appoint my husband, ALTON L. LIGHTSEY, as Executor of this my Last Will and Testament. If he should predecease me or be unable or unwilling to serve in such capacity, then I appoint my daughter, DOROTHY LINDA LIGHTSEY FOSTER, and my son, ALTON L. LIGHTSEY, JR., as Successor Co-Executors of this my Last Will and Testament, and if either should predecease me or be unable or unwilling to serve in such capacity, then the survivor shall serve alone. My Executor shall not be required to enter into any bond to insure the faithful performance of his duties, nor be required to return to any Court any formal appraisal, inventory or accounting, including final accounting, of the administration of my Estate.

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

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

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

ARTICLE II.

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

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## ARTICLE III.

I may leave a memorandum written and dated, in my own handwriting, directing disposition of some or all of my personal effects and any interest I may have in tangible property of a domestic nature and use, such as family automobiles, trucks, appliances, tools, equipment and supplies, furniture, furnishings, household goods, jewelry, silverware, china, ornaments, works of art and books used or enjoyed in connection with our homestead. My Executor shall carry out the direction of such memorandum. If I leave such a memorandum covering some of these items, but not all, or if I leave no such memorandum, any of these types of items not disposed of by such memorandum, I give and bequeath to my husband, ALTON L. LIGHTSEY together with any club memberships I may have and all insurance policies on my personal property and on the dwelling house occupied by us at the time of my death, if any.

If my said husband shall not survive me, I bequeath to my children named on page 1 of this will who are living at the time of my death, the above described personal property owned by me or in which I shall have any interest at the time of my death. It is my wish that each of them will select the items that they shall prefer to the extent that they will agree about the selections; otherwise, the Chancery Court administering my estate shall determine the

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approximate equal distribution to be made, by lot or other method of division, deemed to be fair and practical.

ARTICLE IV.

A. If my husband, ALTON L. LIGHTSEY, shall survive me, I give, devise and bequeath to him, outright, an amount equal in value to the maximum allowable marital deduction as finally determined for federal estate tax purposes, diminished by the value for such purposes of all other items in my gross estate which pass or have passed to or for the benefit of my said husband under other provisions of this will or otherwise in such manner as to qualify for and be allowed as a marital deduction, but no greater amount than is necessary to reduce to zero or the smallest possible amount the federal estate tax payable as a result of my death, taking into account all other deductions and the unified credit and the credit for state death taxes provided, however, use of the state death tax credit does not require an increase in the state death taxes paid. In making the computation to determine such amount for the marital deduction, the final determinations in the federal estate tax proceedings shall control.

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

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

C. Only assets which qualify for the marital deduction shall be used to satisfy the foregoing bequest.

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

E. None of the assets selected to satisfy the bequest under this article shall be used for the payment of estate, inheritance or other death taxes that shall become payable upon or by reason of my death and none of the powers granted to my fiduciaries herein shall be exercised in such a manner as to disqualify any part of

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the marital deduction allowable in determining estate taxes on my estate.

ARTICLE V.

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

1. Commencing with my death, the Trustee shall distribute to my husband, or apply for his benefit, during his lifetime, all of the trust net income. The net income shall be so distributed or applied in quarterly or other convenient installments and for this purpose the distributions may be made on the basis of reasonable estimates of income, but all of the net income of the trust shall be distributed at least annually.

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2. The Trustee may, in its discretion, pay to my husband, or apply for his benefit, as much of the principal of the trust as the Trustee deems desirable for his maintenance, health, including any hospital or other institutional care, and for the maintenance of his accustomed standard of living at the time of my death. In the exercise of this discretion, I request that my Trustee shall generously provide for the needs of my husband within the means of the Trust Estate and considering the funds available to him from other sources.

B. Upon my death or upon the death of my husband, whichever is the last to occur, the remaining assets of the trust estate, shall be administered and distributed as follows:

1. The assets shall be distributed in equal shares, outright, free of any trust, to my two (2) children, DOROTHY LINDA LIGHTSEY FOSTER and ALTON L. LIGHTSEY, JR.; provided, however, if a child of mine has died, his or her share shall be distributed to the person or persons whom he or she shall, by his or her Last Will and Testament, appoint, within a class comprised of his or her spouse, his or her descendants, or my descendants. In default of the exercise of such power of appointment, then his or her share shall be distributed to his or her living descendants, per stirpes, if any, and if none, then to my living descendants, per stirpes.

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## ARTICLE VI.

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

## ARTICLE VII.

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

B. Payments of income and principal for a beneficiary may be paid, in the discretion of the Trustee, directly to such beneficiary without the intervention of any legal guardian or conservator, to a relative of such beneficiary for use on such beneficiary's behalf, or to the legal guardian or conservator of such beneficiary; or may be expended directly by the Trustee for the maintenance,

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support and education of such beneficiary; and such payment or expenditure shall, in each instance, be a full acquittance to the Trustee.

ARTICLE VIII.

A. Any provision of this will to the contrary, notwithstanding, the Trustee shall have the discretionary power to terminate any separate trust created by this instrument whenever the continued management thereof is no longer economical because of the small size of such trust, taking into consideration financial or other special advantages to the beneficiary or beneficiaries of continuing the trust estate. Upon the termination of any trust estate, the then remaining corpus and undistributed income shall be distributed outright and free of trust to the beneficiaries thereof, to a custodian named for a beneficiary under a Uniform Gifts to Minors Act, or to the beneficiaries' legal representatives in proportion to their respective interests in the trust or share at the time of such termination. Upon such distribution and delivery, the said trust or share shall terminate and the Trustee shall not be liable or responsible to any person or persons whomsoever for so acting. The Trustee shall not be liable for

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failing or refusing at any time to terminate the trust or a share thereof as authorized by this paragraph.

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

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ARTICLE IX.

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

ARTICLE X.

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

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## ARTICLE XI.

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

## ARTICLE XII.

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

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

ARTICLE XIII.

The Trustee of the Trusts provided for in this Will may resign at any time by giving written notice, specifying the effective date of resignation to the beneficiaries of such trusts. The notice may be made by personal delivery or sent by registered mail. In the event that the Trustee shall resign for any reason, or shall for cause be removed, a Corporate Trustee, a bank organized under the laws of the United States or any state thereof that is authorized to perform trust functions, actively operates and maintains a trust department and has a capital structure of not less than twenty million dollars (\$20,000,000.00), shall be appointed as Successor Trustee by the Chancery Court of Hinds County, Mississippi. The resigning or removed Trustee shall deliver all trust assets to the Successor Trustee on the effective date of such resignation or removal, and shall, within sixty (60) days of such date, submit a full and final accounting to the Successor Trustee and to the beneficiaries of such trust. Any Successor Trustee shall be vested with all of the rights, power, duties and discretions conferred upon the original Trustee.

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## ARTICLE XIV.

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

In addition to the powers afforded to my said personal fiduciaries by the aforesaid statutes of the Miss. Code Ann. (1972), which statutes are hereby adopted by reference thereto, I specifically give and grant to my fiduciaries the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate, as freely as I might in the handling of my own affairs. This shall include the power to sell and transfer any interest I may own in a home or any real estate or personal property of any kind including my personal effects and household goods without prior or subsequent approval of any judicial authority. My fiduciaries shall also have the following powers:

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

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

C. To claim expenses as either income or estate tax deductions when an election is permitted by law and to make such adjustment of tax between income and principal as my representatives shall deem proper. The decision of my representatives shall be binding and conclusive upon all persons.

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

E. To retain, or invest in assets in the form of securities of Trustmark National Bank or the securities of any affiliated company owning securities of the Trustmark National Bank and to

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participate in any buy-sell stock redemption or other corporate agreements to which I shall be a party and to invest trust assets in any investment account, common trust fund, mutual fund or other investment vehicle offered, sponsored, or advised for a fee by Trustmark National Bank, and any subsidiaries, parents or affiliates of such bank, or by any successor or assign of Trustmark National Bank, and any such successor's or assign's subsidiaries, parents or affiliates. This authority shall apply to banks or financial institutions that might become a successor trustee.

F. To borrow money from Trustmark National Bank, or other financial institutions or any individuals, to pay taxes; to exercise subscriptions, rights and options; to pay assessments; to accomplish any other purpose of any nature incidental to the administration of my estate and any trust established by this will; and to pledge any securities or other assets as security for such loan. This authority shall apply to banks or financial institutions that might become a successor trustee.

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

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

H. To retain any security or other property, including real property, owned by me at the time of my death, so long as such retention appears advisable, and to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor or Trustee may presume that I have confidence in the securities owned by me at the time of my death, and, therefore, there shall be no necessity of a sale thereof solely in order to diversify investments.

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

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

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

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

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

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and to make any necessary payments in connection therewith, or to sell any such privileges.

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

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

P. To pay, compromise, compound, settle, adjust, submit to arbitration, sell or release any claims or demands of the Trust Estate, or any Trust created hereunder, against others or of others against the same as the Trustee may deem advisable, including the acceptance of deeds of real property in satisfaction of bonds and mortgages, and to make any payments in connection therewith which the Trustee may deem advisable.

Q. To possess, manage, insure against loss by fire or other casualties, develop, subdivide, control, partition, mortgage, lease or otherwise deal with any and all real property; to satisfy and discharge or extend the term of any mortgage thereon; to execute the necessary instruments and covenants to effectuate the foregoing powers, including the giving or granting of options in connection

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therewith; to make improvements, structural or otherwise, or abandon the same if deemed to be worthless or not of sufficient value to warrant keeping or protecting; to abstain from the payment of taxes, water rents, assessments, repairs, maintenance and upkeep of the same; to permit to be lost by tax sale or other proceeding or to convey the same for a nominal consideration or without consideration; to set up appropriate reserves out of income for repairs, modernization and upkeep of buildings, including reserves for depreciation and obsolescence, and to add such reserves to principal, and, if the income from the property itself should not suffice for such purposes, to advance out of other income any sum needed therefor, and to advance any income of the Trust for the amortization of any mortgage on property held in the Trust.

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

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

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

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

V. To invest trust funds in a savings or other types of accounts or certificates of deposit with any federally insured bank, including a successor trustee, or federally insured savings and loan association.

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

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his or her property. The Trustee shall have the authority to give the Executor or other personal representative of the estate of a decedent a receipt for such objects on behalf of such beneficiary.

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

ARTICLE XV.

No persons dealing with the fiduciaries hereunder shall be obligated to see to the application of any moneys, securities, or other property paid or delivered to them, or to inquire into the expediency or propriety of any transaction or the authority of such fiduciaries to enter into and consummate the same upon such terms as they may deem advisable.

ARTICLE XVI.

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

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IN WITNESS WHEREOF, I, ROSE G. LIGHTSEY, have hereunto subscribed my name to this, my Last Will and Testament consisting of 26 pages, in the presence of two (2) witnesses, who have attested the same in my presence, and at my request and in the presence of each other, on this the 27th day of April, 1995.

Rose G. Lightsey  
ROSE G. LIGHTSEY

WITNESSES:

Kristi C. Dorris

Jill R. Tullar

ATTESTATION

We, Kristi C. Dorris and Jill R. Tullar  
\_\_\_\_\_, the subscribing witnesses to the above and foregoing last will and testament of ROSE G. LIGHTSEY, certify that the said Testatrix declared to us that the above and foregoing instrument is her true last will and testament and that she specially requested us to act as subscribing and attesting witnesses thereto; that said Testatrix signed said instrument in our presence on the day and year therein mentioned; that we signed said instrument as attesting witnesses on said day and year in the

presence of said Testatrix, and in the presence of each other; and that to the personal knowledge of each of us the said Testatrix was at such time above the age of eighteen (18) years and of sound and disposing mind, memory and understanding.

This the 27th day of April, 1995.

Kristi C. Davis

Address 580 Pear Orchard Rd.  
#1509 Ridgeland, MS 39157

Julie Q. Jullar

Address 407 Faunwood Dr.  
Brandon, MS 39042

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We Kristi C. Dorris and Jill R. Tullar on oath state that we are the subscribing witnesses to the attached written instrument dated the 27th day of April, 1995, which purports to be the Last Will and Testament of ROSE G. LIGHTSEY, who indicated to us that she is a resident of and has a fixed place of residence in the County of Hinds, State of Mississippi. On the execution date of the instrument, the Testatrix in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Will and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

DATED this the 27th day of April, 1995.

Kristi C. Dorris

Jill R. Tullar

Subscribed and sworn to before me on this the 27th day of April, 1995.

Rene Ducote Caldecott  
NOTARY PUBLIC

My Commission Expires:  
My Commission Expires November 21, 1997

**FILED**  
THIS DATE  
JUN 16 2006  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY L. Jones D.C.

MADISON COUNTY, MS This instrument was filed for record June 16, 2006

Book 46 Page 206  
ARTHUR JOHNSTON, CC

BY L. Jones D.C.



LAST WILL AND TESTAMENT

B 40 P 233

OF

EDWARD M. ELLIS

2006-506

AND

JULIA S. ELLIS  
HUSBAND AND WIFE

We, Edward M. Ellis and Julia S. Ellis, husband and wife, of the City of Canton, Madison County, Mississippi, being of sound minds and disposing memories and mindful of the uncertainty of human life, do now make publish and declare this and this only to be our Last mutual and joint Will and Testament as follows, to wit:

ITEM I

After the death of the survivor of either of us, we order and direct our executrix, hereinafter named, to pay all of the just debts and funeral expenses out of the principal of our estate.

ITEM II

After the death of the survivor of either of us, we give, devise and bequeath unto Ruby Grant Chinn, of Canton, Mississippi, the property described hereinafter, to be enjoyed by her exclusively, the house and lot which constitutes our residence at 407 Cauthen Street, in the City of Canton, Madison County, Mississippi, along with the entire contents thereof, and being more particularly described as:

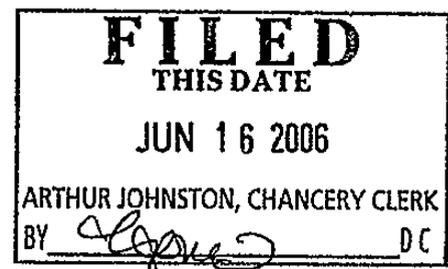
Lot five (5) of Block Two (2) of Cauthen's Addition to the City of Canton, Mississippi, according to plat of said addition now on file in the Chancery Clerk's Office for Madison County, Mississippi, reference to said plat being heremade in aid of and a part of this description.

ITEM IV

We hereby appoint Ruby Grant Chinn, as executrix of this our joint and mutual Last Will and Testament. It is our further desire that no bond be required of the executrix and that she not be required to account to any Court except as may be required by law.

ITEM V

The rest and residue of our estate, of whatever kind or character and wherever situated, is hereby devised and bequeathed to Ruby Grant Chinn.



ITEM VI

We hereby revoke all other former Wills heretofore made by us, and again declare this and this only to be our Last mutual and joint Will and Testament, to take effect only after the death of both of us.

IN WITNESS WHEREOF, we have hereunto set our hands on this the 18<sup>th</sup> day of March 1988.

Edward M. Ellis

Edward M. Ellis

Julia S. Ellis

Julia S. Ellis

Witness:

Dulandelyn Davis

Rte 2, Box 253-B

Canton, ms 39046

Witness:

George C Nichols

614 Lutz St.

Canton, MS 39046

STATE OF MISSISSIPPI  
COUNTY OF MADISON

The foregoing instrument consisting of (2) pages including the page signed by the attesting witnesses below, was on this day and date by the testators subscribed, published and declared to be their joint and mutual Last Will and Testament, in their presence, and in the presence of each other, signed the same as witness thereto; and we further declare that the time of signing the Will the testators appeared to be of sound and disposing mind and memory and not acting under duress, menace, fraud or the undue influence of any person whomsoever.

Dulandelyn Davis

Witness Signature

Rte 2, Box 253-B, Canton, MS 39046

Address

George C Nichols

Witness Signature:

614 Lutz St. Canton, MS 39046

Address

## IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
JULIA S. ELLIS, DECEASEDCIVIL ACTION  
FILE NO. \_\_\_\_\_AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

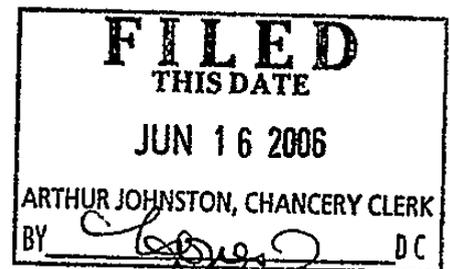
COUNTY OF MADISON

This date personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named **Gwendolyn Davis**, who being by me first duly sworn according to law states on oath as follows, to-wit:

(1). That this affiant is one of two subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of **Julia S. Ellis**, whose signature is affix to the Last Will and Testament dated March 18, 1988.

(2). That on the 18<sup>th</sup> day of March 1988, the said **Julia S. Ellis** signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the affiant and in the presence of **George C. Nichols**, the other subscribing witness to the instrument. the signature.

(3). That **Julia S. Ellis**, was then and there of sound and disposing mind and memory and well above the age of eighteen (18) years.

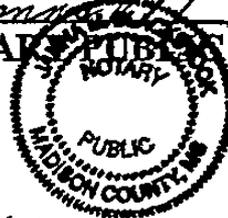


(4). That this affiant, together with **George C. Nichols** subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request, and in the presence of **Julia S. Ellis** in the presence of each other.

Gwendolyn Davis  
GWENDOLYN DAVIS

SWORN to and SUBSCRIBED before me, this the 19th day of September, 2005.

James M. Blackstock  
NOTARY PUBLIC



My Commission Expires June 29, 2007

(seal)

My commission expires:

June 29, 2007

MADISON COUNTY, MS This instrument was filed for record June 16, 2006

Book 40 Page 233  
ARTHUR JOHNSTON, C.C.

BY A. Jones DC.



I, Maggie Lee Hart, a widow, and resident of Madison County, Mississippi, being over the age of eighteen years and of sound and disposing mind and memory, do hereby make, declare and publish this to be my LAST WILL AND TESTAMENT and do hereby revoke all other wills and/or codicils heretofore made by me.

ITEM 1. I hereby devise and bequeath all of my property of every kind and description and wheresoever located to my children named below, each to share alike, to-wit:

- Christine Jackson
- Rosie Hawkins
- Bessie Lee Meeks
- Charlie Bacon
- Curtis Bacon
- Arthur Bacon
- John L. Bacon
- George Albert Hart

**FILED**  
THIS DATE  
JUN 20 2006  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY Sarah Teter D.C.

ITEM 2. I hereby appoint my son, John L. Bacon, executor of my said estate without bond, waiving all requirements whatever of bond from him as such executor. I hereby waive an inventory and an appraisalment of my estate as required by statute, and relieve my said executor of all duty to account to the courts for his acts and doings as such, and do hereby waive all court proceedings whatever in the administration of my estate, save the probate of this, MY LAST WILL AND TESTAMENT.

SIGNED AND DECLARED to be MY LAST WILL AND TESTAMENT, this 2nd day of July, 1984.

Maggie Lee Hart  
MAGGIE LEE HART

Josephine Hood (WITNESS)  
Alma Alfred (WITNESS)

ATTESTATION CLAUSE

We, the undersigned witnesses to the Will of Maggie Lee Hart, do hereby certify that the said Maggie Lee Hart on the day she executed the foregoing Will was over the age of eighteen years and of sound and disposing mind and memory; 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 expressed 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 2nd day of July, 1984.  
Josephine Hood (WITNESS)  
Alma Alfred (WITNESS)

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF MAGGIE LEE HART, DECEASED

NO. 2006-472

AFFIDAVIT FOR PROVING SIGNATURE OF TESTATRIX

STATE OF MISSISSIPPI  
COUNTY OF MADISON

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

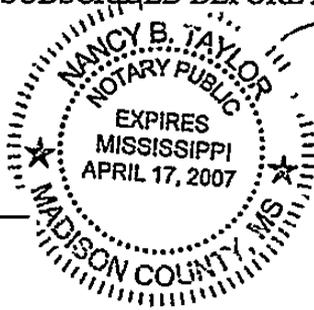
- (1) That this affiant has examined an instrument of writing purporting to be the Last Will and Testament of Maggie Lee Hart, deceased, and whose signature is affixed to said Last Will and Testament, which last Will and Testament is dated July 2, 1984.
- (2) That the affiant is the ~~Bank~~ Branch Manager of Trustmark National Bank (f/k/a Canton Exchange Bank) in Canton, Mississippi.
- (3) The affiant has compared the signatures of Maggie Lee Hart from the Last Will and Testament and the bank signature card dated November 5, 1984, and the signatures appear to be the same.
- (4) The affiant is not in any way personally interested in the estate of Maggie Lee Hart.

*Evelyn Akins*  
EVELYN AKINS

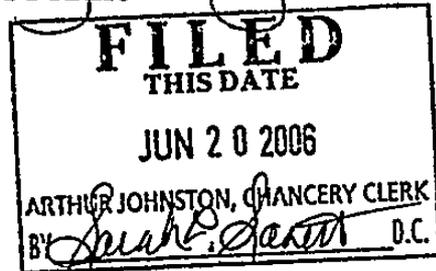
SWORN TO AND SUBSCRIBED BEFORE ME, this the 5th day of June, 2006.

My Commission Expires:

April 17, 2007



*Nancy B. Taylor*  
NOTARY PUBLIC



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF MAGGIE LEE HART, DECEASED

NO. 2006-472

AFFIDAVIT FOR PROVING SIGNATURE OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF MADISON

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

(1) That this affiant has examined an instrument of writing purporting to be the Last Will and Testament of Maggie Lee Hart, deceased, a copy of which is attached, including the signature of Josephine Hood, who was one of the subscribing witnesses to such instrument, which Last Will and Testament is dated July 2, 1984.

(2) That the signature of Josephine Hood is the genuine signature of the said Josephine Hood, and that this affiant has been familiar with the handwriting of said Josephine Hood for many years.

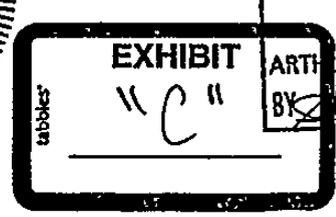
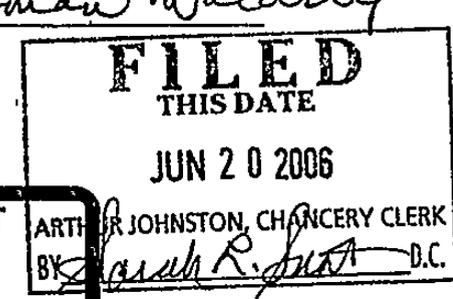
(3) That said Josephine Hood, on the 2<sup>nd</sup> day of July, 1984, was of sound mind and disposing mind and memory, over eighteen years of age, and was qualified to witness such Will.

Further, the affiant is not in any way personally interested in the estate of Maggie Lee Hart.

*James Harrell Herring*  
JAMES HARRELL HERRING

SWORN TO AND SUBSCRIBED BEFORE ME, this the 25<sup>th</sup> day of May, 2006.

*Molly Engelman Waldrup*  
NOTARY PUBLIC



My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES AUG. 1, 2009  
BONDED THRU STEGALL NOTARY SERVICE  
MADISON COUNTY, MS This instrument was  
filed for record June 20<sup>th</sup> 2006

Book 40 Page 237  
ARTHUR JOHNSTON, C C

BY: *Daisy Tolan* D C



# Last Will and Testament

2006-519

OF

ANNE H. EVANS

I, ANNE H. EVANS, an adult resident citizen of the City of Jackson, Hinds County, State of Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, and in all respects competent and qualified, do hereby make, publish and declare this to be my true Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

## ARTICLE ONE

### Family Members

At the time of the execution of this Will, I am unmarried, being the surviving spouse of HOUSTON H. EVANS, and I have four surviving children, namely: HOUSTON H. EVANS, III, A. ROBINSON EVANS SMITH, MARGARET H. EVANS CLARK and JOHN S. EVANS.

## ARTICLE TWO

### Payment of Debts

I hereby direct my Executrix to pay my funeral expenses and all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done; provided, however, that my Executrix shall be specifically authorized to pay any debt of my estate which does not exceed \$500.00 as of the date of my death which my Executrix deems to be a just and valid debt without the necessity of such debt being probated, registered or allowed.

<b>FILED</b>	
THIS DATE	
JUN 23 2006	
ARTHUR JOHNSTON, CHANCERY CLERK	
BY <i>[Signature]</i>	D.C.

*Anne H. Evans*  
ANNE H. EVANS

**ARTICLE THREE**

**Payment of Taxes**

I direct my Executrix to pay from my estate all federal and state estate, inheritance, succession, transfer or other death taxes which are assessed against my estate or against any beneficiary, if any, including estate and inheritance taxes assessed on account of life insurance proceeds or any other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate purposes.

**ARTICLE FOUR**

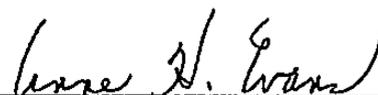
**Disposition of Residuary Estate**

After payment of any and all estate and inheritance taxes payable by my estate, including any interest and penalty thereon, and after payment of all debts as hereinabove directed, then I give, devise and bequeath all of the rest, residue and remainder of my property and estate, whether real, personal or mixed, of whatsoever kind and character and wheresoever situated, in equal shares my children, **HOUSTON H. EVANS, III, A. ROBINSON EVANS SMITH, MARGARET H. EVANS CLARK and JOHN S. EVANS.** If a child of mine does not survive me then, in that event, I give, devise and bequeath the share of my residuary estate that would have been distributed to such child of mine had he or she survived me to the child or children of such deceased child of mine, in equal shares, per stirpes, or if such child of mine shall have predeceased me leaving no child or other more remote direct lineal descendant who survives me then the share of my residuary estate which would have been distributed to such child of mine shall instead be distributed in equal shares to my other children, per stirpes.

**ARTICLE FIVE**

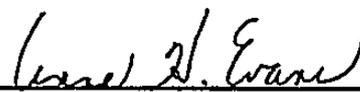
**Powers of Executrix**

I hereby grant unto my Executrix the continuing, absolute, discretionary power to deal with any property, real, personal or mixed, held in my estate, as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior

  
\_\_\_\_\_  
ANNE H. EVANS

or subsequent approval of any judicial authority, and no person dealing with my Executrix shall be required into inquire into the propriety of any of her actions. I hereby further authorize and empower my Executrix, with respect to my estate, in her sole and absolute discretion, to do the following:

1. To exercise in her sole and absolute discretion, all of the powers, rights and discretions granted by virtue of the "Uniform Trustees' Powers Law", being Sections 91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, as now enacted or hereafter amended, which "Uniform Trustees' Powers Law" is hereby incorporated by reference as though fully and completely copied herein. Should said "Uniform Trustees' Powers Law" be repealed, then my Executrix shall continue to have all of the powers, rights and discretions granted by said "Uniform Trustees' Powers Law", the same as if it were still in effect.
2. To purchase or otherwise acquire and to retain, whether originally a part of the estate or subsequently acquired, any and all stocks, bonds, notes, or other securities, or interests in investment trusts, and common trust funds, or in any other property, real, personal or mixed, as she may deem advisable, whether or not such investments or property be of the character permissible by fiduciaries, without being liable to any person for such retention or investment.
3. To continue or permit the continuation of any business, incorporated or unincorporated, which I may own or in which I may have an interest at the time of my death, for such period as she shall determine or to liquidate the same upon such terms as in her discretion she shall determine, including, without limiting the generality of the foregoing power:
  - (a) To invest additional sums in any such business even to the extent that my estate may be invested largely or entirely in any such business without liability for any loss resulting from lack of diversification;
  - (b) To act as or to select other persons (including any beneficiary hereunder) to act as directors, officers or other employees of any such business, the same to be compensated without regard to him or her being a fiduciary or beneficiary hereunder; and
  - (c) To make such other arrangements in respect thereof as shall be proper.
4. To compromise, settle, or adjust any claim or demand by or against my estate, to litigate any such claims, including, without limitation, any claims relating to estate or income taxes, and to agree to any rescision or modification of any contract or agreement.
5. To sell, exchange, assign, transfer and convey any security or property, real or personal, held in my estate, at public or private sale, at such time and price and upon such terms and conditions (including credit) as she may deem advisable and for the best interest of my estate. To the extent allowed by law, I hereby waive any requirement of issuing summons, filing bond or other security, giving notice of any hearing, conducting or holding any such hearing or in any way obtaining Court authority or approval for any such sale, exchange, assignment, transfer or conveyance of any real or personal property.

  
ANNE H. EVANS

6. To pay all necessary expenses of administering my estate, including taxes, fees for the services of accountants, agents and attorneys, and to reimburse said parties for expenses incurred on behalf of the estate.
7. To determine what is principal and what is income with respect to all receipts and disbursements; to establish and maintain reserves for depreciation, depletion, obsolescence, taxes, insurance premiums, and any other purpose deemed necessary and proper by her and to partite and to distribute property of the estate in kind or in undivided interests, and to determine the value of such property.
8. To borrow money from such source or sources (including my estate) and upon such terms and conditions as my Executrix shall determine and to give such security therefor as my Executrix may determine.
9. To consent to and to participate in any plan of reorganization, liquidation, consolidation, dissolution, redemption or similar proceedings involving assets comprising my estate, and to deposit or withdraw securities under any such proceedings.
10. To lease any real or personal property for such term and upon such terms and conditions and rentals and in such manner as may be deemed advisable (with or without privilege of purchase), and any lease so made shall be valid and binding for the full term thereof even though the same shall extend beyond the duration of the administration of my estate, all without the approval or authority of any Court; and to insure against fire or other risk, to make repairs, replacements and improvements, structural or otherwise, to any real property and improvements thereon.
11. Unless otherwise specifically provided, to make distributions in cash or in specific property, real or personal, or an undivided interests therein, or partly in cash and partly in other property, and to do so with or without regard to the income tax basis of specific property allocated to any beneficiary and without making pro rata distributions of specific assets.
12. To make any elections and to take any actions necessary in connection therewith which are available under the Internal Revenue Code of 1986, as amended, including but not limited to Section 2032, Section 2032A, and Section 6166.
13. To disclaim any property which my estate may otherwise be entitled to receive and to take any and all necessary or proper actions to make and fully effectuate a qualified disclaimer or disclaimers under Internal Revenue Code §2518, or any similar provision which may be subsequently enacted, and under any disclaimer statute or law which may at any time be in effect under Mississippi law.

The authorities and powers hereinabove granted unto my Executrix shall be exercised from time to time in her sole and absolute discretion without prior authority from any Court, and I intend that all such authorities and powers be construed in the broadest possible manner.

*Anne H. Evans*  
\_\_\_\_\_  
ANNE H. EVANS

ARTICLE SIX

Appointment of Executrix

I hereby appoint my daughter, **A. ROBINSON EVANS SMITH**, to be Executrix of this, my Last Will and Testament. In the event that my said daughter shall fail to qualify or at any time cease to act as my Executrix, then I hereby appoint my son, **JOHN S. EVANS**, to serve as successor Executor of this, my Last Will and Testament. Any reference herein to my "Executrix" shall include and refer to my successor Executor herein named, and I confer upon said successor Executor all of the rights, powers, duties, discretions and obligations conferred upon my original Executrix hereinabove named. My Executrix and successor Executor hereinabove named shall serve without any bond or other security, and I hereby waive the necessity of the preparation or filing of any inventory, accounting or formal appraisalment of my estate.

ARTICLE SEVEN

Construction

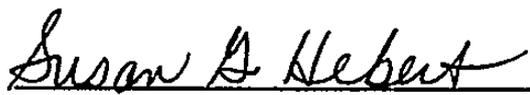
Throughout this Will, the masculine gender shall be deemed to include the feminine, the singular shall be deemed to include the plural, and vice versa. The headings used herein are for convenience only and shall not be construed or interpreted as limiting the scope of the Article to which the heading pertains.

IN WITNESS WHEREOF, I have hereunto affixed my signature in the presence of **Jamie G. Houston, III** and **Susan G. Hebert**, whom I have requested to act as subscribing witnesses hereto on this the 10th day of November, 1993.

  
\_\_\_\_\_  
**ANNE H. EVANS**

WITNESSES:

  
\_\_\_\_\_  
**Jamie G. Houston, III**

  
\_\_\_\_\_  
**Susan G. Hebert**

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

WITNESS OUR SIGNATURES on this, the 10th day of November, 1993.

WITNESS:

ADDRESS:

Jamie G. Houston, III  
Jamie G. Houston, III

400 E. Capitol St., Suite 300  
Jackson, Mississippi 39201

Susan G. Hebert  
Susan G. Hebert

400 E. Capitol St., Suite 300  
Jackson, Mississippi 39201

PROOF OF WILL

STATE OF MISSISSIPPI  
COUNTY OF HINDS

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, **Jamie G. Houston, III** and **Susan G. Hebert**, credible and competent subscribing witnesses to the foregoing instrument of writing dated November 10, 1993, purporting to be the Last Will and Testament of **ANNE H. EVANS**, each of whom having been first duly sworn, state on oath that the said **ANNE H. EVANS** signed, made, published and declared said instrument as her Last Will and Testament on the 10th day of November, 1993, the date of said instrument, in the presence of these affiants; that the Testatrix was then of sound and disposing mind and memory, and above the age of twenty-one (21) years; that the Testatrix was acting voluntarily without undue influence, fraud or restraint; that the affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of **ANNE H. EVANS** and in the presence of **ANNE H. EVANS** and in the presence of each other; that the Testatrix at the time of the attestation was mentally capable of recognizing, and actually conscious of said act and attestation; that the subscribing witnesses were, at the time of said attestation, competent witnesses under the laws of the State of Mississippi; that at the time of said attestation the Testatrix, **ANNE H. EVANS**, indicated to the affiants that she was a resident of and had a fixed place of residence in Hinds County, State of Mississippi; and that this Proof of Will is attached to the original of that certain foregoing written instrument signed, made, published and declared by the said Testatrix, **ANNE H. EVANS**, as her Last Will and Testament on this, the 10th day of November, 1993.

*Jamie G. Houston, III*  
\_\_\_\_\_  
**Jamie G. Houston, III**  
400 East Capitol Street, Suite 300  
Jackson, Mississippi 39201

*Susan G. Hebert*  
\_\_\_\_\_  
**Susan G. Hebert**  
400 East Capitol Street, Suite 300  
Jackson, Mississippi 39201

MADISON COUNTY, MS This instrument was  
filed for record June 23, 2006

Book 40 Page 240  
ARTHUR JOHNSTON, C C  
BY L. Jones D.C.



**SWORN TO AND SUBSCRIBED** before me on this, the 10th day of November, 1993.

*Charles L. Johnston*  
\_\_\_\_\_  
**NOTARY PUBLIC**

My Commission Expires:  
My Commission Expires Nov 24, 1995

Les Bramlette Caston Jr.

Last Will and Testament

I, Les Bramlette Caston Jr., an adult resident of Oktibbeha County, Mississippi, state that this is my last will and testament, revoking all wills executed before this one

1. I name Ed P. Lobrano Jr., attorney, of Jackson, Mississippi, as the executor of this will, to serve without bond or appraisement, inventory or accounting, having the power to administer my estate without the approval of any court. In the event that he were unable to serve, I direct that someone of his choosing serve. The executor is entitled to reasonable compensation, based on customary charges in Jackson.

2. It is my wish that any beneficiaries of this estate inherit without undue delay, and my personal possessions be distributed as soon as possible, with as few delays as possible, and without unnecessary complications from appraisals.

3. I direct that my taxes and properly probated debts be paid as soon as possible after my death.

4. I direct that the executor use Bill Ubank, C.P.A., of Jackson, Mississippi, to do the accounting for the estate.

5. I name my sister, Keeton Anderson Caston, the beneficiary of my life insurance policy.

**FILED**  
THIS DATE  
JUN 27 2006  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY Logan D.C.

6. I give to my sister, Keeton Anderson Caston, all properties, timber, and mineral rights owned by me in Amite County, Mississippi

7. I direct my father, Lester Brent Caston, of Liberty, Mississippi, to manage all the timber for the purpose of this estate.

8. All my cash, stocks, bonds, and any personal possessions not specifically mentioned in this will, shall be divided equally among Drake Hawkins Anderson Robertson, Polly Douglas Anderson Robertson, and Cassie Anderson, with trusts being set up for each child, at the discretion of the executor, until each reaches the age of twenty-five.

9. I leave to my father, Lester Brent Caston, of Liberty, Mississippi, my automobile, all my firearms, and any other related hunting and fishing equipment.

10. Should Keeton and I die together, all her inheritance from this estate shall go to my mother, Mary Petty Anderson Caston.

11. Should my mother, Mary, my sister, Keeton, and I all die together, I leave my entire estate to Drake Hawkins Anderson Robertson, Polly Douglas Anderson Robertson, and Cassie Anderson, share and share alike, with trusts being set up for each child, at the discretion of the executor, until each reaches the age of twenty-five.

12. Should my father and I die together, his inheritance from this estate will go to Keeton, and the duties he was to perform as timber manager will be performed by someone of the executors choosing.

13. I hereby authorize the executor of this will to withhold all or any part of my estate from(my heirs) if there were evidence of chemical dependency, addiction, or mental illness.

14. In witness whereof, I have signed and declare this to be my last will and testament, on this the 24 day of October, in the year of our lord, 1997.

LES BRAMLETTE CASTON JR

Les Bramlette Caston Jr.

This instrument was, the day and year shown above, signed, published, and declared by Les Bramlette Caston Jr. to be his last will and testament in our presence, and we have subscribed our names as witnesses in his presence and in the presence of each other.

Name Banner G. Doss  
Signature Banner G. Doss  
Home Address Route 2, Box 449  
City/ State Nolan, MS 39250

Name MARGARET A PRISOCK  
Signature Margaret A Priscock  
Home Address 1244 SANDPIPER  
City/ State STARKVILLE, MS 39759

B 40 P 250

## IN THE CHANCERY COURT THE MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF LES BRAMLETTE CASTON, JR.,  
DECEASED

CIVIL ACTION NO. \_\_\_\_\_

AFFIDAVIT OF SUBSCRIBING WITNESSSTATE OF MISSISSIPPI  
COUNTY OF OKTIBBEHA

PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the jurisdiction aforesaid, the within named MARGARET H. PRISOCK, who being by me first duly sworn according to law, says on oath:

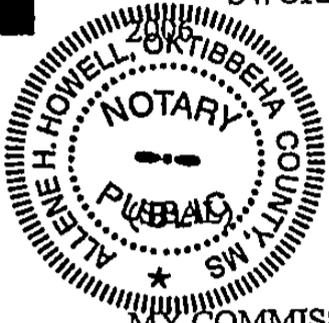
1. This Affiant is one of the Subscribing Witnesses to an attached instrument of writing purporting to be the Last Will and Testament of LES BRAMLETTE CASTON, JR., deceased, who was personally known to the Affiant, and whose signature is affixed to the Last Will and testament dated 24<sup>th</sup> day of October, 1997.
2. That on the 24<sup>th</sup> day of October, 1997, LES BRAMLETTE CASTON, JR. signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of the undersigned Affiant, and also in the presence of BONNER G. DOSS, the other Subscribing Witness to the instrument.
3. LES BRAMLETTE CASTON, JR. was then and there of sound and disposing mind and memory and well above the age of twenty-one years.
4. That this Affiant and BONNER G. DOSS subscribed and attested said instrument, as witnesses to the signature and publication thereof, and at the special instance and request

of, and in the presence of the said LES BRAMLETTE CASTON, JR., and in the presence of each other.

5. AND FURTHER AFFIANT SAITH NOT.

Margaret H. Priscock  
MARGARET H. PRISOCK

SWORN TO AND SUBSCRIBED BEFORE ME on this the 24<sup>th</sup> day of January.



Allene H. Howell  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

MY COMMISSION EXPIRES FEBRUARY 1, 2008

B 40 P 252

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF LES BRAMLETTE CASTON, JR.,  
DECEASED

CIVIL ACTION NO. \_\_\_\_\_

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF *St. Louis*

PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the jurisdiction aforesaid, the within named **BONNER G. DOSS**, who being by me first duly sworn according to law, says on oath:

1. This Affiant is one of the Subscribing Witnesses to an attached instrument of writing purporting to be the Last Will and Testament of **LES BRAMLETTE CASTON, JR.**, deceased, who was personally known to the Affiant, and whose signature is affixed to the Last Will and testament dated 24<sup>th</sup> day of October, 1997.
2. That on the 24<sup>th</sup> day of October, 1997, **LES BRAMLETTE CASTON, JR.** signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of the undersigned Affiant, and also in the presence of **MARGARET H. PRISOCK**, the other Subscribing Witness to the instrument.
3. **LES BRAMLETTE CASTON, JR.** was then and there of sound and disposing mind and memory and well above the age of twenty-one years.
4. That this Affiant and **MARGARET H. PRISOCK** subscribed and attested said instrument, as witnesses to the signature and publication thereof, and at the special instance and request of, and in the presence of the said **LES BRAMLETTE CASTON,**

JR., and in the presence of each other.

5. AND FURTHER AFFIANT SAITH NOT.

Bonner G. Doss  
BONNER G. DOSS

2006.

SWORN TO AND SUBSCRIBED BEFORE ME on this the 1<sup>st</sup> day of February

Margaret H. Doss  
NOTARY PUBLIC

(SEAL)

MY COMMISSION EXPIRES:

~~MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES MAY 9, 2006  
BONDED THIRD STATE ALL NOTARY SERVICE~~

MADISON COUNTY, MS This instrument was  
filed for record June 27, 2006

Book 40 Page 247  
ARTHUR JOHNSTON, C C

BY L. Jones DC



AFFIDAVIT OF SUBSCRIBING WITNESSES

D 40 P 254

STATE OF MISSISSIPPI  
COUNTY OF Madison

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Hope Stodghill who after being duly sworn, on oath stated as follows:

That the above and foregoing Last Will and Testament of WILLARD W. KAMINER, herein referred to as "Testator", dated the 12<sup>th</sup> day of August, 1999, was exhibited by said Testator to affiant as Testator's Last Will and Testament, and was signed by Testator on said date in the presence of affiant and another witness, declaring the same to be the Last Will and Testament of the Testator and at the Testator's request and in the Testator's presence and in the presence of each other, the affiant and another witness signed the same as witnesses.

That the Testator was on the 12<sup>th</sup> day of August, 1999, of sound and disposing mind and memory and was over the age of eighteen (18) years.

Signature: Hope Stodghill  
Address: 9683 White Castle Rd  
Mobile, AL 36695

SWORN TO AND SUBSCRIBED before me, this 19<sup>th</sup> day of June, 2006.

Mississippi, NOTARY PUBLIC  
My Commission expires



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

**FILED**  
THIS DATE  
JUN 30 2006  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY Kim Newell D.C.

MADISON COUNTY, MS This instrument was  
filed for record June 30, 2006.  
Book 40 Page 254  
ARTHUR JOHNSTON, C.C.  
BY K. Newell D.C.



AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI  
COUNTY OF Madison

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Lorraine Masingale after being duly sworn, on oath stated as follows:

That the above and foregoing Last Will and Testament of WILLARD W. KAMINER, herein referred to as "Testator", dated the 12<sup>th</sup> day of August, 1999, was exhibited by said Testator to affiant as Testator's Last Will and Testament, and was signed by Testator on said date in the presence of affiant and another witness, declaring the same to be the Last Will and Testament of the Testator and at the Testator's request and in the Testator's presence and in the presence of each other, the affiant and another witness signed the same as witnesses.

That the Testator was on the 12<sup>th</sup> day of August, 1999, of sound and disposing mind and memory and was over the age of eighteen (18) years.

Signature: Lorraine Masingale  
Address:

SWORN TO AND SUBSCRIBED before me, this 19<sup>th</sup> day of June, 2006.

Mississippi, NOTARY PUBLIC  
My Commission expires

PAMELAL HANCOCK  
Mississippi Statewide Notary Public  
My Commission Expires March 23, 2007



**FILED**  
THIS DATE  
JUN 30 2006  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY Arthur Johnston D.C.

MADISON COUNTY, MS This instrument was  
filed for record June 30, 2006  
Book 40 Page 255  
ARTHUR JOHNSTON, CC  
BY K. Sellers DC



LAST WILL AND TESTAMENT OF ELIZABETH ANNE CULBERTSON

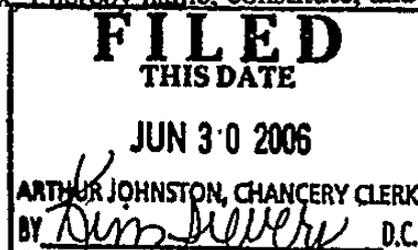
I, Elizabeth Anne Culbertson, being over the age of twenty-one (21) years and of sound and disposing mind and memory, and a resident citizen of Madison County, Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, expressly revoking all other wills and codicils thereto heretofore made by me.

ITEM ONE: Giving due regard to my son, Charles Michael Culbertson, and the value of his separate estate, I bequeath to him the sum of ten dollars (\$10.00). If at the time of my death, my son, Charles Michael Culbertson, has not paid all his child support obligations to Cheryl Frazier for the support of Charles Justin Culbertson and Jerrod King Culbertson, then I give, devise, and bequeath to Cheryl Frazier, enough money to satisfy his child support obligations, not to exceed the sum of fifteen thousand dollars (\$15,000.00). All the rest, residue and remainder of all of my properties, real, personal and mixed of every nature and kind, and wherever the same may be situated, of which I may die seized and possessed, I give, devise and bequeath to my daughter, Pamela Elizabeth Culbertson.

ITEM TWO. In the event that my daughter, Pamela Elizabeth Culbertson, predeceases me, I give, devise and bequeath all the rest, residue and remainder of my properties, real, personal and mixed to my son, Charles Michael Culbertson.

ITEM THREE: I hereby name, constitute, and designate my daughter, Pamela Elizabeth Culbertson, as Executrix of this my Last Will and Testament. If for any reason, she fail, neglects, or refuses to act as Executrix, I hereby name, constitute, and designate my son, Charles Michael

PAGE 1 OF 2



*eac*  
INITIALS  
*REL*  
*EBR*

Culbertson, as Executor. I hereby direct that the Executrix of this my Last Will and Testament not be required to give bond, make inventory, appraisal, or accounting, and to the extent such requirements may be waived, I hereby waive for my Executrix the requirements of bond, inventory, appraisal, and accounting. My Executrix shall have the power to distribute or dispose of my estate as she sees fit. Her decision as to distribution of estate assets shall be final, and she shall determine the relative value of all assets. Anyone who questions or disagrees with her decisions shall receive nothing from my estate in excess of the sum of ten dollars (\$10.00).

SIGNED, PUBLISHED, AND DECLARED by me as my Last Will and Testament on this the 15<sup>th</sup> day of September, 2005, in the presence of these witnesses who attest to the same, as witnesses hereto at my request, in my presence, and in the presence of each other.

*Elizabeth Anne Culbertson*  
Elizabeth Anne Culbertson

WITNESSES:

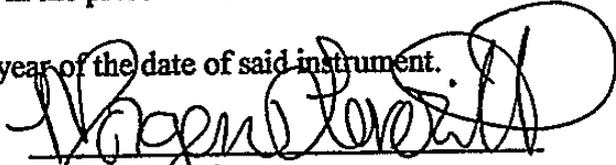
*Stutley E. ...*  
*[Signature]*

*eac*  
INITIALS  
*REL*  
*[Signature]*

PROOF OF WILL

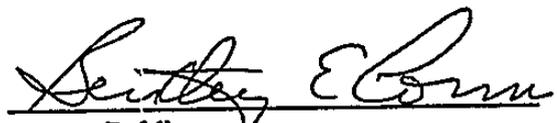
STATE OF MISSISSIPPI  
COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, Morgan Leveritt, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of Elizabeth Anne Culbertson, who, being duly sworn, deposed and said that Elizabeth Anne Culbertson signed, published and declared said instrument as her Last Will and Testament on September 15, 2005, in the presence of this deponent, and in the presence of Bentley E. Conner, the other subscribing witness, and that Elizabeth Anne Culbertson was then of sound and disposing mind and memory, and more than twenty-one years of age, and this deponent and Bentley E. Conner subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of Elizabeth Anne Culbertson, and in the presence of Elizabeth Anne Culbertson and in the presence of each other, on the day and year of the date of said instrument.

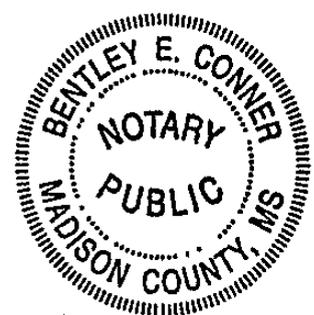
  
Morgan Leveritt

SWORN TO AND SUBSCRIBED before me this 24 day of

May 2006

  
Notary Public

My Commission Expires.  
3-24-2010



PROOF OF WILL

STATE OF MISSISSIPPI  
COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, Bentley E. Conner, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of Elizabeth Anne Culbertson, who, being duly sworn, deposed and said that Elizabeth Anne Culbertson signed, published and declared said instrument as her Last Will and Testament on September 15, 2005, in the presence of this deponent, and in the presence of Morgan Leveritt, the other subscribing witness, and that Elizabeth Anne Culbertson was then of sound and disposing mind and memory, and more than twenty-one years of age, and this deponent and Morgan Leveritt subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of Elizabeth Anne Culbertson, and in the presence of Elizabeth Anne Culbertson and in the presence of each other, on the day and year of the date of said instrument.

Bentley E. Conner  
Bentley E. Conner

SWORN TO AND SUBSCRIBED before me this 30 day of

June, 2006.

Arthur Johnston, Chancery Clerk  
Office By: Kim Severs, DC.

My Commission Expires:  
My Commission Expires  
January 7, 2008



MADISON COUNTY, MS This instrument was  
filed for record June 30, 2006  
Book 40 Page 256  
ARTHUR JOHNSTON, C C  
BY K. Severs DC





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

### ARTICLE III. TAXES

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

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

Evelyn K. Smith  
EVELYN K. SMITH

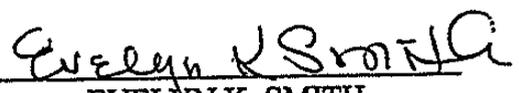
the circumstances at that time. My Executor shall have the right and authority to recover from the principal of the Frank G. Smith, Jr. Marital Trust and/or equally from the remaindermen in said trust the excess of the federal and state estate tax paid over the federal and state estate tax which would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

**ARTICLE IV.  
PERSONAL PROPERTY**

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

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

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

  
EVELYN K. SMITH

**ARTICLE V.  
SPECIFIC BEQUESTS**

In the event that my husband survives me, I give and bequeath unto each of my children, named in Article I of this Will the cash sum of Twenty Thousand and No/100 Dollars (\$20,000.00). Should any child predecease me, that child's bequest shall lapse and pass under the provisions of Article X herein.

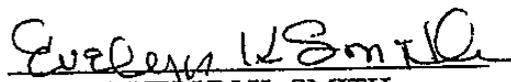
In the event that my husband predeceases me, I give and bequeath unto each of my children named in Article I of this Will the cash sum of Fifty Thousand and No/100 Dollars (\$50,000 00). Should any child predecease me, that child's share shall lapse and pass under the provisions of Article X herein.

**ARTICLE VI.  
PROPERTY AND CASUALTY INSURANCE**

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

**ARTICLE VII.  
DISPOSITIVE PROVISION**

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

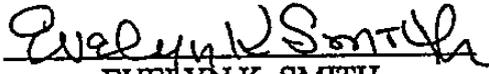
  
EVELYN K. SMITH

ARTICLE VIII.  
CREDIT SHELTER TRUST

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

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

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

  
EVELYN K. SMITH

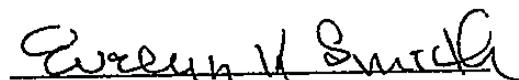
my Trustee is further authorized, in its discretion, to pay to or for the benefit of any of my children and/or their issue, any such withheld income and/or trust principal deemed advisable for their health, maintenance of accustomed standard of living and education (including post graduate education).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

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

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

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

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

  
EVELYN K. SMITH

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

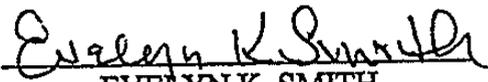
As to each child's separate trust, the Trustee is given total discretion to sprinkle income and/or trust principal to and among that child's issue for their health, maintenance of accustomed standard of living and education (including post graduate education), with my Trustee bearing in mind that each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

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

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

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

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

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

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

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

#### ARTICLE IX. MARITAL TRUST

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

  
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The Frank G. Smith, Jr. Marital Trust shall be held, administered and disposed of upon the following terms and conditions:

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

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

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

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

  
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or any codicil to it hereafter executed by me, shall be subordinate to the qualification of such trust for the marital deduction.

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

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

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

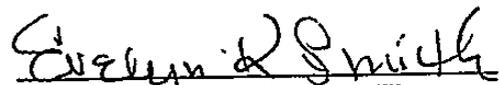
G. Neither my husband nor any other person shall have the right to appoint any part of the income or principal of this trust to any person other than my husband prior to his death.

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

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

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

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

  
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**ARTICLE X.  
NO SURVIVING SPOUSE**

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

**ARTICLE XI.  
TRUST PROVISIONS**

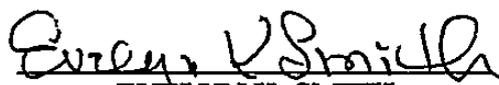
I direct that as to any and all trusts created herein, except where specified otherwise, the following shall apply:

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

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

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

This clause shall not apply to the Frank G. Smith, Jr. Marital Trust so as to disqualify the same for the estate tax marital deduction.

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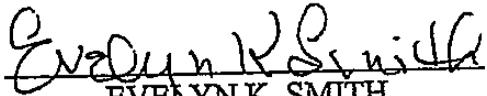
C. During the minority or incapacity of any beneficiary to or for whom income or principal is authorized or directed to be paid, my Trustee may pay, transfer or assign same in any one or more of the following ways: (a) directly to such beneficiary such amount as it may deem advisable as an allowance;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

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

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

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

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

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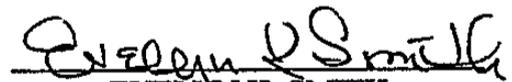
additions or abuses), the Trustee is authorized in its discretion to withhold such distribution of income or principal and continue to maintain such trust assets for the benefit of said beneficiary until such condition is removed. My Trustee shall have sole and absolute discretion to determine whether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

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

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

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

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

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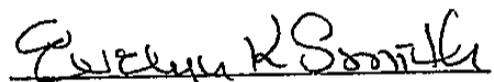
husband, if living and able to do so, or if not by a majority of the income beneficiaries (of legal age) of the trust at that time, (or if any are minors, by the guardian of their persons). Further, the same above stated persons, in the order stated above, shall have the right at all times to replace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

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

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

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

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

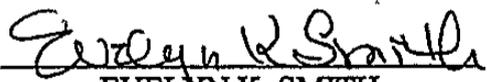
  
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M. As to all trusts created herein which have been named, in whole or part, as the designated beneficiary of individual retirement accounts ("IRAs") and/or qualified plans, my Trustee shall on an annual basis have the authority to compel distribution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

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

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

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

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

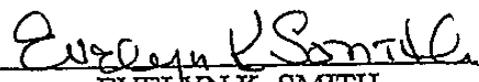
Q. Any trust created herein shall be entitled to a proportionate share of the income of my estate commencing with the date of my death. During the administration of my estate and until each trust is established, I authorize the Trustee in the Trustee's discretion to request of my Executor, in which case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

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

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

## ARTICLE XII. TAX ELECTIONS

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

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

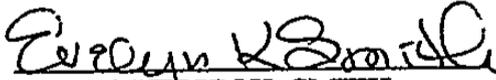
**ARTICLE XIII.  
EXECUTOR AND TRUSTEE POWERS**

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

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

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

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

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

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

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

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

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

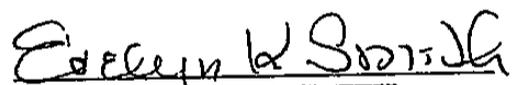
H. Unless inconsistent with other provisions of this instrument, to consider and treat as principal all dividends payable in stock of the issuing corporation, all dividends in liquidation of all "rights" to subscribed to securities of the issuing corporation, and to consider and treat as income all other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

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

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

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

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

  
EVELYN K. SMITH

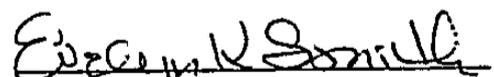
M. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as they may deem advisable (with or without privilege of purchase), including but not limited to agricultural, commercial, and oil, gas and mineral leases, and any lease so made shall be valid and binding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

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

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

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

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

  
EVELYN K. SMITH

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

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

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

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

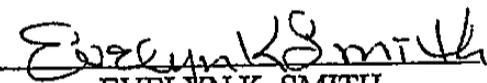
With regard to the Evelyn K. Smith Family Trust, I also authorize my said Trustee, since not required to distribute any income, to elect or not elect to treat all or any portion of any estimated tax paid by any trust created hereunder as a payment by one or more beneficiaries of said trust. Said election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

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

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

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

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

  
EVELYN K. SMITH

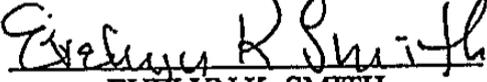
Trustee shall deem appropriate. The propriety of such investment and the nature and amount of the insurance policy in which is invested shall be solely within the discretion of the Executor or Trustee, and the Executor or Trustee shall incur no liability as a result of such investment, even though such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

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

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

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

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

  
EVELYN K. SMITH

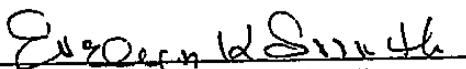
b. My Trustee is authorized to allocate any portion of my GST exemption available under Section 2631(a) of the Internal Revenue Code, as amended, or under any corresponding state statute, if any, to any property as to which I am the transferor, including any property transferred by me during life as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

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

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

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

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

  
EVELYN K. SMITH

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

**ARTICLE XIV.  
EXECUTOR AND TRUSTEE**

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

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

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

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

  
EVELYN K. SMITH

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

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

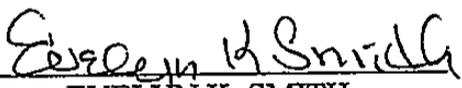
At the date of this Will, the services of MARK R. GREEN are utilized with the firm of Smith Barney, Inc., and assuming that is the case at the date of my death, I suggest his services be retained by the trust beneficiaries via the Co-Trustee for all trust and estate investments.

#### ARTICLE XV. COMMON DISASTER

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

#### ARTICLE XVI. DISCLAIMERS

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

  
EVELYN K. SMITH

ARTICLE XVII.  
FORFEITURE PROVISION

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

I, EVELYN K. SMITH, have signed this Will, which consists of twenty-six (26) pages, on this the 8<sup>th</sup> day of April, 2003, in the presence of J. STEPHEN STUBBLEFIELD and JUDY S. CRAWFORD, who attested it at my request.

Evelyn K Smith  
EVELYN K. SMITH, Testatrix

The above and foregoing Will of Evelyn K. Smith was declared by her in our presence to be her Will and was signed by Evelyn K. Smith in our presence and at her request and in her presence

Evelyn K Smith  
EVELYN K. SMITH

and in the presence of each other, we the undersigned witnessed and attested the due execution of the Will of Evelyn K. Smith on this the 8<sup>th</sup> day of April, 2003.

J. Stephen Farrarfield of 340 STERBORN PLACE  
FLOWOOD, MS. 39232

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

Evelyn K Smith  
EVELYN K. SMITH

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF EVELYN K. SMITH

CAUSE NO. \_\_\_\_\_

PROOF OF WILL

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

Address of Witness

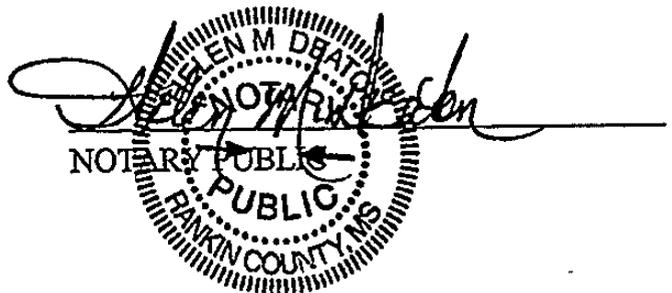
340 SHARBORNE PLACE  
FLOWOOD, MS. 39232

J. Stephen Stubblefield  
J. STEPHEN STUBBLEFIELD, Witness

SWORN TO AND SUBSCRIBED before me by J. STEPHEN STUBBLEFIELD,  
(Witness)  
this 8<sup>th</sup> day of April, A.D., 2003.

My Commission Expires:

December 28, 2003



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF EVELYN K. SMITH

CAUSE NO \_\_\_\_\_

PROOF OF WILL

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

Address of Witness

2668 Key Street  
Jackson, MS 39212

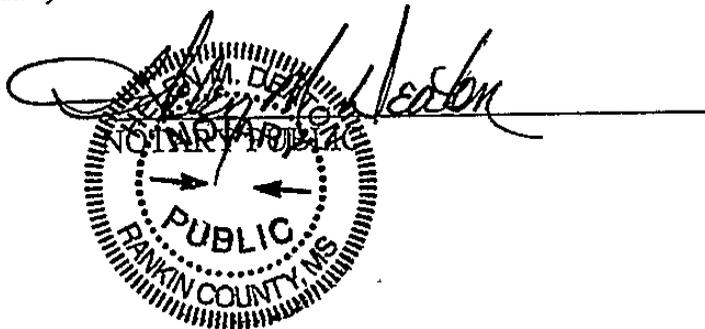
Judi S. Crawford  
JUDE S. CRAWFORD, Witness

SWORN TO AND SUBSCRIBED before me by JUDE S. CRAWFORD,  
(Witness)

this 8<sup>th</sup> day of April, A.D., 2003.

My Commission Expires:

December 28, 2003



MADISON COUNTY, MS This instrument was  
filed for record July 12, 2006

Book 40 Page 260  
ARTHUR JOHNSTON, C C

BY S. Jones DC



5 40 7 288

# First Codicil

2006-533

to

## Last Will and Testament

of

EVELYN K SMITH

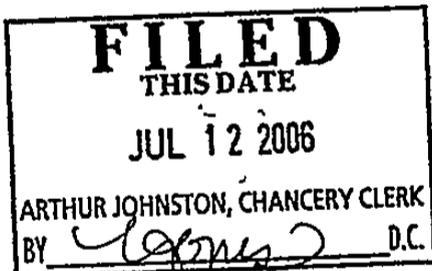
I, EVELYN K. SMITH, an adult resident of Madison County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my First Codicil to my Last Will and Testament, said Will having been executed by me on April 8, 2003.

### ARTICLE I

I hereby revoke Article V of my Will and substitute therefor the following, to-wit:

#### "ARTICLE V.

A. In the event that my husband survives me, I give and bequeath unto each of my children named in Article I of this Will the cash sum of Twenty Thousand and No/100 (\$20,000.00). Should any child predecease me, that child's bequest shall lapse and pass under the provisions of Article X herein.



Evelyn K. Smith  
EVELYN K. SMITH

B. In the event that my husband predeceases me, I give and bequeath unto each of my children named in Article I of this Will the cash sum of Fifty Thousand and No/100 Dollars (\$50,000.00). Should any child predecease me, that child's bequest shall lapse and pass under the provisions of Article X herein.

C. I give, bequeath, and direct that my Executor divide and distribute the balance at my death in BancorpSouth Account No 02402556 as follows, to-wit:

- (1) Ten Thousand and No/100 Dollars, (\$10,000.00) unto my son Frank G. Smith, III; or if deceased, this bequest shall lapse and pass in accordance with Article X herein.
- (2) Ten Thousand and No/100 Dollars, (\$10,000.00) to my daughter Lynda D. Smith Hudson; or if deceased, this bequest shall lapse and pass in accordance with Article X herein.
- (3) Five Thousand and No/100 Dollars, (\$5,000.00) each to Ashlyn Hudson, Seth Hudson, Brandon Hudson and Megan Hudson; or if any be deceased, equally to the survivors among this group.
- (4) The entire remainder of said account balance to my husband, Frank G. Smith, Jr., or if deceased, equally to my children who survive me.

D. I give and bequeath unto my daughter, Lisa B. Smith, my Smith Barney Special Account Number 02060-13 and my Community Bank of Mississippi C.D. Number 36691, or if deceased, this bequest shall lapse and pass in accordance with Article X herein."

:

: Evelyn K. Smith  
: EVELYN K. SMITH

With this Amendment I hereby reaffirm and ratify my Last Will and Testament dated April 8, 2003.

I, EVELYN K. SMITH, have signed this First Codicil to my Last Will and Testament dated, April 8, 2003, said Codicil consisting of three (3) pages, on this the 9 day of May, 2003, in the presence of James E. Whittington and Calvin A. Hopper, who attested it at my request.

Evelyn K Smith  
EVELYN K. SMITH, Testatrix

The above and foregoing First Codicil to Will of Evelyn K. Smith, was declared by her in our presence to be her First Codicil to her Will and was signed by Evelyn K. Smith, in our presence and at her request and in her presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the First Codicil to Will of Evelyn K. Smith, on this the 9 day of May, 2003

James E. Whittington of San Dominick Dr.

Calvin A. Hopper of

Madison MS 391  
St. Catharines Village  
Madison, MS

Evelyn K Smith  
EVELYN K. SMITH

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF EVELYN K. SMITH

CAUSE NO \_\_\_\_\_

PROOF OF CODICIL

Be it known and remembered that on this 9 day of May, A.D., 2003, before me, the undersigned authority, personally came and appeared Calvin A. Hooper one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the First Codicil to Last Will and Testament of Evelyn K. Smith, said Last Will and Testament bearing date of the 8th day of April, 2003, ; and said First Codicil executed on this the 9 day of May, 2003, and having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Evelyn K. Smith signed, published and declared said instrument of writing as and for her First Codicil to Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Evelyn K. Smith was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Codicil to Will, and at that time was a bona fide resident of Madison County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Evelyn K. Smith was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witnesses thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid.

Address of Witness:

St. Catherine Village Calvin A. Hooper, Witness  
Madison Ms.

SWORN TO AND SUBSCRIBED before me by

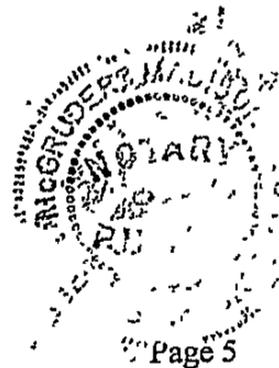
Calvin A. Hooper  
(Witness)

this 9 day of May, A.D., 2003.

Randa McTher  
NOTARY PUBLIC

My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 8, 2004  
-BONDED THRU STEGALL NOTARY SERVICE-



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE  
OF EVELYN K. SMITH

CAUSE NO. \_\_\_\_\_

PROOF OF CODICIL

Be it known and remembered that on this 9 day of May, A.D., 2003, before me, the undersigned authority, personally came and appeared James E. Whittington, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the First Codicil to Last Will and Testament of Evelyn K. Smith, said Last Will and Testament bearing date of the 8th day of April, 2003, ; and said First Codicil executed on this the 9 day of May, 2003; and having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Evelyn K. Smith signed, published and declared said instrument of writing as and for her First Codicil to Last Will and Testament in the presence of this deponent on the day of the date of said instrument, that said Evelyn K. Smith was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Codicil to Will, and at that time was a bona fide resident of Madison County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Evelyn K. Smith was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witnesses thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid

Address of Witness:

200 Dominican Dr  
Madison Ms 39110

James E. Whittington  
Witness

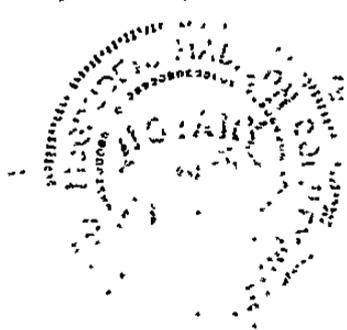
SWORN TO AND SUBSCRIBED before me by James E. Whittington  
(Witness)

this 9 day of May, A D., 2003.

Dandra McDikey  
NOTARY PUBLIC

My Commission Expires.

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 8, 2004  
BONDED THRU STEGALL NOTARY SERVICE



MADISON COUNTY, MS This instrument was  
filed for record July 12, 2006

Book 40 Page 238  
ARTHUR JOHNSTON, C.C.

BY. L. Opus D.C.



LAST WILL AND TESTAMENT OF SAM BOULDIN and BOBBIE LEE BOULDIN

We, Sam Bouldin and wife, Bobbie Lee Bouldin, both residents of Madison County, Mississippi, and both being of sound and disposing mind and memory and more than eighteen years of age, do make this our LAST WILL and TESTAMENT especially revoking all prior testamentary documents.

ITEM I. We hereby nominate and appoint the survivor of this, our LAST WILL AND TESTAMENT as executor or executrix of this our last will and testament without bond, we waive an inventory and an appraisement of our estate as required by statute, and relieve said executor or executrix of all duty to account to the courts for his or her acts and doings as such, and do hereby waive all court proceedings whatever in the administration of our estate, save the probate of this, our LAST WILL AND TESTAMENT.

ITEM II. We will, devise and bequeath all our property real, personal and mixed wheresoever located to the survivor during their lifetime and after their death to the following the children, to-wit: Robert Cain, Eddie Lee Cain, Bennie Lue Bouldin, Birlean Bouldin, Sam Bouldin, Jr., Floyd Bouldin, Arthur Lee Bouldin, Earnest Bouldin, Patricia Bouldin Hart, Judean Bouldin and LeRoy Bouldin, each to share alike.

ITEM III. In the event any of the legatees above named passes before the survivor, then in that event his or her <sup>to go to the</sup> share is/remaining legatees above named.

WITNESS OUR SIGNATURES, this 25 day of September, 1979.

**FILED**  
THIS DATE

JUL 21 2006

ARTHUR JOHNSTON, CHANCERY CLERK

D.C.

Josephine Hood (WITNESS)

Sam Bouldin  
SAM BOULDIN

Patricia Brown (WITNESS)

Bobbie Lee Bouldin  
BOBBIE LEE BOULDIN

ATTESTATION CLAUSE

We, the undersigned witnesses to the Will of Sam Bouldin and Bobbie Lee Bouldin, do hereby certify that the said Sam Bouldin and Bobbie Lee Bouldin on the day they executed the foregoing will were over the age of eighteen years and of sound and disposing mind and memory; that they signed and subscribed said will and published it as their LAST WILL AND TESTAMENT in our presence and in the presence of each of us and that we at their expressed instance and request signed and subscribed said will as witnesses thereto in their presence and in the presence of each other as an attestation thereof.

WITNESS OUR SIGNATURES, this 25 day of September, 1979.

THIS DAY

SEP 13 1982

BILLY V. COOPER

Chancery Clerk

N. Wright

Josephine Hood (WITNESS)

Patricia Brown (WITNESS)

with a

B 40 P 293 1/2

STATE OF MISSISSIPPI  
MADISON COUNTY

I, Arthur Johnston, Chancery Clerk of the above  
named County and State, do certify that the foregoing  
instrument is a true and correct copy of the original.

Witness my signature and seal of court

This the 21<sup>st</sup> day of July, 2006

ARTHUR JOHNSTON, CHANCERY CLERK

BY: Don Stewart D.C.

IN THE CHANCERY COURT OF MADISON COUNTY,

FILED  
MISSISSIPPI  
THIS DAY  
FEB 16 1982  
BILLY V. COOPER  
Chancery Clerk

In The Matter of THE LAST WILL AND TESTAMENT  
OF SAM BOULDIN, DECEASED

MRS. BOBBIE LEE BOULDIN, PETITIONER

NO \_\_\_\_\_

STATE OF MISSISSIPPI  
COUNTY OF MADISON

This day personally appeared before me the undersigned authority, in and for the jurisdiction above mentioned, Josephine Hood, who being by me first duly sworn stated upon his oath that Sam Bouldin, late of Madison County, Mississippi, made published and declared his last Will and Testament on September 25, 1979 and that he was one of the attesting witnesses to the Will and that he did so at the request of the said Sam Bouldin, in his presence, and also in the presence of Patricia Brown, the other subscribing witness of said Will, that he has examined the instrument of writting attached to the Petition of Bobbie Lee Bouldin, seeking probation of said Will, and that the instrument afore-said is the true and geninue Last Will And Testament of Sam Bouldin, deceased.

Josephine Hood

SWORN TO AND SUBSCRIBED before me this the 19 day of

February, 1982.

Billy V. Cooper  
CHANCERY CLERK

Arthur Johnston, D.C.

STATE OF MISSISSIPPI  
MADISON COUNTY

I, Arthur Johnston, Chancery Clerk of the above named County and State, do certify that the foregoing instrument is a true and correct copy of the original.

Witness my signature and seal of court

This the 21<sup>st</sup> day of July, 2006  
ARTHUR JOHNSTON, CHANCERY CLERK

BY: Arthur Johnston D.C.

MADISON COUNTY, MS This instrument was  
filed for record July 21, 2006

Book 40 Page 293  
ARTHUR JOHNSTON, C.C.

BY: L. Cooper D.C.



errh "08"

KNOW ALL MEN BY THESE PRESENTS that I, WOODROW P. WILKERSON, of the City of Jackson, in Hinds County, in the State of Mississippi, being of sound and disposing mind, memory and understanding, do hereby make and declare this to be, and publish this as, my Last Will and Testament, hereby revoking any and all Wills and Testaments and Codicils heretofore made by me.

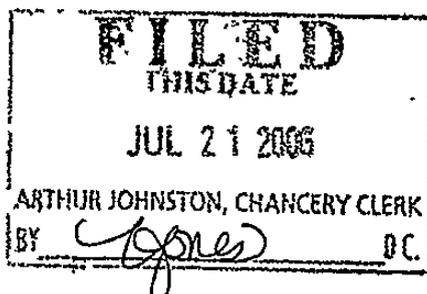
FIRST: I give, devise and bequeath all of my property unto my beloved wife, Mary Josephine Jones Wilkerson, of Jackson, Mississippi, being all of the property of every kind, character and description wheresoever the same may be situated, that I may own, or in which I may be interested, at the time of my death.

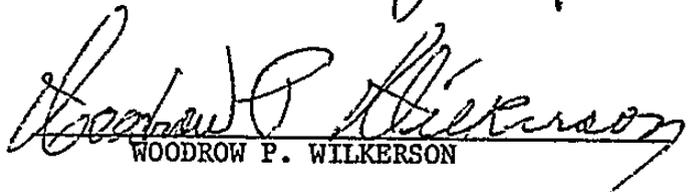
SECOND: I hereby nominate, constitute and appoint my said beloved wife, Mary Josephine Jones Wilkerson, Executrix of this my Last Will and Testament, and direct that she shall not be required to give any bond, or surety, or sureties, as such Executrix, nor shall she be required to render any account to any Court of her acts as such Executrix, nor to file any inventory in any Court.

THIRD: In the event my beloved wife shall precede me in death, or in the event we shall die simultaneously, then do I give, devise and bequeath all of my property, to share and share alike, unto my son Woody Gann Wilkerson and unto my niece, Cherryl Ann Jones Webb.

FOURTH: In the event my beloved wife shall precede me in death, or in the event we shall die simultaneously, then do I hereby nominate, constitute and appoint my son Woody Gann Wilkerson, Executor of this my Last Will and Testament, and direct that he shall not be required to give any bond, or surety, or sureties, as such Executor, nor shall he be required to render any account to any Court of his acts as such Executor, nor to file any inventory in any Court.

IN TESTIMONY WHEREOF, I, WOODROW P. WILKERSON, TESTATOR as aforesaid have hereunto affixed my signature on this the 20 day of July, 1977.



  
WOODROW P. WILKERSON

SIGNED, PUBLISHED AND DECLARED by the said WOODROW P. WILKERSON, Testator as aforesaid, as and for and to be his Last Will and Testament, in the presence of the undersigned, who, at his request, and in his presence, and in the presence of each other, have hereunto affixed our signatures as witnesses on this the 20<sup>th</sup> day of July, 1977.

Mrs. J. H. Farbutton  
WITNESS

Bryan L. Johnson  
WITNESS

*Woodrow P. Wilkerson*  
*July 20, 1977*

## IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
WOODROW P. WILKERSON, DECEASED

CIVIL ACTION NO. \_\_\_\_\_

## AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF Madison

This date personally appeared before me, the undersigned authority at law in and for the state and county aforesaid, the within named JULIA K. TARBUTTON (also known as Mrs. J. H. Tarbutton), 3249 Brandywine Drive, Madison, MS 39110, 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 Woodrow P. Wilkerson, deceased, who was known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 20th day of July 1977, a true and correct copy of which is attached hereto as an Exhibit.
- (2) That on the 20th day of July 1977, said Woodrow P. Wilkerson signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Bryan L. Johnson, the other subscribing witness to the instrument.
- (3) That Woodrow P. Wilkerson was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with the other said witness 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 Woodrow P. Wilkerson, and in the presence of each other.

Julia K. Tarbutton  
JULIA K. TARBUTTON

SWORN TO AND SUBSCRIBED before me, as of the 19<sup>th</sup> day of July, 2006.

Deanna Simkins  
NOTARY PUBLIC

My Commission Expires.

~~MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES AUG. 22, 2006  
ISSUED UNDER SPECIAL NOTARY SERVICE~~

OF COUNSEL:

Thomas M. Milam, Esq.  
Post Office Box 1247  
Madison, Mississippi 39130-1247  
Telephone No. (601) 853-1268  
Mississippi Bar No. 3264

MADISON COUNTY, MS This instrument was  
filed for record July 21, 2006

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ARTHUR JOHNSTON, C C

BY K. Stevens D.C.

