

FILED
THIS DATE
JUL 28 2006
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Jim Sullivan* C.

Last Will and Testament

2006-646

OF

R. E. KEMP

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

ARTICLE I

I direct that all of my just debts, funeral expenses and expenses of my last illness be paid as soon as is reasonably convenient, and I authorize my executor, in case of any claim made against my estate, to settle and discharge same as he may deem appropriate in his absolute discretion.

ARTICLE II

I direct that all estate, inheritance, transfer, legacy or succession taxes, administrative costs and expenses which may be assessed to, or incurred by or imposed on my estate, or any part thereof, whether or not passing under my Will, including the taxable value of all policies of insurance on my life, if any, shall be paid from the portion of my estate passing to the trust set out in Article VI hereinafter.

ARTICLE III

If my beloved wife, Sally R. Kemp, shall survive me, I hereby give and bequeath unto my said wife any interest I may have in all household effects, furniture, furnishings, appliances and the like located within our residence; all automobiles or similar motor vehicles; and all items of personalty which are particularly personal to me such as clothing, jewelry, personal effects and the like. In the event my beloved wife shall not survive me, then and in that event I give and bequeath all of

R.E.K.

said property in equal shares, share and share alike, to my daughter and grandchildren who shall survive me.

ARTICLE IV

If my beloved wife shall survive me, I direct that my executor shall divide the rest, remainder and residue of my estate into two portions, identified as the "marital portion" and the "non-marital portion" as follows: the marital portion shall consist of the smallest amount of assets of my estate that qualify for the marital deduction as will be sufficient to result in the lowest or no federal estate tax being imposed upon my estate, after first setting aside and funding and assembling the non-marital portion in such amount as to make maximum use of the unified credit, and all other allowable credits and deductions therefrom. It is my intent that in assembling said two portions, that the portion used to fund the non-marital portion make maximum utilization of the said remaining unified credit applicable to my estate. In making the computations necessary to determine the amounts and assets to be utilized in funding said portions, the final determinations for federal estate tax purposes shall control. In the sole power and discretion of the executor, the payment of these portions may be made wholly or partly in cash or property as selected by him; provided, however, that the value of all such property so selected shall be what is finally determined for federal estate tax purposes in my estate; provided further, that in exercising this power and discretion my executor shall in no event include in the marital portion any asset or proceeds of any asset which do not qualify for the marital deduction for federal estate tax purposes. Notwithstanding anything to the contrary, my executor shall distribute assets to these two portions fairly representative on the date or dates of distribution, of appreciation or depreciation in the value of all property available for inclusion in each portion.



ARTICLE V

I hereby give, devise and bequeath the marital portion of my estate as defined in Article IV hereinabove unto my wife, if she shall survive me.

ARTICLE VI

If my beloved wife shall survive me, I hereby give, devise and bequeath the non-marital portion of my estate, as defined in Article IV hereinabove, unto my trustee hereinafter appointed, in trust, to be held, managed and distributed during the life of my wife, Sally R. Kemp, in the following manner and for the following purposes:

- A. My trustee shall pay the net income of this trust to my said wife in convenient installments not less than quarterly.
- B. During the lifetime of my said wife, my trustee may distribute such sum from or parts of the principal or corpus of this trust, including the whole thereof, as my trustee, in his sole discretion, may determine to be necessary or advisable for her support, health, and general welfare, taking into account all other sources of income or property available to her; provided, however, that my trustee shall be prohibited from making any such payments from principal or corpus in reimbursement to any government entity which may have incurred expense for the benefit of my wife, and my trustee shall not pay any obligation of my wife which obligation is otherwise payable by any governmental entity or pursuant to any governmental program of reimbursement or payment.
- C. I direct that should either of my grandchildren, Jennifer Carol McKay or Lara Leigh McKay express a desire to build a residence on that certain real property described as parcel "B" or "C" in that certain Warranty Deed dated the 17th day of January, 1991, wherein R. E. Kemp and Sally R. Kemp, grantors, sold and conveyed said parcels to R. E. Kemp and Sally R. Kemp, as tenants in common, then I direct that my trustee, upon being satisfied that my said granddaughter or granddaughters truly desire to construct a residence thereon, convey any and all interest this trust may have in and to said parcel B to Jennifer and/or parcel C unto Lara, for that purpose.
- D. Upon the death of my beloved wife, I direct that my trustee shall convey any and all interest this trust may have in those certain parcels of real property located in Madison County, Mississippi, described as parcels "A", "B" and "C" and "D" in that certain Warranty Deed dated the 17th day of January, 1991, wherein R. E. Kemp and Sally R.



Kemp, sold and conveyed said property to R. E. Kemp and Sally R. Kemp as joint tenants, as follows:

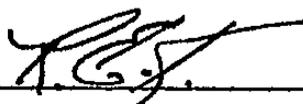
1. Parcel "A" unto my daughter, Patricia Carol Brister.
2. Parcel "B" unto my granddaughter Jennifer Carol McKay if she be living.
3. Parcel "C" unto my granddaughter Lara Leigh McKay, if she be living.
4. Parcel "D" unto my grandson, Marc McKay.
5. I direct that my trustee divide the remainder and residue of this trust into two (2) equal shares, one such equal share for my daughter and one equal share for my grandson, Marc K. McKay, and to distribute one equal share to my said daughter, if she be living, or, if she be deceased, said equal share to the issue of her body, per stirpes. The other equal share shall be distributed to my grandson, Marc McKay if he be living, or if deceased, then to the issue of his body, per stirpes. If my said grandson shall predecease my wife without issue, then his share shall be distributed to my said daughter, or her issue, per stirpes. If, under the terms of this trust, any distribution is directed to be made to any person who is then a minor under the age of 21 years, I direct that any portion to be distributed to said minor immediately vest in said minor, but be maintained in trust by my trustee herein for the use, benefit, care, maintenance, health, education and support of said minor until said minor beneficiary shall obtain the age of 21 years, whereupon the remaining portion of said minor's trust shall be distributed unto said issue beneficiary. Upon distribution of all income and principal as provided for herein, this trust shall terminate.

ARTICLE VII

My executor and trustee, in their sole discretion, shall determine how assets are to be divided in funding the shares or portions of my estate or trusts created herein.

ARTICLE VIII

In the event my beloved wife shall predecease me, then and in that event I give, devise and bequeath all of the rest and



residue of my estate, real, personal and mixed and wheresoever situated as follows:

- A. All my right, title and interest in and to my residence and approximately 1.8 acres upon which it is located in Madison County, Mississippi, unto my grandson, Marc K. McKay.
- B. Any and all interest I may own in that certain real property described as parcels "A", "B" and "C" and "D", in that certain Warranty Deed dated the 17th day of January, 1991, with R. E. Kemp and Sally R. Kemp, grantors unto R. E. Kemp and Sally R. Kemp, as tenants in common, as follows: Parcel "A" unto my daughter Patricia Carol Brister; parcel "B" unto my granddaughter Jennifer Carol McKay; parcel "C" unto my granddaughter Lara Leigh McKay; and parcel "D" unto my grandson, Marc McKay.
- C. I direct that my executor assemble all the rest and residue of my estate, real, personal and mixed, and wheresoever situated, and divide same into two (2) equal shares, one said equal share for my daughter Patricia Carol Brister, if she shall survive me, or if she shall be then deceased, to the issue of her body, per stirpes. I do hereby give, devise and bequeath the other such equal share to my said grandson, Marc McKay, or if he shall predecease me, then to his issue, per stirpes, or if he shall then be deceased without issue, then his said share to my daughter or her issue, per stirpes.

ARTICLE IX

The trusts herein created are private trusts and neither the principal nor income of these trusts, nor any part of same, shall be liable for the debts of any beneficiary hereunder, nor shall same be subject to seizure by any creditor of any beneficiary hereunder, and no beneficiary shall have any power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of his or her interest in the trust fund, or any part of same, or the income produced from said fund, prior to distribution. My trustee shall not be required to obtain an order or approval of any Court for the exercise of any power or discretion herein contained. My trustee shall not be required to make any report or accounting to any Court, but shall prepare and maintain an accounting of all income, expenses and distributions of this trust, and shall provide a copy of same at least annually to all beneficiaries of the trust herein created.



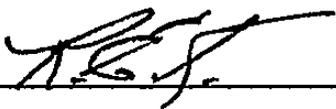
ARTICLE X

If this Will or trust herein created shall be for the benefit of a minor beneficiary, said trust shall immediately vest in said minor but shall be held in trust for the support, health, maintenance and education of said minor beneficiary until said minor shall obtain the age of 21 years at which time said minor's share of the then accumulated income, principal and corpus of said trust shall be paid over unto said minor beneficiary free and clear of trust. The trustee, in making any distribution to beneficiaries who are minors, or incapacitated or incompetent, may, at his discretion, make distribution either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to the relative or guardian of the person of the beneficiary who has custody and care of the minor beneficiary or (d) by applying distributions for the benefit of the beneficiary by paying expenses directly. In any event, the trustee shall require such reports, accountings and take such steps as the trustee deems necessary to assure and enforce the application of such distributions for the exclusive benefit of the beneficiary.

ARTICLE XI

In addition to the powers conferred by law or by other provisions of this Will upon my executor and trustee, I direct that they shall have the following discretionary powers:

- A. To retain any property which I may own at the time of my death or which may at any time be in their hands, or to sell, exchange or to otherwise dispose of such property at public or private sale, without application to any Court, on any terms, including extension of credit, which they deem advisable.
- B. To continue any business in which I have an interest for any period of time which they consider advisable, or to sell or otherwise dispose of any such business or shares of stock in connection therewith.
- C. No trustee of any trust created hereunder shall be required to enter into any bond or to file with any Court a formal accounting of the trustee's administration. The trustee shall



render annual accountings to all beneficiaries of any trust herein created. No persons paying money or delivering property to the trustee shall be required to see to its application.

- D. My trustee shall have the power to hold and invest any and all assets of the trust herein created pursuant to its terms, provided, however, that I desire that in making any such investments, that my trustee be guided by conservative and prudent standards, with a goal of preserving principal and corpus with safe investments, and not necessarily obtaining high income yields requiring speculation or risk.

ARTICLE XII

I hereby constitute and appoint Marc K. McKay as executor of this my Last Will and Testament, or, if he be unable or unwilling to serve, then my beloved wife, Sally R. Kemp, or if she be unwilling or unable to serve, then my son-in-law William Brister as substitute executor. I direct that my executor serve without the necessity of posting bond or security for the faithful performance of his duties, and I waive the requirement that a formal appraisal be made of my estate.

ARTICLE XIII

I hereby appoint and constitute Marc K. McKay, as trustee of the trusts herein created, or if he be unwilling or unable to so serve, then Charles Moore, attorney, Jackson, Mississippi, as successor trustee with all powers of the original trustee hereunder. I direct that my trustee shall serve without the necessity of posting bond for the faithful performance of his duties. I further direct that my trustee may resign at any time by giving written notice, specifying the effective date of resignation, to the persons who are then beneficiaries of this trust at that particular time. In the event that, during the term of this trust, any successor trustee, not provided for herein, be appointed by any Court of competent jurisdiction, I direct that such successor trustee shall be a federally chartered bank possessing trust powers and with a recognized trust department. Any resigning trustee shall deliver all trust assets to the

Sally R. Kemp

successor trustee on the effective date of resignation and shall, within thirty (30) days thereafter, submit a full and final accounting to the successor trustee and to all beneficiaries of this trust. Any successor trustee shall be vested with all the rights, powers, duties and discretions conferred upon the original trustee.

ARTICLE XIV

If my wife and I should die simultaneously, or under such circumstances which make it difficult to determine which of us died first, I direct that my wife be deemed to have survived me and that this Will shall be construed and interpreted upon that presumption.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament on this 17 day of January, 1991.

R. E. Kemp
R. E. KEMP

This instrument was, on the date hereinabove indicated, signed, published and declared by R. E. KEMP, the testator, to be his Last Will and Testament in our presence and we, at his request and in his presence and in the presence of each other have hereunto subscribed our names as witnesses at Madison County, Mississippi, this 17th day of January, 1991.

WITNESS:

Walter C. Williams

660 Lakeland E, Suite 300
Jackson MS 39208
Address

WITNESS:

Walter C. Williams

2679 Insurance Center Dr
Jackson MS 39215
Address

WITNESS:

Address

R. E. Kemp

MADISON COUNTY, MS This instrument was
filed for record July 20, 2006
Book 40 Page 299
ARTHUR JOHNSTON, C C
BY R. E. Kemp DC



2006-646

**CODICIL
TO THE
LAST WILL AND TESTAMENT
OF
R. E. KEMP**

I, R. E. KEMP, an adult resident of Ridgeland, Madison County, Mississippi, being above the age of eighteen (18) years and being of sound and disposing mind and memory, do hereby make, publish and declare this to be a Codicil to my Last Will and Testament dated January 17, 1991, hereby revoking all other codicils heretofore made by me.

ITEM I

Article VIII of the said Last Will and Testament is hereby amended to read as follows:

ARTICLE VIII

I give, devise and bequeath all of the rest and residue of my estate, real, personal and mixed and wheresoever situated, as follows:

- A Unto my grandson, Marc K. McKay, all my right, title and interest in and to my residence and a tract of land containing 12.555 acres upon which it is located, situated in the South Half of Section 20, T7N, R2E, Ridgeland, Madison County, Mississippi, and being more particularly described as follows:

Commence at the Southeast corner of aforesaid Section 20 and run

R. E. Kemp

R. E. KEMP, TESTATOR

WAB
BCK

West for a distance of 2,051.62 feet; thence North for a distance of 526.23 feet to the Point of Beginning for the property herein described; thence West for a distance of 736.19 feet, thence North for a distance of 88.38 feet, thence West for a distance of 467.23 feet; thence South 87 degrees 50 minutes 34 seconds West to the Eastern Right-of-Way Line of Jackson Street, thence North 00 degrees 26 minutes 55 seconds East along said Eastern Right-of-Way Line for a distance of 317.22 feet; leaving said Eastern Right-of-Way Line, run thence East for a distance of 157.80 feet; thence North 88 degrees 51 minutes 00 seconds East for a distance of 1,355.19 feet; thence South 01 degrees 36 minutes 00 seconds West for a distance of 421.68 feet to the Point of Beginning.

- B. Unto my grandson, Marc K. McKay, any and all interest I may own in that certain tract of land containing 11.067 acres situated in the South Half of Section 20 and the North Half of Section 29, T7N, R2E, Ridgeland, Madison County, Mississippi, and being more particularly described as follows:

Commence at the Southeast corner of aforesaid Section 20 and run West for a distance of 2,112 feet; thence South for a distance of 24.55 feet to the Point of Beginning for the property herein described; thence North 87 degrees 58 minutes 34 seconds West for a distance of 1,251.14 feet; thence North 00 degrees 19 minutes 00 seconds West for a distance of 160.32 feet; thence East for a distance of 530.22 feet; thence North for a distance of 346.28 feet; thence East for a distance of 736.19 feet; thence South 01 degrees 36 minutes 00 seconds West for a distance of 550.99 feet to the Point of Beginning.

- C. Unto my grandson, Marc K. McKay, I will, devise and bequeath all of my right, title and interest in and to the units (shares) of Tracewood Farms, L.P., a Mississippi limited partnership, and any and all other right, title and interest that I may have thereto, including, but not limited to, all of the units (shares) that I owned prior to the death of my wife, Sally R. Kemp, and all those units (shares) that I inherited through my wife, Sally R. Kemp's, estate, whether or not these inherited shares are held in the trust as stated under Sally R. Kemp's Last Will and Testament dated January 17, 1991. I deem this bequest

WJK
BEX

R. E. Kemp

R. E. KEMP, TESTATOR

to be necessary for my general welfare, as well as for other reasons in my best interest, and in fulfillment of my desires as to the disposition of this property. I further will, devise and bequeath to my grandson, Marc K. McKay, any and all interest that I may have in certificates of deposit.

- D. Unto my granddaughter, Jennifer McKay Naeger, the sum of Ten Thousand and No/100ths Dollars (\$10,000.00).
- E. Unto my granddaughter, Lara McKay Hebert, the sum of Ten Thousand and No/100ths Dollars (\$10,000.00).
- F. Unto my grandson Marc K. McKay, all of the rest residue and remainder of any real property and any mixed property that I may own wheresoever situated
- G. I direct that my executor assemble all the rest, residue and remainder of the personal property of my estate, wheresoever situated, and divide same into two (2) equal shares, one said equal share for my daughter, Patricia Carol Brister, if she shall survive me, or if she shall be then deceased, to the issue of her body, per stirpes. I do hereby give, devise and bequeath the other such equal share to my said grandson, Marc K. McKay, or if he shall predecease me, then to his issue, per stirpes, or if he shall then be deceased without issue, then his said share to my daughter or her issue, per stirpes.

ITEM II

I hereby direct that in all other respects my said Last Will and Testament shall remain the same and all its other terms and conditions shall remain in full force and effect.

NGH
BSK

IN WITNESS WHEREOF I have signed and declared this to be a Codicil to my Last Will and Testament dated the 17th day of January, 1991, on this the 19th day of December, 2003.

R. E. Kemp

R. E. KEMP, TESTATOR

WITNESSES:

This instrument was, on the day and year shown above, signed, published and declared by R. E. KEMP, to be a Codicil to his Last Will and Testament dated January 17, 1991, in our presence, and we, at his request, have on the 19th day of December, 2003, subscribed our names hereto as witnesses in his presence and in the presence of each other.

Rudette E. Knauss
NAME: Rudette E. Knauss
665 Highway 51, Suite A
Ridgeland, MS 39157

Nairma J. Massingill
NAME: Nairma J. Massingill
665 Highway 51, Suite A
Ridgeland, MS 39157

MADISON COUNTY, MS THIS INSTRUMENT WAS
filed for record July 28, 2006

Book 40 Page 307

ARTHUR JOHNSTON, C.C.

BY K. Sevier DC



MADISON COUNTY, MS

IN THE CHANCERY COURT OF Madison COUNTY, MISSISSIPPIIN THE MATTER OF THE ESTATE OF
R. E. KEMP, DECEASEDNO. 2006-646AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

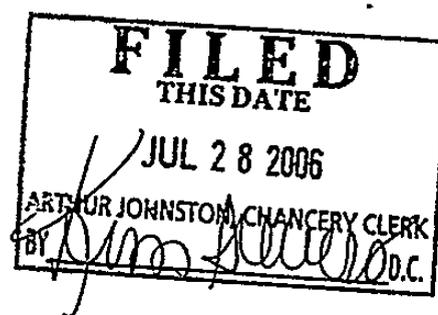
COUNTY OF RANKIN

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

(1) That the affiant is the subscribing witness to an instrument of writing purporting to be the Last Will and Testament of R. E. KEMP, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament of R. E. KEMP, dated the 17th day of January, 1991.

(2) That on the 17th day of January, 1991, the said R. E. KEMP signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of the affiant and in the presence of Walter C. Williamson, the other subscribing witness to the instrument

(3) That R. E. KEMP was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.



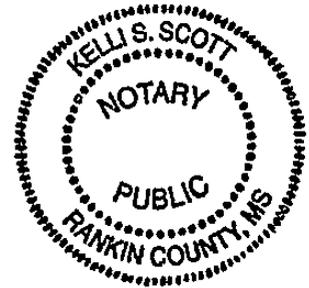
(4) That the affiant, together with Walter C. Williamson, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said R. E. KEMP and in the presence of each other.

William L. Colbert, Jr.
WILLIAM L. COLBERT, JR.

SWORN TO AND SUBSCRIBED BEFORE ME this 8th day of July, 2002.

Kelli S. Scott
NOTARY PUBLIC

MY COMMISSION EXPIRES: _____
Notary Public State of Mississippi At Large
My Commission Expires: January 7, 2006
Bonded Thru Helden, Brooks & Garland, Inc



Prepared by:
John S. Simpson-MSB #8525
McKay Simpson Lalwer Franklin & Foreman, PLLC
P. O. Box 2488
Ridgeland, MS 39158-2488
(601) 856-5794

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
R. E. KEMP, DECEASEDNO. 2006-646AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI

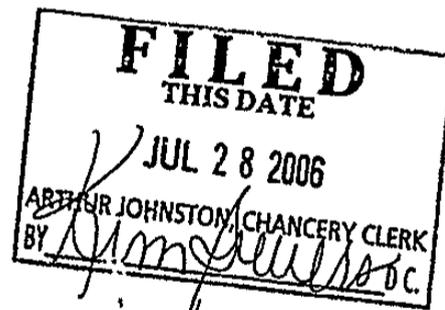
COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named NORMA J MASSINGILL who being by me first duly sworn according to the law, say on oath

(1) That the affiant is the subscribing witness to an instrument of writing purporting to be a Codicil to the Last Will and Testament of R. E KEMP, deceased, who was personally known to the affiant, and whose signature is affixed to the Codicil to the Last Will and Testament of R. E. KEMP, which Codicil is dated the 19th day of December, 2003.

(2) That on the 19th day of December, 2003, the said R. E. KEMP signed, published and declared the instrument of writing as a Codicil to his Last Will and Testament, in the presence of the affiant and in the presence of Bridgette E Knauss, the other subscribing witness to the instrument.

(3) That R. E. KEMP was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.



(4) That the affiant, together with Bridgette E. Knauss, 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 R. E. KEMP and in the presence of each other

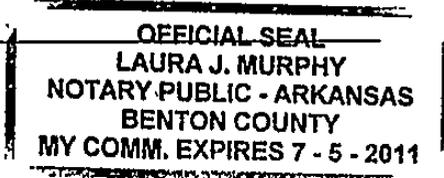
Norma J. Massingill
NORMA J. MASSINGILL

SWORN TO AND SUBSCRIBED BEFORE ME this 17th day of July

2010

Laura J. Murphy
NOTARY PUBLIC

MY COMMISSION EXPIRES:



Prepared by:
R. Keith Foreman, MSB#5421
McKay Simpson Lawler Franklin & Foreman, PLLC
P. O. Box 2488
Ridgeland, MS 39158-2488
(601) 572-8778

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
R. E. KEMP, DECEASEDNO. 2006-046AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI

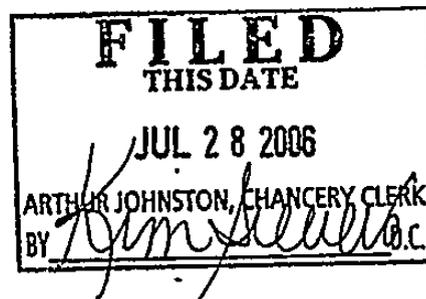
COUNTY OF MADISON

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

(1) That the affiant is the subscribing witness to an instrument of writing purporting to be a Codicil to the Last Will and Testament of R. E. KEMP, deceased, who was personally known to the affiant, and whose signature is affixed to the Codicil to the Last Will and Testament of R. E. KEMP, which Codicil is dated the 19th day of December, 2003.

(2) That on the 19th day of December, 2003, the said R. E. KEMP signed, published and declared the instrument of writing as a Codicil to his Last Will and Testament, in the presence of the affiant and in the presence of Norma J. Massingill, the other subscribing witness to the instrument.

(3) That R. E. KEMP was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.



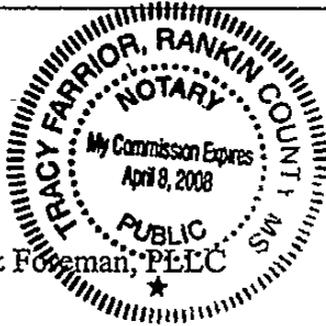
(4) That the affiant, together with Norma J. Massingill, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said R. E. KEMP and in the presence of each other

Bridgette E. Knauss
BRIDGETTE E. KNAUSS

SWORN TO AND SUBSCRIBED BEFORE ME this 12 day of July,
2006.

Juan Davis
NOTARY PUBLIC

MY COMMISSION EXPIRES: _____



Prepared by:
R. Keith Foreman, MSB#5421
McKay Simpson Lawler Franklin & Foreman, PLLC
P. O. Box 2488
Ridgeland, MS 39158-2488
(601) 572-8778

MADISON COUNTY, MS this instrument was
filed for record July 28, 2006
Book 40 Page 31
ARTHUR JOHNSTON, CC
BY R. Foreman DC



Last Will and Testament 2006-550

FILED
THIS DATE
JUL 28 2006
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Kevin Stever* D.C.

OF

ELEASE HARRIS

I, ELEASE HARRIS, of Route 3, Box 499, Canton, Madison County, Mississippi 39046, being over the age of twenty-one (21) years and of sound and disposing mind and memory, do make, publish and declare this to be my Last Will and Testament, hereby revoking all previous Wills and Codicils.

I.

I appoint as the executrix of my estate Glendora Mills, to serve without bond and to act as her good judgment and discretion will determine; and she shall not be required to file any accounting, annual or final, to any courts of her actions as executrix.

II.

I give, devise and bequeath to Isadore Brown, Sr., at the time of my death, the one (1) acre I acquired by deed from Ward Anderson, Jr. on October 26, 1979 as is recorded in Deed Book 165 at Page 662 and being in Section 7, Township 9 North, Range 3 East. Less and Except a right-of-way from my home to Mississippi Highway

Elease Harris -1- *E H*

16 which has been and is currently being used.

III.

I give, devise and bequeath my home residence situated on one acre, more or less, in Section 7, Township 9 North, Range 3 East, together with all of its furniture, furnishings and fixtures, to my cousin, Delois Jackson, with the exception of all personal property and furnishings in the front bedroom which is located on the north side of the house, these items I give, devise and bequeath to Glendora Mills.

IV.

I give, devise and bequeath to Glendora Mills, at the time of my death, the residue of my estate which includes a 69 acre tract of real property that I own on Doak's Creek in Section 6, Township 9 North, Range 3 East in Madison County, Mississippi.

V.

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

WITNESS MY SIGNATURE, this 9th day of June, 1997.

Elease Harris

ELEASE HARRIS

Elease Harris -2- EH

WITNESSES:

James H. Hubbs
Bessie M. Davis

* * *

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

WITNESS OUR HANDS, this *9th* day of *June*, 1997.

Elease Harris -3- *EH*

WITNESSES:

NAMES

ADDRESSES

Joseph H. Hinkley

95 Lee Green Road
Cartersville, MS 39051

Bessie M. Harris

P.O. Box 824
Canton, MS 39046

A WILLS\Elcase.wpd

Elcase Harris -4- E. H.

MADISON COUNTY, MS This instrument was
filed for record July 28, 2006

Book 40 Page 317
ARTHUR JOHNSTON, C C

BY K. Siewers DC



Last Will and Testament 2006-662

OF

NOLA DALE GRANBERRY

I, **NOLA DALE GRANBERRY**, also known as Mrs. Joseph Dykes Granberry, an adult resident citizen of Ridgeland, Madison County, State of Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament and revoke all other wills or codicils heretofore made by me at any time.

ARTICLE I

I hereby give, devise and bequeath all my property, real and personal, of every description, unto my two children, Dixie Dale Granberry Speir and Elizabeth Ruth Granberry Collins (Bettie), in equal shares, share and share alike, per stirpes. If either of my daughters should predecease me, then that deceased daughter's children shall take my deceased daughter's share per stirpes.

ARTICLE II

For purposes of identification, my daughter, Dixie Dale Granberry Speir, resides at 645 Evangeline Road, Cincinnati, Ohio 45240 and my daughter Elizabeth Ruth Granberry Collins resides at Route 7, Box 661, River Road,

Hattiesburg, MS 39401.

ARTICLE III

My daughters will know how to dispose of certain personal effects of mine in the manner that I have directed.

ARTICLE IV

I hereby name, nominate and appoint my daughters, Dixie Dale Granberry Speir and Elizabeth Ruth Granberry Collins, as Executrices of my will and estate, to serve without posting bond, without making a formal accounting or inventory and without having a formal appraisal made of my property, nor making any formal accounting to any person or the court as to the administration of my estate, all of such bond, inventory, appraisal and accounting being hereby expressly waived. If either of my daughters shall be deceased, or for any reason be unable to serve, or once having served shall be unable to continue to serve, the other shall serve as Executrix without bond, inventory, appraisal or accounting. In the event that neither of my daughters can serve, then I direct that one or more of my sisters may qualify and serve in place of my daughters. For purposes of identification, my sisters are Donnie Dale Varcoe, Halle Dale Patten and Helen Dale Howie, all of the Jackson, MS, area. If my sisters shall be required to serve as Co-Executrices or as an Executrix, then they shall serve without bond, inventory, appraisal or accounting. I understand that an appraisal of my house

may have to be obtained to determine a tax basis in the house, however, the formal appraisal required by law and inventory and accounting are waived and shall not be required.

ARTICLE V

I hereby give, devise and bequeath all the rest and residue of the remainder of my estate, after the payment of expenses of probate and any funeral expenses, or other debts, unto my daughters, Dixie Dale Granberry Speir and Elizabeth Ruth Granberry Collins, in equal shares, share and share alike, per stirpes. It is my direction that the residue of my estate be divided in equal parts, one equal part for each of my daughters to be hers absolutely and forever, and if either of my daughters shall predecease me, the share of such deceased daughter is given, devised and bequeathed to such deceased daughters' children, in equal shares, per stirpes.

ARTICLE VI

Any Executrix or Co-Executrices named herein shall have authority to pay any of my debts as soon after my death as may be convenient, to pay all funeral expenses, any taxes owing my me or my estate or any administration expenses of my estate, as soon after my death as may be convenient, regardless of whether such debts are probated and registered against my estate or not. Such authority shall be in the sole discretion of the Executrices to pay such claims and debts and

expenses and without the same being required to be probated, registered and allowed in any formal way. Nothing in this will shall ever be construed to create a trust for the benefit of creditors or to enlarge upon my statutory duty to pay debts. I direct my Co-Executrices do not have to immediately pay off any long term mortgage notes secured by real estate, and that the same may be assumed by my devisees. My Co-Executrices or any Executrix named herein and serving shall have the powers and discretions granted to Trustees under the Mississippi Uniform Trustees Powers Law, §91-9-101 through 91-9-119 of the Mississippi Code of 1972, annotated, including the power to sell, lease, mortgage or exchange any of the real or personal property which I may own as of the date of my death at public or private sale, for cash or on credit, or to mortgage it, pledge it, lease it or exchange it, all to be exercised without court order.

ARTICLE VII

I hereby specifically grant to my Co-Executrices or to any Executrix named herein the power without the consent of any beneficiary to make distributions, including the satisfaction of any pecuniary bequests, in cash or in specific property, real or personal, or in undivided interest therein, or partly in cash or partly in such property and to do so without regard to the income tax basis of specific property allocated to any beneficiary without making a prorata distribution of specific assets. It is my desire that my daughters would take my

tangible personal property or equal sentimental and monetary value.

IN WITNESS WHEREOF, I have hereunto subscribed my name and published this to be my Last Will and Testament in the presence of the attesting witnesses on this, the 30th day of March, 2004.

Nola Dale Granberry
NOLA DALE GRANBERRY

The above and foregoing Last Will and Testament of Nola Dale Granberry was declared by her in our presence to be her Last Will and Testament, and was signed by the said Nola Dale Granberry in our presence, and we, at her request and in her presence and in the presence of each other, witnessed and attested the due execution of the Last Will and Testament of Nola Dale Granberry.

This, the _____ day of March, 2004.

Nola Dale Granberry
NAME Anne Michal

758 Pear Orchard
Ridgeland MS 39157
ADDRESS

Margaret Vard
NAME

758 Pear Orchard
Ridgeland, Ms. 39157
ADDRESS

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
NOLA DALE GRANBERRY

CAUSE NO.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Anne Michael, who by me being first duly sworn, deposes and states on oath that he/she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Nola Dale Granberry, and that the said Nola Dale Granberry, signed, published and declared said instrument to be her Last Will and Testament on the 30 day of March, 2004, in the presence of this affiant and Margaret Tardo, the other subscribing witnesses to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Margaret Tardo subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testatrix, and in the presence of each other.

Anne Michael

SWORN TO AND SUBSCRIBED before me on this, 30 day of Mach, 2004.

Carly Shady
NOTARY PUBLIC

(SEAL)

My Commission Expires:

My Commission Expires: SEP 12, 2005

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
NOLA DALE GRANBERRY

CAUSE NO.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Margaret Tardo, who by me being first duly sworn, deposes and states on oath that he/she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Nola Dale Granberry and that the said Nola Dale Granberry, signed, published and declared said instrument to be her Last Will and Testament on the 30 day of March, 2004, in the presence of this affiant and Anne Michael, the other subscribing witnesses to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Anne Michael, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testatrix, and in the presence of each other.

Margaret Tardo

SWORN TO AND SUBSCRIBED before me on this, 30 day of March, 2004.

Curly G. [Signature]
NOTARY PUBLIC

(SEAL)
My Commission Expires:

My Commission Expires: **SEP 12, 2005**
CT\B82\Willis\Granberry

MADISON COUNTY, MS This instrument was
filed for record August 1 2006.
Book 40 Page 321
ARTHUR JOHNSTON, C.C.
BY: K. Sewer D.C.



PROBATE DOCKET

Cause No. 10576

Case No 10576 Estate Of BETTY JEAN MCDONALD

File Date 01-31-97

Name of Administrator,

JOHN C. MCDONALD, JR.

886-4170

ROY WINGATE

ORANGE TX 77632

RT. 8 BOX 990

1802 LINDENWOOD

Address

ORANGE TX 77630

DATE OF FILING

PROCEEDINGS

01-31-97 APPLICATION TO PROBATE & WILL (CIT. POSTED)

103.00PD

2-19-97 Application granted. Order. *M. Thompson*

2-19-97 ORDER ADMITTING WILL TO PROBATE, PROOF OF DEATH, & OATH & WILL RETURNED SIGNED BY JUDGE 2 LETTERS ISSUED INVENTORY, APPRAISEMENT AND LIST OF CLAIMS AND UNSIGNED ORDER FILED AND SENT

\$16.00 PAID

10-15-97 ORDER RETURNED SIGNED

1-21-98 FEDERAL ESTATE & GENERATION-SKIPPING TRANSFER TAX CLOSING LETTER FILED

\$3.00 PAID

FILED THIS DATE AUG 03 2006 ARTHUR JOHNSTON, CHANCERY CLERK BY *[Signature]* DC

40 P 328

No. 10576

IN RE:) (IN THE COUNTY COURT OF
 ESTATE OF) (ORANGE COUNTY, TEXAS
 Betty Jean McDonald,) (SITTING IN MATTERS PROBATE
 DECEASED

APPLICATION TO PROBATE

TO THE HONORABLE JUDGE OF SAID COURT:

Now comes John C. McDonald, Jr., hereinafter called applicant, and respectfully shows the court:

1.
 Applicant resides at 1802 Lindenwood, Orange, Texas 77630, in the county of Orange, State of Texas.

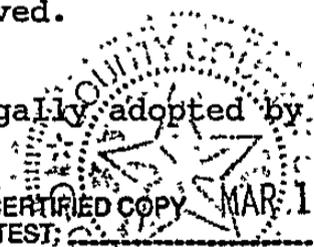
2.
 Betty Jean McDonald, hereinafter called deceased, whose Social Security Number was 457-42-6910, died at the age of 71 years on January 4, 1997, in Orange County, Texas.

3.
 At and before death the deceased had and maintained a domicile and place of residence in the county of Orange, Texas.

4.
 At the time of death the deceased was seized and possessed of an estate of an undetermined value, the nature of said estate being realty and personalty.

5.
 The deceased left a written will duly executed in accordance with the laws of the State of Texas on the 6th day of December, 1995, at which time she was 69 years of age. In this will, she appointed your applicant to act in the capacity being applied for here today, that is, as independent executor. The will was self proved.

6.
 No child or children were born to or legally adopted by


 A CERTIFIED COPY MAR 13 2006
 ATTEST:
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By *Kevin LeBoeuf*
 Kevin LeBoeuf, Deputy

B 40 P 331

12.

Your applicant is hereby offering this will for probate for all purposes.

WHEREFORE, your applicant prays that citation be issued as required by law; that said will be admitted to probate; that letters testamentary be issued to your applicant and that such other and further orders be made as to the court may deem proper.

Roy Wingate
Roy Wingate
Attorney for Applicant
Rt. 8, Box 990,
Orange, Texas 77632
Phone: 409 886 4170
Bar Card No. 21769000

FILED FOR RECORD

'97 JAN 31 AM 10 24

KAREN JO VANCE
COUNTY CLERK
ORANGE COUNTY, TEXAS

BY *Shawn...*
DEPUTY

A CERTIFIED COPY MAR 13 2006
ATTEST:
KAREN JO VANCE, County Clerk
Orange County, Texas
By *Kevin LeBoeuf*
Kevin LeBoeuf, Deputy

8143KMA

B 40 P 332

100/10

WILL OF

BETTY JEAN McDONALD

INDEX

1.0 Gifts

2.0 Disposition of the Remainder of My Estate

3.0 The Betty Jean McDonald Family Trust

4.0 Fiduciary Appointments

5.0 Administrative Provisions

6.0 Fiduciary Powers and Provisions

7.0 Construction and Definitions

Signature and Attestation

Self Proving Affidavit



 A CERTIFIED COPY

 ATTEST. MAR 13 2006

 KAREN JO VANCE, County Clerk

 Orange County, Texas

 By *Kevin LeBoeuf*

 Kevin LeBoeuf, Deputy

I, Betty Jean McDonald, a resident of Orange County, Texas, declare this to be my Will and revoke any other Will and Codicil I may have previously made.

I am married to John Cabot McDonald, Jr. ("my husband"). We have three children, all of whom are living: Linda Kay McDonald, born June 26, 1952, who currently resides in Houston, Harris County, Texas ("Linda"); Michael Patrick McDonald, born March 26, 1956, who currently resides in Orange, Orange County, Texas ("Michael"); and John David McDonald, born April 21, 1963, who currently resides in Orange, Orange County, Texas ("John").

My Social Security number is 457-42-6910.

1.0

GIFTS

1.1 Personal and Household Effects. I give my personal and household effects to my husband, but if my husband does not survive me, I give them to my descendants then living, per stirpes in equal shares. If neither my husband nor any of my descendants survive me, this gift will lapse and be added to my residuary estate.

1.2 Memoranda. I have made, or may make from time to time, written instructions to my executor requesting that certain items of personalty be distributed to certain named persons. It is my expectation that these desires will be

For Identification: BJM

-1-



 A CERTIFIED COPY / MAR 13 2006

 ATTEST:

 KAREN JO VANCE, County Clerk

 Orange County, Texas

 By Kevin LeBoeuf

 Kevin LeBoeuf, Deputy

carried out, and my executor shall be fully protected in relying on those instructions'.

2.0

DISPOSITION OF THE REMAINDER OF MY ESTATE

I give as follows all of the remainder of my estate, including any lapsed or void gift (hereinafter referred to as "my residuary estate"):

2.1 Gift to My Husband. I give my husband, if he survives me, an amount equal to the value of my residuary estate. If, however, a reduction of that amount would not result in any increase in the federal estate tax payable by reason of my death, that amount shall be reduced by the largest sum which will not result in any increase in the federal estate tax payable. That amount, less that reduction if applicable, shall be the amount of the gift under this Section. Additional provisions governing this gift are in Section 2.3 of this Article.

2.2 Gift to The Betty Jean McDonald Family Trust. To the Trustee of the Betty Jean McDonald Family Trust to be held under Article 3.0 of this Will, I give all my residuary estate not passing under Section 2.1 above. If my husband does not survive me, I give all of my residuary estate to the Trustee of the Betty Jean McDonald Family Trust to pass under this Section of my Will.

For Identification: BJM

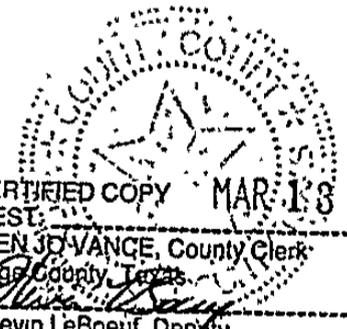
ORANGE COUNTY COURT
A CERTIFIED COPY : MAR 13 2006
ATTEST
KAREN JO VANCE, County Clerk
Orange County, Texas
By Kevin LeBoeuf
Kevin LeBoeuf, Deputy

2.3 Additional Provisions Governing the Gift in Section 2.1. This Section contains various technical provisions which shall govern the gift under Section 2.1 (referred to as "the gift" in this Section 2.3).

A. In determining the amount of the gift, values shall be those finally determined for federal estate tax purposes; the values of all interests in property in my gross estate for federal estate tax purposes which pass or have passed from me to my husband under this Will or otherwise in a manner qualified for the federal estate tax marital deduction under the provisions of the Code shall be taken into account; the words "pass or have passed" shall have the same meaning as those words have for estate tax marital deduction purposes under provisions of the Code; elections made by my executor under law shall also apply and control for these purposes; the unified credit, the credit for tax on prior transfers as to a transferor dying before me, and the credit for foreign death taxes allowable against that tax (but no other credits) shall be taken into account; and any disclaimer regarding the gift shall be disregarded for this purpose.

B. In satisfying the gift, the properties used shall be only those qualifying for the federal estate tax marital deduction; to the extent possible without failing to satisfy the gift fully, these properties shall not include any

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 A CERTIFIED COPY MAR 18 2006

 ATTEST:

 KAREN JO VANCE, County Clerk

 Orange County, Texas

 By Kevin LeBoeuf

 Kevin LeBoeuf, Deputy

8143KMA

unmatured life insurance policy, property as to which a credit for foreign death taxes is allowable against that tax upon my estate, and United States Treasury Bonds redeemable at par in payment of that tax upon my estate; each asset distributed in kind shall be valued at its federal estate tax value finally determined for that purpose, except that if any such asset is acquired after my death, the reference to federal estate tax value regarding that asset shall be deemed to be to its income tax basis, and provided further that the gift shall be satisfied on a basis that fairly reflects net appreciation and depreciation between the date of valuation and the date of distribution in all of the assets from which distribution could have been made; and the right to any income in respect to decedent under Section 691 of the Code shall be allocated before other properties are allocated and shall be allocated as a matter of right to the gift to the extent of the amount of the gift.

C. My husband shall be entitled to the net income of my estate fairly attributable to the gift. My executor shall distribute that income currently, if feasible. That income shall be income for trust accounting purposes.

D. I intend the gift to produce a federal estate tax marital deduction for the amount of the gift. Accordingly, no power or discretion under this Will shall be exercised or

For Identification: BGM

ORANGE COUNTY CLERK
 A CERTIFIED COPY MAR 13 2006
 ATTEST:
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By Kevin LeBoeuf
 Kevin LeBoeuf, Deputy

8143KMA

B 40 P 337

exercisable in a manner inconsistent with this intent, and all matters under this Will shall be resolved in accord with this intent. The gift is one of a dollar amount. As provided in Article 6.0 hereof, I do not, however, require my executor in all events to elect under Section 2056(b)(7) of the Code to have the gift qualify for a federal estate tax marital deduction. In determining the amount of the reduction, it shall be assumed, however, that the election has been made, even if not made.

3.0

THE BETTY JEAN McDONALD FAMILY TRUST

All property passing under Section 2.2 of this Will shall belong to the Betty Jean McDonald Family Trust but shall be referred to hereafter in this Article 3.0 as the "trust estate", which means also any properties however and whenever acquired, and any income therefrom, including accumulated income which may belong to a trust hereunder. The Betty Jean McDonald Family Trust shall be held under the following provisions:

3.1 Distribution During My Husband's Lifetime. The trustee shall distribute or apply for the benefit of my husband those sums from the income and principal of the trust estate that shall be necessary or desirable, in the trustee's discretion, to provide for his support, maintenance, and

For Identification: BJM

COURT CLERK
A CERTIFIED COPY MAR 13 2006
ATTEST
KAREN JO VANCE, County Clerk
Orange County, Texas
By Kevin LeBoeur
Kevin LeBoeur, Deputy

medical care in order to maintain his standard of living as nearly as practicable at the level existing at my death. My principal purpose in establishing this trust is to provide full and adequate care for my husband and my Trustee is instructed to administer the trust and make distributions accordingly.

The trustee is also authorized to distribute, in convenient installments, to my then living descendants those sums from income and principal, which are not distributed to my husband, that the trustee deems necessary and in the best interests of those beneficiaries for purposes of support, maintenance, medical care, and education, after taking into consideration any gifts my husband wishes to make to such descendants for these purposes, without regard to equality of distribution. The trustee shall consult my husband concerning distributions to descendants, though this advice shall not be binding and the trustee shall exercise its discretion which shall be binding upon all parties.

3.2 Special Power of Appointment. My husband shall have a special power of appointment over all or any part of the trust estate in favor of any one or more of a group consisting of my descendants, spouses of my descendants, and charities, exercisable by deed during his lifetime or by will at his death. My husband, however, shall not have the right or power to appoint any of the property to himself, his creditors, his

For Identification: BJM

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A CERTIFIED COPY MAR 13 2006
 ATTEST:
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By Kevin LeBoeuf
 Kevin LeBoeuf, Deputy

8143KMA

B 40 P 339

estate or creditors of his estate. These deeds or will (which shall be admitted to probate) shall refer specifically to this Will and power of appointment. This appointment may be made, for life or for any other estates that my husband shall desire, in trust or otherwise, and may be made subject to lawful spendthrift provisions. A spouse of a descendant of mine shall be any person who is lawfully married to a descendant of mine at that descendant's death and has not since remarried.

If my husband disclaims property which as a result passes to the trustee under this Article 3.0, the power of appointment under this Section 3.2 shall be inoperative as to the property thus disclaimed, and the disclaimer shall not extend to or otherwise affect my husband's beneficial interests under this Article 3.0, unless so provided expressly in an instrument signed by my husband. Further, if my husband is serving as a co-trustee of the trust established under this Article 3.0 and disclaims property which as a result passes to the trustee under this Article 3.0, the trustee or trustees other than my husband shall have sole power to administer the disclaimed properties.

3.3 Distribution After My Husband's Death... Upon my husband's death, in the event he fails to exercise the preceding special power of appointment with respect to the entire trust estate, or if my husband does not survive me, the

For Identification: BJM

ORANGE COUNTY CLERK
A CERTIFIED COPY MAR 13 2006
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KAREN JO VANCE, County Clerk
Orange County, Texas
By Kevin LeBoeuf
Kevin LeBoeuf, Deputy

trust estate not disposed of shall be divided by the trustee into as many equal shares as there are my children then living and deceased children of mine leaving descendants then living. Each share set aside for a child who predeceases me shall be further divided into a separate share for each of that child's descendants, on a per stirpes basis.

A. Distribution to Children. The trustee shall convey and deliver to each then living child of mine his or her proportionate share of the trust estate.

B. Trust for Other Descendants Under 35 Years of Age. If the trustee sets aside a portion of the trust estate for a living descendant of a deceased child of mine, each share so held shall be a separate and distinct trust for that beneficiary.

C. Application of Trust Funds. The trustee, in its discretion, may at any time distribute or apply for the benefit of the beneficiary of a trust such amounts of the net income and principal of the trust as the trustee determines, in his discretion, is necessary and in the best interests of the beneficiary for the purposes of support, maintenance, medical care, and education. However, when a beneficiary attains 21 years of age, all net income of the beneficiary's trust shall be distributed to the beneficiary in convenient installments not less frequently than annually.

For Identification: BJM

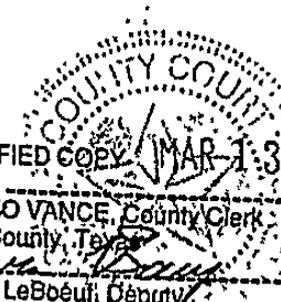
-8-

A CERTIFIED COPY - MAR 13 2006
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KAREN JO VANCE, County Clerk
Orange County, Texas
By Kevin LeBoeuf
Kevin LeBoeuf, Deputy

D. Distribution to Beneficiary at 35 Years of Age. Trustee shall convey and deliver to any beneficiary who becomes 35 years of age the balance of the trust estate, including any undistributed income; of that beneficiary's separate trust.

E. Distribution Upon Death of a Beneficiary. If any beneficiary dies prior to the termination of the trust created for his benefit, and leaves living descendants, all of the trust estate of that beneficiary's trust shall be distributed to the then living descendants of the deceased beneficiary, per stirpes, subject to the continuing trust provisions in Section 3.3F below. If the deceased beneficiary has no living descendants, the trust estate of that beneficiary's trust shall be distributed, free of trust, to the then living descendants of the parent of such deceased descendant who is a child of mine, per stirpes; but if any of my such living descendants is then a beneficiary of any trust created hereunder, the share to which that person is entitled shall not be distributed free of trust to him, but shall be added to the principal of the trust of which he is the beneficiary, and shall thereafter be held and administered in accordance with the terms thereof. If all of such descendants are then deceased, the trustee shall distribute the remaining trust estate to my heirs at law.

For Identification: BJM


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 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By Kevin LeBoeuf
 Kevin LeBoeuf, Deputy

F. Continuation of Trust for Beneficiary. If upon the event terminating any trust or upon any other event requiring a distribution under Section 3.3, property is to be distributed free of trust to any person who is under any legal disability at that time, the trustee may elect to hold this property in a separate trust for that person until the disability is removed or until that person dies, whichever occurs first. At that time, the trustee shall distribute the remaining property to that person or to the personal representative of his estate. During the term of any continuation of a trust, the trustee may apply the trust funds as authorized in Section 3.3 C for the benefit of that beneficiary.

3.4 Best Interests of Beneficiary. In making distributions in the best interests of a beneficiary, the trustee may consider (a) the age and health of the beneficiary, (b) the costs of the beneficiary's support, maintenance, education and comfort, (c) the general standard of living to which the beneficiary has been accustomed, (d) any income or assets the beneficiary may have from other sources to the knowledge of the trustee, including payment from the Social Security Administration, any public welfare program, or any other governmental or private source, (e) the total value, and nature of the assets held in trust for the beneficiary, (f) the

For Identification: BJM

ORANGE COUNTY CLERK
 ATTEST
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By Kevin LeBœuf
 Kevin LeBœuf, Deputy

CERTIFIED COPY MAR 13 2006

8143KMA

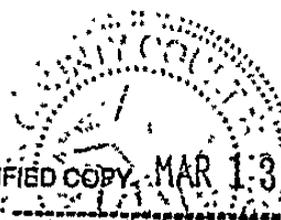
B 40 P 343

effect of any distribution upon the income and transfer tax liability of the beneficiary or of the trust, and (g) any other factors deemed relevant by the trustee.

3.5 Statement of Trust Purposes. As a guide to the trustee, but without intending to limit or control the trustee's discretion, I offer the following expressions of intent as to the purposes of the trust. During my husband's remaining lifetime, the trust shall be held primarily for his benefit. No distributions may be made to or for the benefit of my descendants during my husband's lifetime unless my trustee has determined that such distributions will not have an adverse effect on my husband's standard of living during his remaining lifetime and such distributions would be in the best overall interest of my family. With respect to any distributions to be made by the trustee to my children or other descendants, whether during my husband's remaining lifetime or after his death, my primary objective is to provide for the support, health and educational needs of my children and other descendants. I particularly desire that each of my grandchildren be afforded every opportunity to obtain as full and complete an education (including attendance at college, graduate, trade, and professional schools) as he may reasonably desire and to which he may be qualified to be admitted. If a beneficiary other than my husband is at least eighteen years of

For Identification: BJM

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 A CERTIFIED COPY, MAR 13 2006
 ATTEST: _____
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By Kevin LeBoeuf
 Kevin LeBoeuf, Deputy

8143KMA B 40 P 344

age and not in school, or eighteen years of age and not diligently pursuing a course of higher education, I desire that such beneficiary be self-supporting, if circumstances permit. However, this expression of my desire does not limit Trustee's discretion to furnish support, maintenance, medical care, or education for that beneficiary.

4.0

FIDUCIARY APPOINTMENTS

4.1 Executor. I appoint my husband independent executor of this Will. If my husband fails or ceases to act as executor for any reason, I appoint Linda, Michael, and John as substitute or successor independent co-executors; provided that if any one of them fails or ceases to serve, the remaining one or ones shall serve as sole executor or co-executors, as the case may be.

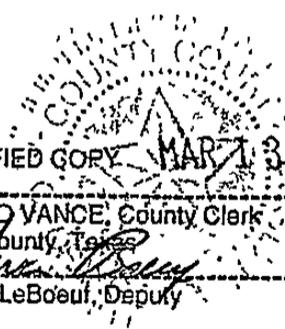
4.2 Trustee. I appoint my husband, Linda, Michael, and John co-trustees of all trusts created by my Will.

4.3 Successor Trustee; Co-Trustee.

(a) Named Successors. If Linda, Michael, or John fail or cease to serve as co-trustee, the remaining one or ones shall serve or continue to serve as successor co-trustee or co-trustees with my wife. If Linda, Michael, and John all fail or cease to serve as co-trustee with my husband at any time, then my husband may appoint a national bank or state bank

For Identification: _____

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 A CERTIFIED COPY
 ATTEST. MAR 13 2006
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By Kevin LeBoeuf
 Kevin LeBoeuf, Deputy

with trust powers, or a trust company as successor co-trustee. Under no circumstances shall my husband serve as sole trustee. Upon my husband's death, or in the event my husband resigns or becomes incapable of serving or continuing to serve as co-trustee, the person then serving or entitled to serve as co-trustee with him shall serve as sole trustee of the trust or of any portion of the trust estate required to be held in a continuing trust under Section 3.3 of this Will.

(b) Appointment of Successor Trustee by Trustee. At any time after qualifying as trustee, any trustee other than my husband may appoint a successor trustee to act in his place, either immediately or in the future upon any stated contingency, and may thereby supersede the provisions for successor trustees contained in Section 4.3(a).

(c) Appointment of Successor Trustee by Beneficiaries. If at any time there is no trustee of a trust and none has been appointed, a majority of the beneficiaries other than my husband (including a beneficiary's parent, legal guardian or legal representative, in the case of a beneficiary under a legal disability) who might be entitled to receive a distribution from the trust estate of that trust, shall appoint a successor trustee.

(c) Appointment of Co-Trustee. Any trustee (acting jointly if more than one) other than my husband may

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appoint one or more co-trustees.

(d) Who May Be Appointed. A successor trustee or co-trustee appointed under subparagraphs (b) or (c) or this Section 4.3 may be any individual other than a beneficiary, a national or state bank with trust powers, or a trust company, and may be domiciled anywhere.

(e) Procedure for Appointment. Appointment shall be made by written instrument filed with the trust records. Any such appointment may be changed or revoked prior to the date it becomes effective.

4.4 Resignation of Trustee. A trustee may resign from a trust without the necessity of any court proceeding upon meeting these conditions.

(a) Notice. At least 30 days written notice shall be given to each beneficiary (including a beneficiary's natural or legal guardian or legal representative, in the case of a beneficiary under a legal disability) who might then be entitled to receive a distribution from the trust estate.

(b) Accounting. If and to the extent required by the successor trustee, an accounting for the administration of the trust shall be given to the successor trustee. All successor trustees shall be fully protected in relying upon such accounting.

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4.5 Compensation. Any beneficiary of my will serving as executor or trustee hereunder shall receive no fee for serving in that capacity but shall be entitled to reimbursement for out-of-pocket expenses incurred in connection with the performance of those services. Any other executor and trustee will be entitled to receive a reasonable fee commensurate with the duties and responsibilities, taking into account the value and nature of the estate and the time and work involved, and in keeping with fees customarily charged for trust services of similar nature in Texas at the time the services are rendered, without regard to any statute dealing with fiduciary compensation, and in the case of a corporate fiduciary, in accordance with the fee schedule published by that corporate fiduciary and as amended from time to time.

5.0

ADMINISTRATIVE PROVISIONS

5.1 Trustee's Accounts. All properties delivered to the trustee to be held in trust hereunder, however and whenever acquired, and any income therefrom, including accumulated income which may belong to a trust hereunder, shall be referred to as the "trust estate". The trustee shall maintain for each trust an accurate account of all principal, income, and expenses and shall install and maintain for this purpose throughout the existence of each trust an adequate system of

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bookkeeping or accounting. The trustee, shall render to each adult beneficiary, and to the parent or guardian of each minor beneficiary, an annual statement of receipts and disbursements of income and principal, together with an annual statement of assets and liabilities.

5.2 Special Distribution Provisions

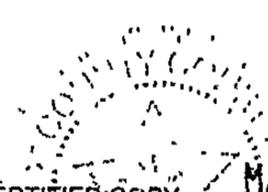
A. Distribution During Estate Administration.

My executor is authorized to begin distribution of income or principal from my estate as if any trust created hereunder had been established at the time of my death. However, the partition and distribution of my residuary estate shall not occur until after payment or provision for payment of the death taxes shall have been made. A partial distribution may be made subject to any indebtedness or liability of my estate.

B. Distribution of Personal and Household Effects. If any of my personal and household effects pass to more than one beneficiary, the executor shall have sole discretion to divide them among the beneficiaries, taking into account my desire and the desire of the beneficiaries: In making up the respective shares, the executor may equalize any inequality in monetary value (as determined by the executor) by a distribution of cash. All expenses of packing, shipping, insuring and delivering any of these items to a beneficiary

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shall be paid by the executor as an administration expense of my estate.

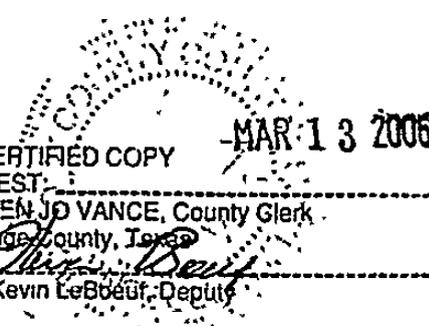
C. Methods for Making Distributions to or for Beneficiaries.

1. During the term of a trust, the trustee may make any distribution from the trust (a) to the beneficiary, (b) to the guardian of the person or guardian of the estate of the beneficiary, (c) to any other person furnishing support, maintenance or education for the beneficiary or with whom the beneficiary is residing, for expenditure on the beneficiary's behalf, or (d) to a custodian for a minor beneficiary, as selected by the trustee, under the Uniform Transfers to Minors Act or similar statute of any state. Alternatively, the trustee may apply all or a part of the distribution directly to a third party for the beneficiary's benefit. However, no distribution shall be made that has the effect of discharging a legal obligation (including the obligation of support) of any person other than the beneficiary to whom the distribution is made.

2. If any beneficiary of a gift of personal and household effects is under a legal disability, the executor may follow any of the methods described above in making distribution of that beneficiary's share of the gift. The executor may also sell all or a part of such a beneficiary's

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share of personal and household effects and then follow any of the above methods in making distribution of the sale proceeds. Any distribution under this Section 5.2C.2 shall be a full discharge of the executor or trustee with respect thereto.

5.3 Debts, Expenses and Taxes. My executor shall pay all of my funeral expenses, expenses of administering my estate, and debts, other than debts that I have incurred by borrowing against the cash surrender value of life insurance policies on my life and debts to the extent secured by the assignment of life insurance policies on my life. Nothing herein shall require the payment of any installment prior to its due date or the payment of any indebtedness secured by a mortgage or other lien on any property. My executor may extend or renew any debt upon any terms and for any period of time as he may deem appropriate. My estate, however, shall not bear my husband's share of any community debts or expenses allocable against his share of our community property.

My executor shall also pay all taxes (including any interest or penalties thereon) payable by reason of my death, including taxes on property passing outside of my probate estate.

All of my debts, funeral expenses, expenses of administering my estate, and taxes to be paid by my executor under this Section 5.3, except for any generation-skipping

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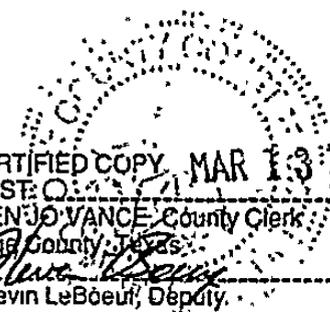
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transfer tax imposed under the Code, shall be charged against the assets of my residuary estate without reimbursement from the recipient of any property of my estate. Specifically, no contribution for any of such taxes attributable to the proceeds of any insurance policy on my life or of a retirement plan in which I hold an interest, including any additional estate taxes due on an excess retirement accumulation, shall be made by any beneficiary other than my estate. These charges may be paid in such order and out of such of the assets in my residuary estate (including its income) as my executor deems appropriate. If any generation-skipping transfer tax is levied against my estate, the burden of that tax shall be borne pro rata by all assets the value of which is included in the base upon which the tax is computed.

Notwithstanding the foregoing, if a portion of my residuary estate passes to my husband under Section 2.1 of my Will, all debts, expenses and taxes will be borne first by that portion of my residuary estate passing under Section 2.2 of this Will to the Betty Jean McDonald Family Trust; provided that in the event that a federal estate tax marital deduction is not allowed for any interests in properties which pass under Section 2.1 those taxes will be borne by those interests in properties to the extent that those taxes exceed what those taxes would have been if a federal estate tax marital deduction

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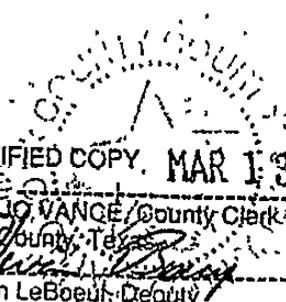

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had been allowed for the value of those interests in properties for federal estate tax purposes.

5.4 Designation of Trustee as Beneficiary. I may have designated the trustee named in my Will as the beneficiary of the proceeds of life insurance proceeds on my life or as the beneficiary of the proceeds of employee benefit plans, individual retirement accounts, or similar plans in which I have an interest. The trustee may take all steps necessary to collect the proceeds, and the receipt of the trustee shall be a full discharge to any party required to make payment of the proceeds. If my husband survives me, and if he has any ownership interest in the policy or plan from which the proceeds come, the proceeds which are attributable to his ownership shall be paid to him, and the remaining portion shall be paid in accordance with this Section 5.4. If my husband does not survive me, or if he has no ownership interest in the plan or policy from which the proceeds come, all of the proceeds shall be paid in accordance with this Section 5.4. The trustee shall, unless the designation indicates otherwise, allocate the proceeds as though they had been part of my residuary estate remaining after payment of debts, taxes, and expenses of administration. These proceeds, however, shall not be considered a part of my testamentary estate, and shall not

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be liable for payment of debts, taxes, and expenses of administration of my estate:

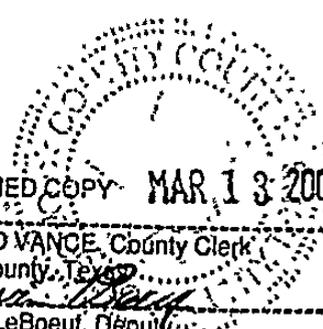
5.5 Spendthrift Provision, No beneficiary shall have the power to anticipate, encumber or transfer his interest in any trust estate in any manner. No part of any trust estate shall be liable for or charged with any debts, contracts, liabilities or torts of a beneficiary or subject to seizure or other process by any creditor of a beneficiary or any person or agency furnishing support to the beneficiary, whether by right of subrogation or otherwise.

5.6 Maximum Term of Trust. In order to avoid any possible violation of the Rule Against Perpetuities, and notwithstanding anything in this Will to the contrary, no trust shall continue for a period longer than 21 years after the death of the last to die of all of the descendants of my parents and my husband's parents who were living at the death of the first to die of my husband and me. Any trust still in force at that time shall terminate, and the remaining trust estate shall be distributed to the beneficiary of the trust.

5.7 Character of Income Earned on Trust Estate: I intend that the income earned on the trust estate be the separate property of any beneficiary and any distributions from any trust shall be the sole and separate property of the beneficiary receiving the same.

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5.8 Merger of Trusts. If my husband's will establishes any trust for the same beneficiaries and containing essentially the same terms as any trust established by my will, the trustee may merge such trusts and administer the merged trust estates as a single trust.

5.9 Termination at Trustee's Discretion. If in the trustee's opinion the assets of any trust administered under Section 3.3 of my Will are insufficient or if for any other reason it is uneconomical or inadvisable to justify continuation of the trust at any time, and if termination of the trust is in the best interest of the beneficiary, the trustee may terminate the trust and distribute the assets to or for the benefit of the beneficiary, or in the case of a corporate trustee may resign and appoint an individual to serve as successor trustee.

6.0

FIDUCIARY POWERS AND PROVISIONS

6.1 Fiduciary Powers. I give my executor and my trustee from time to time acting hereunder discretionary power to deal with any property held in my estate or in trust as freely as I might handle my own affairs. This power may be exercised independently and without the prior approval of any Court, and no person dealing with my executor or trustee shall be required to inquire into the propriety of their actions.

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Without in any way limiting the generality of the foregoing, I give to my executor and trustee all of the specific powers and authority granted to independent executors under the Texas Probate Code and to trustees under the Texas Trust Code, and the following specific powers and authority in addition to and not in substitution of powers conferred by law:

1. To compromise, settle, or adjust any claim or demand by or against my estate or any trust, including any claim for taxes; to agree to any rescission or modification of any contract or agreement; to prosecute or defend any suit; and to prepay all or any part of any indebtedness, including any mortgage on any property in my estate or in any trust.
2. To retain any security or other property, so long as the retention appears advisable, to exchange any security or other property for other securities or properties and to retain the items received in exchange.
3. To sell, exchange, give options upon, partition, convey, or otherwise dispose of, with or without covenants (including covenants of warranty of title) any security or property, real or personal, which may be held in my estate or in any trust from time to time, at public or private sale or otherwise, for cash or other consideration or on credit, and upon any terms and conditions as my executor or trustee shall think advisable, and to transfer and convey any security or property free of all trusts.
4. To invest and reinvest in such stocks, bonds and other securities or properties as my executor or trustee may deem advisable, including stocks and unsecured obligations, undivided interests, interests in investment trusts, mutual funds, legal and discretionary common trust funds, leases, and property which is outside of my

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domicile; all without diversification as to kind or amount and without being restricted in any way by any statute or court decision, now or hereafter existing, regulating or limiting investments by fiduciaries:

5. To register and carry any estate or trust property in its own name or in the name of its nominee or to hold it unregistered, but without thereby increasing or decreasing my executor's or trustee's liability as a fiduciary.
6. To vote in person or by proxy any stock or securities held, and to grant proxies and powers of attorney to any person or persons that my executor or trustee deems proper; to consent to and participate in any form of liquidation, reorganization, consolidation, or merger of any corporation, any security of which is held; to sell or exercise any "right" issued on any security held in my estate or in trust hereunder.
7. To determine income and principal as follows: Stock dividends and capital gains shall be treated as principal. Except as herein otherwise specifically provided, the trustee shall have full power and authority to determine the manner in which expenses are to be borne and in which receipts are to be credited as between principal and income, and also to determine what shall constitute principal, and may withhold from income any reserves from depreciation or depletion as it may deem fair and equitable. In determining these matters the trustee may give consideration to the provisions of Sections 113.101 to 113.111 inclusive, of the Texas Trust Code, but shall not be bound by those provisions.
8. To borrow money (from the executor or trustee or from others) upon the terms and conditions that it may determine and to mortgage and pledge estate and trust assets as security for the repayment thereof; to make loans, secured or unsecured, in any amounts, upon any terms, at any rates of interest, and to any persons, firms or corporations, including a beneficiary, that the executor or trustee shall think advisable.

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9. To execute mineral leases, with or without unitization clauses or pooling provisions, covering any real estate and providing for the exploration for, and development and production of oil, gas, liquid or gaseous hydrocarbons, sulphur, metals and/or any and all metals, minerals and natural resources, for any term or terms and upon any conditions and rentals and in any manner that the executor or trustee may deem advisable; and any lease so made shall be valid and binding for the full term thereof, even though that term shall extend beyond the duration of my estate or a trust hereunder.
10. To improve any real estate comprising a part of my estate or any trust; to demolish any building in whole or in part, and to erect buildings; to lease any real estate for any term or terms and upon any conditions and rentals and in any manner that my executor or trustee may deem advisable and any lease so made shall be valid and binding for the full term thereof, even though that term shall extend beyond the duration of my estate or of any trust hereunder; to make repairs, replacements and improvements, structural or otherwise, to any real estate and to charge the expense thereof to principal or income (or to apportion that expense between principal and income) as my executor or trustee may deem proper; to subdivide real estate, to dedicate real estate for public use, and to grant any easement that my executor or trustee deems proper.
11. To insure any part of my estate or any trust against any risks that my executor or trustee shall think fit, the insurance to be based on market value or costs and the coverage to be full or partial as my executor or trustee shall think fit; to pay the premiums and to collect or adjust the losses; to acquire, hold, and pay premiums upon insurance upon the life of any person or persons, and to exercise any and all rights of ownership thereof. To purchase other types of insurance or annuities for any beneficiary.
12. To incorporate any property in my estate or any trust and to convey any property to a corporation for all or part of its capital stock or other

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securities; to dissolve that corporation or any other corporation, the securities of which may comprise a part of my estate or any trust and to hold or dispose of any of that property to the same effect as any other property of my estate or any trust; to act as a partner in any business, any part of which may be or become a part of my estate or any trust originally or at any time thereafter.

13. To continue to operate any business interest which becomes a part of my estate or any trust; to delegate all or part of the management thereof; to invest other funds of my estate or any trust therein; to convert that business from one form to another; all in any manner, at or for any times, and on any terms that my executor or trustee shall think fit.
14. To incur any expenses or charges in the management of my estate or any trust that my executor or trustee shall think fit; to render my estate or any trust for taxes, if my executor or trustee shall think it desirable, and to pay taxes, charges, and governmental assessments against my estate or any trust; in anticipation of those expenses, charges, taxes, and assessments to set up any reserves that my executor or trustee shall think fit.
15. To execute and deliver agreements, assignments, bills of sale, deeds, leases, notes, powers of attorney, warranties, covenants, guaranties, receipts, releases, and other papers or documents reasonably necessary or desirable to carry out the powers granted to the executor or the trustee.
16. To employ certified public accountants, attorneys, and other agents as my executor or trustee may deem advisable; to pay for their services reasonable compensation, which my executor or trustee will charge to (or apportion between) income and principal as it may deem proper.
17. To hold undivided interests in the same property for two or more trusts, and as between those trusts, to make sales, exchanges, transfers,

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divisions, and distributions thereof in money or in kind, or partly in money and partly in kind, including securities, real or personal property, or undivided interests therein. The trustee's decision on value shall be binding upon all parties in interest.

18. To deal with any person, firm or corporation, including an adult beneficiary of my estate or any trust hereunder, to purchase any type of property from any beneficiary of my estate or a trust created hereby or from the estate or trust of any beneficiary of my estate or a trust created hereby, even though the property is non-productive. Specifically, any personal representative of my estate is expressly authorized to purchase property from my estate as such authorization is required by Section 352 of the Texas Probate Code. Further, any personal representative of my estate and/or my trustee may join in, or make any voluntary partition or sale of property or interests held in my estate or in trust, upon such terms and conditions as such personal representative and/or trustee shall deem proper, even though such personal representative and/or trustee may individually own an interest in properties in which my estate or trust also has an interest.
19. Whenever required or permitted to divide and distribute my estate or any trust, to make a division or distribution in money or in kind or partly in money and partly in kind; and, in his discretion to allocate particular assets or portions thereof or undivided interests therein to any one or more of the beneficiaries hereunder taking into account the income basis of the assets as he shall deem to be for the best interests of the beneficiaries of my estate and of any trust hereby created, and to exercise all powers herein conferred after the termination of a trust until the assets have been fully distributed; and, in the absence of a showing of bad faith, his valuation of assets for the purpose of distribution in kind shall be conclusive and binding.

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20. To make any election under any tax law and any election with respect to employee benefits payable by reason of my death, in the manner my executor or trustee deems advisable, none of which elections shall result in adjustments among beneficiaries of my estate or any trust or in my executor's or trustee's personal or corporate liability. Without limiting this power, my executor is specifically authorized to (a) determine whether to elect to take a marital deduction for all or any portion of the property passing under this will, (b) claim administration expenses as deductions either on the income tax returns or the federal estate tax returns of my estate, (c) disclaim, in whole or in part, any interest in any gift, devise, or legacy to me or any interest for my benefit in any trust established by the will of any person or by any trust instrument, contract, beneficiary designation, or other form of deposition, and (d) join my husband or the executor of my husband's estate in filing any joint income tax returns for our income for any period for which such a return may be permitted, and agree with my husband or the executor of my husband's estate regarding the allocation of any liability, refund, credit, or payment.
21. My executor or trustee may allocate any federal exemption from the federal generation-skipping transfer tax to any property with respect to which I am the transferor for purposes of such tax (regardless of whether such property is included in my probate estate) and to exclude any such property from such allocation.
22. At any time or from time to time during the continuance of any trust created under this Will, with the consent of a court of competent jurisdiction, any trustee other than my husband may reform (by signing a written instrument to such effect; filing it with the records of such trust and delivering a copy of it to each beneficiary) this instrument relating to such trust, so that, consistently with the purposes of such trust and this instrument, burdensome tax consequences may be eliminated or minimized.

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23. Notwithstanding any other provision in this Will, if (i) stock in an S corporation (as defined in Section 1361 (a) (1) of the Code) would be transferred to a nonqualifying trust, and the trustee of that trust determines in his sole, reasonable discretion that the interests of the trust beneficiaries would best be served if the corporation continues to qualify as an S corporation, or if (ii) a nonqualifying trust acquires stock in a corporation that is not an S corporation and the trustee of that trust determines in his sole, reasonable discretion that the interests of the trust beneficiaries would best be served if the corporation elects S corporation status, then that trustee may transfer the stock in that corporation to a separate S Corporation trust. Any such trust shall be administrated upon identical terms and conditions as the original nonqualifying trust, except that: (i) during the life of the income beneficiary of that trust, all of the net income of the trust shall be paid to that beneficiary at convenient intervals, but in no event less often than annually; (ii) such amounts out of principal of the trust may be distributed to that beneficiary as in the trustee's discretion are necessary to maintain that beneficiary, but in no event may principal of the trust be distributed to other beneficiaries during that beneficiary's life; (iii) if the trust terminates prior to that beneficiary's death, the entire trust estate shall be distributed to that beneficiary; and (iv) if Subchapter S of the Code is amended, then the trustee may amend or add such provisions to the trust as in his sole, reasonable discretion are required to continue the corporation as an S corporation. The trustee may in his discretion terminate the S election at any time, but the terms of the S Corporation trust shall be irrevocable. The trustee shall evidence the creation of an S Corporation trust by filing a signed and dated instrument with the records of the trust. The trustee shall give written notice to the income beneficiary of the trust regarding the creation of the S Corporation trust and that beneficiary's alternatives regarding elections under the Code. For purposes of this paragraph only, the term "nonqualifying trust" shall mean

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any trust created under this Will that is not a permitted shareholder in an S corporation. The powers given to the trustee under this paragraph shall not apply if the trustee is a beneficiary of the trust.

24. My executor or trustee may elect to partition any trust or trusts created by this Will into parallel separate trusts for any reason he deems beneficial, including but not limited to the segregation of property exempt from generation-skipping transfer taxes from other property in my estate and fund, apportion, administer and charge taxes and expenses to the parallel trusts as he deems advisable in the advantageous administration of my estate and the trusts created under my Will, so long as the method of asset allocation does not jeopardize an otherwise allowable estate tax deduction or generation-skipping transfer tax exemption available to such trust. In that event, my trustee shall comply with all of the requirements of Chapter 13 of the Code and the regulations thereunder in order to treat each trust as a substantially separate and independent share for generation-skipping transfer tax purposes and to produce a zero inclusion ratio for each trust to the maximum extent allowable by law and to the extent that the trustee deems advisable. If such multiple identical trusts are created and if the trustee has the discretion to make distributions to the beneficiary or beneficiaries of such trusts pursuant to the provisions of this Will, the trustee thereafter may exercise discretionary powers held with respect to each such trust (including discretionary distributional powers) on an independent basis.
25. My executor and my trustee may retain, hold, or acquire unproductive property if he determines such action to be in the best interest of the income beneficiary or beneficiaries of my estate or any trust created hereunder.
26. In addition, the trustee shall have all rights, privileges and powers now or hereafter granted to trustees in Texas. Any subsequent legislation or regulation expanding or limiting the rights,

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privileges and powers granted a trustee shall apply to all trusts hereunder unless a trustee elects not to have such legislation or regulation apply to a particular trust by a written instrument filed with the trust records. All trust powers may be exercised upon such terms as the trustee deems advisable and may affect trust properties for any length of time regardless of the duration of the trust. Generally, and subject only to the terms of my will, the trustee shall hold, manage, control use, invest, reinvest, and dispose of the trust estate to the same extent as if the trustee were the fee simple owner thereof.

6.2 Multiple Fiduciaries. If three or more executors or trustees are qualified and acting, all powers and discretions granted to the executors or the trustees shall be exercised by a majority. When fewer than three are acting, all powers and discretions shall be exercised only by unanimous action.

6.3 Unavailability of a Fiduciary. If an individual trustee and/or executor is mentally or physically incapacitated to perform his duties, or by an instrument in writing, delegates his powers and duties to one or more other trustees or executors, that individual need not resign or be removed. In that event, the other trustees and/or executors shall exercise all the powers and discretions and perform all the duties of that trustee and/or executor as if he had died and had no successor. That individual shall not be liable for any actions taken during that period. Any person dealing with the other trustees and/or executor shall be protected in all

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8143KMA

respects upon receiving a written statement from the other trustees and/or executors of incapacity or delegation. On the termination of incapacity or delegation, such individual shall resume his position as trustee and/or executor. This provision shall not apply to the extent that my husband would be the sole trustee of the Betty Jean McDonald Family Trust then acting.

6.4 Limitation on Trustee Powers Adverse to Marital Deduction. Except as otherwise provided herein, neither my executor nor my trustee shall exercise any power or discretion in such a manner as to result in a loss of or decrease in the marital deduction available to my estate; provided, however, that nothing in this Will shall be construed as a directive by me to my executor to exercise any election or option which may be available under any tax or other law in such a manner as will result in a larger amount passing in a manner which qualifies for the marital deduction in my estate than if the contrary election were made. Any power granted to an executor or trustee hereunder shall be void to the extent that either the right to exercise or the exercise thereof shall in any way cause my estate to lose all or any portion of the marital deduction for my estate as herein provided.

6.5 Independent Administration. No action shall be had in any court of probate jurisdiction in relation to the settlement of my estate other than the probating and recording

For Identification: BJM

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A CERTIFIED COPY MAR 13 2006
ATTEST: [Signature]
KAREN JO VANCE, County Clerk
Orange County, Texas
By [Signature]
Kevin LeBoeuf, Deputy

of this Will and the return of an inventory, any required appraisement, and list of claims of my estate.

6.6 Waiver of Bond. No bond or other security will be required of any executor or trustee appointed in this Will.

6.7 Limitation of Liability. This Will shall always be construed in favor of the validity of any act by or omission of any executor or trustee, and an executor or trustee shall not be liable for any act or omission except in the case of gross negligence, bad faith or fraud which is the proximate cause of actual monetary loss to one who is a beneficiary of my estate or any trust. Specifically, in assessing the propriety of any investment in a trust, the overall performance of the entire trust shall be taken into account. A successor trustee is authorized to accept the assets delivered on the basis of the accounting furnished by the predecessor trustee or the personal representative of the estate of the predecessor trustee, and will have no duty to investigate the administration of the trust by the predecessor trustee or take any action with respect to prior acts or omissions.

6.8 Release and Delegation of Powers. Any power granted to a trustee may be released, in whole or in part, temporarily or permanently. Any such power may be delegated, in whole or in part, temporarily or permanently, to any other trustee then acting. A release or delegation shall be by

For Identification: BJM

-33-


 A CERTIFIED COPY MAR 13 2000
 ATTEST:
 KAREN JO VANCE, County Clerk
 Orange County, Florida
 By Kevin LeBoeuf
 Kevin LeBoeuf, Deputy

written instrument filed with the records of each trust to which the release or delegation applies.

7.0

CONSTRUCTION AND DEFINITIONS

7.1 Construction. Pronouns, nouns, and terms as used in this Will shall include the masculine, feminine, neuter, singular and plural forms thereof whenever appropriate to the context.

7.2 Survivorship. Any beneficiary who is not living sixty days after my death shall be considered not to have survived me. Any beneficiary, who otherwise would be entitled to a distribution upon termination of a trust, who dies within sixty days after the trust's termination, shall be considered to have died before the trust terminated. The last sentence, however, shall not apply to any trust that terminates pursuant to Section 5.6, dealing with the maximum term of trusts.

7.3 Personal and Household Effects. "Personal and household effects" means all personal automobiles, trucks, boats, household goods, furniture, furnishings, garden and sports equipment, china, jewelry, silver, works of art, clothing, personal effects, and any other similar items, and includes any insurance on any of these items. The determination of which items fall within these categories shall

For Identification: BJM

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A CERTIFIED COPY MAR 13 2006
 ATTEST
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By Kevin LeBoeuf
 Kevin LeBoeuf, Deputy

8143KMA

B 40 P 367

be in the sole judgment of the executor, whose decision shall be binding on all parties.

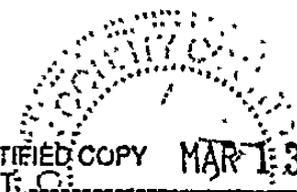
7.4 Trust Estate. "Trust estate" means, all assets, however, and whenever acquired, including income, which may belong to a trust at any given time.

7.5 Descendants. "Children" means any legitimate children born to or adopted by the person designated. "Descendants" means the legitimate children of the person designated and the legitimate lineal descendants of such children; and includes any person adopted before attaining age 18 and the adopted person's legitimate lineal descendants. A posthumous child shall be considered as living at the death of his parent. Except for discretionary distributions which may be made unequally among a group of beneficiaries whenever a distribution is to be made to the descendants of any person; the property of my estate or a trust shall be distributed on a per stirpes basis, that is, the property shall be divided into as many shares as there are living children of the person and deceased children of the person who left descendants who are then living, and each living child (if any) shall take one share and the share of each deceased child shall be divided among his then living descendants in the same manner.

8.6 Heirs. Any distribution to be made to "my heirs at law" shall be made:

For Identification: BJM

-35-


 A CERTIFIED COPY MAR 13 2006
 ATTEST: C.
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By Kevin LeBoeuf
 Kevin LeBoeuf, Deputy

8143KMA

B 40 P 368

(a) One-half to the persons who would have inherited my personal property if I had died intestate sixty days after the date of my death (if the distribution is from any probate estate) or had died intestate at the time the distribution is to be made (if the distribution is upon termination of a trust), domiciled in Texas and not married, under the laws of Texas in force on the date this will is signed, with the shares of taking determined by those laws.

(b) One-half to the persons who would have inherited my husband's personal property if he had died intestate sixty days after the date of my death (if the distribution is from any probate estate) or had died intestate at the time the distribution is to be made (if the distribution is upon termination of a trust), domiciled in Texas and not married, under the laws of Texas in force on the date this will is signed, with the shares of taking determined by those laws.

If, at the time the distribution to "my heirs at law" is to be made, there are no living persons or beneficiaries to take under either of the above subparagraphs, the share described in that subparagraph shall be distributed, in the same proportions, to the persons described in the other subparagraph.

8.7 Fiduciary References. All references in my Will to "executor" or "trustee" shall refer to the executor or

For Identification: BJM

-36-

A CERTIFIED COPY MAR 13 2006
 ATTEST:
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By Kevin LeBoeuf
 Kevin LeBoeuf, Deputy

trustee who is then acting as such.

8.8 The Code. All references in this Will to the "Code" shall mean the federal Internal Revenue Code in effect at the time of my death.

This typewritten instrument consisting of thirty-eight pages, with this the thirty-seventh page thereof, and each page bearing my initials on the lower margin I declare to be my Last Will and Testament, by signing and subscribing my name this 6th of December, 1995, in the presence of Jude Turley and Shannon Pruett, who have signed as attesting witnesses at my request, and in my presence, and in the presence of each other.

Betty Jean McDonald
 BETTY JEAN McDONALD

-37-

ORANGE COUNTY, TEXAS
 A CERTIFIED COPY - MAR 13 2006
 ATTEST
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By *Kevin LeBoeuf*
 Kevin LeBoeuf, Deputy

The preceding instrument consisting of this and thirty-seven other typewritten pages was on the above date subscribed by the said Betty Jean McDonald, the Testatrix therein named, who thereupon declared the same to be her Last Will and Testament and requested us to become witnesses thereto, whereupon we, in her presence, and in the presence of each other did then and there subscribe our names as attesting witnesses thereto.

Jude Turley
JUDE TURLEY

Address: 2120 Crockett
Orange, TX 77630

Shannon Pruett
SHANNON PRUETT

Address: 205 Blueberry
Bridge City, TX 77611

A CERTIFIED COPY MAR 13 2006
ATTEST
KAREN JO VANCE County Clerk
Orange County, Texas
By Kevin LeBoeuf
Kevin LeBoeuf, Deputy

8143KMA

THE STATE OF TEXAS §

COUNTY OF JEFFERSON §

B 40 P 371

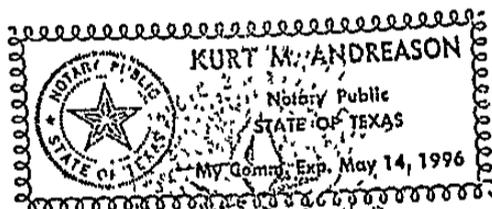
BEFORE ME, the undersigned authority, on this day personally appeared Betty Jean McDonald, Jude Turley and Shannon Pruett, known to me to be the Testatrix and the witnesses, respectively, whose names are subscribed to the annexed and foregoing instrument in their respective capacities, and, all of said persons being by me duly sworn, the said Betty Jean McDonald, Testatrix, declared to me and to the said witnesses in my presence that said instrument is her Last Will and Testament, and that she had willingly made and executed it as her free act and deed for the purposes therein expressed; and the said witnesses, each on their oath stated to me, in the presence and hearing of the said Testatrix, that the said Testatrix had declared to them that said instrument is her Last Will and Testament, and that she executed the same as such and wanted each of them to sign it as a witness; and upon their oaths each witness stated further that they did sign the same as witnesses in the presence of the said Testatrix and at her request; that she was at that time eighteen years of age or over and was of sound mind; and that each of said witnesses was then at least fourteen years of age.

Betty Jean McDonald
 BETTY JEAN McDONALD
 Testatrix

Jude Turley
 JUDE TURLEY
 Witness

Shannon Pruett
 SHANNON PRUETT
 Witness

SUBSCRIBED AND ACKNOWLEDGED before me by the said Betty Jean McDonald, Testatrix, and subscribed and sworn to before me by the said Jude Turley and Shannon Pruett, witnesses, this 6th day of December, 1995.

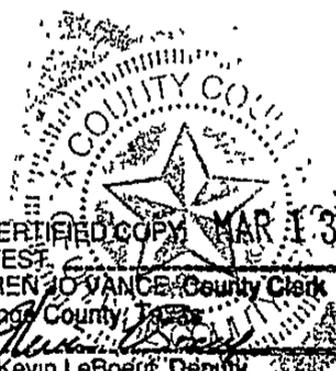


KJL
 NOTARY PUBLIC FOR STATE OF TEXAS

Filed For Record
 '97 JAN 31 AM 10 25

KAREN JO VANCE
 COUNTY CLERK
 ORANGE COUNTY, TEXAS
Sharon Paul Vance
 DEPUTY

B 40 p 372



A CERTIFIED COPY MAR 13 2006
ATTEST
KAREN JO VANCE, County Clerk
Orange County, Texas
By *Kevin LeBoeur*
Kevin LeBoeur, Deputy

B 40 P 373

No. 10576

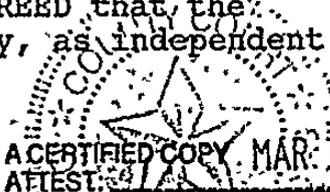
IN RE:) (IN THE COUNTY COURT OF
ESTATE OF) (ORANGE COUNTY, TEXAS
Betty Jean McDonald,) (SITTING IN MATTERS PROBATE
DECEASED		

ORDER ADMITTING WILL TO PROBATE

Be it remembered that on this day came on to be heard the application of John C. McDonald, Jr., hereinafter called applicant, for the probate of the last will of Betty Jean McDonald, hereinafter called deceased, said application and will having been filed with the court on the 31st day of January, 1997, and due proof being taken in the manner required by law, and it appearing to the satisfaction of the court that this court has jurisdiction and venue over this estate, proceeding and subject matter and that every citation and notice required by law has been duly issued, served and returned in the manner and for the length of time required by law, and it being proved to the satisfaction of the court that the deceased at the time of executing said will was of sufficient legal age to execute a will, was of sound mind, and died on the 4th day of January, 1997, in Orange County, Texas; that deceased executed such will with the formalities and solemnities and under the circumstances required by law to make it a valid will; that the will has not been revoked and that it is entitled to probate; and it further appearing that the applicant was named in said will as independent executor and that applicant is entitled by law to letters, and is not disqualified from accepting letters; that four years have not elapsed since the death of the deceased;

WHEREFORE it is ORDERED, ADJUDGED AND DECREED that the will on file herein be and the same is hereby admitted to probate and record as the last will of Betty Jean McDonald, deceased, and such will, together with the application for probate thereof and all testimony given in this proceeding shall be recorded in the minutes of this court; and

It is further ORDERED, ADJUDGED AND DECREED that the applicant herein receive letters testamentary, as independent


 A CERTIFIED COPY MAR 13 2006
 ATTEST:
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By Kevin LeBoeuf
 Kevin LeBoeuf, Deputy

B 40 P 374

executor, upon taking the oath required by law, and that the Clerk of this Court issue letters in accordance with this judgment and the law.

And it appearing to the court after having heard evidence upon the same that the assets of the estate are such that this court does not find a necessity to appoint appraisers to appraise the estate of the deceased and therefore applicant is herenow authorized to return an inventory and appraisal without the benefit of appraisers appointed by this court.

SIGNED AND ENTERED on this the 19th day of February, 1997.

Michael Shupp
JUDGE PRESIDING

FILED FOR RECORD
'97 FEB 19 AM 8 42

KAREN JO VANCE
COUNTY CLERK
ORANGE COUNTY, TEXAS
Shawn...

ORANGE COUNTY TEXAS
A CERTIFIED COPY MAR 13 2006
ATTEST:
KAREN JO VANCE, County Clerk
Orange County, Texas
By *Kevin LeBoeuf*
Kevin LeBoeuf, Deputy

I, Karen Jo Vance, County Clerk for Orange County, Texas do hereby certify that the above and foregoing is a true and correct copy of documents filed in Cause No. 10576, ESTATE OF BETTY JEAN MCDONALD, DECEASED, as the same appears as follows, to-wit:

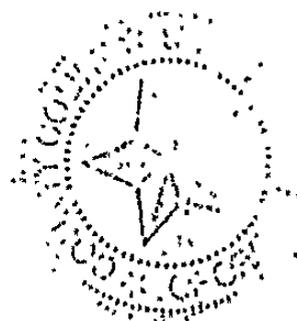
<u>INSTRUMENT NAME</u>	<u>VOLUME</u>	<u>PAGES</u>
APPLICATION TO PROBATE	177	142
WILL OF BETTY JEAN MCDONALD	177	145
ORDER ADMITTING WILL TO PROBATE	177	761

as the same appears on file in this office and of record in the Probate Minutes, Orange County, Texas.

Given under my hand and seal of office, this 13th day of March, 2006, A.D.

Karen Jo Vance
County Clerk
Orange County, Texas

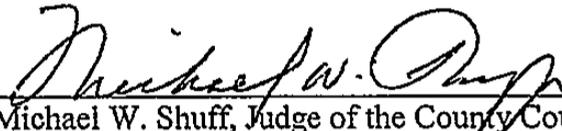
By Kevin LeBoeuf, Deputy
Kevin LeBoeuf

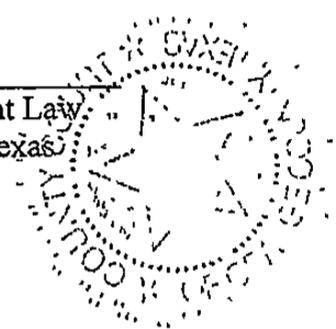


THE STATE OF TEXAS
COUNTY OF ORANGE

I, Michael W. Shuff, sole and only Judge of the County Court at Law in and for the County of Orange and State of Texas, and duly commissioned and qualified as Judge of said Court, which is a Court of record, do hereby certify that Karen Jo Vance, who signed the foregoing Certificate is a duly commissioned and qualified Clerk in and for said County Court for said State, that her signature thereto is genuine, and that the said attestation is in due and proper form, and that the acts of said Karen Jo Vance, as Clerk of said County Court at Law in and for said County and State of Texas are entitled to full faith and credit.

IN WITNESS WHEREOF, I have hereunto signed my official name and affixed my official seal, this the 13th day of March A.D. 2006.


Michael W. Shuff, Judge of the County Court at Law
in and for the County of Orange and State of Texas

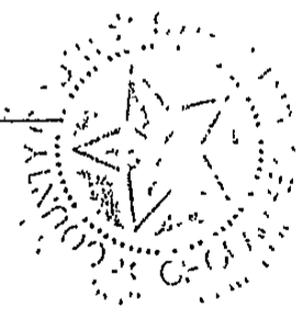


THE STATE OF TEXAS
COUNTY OF ORANGE

I, Karen Jo Vance, Clerk of the County Court at Law in and for the County of Orange and State of Texas, and being duly commissioned and qualified as such, do hereby certify that the Honorable Judge whose name appears to the foregoing Certificate is and was at the time of signing the same, the duly commissioned and qualified Judge, County Court at Law in and for the County of Orange, State of Texas, which is a Court of record, and that his signature to said Certificate is genuine, and his attestation thereto is in due and proper form, and that all the acts of the said Honorable Michael W. Shuff, Judge of said County Court at Law in and for the County of Orange, State of Texas, are entitled to full faith and credit.

IN TESTIMONY WHEREOF, I have hereunto signed my name and affixed my seal of office, this the 13th day of March A.D. 2006.


Karen Jo Vance, Clerk of the County Court at Law
in and for the County of Orange and State of Texas



B 40 P 377

NO. 10576

ESTATE OF)	IN THE COUNTY COURT
BETTY JEAN McDONALD)	OF
DECEASED.)	ORANGE COUNTY, TEXAS

INVENTORY, APPRAISEMENT AND LIST OF CLAIMS

DATE OF DEATH: January 4, 1997

The following is a full, true and complete Inventory and Appraisalment of all personal property and of all real property situated in the State of Texas, together with a List of Claims due and owing to this Estate as of the date of death, which have come to the possession or knowledge of the undersigned.

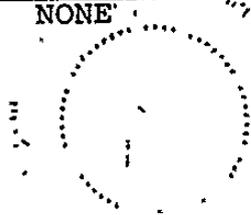
INVENTORY AND APPRAISEMENT

COMMUNITY REAL PROPERTY

- | | | |
|----|--|------------------|
| 1. | Homestead located at 1802 Lindenwood, Orange, Orange County, Texas, legally described as 17.90 acres, more or less, out of the Joseph Richey Survey, Abstract 21 and part out of the Albasom Jett Survey, Orange County, Texas. Total Value of \$298,000.00, less one-half community | \$149,000.00 |
| 2. | Property located at 2116 Rio Grande, Charlemont Addition to the City of Orange, Orange County, Texas, legally described as Lot 9, Block 4, .188 acres, total value of \$40,130.00, less one-half community | <u>20,065.00</u> |
| | Total Value of Community Real Property: | \$169,065.00 |

SEPARATE REAL PROPERTY

NONE



A CERTIFIED COPY MAR 17 2006
 ATTEST:
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By Michael Gilbert
 MICHAEL GILBERT, DEPUTY

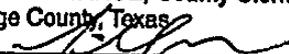
COMMUNITY PERSONAL PROPERTY

1. 25,000 shares of Gulf Oil Canada Sr. Sub Notes 7/5/95, total value of \$26,750.00, less one-half community \$ 13,375.00
2. 25,000 units Walbro Corp. Ser. B. Senior Notes 7/27/95 9.663, total value of \$25,375.00, less one-half community 12,687.50
3. 40,000 units of Tyco Toys Sub. Notes 8/31/97 10.35, total value of \$42,000.00, less one-half community 21,000.00
4. 100,000 Tyler Health Facilities Development Corporation, #R121, Ser. 1987, 7%, total value of \$105,665.00, less one-half community 52,832.50
5. 50,000 Decatur ISD, Ser 1991, 6.50%, #R0508 total value of \$51,750.00, less one-half community 25,875.00
6. 100,000 Goose Creek ISD 1981 6.50%, #R00619, total value of \$103,500.00, less one-half community 51,750.00
7. 50,000 Martins Mill FSD 1991 6.85, #146 total value of \$51,892.00, less one-half community 25,946.00
8. 100,000 Barbers Hill ISD, 1991 6.50, #R00248, total value of \$103,125.00, less one-half community 51,562.50
9. 1,000 shares of Niagra Mohawk Power Corp. Preferred #OA0660, 9.50%, valued at \$24.75, total value of \$24,750.00, less one-half community 12,375.00
10. 1,000 shares of Western Gas Resources, Inc. Preferred #DP940, \$2.28, valued at \$25.125, total value of \$25,125.00, less one-half community 12,562.50



A CERTIFIED COPY **MAR 17 2006**
 ATTEST
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By Michael Gilbert
 MICHAEL GILBERT, DEPUTY

- | | | |
|-----|--|-----------|
| 11. | 1,000 shares of RJR Nabisco Holdings Corp. Preferred, #BR19788, 2.3125, valued at \$25.25, total value of \$25,250.00, less one-half community | 12,625.00 |
| 12. | 1,000 shares of Amerco Pfd. Series A 8.50, #A5738, valued at \$24.625, total value of \$25,625.00, less one-half community | 12,812.50 |
| 13. | \$25,000 Stone Container Sr. Sub. Debenture #R2962, 10.75, 4/1/2002, total value of \$25,500.00, less one-half community | 12,750.00 |
| 14. | 3300 shares Nuveen Premier Municipal Income Fund, Inc., valued at \$13.75, #U-29834, total value of \$45,375.00, less one-half community | 22,687.50 |
| 15. | 18,755 shares of Munivest Fund, Inc. common, #M22024 and M22450, valued at \$90.63, total value of \$169,976.00, less one-half community | 84,988.00 |
| 16. | 3400 shares Nuveen Insured Quality Municipal Fund, Inc., #445427, valued at \$13.75, total value of \$46,750.00, less one-half community | 23,375.00 |
| 17. | 100,000 Texas State Turnpike Authority IBC, 6%, #TXST-47, total value of \$101,000.00, less one-half community | 50,500.00 |
| 18. | 50,000 Paris Texas W & S, 6.6%, #0531 total value of \$51,740.00, less one-half community | 25,870.00 |
| 19. | 1994 Cadillac Concourse Automobile, total value of \$16,200.00, less one-half community | 8,100.00 |
| 20. | 1993 Ford Crown Victoria, total value of \$7,350.00, less one-half community | 3,675.00 |
| 21. | 1989 GMC half ton Pickup, total value of \$4,850.00, less one-half community | 2,425.00 |

A CERTIFIED COPY MAR 17 2006
 ATTEST:
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By 
 MICHAEL GILBERT, DEPUTY

B 40 P 380

22.	1967 Ford 3000 tractor, total value of \$1,000.00, less one-half community	500.00
23.	Shop tools and equipment, total value of \$1,500.00, less one-half community	750.00
24.	Two boats, motors and trailers, total value of \$10,000.00, less one-half community	5,000.00
25.	Household furnishings, total value of \$7,500.00, less one-half community	<u>3,750.00</u>
	Total Value of Community Personal Property:	\$ 549,774.00

SEPARATE PERSONAL PROPERTY

1.	One-third (1/3) undivided interest in a promissory note. The undivided one-third unpaid principal balance being	\$ <u>5,956.00</u>
	Total Value of Separate Personal Property:	\$ 5,956.00

RECAPITULATION

1.	Value of Community Real Property	\$ 169,065.00
2.	Value of Community Personal Property	549,774.00
3.	Value of Separate Personal Property	<u>5,956.00</u>
	TOTAL VALUE OF ESTATE:	\$724,795.00

LIST OF CLAIMS

There are no claims due or owing to the Estate other than those shown on the foregoing Inventory and Appraisement.

A CERTIFIED COPY
 ATTEST: MAR 17 2006
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By Michael Gilbert
 MICHAEL GILBERT, DEPUTY

The foregoing Inventory, Appraisement and List of Claims should be approved and ordered entered of record.

Respectfully submitted,

John C. McDonald Jr.
John C. McDonald, Jr.
Independent Executor

THE STATE OF TEXAS)
COUNTY OF JEFFERSON) KNOW ALL MEN BY THESE PRESENTS THAT:

John C. McDonald, Jr., having been duly sworn, hereby states on oath that the foregoing Inventory and List of Claims is a true and complete statement of all the property and claims of the estate that have come to my knowledge.

John C. McDonald Jr.
John C. McDonald, Jr.

SWORN TO AND SUBSCRIBED BEFORE ME by the said John C. McDonald, Jr., on this the 30 day of September, 1997, to certify which witness my hand and seal of office.

Kathleen A. Martin
Notary Public, State of Texas

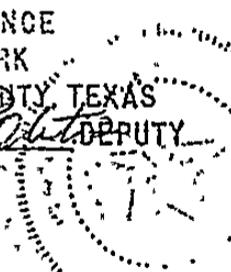
PREPARED BY:



FILED FOR RECORD

'97 OCT 15 PM 4 59

KAREN JO VANCE
COUNTY CLERK
ORANGE COUNTY, TEXAS
BY *[Signature]* DEPUTY



A CERTIFIED COPY MAR 17 2006
ATTEST:
KAREN JO VANCE, County Clerk
Orange County, Texas
By *[Signature]*
MICHAEL GILBERT, DEPUTY

NO. 10576

ESTATE OF
BETTY JEAN McDONALD
DECEASED.

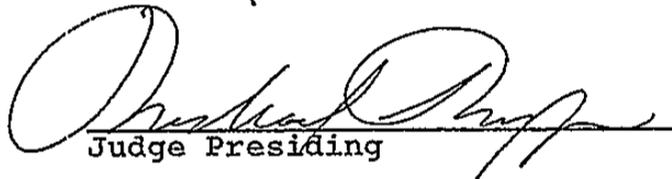
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IN THE COUNTY COURT
OF
ORANGE COUNTY, TEXAS

ORDER APPROVING INVENTORY

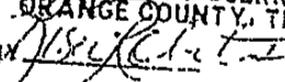
The foregoing Inventory, Appraisement and List of Claims of the above Estate having been filed and presented and the Court having considered and examined the same and being satisfied that it should be approved and there having been no objections made thereto, it is in all respects APPROVED and ORDERED entered of record.

SIGNED AND ENTERED on this 15 day of October, 1997.

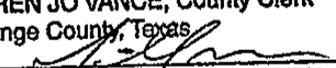

Judge Presiding

PREPARED BY:

FILED FOR RECORD
'97 OCT 15 PM 4 54

KAREN JO VANCE
COUNTY CLERK
ORANGE COUNTY, TEXAS
BY  DEPUTY



A CERTIFIED COPY
ATTEST: MAR 17 2006
KAREN JO VANCE, County Clerk
Orange County, Texas
By 
MICHAEL GILBERT, DEPUTY



Department of the Treasury
Internal Revenue Service

Cause No. 10576

VOL 187 PAGE 251

AUSTIN SERVICE CENTER
P.O. BOX 1231; STOP 4107 AUSC
AUSTIN, TX 78767

18506-277-01102-7
9744

DATE: 1-13-98

B 40 P 383

BETTY JEAN MCDONALD ESTATE
JOHN C MCDONALD JR
1802 LINDENWOOD DR
ORANGE TX 77630

SOCIAL SECURITY NO.: 457-42-6910
DECEDENT'S DATE OF DEATH: 010497
STATE DEATH TAX CREDIT: \$.00
TOTAL TRANSFER TAXES: \$.00

FEDERAL ESTATE AND GENERATION-SKIPPING TRANSFER TAX CLOSING LETTER

THE NET FEDERAL ESTATE TAX AND THE AMOUNT OF THE STATE DEATH TAX CREDIT ARE SHOWN ABOVE. THE FEDERAL TAX DOES NOT INCLUDE ANY INTEREST OR PENALTIES WHICH MAY HAVE BEEN ASSESSED. THIS LETTER IS EVIDENCE THAT THE RETURN WAS EITHER ACCEPTED AS FILED OR A CORRECTION WAS MADE DURING PROCESSING WHICH RESULTED IN THE TAX LIABILITY SHOWN ABOVE. THIS IS NEITHER A BILL FOR TAX DUE NOR IS IT A RECEIPT FOR PAYMENT.

YOU SHOULD KEEP THIS LETTER AND EVIDENCE OF PAYMENT OF THE TAX AS A PERMANENT RECORD. YOUR ATTORNEY MAY NEED THIS LETTER TO CLOSE ANY STATE PROBATE PROCEEDINGS. THE STATE INHERITANCE TAX AUTHORITY WILL GENERALLY REQUIRE A COPY OF THIS LETTER AS EVIDENCE THAT A DETERMINATION HAS BEEN MADE OF THE NET FEDERAL ESTATE TAX LIABILITY.

IF THE EXECUTOR/PERSONAL REPRESENTATIVE HAS REQUESTED A DISCHARGE OF PERSONAL LIABILITY UNDER SECTIONS 2204 AND/OR 6905 OF THE INTERNAL REVENUE CODE, THIS LETTER, ALONG WITH PROOF OF PAYMENT OF THE NET FEDERAL ESTATE TAX SHOWN ABOVE, WILL ESTABLISH THAT THE PERSONAL LIABILITY HAS BEEN DISCHARGED.

THIS IS NOT A FORMAL CLOSING AGREEMENT UNDER SECTION 7121 OF THE INTERNAL REVENUE CODE. HOWEVER, WE WILL NOT REOPEN THIS RETURN UNLESS (1) THERE IS EVIDENCE OF FRAUD, MALFEASANCE, COLLUSION OR MISREPRESENTATION OF A MATERIAL FACT; (2) A SUBSTANTIAL ERROR, BASED UPON AN ESTABLISHED SERVICE POSITION, EXISTED AT THE TIME OF THE PRIOR CLOSING; OR (3) OTHER CIRCUMSTANCES EXIST WHICH INDICATE THAT A FAILURE TO REOPEN WOULD RESULT IN A SERIOUS ADMINISTRATIVE OMISSION.

IF YOU HAVE ANY QUESTIONS REGARDING THIS LETTER, PLEASE WRITE TO THE ADDRESS SHOWN ABOVE. PLEASE INCLUDE A COPY OF THIS LETTER WITH YOUR INQUIRY.

SINCERELY,

Thomas N. Nalega
ACTING DIRECTOR, AUSTIN SERVICE CENTER

cc: BANKER PHARES
2933 PARK PLACE PLAZA
PORT ARTHUR TX 77642

A CERTIFIED COPY MAR 17 2006
ATTEST:
KAREN JO VANCE, County Clerk
Orange County, Texas
By *Michael Gilbert*
MICHAEL GILBERT, DEPUTY

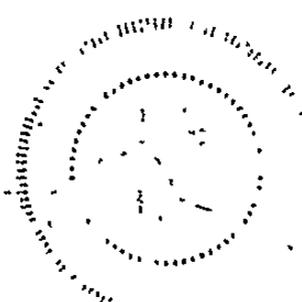
B 40 P 384

FILED FOR RECORD

'98 JUN 21 AM 9 56

KAREN JO VANCE
COUNTY CLERK
ORANGE COUNTY, TEXAS

BY *Lisa Roberts* CLERK



A CERTIFIED COPY MAR 17 2006
ATTEST
KAREN JO VANCE, County Clerk
Orange County, Texas
By *Michael Gilbert*
MICHAEL GILBERT, DEPUTY

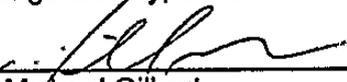
I, Karen Jo Vance, County Clerk for Orange County, Texas do hereby certify that the above and foregoing is a true and correct copy of documents filed in Cause No. 10576, Estate of Betty Jean McDonald, Deceased, as the same appears as follows, to-wit:

<u>INSTRUMENT NAME</u>	<u>VOLUME</u>	<u>PAGES</u>
Inventory, Appraisalment and List of Claims	184	962
Order Approving Inventory	184	967
Federal Estate and Generation-Skipping Transfer Tax Closing Letter	187	251

as the same appears on file in this office and of record in the Probate Minutes, Orange County, Texas.

Given under my hand and seal of office, this 17th day of March, 2006, A.D.

Karen Jo Vance
County Clerk
Orange County, Texas

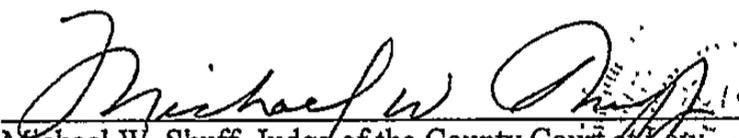
By , Deputy
Michael Gilbert

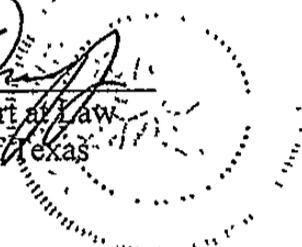


THE STATE OF TEXAS
COUNTY OF ORANGE

I, Michael W. Shuff, sole and only Judge of the County Court at Law in and for the County of Orange and State of Texas, and duly commissioned and qualified as Judge of said Court, which is a Court of record, do hereby certify that Karen Jo Vance, who signed the foregoing Certificate is a duly commissioned and qualified Clerk in and for said County Court for said State, that her signature thereto is genuine, and that the said attestation is in due and proper form, and that the acts of said Karen Jo Vance, as Clerk of said County Court at Law in and for said County and State of Texas are entitled to full faith and credit.

IN WITNESS WHEREOF, I have hereunto signed my official name and affixed my official seal, this the 17TH day of MARCH A.D. 2006.

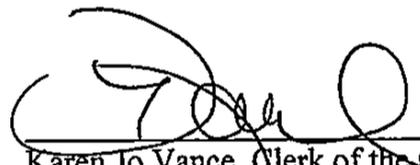

Michael W Shuff, Judge of the County Court at Law
in and for the County of Orange and State of Texas

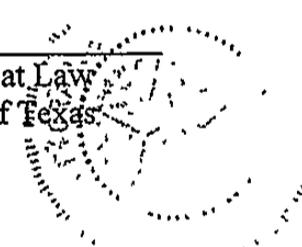


THE STATE OF TEXAS
COUNTY OF ORANGE

I, Karen Jo Vance, Clerk of the County Court at Law in and for the County of Orange and State of Texas, and being duly commissioned and qualified as such, do hereby certify that the Honorable Judge whose name appears to the foregoing Certificate is and was at the time of signing the same, the duly commissioned and qualified Judge, County Court at Law in and for the County of Orange, State of Texas, which is a Court of record, and that his signature to said Certificate is genuine, and his attestation thereto is in due and proper form, and that all the acts of the said Honorable Michael W. Shuff, Judge of said County Court at Law in and for the County of Orange, State of Texas, are entitled to full faith and credit.

IN TESTIMONY WHEREOF, I have hereunto signed my name and affixed my seal of office, this the 17TH day of MARCH A.D. 2006.


Karen Jo Vance, Clerk of the County Court at Law
in and for the County of Orange and State of Texas



MADISON COUNTY, MS This instrument was
filed for record August 8, 2006

Book 40 Page 328
ARTHUR JOHNSTON, C C



BY: L. Jones DC

2006-689

FILED
 THIS DATE
 AUG 08 2006
 ARTHUR JOHNSTON, CHANCERY CLERK
 BY R. Sewers D.C.

LAST WILL AND TESTAMENT
 OF
JOHN C. KRAFT

I, JOHN C. KRAFT, being over the age of eighteen (18) years and of sound and disposing mind and memory and a resident citizen of Canton in Madison County, Mississippi, do hereby make, declare and publish this to be my Last Will and Testament, expressly revoking all other wills and codicils thereto heretofore made by me.

ITEM I

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

ITEM II

I give, bequeath, and devise all of my estate and property, real and personal and of whatsoever nature and kind and wheresoever located and situated, that I may own at the time of my death unto my children, Janice Marie Clemons and Mary Elizabeth McLean, in equal shares, share and share alike.

ITEM III

I name, constitute and appoint Janice Marie Clemons and Mary Elizabeth McLean as Co-Executrixes of my estate hereunder, and I direct that said Co-Executrixes be relieved of making bond, of filing inventory and of accounting to any Court in said capacity.

IN WITNESS WHEREOF, I have hereunto affixed my signature this the 21st day of AUGUST, 1996.

John C. Kraft
 John C. Kraft

The foregoing instrument was on the date shown above signed, published and declared by JOHN C. KRAFT to be his Last Will and Testament in our presence, and we, at his request, have subscribed our names hereto as witnesses in his presence and in the presence of each other.

Doe R. Fancher, Jr.

Ressie R. Fancher

WITNESSES

MADISON COUNTY, MS This instrument was
 filed for record August 8, 2006
 Book 40 Page 387
 ARTHUR JOHNSTON, C C
 BY: R. Sewers DC



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
JOHN C. KRAFT, DECEASED

CIVIL ACTION, FILE NO. 06-689

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the above mentioned jurisdiction, Don A. McGraw, Jr., being by me first duly sworn did state as follows:

1. That he has reviewed the original Last Will and Testament of John C. Kraft dated August 21, 1996 and witnessed by Joe R. Fancher, Jr. and Elsie R. Fancher. That Joe R. Fancher, Jr. and Elsie R. Fancher are now both deceased.
2. That the undersigned is familiar with the signature and handwriting of John C. Kraft and the signatures and handwriting of Joe R. Fancher, Jr and Elsie R. Fancher having seen their handwriting and signatures at various times over the last twenty (20) years.
3. That the signature of John C. Kraft is, in fact, a true and correct signature of John C. Kraft and that the signatures of the subscribing witnesses of Joe R

Fancher, Jr. and Elsie R. Fancher are the signatures of the said Joe R. Fancher
and Elsie R. Fancher.

AND, FURTHER affiant sayeth not.

Don A. McGraw, Jr.
Don A. McGraw, Jr.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 3rd day of
July, 2006.

Dawn Rankin
NOTARY PUBLIC



I:\DAMP\ESTATE\Kraft, John\McGraw Affidavit.wpd

MADISON COUNTY, MS This instrument was
filed for record August 8, 2006.
Book 40 Page 388
ARTHUR JOHNSTON, C.C.
BY: *R. Johnston* C.C.



2006-564

LAST WILL AND TESTAMENT

of

ROBERT MAXWELL JACKSON, JR.

<p>FILED THIS DATE AUG 10 2006 ARTHUR JOHNSTON, CHANCERY CLERK BY <u> </u> D.C.</p>

I, the undersigned **ROBERT MAXWELL JACKSON, JR.**, being over the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, declare and publish this to be my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me.

ITEM I

I hereby will and direct that all of my just debts which may be duly probated, registered and allowed against my estate shall be paid as soon as practicable after my death.

ITEM II

I hereby give, devise and bequeath to my daughter, **Julie J. Jackson**, Paw Paw's Pocket Watch (*Elgin Silver Pocket Watch*) and 1/3 of my personal jewelry (rings, chains, jewels, etc. found in my bedroom drawer).

ITEM III

I hereby give, devise and bequeath to my daughter, **Christi C. Jackson**, Paw Paw's Wristwatch (*Bulova Wrist Watch*) and 1/3 of my personal jewelry (rings, chains, jewels, etc. found in my bedroom drawer)

ITEM IV

I hereby give, devise and bequeath to my friend, **Tom Rightner**, my *London fog brown bomber jacket with wool collar*, railroad locks, keys and paperwork and railroad collectables. All

Arthur Johnston
Chancery Clerk

collectable watch-clock books at 2099 Lakeshore Drive, Ridgeland, MS 39157, all tables, lights and boxes from flea market, etc.

ITEM V

I hereby give, devise and bequeath 130 shares of Paper Wholesale Stock to my wife, **Jacqueline Hills Jackson**, my daughter **Julie J. Jackson** and my daughter **Christie C. Jackson**, to be divided equally among them.

ITEM VI

I hereby direct that all of my coins and antique silver be sold to my friend, **Mike Renfroe**; I further direct that the proceeds of this sale be divided equally among **Jacqueline Hills Jackson**, **Julie J. Jackson & Christie C. Jackson**.

ITEM VII

I hereby give, devise and bequeath all the remainder of my estate, including property, real, personal and mixed, including cash to my wife, **Jacqueline Hills Jackson**.

ITEM VIII

In the event that my Wife should pre-decease me or we should die simultaneously, I hereby direct that my estate go to my children, **JULIE J. JACKSON** and **CHRISTIE C. JACKSON**, share and share alike

ITEM IX

I hereby nominate and appoint my Wife, **JACQUELINE HILLS JACKSON**, to act as Executrix, of my Last Will and testament, and I hereby nominate and appoint my daughter, **JULIE J. JACKSON**, to act as my co-Executrix, of my Last Will and testament, and to the extent I may do so, I waive bond and surety as may be permitted by law, and I waive inventory, appraisal and

accounting of my estate. I also I hereby give unto my Executrix and co-Executrix the broadest and amplest discretionary powers necessary in the execution of this my Last Will and Testament, governed and limited by the applicable laws hereto.

WITNESS MY SIGNATURE, this the 22 day June, 2005.



ROBERT MAXWELL JACKSON, JR.

CMS
R
[Signature]

We, the undersigned, hereby certify that the above instrument, which consists of ____ pages, including the page(s) which contain the witness signatures, was signed in our sight and presence by **ROBERT MAXWELL JACKSON, JR.** (the "Testator"), who declared this instrument to be his Last Will and Testament and we, at the Testator's request and in the Testator's sight and presence, and in the sight and presence of each other, do hereby subscribe our names and addresses as witnesses on the date shown above.

Witness Signature: Anita Malley Trigg

Witness Name: ANITA MALLEY TRIGG

Witness Address: 304 Indian Summer Lane
Clinton, MS 39056

Witness Signature: Cathon M. Short

Witness Name: CATHON M. SHORT

Witness Address: 116 Dogwood Way
Pearl, MS 39208

Handwritten initials:
AMT

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
ROBERT MAXWELL JACKSON, JR. DECEASED

CAUSE NO: 2006-564

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF _____

PERSONALLY appeared before me, the undersigned authority in and for the state and county aforesaid, within my jurisdiction, the within named Anita Malley Trigg, one of the two subscribing witnesses to the foregoing and annexed instrument of writing, dated June 22, 2005, and purporting to be the last will and testament of Robert Maxwell Jackson, Jr., late of Madison County, Mississippi, who, having been by me first duly sworn, stated and deposed upon her oath that the said Robert Maxwell Jackson, Jr., signed, published and declared said instrument to be his last will and testament on the 22nd day of June, 2005, being the date of said instrument, in the presence of the deponent and Cathron M. Short; that the said Robert Maxwell Jackson, Jr., was then and there of sound and disposing mind and memory and was over the age of eighteen years; that the deponent and Cathron M. Short, in the presence of each other, subscribed and attested said instrument of writing, as witnesses to Robert Maxwell Jackson, Jr.'s signature and publication thereof, at the request of and in the presence of Robert Maxwell Jackson, Jr., on the 22nd day of June, 2005; that the deponent is not in any way interested in the estate of Robert Maxwell Jackson, Jr.; and that the deponent is now and was at the time of her attestation of said written instrument a competent witness under the laws of the state of Mississippi.

WITNESS MY SIGNATURE, this the 26 day of August, 2005.

Anita Malley Trigg
ANITA MALLEY TRIGG

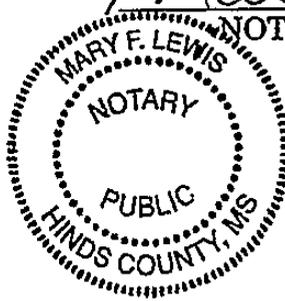
SWORN TO AND SUBSCRIBED BEFORE ME, this the 26th day of August, 2005.

Mary F. Lewis
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Notary Public State of Mississippi At Large
My Commission Expires: October 1, 2005
Bonded Thru Halden, Brooks & Garland, Inc.

JacksonR.2PW



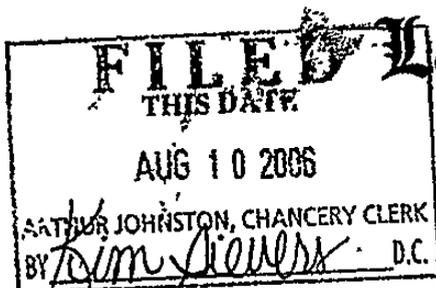
FILED
THIS DATE
AUG 10 2006
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

MADISON COUNTY, MS This instrument was
filed for record August 10, 2006.

Book 40 Page 390
ARTHUR JOHNSTON, C.C.



BY: *[Signature]* D.C.



Last Will and Testament 2006-701

OF

JOHN H. MILLER

I, JOHN H. MILLER, a resident citizen of the First Judicial District of Hinds County, Mississippi, being over the age of eighteen years, and being of sound and disposing mind, memory, and understanding, being mindful of the uncertainties of life and well as the certainty of death, and not being unduly influenced by any person whomsoever, do hereby make, publish, and declare this to be my Last Will and Testament, hereby revoking any and all other Wills and Codicils thereto heretofore made by me.

ARTICLE I

It is my will that all my just debts, including the cost of my last illness, if any, and my funeral and burial expenses, which have been probated in the manner and within the time required by law, be first paid.

ARTICLE II

To the individuals listed below, I will and bequeath the following:

- A. To my son, Kendall B. Miller, my firearm collection and reloading equipment, if owned by me at the time of my death.
 - B. To my sons, Kendall B. Miller and John S. Miller and my daughter, Rebecca L. Miller, all of my gold and silver coins, share and share alike. Part of the coin collection now held by me is the property of my son, Kendall B. Miller and I hereby acknowledge and confirm his ownership of his separate collection.
- In the event that my said children cannot agree

John H. Miller

JOHN H. MILLER
(SIGNED FOR IDENTIFICATION)

upon a division in kind of my aforesaid coin collection herein bequeathed, my Executors may employ Roger Greene of Clinton, Mississippi or some other coin appraiser to value said collection so that an equitable division may be made.

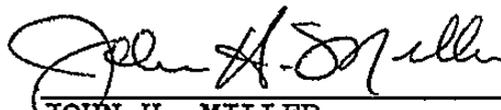
- C. To my son, Kendall B. Miller, all of my personal effects and all tangible personal property, including automobiles owned by me and held for personal use at the time of my death, (but excluding cash on hand or on deposit, securities, choses in action, or other intangibles), that he may want. All of the aforesaid personal property described herein, that my said son shall not want, shall be divided between my son, John S. Miller and my daughter, Rebecca L. Miller, share and share alike.

ARTICLE IV

I hereby will and devise to my son, Kendall B. Miller, if he shall survive me, my primary residence located at 528 East Leake Street in Clinton, Mississippi for a term until he shall attain the age of twenty-six (26) years and upon the attainment of the age of twenty-six (26) by such child, I devise it per stirpes to my sons, Kendall B. Miller and John S. Miller, and my daughter, Rebecca L. Miller. If at the time of my death, I shall no longer be using said property as my residence, then this devise shall be void and of no effect.

ARTICLE V

After payment of all funeral expenses, the payment of the indebtedness probated against my estate within the time prescribed by law, the payment of all administrative expenses and costs, and the satisfaction of the specific bequests and devise made hereinabove, I hereby will, devise, and bequeath



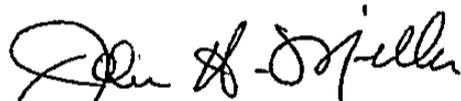
JOHN H. MILLER
(SIGNED FOR IDENTIFICATION)

all the residue and remainder of my entire estate, including all my real, personal and mixed property of every kind and character, nature and description, wherever located or situated, which I may be seized and possessed of at the time of my death, (hereinafter referred to as my residuary estate), unto my my sons, Kendall B. Miller and John S. Miller, and my daughter, Rebecca L. Miller, share and share alike.

ARTICLE VI

I hereby nominate and appoint my daughter, Rebecca L. Miller and my son, Kendall B. Miller, as Executors of my estate, and I direct that they be permitted to serve in said capacity without bond; and further, I expressly relieve them of the necessity of an appraisal, accounting or inventory to any Court. I expressly confer upon my Executors the specific powers set forth in MISS CODE ANN Sections 91-9-101 through 91-9-119 (1972) as now enacted or hereinafter amended.

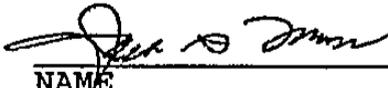
IN THE TESTIMONY WHEREOF, I have signed, published, and declared the foregoing instrument, consisting of three (3) type-written pages, as and for my Last Will and Testament, on this 7th day of February, 1992.



JOHN H. MILLER

The foregoing instrument was signed, published, and declared by John H. Miller as and for his Last Will and Testament, in our presence, who at his request, in his presence, and in the presence of each other have hereunto signed our names as witnesses hereto.

WITNESSES:



NAME
P.O. Box 49

ADDRESS
Raymond, MS 39154

Beverly W. VanEtten

NAME
4181 Hwy 467

ADDRESS
Edwards, MS 39044

AFFIDAVIT OF SUBSCRIBING WITNESS

THE STATE OF MISSISSIPPI

COUNTY OF HINDS

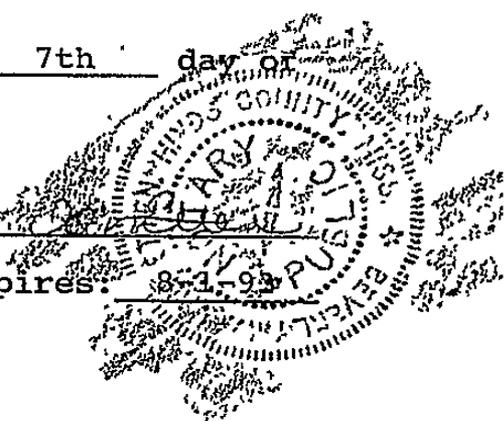
Personally appeared before me, the undersigned authority in and for said County and State, Jack G. Moss, one of the subscribing witnesses to a certain instrument in writing, a copy of which is attached hereto, dated the 7th day of February, 1992, purporting to be the Last Will and Testament of John H. Miller, who was an adult resident citizen of the First Judicial District of Hinds County, Mississippi, who after being first duly sworn, on oath states that the said John H. Miller published and declared said instrument in writing to be his Last Will and Testament, on the date of said instrument, in the presents of Beverly W. VanEtten, the other subscribing witness thereto. That the said John H. Miller was then of sound, mind, memory, and understanding, and was above the age of 18 years. That this affiant and the said Beverly W. VanEtten each subscribed and attested said instrument dated the 7th day of February, 1992, as witnesses to the signature and publication thereof, at the time John H. Miller executed same, at his special instance and request, and in the presence of the said Beverly W. VanEtten and in the presents of each other, on the date of said instrument.

WITNESS THE SIGNATURE of affiant this the 7th day of February, 1992.


 JACK G. MOSS

SWORN TO AND SUBSCRIBED before me, this 7th day of February, 1992.

Beverly W. VanEtten
 NOTARY PUBLIC
 My commission expires 8-1-99



MADISON COUNTY, MS This instrument was filed for record August 10, 2006

Book 40 Page 395
ARTHUR JOHNSTON, CC

BY L. Jones DC

