

LAST WILL AND TESTAMENT

2006-670

OF

PAULINE ROWE BYERS

I, PAULINE ROWE BYERS, an adult resident of Ridgeland, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils

ITEM I.

My husband is deceased. I have one (1) adult child now living, as follows:

BENJAMIN ROWE BYERS

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

FOR IDENTIFICATION:

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<b>FILED</b>	
THIS DATE	
AUG 10 2006	
ARTHUR JOHNSTON, CHANCERY CLERK	
BY	<u>[Signature]</u> D.C.

ITEM II.

I appoint my son, BENJAMIN ROWE BYERS, to serve as Executor of my estate under this Will. In the event BENJAMIN ROWE BYERS is or becomes unable or unwilling to serve, I appoint my grandson, MICHAEL ROWE BYERS, to serve as my successor Executor. In the event MICHAEL ROWE BYERS is or becomes unable or unwilling to serve, I appoint my grandson, PAUL EMMETT BYERS, to serve as my successor Executor.

ITEM III.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled.

ITEM IV.

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

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

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

ITEM V.

To my son, BENJAMIN ROWE BYERS, if he survives me, I devise and bequeath the following:

A. My clothing, jewelry and other personal effects located in my residence at The Orchard, 600 South Pear Orchard, Apartment 324, Ridgeland, Mississippi 39157.

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

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If my son, BENJAMIN ROWE BYERS, does not survive me, I give and bequeath the personal effects in Paragraphs A and B above to my grandsons, MICHAEL ROWE BYERS and PAUL EMMETT BYERS, in substantially equal shares, to be divided among them as they agree, or in the absence of such agreement, as the Chancery Court administering my estate may determine.

ITEM VI.

I give, devise and bequeath to BENJAMIN ROWE BYERS, of Jackson, Mississippi, as Trustee under the terms set forth in this Will, an amount of property equal to my available GST exemption from the federal generation skipping transfer tax. I direct that my Executor shall allocate a portion of my available GST exemption from the federal generation-skipping transfer tax as provided in Section 2631 to the property transferred to the trust created under this ITEM of my Will, so that the inclusion ratio as defined in Section 2642(a) of property transferred to this trust is zero. The term "available GST exemption from the federal generation-skipping transfer tax" means an amount equal to the generation-skipping transfer exemption provided in Section 2631(a) that has not been allocated by me to property which I am deemed to be transferor [as defined in Section 2652(a)] or by operation of law to property transferred by me during my lifetime. In computing the dollar amount of property constituting this pecuniary bequest, the values used in finally determining the federal estate tax on my estate shall be used.

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My Executor shall have full power and discretion to satisfy this bequest wholly or partly in cash or in kind and to select the assets which shall constitute this bequest. All property so selected shall be valued at the value thereof as finally determined for federal estate tax purposes; provided, however, that my Executor in order to implement this bequest, shall distribute assets, including cash, fairly representative, on the date or dates of distribution, of appreciation or depreciation in the value of all property available for distribution in satisfaction of this pecuniary bequest. This trust shall be the benefit of my son, BENJAMIN ROWE BYERS, and my grandchildren, MICHAEL ROWE BYERS and PAUL EMMETT BYERS.

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

A. The Trustee shall pay to and among BENJAMIN ROWE BYERS, MICHAEL ROWE BYERS and PAUL EMMETT BYERS (but not necessarily in equal shares) as much of the net income as the Trustee, in the Trustee's discretion, deems advisable for the education, support, maintenance, and health, including any hospital or other institutional care, of these beneficiaries, and for the maintenance of their accustomed standard of living. These distributions shall be made in proportions and amounts and at such intervals as the

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BYERS is not living at that time, that deceased grandchild's share shall be retained in trust for the benefit of his then living children (being my great-grandchildren by that deceased grandchild). The Trustee shall hold, administer and distribute the funds of each trust under the following provisions.

1. The Trustee shall distribute, at least annually, to each beneficiary of each trust (but not necessarily in equal shares) as much of the net income of that trust as the Trustee, in the Trustee's discretion, deems advisable for the beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions.

2. In addition to the income distributions, the Trustee may distribute to or for the benefit of a beneficiary, as much principal as the Trustee, in the Trustee's discretion, deems advisable for the beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

3. The assets of a trust for the children of a deceased grandchild of mine (being my great-grandchildren by that deceased grandchild) shall be distributed,

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in equal shares, to the children of such deceased grandchild when the oldest living child of a deceased grandchild of mine attains the age of twenty-five (25) years, except that the then living descendants of a deceased grandchild of mine shall take, per stirpes, the share the grandchild would have taken if living.

Income and principal shall be distributed among such surviving great-grandchildren as the Trustee determines in accordance with the directions and standards previously set forth in subparagraphs 1 and 2 of this Paragraph C. If at the death of a grandchild of mine, he or she leaves no surviving descendants, that deceased grandchild's trust estate shall be paid over and added, in equal shares, to the trust created for my other grandchild and his descendants to be held, administered and distributed in accordance with the provisions of such trusts or shall be distributed outright to a beneficiary who had previously reached the age to have received a distribution of his or her trust estate.

D. Notwithstanding any provision herein to the contrary, the Trustee shall retain in trust for the benefit of any beneficiary, any distribution otherwise required to be made to such beneficiary, if in the Trustee's sole discretion such beneficiary is, at the time the distribution would otherwise be required, involved in a lawsuit, addicted to gambling, alcohol, drugs, or other chemical substances, is a party to a pending divorce or marital

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separation proceeding, is in bankruptcy, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. The Trustee shall make reasonable inquiries before making distributions of principal to the beneficiaries to ascertain whether any beneficiary is then under any of the above described conditions. In making a determination that a beneficiary is addicted to gambling, alcohol, drugs, or other chemical substances, the Trustee may rely upon the opinion of a physician who has examined the beneficiary. The Trustee may request that the beneficiary be examined by a physician designated by the Trustee and if the beneficiary refuses to be examined by such physician, the Trustee shall not make any distributions to the beneficiary until such time as the beneficiary agrees to be examined by such physician. As and when the beneficiary whose distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may then make distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this provision.

E. In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, the trust assets shall be distributed to my heirs at laws as determined under the law for descent and distribution in the State of Mississippi.

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F. The Trustee shall permit each beneficiary to elect by written direction to the Trustee, at the time all or any portion of his or her trust is to be distributed to him or her, to have such property remain in trust under the terms and provisions hereof for the balance of his or her life or until such time as such beneficiary shall request that the trust assets, or any part thereof, be distributed to him or her outright. In the event of the death of a beneficiary during the period in which the trust is so continued, the Trustee shall make immediate distribution of that beneficiary's trust assets to his or her estate.

G. If at any time, in following the provisions of this Will, the Trustee is required to distribute all or any part of the principal of any trust herein created outright to a person who has not attained twenty-five (25) years of age, the trust principal shall vest in such person but the Trustee shall be authorized to continue to hold the share of such person in trust for that person's benefit until he or she attains age twenty-five (25). Until such time the Trustee is authorized and directed to expend such part of the income and/or principal of the trust belonging to such person as the Trustee in the Trustee's discretion deems necessary to provide for the proper education, support, maintenance and health of said person.

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

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C. The assets devised and bequeathed under this ITEM of my Will shall be charged with the payment of any funeral expenses, any expenses of my estate, and any other proper claims against my estate, which are deducted for federal estate tax purposes and which are allowed as deductions in finally determining the federal estate taxes payable by reason of my death. In addition, the assets devised and bequeathed under this ITEM of my Will shall be charged with the payment of any estate, inheritance or other death taxes payable by reason of my death, any expenses of my estate not deducted for federal estate tax purposes and any other expenses deducted but not allowed as deductions in finally determining the Federal estate taxes payable by reason of my death. I recognize the possibility that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections. As provided in Sections 2206, 2207, 2207A, and 2207B, my Executor shall have the right to recover the appropriate amount of estate taxes from the recipient or recipients of property which is included in my gross estate for federal estate tax purposes, and no provision herein shall be construed to waive such right of recovery.

ITEM VIII.

In making distributions for beneficiaries from any trust created under this Will and especially where such beneficiaries are minors, or incapable of transacting business due to illness, the Trustee, in the Trustee's discretion, may make distributions either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or

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guardian of the person of the beneficiary who has custody and care of the beneficiary, (d) to a Custodian for a minor beneficiary under the Mississippi Uniform Transfers to Minors Act, or (e) by applying the distributions for the benefit of the beneficiary by paying expenses directly. In any event the Trustee shall require such reports and take such steps as the Trustee deems requisite to assure and enforce the application of such distributions for the exclusive benefit of the beneficiary.

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

#### ITEM IX.

The Trustee of any trust created herein shall have the authority to distribute income or principal of the trust in cash or in kind. In making distributions of both principal and income, the Trustee may make a non pro rata distribution of property in kind. The judgment of the Trustee concerning values and purposes of such division or distribution of the property or securities held in the trust shall be binding and conclusive on all interested parties. In making a division or distribution, the Trustee is specifically excused from a

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duty of impartiality with respect to the income tax basis of the property distributed and may select assets to be allocated or distributed without regard to the income tax basis of the property.

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

ITEM X.

Notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule against Perpetuities or any statute pertaining thereto. Upon such vesting, any trust property then held by the Trustee shall be distributed immediately, free and clear of any trust, to the beneficiary or beneficiaries of this trust (or to his or her legal guardian or other personal representative) as though each such beneficiary had reached the date at which final distribution to him or to her were required pursuant to the provisions hereof.

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## ITEM XI.

During the administration of my estate and until a trust created herein is funded, I authorize the Trustee, in the Trustee's discretion, to request that my Executor, in which case my Executor may comply with that request, make payments out of my estate to the beneficiaries of such trust. These payments shall be an amount which in the judgment of the Trustee and the Executor, jointly, equals the distributions which the beneficiaries would receive from the trust had it been established and funded at my death.

## ITEM XII.

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

No Trustee hereunder shall be required to enter into any bond or to file with any court a formal accounting of the Trustee's administration. The Trustee shall render annual accounts to the income beneficiary of any trust. No persons paying money or delivering property to the Trustee shall be required to see to its application.

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ITEM XIII.

A Trustee may resign and cease to act at any time by giving written notice specifying the effective date of such resignation, by personal delivery or by registered mail, to those persons who are income beneficiaries of each trust at that particular time.

In the event BENJAMIN ROWE BYERS is or becomes unable or unwilling to serve as Trustee, then MICHAEL ROWE BYERS and PAUL EMMETT BYERS shall serve jointly as successor Trustee. In the event either of MICHAEL ROWE BYERS or PAUL EMMETT BYERS is or becomes unable to serve as successor Trustee, then the other shall serve alone as successor Trustee. If both MICHAEL ROWE BYERS and PAUL EMMETT BYERS are or become unable to serve as successor Trustee, then my daughter-in-law, JOSEPHINE PALASOTA BYERS, shall serve as successor Trustee. In the event JOSEPHINE PALASOTA BYERS is or becomes unable or unwilling to serve as successor Trustee, then any successor Trustee shall be a bank possessing trust powers or a trust company.

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

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

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

B. To place, in the discretion of the Trustee, trust funds in a checking, savings or other types of accounts or certificates of deposit in any successor Trustee bank

C. To receive, invest in, and retain in the trust all types of property and, especially, to receive, invest in, and retain in the trust shares of stock in closely held corporations, partnership interests in general and limited partnerships, oil, gas, and other mineral

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interests, standing timber, and unimproved real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which Trustees generally are authorized to invest by trust law.

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

E. To retain or invest trust assets in a common fund established by a corporate Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi or in any investment account, mutual fund, or other investment vehicle offered, sponsored, or advised for a fee by or any corporate Trustee, or any subsidiary, parent or affiliate of such corporate Trustee or any successor or assign, or subsidiary, parent or affiliate of any successor or assign, to such corporate Trustee.

F. To surrender, disclaim, release, relinquish or amend, after providing written notice to the income beneficiaries, all or any portion of any administrative provision of the

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trust created herein which causes or may cause adverse or unanticipated tax liability to my estate, the trust, the Trustee, or the beneficiaries.

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

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

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I. To retain any interest in oil, gas or other mineral resources received from any source and to acquire and retain other interests in oil, gas or mineral resources; to execute as to those interests any agreements, assignments, contracts, deeds, grants, leases for any term (even though the term may extend beyond the termination of the trust) and any other instruments or documents; to manage, control, operate, explore, mine, develop or take any action for the production, recovery, sale, treatment, storage or transportation of any interest in oil, gas or other mineral resources; to drill, rework or recomplete wells of any type; to conduct or participate in secondary recovery operation; to enter into agreements for pooling or unitization; and to install, operate or participate in the operation of any plant, mine or other facilities. Interests in oil, gas and other mineral resources may be retained and acquired without liability for any loss and without application to any court.

ITEM XV.

Any recipient of property or beneficiary of the trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her whether outright or in trust or all or any part of his or her interest in the trust created herein. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest

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disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor. If any person disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to the Trustee of the "Pauline Rowe Byers Family Trust" created under this Will to be held, administered and distributed as provided therein.

## ITEM XVI.

In addition to the powers and authorities specifically granted to my Executor under this Will, I expressly confer upon my Executor all rights, powers, duties, and authorities conferred upon a Trustee under the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. I authorize my Executor to exercise any such powers and authorities granted in this Will or by the Uniform Trustees' Powers Law of Mississippi without the necessity of obtaining court approval. All rights, powers, duties and discretion granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executor nor any successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that my Executor, or any successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

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Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law. If property is included in my estate which may otherwise qualify, if it passes to a qualified heir, for valuation for federal estate tax purposes under Section 2032A, and my Executor has the discretion to allocate and distribute such property in satisfaction of devises or bequests herein, my Executor shall, in exercising such discretion, allocate and distribute such property to persons or trusts who will be qualified heirs so as to qualify the property for valuation pursuant to Section 2032A. I specifically authorize my Executor to allocate any of my available generation-skipping tax exemptions from the federal generation-skipping tax as allowed by Section 2631 to any property of which I am deemed to be the transferor under Section 2652(a), including any property not in my probate estate and any property transferred by me during life as to which no allocation of the exemption was made prior to my death.

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

My Executor shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid depreciation in value of the interests or losses to my estate or associates. My Executor may continue to act as partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable. I specifically authorize my Executor to sell, without the necessity of court approval, any stock or partnership interest held by my estate under the terms of any stock agreement or partnership agreement to which I was a party during my lifetime.

I specifically authorize my Executor to borrow such funds as may be necessary to pay my debts and administration expenses and taxes of my estate and to pledge such of my

FOR IDENTIFICATION:

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 14<sup>th</sup> day of July, 2000.

Pauline Rowe Byers  
Pauline Rowe Byers

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

Dianne Bates

P.O. Box 1291 Ridgeland, Ms 39158  
Address

Paula Major  
Melanie Edwards

544 Melik Estates Dr  
Address Ridgeland, MS 39157  
233 Church Rd.  
Brandon MS 39047

COUNTY OF MADISON

AFFIDAVIT OF SUBSCRIBING WITNESS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of PAULINE ROWE BYERS, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the of 14th day of July, 2000.

(2) That on the 14th day of July, 2000, the said PAULINE ROWE BYERS signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of PAULA MAJOR and MELANIE EARWOOD, the other subscribing witnesses to said instrument.

(3) That the said PAULINE ROWE BYERS was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with PAULA MAJOR and MELANIE EARWOOD, 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 PAULINE ROWE BYERS, and in the presence of each other.

*Diane W Bates*  
Diane Bates

SWORN TO AND SUBSCRIBED BEFORE ME, this the 8 day of Sept, 2000.

*William E. McLeod*  
Notary Expires June 6, 2004

My Commission Expires: \_\_\_\_\_

William E. McLeod, Esq. (MSB 09629)  
BARNES, BROOM, DALLAS AND McLEOD, PLLC  
Post Office Box 13956  
Jackson, Mississippi 39236-3956  
Telephone: (601) 981-6336  
ATTORNEY



STATE OF MISSISSIPPI

COUNTY OF MADISON

AFFIDAVIT OF SUBSCRIBING WITNESS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of PAULINE ROWE BYERS, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the of 14th day of July, 2000.

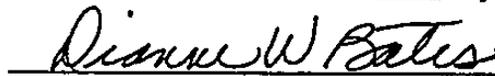
(2) That on the 14th day of July, 2000, the said PAULINE ROWE BYERS signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of PAULA MAJOR and DIANE BATES, the other subscribing witnesses to said instrument.

(3) That the said PAULINE ROWE BYERS was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with PAULA MAJOR and DIANE BATES, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said PAULINE ROWE BYERS, and in the presence of each other.

  
\_\_\_\_\_  
Melanie Earwood

SWORN TO AND SUBSCRIBED BEFORE ME, this the 27<sup>th</sup> day of July, 2000.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: Notary Public State of Mississippi At Large  
My Commission Expires March 11, 2002  
Bonded Thru Helden, Brooks & Garland, Inc.

William E McLeod, Esq. (MSB 09629)  
BARNES, BROOM, DALLAS AND McLEOD, PLLC  
Post Office Box 13956  
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ATTORNEY



STATE OF MISSISSIPPI

COUNTY OF MADISON

AFFIDAVIT OF SUBSCRIBING WITNESS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of PAULINE ROWE BYERS, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the of 14th day of July, 2000.

(2) That on the 14th day of July, 2000, the said PAULINE ROWE BYERS signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of DIANNE BATES and MELANIE EARWOOD, the other subscribing witnesses to said instrument.

(3) That the said PAULINE ROWE BYERS was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That this affiant, together with DIANE BATES and MELANIE EARWOOD, 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 PAULINE ROWE BYERS, and in the presence of each other.

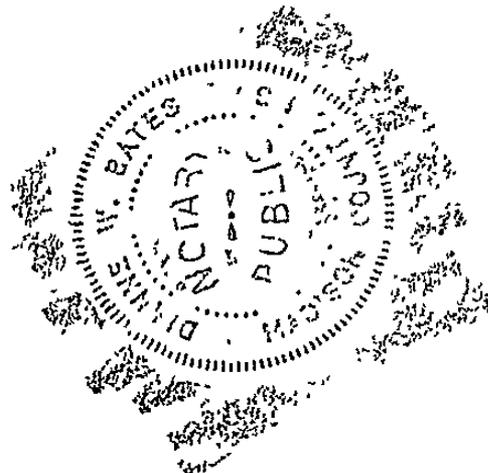
Paula Major  
Paula Major

SWORN TO AND SUBSCRIBED BEFORE ME, this the 17 day of August, 2000.

Dianne W Bates  
Notary Public

My Commission Expires: Notary Public State of Mississippi At Large  
My Commission Expires March 11, 2002  
Bonded Thru Heiden, Brooks & Garland, Inc

William E. McLeod, Esq. (MSB 09629)  
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Post Office Box 13956  
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Telephone: (601) 981-6336  
ATTORNEY



Dianne Bates  
PO Box 1291 #  
Ridgeland MS 39158

Paula Major  
544 Mobile Estates Dr  
Ridgeland MS 39157

Melanie Earwood  
233 Church Rd.  
Brandon MS 39047

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

Book 294 Page 399  
ARTHUR JOHNSTON, C C

BY L. Jones D.C.



LAST WILL AND TESTAMENT

2006-695

OF

JAMES PATTERSON DONALD

<b>FILED</b>	
THIS DATE	
AUG 10 2006	
ARTHUR JOHNSTON, CHANCERY CLERK	
BY <i>[Signature]</i>	D.C.

I, James Patterson Donald, being beyond the age of eighteen (18) years, of sound and disposing mind and memory, and free of any undue influence or duress, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me.

I.

I direct that all my just debts be paid as soon as possible after this will has been admitted to probate, provided that each debt before being paid be duly filed and allowed by a court of competent jurisdiction as provided for by law.

*[Signature]*  
 \_\_\_\_\_  
 JAMES PATTERSON DONALD

II.

I will, devise and bequeath unto my wife, Brenda Bankester Donald, if she survives me, all my real, personal and mixed property of whatsoever kind and nature and wheresoever situated of which I shall die seized and possessed and to which I shall be entitled to at the time of my death, or over which I shall have any power of appointment.

III.

In the event that my wife, Brenda Bankester Donald, should predecease me, or should my wife and I die simultaneously as the result of some common disaster, accident or otherwise, I specifically will, devise and bequeath all of my real, personal and mixed property of whatsoever kind and nature of which I shall die seized and possessed, and to which I shall be entitled to at the time of my death, or over which I shall have any power of appointment, as hereinafter set forth.

Section 1

I hereby will, devise and bequeath unto the Trustee hereinafter named one-half (1/2) all of my real, personal and mixed property of whatsoever kind and nature and wheresoever situated of which I shall die seize and possess and to which I shall be entitled to at the time of my death, or over which I shall have any power of appointment, in trust, for the benefit of my stepdaughter, Courtney Blair Chance, if she survives me, in accordance with the terms hereinafter set forth. Such Trust shall be known as Trust Number 1.

  
JAMES PATTERSON DONALD

The trust hereby created and provided for herein shall be administered in accordance with the following terms, to wit:

1. In the administration of the trust, Trustee, unless provided for otherwise herein, shall have all powers granted by law. In connection therewith, Trustee shall have the power to manage, control, administer, improve and repair all property, real, personal or mixed, belonging to the trust estate.
2. Notwithstanding any provisions herein to the contrary, Trustee shall have no power to mortgage, or to encumber in any other manner, any property in the trust estate, whether real or personal or mixed. This provision shall not operate to prevent Trustee from renewing any mortgages in existence at the time of my death.
3. Trustee is hereby authorized to pay all encumbrances, liens and claims on and against the trust property, existing at the time of my death or created by operation of law thereafter.
4. Trustee may, at any time, in Trustee's discretion, pay, distribute or apply for the support or maintenance of the beneficiary, Courtney Blair Chance, so much of the net income from the trust estate, up to the whole thereof, as Trustee, in Trustee's discretion, may deem

  
JAMES PATTERSON DONALD

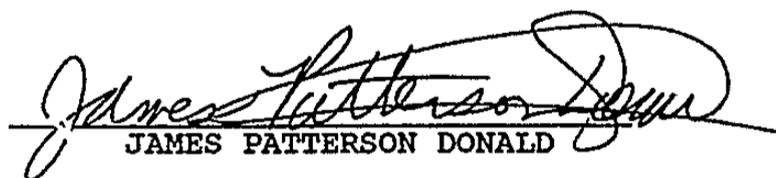
reasonable or necessary for the proper support, maintenance and education of such beneficiary.

5. After any distribution of principal hereunder to the beneficiary, the amount so paid shall be restored to the principal from any net income subsequently payable to the beneficiary in excess of that needed for the proper support, maintenance and education of the beneficiary.
6. In exercising the discretion granted with respect to the trust herein, Trustee may take into account other income or other resources known by Trustee to be available to the beneficiary receiving payments.
7. To the extent permitted by law, the beneficiary shall not transfer, mortgage, pledge, hypothecate or assign any part of the income or principal of the trust hereunder until actually received by her. The income and principal of the trust hereunder shall not be subject to the claims of creditors of the beneficiary or to transfer by operation of law.
8. On termination of this trust as provided for herein, all the trust estate (Trust Number 1), then in the possession of Trustee, together with

  
JAMES PATTERSON DONALD

any accumulated or undistributed income, shall be transferred, conveyed and distributed in fee to my stepdaughter, Courtney Blair Chance, if she survives me. In the event that my stepdaughter, Courtney Blair Chance, should be deceased at the time of such distribution, then, in such event, I specifically direct that the share, to which she would have been entitled to had she survived, go to my daughter, Julie Grace Donald, in trust, pursuant to the terms of the trust provided for herein for her benefit.

9. The trust created hereby shall terminate on the happening of the first of the following events:
  - (a) The attainment of the age of twenty-four (24) years by the beneficiary, Courtney Blair Chance, whose date of birth is April 11, 1983; and
  - (b) The death of the beneficiary, Courtney Blair Chance.
10. Trustee shall keep accurate records and accounts of their administration of the trust estate.
11. I name, nominate and appoint my father-in-law, Hancell Bankester, and my mother-in-law, Lois J. Bankester, as the Joint-Trustees of the trust hereby created and provided for herein. If either my father-in-

  
JAMES PATTERSON DONALD

law, Hancell Bankester, or my mother-in-law, Lois J. Bankester, should predecease me or the beneficiary, or for any reason fails to qualify or declines to act as a Joint-Trustee, I name, nominate and appoint the other or the survivor of the two as Trustee of the trust of said beneficiary, Courtney Blair Chance.

SECTION 2

I hereby will, devise and bequeath unto the Trustee hereinafter named one-half (1/2) all of my real, personal and mixed property of whatsoever kind and nature and wheresoever situated of which I shall die seize and possess and to which I shall be entitled to at the time of my death, or over which I shall have any power of appointment, in trust, for the benefit of my daughter, Julie Grace Donald, if she survives me, in accordance with the terms hereinafter set forth. Such Trust shall be know as Trust Number 2.

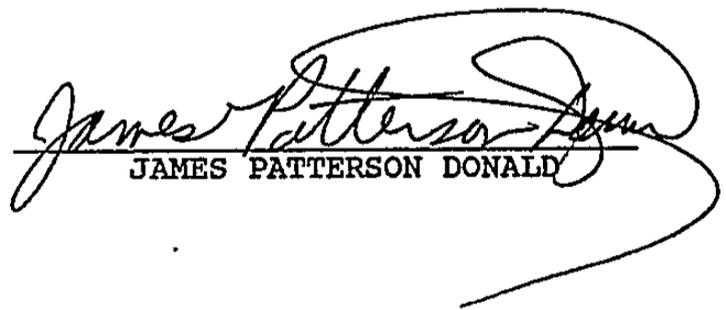
The trust hereby created and provided for herein shall be administered in accordance with the following terms, to wit:

1. In the administration of the trust, Trustee, unless provided for otherwise herein, shall have all powers granted by law. In connection therewith, Trustee shall have the power to manage,

  
JAMES PATTERSON DONALD

control, administer, improve and repair all property, real, personal or mixed, belonging to the trust estate.

2. Notwithstanding any provisions herein to the contrary, Trustee shall have no power to mortgage, or to encumber in any other manner, any property in the trust estate, whether real or personal or mixed. This provision shall not operate to prevent Trustee from renewing any mortgages in existence at the time of my death.
3. Trustee is hereby authorized to pay all encumbrances, liens and claims on and against the trust property, existing at the time of my death or created by operation of law thereafter.
4. Trustee may, at any time, in Trustee's discretion, pay, distribute or apply for the support or maintenance of the beneficiary, Julie Grace Donald, so much of the net income from the trust estate, up to the whole thereof, as Trustee, in Trustee's discretion, may deem reasonable or necessary for the proper support, maintenance and education of such beneficiary.
5. After any distribution of principal hereunder to the beneficiary, the amount so paid shall be restored to the principal from any net

  
JAMES PATTERSON DONALD

income subsequently payable to the beneficiary in excess of that needed for the proper support, maintenance and education of the beneficiary.

6. In exercising the discretion granted with respect to the trust herein, Trustee may take into account other income or other resources known by Trustee to be available to the beneficiary receiving payments.
7. To the extent permitted by law, the beneficiary shall not transfer, mortgage, pledge, hypothecate or assign any part of the income or principal of the trust hereunder until actually received by her. The income and principal of the trust hereunder shall not be subject to the claims of creditors of the beneficiary or to transfer by operation of law.
8. On termination of this trust as provided for herein, all the trust estate (Trust Number 2), then in the possession of Trustee, together with any accumulated or undistributed income, shall be transferred, conveyed and distributed in fee to my daughter, Julie Grace Donald, if she survives me. In the event that my daughter, Julie Grace

  
JAMES PATTERSON DONALD

Donald, should be deceased at the time of such distribution, then, in such event, I specifically direct that the share, to which she would have been entitled to had she survived, go to my stepdaughter, Courtney Blair Chance, in trust, pursuant to the terms of the trust provided for herein for her benefit.

9. The trust created hereby shall terminate on the happening of the first of the following events:
  - (a) The attainment of the age of twenty-four (24) years by the beneficiary, Julie Grace Donald, whose date of birth is June 14, 1993; and
  - (b) The death of the beneficiary, Julie Grace Donald.
10. Trustee shall keep accurate records and accounts of their administration of the trust estate.
11. I name, nominate and appoint my father-in-law, Hancell Bankester, and my mother-in-law, Lois J. Bankester, as the Joint-Trustees of the trust hereby created and provided for herein. If either my father-in-law, Hancell Bankester, or my mother-in-law, Lois J. Bankester, should predecease me or the beneficiary, or for any reason fails to

  
JAMES PATTERSON DONALD

qualify or declines to act as a Joint-Trustee, I name, nominate and appoint the other or the survivor of the two as Trustee of the trust of said beneficiary, Julie Grace Donald.

IV.

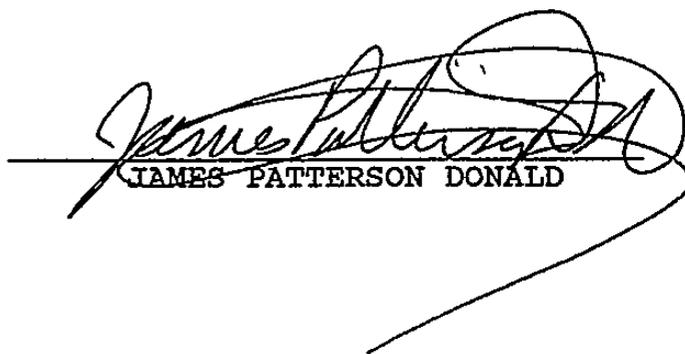
In the event that either my stepdaughter, Courtney Blair Chance, or my daughter, Julie Grace Donald, should predecease me, then, in such event, I specifically will, devise and bequeath the share to which each such deceased child would have been entitled to under the terms of this Will, had she survived me, unto the survivor of them.

V.

In the event that both my wife and I should die before my daughter, Julie Grace Donald, shall have reached the age of majority, then I name, nominate and appoint as Joint-Guardians of both the person and the estate of such child, my father-in-law, Hancell Bankester, and my mother-in-law, Lois J. Bankester, or the survivor of them. I direct that such guardians serve in such capacity without the necessity of bond.

VI.

I name, nominate and appoint my wife, Brenda Bankester Donald, as Executor of my estate and this my Last Will and Testament and request that she serve

  
JAMES PATTERSON DONALD

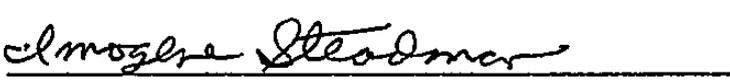
as such without necessity of bond, inventory, accounting or appraisal. If my wife should predecease me, or for any reason fails to qualify or declines to act as Executrix, I name, nominate and appoint my father-in-law, Hancell Bankester, and my mother-in-law, Lois J. Bankester, or the survivor of them, as Joint-Executors of this my Last Will and Testament and request that they (he or she) serve as such without necessity of bond, inventory, accounting or appraisal.

IN WITNESS WHEREOF, I have hereunto signed my name on this the 30<sup>TH</sup> day of March, A.D., 1994.

  
JAMES PATTERSON DONALD

WITNESSES:

  
\_\_\_\_\_

  
\_\_\_\_\_

  
JAMES PATTERSON DONALD

The above and foregoing instrument, consisting of twelve (12) typewritten pages, including the page on which this attestation clause appears, was signed on each page by James Patterson Donald, and was by him signed, published, and declared as and for his Last Will and Testament, in our presence, and in the presence of each of us, and we, at the same time, at his request, in his presence, and in the presence of each other, have hereunto subscribed our names as attesting witnesses, believing him to be of sound mind and memory, this 30<sup>th</sup> day of March, A. D., 1994.

WITNESSES:

ADDRESSES:

A. M. Lovett

120 Second Ave. E.

MORTON, MS 39117

Almosene Steadman

P.O. Box 308

Morton, Miss - 39117

James Patterson Donald  
JAMES PATTERSON DONALD

IN THE CHANCERY COURT  
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF JAMES PATTERSON DONALD,  
DECEASED

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

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Scott

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

A. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of JAMES PATTERSON DONALD, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 30<sup>th</sup> day of March, 1994.

B. That on the 30<sup>th</sup> day of March, 1994, the said JAMES PATTERSON DONALD, signed, published and declared said instrument of writing as his Last Will and

Testament, in the presence of this affiant and in the presence of IMOGENE STEADMAN, the other subscribing witness to said instrument.

C. That the said JAMES PATTERSON DONALD was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

D. That this affiant, together with IMOGENE STEADMAN, 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 JAMES PATTERSON DONALD, and in the presence of each other.

A. M. Lovett  
A. M. Lovett

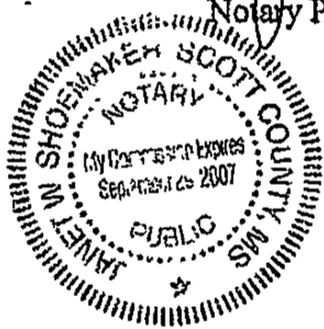
SWORN TO AND SUBSCRIBED BEFORE ME on this the 4<sup>th</sup> day of

August, 2006.

Janet M. Shoemaker  
Notary Public

My Commission Expires:

\_\_\_\_\_



Leonard C. Martin

B 40 P 441

Leonard C. Martin  
BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ  
Post Office Box 14167  
Jackson, Mississippi 39236  
Telephone: (601) 351-2400  
State Bar #1897

ATTORNEY

IN THE CHANCERY COURT  
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF JAMES PATTERSON DONALD,  
DECEASED

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

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF Scott

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

A. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of JAMES PATTERSON DONALD, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 30<sup>th</sup> day of March, 1994.

B. That on the 30<sup>th</sup> day of March, 1994, the said JAMES PATTERSON DONALD, signed, published and declared said instrument of writing as his Last Will and

Testament, in the presence of this affiant and in the presence of A. M. LOVETT, the other subscribing witness to said instrument.

C. That the said JAMES PATTERSON DONALD was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

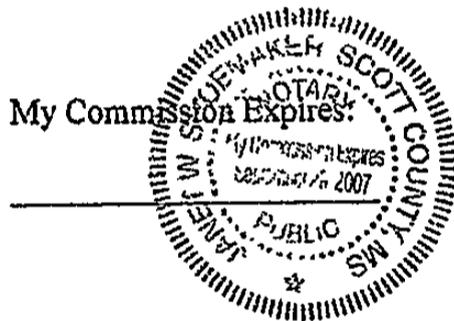
D. That this affiant, together with A. M. LOVETT, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said JAMES PATTERSON DONALD, and in the presence of each other.

*Imogene Steadman*  
Imogene Steadman

SWORN TO AND SUBSCRIBED BEFORE ME on this the 4<sup>th</sup> day of

August, 2006.

*Janet M. Shoemaker*  
Notary Public



Leonard C. Martin

Leonard C. Martin  
BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ  
Post Office Box 14167  
Jackson, Mississippi 39236  
Telephone: (601) 351-2400  
State Bar #1897

ATTORNEY

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

Book 40 Page 427  
ARTHUR JOHNSTON, C C

BY L. Jones DC





ITEM II.

I appoint my wife, ELISE LEWIS WATSON, as Executor of my estate under this Will. In the event my Executor is or becomes unable or unwilling to serve, I appoint my father, PAUL HERBERT WATSON, JR., to serve as successor Executor.

ITEM III.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled. However, my Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

ITEM IV.

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

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

FOR IDENTIFICATION:



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

ITEM V.

To my wife, ELISE LEWIS WATSON, if she survives me, I devise and bequeath the following:

- A. My interest in our family residence, subject to any indebtedness thereon.
- B. My automobiles and other vehicles, club memberships, clothing, jewelry, sport equipment and other personal effects.
- C. My interest in the furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in our home.

If my wife does not survive me, I devise and bequeath my interest in the family residence to the Trustee of the "Paul Herbert Watson, III Family Trust," provided in this Will, to be held, administered and distributed under the provisions of that trust; and the assets described in Paragraphs B and C, to my children in substantially equal shares, to be divided among them as they agree, or in the absence of such agreement, as my Executor may determine. If a child is under age twenty-one (21) years at the time of closing my estate, then his or her share shall be delivered to the Trustee of the "Paul Herbert Watson, III Family Trust" to be held for such child until he or she attains twenty-one (21) years of age.

FOR IDENTIFICATION:

  
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## ITEM VI.

I give, devise and bequeath to TRUSTMARK NATIONAL BANK, Jackson, Mississippi, as Trustee under the terms set forth in this Will, an amount of property equal to the largest amount, but no more, that can pass free of federal estate tax by reason of the "applicable credit amount" (also referred to as the "unified credit") available at the date of my death provided under Section 2010 and that portion of the state death tax credit allowable to my estate under Section 2011 which does not cause an increase in state death taxes. However, the amount of this bequest shall be reduced by the value of insurance proceeds and any other property which passes at any time during my life or at my death, either under any other ITEM of my Will or outside of my Will, in such manner as to constitute a part of my gross estate under federal estate tax law or an adjusted taxable gift and for which no marital deduction is allowed under Section 2056 and no deduction for public, charitable or religious purposes is allowed under Section 2055. In computing the dollar amount of property constituting this pecuniary bequest, the values used in finally determining the federal estate tax on my estate shall control. My Executor shall select and distribute to the Trustee the cash or other property to be placed in this trust, and the property so selected shall be valued at the value thereof as of the date or dates of distribution to the trust. This trust shall be for the benefit of my wife, my children, and my grandchildren. If property passes to this trust which any beneficiary (other than my wife) has disclaimed under Section 2518 that beneficiary shall be treated as if deceased on the day before the date of my death and shall not be a beneficiary of this trust, but the children of that beneficiary shall continue as beneficiaries.

The assets devised and bequeathed under this ITEM of my Will shall be charged with the payment of any estate, inheritance or other death taxes payable by reason of my death, any expenses of my estate not deducted for federal estate tax purposes and any other expenses deducted but not allowed as deductions in finally determining the Federal

FOR IDENTIFICATION:

  
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estate taxes payable by reason of my death. I recognize the possibility that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections. As provided in Sections 2206, 2207, 2207A, and 2207B, my Executor shall have the right to recover the appropriate amount of estate taxes from the recipient or recipients of property which is included in my gross estate for federal estate tax purposes, and no provision herein shall be construed to waive such right of recovery.

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

A. The Trustee shall pay to and among my wife, my children, and my grandchildren (but not necessarily in equal shares) as much of the net income as the Trustee, in the Trustee's discretion, deems advisable for the education, support, maintenance, and health, including any hospital or other institutional care, of these beneficiaries, and for the maintenance of their accustomed standard of living. These distributions shall be made in proportions and amounts and at such intervals as the Trustee determines. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions.

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

FOR IDENTIFICATION:

PW



for the maintenance of the beneficiary's accustomed standard of living. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

3. After the death of my wife, as and when each of my children attains the age of twenty-five (25) years, the Trustee shall distribute to that child one-half ( $\frac{1}{2}$ ) of that child's trust estate at that date. Thereafter when each of my children attains age thirty (30) years, the Trustee shall distribute to such child the remainder of that child's trust estate. If at the time of the death of my wife, any child of mine has attained the age required herein for distribution of part or all of the principal of his or her trust, such part or all of that principal shall be distributed to that child at that time.

The assets of a trust for the children of a deceased child of mine (being my grandchildren by that deceased child) shall be distributed, in equal shares, to the children of such deceased child when the youngest living child of a deceased child of mine attains the age of twenty-five (25) years, except that the then living descendants of a deceased grandchild of mine shall take, per stirpes, the share the grandchild would have taken if living.

4. In the event of death of any of my children after division of this trust into separate trusts and prior to receipt by that child of his or her entire trust estate, the balance in the trust of my deceased child shall be retained in trust for the benefit of my deceased child's then living children (being my grandchildren by that deceased child). Income and principal shall be distributed among such surviving grandchildren as the Trustee determines in accordance with the directions and standards previously set forth in subparagraphs 1 and 2 of this Paragraph C. The trust estate for the children of a deceased child of mine (being my grandchildren by that deceased child) shall be distributed, in equal shares, to the children of such deceased child when the youngest living child of

FOR IDENTIFICATION:

  
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such deceased child attains the age of twenty-five (25) years, except that the then living descendants of a deceased grandchild of mine shall take, per stirpes, the share the grandchild would have taken if living. If at the death of a child of mine, he or she leaves no surviving descendants, that deceased child's trust estate shall be paid over and added, in equal shares, to the trusts created for my other child or children and their descendants to be held, administered and distributed in accordance with the provisions of such trusts or shall be distributed outright to a beneficiary who had previously reached the age to have received a distribution of his or her trust estate.

D. Notwithstanding any provision herein to the contrary, the Trustee shall retain in trust for the benefit of any beneficiary, any distribution otherwise required to be made to such beneficiary, if in the Trustee's sole discretion such beneficiary is, at the time the distribution would otherwise be required, incompetent, involved in a lawsuit, addicted to alcohol, drugs, or other chemical substances, is a party to a pending divorce or marital separation proceeding, is in bankruptcy, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. The Trustee shall make reasonable inquiries before making distributions of principal to the beneficiaries to ascertain whether any beneficiary is then under any of the above described conditions. In making a determination that a beneficiary is addicted to alcohol, drugs, or other chemical substances, the Trustee may rely upon the opinion of a physician who has examined the beneficiary. The Trustee may request that the beneficiary be examined by a physician designated by the Trustee and if the beneficiary refuses to be examined by such physician, the Trustee shall not make the distribution to the beneficiary until such time as the beneficiary agrees to be examined by such physician. As and when the beneficiary whose distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may then make distribution to such

FOR IDENTIFICATION:

  
\_\_\_\_\_



I. This trust shall be designated and known as the "Paul Herbert Watson, III Family Trust."

ITEM VII.

If my wife, ELISE LEWIS WATSON, survives me, I give, devise and bequeath to TRUSTMARK NATIONAL BANK, Jackson, Mississippi, as Trustee for my wife, the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever situated.

The assets devised and bequeathed under this ITEM of my Will shall be charged with the payment of any funeral expenses, any expenses of my estate, and any other proper claims against my estate, which are deducted for federal estate tax purposes and which are allowed as deductions in finally determining the federal estate taxes payable by reason of my death.

The Trustee shall hold, administer and distribute the funds of the trust under the following provisions:

A. Commencing with my death, the Trustee shall distribute to my wife, or apply for her benefit, all of the trust net income. The net income shall be so distributed or applied in convenient installments, but at least annually.

B. The Trustee may, in the Trustee's discretion, pay to my wife, or apply for her benefit, as much of the principal of the trust as the Trustee deems desirable for her education, support, maintenance, and health, including any hospital or other institutional care, and for the maintenance of her accustomed standard of living: In the exercise of this

FOR IDENTIFICATION:

  
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discretion the Trustee shall consider the needs of my wife and the funds available to her from other sources.

C. Upon the death of my wife, any and all undistributed income of this trust shall be distributed to her estate. Except to the extent that my wife's Will shall by specific reference to this provision direct to the contrary, the Trustee shall pay from the principal of this trust the increase in all estate, inheritance, transfer or other death taxes, including any interest and penalties thereon, imposed by any taxing authority on the death of my wife by reason of the inclusion in her gross estate for the purposes of any such taxes, interest, and penalties of all or any part of the principal of the trust (such increase being the difference between all such taxes, interest, and penalties actually paid by reason of my wife's death and the taxes, interest, and penalties which would have been payable if such part or all of the principal of this trust had not been included in her gross estate), provided, however, that such payments shall be made only from that portion of this trust which, without regard to the provisions of this paragraph, shall be includible in the gross estate of my wife for federal estate tax purposes. Such payments shall be made either to the Executor or the legal representative of the estate of my wife for payment by such Executor or legal representative of such taxes, interest and penalties or directly to such taxing authorities as the Trustee, in the Trustee's sole and absolute discretion, shall determine. The Trustee may rely solely upon the written certification of the Executor or the legal representative of the estate of my wife as to the amount of such increase payable to each taxing authority, may pay any such increase in one or more installments, and shall have no duty or responsibility to make any further inquiry or take part in the determination or apportionment of such taxes, interest, and penalties. Upon making payment of such increase as the same shall be finally determined, the Trustee shall have no further liability in connection therewith. Payment of such increase in such taxes, interest and penalties shall fully discharge all liability of the trust for such taxes, interest

FOR IDENTIFICATION:

  
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and penalties, it being my intention and direction that my wife not have any power to apportion additional taxes, interest or penalties against this trust.

The remaining trust assets shall be distributed to the Trustee of the "Paul Herbert Watson, III Family Trust" created under ITEM VI of this Will, to be held, administered and distributed according to the terms of that trust.

D. It is my intention to qualify the bequest hereunder for the marital deduction under Section 2056, if my Executor so elects, and any provision herein to the contrary shall be void. Accordingly, I direct (a) that there shall not be allocated to the trust any property which would not qualify for the marital deduction; (b) that the Trustee shall not invest in nor retain beyond a reasonable time, without the consent of my wife, any unproductive property as that property is defined in applicable tax laws and my wife shall have the power to require the Trustee to either make the property productive or to convert it to productive property within a reasonable time; and (c) that none of the powers or discretion of my Executor or Trustee shall be exercised in a manner which will deny my estate the marital deduction for property passing to this trust.

E. I authorize my Executor to make the election under Section 2056(b)(7) to have this trust or any portion hereof treated as "qualified terminable interest property" for the purpose of qualifying for the marital deduction allowable in determining the federal estate tax upon my estate.

My Executor shall, in the sole discretion of my Executor, determine whether to elect, under the provisions of the Internal Revenue Code applicable to my estate, to have a specific portion (herein referred to as the "marital deduction portion") or all of this trust, treated as "qualified terminable interest property" for federal estate tax purposes. If an

FOR IDENTIFICATION:



election is made as to less than all of this trust, the specific portion shall be expressed as a fraction, and the value of the marital deduction portion at any time may be determined by multiplying the value of this trust at that time by the fraction. Generally, I anticipate that my Executor will elect to minimize the estate tax payable by my estate. However, I would expect that some consideration be given to the timing of my wife's death and mine and the computation of the combined estate taxes in our two estates, especially if she should die prior to the time the election is made. The determination of my Executor with respect to the exercise of the election shall be conclusive upon all affected persons.

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

G. None of the assets constituting this trust shall be used for the payment of estate, inheritance or other death taxes payable by reason of my death.

H. This trust shall be known as the "Paul Herbert Watson, III Marital Trust."

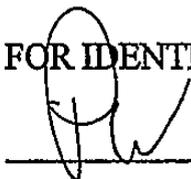
#### ITEM VIII.

If I am not survived by my wife, I give, devise and bequeath the rest and residue of my estate, real and personal, of whatsoever kind or character, and wheresoever located, to the Trustee of the "Paul Herbert Watson, III Family Trust" created by ITEM VI of this Will to be held, administered and distributed as provided in said trust.

#### ITEM IX.

In making distributions for beneficiaries from any trust created under this Will and especially where such beneficiaries are minors, or incapable of transacting business due to illness, the Trustee, in the Trustee's discretion may make distributions either (a)

FOR IDENTIFICATION:



directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, (d) to a Custodian for a minor beneficiary under the Mississippi Uniform Transfers to Minors Act, or (e) by applying the distributions for the benefit of the beneficiary by paying expenses directly. In any event the Trustee shall require such reports and take such steps as the Trustee deems requisite to assure and enforce the application of such distributions for the exclusive benefit of the beneficiary.

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

#### ITEM X.

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

The Trustee shall not be required to make physical division of the trust property comprising the "Paul Herbert Watson, III Family Trust," except when necessary for the

FOR IDENTIFICATION:

PW

purposes of distribution, but may, in the Trustee's discretion, keep the trusts in one or more consolidated funds. As to each consolidated fund, the division into the various shares comprising such fund need be made only on the Trustee's books of account, in which case each trust shall be allotted its proportionate part of the principal and income of the fund and charged with its proportionate part of expenses thereof.

ITEM XI.

The interest of every beneficiary shall vest within the period prescribed by the Rule against Perpetuities or any statute pertaining thereto. Upon such vesting, any trust property then held by the Trustee shall be distributed immediately, free and clear of any trust, to the current income beneficiary or beneficiaries of this trust (or to his or her legal guardian or other personal representative) as though each such current income beneficiary had reached the date at which final distribution to him or to her were required pursuant to the provisions hereof. If at the time of the vesting of an interest the beneficiary shall be a minor, the Trustee shall continue to hold his or her trust estate in trust for his or her benefit, distributing income and principal as the Trustee deems advisable for the person's education, support, maintenance and health, until such beneficiary shall no longer be a minor, at which time the Trustee shall pay over to that beneficiary his or her entire trust estate.

ITEM XII.

During the administration of my estate and until a trust created herein is funded, I authorize the Trustee, in the Trustee's discretion, to request that my Executor, in which case my Executor may comply with that request, make payments out of my estate to the beneficiaries of such trust. These payments shall be an amount which in the judgment of

FOR IDENTIFICATION:



the Trustee and the Executor, jointly, equals the distributions which the beneficiaries would receive from the trust had it been established and funded at my death.

ITEM XIII.

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

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

ITEM XIV.

A Trustee may resign and cease to act at any time by giving written notice specifying the effective date of such resignation, by personal delivery or by registered mail, to those persons who are income beneficiaries of each trust at that particular time.

The Trustee or any successor Trustee of any trust created by this Will may be removed by and a successor Trustee appointed by a majority vote of a committee consisting of ELISE LEWIS WATSON, PAUL HERBERT WATSON, JR., and WILL POTTS WATSON. PAUL HERBERT WATSON, JR. and WILL POTTS WATSON or any replacements for them shall be responsible for representing the interests of my children. When my oldest child reaches twenty-one (21) years of age, that child shall replace such committee member, other than my wife, as that child selects. When my second child attains twenty-one (21) years of age, that child shall replace the remaining committee member, other than my wife or a child. In the event of the death, incapacity,

FOR IDENTIFICATION:

  
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or unwillingness to serve of a committee member, the other two (2) committee members shall select a replacement. In any event, any successor Trustee shall be a bank possessing trust powers or a trust company. The removal of a Trustee or successor Trustee and the appointment of a successor Trustee shall be effective upon written notice to the Trustee or successor Trustee removed or appointed.

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

#### ITEM XV.

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

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

FOR IDENTIFICATION:

  
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B. To place, in the discretion of the Trustee, trust funds in a checking, savings or other types of accounts or certificates of deposit in TRUSTMARK NATIONAL BANK, Jackson, Mississippi, or any successor Trustee bank.

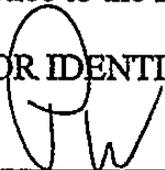
C. To receive, invest in, and retain in the trust all types of property and, especially, to receive, invest in, and retain in the trust shares of stock in closely held corporations, partnership interests in general and limited partnerships, oil, gas, and other mineral interests, standing timber, and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

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

E. To retain or invest trust assets in a common fund established by a corporate Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi or in any investment account, mutual fund, or other investment vehicle offered, sponsored, or advised for a fee by TRUSTMARK NATIONAL BANK, Jackson, Mississippi, or any other corporate Trustee, or any subsidiary, parent or affiliate of such corporate Trustee or any successor or assign, or subsidiary, parent or affiliate of any successor or assign, to such corporate Trustee.

F. To surrender, disclaim, release, relinquish or amend, after providing written notice to the income beneficiaries, all or any portion of any administrative provision of

FOR IDENTIFICATION:

  
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any trust created herein which causes or may cause adverse or unanticipated tax liability to my estate, the trust, the Trustee, or the beneficiaries.

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

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

I. To retain any interest in oil, gas or other mineral resources received from any source and to acquire and retain other interests in oil, gas or mineral resources; to execute as to those interests any agreements, assignments, contracts, deeds, grants, leases for any term (even though the term may extend beyond the termination of the trust) and any other instruments or documents; to manage, control, operate, explore, mine, develop or take any action for the production, recovery, sale, treatment, storage or transportation of any interest in oil, gas or other mineral resources; to drill, rework or recomplete wells of any

FOR IDENTIFICATION:



type; to conduct or participate in secondary recovery operation; to enter into agreements for pooling or unitization; and to install, operate or participate in the operation of any plant, mine or other facilities. Interests in oil, gas and other mineral resources may be retained and acquired without liability for any loss and without application to any court.

J. To pay reasonable compensation to the person or persons serving as guardian of my children.

ITEM XVI.

If my wife and I die simultaneously, or under circumstances which make it difficult to determine which died first, I direct that my wife shall be deemed to have survived me for purposes of this Will. I direct that the provisions of this Will be construed upon that assumption, irrespective of any provisions of law establishing a contrary presumption or requiring survivorship as a condition of taking property by inheritance.

ITEM XVII.

In the event of the death of my wife and me during the minority of my children, I designate and appoint JIM AND CHRISTY SIMPSON of Knoxville, Tennessee guardian of my minor children. The guardian shall have custody of my minor children until each attains the age of twenty-one (21) years. I direct that the guardian shall not be required to furnish any bond or security. To the extent possible, I direct that all accountings, inventories and the like ordinarily required of a guardian shall not be required of my guardian.

ITEM XVIII.

Any recipient of property or beneficiary of a trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall

FOR IDENTIFICATION:

  
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have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her whether outright or in trust or all or any part of his or her interest in any trust created herein. In addition, my wife, or the Executor or Administrator of her estate if she is deceased, shall have the specific right to direct the Trustee of the "Paul Herbert Watson, III Marital Trust" to disclaim part or all of any property devised or bequeathed to that trust. On receipt of such direction, the Trustee will have the authority to, and shall, disclaim as directed. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor. If my wife or any other person or a Trustee disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to the Trustee of the "Paul Herbert Watson, III Family Trust" created by ITEM VI of this Will to be held, administered and distributed as provided herein.

#### ITEM XIX.

In addition to the powers and authorities specifically granted to my Executor under this Will, I expressly confer upon my Executor all rights, powers, duties, and authorities conferred upon a Trustee under the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. I authorize my Executor to exercise any such powers and authorities granted in this Will or by the Uniform Trustees' Powers Law of Mississippi without the necessity of obtaining court approval. All rights, powers, duties and discretion granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executor nor any successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement

FOR IDENTIFICATION:



that my Executor, or any successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

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

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

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

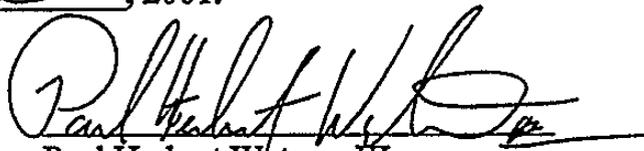
FOR IDENTIFICATION:



act as partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable.

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 18<sup>th</sup> day of June, 2001.

  
Paul Herbert Watson, III

This instrument was, on the day and year shown above, signed, published and declared by PAUL HERBERT WATSON, III to be his Last Will and Testament in our presence, and we at his request, have subscribed our names as witnesses in his presence and in the presence of each other.

Leonard C. Martin Jackson, Miss.  
Address  
Eileen H. Stephenson Jackson, MS  
Address

IN THE CHANCERY COURT  
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF PAUL HERBERT WATSON, III,  
DECEASED

NO. 2006-696

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Hinds

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

A. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of PAUL HERBERT WATSON, III, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 18<sup>th</sup> day of June, 2001.

B. That on the 18<sup>th</sup> day of June, 2001, the said PAUL HERBERT WATSON, III, signed, published and declared said instrument of writing as his Last Will

JM LCM 407189 v1  
2139242-000001 08/03/2006

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

and Testament, in the presence of this affiant and in the presence of EILEEN K. STEPHENSON, the other subscribing witness to said instrument.

C. That the said PAUL HERBERT WATSON, III was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

D. That this affiant, together with EILEEN K. STEPHENSON, 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 PAUL HERBERT WATSON, III, and in the presence of each other.

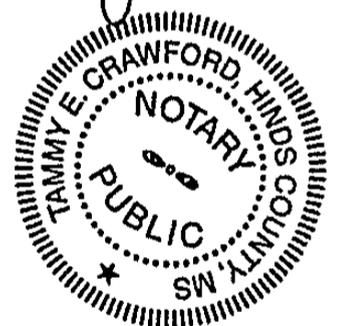
Leonard C. Martin  
Leonard C. Martin

SWORN TO AND SUBSCRIBED BEFORE ME on this the 3<sup>rd</sup> day of August, 2006.

Tammy E. Crawford  
Notary Public

My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES MAY 13, 2009  
BONDED THRU STEGAIL NOTARY SERVICE



Leonard C. Martin

Leonard C. Martin  
BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ  
Post Office Box 14167  
Jackson, Mississippi 39236  
Telephone: (601) 351-2400  
State Bar #1897

ATTORNEY

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

Book 40 Page 445  
ARTHUR JOHNSTON, CC

BY A. Jones D.C.



LAST WILL AND TESTAMENT

STATE OF MISSISSIPPI

COUNTY OF MADISON

I, MYRTICE JONES MOORE, of 268 Coker Road, Jackson, Mississippi, being twenty-one years of age and of sound and disposing mind, make this, my Last Will and Testament.

In the event of my death, my husband, James David Moore, may live in the house at Route 3, 268 Coker Road, Jackson, Mississippi until his death at which time the house proceeds shall be as follows: Before any division is made, the sum of \$24,911.53, as shown by two Affidavits signed and notarized by James David Moore dated July 6, 1979 and October 18, 1979, shall be divided between Susan Kathleen Smith, my daughter, and Robert Michael Jones, my son. This is cash that I put into the house myself. After this is taken out, the remaining equity shall be as follows: My half shall go to Susan Kathleen Smith and Robert Michael Jones and my husband's half shall be divided equally between his children, Jimmy Moore, Ken Moore, Bonnie Moore, Connie Moore and Brenda Moore.

My diamond rings and diamond necklace shall go to Susan Kathleen Smith. These I bought for myself.

The house at 321 Country Club Drive, Jackson, Mississippi shall go to Susan Kathleen Jones and Robert Michael Jones.

I appoint my sister, Ruth Easley, executrix and I direct that no bond shall be required of her and that no appraisement or inventory be required and that she shall not be required to make reports to any court.

**FILED**  
THIS DATE

AUG 14 2006

ARTHUR JOHNSTON, CHANCERY CLERK  
BY: *[Signature]* D.C.

IN WITNESS WHEREOF, I have signed, published and declared this instrument as my Will and Testament in said County, on this the 31st day of December, 1979.

Mphree Jones Moore

WITNESSES:

Landra M. Doss

Ernest E. Doss



LAST WILL AND TESTAMENT

2006-633

OF

PAULETTE W. BEAVER

I, PAULETTE W. BEAVER, an adult resident citizen of Madison, 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 any and all other wills and codicils heretofore made by me.

ITEM I.

I am not married. I have two children now living, and they are:

CHRISTINE BEAVER WILLIAMS, born <sup>also -</sup> ~~January~~ <sup>November</sup> 17, 1962, whose address is 1210 Main Street, Natchez, Mississippi 39120; and

PAUL DAVID BEAVER, born January 27, 1969, whose address is 14 Baytowne Row, Madison, Mississippi 39110.

My Children herein named are herein referred to collectively as "my Children" and individually as "my Child". In the even one of my children shall predecease me, his or her share shall be bequeathed to his or her heirs per stirpes.

<sup>AWR</sup> ITEM II.

I appoint my brother, <sup>Henry</sup> ~~HARVEY~~ W. WACHHOLZ of Columbia, Missouri, as Executor of my Estate under this Will. I direct my Executor to pay all of my just debts and obligations

FILED  
THIS DATE  
AUG 15 2006  
1  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY [Signature] D.C.

JO 99333415

PWB

which may be probated, registered and allowed against my estate as soon as may be conveniently done.

**ITEM III.**

I direct that all estate, inheritance, or other succession taxes as well as any other debts that may be probated against my Estate incurred by reason of my death, shall be paid by my Executor as soon as practicable after my death.

**ITEM IV.**

A. I give, devise and bequeath to my Children, all the rest and residue of my estate of whatsoever kind or character, including any real or personal property I may own at my death, share and share alike to be divided equally between them. I direct my Executor shall divide all my personal property by letting my Children select in ORDER each item of my personal property which is not agreed upon by my Children and the Executor. The first selection shall be decided by the flip of a coin. I have left specific written instruction with my Executor on certain personal items and instruct him to follow these instructions.

**ITEM V.**

A. In the event my Brother, **HENRY W. WACHHOLZ**, is or becomes unable or unwilling to serve as my Executor, I appoint my daughter, **CHRISTINE BEAVER WILLIAMS**, of Natchez, Mississippi, to serve as my successor Executrix. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator.

HW

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

ITEM VI.

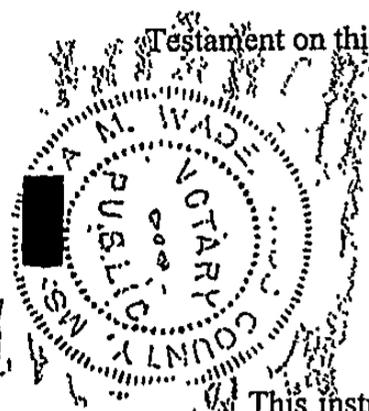
I hereby grant to my Executor the continuing, absolute discretionary power to deal with any property, real or personal, held in my estate or in any trust, as freely as I might in handling my own affairs. Such powers may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with the Executor shall be required to inquire into the propriety of any of his actions. I expressly confer upon my Executor the specific powers set forth in Miss. Code Ann. §91-9-101 through §91-9-109 (1972), as now enacted or hereafter amended.

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FWB

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and

Testament on this the 14<sup>th</sup> day of June, 2006.



Paulette W. Beaver  
PAULETTE W. BEAVER  
TESTATRIX

This instrument was, on the day and year shown above, signed, published and declared by PAULETTE W. BEAVER to be her Last Will and Testament in our presence and we have subscribed our names as witnesses in (his)(her) presence and in the presence of each other.

[Signature]  
Witness  
Natalee Keller  
Witness

of 431 Pubble Creek Rd. Madison MS 39110  
Address  
of 197 W.E. Franklin Rd., Morton, MS 39117  
Address

[Signature]

STATE OF MISSISSIPPI  
COUNTY OF MADISON

Personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, each of the undersigned Affiants, who being by me first duly sworn to law, says on oath:

(1) The within Will was subscribed in our presence by PAULETTE W. BEAVER the within named Testatrix, on the 14<sup>th</sup> day of June, 2006.

(2) That the Testator(rix) was then and there of sound and disposing mind and memory, and above the age of eighteen (18) years.

(3) That each of the undersigned subscribed and attested the within Will as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the Testatrix, and in the presence of each other.

Signature: Rita Abbey

Name: Rita Abbey

Address: 431 Pebble Creek Dr  
Madison MS 39110

Telephone No.: 601-853-4104

Signature: Natalie J. Keller

Name: Natalie J. Keller

Address: 197 W.E. Franklin  
Morton, MS 39117

Telephone No.: 601-859-6593

Subscribed and sworn to before me by the above-named Affiants on this 14<sup>th</sup> day of June, 2006.

Lisa Marie Ward  
NOTARY

My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES AUG 20, 2007  
~~FOR THE THRU STEGALL NOTARY SERVICE~~

JO 99333415 1

MADISON COUNTY, MS This instrument was  
filed for record August 15, 2006

Book 40 Page 473  
ARTHUR JOHNSTON, C.C.

BY: L. Jones D.C.



## LAST WILL AND TESTAMENT

OF

3006-727

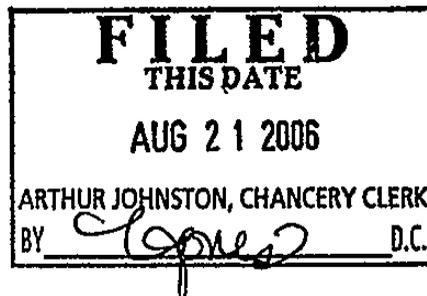
BERTHA GROSS

I, **BERTHA GROSS**, having a fixed place of residence in Madison County, Mississippi, and being more than 21 years of age and of sound and disposing mind, do hereby make, publish and declare this to be my Last Will and Testament, and revoking all former wills and codicils, as follows:

I.

I name and nominate **MARIE H. BANES**, as Executrix of this my Last Will and Testament. In the event that she shall be deceased at the time of my death, or unable or unwilling to serve as Executrix, then, and in that event only, I appoint **LUCINDA SUSAN BANES WILSON**, as Substitute Executrix of this my Last Will and Testament and hereby grant to her the same powers as set forth for my Executrix. I expressly waive the necessity of bond for the Executrix and hereby specifically waive the statutory requirements of inventory, appraisal and accounting. My Executrix shall have full and plenary power and authority to do and perform any act deemed by her to be for the best interest of my estate, without any limitations whatsoever, and said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and re-invest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents or accountants that she may deem necessary for the best interest of my estate and to pay unto herself a just and reasonable compensation as Executrix.

Signed for identification *Bertha Gross*



1.1

II

I direct my Executrix to pay all of my just debts and obligations which may be probated, registered and allowed against my estate, and all funeral expenses as soon after my death as conveniently can be done.

III

I hereby give, devise and bequeath unto **Johnnie Peterson** the sum of \$2,500.00, if she survives me.

IV

I hereby give, devise and bequeath unto **Rosie Ware**, the sum of \$2,500.00, if she survives me.

V

I hereby give, devise and bequeath unto **Katherine I. Switzer** the sum of \$10,000.00, if she survives me.

VI

I hereby give, devise and bequeath unto **Marie H. Banes** the sum of \$30,000.00, per stirpes.

VII

I hereby give, devise and bequeath unto **Charles R. Banes** the sum of \$30,000.00, per stirpes.

VIII

IX

I hereby give, devise and bequeath unto **Judy Leonard Rone** the sum of \$20,000.00, if she survives me.

Signed for identification *[Signature]*

IX

I hereby give, devise and bequeath unto **Marie H. Banes** one 14 carat yellow gold antique diamond cocktail ring and one 14 carat white gold cocktail ring.

X

I hereby give, devise and bequeath unto **Charles C. "Kip" Banes** the sum of \$10,000.00, per stirpes.

XI

I hereby give, devise and bequeath unto **Lucinda Susan Banes Wilson** \$10,000.00, per stirpes.

XII

I hereby give, devise and bequeath unto **Marie H. Banes** all of my personal effects in my house at the time of my death to dispose of as she sees fit.

XIII

All the rest, residue and remainder of my property, real personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I die seized and possessed or to which I shall have any power of appointment, is to be converted into cash by my executrix, I do hereby give, devise and bequeath unto the following organizations and foundations in the percentage stated. It is my desire to leave the bulk of my estate to the organizations and foundations that are designed to assist deserving recipients in need.

1. Sacred Heart Catholic Church, Canton, Mississippi, Forty Per Cent ( 40.00%)
2. The Catholic Diocese of Jackson, Mississippi, Sixty Per cent (60.00%)

Signed for identification Bentley Cross

IN WITNESS WHEREOF, I have hereunto signed my name on this the 18<sup>th</sup> day of May, 2006.

Bertha Gross  
BERTHA GROSS

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

Murray Allen  
Witness  
200 Demitico Dr. #3104  
Address Madison, MS 39110

Marcus Martin  
Witness  
101 Bay St  
Address Brandon, MS 39043-0089

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 Murray Allen and Marcus Martin who being by me first duly sworn according to law, say on oath:

1. That they are the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of BERTHA GROSS personally known to the affiants, and whose signature is affixed to the Last Will and Testament dated the 18<sup>th</sup> day of May, 2006.
2. That on the 18<sup>th</sup> day of May, 2006 the said BERTHA GROSS signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the affiants.

Signed for identification Bertha Gross

3. BERTHA GROSS was then and there of sound and disposing mind and memory, and well above the age of twenty-one years.

4. That the affiants 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 BERTHA GROSS and in the presence of each other.

Murray Allen  
WITNESS

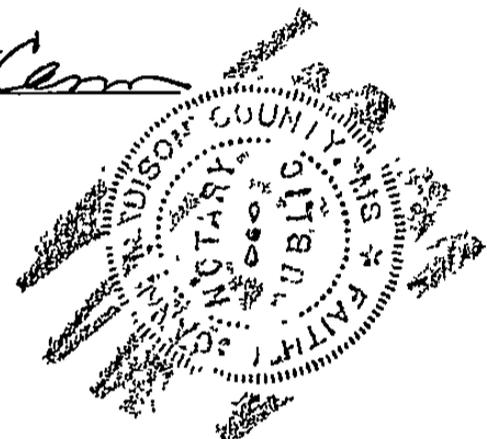
Marcus Martin  
WITNESS

SWORN TO AND SUBSCRIBED before me, this the 18<sup>th</sup> day of May, 2006.

Jaish McCann

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 8, 2008  
BONDED THROUGH STEGALL NOTARY SERVICE

My Commission Expires:



PREPARED BY

MARCUS MARTIN, MB # 1899  
MARTIN & MARTIN  
ATTORNEYS AT LAW  
POST OFFICE BOX 90  
BRANDON, MS 39043-0090  
TELEPHONE (601) 825-5055  
FACSIMILE (601) 825-5092

G:\12-14 backup\OFFICE\WILLS\gross bertha will.wpd

Signed for identification Bertha Gross

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

1.5

Book 40 Page 478  
ARTHUR JOHNSTON, C.C

BY: L. Jones DC



L A S T W I L L A N D T E S T A M E N T  
O F  
G O R D I N L . R A W L S

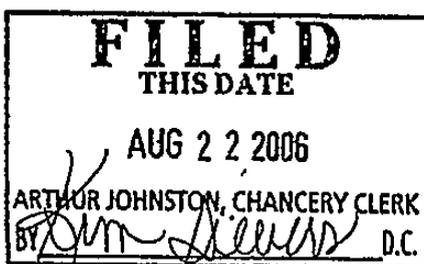
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2006-692

Know all persons by these presents, that I, the undersigned, Gordin L. Rawls, whose full name is Gordin Lucius Rawls, residing at Jackson, Hinds County, Mississippi, being of sound and disposing mind, memory, and understanding, and above the age of twenty-one years, do hereby make, publish, and declare the following as my Last Will and Testament, revoking hereby all wills, codicils, and other testamentary instruments by me heretofore made.

I.

I nominate, constitute, and appoint my wife, Barbara D. Rawls, nee Barbara Faye Davis, executrix of my will and estate. If she should predecease me, fail to qualify, or cease to serve after qualifying, then I nominate, constitute, and appoint my two sons, James H. Rawls and Michael G. Rawls, as executors, either one of them to serve singly if the other does not serve for any reason. My executrix, executors, or executor, whichever one or ones serve, shall have full and plenary power and authority to do and perform any act deemed by them to be for the best interest of my estate, without any limitation whatsoever, without surety bond, and without the necessity of court authorization. Their powers and authorities shall include, but are not to be limited to, the right to take possession, hold, manage, invest and reinvest my estate, real and personal, and to collect the income, dividends, rents, interest, and profits therefrom, to sell, convey, lease, and otherwise deal with any properties of my estate, to employ and pay any attorneys, agents, and accountants that they may deem necessary, to pay in their discretion any of my debts or the expenses of my estate without the necessity of probate, and to make in their sole discretion all decisions in regard to income or estate taxation matters.



*Gordin L. Rawls*

II.

I give, devise, and bequeath my entire estate, real and personal, of whatever kind and character and wherever situated, to my wife, Barbara D. Rawls, in fee simple forever.

III.

In the event my wife should predecease me, or that we should die in a common disaster, or under circumstances wherein the evidence is insufficient that we died otherwise than simultaneously, I give, devise, and bequeath my entire estate to my three children, Barbara R. Ashley, nee Barbara Ann Rawls, James H. Rawls, whose full name is James Herbert Rawls, and Michael G. Rawls, whose full name is Michael Gordin Rawls, share and share alike, in fee simple forever.

IN WITNESS WHEREOF, I have hereunder set my hand and signed my name on this the 18th day of March, 1992, in the presence of the witnesses hereunto subscribed.

Gordin L. Rawls  
GORDIN L. RAWLS

We, the undersigned, having first seen the Testator, Gordin L. Rawls, when he was known to us to be over the age of twenty-one years, and of a sound and disposing mind, memory, and understanding, make, publish, and declare the foregoing as his true Last Will and Testament, and sign his name to same in our presence, do, in the presence of the said Testator, and in the presence of each of us, hereunto affix our signatures as witnesses to the due execution of said Last Will and Testament by said Testator.

Katherine M. Jenkins WITNESS  
John D. Guyton WITNESS

I attest to the witnessing of my will as aforesaid.

Gordin L. Rawls  
GORDIN L. RAWLS

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
GORDIN L. RAWLS, DECEASED

NO. 2006-692

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF ATTALA

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named KATHERINE W. JENKINS, whose address is 6993 Highway 429, Sallis, Mississippi 39160, who being by me first duly sworn according to law, states on oath:

1.

That the affiant is one of the subscribing witnesses to that instrument of writing purporting to be the Last Will and Testament of Gordin L. Rawls.

2.

That on the 18<sup>th</sup> day of March, 1992, the said Gordin L. Rawls signed, published and declared the instrument of writing to be his Last Will and Testament, in the presence of this affiant and John D. Guyton, the other subscribing witness to the instrument.

3.

That Gordin L. Rawls was then and there of sound and disposing mind and memory and over the age of eighteen (18) years.

**FILED**  
THIS DATE  
AUG 22 2006  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *Kim Stewart* D.C.

That this <sup>B 40, P 486</sup>affiant, together with John D. Guyton, 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 Gordin L. Rawls, and in the presence of each other.

Katherine W. Jenkins  
KATHERINE W. JENKINS

SWORN TO AND SUBSCRIBED before me on this the 28<sup>th</sup> day of July, 2006.

Sheila R. Summers  
NOTARY PUBLIC

My Commission Expires:

May 4, 2008



Notary Public State of Mississippi  
At Large  
My Commission Expires  
May 4, 2008  
BONDED THRU  
HEIDEN, BROOKS & GARLAND, INC

2006 - 737

LAST WILL  
OF  
KATHRYN GRIMES EZELLE

Ronald C. Morton  
Morton Law Firm  
703 Hwy. 80  
Clinton, Mississippi 39056

**FILED**  
THIS DATE  
AUG 22 2006  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *[Signature]* D.C.

**LAST WILL AND TESTAMENT  
OF  
KATHRYN GRIMES EZELLE**

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**Direction to Pay Debts** ..... 1

**ITEM II**

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(2) **Apportion Taxes on Nonprobate Property** ..... 1

**ITEM III**

**Outright Gift of All Property to Children, Contingent Gift to Named Beneficiary** . 2

**ITEM IV**

**Naming the Personal Representative, Personal Representative Succession, Personal Representative's Fees and Other Matters** ..... 2

(1) **Naming an Individual Personal Representative** ..... 2

(2) **Naming Individual Successor or Substitute Personal Representative** ..... 2

(3) **Fee Schedule for Individual Personal Representative** ..... 3

(4) **Delegation Among Personal Representatives** ..... 3

**ITEM V**

**Definition of Personal Representative** ..... 3

**ITEM VI**

**Powers for Personal Representative** ..... 3

**ITEM VII**

2039, 2040, 2041, 2042, and 2044 of the Internal Revenue Code shall be charged against and paid by the recipient or beneficiary of such property or interest in property or from the property or interest in the property, provided, however: (a) there shall be no apportionment against any donee or recipient of any such property or interest in property which is a qualified charity under Section 2055 and the property or interest in property was allowed in my federal estate tax proceedings as a charitable deduction; (b) there shall be no apportionment against my surviving husband, if he is a donee or recipient of any such property or interest in property and the property or interest in property was allowed in my federal estate tax proceedings as a marital deduction under I.R.C. Section 2056. The amount of the tax to be charged against such donee or recipient shall be determined by multiplying a fraction (the numerator of which shall be the federal estate tax value of the property to be apportioned as finally determined in my federal estate tax proceedings and the denominator of which shall be the total value of my taxable estate for such federal estate tax purposes) times the net amount of such taxes payable by my estate after the application of all credits against such taxes.

### ITEM III

**Outright Gift of All Property to Children, Contingent Gift to Named Beneficiary.** I give, devise and bequeath all the rest, residue and remainder of my property of every kind and description (including lapsed legacies and devises) wherever situate and whether acquired before or after the execution of this Will, absolutely in fee simple to my surviving children in equal shares, provided, however, the then living issue of a deceased child of mine shall take per stirpes the share their parent would have taken had he or she survived me, or in default of such issue to to the my remaining issue then living, per stirpes. .

### ITEM IV

**Naming the Personal Representative, Personal Representative Succession, Personal Representative's Fees and Other Matters.** The provisions for naming the Personal Representative, Personal Representative succession, Personal Representative's fees and other matters are set forth below:

(1) **Naming an Individual Personal Representative.** I hereby nominate, constitute and appoint as Personal Representative of this my Last Will and Testament **ROBERT K. EZELLE** and direct that he shall serve without bond.

(2) **Naming Individual Successor or Substitute Personal Representative.** If my individual Personal Representative should fail to qualify as Personal Representative hereunder, or for any reason should cease to act in such capacity, the successor or substitute Personal Representative who shall also serve without bond shall be the next person willing to serve from the list below in the order named:

**LAST WILL AND TESTAMENT  
OF  
KATHRYN GRIMES EZELLE**

**Introductory Clause.** I, **KATHRYN GRIMES EZELLE**, a resident of and domiciled in the City of Ridgeland, County of Madison and State of Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any time heretofore made by me.

I am married to **FRED JACKSON EZELLE**.

I have four living children: **ROBERT K. EZELLE**; **KAREN LENOR REDHEAD**; **COREY JACKSON EZELLE**; and **CHARLES FREDRICK EXELLE**.

**ITEM I**

**Direction to Pay Debts.** I direct that all my legally enforceable debts, secured and unsecured, be paid as soon as practicable after my death. If at the time of my death any of the real property herein devised is subject to any mortgage, I direct that the devisee taking such mortgaged property shall take it subject to such mortgage and that the devisee shall not be entitled to have the obligation secured thereby paid out of my general estate.

**ITEM II**

I direct that:

(1) **Direction to Pay All Taxes from Residuary Estate.** Except as provided in (2) herein, all estate, inheritance, succession, death or similar taxes (except generation-skipping transfer taxes) assessed with respect to my estate herein disposed of, or any part thereof, or on any bequest or devise contained in this my Last Will (which term wherever used herein shall include any Codicil hereto), be paid out of my residuary estate and shall not be charged to or against any recipient, beneficiary, transferee or owner of any such property or interests in property included in my estate for such tax purposes.

(2) **Apportion Taxes on Nonprobate Property.** All such taxes in respect to any property or interests in property included in my gross estate under Sections 2035, 2036, 2037, 2038,

Discretion Granted to Personal Representative in Reference to Tax Matters ..... 4

**ITEM VIII**

Definition of Children ..... 4

**ITEM IX**

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KAREN LENOR REDHEAD  
COREY JACKSON EZELLE  
CHARLES FREDRICK EXELLE

(3) **Fee Schedule for Individual Personal Representative.** For its services as Personal Representative, the individual Personal Representative shall receive reasonable compensation for the services rendered and reimbursement for reasonable expenses.

(4) **Delegation Among Personal Representatives.** When there is more than one individual or entity serving as co-Personal Representatives, then any Personal Representative may delegate to any other Personal Representative the power to exercise any or all of the powers granted to the Personal Representatives in this Last Will and Testament, including those powers, which are discretionary, to the extent allowed by law. Any delegating Personal Representative may revoke any such delegation with written notice to the other serving co-Personal Representatives. The delegation of any such power, as well as the revocation of any such delegation, shall be evidenced by an instrument in writing signed by the delegating co-Personal Representative. As long as any such delegation is in effect, any of the delegated powers may be exercised by the Personal Representative receiving such delegation with the same force and effect as if the delegating Personal Representative had personally joined in the exercise of such power. Provided, however, that if such Personal Representative, or co-Personal Representative, shall also be a current beneficiary and such delegation shall be deemed to create in that Personal Representative a right that shall be deemed to be a general power of appointment, then such individual Personal Representative shall not be vested with such right to delegate such power.

#### ITEM V

**Definition of Personal Representative.** Whenever the word "Personal Representative" or any modifying or substituted pronoun therefor is used in this my Will, such words and respective pronouns shall include both the singular and the plural, the masculine, feminine and neuter gender thereof, and shall apply equally to the Personal Representative named herein and to any successor or substitute Personal Representative acting hereunder, and such successor or substitute Personal Representative shall possess all the rights, powers and duties, authority and responsibility conferred upon the Personal Representative originally named herein.

#### ITEM VI

**Powers for Personal Representative.** By way of illustration and not of limitation and in addition to any inherent, implied or statutory powers granted to Personal Representatives generally, my Personal Representative is specifically authorized and empowered with respect to any property, real or personal, at any time held under any provision of this my Will: to allot, allocate between principal and income, assign, borrow, buy, care for, collect, compromise claims, contract with respect to, continue

any business of mine, convey, convert, deal with, dispose of, enter into, exchange, hold, improve, incorporate any business of mine, invest, lease, manage, mortgage, grant and exercise options with respect to, take possession of, pledge, receive, release, repair, sell, sue for, to make distributions or divisions in cash or in kind or partly in each without regard to the income tax basis of such asset, and in general, to exercise all the powers in the management of my Estate which any individual could exercise in the management of similar property owned in his or her own right, upon such terms and conditions as to my Personal Representative may seem best, and to execute and deliver any and all instruments and to do all acts which my Personal Representative may deem proper or necessary to carry out the purposes of this my Will, without being limited in any way by the specific grants of power made, and without the necessity of a court order.

#### ITEM VII

**Discretion Granted to Personal Representative in Reference to Tax Matters.** My Personal Representative as the fiduciary of my estate shall have the discretion, but shall not be required when allocating receipts of my estate between income and principal, to make adjustments in the rights of any beneficiaries, or among the principal and income accounts to compensate for the consequences of any tax decision or election, or of any investment or administrative decision, that my Personal Representative believes has had the effect, directly or indirectly, of preferring one beneficiary or group of beneficiaries over others; provided, however, my Personal Representative shall not exercise its discretion in a manner which would cause the loss or reduction of the marital deduction as may be herein provided. In determining the state or federal estate and income tax liabilities of my estate, my Personal Representative shall have discretion to select the valuation date and to determine whether any or all of the allowable administration expenses in my estate shall be used as state or federal estate tax deductions or as state or federal income tax deductions and shall have the discretion to file a joint income tax return with my husband.

#### ITEM VIII

**Definition of Children.** For purposes of this Will, "children" means the lawful blood descendants in the first degree of the parent designated; and "issue" and "descendants" mean the lawful blood descendants in any degree of the ancestor designated; provided, however, that if a person has been adopted, that person shall be considered a child of such adopting parent and such adopted child and his or her issue shall be considered as issue of the adopting parent or parents and of anyone who is by blood or adoption an ancestor of the adopting parent or either of the adopting parents. The terms "child," "children," "issue," "descendant" and "descendants" or those terms preceded by the terms "living" or "then living" shall include the lawful blood descendant in the first degree of the parent designated even though such descendant is born after the death of such parent.

The term "per stirpes" as used herein has the identical meaning as the term "taking by representation" as defined in the Mississippi Probate Code.

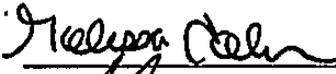
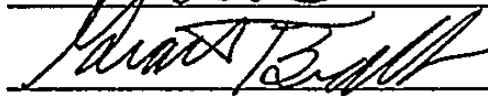
## ITEM IX

**Definition of Words Relating to the Internal Revenue Code.** As used herein, the words "gross estate," "adjusted gross estate," "taxable estate," "unified credit" ("unified credit" shall also mean "applicable credit amount"), "applicable exclusion amount," "state death tax credit," "maximum marital deduction," "marital deduction," "pass," and any other word or words which from the context in which it or they are used refer to the Internal Revenue Code shall have the same meaning as such words have for the purposes of applying the Internal Revenue Code to my estate. For purposes of this Will, my "available generation-skipping transfer exemption" means the generation-skipping transfer tax exemption provided in section 2631 of the Internal Revenue Code of 1986, as amended, in effect at the time of my death reduced by the aggregate of (1) the amount, if any, of my exemption allocated to lifetime transfers of mine by me or by operation of law, and (2) the amount, if any, I have specifically allocated to other property of my gross estate for federal estate tax purposes. For purposes of this Will if at the time of my death I have made gifts with an inclusion ratio of greater than zero for which the gift tax return due date has not expired (including extensions) and I have not yet filed a return, it shall be deemed that my generation-skipping transfer exemption has been allocated to these transfers to the extent necessary (and possible) to exempt the transfer(s) from generation-skipping transfer tax. Reference to sections of the Internal Revenue Code and to the Internal Revenue Code shall refer to the Internal Revenue Code amended to the date of my death.

**Testimonium Clause.** IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 16 day of February, 2003.

  
KATHRYN GRIMES EZELLE

**Attestation Clause.** The foregoing Will bearing on the margin the signature of the Testatrix, was this 16 day of February, 2003, signed, sealed, published and declared by the Testatrix as and for her Last Will and Testament in our presence, and we, at her request and in her presence, and in the presence of each other, have hereunto subscribed our names as witnesses on the above date.

 of 500 E. Northside Dr B-2 Clima  
 of 500 E. Northside Dr. Apt. 62

PROOF OF WILL

STATE OF MISSISSIPPI

)

) Self-Proving Affidavit

COUNTY OF HINDS

)

We, Melissa Coleman and Grant Brubham, the witnesses, respectively, whose names are signed to the attached or foregoing instrument, being first duly sworn, do hereby declare to the undersigned authority that the Testatrix signed and executed the instrument as her Last Will and that she had signed willingly (or willingly directed another to sign for her), and that she executed it as her free and voluntary act for the purposes therein expressed, and that each of the witnesses, in the presence and hearing of the Testatrix, and in the presence of each other, signed the Will as witness and to the best of our knowledge the Testatrix was at that time eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Melissa Coleman

Witness

Grant Brubham

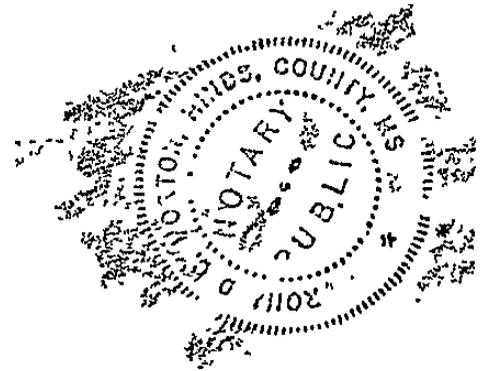
Witness

Subscribed, sworn to, and acknowledged before me by Melissa Coleman  
and Robert Brinkman, witnesses, this 18 day of February, 2003.

[Signature] (Seal)  
Notary Public for Mississippi

My Commission Expires: 4/8/05

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES APRIL 8, 2005  
BONDED THRU STEGALL NOTARY SERVICE



Last Will and Testament of Kathryn Grimes Ezelle Page 7

MADISON COUNTY, MS This instrument was  
filed for record August 22 2006

Book 40 Page 487  
ARTHUR JOHNSTON, C C

BY [Signature] DC

