

2006-743

FILED
 THIS DATE
 AUG 24 2006
 ARTHUR JOHNSTON, CHANCERY CLERK
 BY *[Signature]* D.C.

LAST WILL AND TESTAMENT

OF

JOAN W. YOUNG

I, JOAN W. YOUNG, a resident of Madison, Madison County, Mississippi, declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me. My husband, James Leon Young, and my children, Frank Lewis Young, Susan Young Wellington, Kathy Young Morrison, William D. Young, Amy Young Shumaker, and Dianne Patrice Young, are living at the time of the execution of this Will. For all purposes of this Will and the disposition of my estate hereunder, the terms "children", "issue" or "descendants" shall be deemed to include persons adopted prior to attaining twenty-one (21) years of age.

ARTICLE I

I direct that all my debts, all expenses of my last illness, all funeral and burial expenses (including the cost of a suitable monument at my grave) and the cost of the administration of my estate be paid as soon as practicable after my death out of my estate.

It is my intention, however, that nothing in this article of my Will should be construed as creating an express trust or fund for the payment of debts and expenses which would in any way extend the normal statute of limitations for the payment of my debts or enlarge upon my statutory duty to pay debts.

ARTICLE II

I direct that all my estate, inheritance and other taxes in the general nature thereof (together with any interest or penalty thereon) shall be paid by my Executor out of my general estate.

ARTICLE III

I hereby give, bequeath and devise all of the furniture, furnishings, household goods, silverware, china and

ornaments located in my residence to my husband, James Leon Young. All of my clothing, jewelry, personal effects, automobiles and all other tangible personal property not otherwise specifically bequeathed (except cash on hand or on deposit and the tangible personal property customarily used in connection with any business or farming operations in which I shall be engaged or interested in at the time of my death) owned by me at the time of my death, I bequeath to my husband, James Leon Young.

If my said husband shall not survive me, I bequeath all the aforesaid property (subject to the exceptions) in equal shares to my children who shall be living at the time of my death. I request my Executor to distribute my tangible personal property so that each of my children shall receive equal shares, both in monetary and sentimental value, to the share received by any other child. My Executor's decision in dividing this property shall be guided by the wishes of my children. I direct that any expenses incurred in safeguarding and delivering such property shall be paid from my estate as an administration expense thereof.

ARTICLE IV

I bequeath to my children, in equal shares, all life insurance policies insuring the life of my husband, James Leon Young.

ARTICLE V

I bequeath, devise and appoint all the residue and remainder of my property and estate of every nature and wheresoever situated (including all property which I may acquire or become entitled to after the execution of this Will) to my husband, James Leon Young.

If my husband shall fail to survive me, then, I give, bequeath and devise my estate in equal shares to such of my children as shall be living at the date of my death and to the

living issue, per stirpes, of such of my children as shall be dead with issue then living, such issue representing its parent.

The share apportioned to each of my surviving children shall be delivered and conveyed to such child. The one such equal share of my estate apportioned to the living issue, per stirpes, of each child of mine who shall be dead with issue living, shall be delivered and conveyed to such issue, per stirpes, if they have attained twenty-five (25) years of age. If any individual among such issue shall not have attained twenty-five (25) years of age, then I devise and bequeath their portion of my estate to Deposit Guaranty National Bank of Jackson, Mississippi, as Trustee in trust for the benefit of my deceased child's surviving issue to be administered and disposed of as follows:

(1) I direct that the principal and interest of the trust estate shall be applied in such manner, at such intervals and in such amounts as my trustee, in its sole discretion, shall deem requisite or desirable for the suitable support and education of such person until he or she shall attain the age of twenty-five years or shall sooner die, whereupon the then principal and any accumulated income of such trust shall be delivered and conveyed, discharged of the trust, to such person if he or she shall attain the age of twenty-five years, or if such person shall die prior to his or her attainment of twenty-one years, to such person's executors or administrators.

(2) I hereby authorize and empower the trustee, in its sole and absolute discretion, at any time and from time to time to disburse from the principal of any of the trust estates created under this article, even to the point of completely exhausting same, such amounts as it may deem advisable to provide adequately and properly for the support, maintenance, education and health of the current income beneficiary thereof, his or her spouse and issue, including but not by way of limitation expenses

incurred by reason of illness, disability and education. In determining the amounts of principal to be so disbursed, the trustee shall take into consideration any other income (other than capital gains) or property which such income beneficiary or other person may have from any other source. The trustee's discretion shall be conclusive as to the advisability of any such disbursement, and the same shall not be questioned by anyone. For all sums so disbursed, the trustee shall have full acquittance.

(3) Neither the principal nor the income of the trust fund or any part of the same shall be liable for the debts of any beneficiary, nor shall the same be subject to seizure by any creditor of any beneficiary and no beneficiary shall have the power to sell, assign, transfer, convey, encumber, or in any manner to anticipate or dispose of his or her interest in the trust fund or the income produced from the fund.

(4) My Trustee shall not be required to file in any court or with any public official any reports or accounts relating to the administration of the trusts created by this Will, except to the extent that I have no power to excuse the filing of such reports or accounts; provided, however, my Trustee shall furnish annually, or at more frequent intervals, reports and accounts thereof to the beneficiaries. The receipt of the Trustee shall operate as full acquittance and discharge of my Executor for the property turned over to my Trustee.

(5) I direct that my Trustee shall not be required to furnish any bond or other security for the faithful performance of its duties as Trustee in any jurisdiction whatsoever, or if any bond be required, it shall not be required to furnish any sureties thereon.

(6) Each Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving 30 days' written notice to that

effect, specifying the effective date of such resignation, to the beneficiaries entitled to participate in the trust at the time of resignation. A successor Trustee may be appointed upon petition of any beneficiary by the Chancery Court of the First Judicial District of Hinds County, Mississippi.

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

ARTICLE VI

Anything in this Will to the contrary notwithstanding, no trust (other than a trust of a vested interest) created hereunder shall continue beyond twenty-one (21) years after the death of the last to die of those beneficiaries who were living at the time of my death; and upon the expiration of such period all trusts shall terminate and the assets thereof shall be distributed outright to such persons as are then entitled to the income therefrom and in the same proportions; but if no person is then entitled to a specific portion of income, then to the then living income beneficiaries, per stirpes.

ARTICLE VII

Upon my death, I direct that my bodily organs and tissue be made available to:

(1) any licensed hospital, surgeon or physician, for medical education, research, advancement of medical science, therapy or transplantation to individuals;

(2) any accredited medical school, college or university engaged in medical education or research, for therapy, educational research or medical science purposes or any accredited school of mortuary science;

(3) any person operating a bank or storage facility for blood, arteries, eyes, pituitaries, or other human parts, for

use in medical education, research, therapy or transplantation to individuals.

I hereby authorize a licensed physician, surgeon or certified technician or the State Anatomy Board to remove and preserve for use my bodily organs and tissues for the aforementioned purposes.

ARTICLE VIII

I hereby grant to my Executor and also to the Trustee of each Trust established hereunder (including any substitute or successor, personal representative of trustee or ancillary trustee) the continuing, absolute discretionary power to deal with any property, real or personal, held in my estate or in trust as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority and no person dealing with the Executor or Trustee shall be required to inquire into the propriety of any of their actions. I specifically grant to my Executor and Trustee the power to make distributions (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, or an undivided interest therein or partly in cash and partly in such property, and to do so without regard to the income tax basis for federal tax purposes of specific property allocated to any beneficiary (including any trust). In making distributions I request (but do not direct) that my Executor Trustee do so in a manner which will result in the property to be sold to satisfy obligations of my Estate or any Trust having the aggregate income basis as close as possible to the aggregate fair market value and to the extent consistent with this primary objective to do so in a manner which will result in the maximization of the increase in basis for federal and state estate and succession taxes attributable to appreciation.

Without in any way limiting generality of the foregoing and subject to MISS. CODE ANN. §§ 91-9-101 through 91-9-109

B 40 P 504

(1972), I hereby grant to my Executor and also to any trustee hereunder, all the power set forth in MISS. CODE ANN. §§ 91-9-101 through 91-9-109 (1972), and those powers are hereby incorporated by reference and made a part of this instrument. Such powers are intended to be in addition to and not in substitution of the powers conferred by law.

ARTICLE IX

I appoint my husband, James Leon Young, to be the Executor of this my Last Will and Testament. If he shall fail to survive me or shall fail to qualify as Executor, then in that event I appoint my daughter, Susan Young Wellington, as my secondary Executrix. My Executor shall serve without security or any bond required by law and without any accounting or inventory to any court and shall have the powers and discretions provided in Article VII and any others that may be granted by law, all to be exercised without a court order.

The choice of Susan Young Wellington as secondary Executrix is not meant as a negative reflection upon the abilities and intelligence of my other children nor upon the trust which I place in each of them. Susan, who resides in the county in which my Will shall be probated, will find it more convenient to carry out the duties and obligations of the Executrix than would any of my other children who reside out of state. I am certain that Frank, Kathy, Susan, Billy, Amy and Diane will understand my reasons for appointing Susan as secondary Executrix and will do everything within their power to aid her in the fulfillment of her obligations and the exercise of her powers as Executrix.

Throughout this Will, the word "Executor" is used for simplicity and all such words shall also refer to Executrix and shall in no way deem to lessen the powers granted herein.

I hereby appoint Deposit Guaranty National Bank as Trustee of all the Trusts created hereunder.

ARTICLE X

If my husband, James Leon Young, and I shall die under such circumstances that there is not sufficient evidence to determine the order of our death, then it shall be presumed that I survived him and my Estate shall be administered and distributed in all respects in accordance with such assumption.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument to be my Last Will and Testament, this the 21st day of ~~May~~, 1989.

Request

Joan W. Young
JOAN W. YOUNG

The foregoing instrument, consisting of this and seven (7) preceding typewritten pages, was signed, sealed, published and declared by Joan W. Young, the Testatrix, to be her Last Will and Testament, and we, at her request, and in her presence, and in the presence of each other, have hereunto subscribed our names as witnesses this 21st day of ~~May~~, 1989, at Jackson, Mississippi.

WITNESSES:

[Signature]

Mr. E. B. Dennis

MADISON COUNTY, MS This instrument was
filed for record August 24, 2006

Book 40 Page 498
ARTHUR JOHNSTON, CC

BY *[Signature]* DC



LAST WILL AND TESTAMENT OF WASH "SAM" WILLIAMS

PAGE TWO OF TWO PAGES

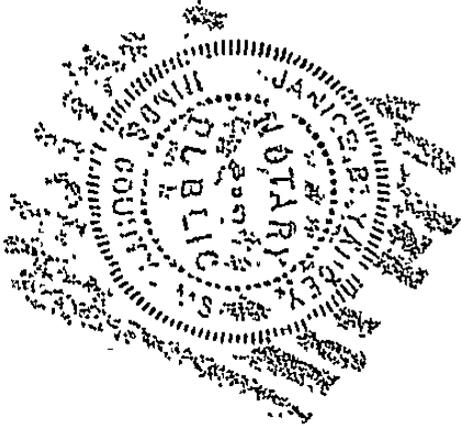
WE HEREBY ATTEST That the foregoing instrument, consisting of two (2) typewritten pages, was, at the date hereof, in our presence signed, sealed and declared by WASH "SAM" WILLIAMS, the above named testator, to be his LAST WILL AND TESTAMENT, and we not being interested therein, have at his request and in his presence and in the presence of each other, signed our names as witnesses thereto, this 3rd day of March, 1998. 2002

Anthony Z Smith of 122 Smith Lane Crimden Ms.

Sanya Kennedy of 1740 Year Ave Jackson Ms.

Sanya Kennedy 4460 Wood Ave
Janis Hill - 214 Bailey Street
Christa Womitt 570 Pine Needle Ct. Dr. Ms.

Subscribed and sworn to before me, in my presence, this 13th day of March, 2002, a Notary Public in and for the State of Mississippi



James K. Manning, Notary
My Commission expires October 5, 2002

IN THE CHANCERY COURT OF RANKIN COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF WASH "SAM" WILLIAMS, DECEASED

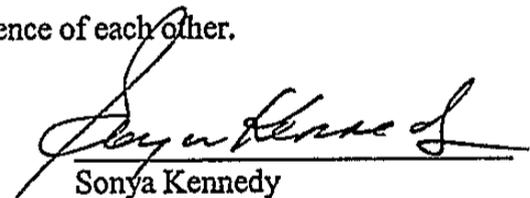
CIVIL ACTION FILE NO. _____

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Hinds

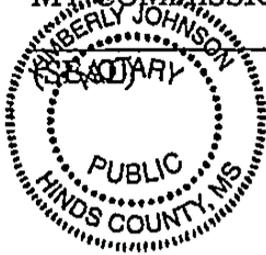
THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Sonya Kennedy, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Wash "Sam" Williams, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Wash "Sam" Williams signed, published and declared said instrument as his Last Will and Testament on the 13th day of March, 2002, the day and date of said instrument, in the presence of this affiant and Janis Hill, the other subscribing witness to said instrument; that the testatrix was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, Sonya Kennedy, the Affiant, and Janis Hill, subscribed and attested said instrument as witnesses to the signature of the testatrix and the publication thereof at the special instance and request and in the presence of said testatrix and in the presence of each other.


Sonya Kennedy

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 29 day of August, 2006.

Kimberly Johnson
NOTARY PUBLIC

MY COMMISSION EXPIRES:



Notary Public State of Mississippi
At Large
My Commission Expires
June 17, 2007
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC

I:\CRMP\ESTATE\Williams Wash\affidavit of subscribing witness.wpd

IN THE CHANCERY COURT OF RANKIN COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF WASH "SAM" WILLIAMS, DECEASED

CIVIL ACTION FILE NO. _____

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Hinds

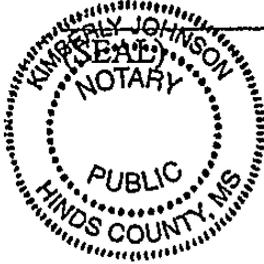
THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Clifton Davis, III, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Wash "Sam" Williams, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Wash "Sam" Williams signed, published and declared said instrument as his Last Will and Testament on the 13th day of March, 2002, the day and date of said instrument, in the presence of this affiant and Janis Hill, the other subscribing witness to said instrument; that the testatrix was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, Clifton Davis, III, the Affiant, and Janis Hill, subscribed and attested said instrument as witnesses to the signature of the testatrix and the publication thereof at the special instance and request and in the presence of said testatrix and in the presence of each other.


Clifton Davis, III

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 29 day of August, 2006.

Kimberly Johnson
NOTARY PUBLIC

MY COMMISSION EXPIRES:



Notary Public State of Mississippi
At Large
My Commission Expires
June 17, 2007
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC

I:\CRMP\ESTATE\Williams Wash\affidavit of subscribing witness Davis Clifton.wpd

IN THE CHANCERY COURT OF RANKIN COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF WASH "SAM" WILLIAMS, DECEASED

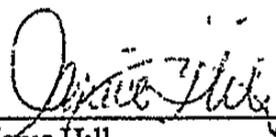
CIVIL ACTION FILE NO. _____

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Hinds

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Janis Hill, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Wash "Sam" Williams, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Wash "Sam" Williams signed, published and declared said instrument as his Last Will and Testament on the 13th day of March, 2002, the day and date of said instrument, in the presence of this affiant and Sonya Kennedy, the other subscribing witness to said instrument; that the testatrix was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, Janis Hill, the Affiant, and Sonya Kennedy, subscribed and attested said instrument as witnesses to the signature of the testatrix and the publication thereof at the special instance and request and in the presence of said testatrix and in the presence of each other.



Janis Hill

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 31st day of August, 2006.

Malita W. Joy
NOTARY PUBLIC

MY COMMISSION EXPIRES:

(SEAL)

MALITA W. JOY
Mississippi Statewide Notary Public
My Commission Expires July 13, 2010



I:\CRMP\ESTATE\Williams Wash\affidavit of subscribing witness Janis Hill.wpd

MADISON COUNTY, MS This instrument was
filed for record September 7, 2006

Book 40 Page 506

ARTHUR JOHNSTON, CC

BY R. Sevens DC



E 40 P 514

THE STATE OF TEXAS)
COUNTY OF ORANGE)

12173

I, JOHN CABOT McDONALD, JR., Social Security Number 530-01-8882, now residing in the State of Texas, make my Last Will and Testament. I revoke any and all of my former Wills and Codicils.

FIRST

I appoint LINDA KAY McDONALD as Independent Executor of this my Last Will and Testament.

In the event LINDA KAY McDONALD is unable or unwilling to act as Independent Executor, then I appoint MICHAEL PATRICK McDONALD as Independent Executor.

I direct that my Last Will and Testament be probated pursuant to an Independent Administration as authorized by the Probate Code of the State of Texas. I direct that no action shall be had in the County Court or in any other court in relation to the settlement and administration of my estate and its properties other than the recording of this Will and the return of such Inventory as may be required by law. My Independent Executor(s) shall serve without bond.

I further grant my Independent Executor(s) all powers and authority delineated in the subparagraphs of the last numbered paragraph of this Will.

SECOND

Except as provided in Paragraph TENTH, Subparagraph O, I Bequeath the Residue of my Estate as follows: One-Third shall be delivered outright to my son, MICHAEL PATRICK McDONALD; One-third shall be delivered unto the LINDA KAY McDONALD TRUST whose initial beneficiary is my daughter, LINDA KAY McDONALD; and One-Third shall be delivered to the JOHN DAVID McDONALD TRUST whose initial

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ATTEST:
KAREN JO VANGE, County Clerk
Orange County, Texas
By *[Signature]*
Kevin LeBoeuf, Deputy

beneficiary is my son, JOHN DAVID McDONALD. My children shall be referred to in the singular as "Child" and in the plural as "Children." At times, a Trust will be referred to as a "Child's Trust."

I name LINDA KAY McDONALD as Trustee of the JOHN DAVID McDONALD TRUST. If she is unable or unwilling to serve as Trustee, then I appoint MICHAEL PATRICK McDONALD as Substitute Trustee.

I name MICHAEL PATRICK McDONALD as Trustee of the LINDA KAY McDONALD TRUST. If he is unable or unwilling to serve as Trustee, then I appoint LINDA KAY McDONALD as Substitute Trustee.

THIRD

If a Child does not survive me then that deceased Child's proportionate part of the residue of my estate shall inure equally to the deceased Child's then living children.

If a Child does not survive me and has no then living Children, then that deceased Child's proportionate part of the residue of my estate shall inure to the equal benefit of my then living Children. If a Child is still a beneficiary of a Child's Trust established in this Will, then the assets shall be placed in the Child's Trust.

FOURTH

The Trustee of a Child's Trust shall administer and operate the trust for the benefit of the Child who is the beneficiary and pay the Income (at least quarterly) from the trust to or for the benefit of the Child. A Child's Trust is created primarily for the distribution of Income only. Corpus is to be distributed in two instances only: First, for the medical, hospital and the nonfinancial emergency needs of a Child in accordance with an ascertainable standard; and, Second, when a Child is 60 years of

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

age, at which time the Child shall receive all of the trust assets, save such assets as are needed to pay the debts, taxes and expenses of the Trust

FIFTH

A Trustee of a Child's Trust shall continue to administer and operate the trust with all the powers herein contained until the Child is sixty (60) years of age or deceased (whichever occurs first), at which time the trust assets (after payment of debts, taxes and expenses of the trust) shall be distributed as provided in Paragraph FOURTH.

SIXTH

No assignment or transfer by any beneficiary or legatee by way of anticipation of all or any part of the proceeds of the Trust created herein shall be valid, but shall be paid by the Trustee directly to the person entitled to receive same under the terms and provisions of the Trust without regard to any assignment thereof, neither shall the trust estate be subject to the payment of any debts contracted by any beneficiary or legatee prior to the termination and distribution of the Trust assets therein.

SEVENTH

Any action to contest this Will shall cause the person bringing the action to be removed from its provisions as though deceased.

EIGHTH

If it is determined that the length of a trust is longer than the maximum period authorized by Texas law, then this shall not invalidate the trust, but rather the length of the Trust shall be shortened to the maximum period authorized by Texas law.

NINTH

Any Trustee (whether original or substitute) of any trust created herein shall serve without bond, have all of the powers conferred upon trustees by the Texas Trust

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ATTEST: _____
KAREN JO VANCE, County Clerk
Orange County, Texas
By *Kevin LeBoeuf*
Kevin LeBoeuf, Deputy

Code, and by any future amendments to the Texas Trust Code or any corresponding statute. If the provisions of the Texas Trust Code or such other statutory provisions conflict with the express provisions of this instrument then the provisions of this instrument shall control. Any Trustee serving hereunder is specifically authorized to exercise the following rights, powers and privileges and is subject to the following duties, provisions, conditions and limitations.

A. The Trustee shall be held harmless for errors in judgment or discretion in the performance of these Trusts, the investment and management of the Trust Properties, the expenditures of funds or the termination of the Trusts; and the Trustee shall not be liable for any act or omission unless the same is due to the Trustee's own willful default or misconduct. This paragraph is to be liberally construed in favor of the Trustee so as to afford the Trustee the maximum protection from liability.

B. The Trustee shall be reimbursed for all expenses, charges or obligations paid or discharged for the benefit of the Trusts by the Trustee. An individual Trustee is entitled to charge a fee for services actually rendered at the hourly rate that the Trustee normally charges for his/her services. A corporate Trustee is entitled to charge its usual established rates.

C. The Trustee of all trusts may retain, in the absolute and uncontrolled discretion of the Trustee without the duty to diversify investments, any property transferred to the Trustee pursuant to the terms of this Will, without liability for any depreciation or loss occasioned by such retention.

D. The Trustee may exchange, sell or lease (including leases for terms exceeding the duration of the trust created by this instrument) for cash, property or credit, or to partition, from time to time, publicly or privately, at such prices, on such terms, times and conditions and by instruments of such character and with such

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By *Kevin LeBoeuf*
Kevin LeBoeuf, Deputy

covenants as the Trustee may deem proper, all or any part of the assets of the trust (including both real and personal property), and no vendee or lessee of the Trustee shall be required to look to the application made by the Trustee of any funds paid to the Trustee.

E. The Trustee is authorized to borrow money from any source (including any Trustee) and may mortgage, pledge or in any other manner encumber all or any part of the assets of the trust.

F. The Trustee may register and carry any securities or other property in the name of the Trustee or in the name of the nominee of any Trustee (or hold any such property unregistered) without increasing or decreasing the fiduciary liability of the Trustee; the Trustee may exercise any option, right or privilege to purchase or to convert bonds, notes, stocks (including shares or fractional shares of stock of any corporate Trustee, provided that the option, right or privilege to purchase or convert such shares is offered pro rata to all shareholders), securities or other property; and the Trustee may vote any stock which may be held in the trust.

G. The Trustee may enter into any transaction on behalf of the trust despite the fact that another party to any such transaction may be (i) a trust of which any Trustee under this instrument is also a trustee; (ii) an estate of which any Trustee under this instrument is also an executor or administrator; provided, however, the Trustee is prohibited from engaging in a business or trust controlled by any Trustee under this instrument or of which any such Trustee, or any director, officer or employee of any such corporate Trustee, is also a director, officer or employee.

H. Distributions authorized to be made to a beneficiary may also be made for a beneficiary including to. (i) the guardian of the beneficiary's person or estate; (ii) any person furnishing support or maintenance for the beneficiary or with whom the

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Orange County, Texas
By *Kevin LeBoeuf*
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beneficiary is residing, if the beneficiary is incapacitated (determined by virtue of the beneficiary's voluntary statement or by a judicial determination), or if, in the Trustee's absolute and uncontrolled judgment the beneficiary is temporarily but severely ill or unable to communicate with the Trustee; or (iii) a custodian for a minor beneficiary, as selected by the Trustee, under the Uniform Transfers to Minors Act of any state. Alternatively, the Trustee may apply all or a part of any such distribution for the beneficiary's benefit (provided, however, that any such application of a distribution directly for the beneficiary's benefit shall be made only if the beneficiary is incapacitated, as determined in the manner prescribed above, or temporarily but severely ill or unable to communicate with the Trustee). Any distribution pursuant to this provision shall be a full discharge of the Trustee.

I. The Trustee is authorized to invest the trust assets in stocks, bonds, debentures, mutual funds, interests in limited partnerships, mortgage-backed securities, real estate and all other investments authorized (now and in the future) by the Texas Trust Code; provided, however, the Trustee may not lend cash or property to any person or entity unless the Trustee receives adequate security and adequate interest. The preceding sentence does not prohibit investment in corporate or government bonds or securities.

J. The Trustee may make divisions, partitions or distributions in money or in kind, or partly in each, whenever required or permitted to divide, partition or to distribute all of any part of the trust; and, in making any such divisions, partitions or distributions, the judgment of the Trustee in the selection and valuation of the assets to be so divided, partitioned or distributed shall be impartial and shall be binding and conclusive on all parties involved.

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

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K. The Trustee may deposit all or any part of the assets of the trust with any corporate Trustee; and the Trustee may invest and reinvest all or part of the assets of the trust in any common trust fund of any corporate Trustee.

L. The Trustee may commence or defend, at the expense of the trust estate and without the joinder or consent of the beneficiary, litigation with respect to the trust or any property of the trust estate as the Trustee considers advisable, and the Trustee may compromise or otherwise adjust any claims or litigation against or in favor of the trust without the joinder or consent of the beneficiary.

M. The Trustee may select and employ, at the discretion of the Trustee but at the expense of the trust, any person, firm or corporation, engaged in rendering investment advisory services or investment management services, to furnish professional assistance or management in connection with making investments, managing securities, or making any other decisions with respect to the purchase, retention, sale or other disposition of property or securities belonging to this trust. The Trustee is authorized to engage the services of a broker and to execute agreements provided by the brokerage firm authorizing limited trading authorization and indemnification.

N. The Trustee may employ a bank or trust company located anywhere within the United States, at the discretion of the Trustee but at the expense of the trust, as custodian or agent; the Trustee may have stock and securities registered in the name of such agent or custodian or a nominee thereof without designation of fiduciary capacity; and the Trustee may appoint such bank or trust company to perform such other ministerial functions as the Trustee may direct. While such stock or securities are in the custody of any such bank or trust company, the Trustee shall be under no

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

B 40 P 521

obligation to inspect or verify such stock or securities nor shall the Trustee be responsible for any loss by such bank or trust company.

O. The Trustee is authorized to secure advice and counsel from any outside source as to the value and desirability of any of the assets contained in said trust and to pay for such advice and counsel and treat the payment of such advice as an expense of such trust estate.

P. The Trustee is authorized to expend trust assets to provide a defense of a claim or action asserted by a beneficiary against the Trustee.

Q. When given discretion as to whether to distribute or accumulate income, the Trustee is authorized to accumulate income without liability even though this may cause the trust to be in a higher income tax bracket than a beneficiary.

R. The Trustee is authorized to make all elections and execute all forms and documents authorized by the Internal Revenue Code and regulations.

S. The Trustee is authorized to buy and sell stocks, bonds and debentures. The Trustee may contract with a broker to carry out the terms of this paragraph

T. The Trustee is authorized to sell or transfer property to other trusts of which it is also trustee.

U. The Trustee may operate a common trust fund with other trusts; and the Trustee may co-own property with other trusts and/or individuals

V. The Trustee is authorized to sell any or all the assets of a trust in order to allow the assets to be distributed.

W. The Trustee is authorized to execute and deliver all instruments necessary to convey to each beneficiary his or her portion of the trust estate and shall have the power and authority to execute all instruments of every kind and nature necessary to complete and effectuate a proper partition, division and distribution of the assets.

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

B 40 P 522

A Trust shall continue until all the properties have been partitioned and distributed and all expenses of said Trust have been paid, when at such time said Trust shall cease and the Trustee shall be discharged from any further obligation or responsibilities in connection with the Trust.

TENTH

All powers and authorities of my Independent Executor(s) are exercisable without the necessity of obtaining legatee approval and are detailed as follows:

A. The term or word "Executor" as used in this Will shall refer to the Independent Executor or Independent Co-Executors then serving on behalf of my estate and shall include, where appropriate, Successor Independent Executor(s).

B. I direct that no action shall be had in the County Court or in any other court in relation to the settlement and administration of my estate and its properties other than the recording of this Will and the return of such Inventory as may be required by law.

C. I give my Executor full power and authority to borrow money under such terms and conditions as it may elect, to give assets of my estate as security therefor, and to sell (in public or private sale) any part of my estate, whether real or personal, for cash or on terms of credit and for such consideration as my Executor may deem advisable.

D. My Executor shall not be required to enter into any personal obligation or to assume any personal liability in dealing with the properties constituting my estate.

E. My Executor shall be entitled to reimbursement for any advances made or expenses paid for the benefit of my estate, and, also, shall receive a fee and commission as authorized by the Texas Probate Code; provided, however, that a corporate Executor shall receive its usual and customary minimum fee for its services

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

B 40 P 523

as Executor if the amount stipulated in the Texas Probate Code is less than the minimum fee charged by the corporate Executor.

F. I authorize my Executor to delegate to a bank, other corporation, or an individual such duties and administrative functions as my Executor may deem appropriate. For example, but without limitation, this delegation may include bookkeeping, making deposits and writing checks, preparing tax returns, collecting rents, royalties, dividend and farm income and exercising stock rights.

G. If administration or ancillary administration of my estate is required in any state other than Texas, I direct that, to the extent I may so provide by my Will and as may be permitted by the laws of that state, bond shall not be required and action shall not be had for the qualification of my Executor and for the administration of my estate.

H. My Executor shall pay out of my estate all my Just Debts, including all expenses of my last illness and funeral, as soon after my death as may be convenient to my Executor, provided that my Executor shall not be required to pay any installment or obligation prior to its due date. All my just debts and expenses shall be paid out of the residue of my estate unless the contrary is clearly stated in a specific bequest or devise, in which case my Executor shall deduct from such bequest an amount determined by the formula therein specified. My Executor may renew or extend the time of payment of any obligation held by or against my estate, and may release, compromise, settle or submit to arbitration, on such terms as to my Executor may seem proper, any claim in favor of or against my estate. Unless there is a specific provision to the contrary, should a bequest include property which is encumbered by a mortgage, then the Executor shall make payments on the indebtedness(es) for which the mortgage is given only for so long as the property encumbered by the mortgage

10

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

B 40 P - 524

remains undistributed. Once the property is distributed to a Trustee or legatee, the Executor shall make no further payments from the estate on the indebtedness(es).

I. All estate, legacy, inheritance, income and transfer taxes imposed by the United States or by any state upon any gifts, transfers, legacies or devises given or created by this Will or upon the transfer or receipt of any of my properties or any interest therein, or upon proceeds of life insurance and life insurance contracts taxed to my estate, shall be treated as expenses and costs of administering my estate, and shall be paid out of the residue of my estate unless the contrary is clearly stated in a specific bequest or devise, in which case my Executor shall deduct from such bequest an amount determined by the formula therein specified.

J. If a natural person is serving as Executor of my estate, that Executor shall not be limited in the performance of its duties or in the exercise of its discretion by reason of the fact that it may own an interest in properties in which my estate is also interested.

K. My Executor may make such elections for tax purposes, whether income, estate, inheritance, gift or otherwise, as may seem desirable to my Executor without incurring any liability to any beneficiary under my Will, and my Executor may elect to treat items as expenses or deductions on either income tax or on estate tax returns as to my Executor may seem appropriate.

L. My Executor is authorized to arrange for postponement of payment of estate and income taxes and to pay such interest thereon as may be required by law.

M. My Executor may grant leases, including oil, gas, sulphur, helium and other mineral leases, of the property. In making leases or rental agreements or other contracts of any kind whatsoever affecting properties or interest in my estate, my Executor may provide that the period of said contract or lease shall not be limited by

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

B 40 P 524

the period of administration of my estate. My Executor may enter into mineral or royalty pooling agreements, unitization agreements, division orders and other contracts of any kind relating to said lands and mineral or royalty interest

N. My Executor is expressly authorized to partition the assets in my estate among the legatees named herein. If the value and kind of properties in my estate are such as to make such properties difficult or impossible to distribute, divide or partition, then the Executor may sell any or all the assets of my estate in order to equalize or adjust the property to be partitioned. The Executor may also equalize and adjust the property to be partitioned with cash, bonds, stocks, or other liquid assets from the estate which are adaptable to being partitioned. The judgment of the Executor as to the value to be placed upon the different items of property delivered in the division and partition shall be conclusive and final upon the legatees under this my Last Will and Testament.

The Executor shall have full authority to execute and deliver all instruments necessary to convey to each legatee his or her portion of the estate and shall have the power and authority to execute all instruments of every kind and nature necessary to complete and effectuate a proper partition, division and distribution of said assets.

O. Should there be a document in my handwriting attached to this Will designating how I wish certain of my personal effects, household furnishings or jewelry to be distributed, then my Executor is instructed to honor the terms of that document and shall distribute such items in accordance with its terms.

P. If a minor heir is involved as legatee of my estate and no provision is otherwise made for the minor's bequest to be placed in a trust, then my Executor may acquire suitable assets from said minor heir's proportionate part of my estate and

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 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By *Kevin LeBouf*
 Kevin LeBouf, Deputy

place the assets with a suitable person or institution as custodial subject to the Uniform Gifts to Minors Act established by the laws of the State of Texas.

Q. My Executor is instructed to make no claim to or require reimbursement from assets which do not form a part of my probate estate. Assets forming no portion of my probate estate are a living trust which deals with trust assets, life insurance policies payable to a named beneficiary; interests in retirement plan(s) payable to a named beneficiary; and any other assets that I hold with another as a "joint tenant with right of survivorship."

IN WITNESS WHEREOF, I hereunto subscribe my name and declare this my Last Will and Testament, in the presence of the witnesses hereto signing this the 6 day of April, 2000.

John Cabot McDonald, Jr.
John Cabot McDonald, Jr.
Testator

WITNESSES:

Kore Powell
Lena Swain

The above and foregoing instrument was signed, published and declared by JOHN CABOT McDONALD, JR. in our presence as and for his Last Will and Testament, and we, at his request and in his presence and in the presence of each other, hereby subscribe our names and residences as witnesses hereto, this the 6 day of April, 2000.

Kore Powell
Lena Swain

Nederland, TX
Nederland, TX

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

B 40 P 526

THE STATE OF TEXAS)
)
COUNTY OF JEFFERSON)

BEFORE ME, the undersigned authority, in and for said State, on this day, personally appeared JOHN CABOT McDONALD, JR., Lori Dawell and Gina Swain, known to me to be the Testator and the witnesses, respectively, whose names are subscribed to the foregoing instrument in their respective capacities; and all of the persons being by me duly sworn, JOHN CABOT McDONALD, JR., Testator, declared to me and to the Witnesses in my presence that the instrument is his Last Will and Testament, and that he had willingly made and executed it as his free act and deed for the purposes therein expressed; and the witnesses, each on his oath, stated to me in the presence and hearing of the Testator that the Testator had declared to me that the instrument is his Last Will and Testament, and that he executed same as such and wanted each of them to sign it as witnesses; and upon their oaths each witness stated further that they did sign the same as witnesses in the presence of the Testator and at his request; and


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

eighteen years of age or over, and was of sound mind and that each of the witnesses was at least fourteen years of age.

John Cabot McDonald, Jr.
John Cabot McDonald, Jr.
Testator

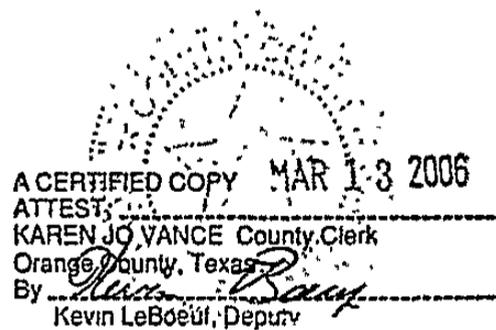
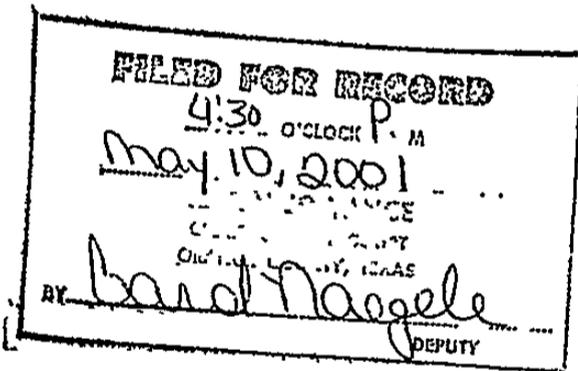
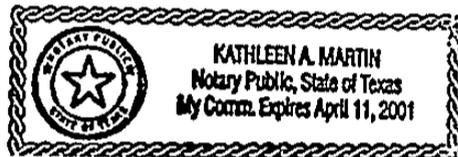
Kore Powell
Witness

Gina Swain
Witness

SUBSCRIBED AND ACKNOWLEDGED before me by John Cabot McDonald, Jr., Testator, and subscribed and sworn to before me by Kore Powell and Gina Swain, witnesses, this the 10th day of April, 2000.

My Commission Expires:
4-11-2001

Kathleen A. Martin
Notary Public in and for State of Texas



No. 12173

ESTATE OF)	IN THE COUNTY
JOHN CABOT McDONALD, JR.)	OF
DECEASED.)	ORANGE COUNTY, TEXAS

ORDER ADMITTING WILL TO PROBATE AND AUTHORIZING LETTERS TESTAMENTARY

On this day came on to be heard the Application For Probate of Will and Issuance of Letters Testamentary, filed by Linda Kay McDonald, Applicant, in the Estate of John Cabot McDonald, Jr., Deceased.

The Court, having heard the evidence and having reviewed the Will and the other documents filed herein, finds that the allegations contained in the Application are true; that notice and citation have been given in the manner and for the length of time required by law; that Decedent is dead and that four years have not elapsed since the date of Decedent's death; that this Court has jurisdiction and venue of the Decedent's estate; that Decedent left a Will dated April 6, 2000, executed with the formalities and solemnities and under the circumstances required by law to make it a valid Will; that on such date Decedent had attained the age of 18 years and was of sound mind; that such Will was not revoked by Decedent; that no objection to or contest of the probate of such Will has been filed; that all of the necessary proof required for the probate of such Will has been made; that such Will is entitled to probate; that in said Will, Decedent named Linda Kay McDonald as Independent Executor with the intent of providing for an independent administration and she is duly qualified and not disqualified by law to act as Executor and to receive Letters Testamentary; and that no interested person

A CERTIFIED COPY MAR 18 2006
 ATTEST
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By *Kevin LeBoeuf*
 Kevin LeBoeuf, Deputy

has applied for the appointment of appraisers and none are deemed necessary by the court.

IT IS THEREFORE, ORDERED, ADJUDGED AND DECREED that such Will is admitted to probate, and the Clerk of this Court is ORDERED to record the Will together with the Application in the Minutes of this Court.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that no bond or other security is required and that upon the taking and filing of the Oath required by law, Letters Testamentary shall issue to Linda Kay McDonald, who is appointed as Independent Executor of Decedent's Will and Estate, and no other action shall be had in this Court other than the return of an Inventory, Appraisement and List of Claims as required by law.

SIGNED AND ENTERED this 6 day of June, 2001.

Michael Pugh
Judge Presiding

PREPARED BY:

BANKER PHARES
Provost*Umphrey
P. O. Box 2307
Port Arthur, Texas 77643
(409) 721-6260

FILED FOR RECORD

KAREN JO VANCE

'01 JUN -6 AM 10:08

COUNTY CLERK
ORANGE COUNTY, TEXAS
BY *Kevin LeBbeuf*
DEPUTY

A CERTIFIED COPY. MAR 13 2005
ATTEST:
KAREN JO VANCE, County Clerk
Orange County, Texas
By *Kevin LeBbeuf*
Kevin LeBbeuf, Deputy

THE STATE OF TEXAS

COUNTY OF ORANGE B 40 P 530

I, Karen Jo Vance, County Clerk for Orange County, Texas do hereby certify that the above and foregoing is a true and correct copy of documents filed in Cause No 12173, ESTATE OF JOHN CABOT MCDONALD JR, DECEASED, as the same appears as follows, to-wit.

<u>INSTRUMENT NAME</u>	<u>VOLUME</u>	<u>PAGES</u>
APPLICATION FOR PROBATE OF WILL AND ISSUANCE OF LETTERS TESTAMENTARY	225	90
LAST WILL AND TESTAMENT	225	92
ORDER ADMITTING WILL TO PROBATE AND AUTHORIZING LETTERS TESTAMENTARY	225	828

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

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

Karen Jo Vance
County Clerk
Orange County, Texas

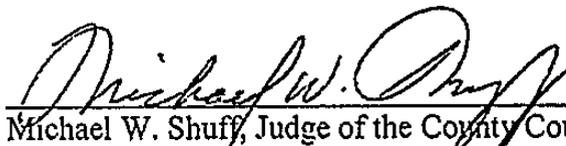
By Kevin LeBoeuf, Deputy
Kevin LeBoeuf



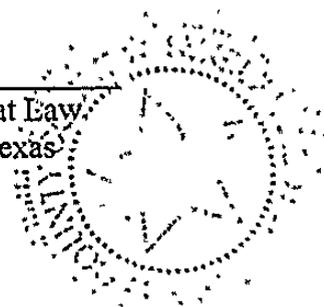
THE STATE OF TEXAS
COUNTY OF ORANGE

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

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



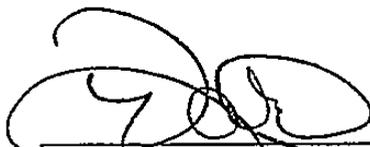
Michael W. Shuff, Judge of the County Court at Law
in and for the County of Orange and State of Texas



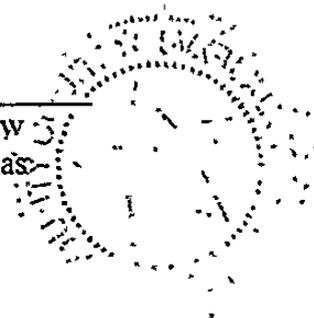
THE STATE OF TEXAS
COUNTY OF ORANGE

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

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



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



ESTATE OF)	COUNTY COURT
JOHN CABOT McDONALD, JR.)	OF
DECEASED.)	ORANGE COUNTY, TEXAS

INVENTORY, APPRAISEMENT AND LIST OF CLAIMS

DATE OF DEATH: May 2, 2001

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

INVENTORY AND APPRAISEMENT

COMMUNITY REAL PROPERTY

NONE

SEPARATE REAL PROPERTY

1. Undivided one-sixth interest in real property located in Madison County, Mississippi, described as a tract of land containing in all 25 88 acres, more or less, in the SW corner of Section 25, T 7 N, R 1 E, Madison County, MS and being more particularly described as beginning in the SW corner of said Section 25, T 7 N, R 1 E, and from said point of beginning run thence North 882.3 ft. along the west line of Section 25, thence run S 86 degrees 25 minutes E for 1201.0 ft. along a fence to the NE corner of tract being described, thence run South for 670.0 ft, thence run S 87 degrees 06 minutes E for 215.0 ft., thence run South for 200 0 ft. to the South line of Section 25, thence run N 87 degrees 06 minutes W for 1416.0 ft. along the South line of Section 25 to the point of beginning; and containing in all 25.88 acres, more or less.

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

Total Value of Real Property \$520,000.00, Decedent's
 1/6 interest being \$86,666.67
 Total value of Separate Real Property: \$86,666.67

COMMUNITY PERSONAL PROPERTY

NONE

SEPARATE PERSONAL PROPERTY

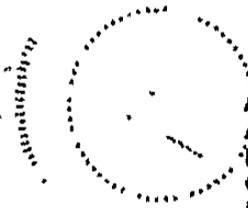
- | | | |
|----|---|-------------------|
| 1. | Account No. 091000031377009, in the total amount of \$100,000.00, bearing interest at the rate of 6.5% per annum, payable monthly, maturing August 28, 2001 | \$100,000.00 |
| 2. | Loan to Healthtronix Medical Equipment, Inc. Plano, Texas, original principal being \$30,000.00, unpaid balance | 25,600 00 |
| 3. | 1993 Ford Crown Victoria | 1,680.00 |
| 4. | 1989 GMC Pickup 1500 long bed | 1,910.00 |
| 5. | Veterans Life Insurance Policy payable to the estate | 30,484.91 |
| 6. | Account No. 790-03181-19-587 at Salomon Smith-Barney | <u>640,083.77</u> |
| | Total of Separate Personal Property: | \$799,758.68 |

RECAPITULATION

- | | | |
|----|-----------------------------|-------------------|
| 1. | Community Real Property | \$-0- |
| 2. | Separate Real Property | 86,666.67 |
| 3. | Community Personal Property | -0- |
| 4. | Separate Personal Property | <u>799,758.68</u> |
| | Total Value of Estate: | \$886,425.35 |

LIST OF CLAIMS

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



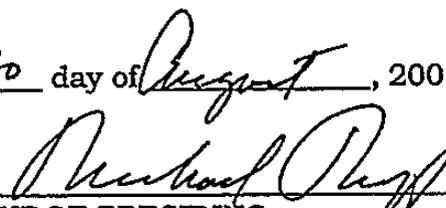
A CERTIFIED COPY MAR 17 2006
 ATTEST:
 KAREN JO VANCE, County Clerk
 Orange County, Texas
 By Michael Gilbert
 MICHAEL GILBERT, DEPUTY

ESTATE OF)	COUNTY COURT
JOHN CABOT McDONALD, JR.)	OF
DECEASED.)	ORANGE COUNTY, TEXAS

ORDER APPROVING INVENTORY

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

SIGNED AND ENTERED on this 30 day of August, 2001.



 JUDGE PRESIDING

PREPARED BY.

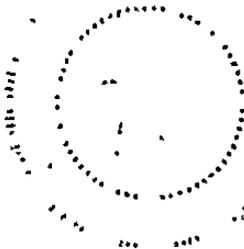
BANKER PHARES
PROVOST * UMPHREY
P. O. Box 2307
Port Arthur, TX 77643
(409) 721-6260

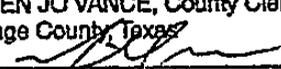
FILED FOR RECORD

KAREN JO VANCE

'01 AUG 30 110:48

COUNTY CLERK
ORANGE COUNTY, TEXAS
BY 
DEPUTY



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



INTERNAL REVENUE SERVICE
Internal Revenue Service Center

DEPARTMENT OF THE TREASURY
201 W Rivercenter Blvd , Covington KY 41019

ESTATE TAX CLOSING LETTER
(NOT A BILL FOR TAX DUES)

Date :
July 24, 2002
Estate of
JOHN C MCDONALD
Decedent's Social Security Number:
530-01-8882
Date of Death:
May 2, 2001
Person to Contact:
Vicki Donohoe
Contact Telephone Number:
1-866-699-4083

LINDA KAY MCDONALD
12321 CREST LAKE
HOUSTON TX 77072

Our computation of the Federal tax liability for the above estate is shown at the bottom of this letter. It does not include any interest that may be charged. If you have made a request for discharge of personal liability under Section 2204 of the Internal Revenue Code, proof of request and payment of tax will discharge you from personal liability for the tax and any deficiency that may later be found due

This letter and proof of payment, such as canceled checks or receipts, will establish that your personal liability for the tax has been settled.

This letter is evidence that the Federal tax return for the estate has either been accepted as filed or has been accepted after an adjustment to which you have agreed. You should keep this letter as a permanent record. Your attorney may need it to close probate proceedings for the estate

This is not a formal closing agreement under Section 7121 of the Internal Revenue Code. We will not reopen this case unless Revenue Procedure 94-68 applies

Sincerely,

Field Director, Cincinnati Compliance Service Center

TENTATIVE TAX		\$310,970 93
LESS: TOTAL GIFT TAXES PAYABLE	\$0.00	
(FOR GIFTS MADE AFTER 12/31/1976)		
UNIFIED CREDIT	\$220,550.00	
CREDIT FOR STATE DEATH TAXES	\$28,198 90	
CREDIT FOR FEDERAL GIFT TAXES	\$0.00	
CREDIT FOR FOREIGN DEATH TAXES	\$0 00	
CREDIT FOR TAX ON PRIOR TRANSFERS	\$0.00	
TOTAL SUBTRACTIONS		\$248,748 90
NET ESTATE TAX		\$62,222.03
GENERATION SKIPPING TRANSFER TAXES		\$0 00
TOTAL ESTATE TAXES		\$62,222 03
PENALTY		\$0 00



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

B 40 P 537

FILED FOR RECORD

KAREN JO VANCE

02 AUG 21 P2:38

COUNTY CLERK
ORANGE COUNTY, TEXAS
BY Weste Stanley
DEPUTY



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

THE STATE OF TEXAS

COUNTY OF ORANGE^B 40 P 538

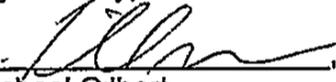
I, Karen Jo Vance, County Clerk for Orange County, Texas do hereby certify that the above and foregoing is a true and correct copy of documents filed in Cause No 12173, Estate of John Cabot McDonald Jr., Deceased, as the same appears as follows, to-wit

<u>INSTRUMENT NAME</u>	<u>VOLUME</u>	<u>PAGES</u>
Inventory, Appraisalment and List of Claims	228	570
Order Approving Inventory	228	573
Estate Tax Closing Letter	240	959

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

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

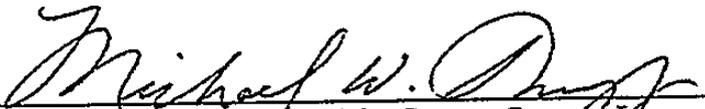
Karen Jo Vance
County Clerk
Orange County, Texas

By , Deputy
Michael Gilbert

THE STATE OF TEXAS
COUNTY OF ORANGE

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

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

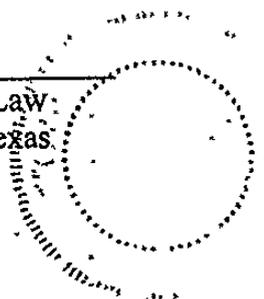

Michael W. Shuff, Judge of the County Court at Law
in and for the County of Orange and State of Texas

THE STATE OF TEXAS
COUNTY OF ORANGE

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

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


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

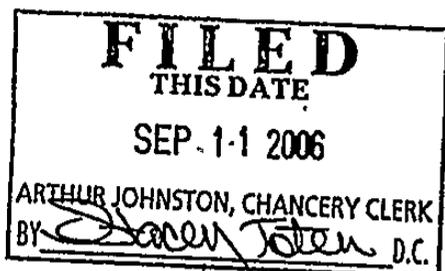


MADISON COUNTY, MS This instrument was
filed for record September 8, 2006

Book 40 Page 514
ARTHUR JOHNSTON, C C

BY K. Jewell DC





LAST WILL AND TESTAMENT
OF
KELSEY BROWNE EVANS

0006-736

I, KELSEY BROWNE EVANS, an adult resident citizen of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, 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

EXECUTOR AND SUCCESSOR EXECUTOR

I appoint my son, JAMES P. EVANS, III, and my daughter, EDITH LEE EVANS MORGAN, as Co-Executors of my Estate under this Will. If either JAMES P. EVANS, III or EDITH LEE EVANS MORGAN is or becomes unable or unwilling to serve as Executor, then the remaining Executor may serve alone. (For convenience, my Co-Executors shall be referred to herein as "Executor.")

ITEM II

HUSBAND AND CHILDREN

I declare that I am not married, being the widow of JAMES P. EVANS, JR. I have two (2) adult children now living and they are JAMES P. EVANS, III and EDITH LEE EVANS MORGAN. They are herein referred to as "my children."

ITEM III

PAYMENT OF DEBTS AND EXPENSES

I direct my Executor to pay all of my just debts and obligations which are probated, registered and allowed against my estate as soon as may be conveniently done, provided, however, that my Executor shall specifically be authorized to pay any debt of my estate which does not exceed \$1,000 without the necessity of probating said debt.

I further direct my Executor to pay all of my funeral expenses (including the cost of a suitable monument at my grave), expenses of my last illness, any unpaid charitable pledges (regardless of whether said pledges may be enforceable obligations of my estate), and the costs of administration of my estate as soon as practicable after my death; provided, however, my Executor shall not be

required to pay any obligation in advance of its maturity. My Executor, in my Executor's sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

ITEM IV

PERSONAL EFFECTS

A. If Children Survive Me. I give and bequeath in equal shares to my children, JAMES P. EVANS, III and EDITH LEE EVANS MORGAN, if they survive me, all of my household furniture and furnishings, chinaware, silverware and linens, automobiles, clothing, jewelry, sports equipment and other tangible personal property located in my home, and policies of insurance thereon, but not including cash, bank accounts, securities or intangible property. My children shall divide these items between them as they may mutually agree.

B. If a Child Does Not Survive Me. If a child shall predecease me leaving a surviving child or children, then the deceased child's share of such personal effects shall be distributed to his or her surviving children per stirpes.

C. Absence of Agreement. In the absence of agreement by the time my estate is ready for final settlement, my Executor shall be empowered to take the following actions with respect to any items of such property as to which agreement has not been reached and may exercise any or all of these actions in any combination and to any degree my Executor deems proper:

(a) My Executor may divide such items equally according to value, and the judgment of value may be made in its sole discretion or by a person or persons whom my Executor has employed to value such items.

(b) My Executor may sell such items in any manner it deems desirable, without the prior concurrence of any beneficiary, and divide the proceeds equally.

(c) My Executor may give such items to a qualified charity.

D. Remembrances. Although I have given and bequeathed outright all of my personal effects to my children per stirpes, it

is my express wish that my children shall give a personal item from my personal effects selected by Edith Lee Morgan in her discretion to each of the following persons: Kelsey Green Bryant, my husband's godchild; Debbie Browne Snell, my niece; Kaye Johnson Walbert, my friend; Eleanor T. Green, my friend; Alice Browne Quan, my sister; Margaret Browne Reese, my sister; Catherine Murphey Evans, my sister-in-law; Mrs. Marisue Wilkinson; Ann Story Carty; Gloria Reese, my great niece; Sybie Reese Mavis, my great niece; and to each of my grandchildren then living.

E. Separate Memorandum. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the tangible personal property bequeathed under this Item. In such event, the provisions of that memorandum shall be given the same legal effect as if included in this Will and the assets described therein shall be distributed to the named beneficiaries.

ITEM V

SPECIFIC BEQUESTS

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

A. Grandchildren. To each of my grandchildren who are living at the time of my death, the sum of Ten Thousand Dollars (\$10,000.00).

B. Parlee Goodlow Reils. To Parlee Goodlow Reils (Social Security Number 452-54-1666), if she shall survive me, the sum of One Thousand Dollars (\$1,000.00).

C. Katherine Neal. To Katherine Neal, if she shall survive me, the sum of Five Thousand Dollars (\$5,000.00).

D. Maple Lee Davis. To Maple Lee Davis, if she shall survive me and be in my employment at the time of my death, the sum of Six Thousand Dollars (\$6,000.00); however, any gifts of money which I give to her from this date forward during my lifetime shall be in satisfaction of this bequest and reduce this bequest. The sum delivered to her after my death shall be held in trust by my trustee, and my trustee shall pay to Maple Lee Davis \$100.00 per

month until said sum is exhausted. If Maple Lee Davis dies prior to payment in full of the bequest, my trustee shall pay over the remaining balance, if any, to Barbara Davis.

E. Ronnie Mosley. To Ronnie Mosley, if he shall survive me and be in my employment at the time of my death, the sum of Five Thousand Dollars (\$5,000.00); however, any gifts of money which I give to him from this date forward during my lifetime shall be in satisfaction of this bequest and reduce this bequest. The sum delivered to him after my death shall be held in trust by my trustee, and my trustee shall pay to Ronnie Mosley \$100.00 per month until said sum is exhausted. If Ronnie Mosley dies prior to payment in full, any remaining bequest shall be void and shall lapse.

F. If Beneficiary Predeceases Me. If any of the individuals named in this paragraph 2 of my will shall not survive me, the bequest to such individuals shall lapse, and same shall become part of my residuary estate hereinafter disposed of.

G. Charitable Bequests. I give and bequeath the sum of Ten Thousand Dollars (\$10,000.00) each to St. Andrew's Episcopal Cathedral, Jackson, Mississippi, and to Kenmore Association, Fredricksburg, Virginia.

ITEM VI

RESIDUE

A. Residue Outright to Children. Upon my death, I direct my Executor to divide the residue of my estate into equal and separate shares, one for each of my then living children and one share for each child of mine who is deceased but who is survived by children or grandchildren. My Executor shall distribute these shares outright and free of trust. If, however, any beneficiary under this paragraph is under the age of twenty-five (25) years, then I give, devise, and bequeath his or her share to the trustee herein named, in trust, to be held, administered and distributed according to the following provisions:

1. The Trustee may distribute to or for the benefit of the beneficiaries of each trust as much of the net income of

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

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

3. As and when the youngest child or grandchild of a deceased child of mine attains the age of twenty-five (25) years, the Trustee shall distribute in equal shares to the beneficiaries of that trust, per stirpes, the remainder of the trust estate, free and clear of any trust.

In satisfying this bequest, my Executor shall select and distribute to my children cash, securities or such other assets as my Executor may determine, using asset values current at the date or dates of distribution.

B. Beneficiary's Right to Disclaim. Any beneficiary 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. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be delivered to my Executor within the time period required for the disclaimer to qualify under Section 2518 of the Internal

Revenue Code of 1986, as amended, or corresponding provisions of any future law. If a beneficiary disclaims in whole or in part, the property in which he or she disclaims his or her interest shall be distributed as though said beneficiary predeceased me.

C. Alternate Distribution. If one or more of my children predeceases me leaving no surviving descendants, than his share shall be distributed to my surviving child, per stirpes.

D. Distribution if All Children and Their Descendants Deceased. If all the persons and classes designated as beneficiaries of my estate die prior to distribution of all the assets of my estate, upon the death of the survivor of them, the assets shall be distributed to the following entities in the fraction set out beside each:

(a) 5/12 to St. Andrew's Episcopal Cathedral, Jackson, Mississippi;

(b) 5/12 to Kenmore Association, Fredricksburg, Virginia; and

(c) 1/6 to the Colonial Dames.

ITEM VII

MISCELLANEOUS TRUST PROVISIONS

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

B. Income During Administration of Estate. The income of any trust created by this Will shall accrue from the date of my death. During the administration of my estate and until the trust is established and activated, I authorize the Trustee to request of my Executor, in which case my Executor shall comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the trust. These payments shall be an amount which in the joint judgment of the Trustee and the Executor equals the trust income which the beneficiaries would have received had the trust been established and activated. If an overpayment or underpayment results, the Trustee shall pay to or receive from the beneficiaries the appropriate amount.

C. Distributions to Minor or Incapacitated Beneficiary. In making distributions to the beneficiaries from a trust created under this Will, and especially where a beneficiary is a minor or incapable of transacting business due to incapacity or illness, the Trustee may make distributions either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, or (d) by applying the payments for the benefit of the beneficiary by paying expenses directly. In any event, the Trustee shall require such reports and take such steps as the Trustee deems necessary to assure and enforce the application of such payments for the exclusive benefit of the beneficiary. However, the Trustee of any trust qualifying for the estate tax marital deduction shall have no power to accumulate the income even though the beneficiary may be incapacitated.

D. Trustee to Hold Minor's Share Until Age 21. If at any time in following the directions of this Will the Trustee is required to distribute outright to a person who is a minor all or any part of the principal of a trust created herein, the Trustee is directed to continue to hold and manage the share of the minor in trust for that minor's benefit until the minor attains age twenty-one (21), at which time the Trustee shall distribute such share to the beneficiary. Until distribution is made, the Trustee is directed to expend such part of the income and/or principal of the share belonging to that minor as the Trustee, in the Trustee's discretion, deems necessary to provide for the proper education, support, maintenance and health of the minor and for any medical, hospital or other institutional care which the minor may require.

E. Beneficiary's Interest Must Vest Within Rule Against Perpetuities Period. The interest of every beneficiary of any trust created herein shall vest within the period prescribed by the Rule against Perpetuities: Upon vesting, any trust property held by the Trustee shall be distributed to the beneficiary or beneficiaries of the trust property (or to his or her legal

guardian or other personal representative) as though such beneficiary had reached the age at which final distribution was required.

F. Trustee May Hold Trust Properties in One Fund. The Trustee shall not be required to make physical division of the properties of any trust created herein, except where necessary for purposes of distribution, but may keep the trusts in one (or more) consolidated fund. The Trustee shall maintain books of account containing accurate records of separate principal, income and expense of each trust.

G. Trustee's Discretion in Making Distributions. 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. The Trustee shall not be liable to any beneficiary for any decisions made pursuant to this paragraph. In making a division or distribution, the Trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed. The Trustee may select assets to be allocated or distributed without regard to the income tax basis of the property and without regard to the types of assets distributed to individual beneficiaries.

H. Spendthrift Provision. No interest of any beneficiary in the corpus or income of my estate or in any trust created hereunder shall be subject to assignment, alienation, pledge, sale, attachment, or transfer in any manner; nor shall any beneficiary have the power in any manner to anticipate, charge, or encumber his interest either in income or in principal; nor shall such interest of any beneficiary be liable or subject in any manner for the debts, contracts, liabilities, engagements, or torts of such beneficiary.

ITEM VIII

MISCELLANEOUS AND SUCCESSOR TRUSTEE PROVISIONS

A. Bond and Accountings. No Trustee shall be required to enter into any bond as Trustee, to obtain the approval of any Court for the exercise of the powers or discretions provided herein, or to file with any Court any periodic or formal accountings of the administration of any trust. The Trustee shall render annual accountings to each of the beneficiaries of any trust (or his or her guardian if a beneficiary is a minor). No persons paying money or delivering property to the Trustee shall be required to see to its application.

B. Method of Trustee's Resignation. The Trustee may resign at any time by giving each of the beneficiaries of the trust or his or her guardian written notice specifying the effective date of such resignation. The notice may be sent by personal delivery or by registered mail.

C. Successor Trustee. Shannon Evans shall serve as trustee for any trust created hereunder for the children or grandchildren of James P. Evans, III. James P. Evans, III shall serve as trustee for any trust created hereunder for the children or grandchildren of Edith Lee Evans Morgan. If either Shannon Evans or James P. Evans, III resigns or becomes unable to serve as Trustee of any trust created hereunder, regardless of the cause, then Trustmark National Bank shall serve as successor Trustee.

D. Effective Date of Trustee's Resignation. The resignation of the Trustee; regardless of cause, shall become effective upon the qualification of the successor Trustee and submission of a full accounting by the resigning Trustee; however, the successor Trustee and the adult beneficiaries may agree to waive a final accounting by the Trustee being replaced.

E. Successor Trustee to Have Powers and Duties of Original Trustee. Any successor Trustee shall be vested with all the rights, powers, duties and discretions conferred upon the original Trustee.

F. Compensation if Bank is Trustee. Any bank serving as

Trustee shall receive reasonable compensation based on the services it is required to perform. Such compensation shall be approved by the adult beneficiaries of the trust, or if none, by the guardians of the minor beneficiaries. Any individual serving as Trustee shall receive reasonable compensation based upon the then current hourly rates being charged in Jackson, Mississippi, for services comparable to those being rendered by the individual Trustee. Compensation shall be paid regularly and shall be shown on the Trustee's annual account.

G. Masculine References to Include Feminine and Neuter.

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

ITEM IX

TRUSTEE POWERS

Unless otherwise provided, the administration of any trust herein created, the sale and conveyance of 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 amended. In addition to the powers contained in that Law, and the power to make "legal investments" under Mississippi law, the Trustee shall have full power and authority:

A. May Invest in Interest Bearing Accounts or CD's. To place trust funds on time deposit in interest bearing accounts or certificates of deposit in any federally insured financial institution, including any bank which may be serving as Trustee.

B. May Receive Additional Property. To receive additional property any person conveys to the trust either in lifetime or by Will, and to administer and distribute the property according to the terms of the trust.

C. Right to Distribute in Cash or in Kind. To distribute income and principal of the trust in cash or in kind.

D. Right to Transfer and Encumber Trust Property. To sell,

transfer, convey, mortgage, lease and dispose of the trust property upon such terms and in such manner and for such prices as the Trustee deems proper; and to execute and deliver any instruments necessary to accomplish such action. Any lease or other instrument which is executed by the Trustee shall continue in full force and effect under its terms, notwithstanding the termination of the trust.

E. Right to Allocate Between Income and Principal. To determine the allocation of receipts and expenses between income and principal.

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

G. Right to Merge or Consolidate Trust. To merge and consolidate the assets of any trust created hereunder with any other trust if at the time of my death the Trustee herein named is serving as Trustee of another trust created by me during my lifetime if the beneficiaries are the same and the terms of that other trust are substantially similar to this trust. The Trustee shall administer the two trusts as one if such consolidation would result in more effective and efficient management of the two trusts.

H. May Receive, Retain and Invest in Certain Property. To receive and retain all types of property and especially to receive, invest in and retain shares of stock in closely-held corporations, partnership interests in general and limited partnerships, and nonincome producing real estate or other property regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which trustees generally are authorized to invest by law. This power shall not apply to any trust which qualifies for the estate tax marital deduction.

I. Right to Carry Out My Lifetime Agreements. To carry out agreements made by me during my lifetime, including the

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

J. Rights as to Securities. To retain or acquire stocks, bonds or securities for investments; to exercise stock subscriptions, rights and options; to vote or grant proxies to vote all securities belonging to the trust; to pay assessments; to support, oppose or participate in any merger, reorganization, redemption or liquidation of any entity in which the trust owns an interest; to pledge any securities or other property as security for any loan made by the Trustee; and to accomplish any other purpose of any nature incidental to the administration of the trust.

K. Right to Borrow and Lend. To borrow money from any person or entity or lend money to any person or entity at such rate of interest as the Trustee determines necessary for the administration of the trust or to facilitate any purchase, sale or other acquisition or disposition of trust property; to execute such notes and loan agreements required for such loans; to secure the repayment of such loans by executing such contracts, mortgages, deeds of trust, security instruments, or other instruments required for such loans; and, to assume any liabilities as consideration for the acquisition of assets or to acquire assets subject to such liabilities.

L. May Employ Agents. To employ and compensate from trust assets any agents, accountants, attorneys, custodians, brokers, investment counselors and other advisors the Trustee deems necessary for the administration of the trust.

M. Right to Seek Court Approval. To seek approval of or authority from any court of competent jurisdiction with respect to

any action of the Trustee if the Trustee determines it is in the best interest of the Trustee, the trust or the beneficiaries to do so.

N. Mineral Interests. To execute and deliver oil, gas and other mineral leases containing such unitization or pooling agreements and other provisions as the Trustee deems advisable; to execute mineral and royalty conveyances; to purchase leases, royalties and any type of mineral interests; to own, hold, acquire and dispose of working interests and royalty interests in properties held in the trust and to expend funds of the trust necessary with respect to the ownership of such interests; to execute and deliver drilling contracts and other contracts, options and other instruments necessary or desirable in engaging actively in the oil, gas or other mining businesses; all of the foregoing to be done with such terms, conditions, agreements, covenants, provisions or undertakings as the Trustee deems advisable.

O. Farm Property. To manage any farm property, including the authority to plant and harvest crops; to breed, raise, and sell farm animals, aquatic produce and farm produce of all kinds; to purchase and sell equipment; to make improvements; to construct, repair or demolish any buildings; to engage agents, managers and employees and delegate powers to them; to establish reasonable reserves for depreciation out of income; to replace improvements and equipment; to fertilize and improve the soil; to engage in the growing, improvement and sale of trees and other forest crops; and to perform any other acts deemed necessary or desirable to operate the farm property.

P. May Terminate Small Trust. To terminate any trust if the Trustee, in the Trustee's sole discretion, determines the assets of the trust are of such small value that the continued existence and operation of the trust is not in the best interest of the beneficiaries. This power shall be exercisable only if the income beneficiaries and the remainder beneficiaries are the same and have the same interest in the trust, or if the beneficiaries or interests are different, only if the beneficiaries agree to a

manner of termination and distribution of trust assets. No beneficiary shall have any right to require the Trustee to exercise this power. Upon termination, the Trustee shall distribute the assets of the trust to the beneficiaries in the beneficiaries' proportionate shares.

ITEM X

EXECUTOR POWERS

A. Successor Executor to Have Powers and Duties of Original Executor. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

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

C. Discretion to Select Property to be Distributed. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. My Executor shall exercise this discretion in a manner which is impartial to all beneficiaries under this Will. My Executor may satisfy any pecuniary bequest provided in this Will in cash or in kind or partly in cash and partly in kind; however, any asset distributed in kind shall be valued at its date of distribution value.

D. Third Parties Not Obligated to See to Application of Property Delivered to Executor. No person dealing with my Executor shall be obligated to see to the application of any moneys, securities, or other property paid or delivered to my Executor, or to inquire into the expediency or propriety of any transaction or

the authority of my Executor to enter into and consummate the transaction upon such terms as my Executor may deem advisable.

E. Executor's Right to Disclaim. My Executor shall have the power to disclaim any part or all of my interest in any property which is or has been devised or bequeathed to me, whether outright or in trust, provided such disclaimer is made within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law.

F. Executor to Have All Powers Conferred by Law. My Executor shall have the power to exercise all powers conferred by law upon trustees by the Uniform Trustees' Powers Law of Mississippi and all powers conferred by law upon executors and all powers granted herein without prior authority from any Court; however, my Executor may seek Court authority if doing so is in the best interest of my Executor, my estate or my beneficiaries.

G. Executor to Determine Dates of Distribution. My Executor may pay or deliver part or all of the property bequeathed or devised herein as soon as it is convenient to do so without jeopardizing the ability of my estate to satisfy its taxes and obligations. In any event, the date or dates of distribution shall be determined in the discretion of my Executor.

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

I. Right to Borrow. I specifically authorize my Executor to borrow in the name of my estate such funds as may be necessary to pay my debts, administration expenses, and taxes of my estate; to pledge such of my property, real or personal, as may be necessary to secure such loan; and to execute notes, security instruments or documents necessary or required to secure such loans. However, my

Executor shall not pledge any property specifically devised or bequeathed herein. My Executor shall not be required to pay or otherwise satisfy any such loan prior to the closing of my estate and the discharge of my Executor, but in satisfaction of any bequest herein, my Executor may distribute such property at its date of distribution value net of such loan.

J. Power to Invest. My Executor shall have the power to invest or reinvest my assets in such bank accounts, securities, or real or personal property or to retain any of my assets as my Executor determines.

K. Right to Sell or Lease Without Court Approval. My Executor shall not be required to reduce all or any of my personal or real property to cash during the administration of my estate, but in my Executor's discretion may sell or lease any of my property in such manner and on such terms and conditions as my Executor may deem advisable, without notice and without the necessity of Court approval or authorization. In connection with a sale or lease, my Executor may execute and deliver such deeds, leases or other instruments relating thereto.

L. Right to Comply With My Lifetime Agreements. My Executor shall take all actions necessary to comply with any agreements I have made during my lifetime, including the consummation of any agreements relating to the stock of corporations I own or interests in partnerships I own whenever the terms of any such agreement obligate my estate or my personal representatives to sell my interest therein. My Executor shall have the power to continue or permit the continuance of any business which I own or in which I have an interest at the time of my death.

M. Right to Employ Agents. My Executor may employ and compensate from estate assets any attorneys, accountants, custodians or other agents necessary to the administration of my estate.

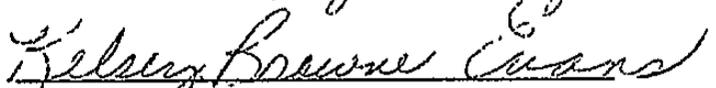
N. Section 2032A Election. My Executor shall have the discretion and authority to make the special use valuation election allowable under Section 2032A of the Internal Revenue Code, or any

corresponding provision of future law relating thereto. My Executor shall not incur any liability to any party for determining whether or not to exercise the discretion to elect or not to elect special use valuation.

O. Section 6166 Election. My Executor shall have the power to elect to defer the payment of federal estate taxes as provided in Section 6166 of the Internal Revenue Code, or any corresponding provision of future law relating thereto. My Executor shall not incur any liability to any party for determining whether or not to exercise the discretion to elect or not to elect to defer the payment of taxes.

P. Ancillary Administration. I further nominate and appoint my Executor herein named to petition the proper Court and to take all necessary action to effect an ancillary administration covering any property I may own in another jurisdiction. I direct that no bond or other security shall be required of my Executor named herein, nor shall my Executor be required to file an inventory or accounting with any court in any foreign jurisdiction. If the laws of any other jurisdiction in which I may own property require that a resident of that jurisdiction serve as Executor or Administrator in any ancillary proceeding by my estate, my Executor shall have the power and right to select and designate a proper party resident of the foreign jurisdiction involved to serve with the Executor of my estate as Co-Administrator. In such event, the Co-Administrator shall not be required to post any bond or other security or file any accounting or inventory with any court in the foreign jurisdiction.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 5 day of August, 1993.


KELSEY BROWNE EVANS

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

[Handwritten Signature]
Witness

of 1400 Troutman Blvd, Jackson, MS
Address

Norman S. Adams
Witness

of 1400 Troutman, Jackson, Ms.
Address

MADISON COUNTY, MS This instrument was
filed for record September 11th 2006

Book 40 Page 540
ARTHUR JOHNSTON, C C

BY: *[Handwritten Signature]* D.C.



FILED
THIS DATE
SEP 14 2006
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* DC.

LAST WILL AND TESTAMENT OF
JAMES EDWARD ADAMS MOORE

2006-809

I, James Edward Adams Moore, a single person and a resident of the City of Canton, in Madison County, Mississippi, being of the age of twenty-one (21) years and over, of sound and disposing mind and memory and realizing the uncertainties of this life, do make, publish and declare this to be my Last Will and Testament, and hereby revoke any and all former Wills and Codicils made by me.

ARTICLE I

I hereby direct my executor, hereinafter named, to pay all my just debts and funeral expenses as soon after my demise as can be lawfully done.

ARTICLE II

I appoint as executor of this my Last Will and Testament, Robert L. Dearon, to serve without bond and to act as his good judgement and discretion will determine, and he shall not be required to file any accounting, annual or final, to any Court of his action as executor.

ARTICLE III

I give, devise and bequeath unto Robert L. Dearon all of my right title and interest in and to the following described real property lying and being situated in the City of Canton, Madison County, Mississippi, to wit:

Begin at an iron stake in the northwest corner of the lot conveyed on March 18, 1942, Mrs. Pearl D. Mansell et al to Shelton Gross and Theodore McKinley Gross, said deed being duly recorded in Deed Book No. 23 on page 236 thereof, in the Chancery Clerk's Office for said County, said lot being on the east side of Cowan Street, and then run north along the eastern side of said Cowan Street 55 feet more or less, to an iron stake in the Southwest corner of the lot that I conveyed to Walter Tucker, Jr., and Alma B. Tucker on November 20, 1944, and then run east 200 feet more or less, to an iron stake in the northwest corner of the Will Jefferson lot, being the lot conveyed to him by Mrs. Walter Stokes on February 18, 1944, and then run south 55 feet more or less, to an iron stake in the northern line of the said Shelton and Theodore Mckinley Gross lot, and then run west to the point of beginning.

ARTICLE IV

I give, devise and bequeath to Robert L. Dearon, all furniture, appliances and fixtures located in the house which is situated on the above real property.

ARTICLE V

I give, devise and bequeath to Robert L. Dearon, any moneys in my account at Citizens Bank and Trust Company, Canton, Mississippi and any and all moneys held in my name or number (123051) at the University Medical Center Federal Credit Union, in Jackson, Mississippi.

ARTICLE VI

I give, devise and bequeath to Robert L. Dearon, the rest and residue of any and all property, both real and personal, of whatever kind or character and wherever located, which I may own at the time of my death.

Witness My Signature, this 14th day of January 1988.

James Edwards Adams Moore
James Edwards Adams Moore

Witnesses:

Names:

Addresses:

Melendorn Davis
George C. Nichols

Rte 2, Box 253-B, Canton MS 39046
614 Lutz, CANTON, MS 39046

STATE OF MISSISSIPPI
COUNTY OF MADISON

We, the undersigned, do hereby certify that we subscribed our signatures as attesting witnesses to the above and foregoing instrument on the date therein stated at the request of James Edwards Adams Moore, who declared the said instrument in our presence, to be his Last Will and Testament and who signed said instrument in our presence and that at his request we affixed our signatures hereto as attesting witnesses in his presence and in the presence of each other.

B 40 P 560

Witness our signature this 14th day of January 1988.

Melendelya Davis
Witness:

Ray Wilks
Witness

IN THE CHANCERY COURT OF RANKIN COUNTY, MISSISSIPPI

**IN THE MATTER OF THE ESTATE OF
JAMES EDWARD ADAMS MOORE**

**CIVIL ACTION
FILE NO. _____**

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

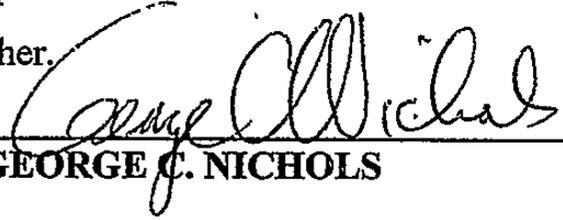
This date personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named **GEORGE C. NICHOLS**, who being by me first duly sworn according to law states on oath as follows, to-wit:

(1). That this affiant is one of two subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of **JAMES EDWARD ADAMS MOORE** whose signature is affix to the Last Will and Testament dated January 14, 1988.

(2). That on the 14th day of January, 1988, the said **JAMES EDWARD ADAMS MOORE** signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of the affiant and in the presence of **GWENDOLYN DAVIS**, the other subscribing witness to the instrument.

(3). That **JAMES EDWARD ADAMS MOORE** was then and there of sound and disposing mind and memory and well above the age of eighteen (18) years.

B 40^P 562
(4). That this affiant, together with **GWENDOLYN DAVIS**, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request, and in the presence of **JAMES EDWARD ADAMS MOORE**, and in the presence of each other.



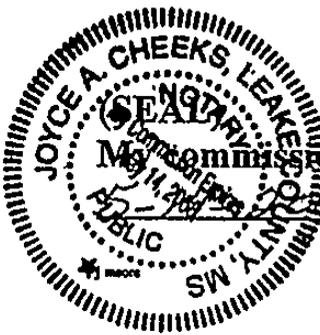
GEORGE C. NICHOLS

SWORN TO AND SUBSCRIBED before me, this the 5th day of

September, 2006.



NOTARY PUBLIC



My commission expires: 8
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES 12/31/2011
BONDED THRU STEGALL NOTARY SERVICE

MADISON COUNTY, MS This instrument was
filed for record September 14, 2006

Book 40 Page 558
ARTHUR JOHNSTON, C C

BY K. Stevens DC



Last Will and Testament

OF

2006-831

MILDRED A. GOWDY

I, MILDRED A. GOWDY, being over the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all former wills and codicils made by me at any time heretofore.

I.

I hereby appoint T. A. GOWDY, as Executor of this my Last Will and Testament, and it is my desire that my Executor shall have full and complete power and authority to do and to perform any act deemed by him to be in the best interest of my estate. I hereby direct that no bond be required of the Executor and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting.

II.

I hereby give, devise and bequeath unto ROBERT C. GOWDY, my home located at 317 North Dobson Avenue, Canton, Mississippi.

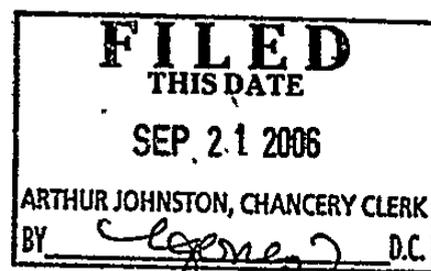
III.

I do hereby devise and bequeath unto T. A. GOWDY that certain building, real property, and appurtenances located at 101 North Union Street, Canton, Mississippi 39046.

IV.

I do hereby devise and bequeath the remainder of my real property and my personal property however described or wheresoever situated unto ROBERT C. GOWDY and T. A. GOWDY in equal shares, to share and share alike.

IN WITNESS WHEREOF, I, MILDRED A. GOWDY, have hereunto set my signature on, and published and declare this to be my Last Will and



Testament on this the 8th of March, 1995, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Mildred A. Gowdy
MILDRED A. GOWDY

WITNESSES:

Ava Paula Teraci
Susan Russell

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of MILDRED A. GOWDY, do hereby certify that said instrument was signed in the presence of each of us, and that said MILDRED A. GOWDY, declared the same to be her Last Will and Testament in the presence of each of us, and that we signed as subscribing witnesses to the said Will at the request of MILDRED A. GOWDY, in her presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 8th of March, 1995.

Ava Paula Teraci
Susan Russell
WITNESSES

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI

COUNTY OF MADISON

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, SUSAN RUSSELL and AVA PAULA FERACI, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who after having been duly sworn, say on oath that on the 8th day of March, 1995, MILDRED A. GOWDY, in their presence, signed his name thereto, and in their presence declared the same to be her Last Will and Testament; that at her request, in their presence, and in the presence of each other, the said affiants subscribed their names thereto as witnesses to its execution and publication; that the said MILDRED A. GOWDY, on the 8th day of March, 1995, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Susan Russell residing at 1301 McDonald Avenue
Canton, MS 39046

Ava Paula Feraci residing at 1649 E. Sunset Dr.
Canton, MS 39046

SWORN TO AND SUBSCRIBED before me this the 8th day of March, 1995.

Amanda Lynne Nichols
NOTARY PUBLIC

MY COMMISSION EXPIRES:
August 25, 1997
(SEAL)

will\gowdymil 104

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

Book 40 Page 563
ARTHUR JOHNSTON, C.C.

BY L. Jones DC



LAST WILL AND TESTAMENT
OF
SUSIE J. SMITH

B 40 P 566

2006-740

I, **Susie J. Smith**, an adult resident and citizen of Madison County, Mississippi, and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my will, and by so doing I do hereby revoke any and all other wills and codicils thereto which may have been heretofore made by me:

WITNESSETH:

ITEM 1.

I do hereby give and bequeath unto my son, **Hugh Smith, Jr.**, the following items of personal property:

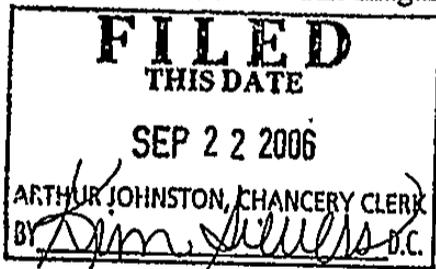
1. My small round marble top table;
2. Two etched bud vases;
3. The sterling silver condiments with platter;
4. White glider and matching chair;
5. The wooden trivet holder and trivets;
6. Demitasse cups, saucers and spoons;
7. Lazy Susan made by Uncle Henry and
8. Mantle clock.

Should **Hugh Smith, Jr.**, predecease me, then, in that event I do hereby bequeath the above items of personal property Hugh's wife, **Rebecca Hambrick Smith**.

ITEM 2.

I do hereby give and bequeath unto my son, **Elbert Allen Smith**, the following items of personal property:

1. The cedar chest;
2. The magazine rack made by him;



3. All contents of the tool room, including 2 metal tables;
4. The "To His Mother" cross stitch;
5. Floral wall basket;
6. Large floral picture in bedroom;
7. Lift chair;
8. Front porch swing
9. Chest of Drawers in my bedroom;
10. Dresser in my bedroom;
11. Two night stands in my bedroom;
12. Two lamps in my bedroom; and
13. The Suber Christmas ornaments.

Should **Elbert Allen Smith** predecease me, then in that event I do hereby give and bequeath the above items of personal property to his wife, **Bobbie Suber Smith**.

ITEM 3.

I do hereby give and bequeath unto my daughter, **Sue S. Nowell**, the following items of personal property:

1. The king size bed made by Dale;
2. My mattresses and all bedding;
3. Small rocker that belonged to Mamaw Johnson;
4. The white cabinet built by Hugh;
5. The table built by Hugh;
6. The small 3 shelf bookcase in the kitchen;
7. The small square table in the hall;
8. The magnolia print,
9. The painting by Mary Smith;
10. The daisy crewel picture in living room;
11. The Singer sewing machine table;
12. White mirrored cupboard behind door in kitchen
13. The green and white teapot; and
14. All jewelry and the jewelry box.

Should **Sue S. Nowell** predecease me, then in that event I do hereby give and bequeath the above items of personal property to **Carl Leonard** and **Michelle Leonard**.

ITEM 4.

I do hereby give and bequeath unto my grandson, **Hugh Smith, III**, the following items of personal property:

1. Brown stoneware dishes,
2. My clear juice glasses and 16 frosted iced tea glasses;
3. The small platform rocker;
4. Television set with VCR;
5. Dresser and mirror in front bedroom; and
6. Chest of drawers in front bedroom.

ITEM 5.

I do hereby give and bequeath unto my grandson, **Lewis Smith**, the following items of personal property:

1. The magazine and reading lamp stand;
2. The china service with silver band and rose in center, and
3. My upright piano and stool.

ITEM 6.

I do hereby give and bequeath unto my granddaughter, **Cathy S. Lutz**, the following items of personal property:

1. Set of Nortiake china;
2. Glasses with silver leaf;
3. Marble top buffet;
4. Antique green settee;
5. The arrow collection;
6. The flower vase that she gave to me; and
7. Library table.

ITEM 7.

I do hereby give and bequeath unto my grandson, **Michael Anthony Smith**, the following items of personal property:

1. Ceramic nativity scene;
2. Dresser and mirror in downstairs bedroom; and
3. Chest of drawers in downstairs bedroom;
4. The china cabinet in the kitchen; and
5. The picture over the fireplace in the Living Room

ITEM 8.

I do hereby give and bequeath unto my grandson, **Carl Leonard**, the following

items of personal property:

1. Antique pegged wardrobe in Mamaw's room;
2. Two front porch rocker;
3. The mahogany china cabinet in the hall;
4. The mahogany buffet in the hall; and
5. The mahogany dining table and dining chairs in the hall.
6. The large mirror over buffet; and

ITEM 9.

I do hereby give and bequeath unto my granddaughter, **Michelle Leonard**, the following

items of personal property:

1. Antique washstand in front bedroom;
2. Antique wardrobe downstairs,
3. Double 4-poster bed that was in front bedroom;
4. Parfait glasses;
5. Kitchen table with 6 chairs; and
6. China service with large rose pattern.
7. Ceramic Christmas Tree.

ITEM 10.

I do hereby give and bequeath unto **Lissa Baker Rau**, this item of personal property:

1. Two quilts of her choice.

ITEM 11.

I do hereby give and bequeath all of my bank accounts and certificates of deposit unto my

surviving children, **Hugh Smith Jr., Elbert Allen Smith, and Sue Nowell** in equal shares, to share and share alike. However, should any of them predecease me, the, in that event, I do hereby give and bequeath any deceased child's share to my surviving children, in equal shares, to share and share alike.

ITEM 12.

I do hereby give and bequeath all of the rest, residue and remainder of my estate, of every nature and description and wherever located, unto my surviving three children, namely: **Hugh Smith, Jr., Sue S. Nowell and Elbert Allen Smith**, in equal shares to share and share alike.

ITEM 13.

I do hereby name, constitute and appoint my daughter, **Sue Nowell**, to serve as the Executrix of this Will, without bond, and to the fullest extent allowed by law. I do hereby waive and release my said Executrix from the requirement of her having to make and file any inventory, accounting or appraisal in connection with the administration of my estate.

WITNESS MY SIGNATURE, this the 15th day of December, 2000.

Susie J. Smith
Susie J. Smith

The foregoing instrument, consisting of this and 5 preceding typewritten pages, was signed, sealed, published and declared by **Susie J. Smith**, the Testatrix, to be 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 subscribed our names as witnesses hereto, on this the 15th day of December, 2000.

Edith Stater
Witness

587-36-0864
SS #

Stanley G. Stater
Witness

410-86-0935
SS #

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
SUSIE J. SMITH, DECEASED

CIVIL ACTION,
FILE NO. 2006-740

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Stanley F. Stater, III, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of Susie J. Smith, who being duly sworn, deposed and said that the said Susie J. Smith published and declared said instrument as her Last Will and Testament on the 15th day of December, 2000, the day of the date of said instrument, in the presence of this deponent and in the presence of Edith Stater, and that said Testatrix was then of sound and disposing mind and memory and more than twenty-one (21) years of age, and this deponent and Edith Stater subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said Testator and in the presence of said Testator and in the presence of each other on the day and year of the date of said instrument.

WITNESS MY SIGNATURE on this the 21st day of August, 2006.

Stanley F. Stater III
STANLEY F. STATER, III

SWORN TO AND SUBSCRIBED BEFORE ME on this the 21st day of August, 2006.

Edith Stater
NOTARY PUBLIC

My Commission Expires:
March 7, 2007
(SEAL)

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
SUSIE J. SMITH, DECEASED

CIVIL ACTION,
FILE NO. _____

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, **Edith Stater**, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of Susie J. Smith, who being duly sworn, deposed and said that the said Susie J. Smith published and declared said instrument as her Last Will and Testament on the 15th day of December, 2000, the day of the date of said instrument, in the presence of this deponent and in the presence of **Stanley F. Stater, III**, and that said Testatrix was then of sound and disposing mind and memory and more than twenty-one (21) years of age, and this deponent and Stanley F. Stater, III, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said Testator and in the presence of said Testator and in the presence of each other on the day and year of the date of said instrument.

WITNESS MY SIGNATURE on this the 21st day of August, 2006.

Edith Stater
EDITH STATER

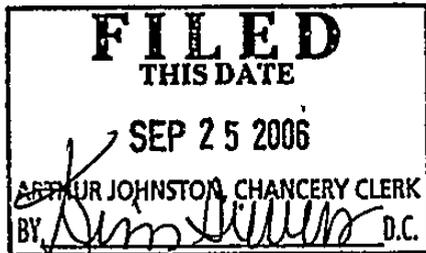
SWORN TO AND SUBSCRIBED BEFORE ME on this the 21st day of August, 2006.

~~Arthur Johnston, C.C.~~
NOTARY PUBLIC

My Commission Expires:
11-4-2008
(SEAL)

MADISON COUNTY, MS This instrument was
filed for record September 28, 2006
Book 40 Page 566
ARTHUR JOHNSTON, C.C.
BY R. Stivers DC





LAST WILL AND TESTAMENT 2006-796

OF

GLORIA M. TITCOMB

I, Gloria M. Titcomb, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, over the age of eighteen (18) years, and not acting under duress or undue influence, hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I.

I appoint John Titcomb as Executor of my estate under this Will. I direct my Executor to pay all of my just debts and obligations which may be properly probated, registered and allowed against my estate; all taxes properly payable by my estate; and the cost of administration of my estate as soon as practical after my death. Except as otherwise provided herein, all such payments shall be paid out of my residuary estate.

ITEM II.

My husband is John Titcomb and is sometimes referred to herein as "my husband". I have three (3) children now living and they are:

Robert R. Titcomb, born Aug 25, 1953;
Lisa Louise Titcomb, born Oct 12, 1957; and
Vickie Lynn Titcomb, born Mar. 9, 1955.

ITEM III.

I devise and bequeath to my husband, John, if he survives me, any interest I may own in our residence which is occupied by us as a family home, including any land adjacent thereto and used as a part of our homestead, all subject to any indebtedness that may be secured by such residence. If my husband does not survive me, I devise and bequeath my interest in our home to the "Gloria M. Titcomb Family Trust" created by the provisions of Item VII. of

this Will, to be held, administered and distributed according to the terms of that trust.

ITEM IV.

A. I give and bequeath to my husband, John, if he survives me, all of my tangible personal property (except cash or securities on hand or on deposit and the tangible personal property used in connection with any business in which I am engaged or own), including my automobiles, clothing, books, jewelry, sporting equipment and other similar personal effects.

B. I give and bequeath to my husband, John, if he survives me, all household furniture, furnishings, ornamental decorations, silverware, china, pictures, linens, glassware and the like located in our home.

C. If my husband does not survive me, I give and bequeath to my children, in equal shares, all my tangible personal property described in this Item. If any child does not survive me, such child's share of this property shall be distributed to his or her surviving children, or if none to my other children. The share of such property for any child who is a minor shall be held by the guardian of such minor child until the child reaches the age of twenty one (21) years..

D. I give and bequeath to those persons who shall become the owners of the property bequeathed by this Item all policies of insurance, including any outstanding claim, insuring such property.

ITEM V.

A. After the payment of any debts, obligations and expenses of my estate other than estate taxes, I devise and bequeath to the "Gloria M. Titcomb Family Trust" created by Item VII. of this Will, to be held, administered and distributed according to the terms of that trust, the largest amount, if any, which can pass free of federal estate tax by reason of the unified transfer tax credit and the state death tax credit allowable to my estate, reduced by the

value for federal estate tax purposes of all other property includible in my federal gross estate, including taxable transfers since 1976, which passes under other provisions or outside of this Will and which does not qualify for the estate tax marital deduction under the law in effect at the date of my death.

B. As used herein, the term "taxable transfers" shall mean transfers made by me that are subject to the transfer tax provided for in Section 2001 of the Internal Revenue Code of 1986, as amended. In computing the amount of this bequest, the term "value" shall mean the value as finally determined for federal estate tax purposes.

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

D. It is my intention to convey by this bequest the maximum portion of my estate which, under the transfer tax law in effect at the time of my death, may pass to beneficiaries other than my husband, but which because of the application of the credits available to my estate will result in no federal estate tax being owed by my estate.

ITEM VI.

A. I give, devise and bequeath to my husband, John, if he survives me, all the rest and residue of the assets of my estate of every nature and kind wheresoever situated, including property acquired after the execution of this Will and all lapsed legacies and devises. None of the assets hereby conveyed to my husband shall be used for the payment of any estate or inheritance taxes that become payable upon or by reason of my death.

B. My husband shall have the right to disclaim all or any part of his interest in any property which I have devised or bequeathed to him, whether outright or in trust. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be delivered to the Executor of my estate within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law. The Executor may file such disclaimer in the Court in which my estate is being probated. If my husband disclaims in whole or in part, the property in which he disclaims his interest shall be distributed according to the provisions of Item VII. of this Will.

C. If my husband does not survive me, I devise and bequeath the residue of my estate to the "Gloria M. Titcomb Family Trust" created by Item VII. of this Will to be held, administered and distributed according to the terms of that trust.

ITEM VII.

From the assets conveyed by Item V. hereof, my Executor shall first pay any and all estate and inheritance taxes payable by my estate, regardless of whether such taxes are attributable to property included in my probate estate or to property passing outside of my probate estate either by operation of law, by contract or otherwise. The remainder of those assets shall be held by Robert Titcomb, as Trustee, under the terms hereafter set forth, for the benefit of my husband, my children, and my other descendants. The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

A. The Trustee may distribute to or for the benefit of my husband, my children, and my other descendants (but not necessarily in equal shares) as much of the net income as the Trustee deems advisable for the education, support, maintenance and health of any of the beneficiaries; for the maintenance of the beneficiaries'

accustomed standard of living; or for any medical, hospital or other institutional care of any of the beneficiaries. These distributions shall be made in such proportions, amounts, and intervals as the Trustee determines. Any income not distributed shall be added to principal and shall be distributed according to the provisions of this Item.

B. In addition to the income distributions, the Trustee may distribute to or for the benefit of my husband, my children, and my other descendants (but not necessarily in equal shares) as much principal as the Trustee deems advisable for the education, support, maintenance and health of any of the beneficiaries; for the maintenance of the beneficiaries' accustomed standard of living; or for any medical, hospital or other institutional care of any of the beneficiaries. These distributions shall be made in such proportions, amounts and intervals as the Trustee determines. In considering principal distributions, the Trustee shall consider the needs of each of the beneficiaries and the funds available to each of them from other sources.

C. In exercising discretion as to the beneficiaries to whom distributions of income and principal are to be made, the Trustee (1) shall consider my husband as the primary beneficiary of this trust and shall consider his needs above those of the other beneficiaries; and (2) shall provide more for those beneficiaries having greater needs. Before making distributions of income or principal to my children or other descendants, the Trustee shall counsel with my husband to determine the needs of the beneficiaries; however, the decision of the Trustee shall be final.

D. I desire for my children and other descendants to be treated impartially and without favoritism; nevertheless, realizing that the needs of the beneficiaries may vary, I specifically direct that the Trustee need not treat the beneficiaries equally in making expenditures of income and principal to or for their benefit. The

Trustee shall be impartially guided by the needs of each of my beneficiaries as those needs are presented. I give this broad discretion to the Trustee to act at all times in the best interest of all of my beneficiaries as the Trustee may deem advisable.

E. After the death of my husband and the completion of the administration of his estate, the Trustee shall divide the assets of this trust into equal and separate shares, one share for each of my then living children, and one share for each child of mine who is then deceased but who is survived by children. The Trustee shall distribute to each of my living children the shares created for such child. Each share created for the children of a deceased child of mine shall continue to be held as a separate trust for such children.

F. The net income and/or principal of each separate trust created in Paragraph E. may be distributed to or for the benefit of the beneficiaries of each separate trust in such proportions and at such intervals as the Trustee determines advisable for the education, support, maintenance, health and medical needs of such beneficiaries as set forth in Paragraphs A. and B. above.

G. The assets of any trust created for the children of a deceased child of mine shall be distributed to such children, per stirpes, when youngest of such children attains the age of twenty one (21) years. However, if any child dies prior to receiving his or her share of the trust, such share shall be distributed to such child's descendants, per stirpes. If all such children die prior to final distribution of the trust, with none survived by descendants, the assets of the trust shall be distributed to my other children or the trusts created for the descendants of my other children to be administered and distributed according to the provisions of any such trust or distributed outright to any descendant who has received a distribution from his or her trust.

H. Notwithstanding any other provisions herein to the contrary, if in the sole and complete judgment of the Trustee, a beneficiary (at any time such beneficiary would otherwise be entitled to receive a distribution of principal from the trust estate) shall not have manifested the ability which would qualify such beneficiary prudently to use and conserve the principal of the trust estate provided to be distributed to such beneficiary, the Trustee is fully authorized and directed to withhold and defer the delivery and conveyance of any part or all of such principal distribution until the Trustee shall deem such beneficiary to be qualified to prudently use and conserve such assets. Any principal so retained shall continue to be administered as an integral part of the beneficiary's trust estate and may thereafter, in the discretion of the Trustee, be paid over and delivered to such beneficiary in whole or in part and from time to time as and when the Trustee has determined such beneficiary is qualified to prudently use and conserve the assets so distributed.

I. None of the principal or income of this trust shall be liable for the debts or obligations of any beneficiary or be subject to seizure by creditors of any beneficiary. No beneficiary shall have any 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 funds or the income produced from the funds.

J. If all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, upon the death of the survivor of them, the assets shall be distributed outright and free of any trust to my heirs at law, determined at the date of such distribution in accordance with the intestacy laws then in effect in the State of Mississippi.

K. Upon distribution of all of the assets of this trust to the beneficiaries this trust shall terminate.

L. The trust created in this Item shall be designated and known as the "Gloria M. Titcomb Family Trust". After the trust is divided into separate shares, each such continuing trust shall be designated and known by the name of the beneficiary or beneficiaries thereof.

ITEM VIII.

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

B. The income of any trust created by this Will shall accrue from the date of my death. During the administration of my estate and until the trust is established and activated, I authorize the Trustee to request of the Executor, in which case the Executor shall comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the trust. These payments shall be an amount which in the joint judgment of the Trustee and the Executor equals the trust income which the beneficiaries would have received had the trust been established and activated. The Executor may withhold distributions if it appears any such payment would leave the Executor unable to pay the debts, claims and administrative expenses of my estate.

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

D. In making distributions to beneficiaries from a trust created under this Will, and especially where a beneficiary is a minor or incapable of transacting business due to incapacity or illness, the Trustee may make distributions either (a) directly to

the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, upon agreement of such person to expend such income or principal solely for the benefit of the beneficiary, or (d) by applying the payments for the benefit of the beneficiary by paying expenses directly. In any event, the Trustee shall require such reports and take such steps as the Trustee deems necessary to assure and enforce the application of such payments for the exclusive benefit of the beneficiary. The Trustee shall have the power and authority to determine if a beneficiary is incapacitated and such determination shall be final and conclusive.

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

F. At the end of each taxable year of the trust, the Trustee shall determine the taxable income of the trust. At any time prior to the expiration of sixty-five (65) days following the end of each taxable year of the trust, the Trustee may distribute to the income beneficiaries all or any portion of the taxable income so determined, if such action is desirable in light of the overall tax situation of the trust and the beneficiaries and the standards for distributions set forth herein.

G. If any trust created in this Will is to receive or to become a shareholder of stock in an S Corporation and such trust would not qualify as a shareholder, the Trustee may divide such trust to create one or more other trusts to own such stock. In doing so, the Trustee shall establish the terms of such trust so as to qualify such trust as a shareholder of stock of an S Corporation. Thereafter, the Trustee shall administer such trust separately from the other trusts created hereunder and shall have only those powers permitted for a trust to qualify as a shareholder of stock in an S Corporation.

H. The interest of every beneficiary of any trust created herein shall vest within the period prescribed by the Rule against Perpetuities. Upon vesting, any trust property held by the Trustee shall be distributed to the current income beneficiary or beneficiaries of the trust property (or to his or her legal guardian or other personal representative) as though such income beneficiary had reached the age at which final distribution was required.

I. The Executor or the Trustee shall renounce and disclaim any power which would cause any trust created hereunder or which would cause any beneficiary thereof to suffer any adverse tax consequence...

J. The Executor or the Trustee may merge and consolidate the assets of any trust created hereunder with any other trust if the Trustee herein named is serving as Trustee and if the beneficiaries are the same and the terms of that other trust are substantially similar to the terms of this trust. The Trustee shall administer the two trusts as one if such consolidation would result in more effective and efficient management of the two trusts.

K. The Trustee may terminate any trust if the Trustee determines the assets of the trust are of such small value that the continued existence and operation of the trust is not in the best

interest of the beneficiaries and if the income and the remainder beneficiaries are the same and have the same interest in the trust, or if the beneficiaries or interests are different, only if the beneficiaries agree to a manner of termination and distribution of trust assets. No beneficiary shall have any right to require the Trustee to exercise this power.

L. Notwithstanding the distribution of all of the assets of a trust created herein, the Trustee may keep in existence any trust if the Trustee deems such action necessary or desirable for the trust to receive additional property at a later date.

ITEM IX.

A. No Trustee shall be required to enter into any bond as Trustee, to obtain the approval of any Court for the exercise of the powers and discretions granted herein, or to file with any Court any periodic or formal accounting of the administration of any trust. The Trustee shall render annual accounts to each of the beneficiaries of any trust. No persons paying money or delivering property to the Trustee shall be required to see to its application. The receipt of the Trustee shall be a complete acquittance and discharge therefor.

B. The Trustee may resign at any time by giving each beneficiary of the trust written notice specifying the desired effective date of such resignation, which date shall be at least thirty (30) days after the date of the notice. The notice may be sent by personal delivery or by registered mail.

C. If the Trustee resigns or becomes unable to serve, regardless of the cause, Vicky Lynn Titcomb shall serve as Trustee. If she resigns or is unable to serve, a successor Trustee shall be appointed by the Chancery Court of the County in which this Will was probated, upon petition brought by or on behalf of the beneficiaries of the trust.

D. The resignation of any Trustee shall become effective upon the qualification of the successor Trustee and submission of a full accounting by the resigning Trustee; however, the successor Trustee and the beneficiaries may agree to waive a final accounting by the Trustee being replaced. The successor Trustee shall execute an appropriate instrument evidencing the appointment as successor Trustee. Any successor Trustee shall be vested with all the rights, powers, duties and discretions herein conferred upon the original Trustee being replaced.

E. Any individual serving as Trustee may appoint a federally insured bank or financial institution to serve as a Co-Trustee or Custodian and may designate the duties which such institution shall perform. Such appointment shall be in writing and shall be approved by a majority of the beneficiaries. The Trustee may retain such investment advisers or other professionals as necessary for the proper management of the Trust. The individual Trustee shall also have the power to remove the institution or change the duties assigned to the institution.

F. Any bank serving as Trustee or Custodian shall receive reasonable compensation based on the services it is required to perform. Such compensation shall be approved by the individual Trustee, if one is serving, and if not, by the adult beneficiaries of the trust. Any individual serving as Trustee shall receive reasonable compensation based upon the then current hourly rates being charged in Jackson, Mississippi, for services comparable to those being rendered by the individual Trustee. Compensation and expenses shall be paid regularly and shall be shown on the Trustee's annual account.

G. Any notice required to be given to or any approval required to be received from a beneficiary who is a minor or who is under a legal disability shall be effective if such notice is given to or such approval is received from the legal guardian, if any, of

the beneficiary, or if no legal guardian has been appointed, the parent who has custody of the beneficiary.

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

ITEM X.

Except as limited or restricted by other provisions of this Will, I hereby grant to the Executor and the Trustee named herein the continuing, absolute, discretion and power to deal with any property, real or personal, held in trust or in the administration of my estate as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority. No person dealing with the Executor or Trustee shall be required to inquire into the propriety of actions either may take.

A. The Executor and the Trustee shall have all of the specific powers, duties and liabilities set forth in Section 91-9-101, et seq. of the Mississippi Code of 1972, as now enacted or hereafter amended, except as herein modified.

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

C. The Executor and the Trustee shall treat all dividends payable in stock of the issuing corporation, all dividends in liquidation, and all "rights" to subscribe to securities of the

issuing corporation as principal, unless inconsistent with other provisions of this instrument. Any premiums and discounts on securities purchased at more or less than par shall be charged or credited as principal. All other dividends and rights received (except those declared and payable as of a "record date" preceding my death, which shall be considered and treated as principal) shall be treated as income.

D. The Executor or the Trustee may borrow money upon such terms and conditions as either may determine; may execute notes, security instruments or other documents necessary to secure such loans; and except for property which is specifically devised or bequeathed, may mortgage and pledge estate or trust assets as security for the repayment thereof. Any loan which the Executor or the Trustee has not repaid at the time of the termination of my estate or the trust shall be treated as a liability thereof. The assets of my estate or the trust shall be distributed to the beneficiaries subject to such liability. The Executor or the Trustee may loan money to any beneficiary of the estate or trust upon such terms as either may determine advisable. Any loan which has not been repaid at the time of the termination of the administration of my estate or the trust shall be treated as an asset thereof and shall be distributed to the beneficiaries as such.

E. The Executor or the Trustee may lease any real estate for such term or terms and upon such conditions and rentals in such manner, as either may deem advisable (with or without privilege of purchase), including but not limited to oil, gas and mineral leases. Any lease so made shall be valid and binding for the full term thereof even though it shall extend beyond the administration of my estate or the term of any trust created hereunder. With regard to mineral rights, the Executor or the Trustee shall have the authority to execute contracts, letter agreements, farm-out

agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed in relation thereto.

F. The Executor or the Trustee shall have the authority to make any distribution (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, or any such property, and may do so without regard to the income tax basis of specific property allocated to any beneficiary. In making distributions, I request (but do not direct) that the Executor or the Trustee do so in a manner which will result in the property to be sold to satisfy obligations of my estate having an aggregate income tax basis as close as possible to its aggregate fair market value and, to the extent consistent with this primary objective, do so in a manner which will result in maximizing the increase in basis for federal and state estate and succession taxes attributable to appreciation. I also authorize the Executor or the Trustee to make in kind and non-prorata distributions under this will and trust if practicable. Any asset distributed in kind shall be valued at its date of distribution value. Such decision of the Executor or Trustee shall be conclusive if made in good faith.

G. Except as otherwise provided herein, the Executor or the Trustee may accumulate or distribute income under the terms hereof free from attack or question by any person. I intend for the Executor and the Trustee to make such decisions on the basis of the facts as they exist at the time any such decision is to be made.

H. The Executor or the Trustee may elect or not elect to treat all or any portion of any estimated tax paid by any trust created hereunder as a payment by one or more beneficiaries of the trust. The election may be made either pro-rata among the beneficiaries of each trust or otherwise in the discretion of the Executor or the Trustee, whose decision shall be binding and conclusive upon all concerned.

I. The Trustee may receive property by gift or by will or otherwise from any person as additions to any trust created herein and may hold and administer such property under the provisions hereof.

J. The Executor or the Trustee may make any election permitted under the applicable federal income and estate and gift tax laws (including but not limited to converting any corporation to an S-Corporation) and may make such accompanying adjustment between income and principal as is proper. This power also includes, but is not limited to, the power to make the election to recognize gain or loss on the distribution of property in kind, as now permitted under Section 643(d)(3) of the Internal Revenue Code of 1986, as amended.

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

ITEM XI.

If the provisions of Chapter 13 of the Internal Revenue Code of 1986 (and any successor provisions), regarding the taxation of generation skipping transfers become applicable to property passing under any trust created herein and the so called generation

skipping transfer exemption becomes available to exempt certain property from the application of such tax, the following provisions shall be applicable:

A. The Trustee shall, in such manner (otherwise consistent with the provisions hereof) as may be directed by the Executor or (with respect only to property of which my husband is considered the transferor under Chapter 13.) the Executor of my husband's Will, (1) divide any fund established or directed to be established hereunder into two separate shares, to be known as the "Exempt Share" and the "Nonexempt Share", and (2) allocate property between such shares. If the Executor of my Will or the Executor of my husband's Will allocates any part or all of the generation skipping transfer exemption so that it covers an entire fund established or directed to be established under this instrument, such entire fund shall be deemed to be an "Exempt Share", and if such Executor allocates no part of the generation skipping transfer exemption to such a fund, such entire fund shall be deemed to be a "Nonexempt Share."

B. Subject to the provisions of Paragraph A., above, whenever pursuant to any provision hereof the Trustee shall transfer property from one fund to another (including a new fund created to receive property from a previously existing fund), the Trustee shall allocate property from the Exempt Share of the first fund only to the Exempt Share of the other fund, and from the Nonexempt Share of the first fund only to the Nonexempt Share of the other fund.

C. Subject to the provisions of Paragraphs A. and B., above, the Trustee may divide any fund established or directed to be established hereunder into an Exempt Share and a Nonexempt Share (including power to designate an entire fund as an Exempt Share or a Nonexempt Share), and allocate property among such share.

D. For all purposes of this instrument, whenever any fund is divided into an Exempt Share and a Nonexempt Share, such shares shall be treated as separate trusts, to be held, administered and accounted for separately.

E. Without creating any enforceable rights or duties, I request that, if any Exempt Share or Nonexempt Share is created out of any property held in trust under this instrument, in determining whether to make a particular distribution and in determining from which Share such distribution should be made, the Trustee shall take into account the effect of such distribution under the tax on generation skipping transfers and act so as to mitigate the impact of such tax on the trust property to the extent such action is otherwise consistent with the best interests of the beneficiaries. Without limitation, the Trustee may (a) make distributions to "skip persons" (as defined in Chapter 13) only from the Exempt Share and to "non skip persons" (as so defined) only from the Nonexempt Share, and (b) notwithstanding clause (a) above, make any distribution described in Section 2611(b)(1) of the Internal Revenue Code of 1986 (relating to payment of medical or educational expenses) from the Nonexempt Share.

F. The Trustee shall be exonerated from all liability from any action taken in good faith under this Item.

ITEM XII.

A. If my husband, John, is or becomes unwilling to serve as Executor, I appoint Robert Titcomb to serve as successor Executor. If he is or becomes unable or unwilling to serve, I appoint Vicky Lynn Titcomb to serve as successor Executor. All rights, powers, duties and discretions granted to or imposed upon the Executor shall be exercisable by and imposed upon any successor Executor or Administrator. 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.

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

C. The Executor shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate, but may sell or lease any of my property in such manner and on such terms as the Executor may deem advisable.

D. The Executor shall have the power to exercise all powers conferred by law upon executors and all powers granted herein without prior authority from any Court; however, the Executor may seek Court authority if doing so is in the best interest of the Executor, my estate or my beneficiaries.

E. The Executor may pay or deliver part or all of the property bequeathed or devised herein as soon as it is convenient to do so without jeopardizing the ability of my estate to satisfy its taxes and obligations. In any event, the date or dates of distribution shall be determined in the discretion of the Executor.

F. The Executor may disclaim in whole or in part, on my behalf, any interest bequeathed or devised to me or otherwise inherited by my estate and may exercise and make any and all tax elections of all kinds and execute and file any and all necessary tax returns and forms.

G. The Executor may petition the proper Court and may take all necessary action to effect an ancillary administration covering any property I may own in another jurisdiction. No bond or other security shall be required of the Executor, nor shall the Executor be required to file an inventory or accounting with any Court in

any foreign jurisdiction. If the laws of any other jurisdiction in which I may own property require that a resident of that jurisdiction serve as Executor or Administrator in any ancillary proceeding by my estate, the Executor shall have the power and right to select and designate a proper party resident of the foreign jurisdiction involved to serve with the Executor of my estate as Co-Administrators.

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

I. The Executor shall have the discretion and authority to make the special use valuation election allowable under Section 2032A of the Internal Revenue Code, or any corresponding provision of future law relating thereto. The Executor shall not incur any liability to any party for determining whether or not to exercise the discretion to elect or not to elect special use valuation.

J. The Executor shall have the power to elect to defer the payment of federal estate taxes as provided in Section 6166 of the Internal Revenue Code, or any corresponding provision of future law relating thereto. The Executor shall not incur any liability to any party for determining whether or not to exercise the discretion to elect or not to elect to defer the payment of taxes.

IN WITNESS WHEREOF, I have signed and declared this instrument to be my Last Will and Testament on this the 2nd day of April, 1992.

Gloria M. Titcomb
GLORIA M. TITCOMB

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

WITNESSES:

Sybil S. Nichols

of

417 Sundial
Madison, MS 39110

Alfonso Titcomb

of

417 Sundial
Madison, MS 39110

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF GLORIA M. TITCOMB
DECEASED

CIVIL ACTION, FILE NO. 2006-796

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 A. Jarome Milner, who being by me first duly sworn according to law, says on oath:

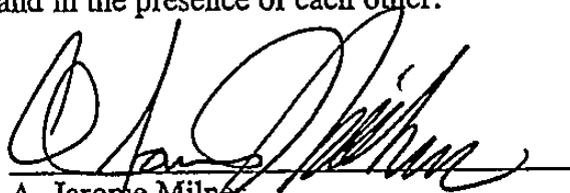
(1) That this affiant is one of the subscribing witnesses to an instrument of writing dated April 2, 1992 purporting to be the Last Will and Testament of Gloria M. Titcomb, Deceased, who was personally known to the affiant, and whose signature is affixed to such instrument;

(2) That on April 2, 1992, Gloria M Titcomb signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Sylvia R. Milner, the other subscribing witness to the instrument.

(3) That Gloria M. Titcomb was then of sound and disposing mind and memory, was above the age of eighteen (18) years, and did not appear to be acting under duress or undue influence.

(4) That this affiant, together with Sylvia B. Milner, subscribed and attested the

instrument as witnesses to the signature and publication thereof, at the special instance, request,
and in the presence of Gloria M. Titcomb, and in the presence of each other.


A. Jarome Milner

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




My Commission Expires:

A. M. EDWARDS, III (MBN 5478)
WELLS, MOORE, SIMMONS, & HUBBARD, PLLC
4450 Old Canton Road, Suite 200
P. O. Box 1970
Jackson, Mississippi 39215
(601) 354-5400

CKIAME-ESTVITCOMBIAFFL-SUB WIT

MADISON COUNTY, MS This instrument was
filed for record September 25, 2006.

Book 40 Page 573
ARTHUR JOHNSTON, C C
BY. R. Sowers D.C.



FILED
THIS DATE
SEP 25 2006
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

LAST WILL AND TESTAMENT 2006-828
OF
MARIE R. HOERNER

I, Marie R. Hoerner, an adult resident citizen of Madison, Madison County, Mississippi, being of sound and disposing mind and memory, over the age of eighteen (18) years, and not acting under duress or undue influence, hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me

ITEM I

I appoint Foley Arthur Horkheimer as Executor of my estate under this Will I direct my Executor to pay all of my just debts and obligations which may be properly probated, registered and allowed against my estate; all taxes properly payable by my estate; and the cost of administration of my estate as soon as practical after my death. Except as otherwise provided herein, all such payments shall be paid out of my residuary estate.

ITEM II.

I give and bequeath the following cash amounts to the beneficiaries indicated:

- 1 To Aden Marie Burchak, Fifty Thousand Dollars (\$50,000 00), to be held by her mother under the Uniform Transfers to Minors Act and used for her education.
2. To Father Donald Lloyd, Ten Thousand Dollars (\$10,000.00).
3. To Evelyn Tamminga, One Hundred Thousand Dollars (\$100,000 00)
4. To Randolph Methodist Church, Randolph, Wisconsin, Ten Thousand Dollars (\$10,000.00).
5. To Nashota House Episcopal Seminary, Nashota, Wisconsin, Fifty Thousand Dollars (\$50,000 00).
6. To the American Red Cross, Thirty Thousand Dollars (\$30,000.00)
7. To Trees for Tomorrow, Eagle River, Wisconsin, Thirty Thousand Dollars (\$30,000.00)

None of these bequests shall be charged with any taxes payable by my estate If any of the persons or entities is deceased or no longer in existence, the bequest to such person or

entity shall lapse

ITEM III.

A. I give and bequeath my jewelry to Carolyn D. Aden. If she is not living, I give and bequeath my jewelry to Barrie Elizabeth Aden.

B. My Executor shall dispose of any remaining personal property of my estate in the manner he chooses in his sole discretion. He may give or sell such property to my friends, acquaintances or any other party in the manner and for the price he chooses. His actions shall not be subject to question or challenge by any party.

ITEM IV.

A. I give, devise and bequeath all the rest and residue of the assets of my estate of every nature and kind and wheresoever situated, including property acquired after the execution of this Will and all lapsed legacies and devises to the Marie R. Hoerner Foundation to be established by my Executor pursuant to this Item IV.

B. The following provisions shall serve as guidelines in the establishment of the Foundation:

1. The Foundation shall be established as a Mississippi non-profit corporation. Application for exemption from federal income tax under Section 501(c)(3) shall be made by my Executor as soon as reasonably possible
2. The purpose of the Foundation shall be to provide financial support to St. Phillips Episcopal Church, Jackson, Mississippi, to the Mississippi Animal Rescue League, Jackson, Mississippi, and to the Russell C. Davis Planetarium, Jackson, Mississippi.
3. The Trustees of the Foundation shall distribute the income earned by the Foundation in equal shares to the named beneficiaries on an annual basis. In addition, the Trustees shall have the authority to distribute principal from the Foundation to the named beneficiaries for purposes the Trustees deem advisable. While I am establishing the Foundation with the intent that it be an ongoing entity, the Trustees shall have the authority to

terminate the Foundation and distribute its assets to the named beneficiaries if the Trustees, in their sole discretion, determine the intent of the Foundation could better be accomplished by doing so or that it is not economically feasible to continue the Foundation

4. Distributions may be made to the named beneficiaries so long as any such organization is treated as a qualified exempt organization under Section 501(c)(3) of the Internal Revenue Code. If a named beneficiary is no longer so qualified, the Trustees may determine an alternate beneficiary which has similar exempt purposes or may distribute all income to the remaining named beneficiaries. Distributions to the named beneficiaries may be used for such purposes as the beneficiaries and the Trustees shall determine.

C. My Executor shall be the initial Trustee of the Foundation. He shall appoint and designate such additional trustees and shall adopt appropriate and acceptable bylaws and rules for the operation of the Foundation. I suggest that my Executor consider my attorneys, financial advisors and accountants as persons to serve as Trustees.

ITEM V

I have given very thorough consideration to the terms and provisions contained in this Will and feel that the terms and provisions contained in this Will are in the best interest of the various beneficiaries thereof taking into account many facts and circumstances. I feel very strongly that all beneficiaries under this Will should abide by its terms and provisions. Therefore, in the event that any beneficiary institutes, takes part in, or files any pleadings, or conducts or participates in any proceeding in any Court or other type of tribunal that may have jurisdiction over my Will, and in such pleading or proceeding, the beneficiary contests, objects to, or otherwise opposes, or seeks to modify, change, set aside, or render null and void this Will or any provision contained in this Will, then any and all provisions made under the terms and provisions of this Will for the benefit of any such beneficiary or beneficiaries shall thereupon be revoked, and the provisions of this Will shall be construed and administered as though such beneficiary had died one minute prior to the time of my actual death. Further, in the event that any person

who is not a beneficiary of this Will should claim that he or she is entitled to a part of my estate under any prior Will or under the laws of intestacy, and if such person or persons institute, take part in, or file any pleadings, or conduct or participate in any proceeding in any Court or other type of tribunal that may have jurisdiction over my Will, and in such pleading or proceeding, the beneficiary contests, objects to, or otherwise opposes, or seeks to modify, change, set aside, or render null and void this Will or any provision contained in this Will, then I hereby revoke any prior Will under which such person may claim and such person shall be deemed to have predeceased me whether he or she is a beneficiary under any prior Will or whether he or she asserts some claim against my estate under the laws of intestacy. In any of such events, any such person or persons shall be deemed to have predeceased me for all purposes of my Will and estate. Any such person shall be deemed to have died one minute prior to the time of my actual death. To the extent that some question regarding the construction or interpretation of provisions of my Will should occur in the future because of an unusual circumstance or situation, my Executor is hereby authorized to obtain the instructions of any court having jurisdiction over this Will regarding any such question of construction or interpretation that might arise

ITEM VI.

A. If Foley Arthur Horkheimer is or becomes unable or unwilling to serve as Executor, Wells, Moore, Simmons & Hubbard, PLLC shall designate a successor Executor. All rights, powers, duties and by my Executor may be exercised by whomever may be serving as personal representative of my estate, whether one or more than one.

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

C The Executor shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate, but may sell or lease any of my property in such manner and on such terms as the Executor may deem advisable.

D The Executor shall have the power to exercise all powers conferred by law upon executors and all powers granted herein without prior authority from any Court; however,

the Executor may seek Court authority if doing so is in the best interest of the Executor, my estate or my beneficiaries.

E. The Executor may pay or deliver part or all of the property bequeathed or devised herein as soon as it is convenient to do so without jeopardizing the ability of my estate to satisfy its taxes and obligations. In any event, the date or dates of distribution shall be determined in the discretion of the Executor.

F. The Executor may disclaim in whole or in part, on my behalf, any interest bequeathed or devised to me or otherwise inherited by my estate and may exercise and make any and all tax elections of all kinds and execute and file any and all necessary tax returns and forms.

IN WITNESS WHEREOF, I have signed and declared this instrument to be my Last Will and Testament on this the 23 day of Sept., 2005

Marie R. Hoerner
Marie R. Hoerner

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

WITNESSES:

Calleen F. Kane

of 1054 Westbury Square
Jackson MS 39212

Orion Taylor

of 220 Cross Park Dr. E52
Pearl, MS 39208

PROOF OF WILL

We, Arnon Jaylor and Calleen F. Kane, on oath state:

We are the subscribing witnesses to the attached type-written instrument dated September 23, 2005, which purports to be the Last Will and Testament of Marie R. Hoerner. On the execution date of the instrument, Marie R. Hoerner, in our presence, signed the instrument at the end thereof, acknowledged her signature thereto, declared the instrument to be her Will, and requested that we attest her execution thereof. In the presence of Marie R. Hoerner each of us signed our respective names as attesting witnesses. At the time of execution of the instrument, Marie R. Hoerner appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

DATED this 23 day of Sept, 2005.

Arnon Jaylor
(WITNESS)

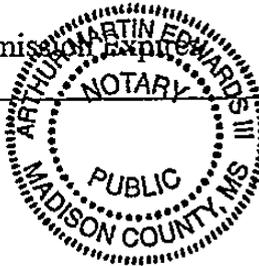
Calleen F. Kane
(WITNESS)

STATE OF MISSISSIPPI
COUNTY OF HINDS

Subscribed and sworn to before me, the undersigned Notary Public, on this the 23 day of September, 2005.

Arthur Johnston
Notary Public

My Commission Expires



Notary Public State of Mississippi
At Large
My Commission Expires
December 3, 2005
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC

CKNAME-WILLHOERNERWILL

MADISON COUNTY, MS. This instrument was filed for record September 25, 2006.

Book 40 Page 596
ARTHUR JOHNSTON, C.C.

BY: K. Stewers DC

