

FILED
THIS DATE

DEC 06 2006

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

**LAST WILL AND TESTAMENT
OF
AGNES LOUISE ORR**

B, 41 P 001
2006-1023

I, *Agnes Louise Orr*, being of sound mind and body do hereby declare this document to be my last will and testament.

In executing such document, I hereby declare that:

1. I revoke all wills and codicils that I have previously made.
2. I am not currently married: I have one child now living to whom I leave one dollar & no/100th (\$1.00). I have one deceased child who left no issue.
3. I give all my personal property, including my rights to the homestead located at 513 Wilder Drive, Flora, Madison County, Mississippi, to Charles Patrick McFerrin.
4. I nominate Karen Tanksley who shall be Executrix of this Will, to serve without bond. The term of "Executrix" as used in this Will shall include any personal representative of my estate.
5. I authorize my Executrix to sell, with or without notice, at either public or private sale, and to lease any property belonging to my estate, subject only to such confirmation of court as may be required by law.
- 5.a. I authorize my Executrix to invest and reinvest any surplus money in the Executrix's hands in every kind of property, real, personal, or mixed and every kind of investment, specifically including but not limited to interest bearing accounts, corporate obligations of every kind, preferred or common stocks, shares of investment trust, investment companies, mutual funds, or common trust funds, including funds administered by the Executrix, and mortgage participation, that men of prudence, discretion, and intelligence acquire for their own account.
6. I direct that all inheritance, estate, or other death taxes (including any additional tax imposed under Internal Revenue Code Section 2032A or any generation skipping transfer tax) that may be reason for my death, be attributable to my probate estate or any portion of it, or to any property or transfers of property outside my probate estate, shall be paid by my Executrix out of the residue of my estate disposed by of this Will, and shall not be charged against or collected from any beneficiary of my probate estate, or from any transferee or beneficiary of any property outside my probate estate.
7. If any beneficiary under this Will in any manner, directly or indirectly, contests or attacks this will or any of its provisions, any share or interest in my estate, implied or not, by the contesting beneficiary under the Will is revoked and shall be

EXHIBIT

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disposed of in the same manner provided herein as if that contesting beneficiary had predeceased me without issue.

WITNESS MY SIGNATURE this the 22 day of March, 2005.

Agnes Louise Orr
AGNES LOUISE ORR

ON THE date written below, AGNES LOUISE ORR declared to us, the undersigned, that this instrument, consisting of two (2) pages including this page signed by us as witnesses, was her Last Will and Testament and requested us to act as witnesses to it. She thereupon signed this Last Will and Testament in our presence, all of us being present at the same time. We now, at her request, in her presence and the presence of each other, subscribe our names as witnesses. Each state the Testator is not a minor and appears to be of sound mind and that we have no knowledge or any facts indicating that the foregoing instrument, or any part of it, was procured by duress, menace, fraud or undue influence. We, each for himself or herself, declare that each of us is at least the age of majority, and that each of us is, and the others appear to be of sound mind. We each for himself or herself, declare under penalty of perjury that the foregoing is true and correct and that this attestation and this declaration are executed on the 22 day of March, 2005.

Tom Fall
NAME

364 Purvis Rd
ADDRESS

Jennifer Pace
NAME

364 Purvis Rd
ADDRESS

Maude F Caldwell
NAME

511 Wilder Dr
ADDRESS

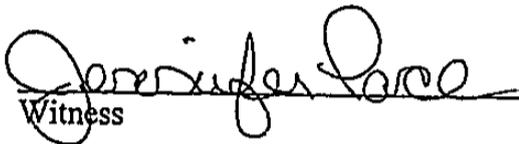
AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, **JENNIFER PACE**, whose address is 364 Purvis Road, Flora, MS 39071 who, being first duly sworn, state under oath the following:

That on the 22nd day of March, 2005, **AGNES LOUISE ORR**, Testatrix, who is personally known to each of us, in our presence signed, published and declared the foregoing instrument of writing to be her Last Will and Testament; that we at her request and in her presence and in the presence of each other signed our names thereto as witnesses to its execution and publication; that at the time of execution of the instrument the Testatrix was over the age of eighteen and was of sound and disposing mind and memory.

Dated this 17th day of October, 2006.



Witness

SWORN TO AND SUBSCRIBED before me this the 17th day of October, 2006.



Notary Public

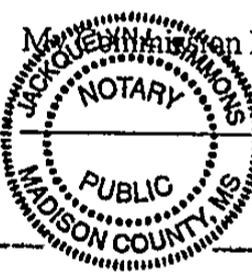
My Commission Expires:
 Notary Public State of Mississippi
At Large
My Commission Expires
September 23, 2010
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

EXHIBIT
tabbier
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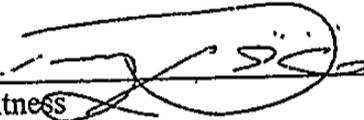
AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, **TONY PACE**, whose address is 364 Purvis Road, Flora, MS 39071 who, being first duly sworn, state under oath the following:

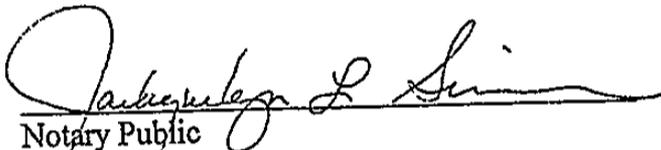
That on the 22nd day of March, 2008, **AGNES LOUISE ORR**, Testatrix, who is personally known to each of us, in our presence signed, published and declared the foregoing instrument of writing to be her Last Will and Testament; that we at her request and in her presence and in the presence of each other signed our names thereto as witnesses to its execution and publication; that at the time of execution of the instrument the Testatrix was over the age of eighteen and was of sound and disposing mind and memory.

Dated this 17th day of October, 2006.



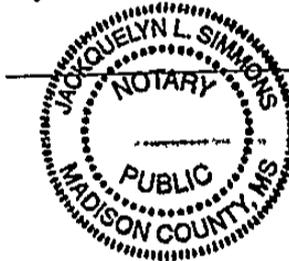
Witness

SWORN TO AND SUBSCRIBED before me this the 17th day of October, 2006.



Notary Public

My Commission Expires



Notary Public State of Mississippi
At Large
My Commission Expires
September 23, 2010
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, MIRANDA F. CALDWELL, whose address is Widler Drive, Flora, MS 39071 who, being first duly sworn, state under oath the following:

That on the 22nd day of March, 2006, AGNES LOUISE ORR, Testatrix, who is personally known to each of us, in our presence signed, published and declared the foregoing instrument of writing to be her Last Will and Testament, that we at her request and in her presence and in the presence of each other signed our names thereto as witnesses to its execution and publication; that at the time of execution of the instrument the Testatrix was over the age of eighteen and was of sound and disposing mind and memory.

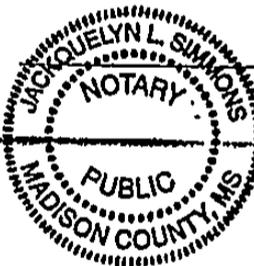
Dated this 17th day of October, 2006.

Miranda F Caldwell
Witness

SWORN TO AND SUBSCRIBED before me this the 17th day of October, 2006.

Jacquelyn L. Simmons
Notary Public

My Commission Expires:



Notary Public State of Mississippi
At Large
My Commission Expires
September 23, 2010
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

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

Book 41 Page 1
ARTHUR JOHNSTON, CC

BY K. Seivers DC



IV.

I hereby declare that the only children I have fathered are:
Lindsey Marie Tatum, born in the year of our Lord, 1984, on
the Date October Twenty Seven in Flowood Mississippi.

AND

Olivia Kristine Tatum, born in the year of Our Lord, 1988, on
the Date March Third in Flowood Mississippi.

V.

I hereby declare if Any Person or Persons comes forth and contests this
last Will and Testament, And Loses in a Court of Jurisdiction,
said Person or Persons be awarded One Dollar.

VI.

I hereby nominate, constitute and appoint, my friend,
Vicky Kimbrough Lauman, Primary Executor of my estate.

In the event Vicky Kimbrough Lauman is unable to
serve As Executor, I hereby nominate, my friend,
Julian Robert Conn as Executor of my estate

I request that accounting and appraisal of my estate be waived
and dispensed with by the court and that neither Executor
named be required to post and bond to serve as Executor.

WITNESS MY SIGNATURE on this the 31st day of
October, 2003.

Thomas Prince Tatum

Thomas Prince Tatum
WITNESSES:

Gene Stubbs
Alan ...

Certificate.

We, each of the subscribing witnesses to the Last Will and Testament of Thomas Prince Tatum, do hereby certify that said instrument was signed by the said Thomas Prince Tatum in our presence and in the presence of each of us, and that the said Thomas Prince Tatum declared the same to be his Last Will and Testament in the presence of each of us and that each of us signed as subscribing witnesses to said Last Will and testament at the special request of Thomas Prince Tatum in his presence and in the presence of each other.

WITNESS OUR SIGNATURES ON THIS THE 31st day of

October, 2003.
Rene Stulebs
John Danner

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
THOMAS PRINCE TATUM, DECEASED

PROBATE FILE NO. 2006-1081

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF RANKIN

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid, the within named **Rene Stubbs**, one of the subscribing witnesses of that certain instrument of writing being dated October 31, 2003 and purporting to be the Last Will and Testament of **Thomas Prince Tatum**, now deceased, who having been by me first duly sworn, did state on her oath that the said **Thomas Prince Tatum**, did, on the 31st day of October, 2003, in the presence of **Rene Stubbs** and **Glenn Garner**, being all of the subscribing witnesses to said instrument, sign his name thereon, and publish and subscribe and declare said instrument to be his Last Will and Testament; and

That at the signing of his said Last Will and Testament, **Thomas Prince Tatum** was of sound disposing mind and memory and above the age of 21 years, and fully capable of executing and competent to execute the said Last Will and Testament.

Affiant herein, and the other subscribing witnesses, did subscribe and attest said Last Will and Testament, as witnesses to the subscription and publication thereof at the special instance and request of the said **Thomas Prince Tatum**, in his presence and in the presence of each other.

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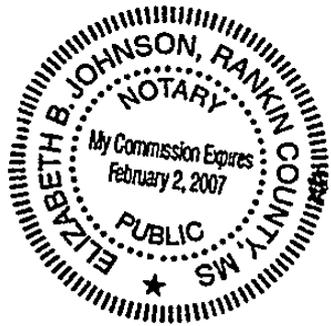
WITNESS MY HAND this the 11th day of December, 2006.

Rene Stubbs
RENE STUBBS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 11th day of
December, 2006.

Elizabeth S. Johnson
NOTARY PUBLIC

MY COMMISSION EXPIRES:



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

Book 41 Page 6
ARTHUR JOHNSTON, C.C.

BY: R. Jones D.C.



FILED
THIS DATE
DEC 15 2006
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Kim Sellers* D.C.

L A S T W I L L and T E S T A M E N T
O F
LORAIN E S. ELIAS

2006-10710

I, Loraine S. Elias, an adult resident of Madison County, Mississippi, being above the age of eighteen (18) years and being of sound and disposing mind and memory, do hereby declare this to be my Last Will and Testament and revoke all prior Wills and Codicils heretofore made by me.

ITEM I.

I am a widow. my dearly beloved husband, George Elias, having previously departed this life.

ITEM II.

I appoint my nephew by marriage, Robert Smith of Lilburn, Gwinnet County, Georgia, Executor of my Estate under this my Last Will and Testament. In the event he is or becomes unable or unwilling to serve, I appoint Joseph G. Rice, Jr. to serve as Successor Executor.

ITEM III.

My Executor shall pay all last illness, funeral and cremation expenses, costs of administration and other properly probated and allowed claims against my estate.

LSE

ITEM VI.

Where used throughout this Will, the term "Executor" shall apply to whomever may be serving as personal representative of my estate, whether one or more than one, and to any successor Executor or Administrator. Any reference to gender in referring to a fiduciary shall include neuter, masculine and feminine, and any reference to singular shall also include plural or vice versa.

ITEM VII.

To my Niece, Loraine "Lori" Sherman, I give my yellow gold mount diamond cluster ring which I received from my mother, with bagettes, and I give her a cash bequest of \$25,000.00. I have made lifetime gifts to my brother, Edward W. Sherman and do not make any further provision for him in my will.

ITEM VIII

I give, devise and bequeath all of the rest, residue and remainder of my estate, real and personal, tangible and intangible, of whatsoever kind and character, and wheresoever located, in three equal shares per stirpes, as follows: one share each to my late husband's sister, Victoria Elias Smith, and one share to his brother Frederick Albert Elias and one share to the descendants of, his late brother James Franklin Elias, per stirpes, such children being James E. Elias, Gail Elias Horton, Edward Elias, Henry Elias and Charles Elias.

J.S.E.

ITEM IX.

At the sole discretion of my Executor, if it is impossible or impractical to divide in kind my estate property into substantially equal shares as provided in ITEM VIII, I direct that my Executor sell whatever property as may be necessary and divide the proceeds and the remaining assets as may be necessary to make such equal shares, even if this includes selling all of the property of my estate.

ITEM X.

In the event any portion of my estate should pass to a person under disability of minority, or other legal disability, such share shall be held by my executor in the capacity of Trustee for the benefit of such person during the period of his/her disability, and my Trustee shall have power to invest, reinvest and to act in all respects as to such property as he could do if acting on behalf of himself with regard to his own property, and to pay to or for the benefit of such beneficiary as he shall, in his sole discretion determine, so much of the income and principal as he shall deem to be in the best interest of said beneficiary, and to make final distribution thereof upon said minor reaching the age of twenty-one years, or in my Trustee's uncontrolled discretion such final distribution may be delayed until said beneficiary shall attain the age of twenty-five years, or upon later termination of disability due to mental incompetence, whereupon such trusts shall terminate. Such trust

LSE

or trusts shall be private trusts and my Trustee shall not be required to render an accounting to any court, but shall make an annual accounting to the beneficiary(ies) of such trusts.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 9th day of September, 1998.

Lorraine S. Elias
LORAINNE S. ELIAS

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

Charles A. Carter
WITNESS

Mildred C. Phea
WITNESS

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE WILL AND ESTATE
OF LORAIN SHERMAN ELIAS

NO. 2006-1070

AFFIDAVIT OF SUBSCRIBING WITNESS

This day personally came and appeared before me, the undersigned authority in and for said jurisdiction, a subscribing witness to a certain instrument of writing, same being the Last Will and Testament of LORAIN SHERMAN ELIAS, who having been first duly sworn, makes oath that the said LORAIN SHERMAN ELIAS signed, published and declared the original of said instrument as her Last Will and Testament on the 3rd day of September 1998, the day and date of said instrument, in the presence of Mildred C. Rhea and Charles A. Carter, that the said Testator was then of sound and disposing mind and memory and above the age of Twenty-one (21) years; and said witnesses signed said instrument as witnesses to the signature and publication thereof, at the special instance and request and in the presence of said Testator and in the presence of each other.

WITNESS MY SIGNATURE this the 12th day of December, 2006.

Charles A. Carter
CHARLES A. CARTER

SWORN TO AND SUBSCRIBED before me, this the 12th day of December, 2006.



Arthur Johnston Chancery Clerk
Notary Public
By Officer Laisha Jones P.C.

My Commission Expires
My Commission Expires
January 7, 2008

MADISON COUNTY, MISSISSIPPI
filed for record December 15, 2006
Book 41 Page 11
ARTHUR JOHNSTON, C C
BY: R. Siewers DC



FILED
THIS DATE

DEC 15 2006

ARTHUR JOHNSTON, CHANCERY CLERK
BY *Jacoby Tolson* D.C.

LAST WILL AND TESTAMENT

OF

DONALD KEITH REED

#2006-1091

I, DONALD KEITH REED, a resident of PLANO, COLLIN COUNTY, TEXAS, being of sound and disposing mind and memory, declare this to be my Last Will and Testament, hereby revoking all previous wills and codicils.

I. Marital Status And Family.

I am married to BRENDA JOYCE HAMMONS REED, who in this Will is referred to as "BRENDA." We have two children: COLBY CATHERINE REED ("COLBY") (age 20) and STUART MICHAEL REED ("STUART") (age 15).

II. Nomination Of Executor; Executor's Powers.

A. I hereby appoint the following to serve in the order named as independent executor of this Will:

1. BRENDA;
2. MELINDA SHUMAN; or
3. HAROLD REED, JR.

If any executor fails or ceases to serve, the next of them who is available shall serve. Whenever the word "executor" is used in this Will, it shall be deemed to refer to whoever of them is acting from time to time.

I direct that no action shall be had in the probate court in which this Will is probated in relation to the settlement of my estate, other than the probating and recording of this Will and the return of an inventory, appraisement, and list of claims. I further direct that no bond or other security be required of any executor in such capacity. My executor (other than BRENDA) shall be entitled to such compensation as is fair, customary, and reasonable, taking into consideration the duties and responsibilities assumed and taking into consideration the value and nature of my estate and the time and work involved.

B. During the administration of my estate, my executor shall have, in extension and not in limitation of the powers given by law or the terms of this Will, all of the administrative powers and powers of sale granted to a trustee under the Texas Trust Code, as amended and in force at the date of this Will, and any additional powers exercisable by trustees under said Code (or its successor statute

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governing the powers of trustees) at the time of the exercise of any such powers, such powers to be exercised without court supervision or control.

C. I intend that my executor be permitted to take advantage of all tax savings that the law of any jurisdiction allows, without regard to conflicting interests of those interested. I authorize my executor, in my executor's absolute discretion, to take any one or more of the following actions as appears advisable:

1. To join with BRENDA in executing joint income tax returns;
2. To value my gross estate for federal estate tax purposes as of the date of my death or as of the alternative valuation date as allowed for such purposes;
3. To claim as estate or inheritance tax deductions, or both, expenses that would otherwise qualify as income tax deductions;
4. To elect to have gifts by BRENDA treated as made one-half by me for federal gift tax purposes;
5. To adopt a fiscal year for income tax purposes; and
6. To make any other elections allowed by the Internal Revenue Code or the tax law of any state.

D. I authorize my executor to elect to treat all or any portion of any eligible property (including any trust I may have established during my life or under this Will) as qualified terminable interest property to the extent required to reduce the federal estate tax on my estate if my executor determines that it is in the best interests of all persons interested in my estate taken as a whole.

E. I authorize my executor to renew and extend, in any form that my executor deems best, any debt or charge existing at the time of my death, including any mortgage or other encumbrance on any real property. I also authorize my executor to incur indebtedness and to borrow money for the purpose of paying any or all of my legal debts, funeral and burial expenses, expenses of administration of my estate, and any taxes payable by my estate.

F. Prior to final distribution of my estate (which shall not be delayed beyond the time reasonably required for administration of my estate) my executor may make partial distributions to one or more beneficiaries or trusts at such time or times as my executor deems advisable, and my executor is authorized to make any such distribution in cash, or in kind, or partly in cash and partly in kind. A distribution may be made subject to any indebtedness or liability of my estate.



Where events have occurred prior to my death which would require the Trustee of any trust established under this Will to make a partial or complete distribution of said trust in accordance with its terms, my executor shall have the authority to make such a distribution directly to the beneficiary or beneficiaries of said trust, outright and free of trust.

G. Should any portion of my estate be distributable (outright and not in trust) to a person who is a minor, my executor, in my executor's absolute discretion, may distribute the minor's share of the estate to a custodian selected by my executor to be held by the custodian for the minor without bond under the Texas Uniform Transfers to Minors Act (or similar statute or law) or the Uniform Gifts (Transfers) to Minors Act (or similar statute or law) of the State in which the minor resides.

H. All decisions of my executor made in good faith shall be binding and conclusive on all persons interested in my estate. In accordance with Texas Probate Code Section 352, any individual acting as executor of my estate, with the written consent of all adult and competent beneficiaries of my estate, may purchase property from my estate for such price and upon such terms as my executor shall determine.

III. Payment of Debts, Expenses, And Taxes.

The trust referred to in Article V below contains certain provisions regarding payment of debts, expenses, and taxes upon my death. To the extent that such debts, expenses, and taxes are not paid from said trust, all debts and expenses shall be paid from the residue of my estate and all death taxes shall be apportioned in accordance with Texas law. Death taxes shall include all estate, inheritance, succession, and other taxes payable to any domestic or foreign taxing authority including any interest or penalties thereon (except for any generation-skipping transfer tax imposed by Section 2601 of the Internal Revenue Code of 1986, as amended (the "Code")) imposed by reason of my death or as a result of any properties passing at the time of my death, including any such taxes due as a result of life insurance proceeds payable by reason of my death. The following special rules shall apply: (1) any cash gifts and specific bequests of tangible personal property under this Will shall be free of death taxes and any such taxes shall be apportioned to and paid by the beneficiaries of the residue of my estate; (2) with respect to any such taxes attributable to the value of property included in my gross estate pursuant to Section 2036 or 2044 of the Code, my executor shall recover the amount provided in Section 2207B or 2207A of the Code, as applicable, from the recipient of said property in order to pay such taxes; (3) with respect to any property which is eligible to be treated as qualified terminable interest property (including any gift in trust under this Will) but for which an effective election is not made with the result that such property does not qualify in full for the federal estate tax marital deduction, any such taxes attributable to such property shall be apportioned against and paid out of such property, or the portion of such property, which does not qualify for said marital deduction; (4) any

generation-skipping transfer taxes payable by reason of my death and attributable to property passing under this Will shall be apportioned in accordance with the Code and shall be payable by the individual or out of the share of my estate responsible for such tax; and (5) if BRENDA survives me by 180 days, any additional estate tax payable under Section 4980A of the Code with respect to excess retirement accumulations shall be charged against and paid out of the portion of my residuary estate for which a marital deduction is allowable for federal estate tax purposes.

IV. Gift of Certain Personal Property.

A. Except for the items of tangible personal property distributed pursuant to my memorandum as provided in **paragraph F** below, I give to BRENDA my interest in all household furniture, furnishings and equipment, works of art, jewelry, clothing, other personal effects, club memberships, and personal automobiles.

B. If BRENDA fails to survive me, I give said personal property equally to my children who survive me, to be divided in such manner as they agree or, if they do not agree, in such manner as my executor determines, and my executor's decision shall be final. If neither BRENDA nor any child of mine survives me, said personal property shall become part of the residue of my estate.

C. I direct that all expenses of storage (pending distribution), packaging, shipment, insurance, delivery, and other necessary charges incurred in connection with the distribution of said personal property shall be borne as a general expense of administration of my estate.

D. The gift of tangible personal property shall include any policy of fire or other casualty insurance held in connection with said property. Except as otherwise specifically provided, my executor shall make the distribution provided for in this Article within a reasonable time after my death. To the extent that I can do so, I relieve my executor from any liability for failure to hold any of said property in my executor's possession.

E. For the purposes of this Article a beneficiary who fails to survive me by at least 30 days shall be deemed not to have survived me.

F. I may leave a memorandum directing the distribution of certain items of my tangible personal property to specific individuals.



V. Gift Of Residue.

A. I give the residue of my estate to the Trustee of the DONALD AND BRENDA REED LIVING TRUST executed earlier this date wherein BRENDA and I are the Settlers, to be added to that trust estate. All property passing from my estate to said trust shall be subject to the terms, provisions, and conditions of said trust in effect at my death, including all amendments thereto made during my lifetime, it being my intention not to create a separate trust by this Will.

B. If for any reason the disposition in trust made in the preceding paragraph is not operative or is invalid or if the trust referred to therein shall not exist at my death, I give the residue of my estate to the successor Trustee named in said trust, IN TRUST, to be held, administered, and distributed according to the provisions of said trust as they now exist, which are hereby incorporated by reference.

VI. Guardianship.

I appoint BRENDA as guardian of the persons and estates of all our minor children. If BRENDA fails or ceases to serve as guardian of the persons and estates of all our minor children, for any reason, then I appoint the following to serve as said guardian, in the order named:

1. MELINDA SHUMAN; or
2. HAROLD REED, JR.

If any named guardian fails or ceases to serve, I request the next in order to serve as said guardian. No bond shall be required of any guardian.

VII. Provision Against Contest.

I have intentionally and with full knowledge omitted to provide for my heirs except for such provisions as are made specifically in this Will. If any person, who is or claims under or through a devisee, legatee, or beneficiary of this Will or any Codicil thereto, or who, if I died intestate, would be entitled to share in my estate, in any manner whatsoever, directly or indirectly, contests or attacks this Will or performs any act that would frustrate the dispositive plan contemplated in this Will or conspires or cooperates with anyone attempting to contest, attack, or frustrate this Will (an "objector"), then in that event I specifically disinherit each such objector, and any portion of my estate not disposed of under the foregoing provisions of this Will shall go to my heirs-at-law according to the laws of succession of the State of Texas then in force and effect, excluding all objectors, all descendants of any objector, and all persons conspiring with or voluntarily assisting any objector. Provided, however, that a petition, made in good faith and not opposed by my executor, seeking an

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interpretation of this Will shall not be considered a contest of, an attack on, or an attempt to frustrate the dispositive plan of this Will.

VIII. Interpretation.

A. Whenever in this Will a noun or pronoun is used, whether masculine, feminine, or neuter, it shall be deemed to include the other genders, masculine, feminine, or neuter as the context may require. Whenever in this Will a noun or pronoun is used in the singular number, it shall be deemed to include the plural number as the context may require.

B. As used in the Will:

(i) "child" shall mean a lawful descendant in the first degree of the parent or parents designated, whether by blood, by adoption by me, or by adoption during minority by any other person (whether born or adopted before or after the execution of this Will), and "descendant" shall mean a lawful descendant in the first, second, or any other degree of the ancestor or ancestors designated, whether by blood, by adoption by me, or by adoption during minority by any other person (and whether born or adopted before or after the execution of this Will). For purposes of this Will, any child born to or adopted during minority by persons holding themselves out as husband and wife after the performance of a marriage ceremony between them shall be considered as a lawful descendant in the first degree of such persons, and therefore a "child" (as defined in the preceding sentence) of such persons, even though any divorce or annulment proceeding purporting to terminate a prior marriage of either is or may be invalid; and a blood descendant in the first degree of a person shall be deemed to be a lawful descendant in the first degree of such person, and therefore a "child" (as defined in the preceding sentence) of such person, if it is established that such person has openly and continuously held out such descendant as his or her son or daughter. Except as specifically provided in this Will, the terms "child" and "descendant" shall include a person described above without regard to any subsequent adoption away from the parent referred to in this Will.

(ii) "per stirpes" shall mean that property distributable to the descendants of a deceased person shall be divided into equal shares as follows: one share shall be allocated to each living child of said person and one share shall be allocated to each deceased child of said person who is survived by a descendant, and the share allocated to a deceased child shall be divided into shares for such deceased child's then living descendants in the same manner.

WKR

(iii) "heirs" of any person shall mean those individuals who would take such person's personal property under the laws of the State of Texas if such person had died at the time stipulated for distribution, being unmarried, intestate, owning the property available for distribution, without creditors and domiciled in such jurisdiction.

(iv) "education" shall include (without limitation) education at public and private grammar schools and high schools, colleges and graduate schools, technical and trade schools, art, photography, drama and other schools involved with creative arts and skills, and language schools, and payments for tuition, room and board, books, clothing, tutoring, and transportation for any of the foregoing, reasonable amounts for entertainment and other living or incidental expenses while enrolled in any above described program, and other activities (including travel) which, in the sole discretion of the Trustee, are deemed to be educational.

(v) a person shall be considered incapacitated if (a) there is a determination of incapacity by a court of competent jurisdiction, or (b) the Trustee (or Co-Trustee or Successor Trustee if the incapacitated person is a Trustee) receives two affidavits from medical doctors, one of whom is the personal physician of the person, stating that, in the doctor's opinion, the person is incapacitated and unable to manage his or her financial affairs without assistance.

IN TESTIMONY WHEREOF, I have hereunder signed my name in the presence of the witnesses, who, at my request and in my presence and in the presence of each other, sign their names as witnesses this 12th day of September, 1996.

Donald Keith Reed
DONALD KEITH REED

DKR

SIGNED, PUBLISHED, AND DECLARED by DONALD KEITH REED as his Last Will and Testament in the presence of us, the attesting witnesses, who, at his request and in his presence and in the presence of each other, sign our names as such attesting witnesses this the 12th day of September, 1996.

WITNESSES:

RESIDING AT:

Brenda A. Chapman

1527 Kodiak Tr.

Glenn Heights, TX 75154

J. H. [Signature]

2413 W. Prairie Creek

Richardson TX 75080

DKR

STATE OF TEXAS
COUNTY OF DALLAS

§
§
§

B 41 P 024

BEFORE ME, the undersigned authority, on this day personally appeared DONALD KEITH REED, Brenda A Chapman, and G. Mitchell Miller, known to me to be the Testator and the witnesses respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said DONALD KEITH REED declared to me and to the witnesses in my presence that said 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 on their respective oaths stated to me in the presence and hearing of DONALD KEITH REED that DONALD KEITH REED stated to them that said instrument is his Last Will and Testament and that he executed the same as such and wanted each of them to sign it as a witness, and upon their oaths each witness stated further that they did sign the same as witnesses in the presence of DONALD KEITH REED and at his request; and that he was at the time over eighteen (18) years of age and was of sound mind; and that each of said witnesses was then at least fourteen (14) years of age.

Donald Keith Reed
DONALD KEITH REED

Brenda A. Chapman
WITNESS

Arthur A. [Signature]
WITNESS

DKR

SUBSCRIBED AND ACKNOWLEDGE before me by DONALD KEITH REED, Testator, and SUBSCRIBED AND SWORN TO before me by Brenda A Chapman, and J. Mitchell Miller, witnesses, this 12th day of September, 1996.

Kelly A. Moreau
Notary Public in and for the State of Texas

My Commission Expires:
9-16-97

d-0840098.01



- 10 -

MADISON COUNTY, MS. THIS INSTRUMENT WAS
filed for record December 15, 2006

Book 41 Page 16
ARTHUR JOHNSTON, CC

BY: Stacey Tolson DC



WIK

Last Will and Testament

2006-1104

FILED
 THIS DATE

DEC 19 2006

ARTHUR JOHNSTON, CHANCERY CLERK

BY *Kim Selman* D.C.

OF

HERBERT W. SELMAN

I, Herbert W. Selman, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish, and declare this to be my Last Will and Testament, revoking any and all other wills heretofore made by me at any time.

ITEM I

I hereby nominate, appoint, and constitute my wife, Inazelle P. Selman, as Executrix of this my Last Will and Testament. In the event that my wife, Inazelle P. Selman, shall be unwilling or unable to so serve, then I appoint as alternate Co-Executors/Executrix Robert Jeffrey Selman, John Barry Selman, and Susan Elizabeth Selman. I direct that my Executrix or alternate Co-Executors/Executrix be permitted to serve without bond, and I waive the legal requirements that my estate be appraised or inventoried or that any accounting be made.

ITEM II

I hereby direct my Executrix or alternate Co-Executors/Executrix to pay all of my duly probated just debts, including the expenses of my last illness, funeral expenses, the cost of an appropriate grave marker, and including the expenses of the administration of my estate. My Executrix or alternate Co-Executors/Executrix shall have full authority to pay any such debts immediately upon my death, without any prior Court approval thereof. In the event that there be other debts that are not properly probated against my estate as required by law, then the Executrix or alternate Co-Executors/Executrix may nevertheless pay said debts in her or their sole discretion as she or they

Herbert W. Selman
 HERBERT W. SELMAN

deem same appropriate, but she or they shall have no liability or obligation to pay same.

ITEM III

In the event of my death, I leave all of my property, real, personal or mixed, of whatsoever kind and character and wheresoever situated, to my wife, Inazelle P. Selman.

ITEM IV

In the event that my wife, Inazelle P. Selman shall predecease me, I do hereby devise and bequeath all of my property, real, personal or mixed, of whatsoever kind and character and wheresoever situated, to my children, Susan Elizabeth Selman, William Winsyl Selman, Robert Jeffrey Selman, and John Barry Selman, share and share alike, per stirpes.

ITEM V

In the event that both my wife, Inazelle P. Selman, and I should die in a common accident or under such circumstances that there is no sufficient evidence to determine the order of our deaths, or if she shall die within a period of six (6) months after the date of my death, then all bequests, devises, and provisions made herein to or for her benefit shall be void, and my estate shall be administered and distributed, in all respects, as though my said wife, Inazelle P. Selman, had not survived me.

WITNESS my signature, this the 3rd day of March, 1987.

Herbert W. Selman
HERBERT W. SELMAN

WITNESS: Paul B. Andrews ADDRESS: 416 Sovereigns Brandon MS 39042

WITNESS: Janis M. McKay ADDRESS: 518 E. Jasper St. Brandon, MS 39042

CERTIFICATE

The above and foregoing instrument consisting of three (3) pages (each being marked by the signature of the Testator) was subscribed, published, and declared by the above Herbert W. Selman to be his Last Will and Testament, in presence of us, who in his presence and at his request and in the presence of each other, have hereunto subscribed our names as witnesses; and we declare that, at the time of the execution of this instrument, the said Herbert W. Selman, according to our best knowledge and belief, was of sound mind and memory and under no constraint.

This the 3rd day of March, 1987.

Paul B. Anderson

Janis M. McKay

Herbert W. Selman
HERBERT W. SELMAN

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
HERBERT W. SELMAN

NO 2006-1104

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF RANKIN

FILED
THIS DATE
DEC 19 2006
ARTHUR JOHNSTON, CHANCERY CLERK
BY Tim Sellers D.C.

PERSONALLY appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the within named Paul B. Henderson, one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Herbert W. Selman, Deceased, late of Madison County, Mississippi, who, having been first duly sworn, stated on oath that Herbert W Selman signed, published and declared said instrument as his Last Will and Testament on the 3rd day of March, 1987, in the presence of Affiant and Tanis M. McKay; that the Testator was then of sound and disposing mind and memory and over eighteen (18) years of age, and that Paul B Henderson subscribed and attested said instrument as witnesses to the signature and publication thereof at the instance and request and in the presence of said Testator and in the presence of each other.

Witness my signature this the 11th day of December 2006

Raul B Henderson
RAUL B. HENDERSON

SWORN TO AND SUBSCRIBED before me, this the 11th day of December, 2006

Brenda Maricew
Notary Public

My Commission Expires:



Paul B Henderson (Ms State Bar No. 2267)
497 Keywood Circle, Suite B
Flowood, MS
39232
Phone: (601) 420-2221
Fax: (601) 420-2204
Email: paul@paulbhenderson.com

MADISON COUNTY, MS This instrument was
filed for record December 19, 2006.

Book 41 Page 26
ARTHUR JOHNSTON, C.C.

BY: R. Sewell D.C.



MADISON COUNTY, MS The instrument was

We the witnesses, sign our names to this instrument, being first duty sworn, and do hereby declare to he undersigned authority the testator signs and executes this instrument as his Last Will and that he signs it willingly and that each of us in the presence and hearing of the testator hereby signs this Will as witness to the testator's signing and that to the best of our knowledge, the testator, of sound mind and under no constraint or undue influence.

Lana H. Anderson

109 Napa Valley Circle
Madison, Ms 39110 601.998-466

Lucille B. Lambert

1025 Victoria Sq.
Madison, Md.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF HOBSON DARNEY BROCK, JR., DECEASEDNO. 2006-1109AFFIDAVIT OF SUBSCRIBING WITNESS
TO LAST WILL AND TESTAMENT

STATE OF MISSISSIPPI

COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Lana H. Anderson, who being by me first duly sworn according to law, deposes and says as follows, to-wit:

1. That this affiant is one of two (2) subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Hobson Darney Brock, Jr., deceased, who was personally known to this affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated July 12, 2004.
2. That on the 12th day of July, 2004, the said Hobson Darney Brock, Jr. published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Lucille B. Lambert, the other subscribing witness to said instrument.
3. That the said Hobson Darney Brock, Jr. was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.
4. This affiant, together with Lucille B. Lambert, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special

instance and request and in the presence of said Hobson Darney Brock, Jr., and in the presence of each other.

FURTHER AFFIANT SAYETH NOT

Lana H. Anderson

LANA H. ANDERSON

SWORN TO AND SUBSCRIBED before me, this 17th day of December, 2006.

Amanda E. Edwards

NOTARY PUBLIC

My Commission Expires:
December 18, 2009

R. JAMES YOUNG
MS BAR #6663
WELLS MARBLE & HURST, PLLC
Post Office Box 131
Jackson, MS 39205-0131
(601) 605-6900

ATTORNEY FOR PETITIONER



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

Book 41 Page 31
ARTHUR JOHNSTON, C.C
BY L. Jones DC



2006-1126

Last Will and Testament

OF

GERALDINE ANNABELLE SUTHERLAND

I, GERALDINE ANNABELLE SUTHERLAND, being an adult resident citizen of Madison County, Mississippi, 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 my daughter, SANDRA LEA SUTHERLAND BAILEY, as Executrix of this my Last Will and Testament, and it is my desire that my Executrix shall have full and complete power and authority to do and to perform any act deemed by her to be in the best interest of my estate. I hereby direct that no bond be required of the Executrix 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.

In the event that SANDRA LEA SUTHERLAND BAILEY shall predecease me, or in the event that she and I die simultaneously as the result of a common disaster, I hereby nominate and appoint my daughter, PAMELA SUE SUTHERLAND DUNCAN, Executrix of my Last Will and Testament and I hereby direct that no bond be required of the Executrix and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting.

III.

I hereby will and direct at the time of my death that my just debts, including funeral expenses and expenses of my last illness,

Initials h.a.s.

<p>FILED THIS DATE DEC 28 2006 ARTHUR JOHNSTON, CHANCERY CLERK BY <u>Arthur Johnston</u> D.C.</p>
--

if any, be paid by my Executrix as soon after my death as conveniently may be done.

IV.

I hereby give, devise and bequeath unto CATHERINE ANNE SUTHERLAND SUMRALL that certain real property located at Lake Neoma in Madison County, Mississippi. It is my desire that all of my surviving children and their respective families shall have reasonable access to and use of the property and facilities at Lake Neoma.

V.

I do hereby bequeath Account #535-29P45 and #535-17F06 in equal shares to CATHERINE ANNE SUTHERLAND SUMRALL, SANDRA LEA SUTHERLAND BAILEY, BRUCE EDWARD SUTHERLAND, PAMELA SUE SUTHERLAND DUNCAN, and PATRICIA LOUISE SUTHERLAND SMITH, per stirpes.

VI.

I do hereby devise and bequeath all the rest, remainder and residue of my property, real, personal and mixed, wheresoever situated and howsoever described in equal shares to CATHERINE ANNE SUTHERLAND SUMRALL, SANDRA LEA SUTHERLAND BAILEY, BRUCE EDWARD SUTHERLAND, PAMELA SUE SUTHERLAND DUNCAN, and PATRICIA LOUISE SUTHERLAND SMITH, per stirpes.

IN WITNESS WHEREOF, I, GERALDINE ANNABELLE SUTHERLAND, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 12th of March, 2003, 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.

Geraldine Annabelle Sutherland
GERALDINE ANNABELLE SUTHERLAND

WITNESSES:

C. R. Montgomery
Roberta L. Moore

Initials *h.a.s.*

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of GERALDINE ANNABELLE SUTHERLAND, do hereby certify that said instrument was signed in the presence of each of us, and that said GERALDINE ANNABELLE SUTHERLAND, 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 GERALDINE ANNABELLE SUTHERLAND, in her presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 12th of March, 2003.

C. R. Montgomery
Roberta Y. Moore
WITNESSES

Initials A.A.S.

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, C. R. Montgomery and Roberta L. Moore, 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 12th day of March, 2003, GERALDINE ANNABELLE SUTHERLAND, in their presence, signed her 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 GERALDINE ANNABELLE SUTHERLAND, on the 12th day of March, 2003, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

C. R. Montgomery residing at 3350 N. Liberty St.
Canton, MS 39046

Roberta L. Moore residing at 588 Virililia Rd.
Canton, MS 39046

SWORN TO AND SUBSCRIBED before me this the 12th day of March, 2003.

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:
MY COMMISSION EXPIRES:
MARCH 10, 2004

(SEAL)

IN THE CHANCERY COURT OF RANKIN COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF GERALDINE ANNABELLE SUTHERLAND, DECEASED

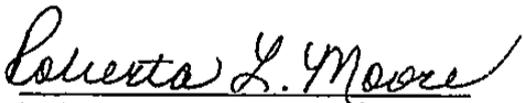
CIVIL ACTION FILE NO 2006-1126

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Roberta L. Moore, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Geraldine Annabelle Sutherland, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Geraldine Annabelle Sutherland signed, published and declared said instrument as her Last Will and Testament on the 12th day of March, 2003, the day and date of said instrument, in the presence of this affiant and C. R. Montgomery, 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, Roberta L. Moore, the Affiant and C. R. Montgomery, 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.


Roberta L. Moore

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 20th day of December 2006.

Dawn Rankin
NOTARY PUBLIC



I:\CRMP\ESTATE\sutherland\proof of will wpd

MADISON COUNTY, MS This instrument was
filed for record December 28, 2006
Book 41 Page 35
ARTHUR JOHNSTON, C.C.
BY: L. Jones D.C.
MADISON COUNTY, MS



**LAST WILL AND TESTAMENT
OF
AGNES PAINE BELL**

I, AGNES PAINE BELL, a resident of Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me.

**ITEM I.
IDENTIFICATION OF FAMILY MEMBERS**

I am unmarried. I am the parent of JAMES CARLISLE CARR, JR. All references herein to "my child" shall mean my named child. I am also the grandparent of JAMES CARLISLE CARR, III. All references herein to "my grandchild" shall mean my named grandchild. All references herein to "descendants" shall mean lawful blood descendants of the first, second or any other degree, however, an adopted child and such adopted child's lawful blood descendants shall be considered as lawful blood descendants of mine and of the adopting parent or parents.

**ITEM II.
BEQUEST OF PERSONAL EFFECTS**

I may, by separate memoranda, dated and signed by me, provide for a specific disposition of certain of my tangible personal property (excluding cash, bonds, notes or stock on hand or on deposit, or any other similar security or investment) and request my Executor to honor such disposition. Such property may include, but shall not be limited to furniture, appliances, furnishings, pictures, silverware, china, glass, books, jewelry, wearing apparel, sporting equipment, boats, automobiles, and other vehicles, and all policies of fire, burglary, property damage, and other insurance on or in connection with the use of this property, or other articles of personal or household use. Any such item of tangible personal property shall pass according to the terms of such memoranda in existence at the time of my death. If no such written memoranda are found or identified by my Executor within ninety (90) days after my Executor's qualification, it shall be conclusively presumed that there are no such memoranda and any subsequently discovered memoranda shall be ineffective. Any item of tangible personal property not disposed of by separate written memoranda as provided herein shall be distributed to the Trustee of the "The James Carlisle Carr, III Trust" in Item III hereof.

**ITEM III.
THE JAMES CARLISLE CARR, III TRUST**

I hereby will, devise and bequeath all the residue of the property which I may own at the time of my death, real or personal, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, including all lapsed legacies and devises, or other gifts made by this Will which fail for any reason (but excluding any property over or concerning which I may have any power of appointment) to the Trustee named herein, in trust, for the use and benefit of my grandchild.

APB

LAST WILL AND TESTAMENT OF
AGNES BELL
PAGE 2

This Trust shall be known as "The James Carlisle Carr, III Trust" created under my will and shall be administered as follows:

A. Upon the receipt of the Trust property by the Trustee, the Trust property shall be held, administered and disposed of as follows:

(1) The Trustee shall hold the Trust property as one share for my grandchild, if living, otherwise the Trust property shall be divided into shares for the living descendants of my deceased grandchild by per stirpes proportions. The share allocated to each such beneficiary shall constitute and be administered as a separate Trust. Separate books and records shall be kept for each Trust, but the assets may be commingled and need not be physically divided.

(2) If any beneficiary of this Trust should die before complete distribution of his or her share, then the share of such beneficiary shall be distributed to the descendants of such beneficiary in such proportions as the deceased beneficiary shall appoint and direct in his or her Last Will and Testament by making specific reference to this special power of appointment. In the absence of the exercise of this special power of appointment, the share of such beneficiary shall be divided into shares for the living descendants of such beneficiary by per stirpes proportions, or if none, then to James Carlisle Carr, Jr., and if he has predeceased me to Wellsfest Methodist Bailey Avenue Church, Jackson, Mississippi to be used for outreach programs for children, then for my heirs at law according to the laws of the State of Mississippi then in force governing the distribution of the estate of an intestate as if my death had occurred at such time.

(3) After payment of expenses, the Trustee shall distribute to each beneficiary so much of the income and principal of the share of such beneficiary of the Trust as the Trustee, in its sole discretion, shall determine to be necessary for the support, maintenance, health, and education of each such beneficiary. All income not so distributed shall be accumulated and added to the principal of each separate Trust.

(4) It is my intent that the Trustee shall have the ability to manage the Trust until the death of my Grandchild at which time it will cease.

B. (1) Standards - The power of the Trustee of this Trust to invade principal is limited to an ascertainable standard related to the beneficiary's health, support, maintenance, and education.

(2) Evidence of Need - In exercising its discretion hereunder, the Trustee shall be entitled to rely upon the written certification of the beneficiary or the guardian of the beneficiary as to the nature and extent of such needs. The Trustee may make, but shall not be required to make, further inquiry as to the authenticity of the facts so certified. The Trustee may consider any other resources of the beneficiary known to the Trustee before making any distributions to him/her or for his/her benefit and shall also keep in mind the beneficiary's ability to be self supporting, being my intent, that the beneficiary shall work for a living if able and

LAST WILL AND TESTAMENT OF
AGNES BELL
PAGE 3

capable to do so and not depend solely on this Trust for his/her livelihood.

(3) Guardian's Expenditures - The Trustee is authorized, in its discretion, to disburse funds from such beneficiary's share of the Trust estate for the purpose of reimbursing such guardian for reasonable expenses incurred for such beneficiary.

C. The interest of each beneficiary in the income or principal of this Trust shall be free from the control or interference of any creditor of a beneficiary, or of any spouse of a married beneficiary and shall not be subject to attachment or susceptible of anticipation or alienation. All persons other than those beneficiaries named and/or described herein are expressly excluded from receiving property or benefits from this Trust estate.

D. All trusts created under this item of my will shall terminate absolutely twenty-one (21) years after the death of the survivor of my grandchildren and their descendants living at my death, if such trusts have not previously terminated.

E. The Trustee shall have all of the powers granted to trustees under the Uniform Trustees' Powers Law of Mississippi. Without limiting the foregoing, the Trustee shall have the following specific powers:

(1) To retain indefinitely any investments and to invest and reinvest in stocks, shares and obligations of corporations, of unincorporated associations or trusts or of investment companies, or in a common trust fund without giving notice to any beneficiary, or in any other kind of personal or real property, notwithstanding the fact that any or all of the investments made or retained are of a character or size which but for this expressed authority would not be considered proper for trustees;

(2) To make loans with adequate interest and with adequate security, unless the loan is made to the income beneficiary, in which case the loan may be made without interest or security;

(3) To sell, to exchange, to lease and to make contracts concerning real or personal property for such consideration, and upon such terms as to credit or otherwise, as the Trustee may determine, which leases and contracts may extend beyond the term of the Trust, to give options therefor; to execute deeds, transfers, leases, and other instruments of any kind;

(4) To hold bonds, shares or other securities in bearer form, or in the name of the Trustee or in the name of a nominee, without indication of any fiduciary capacity; to deposit cash in a checking or savings account in a bank, without indication of any fiduciary capacity;

(5) To give general or special proxies or powers of attorney for voting or acting in respect of shares or securities, which may be discretionary and with power of substitution; to deposit shares or securities with, or transfer them to, protective committees or similar bodies; to

LAST WILL AND TESTAMENT OF
AGNES BELL
PAGE 4

join in any reorganization and to pay assessments or subscriptions called for in connection with shares or securities held by them;

(6) To improve or develop real estate; to pay real estate taxes and expenses related to real estate, to construct, alter or repair buildings or structures on real estate; to settle boundary lines and easements and other rights with respect to real estate; to petition and to join with co-owners and others in dealing with real estate in any way,

(7) To employ investment counsel, custodians of trust property, brokers, agents and attorneys;

(8) To receive additions to the Trust under this instrument by gift or will or otherwise, and to hold and administer the same under the provisions hereof;

(9) To pay as income the whole of the interest, dividends, rents or similar receipts of property, whether wasting or not and although bought or taken at a value above par, but if the Trustee sees fit, when property is bought or taken at a value above par, the Trustee may retain a portion of the income to offset such losses to principal; to treat as income or principal or to apportion between them stock dividends, extra dividends, rights to take stock or securities, and proceeds from the sale of real estate, although such real estate may have been wholly or partially unproductive, to charge to income or principal or to apportion between them any expenses of making and changing investments, investment counsel's compensation, custodian's compensation, broker's commissions, agents' compensation, attorneys' fees, insurance premiums, repairs or improvements, taxes, depreciation charges and trustees' compensation; and generally to determine all questions as between income and principal and to credit or charge to income or principal or to apportion between them any receipt or gain and any charge, disbursement, or loss as is deemed advisable in the circumstances of each case as it arises; provided always, however, that the powers granted in this paragraph shall be exercised in a fiduciary capacity and in a manner consistent with the rules of law governing such matters;

(10) When paying trust principal or dividing or distributing any trust funds, to make such payment, division, or distribution wholly or partly in kind by allotting and transferring specific securities or other personal or real property or undivided interest therein as a part or the whole of any one or more shares or payments, at current value;

(11) To keep any and all of the Trust property at any place or places in Mississippi or elsewhere in the United States or abroad or with a depository or custodian at such place or places.

F The Trustee shall be entitled to a reasonable Trustee's fee in accordance with fees customarily charged by corporate trustees in Mississippi.

G This is a private trust and the Trustee shall not be required to make bond, or to file an inventory with or otherwise report to any court for its actions. The Trustee shall however

LAST WILL AND TESTAMENT OF
AGNES BELL
PAGE 5

report annually to the beneficiaries as to investments, income, expenses and disbursements of this Trust

ITEM IV.
PAYMENT OF EXPENSES

My Executor shall first pay from my estate all of my just debts, including the expense of my last illness and funeral, cost of administration and other proper claims which may be probated, registered and allowed against my estate as soon as may be conveniently done. My Executor in her sole discretion is authorized to accelerate the payment of any debt or charitable pledge, payment of which may be due at some future date or which may be payable in installments, upon such terms, as to discount or otherwise, as she may deem advisable.

ITEM V.
PAYMENT OF TAXES

I direct that all estate and inheritance taxes and other taxes, together with any interest or penalty thereon, which shall become payable upon or by reason of my death with respect to any property passing by or under the terms of this Will or any Codicil to it hereafter executed by me, shall be paid by my Executor out of the principal of my residuary estate, except that my Executor shall recover from the recipients any property includable in my estate for federal or state tax purposes, because of a power of appointment held by me, the portion of such taxes legally recoverable.

ITEM VI.
DEFINITION OF TRUSTEE

When the word "Trustee" or any modifying or substituted pronoun therefor is used in this my will, such words and respective pronouns shall be held and taken to include both the singular and the plural, the masculine, feminine and neuter gender thereof, and shall apply equally to the Trustee named herein and to any successor or substitute Trustee acting hereunder, and such successor or substitute Trustee shall possess all the rights, powers and duties, authority and responsibility conferred upon the Trustee originally named herein. At any time during which there is more than one person or entity serving as Trustee hereunder, the rights and powers of the Trustees granted hereunder shall be exercised by them by agreement of a majority of the Trustees. The signature of any one of the Trustees shall be sufficient to bind the Trust, and third parties may rely (without duty of further inquiry) on the signature of any one of the Trustees with respect to any dealings with the Trust or Trust property.

LAST WILL AND TESTAMENT OF
AGNES BELL
PAGE 6

ITEM VII.
APPOINTMENT OF TRUSTEE

I nominate and appoint the following as Trustee of the Trust created under my will:

BANCORP SOUTH, INC.
ASHBY FOOTE
JAYNE HUST

In the event that the named Trustees are unable or unwilling to serve as a Trustee or shall serve for a period of time and then become unable or unwilling to serve further as Trustee, then the beneficiaries and Bancorp South shall by unanimous vote elect a successor individual Trustee

Any beneficiary of the Trust created under my will shall have the right and power to remove any institution serving as Trustee and appoint a successor Trustee upon ninety (90) days notice to the corporate Trustee then serving. In the event that there are multiple beneficiaries, the majority (each voting proportionately to his interest in the Trust), shall have the right to remove the institution serving as Trustee and appoint a successor Trustee. Any such successor Trustee appointed by the beneficiary or beneficiaries shall be a banking institution with trust powers. All successor Trustees shall have all of the powers and discretions granted to the original Trustee. No successor Trustee shall be liable for the acts or omissions of a prior Trustee. In the event that the beneficiaries of the Trust are minors, their guardian may act for them with respect to the removal of the Trustee and the appointment of successor Trustees.

ITEM VIII.
DEFINITION OF EXECUTOR

When the word "Executor" or any modifying or substituted pronoun therefor is used in this my will, such words and respective pronouns shall be held and taken to include both the singular and the plural, the masculine, feminine and neuter gender thereof, and shall apply equally to the Executor named herein and to any successor or substitute Executor acting hereunder, and such successor or substitute Executor shall possess all the rights, powers and duties, authority and responsibility conferred upon the Executor originally named herein.

ITEM IX.
APPOINTMENT OF EXECUTOR

I nominate and appoint the following as Executor of my estate:

ASHBY FOOTE

LAST WILL AND TESTAMENT OF
 AGNES BELL
 PAGE 7

If the foregoing is unwilling or unable to serve as Executor, the following shall serve as Executor:

JAYNE HUST

My Executor:

(a) is specifically authorized and empowered with respect to any property, real or personal, at any time held under any provision of this my will: to allot, allocate between principal and income, assign, borrow, buy, care for, collect, compromise claims, contract with respect to, continue any business of mine, convey, convert, deal with, dispose of, enter into, exchange, hold, improve, incorporate any business of mine, invest, lease, manage, mortgage, grant and exercise options with respect to, take possession of, pledge, receive, release, repair, sell, sue for, to make distributions or divisions in cash or in kind or partly in each without regard to the income tax basis of such asset, and in general, to exercise all the powers in the management of my estate which any individual could exercise in the management of similar property owned in its own right, upon such terms and conditions as to my Executor may seem best, and to execute and deliver any and all instruments and to do all acts which my Executor may deem proper or necessary to carry out the purposes of this my will, without being limited in any way by the specific grants of power made, and without the necessity of a court order.

(b) is vested with title to all real and personal property which I may own at my death for the purposes of making distributions required by this will;

(c) shall serve without the necessity of making bond, inventory or otherwise accounting to any court in connection with the administration of my estate;

(d) shall neither be charged with any error in judgment in the exercise of rights, powers, duties, authorities or discretions, nor shall the Executor or any successor be held accountable for losses, unless such losses shall occur through the Executor own negligence or willful malfeasance, misfeasance or non-feasance;

(e) may make any tax elections, including, but not by way of limitation, any election with respect to the generation-skipping tax;

(f) may transfer any property passing to a minor beneficiary to the legal or natural guardian of such beneficiary, or to the person who has the custody of and cares for such minor even though not the natural or legal guardian and the receipt of such person of such distribution on behalf of such minor shall be a complete discharge of the Executor's obligation hereunder; and

(g) shall have all the powers granted to trustees under the Uniform Trustees' Powers Law of Mississippi or its successor laws, Miss. Code Ann § 91-9-101 through §91-9-109 (1972), or which are otherwise conferred upon trustees by law, which shall be exercised in such reasonable

LAST WILL AND TESTAMENT OF
AGNES BELL
PAGE 8

manner as may be fair and equitable under the circumstances, without order of or report to any court.

(h) with respect to properties, if any, located outside the State of Mississippi which may become part of the assets of my estate, my Executor shall have any additional powers granted to trustees by the laws of the jurisdiction in which such properties are located.

WITNESS my signature, this, the 5 day of August, 2005.

Agnes Paine Bell
AGNES PAINE BELL, Testatrix

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

Maude Warren
[Witness]
471 Dogwood Drive
Jackson, Mississippi 39211
[Address]

Celina Donald
[Witness]
104 Live Oak Lane
Brandon MS 39047
[Address]

LAST WILL AND TESTAMENT OF
AGNES BELL
PAGE 9

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI
COUNTY OF Hinds

On this day personally appeared before the undersigned authority Malinda Warren and Gina Donald, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who, on first being duly sworn, say on oath that on the 5th day of August, 2005, AGNES PAINE BELL, signed, sealed, published and declared said instrument to be her Last Will and Testament, that all of such action was taken in their presence; that each affiant signed as witness to the execution and publication of said instrument at the instance and request of the Testatrix, in her presence and in the presence of each other; and that on the date said instrument was executed, the Testatrix was of sound and disposing mind and memory and above the age of 21 years.

Malinda Warren

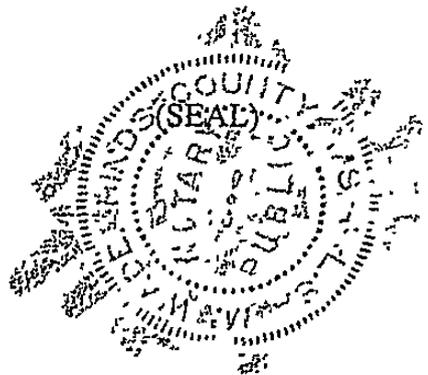
Gina Donald

SWORN TO AND SUBSCRIBED before me, this the 5th day of August 2005.

Lisa Marie Wade
NOTARY PUBLIC

My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES AUG 20, 2007
BONDED THROUGH STEGALL NOTARY SERVICE



MADISON COUNTY, MS This instrument was
filed for record December 29, 2006

Book 41 Page 41
ARTHUR JOHNSTON, C C

BY L. Wade DC



Initials _____

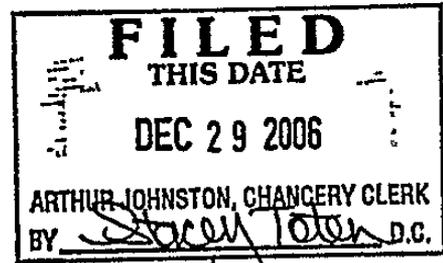
#2006-1114

POUR OVER WILL

I, James M. Guess, resident of the City of Madison, State of Mississippi, do hereby declare this to be my Last Will and Testament, and I expressly revoke all Wills, including codicils, which I have made previously.

Family Declarations:

Spouse: Marjorie B. Guess
 Children Living: James R. Guess
 Charles D. Guess
 Cynthia G. Simmons
 Predeceased Children: None
 Former Marriages: None



ARTICLE I

I give the entire residue of my estate to the trustee then in office under that trust designated as "The Guess Family Trust," established 6-8-99, of which I am a settlor, and trustee. I direct that the residue of my estate shall be added to, administered, and distributed as part of that trust, according to the terms of the trust and any amendment made to it before my death. To the extent permitted by law, it is not my intent to create a separate trust by this will or subject the trust or the property added to it by this will to the jurisdiction of the probate court. If I decide to bequeath specific gifts, I will attach a handwritten, signed and dated list of any such gifts to this Will. If no such list is found on the date of my death, all my property is to be distributed in accordance with my trust and Will provisions.

ARTICLE II

If the disposition in Article I, above, is inoperative or is invalid for any reason, or if the trust referred to in Article I, above, fails or is revoked, I incorporate herein by reference the terms of that trust, as executed on this date, without giving effect to any amendments made subsequently, and I bequeath and devise the residue of my estate to the trustee named in the trust as trustee, to be held, administered, and distributed as provided in this instrument.

ARTICLE III

No Contest, Disinheritance, Definitions

If any beneficiary under this Will in any manner, directly or indirectly, contests or attacks this Will or any of its provisions, any share or interest in my estate given to that contesting beneficiary under this Will is revoked and shall be disposed of in the same manner

provided herein as if that contesting beneficiary had predeceased me.

Except as otherwise provided in this Will, I have intentionally omitted to provide herein for any of my heirs, or persons claiming to be my heirs, living at the date of my death, whether or not known to me.

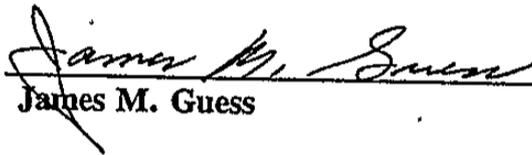
ARTICLE IV

I hereby nominate **Marjorie B. Guess** to be the Executor of this Will. In the event **Marjorie B. Guess** may be unable to serve or declines to serve as the Executor of this Will, I hereby nominate as the alternate Executor of this Will, in the order and priority indicated, the following:

- First Alternate Executor - **James R. Guess**
- Second Alternate Executor - **Charles D. Guess**
- Third Alternate Executor - **Cynthia G. Simmons**

The Executor shall have full power and authority to carry out the provisions of this will, including the power to manage and operate during the probate of my estate any property and any business belonging to my estate. The Executor shall serve without bond.

Signed on June 8th, 1999, at MADISON, Mississippi.



 James M. Guess

DECLARATION OF WITNESSES

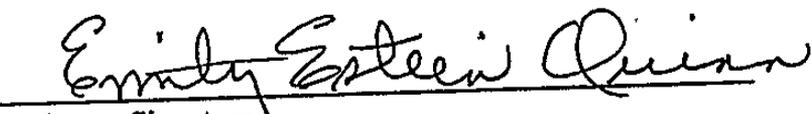
On the date written below, James M. Guess declared to us, the undersigned, that this instrument, consisting of four pages, including the page signed by us as witnesses, was the Will of James M. Guess (hereafter "Testator") who requested us to act as witnesses to it. Testator thereupon signed this Will in our presence, all of us being present at the same time. We now, at Testator's request, in Testator's presence and in the presence of each other, subscribe our names as witnesses.

We declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed on June 8, 1999, at MADISON, Mississippi.


Witness Signature

HARRY C. QUINN
Witness Name (Printed)

313 Golden Pond Drive - MADISON, MS. 39110
Witness Address


Witness Signature

EMILY ESTERN QUINN
Witness Name (Printed)

313 Golden Pond DR. - MADISON, MS. 39110
Witness Address

STATE OF MISSISSIPPI

COUNTY OF MADISON

AFFIDAVIT OF PROOF OF WILL

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, HARRY C. QUINN and EMILY ESTEEN QUINN, who being by me first placed on oath depose and say:

Affiants have this day examined an instrument of writing dated the 8th day of JUNE, 1999, purporting to be the last Will and testament of James M. Guess, and attested by Affiants as subscribing witnesses, which instrument of writing has this day been exhibited to Affiants;

On the date of said instrument of writing, at the request of the said James M. Guess, who, in the presence of the Affiants signed published and declared said instrument of writing as his true last Will and testament, Affiants at the request of the said James M. Guess and in his presence and in the presence of each other, affixed their signatures to said instrument of writing as subscribing witnesses;

On the date of said instrument of writing the said James M. Guess was above the age of eighteen (18) years and possessed of sound and disposing mind, memory and understanding.

[Signature]
Emily Esteen Quinn

SWORN TO AND SUBSCRIBED before me by HARRY C. QUINN and EMILY ESTEEN QUINN, on this the 8th day of JUNE, 1999.

[Signature]
NOTARY PUBLIC

My commission expires:

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE.
MY COMMISSION EXPIRES Feb 24, 2002.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

041299

4

MADISON COUNTY, MS. THIS instrument was filed for record December 29th 2006

Book 41 Page 50
ARTHUR JOHNSTON, C C

BY [Signature]



LAST WILL AND TESTAMENT

I, BETTY J. BALDWIN, presently residing in Canton, Madison County, Mississippi, being of sound mind and disposing memory and over the age of twenty-one years, do make, declare and publish the following as my Last Will and Testament, hereby revoking all others that I have heretofore made.

CLAUSE I

I give, bequeath and devise all property, real, personal and mixed and of every nature and kind and wheresoever located that I may own at the time of my death unto my daughter, Sally Carol Baldwin.

CLAUSE II

I hereby name, constitute, and appoint Sally Carol Baldwin as my Executor under this Will and he shall be relieved of making bond or accounting to any Court in said capacity.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this the 14th day of July, 1994.

Betty J. Baldwin
BETTY J. BALDWIN

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

Mary J. Simpson
Blair Pickle
Witnesses

FILED
THIS DATE
DEC 29 2006
ARTHUR JOHNSTON, CHANCERY CLERK
BY Gone D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
BETTY J. BALDWIN, DECEASED

CAUSE NO: _____

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for the state and county aforesaid, within my jurisdiction, the within named Maureen S. Simpson, one of the two subscribing witnesses to the foregoing and annexed instrument of writing, dated July 14, 1994, and purporting to be the last will and testament of Betty J. Baldwin, late of Madison County, Mississippi, who, having been by me first duly sworn, stated and deposed upon her oath that the said Betty J. Baldwin signed, published and declared said instrument to be her last will and testament on the 14th day of July, 1994, being the date of said instrument, in the presence of the deponent and Sharon Pickle, the other subscribing witness; that the said Betty J. Baldwin was then and there of sound and disposing mind and memory and was over the age of eighteen years; that the deponent and Sharon Pickle, in the presence of each other, subscribed and attested said instrument of writing, as witnesses to Betty J. Baldwin's signature and publication thereof, at the request of and in the presence of Betty J. Baldwin, on the 14th day of July, 1994; that the deponent is not in any way interested in the estate of Betty J. Baldwin; and that the deponent is now and was at the time of her attestation of said written instrument a competent witness under the laws of the state of Mississippi.

WITNESS MY SIGNATURE, this the 18th day of December, 2006.

Maureen S. Simpson
MAUREEN S. SIMPSON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 18 day of December, 2006.

Arthur Johnston
NOTARY PUBLIC



MY COMMISSION EXPIRES:

6-23-09

Proofow.frm

MADISON COUNTY, MS This instrument was
filed for record December 29, 2006

Book 41 Page 54
ARTHUR JOHNSTON, C C

BY A. Johnston D.C

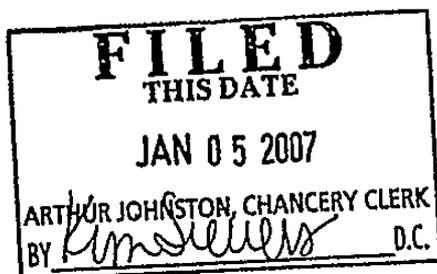


Codicil to Last Will and Testament of Jennifer Leigh Duffin, dated August 25, 2000.

Paragraph V shall be changed to read "It is my will that my Homestead's unimproved portion, consisting of the southern portion of my property, with the southernmost border being that which is shown on previous surveys of the property, and the northernmost border being consistent with a line drawn straight across the property from east to west, using the southernmost section of the wooden fence as part of that straight line, shall go equally to my four children, share and share alike, as Tenants in-Common. It is my will that the remainder of my Homestead, with the improvements thereon, not be conveyed, transferred or sold for a period of two years after my death, unless economics shall indicate otherwise, and it shall go to my son Tracy Dwayne Duffin and my daughter Debra Charlene Anderson as Tenants-in-Common, and upon the sale of this Homestead the proceeds shall be split fifty/fifty between the Tracy Dwayne Duffin Irrevocable Trust and the Debra Charlene Anderson Irrevocable Trust."

In testimony whereof, I have signed, published and declared the foregoing instrument as and for a Codicil to my Last Will and Testament on this the 11th day of June, 2002.

Jennifer Leigh Duffin



MADISON COUNTY, MS This instrument was filed for record JANUARY 5, 2007.

Book 41 Page 56
ARTHUR JOHNSTON, C.C.
BY *Kim Sellers* D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

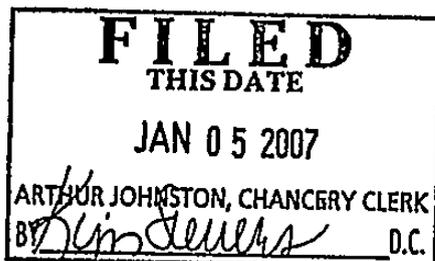
ESTATE OF JENNIFER LEIGH GRIFFIN
DECEASED

CIVIL ACTION, FILE NO. 2006-388

AFFIDAVITSTATE 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 Robert D. Parker and Vickie D. Lawson, who being by me first duly sworn according to law, say on oath:

- (1) That each of these affiants personally knew Jennifer Leigh Griffin and was familiar with her handwriting and signature;
- (2) That to the best of their knowledge and belief, on June 11, 2002, Jennifer Leigh Griffin was of sound and disposing mind and memory and was above the age of eighteen years;
- (3) That each Affiant has examined an instrument of writing dated June 11, 2002, purporting to be a Codicil to the Last Will and Testament of Jennifer Leigh Griffin dated August 25, 2000; and
- (4) That to each Affiant's knowledge and belief, the instrument of writing was written,



B 41 P 058

dated and subscribed by Jennifer Leigh Griffin in her own handwriting

Robert D. Parker

Robert D. Parker

Vickie D. Lawson

Vickie D. Lawson

SWORN TO AND SUBSCRIBED BEFORE ME, this 18th day of December, 2006.

Andrea P. Carter

NOTARY PUBLIC

My Commission Expires:



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

CKVAME-EST\GRIFFIN\AFFI-SUB 2nd codicil

MADISON COUNTY, MS THIS INSTRUMENT WAS
filed for record JANUARY 5, 2007.
Book 41 Page 57
ARTHUR JOHNSTON, C.C.
BY: Kim Stevens b.c.



testament and they now comprise the members of my immediate family. The word "descendants" as used in this will shall include any person hereafter born to me or to any of my descendants. Each of the words "child", "children", and "descendants" shall be deemed to include an adopted child or adopted children, irrespective of any provisions of law establishing a contrary.

ARTICLE I.

I appoint my wife, CLARICE A. O'NEAL, as Executrix of this my Last Will and Testament. If my wife should predecease me or is unable or unwilling to serve in such capacity then I appoint my daughter, ELIZABETH O'NEAL SMITHERMAN, to serve as Successor Executrix. My Executrix shall not be required to enter into any bond to insure the faithful performance of her duties, nor be required to return to any Court any formal appraisal, inventory or accounting, including final accounting, of the administration of my Estate.

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

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

INITIALED FOR IDENTIFICATION

H. J. O.

ARTICLE II.

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

ARTICLE III.

I give and bequeath to my wife, CLARICE A. O'NEAL, if she shall survive me, all of my personal effects and any interest I may have in tangible property of a domestic nature and use, such as family automobiles, trucks, appliances, tools, equipment and supplies, furniture, furnishings, household goods, jewelry, silverware, china, ornaments, works of art and books, used or enjoyed in connection with our homestead, together with any club memberships I may have and all insurance policies on my personal property and on the dwelling house occupied by us at the time of my death, if any. I hereby confirm, however, that all household furniture, furnishings, ornamental decorations, silverware, china, pictures, and works of art are property of my wife and I have no right to dispose of such items.

If my said wife shall not survive me, I bequeath to my children named on page 1 of this will who are living at the time of my death, the above described personal property owned by me or in

INITIALED FOR IDENTIFICATION

H. L. O

which I shall have any interest at the time of my death. It is my wish that each of them will select the items that they shall prefer to the extent that they will agree about the selections; otherwise, the Chancery Court having jurisdiction over the administration of my estate shall determine the approximate equal distribution to be made, by lot or other method of division deemed to be fair and practical.

ARTICLE IV.

I give, devise and bequeath all of the rest, residue and remainder of my property of every kind and description, real and personal, tangible and intangible, wheresoever situated and howsoever held, including lapsed legacies and devises, and whether acquired before or after the execution of this Will, to my wife, CLARICE A. O'NEAL, if she survives me.

ARTICLE V.

A. In the event I am predeceased by my said wife, I give, devise and bequeath all of the rest, residue and remainder of my property of every kind and description, real and personal, tangible and intangible, wheresoever situated and howsoever held, including lapsed legacies and devises, and whether acquired before or after the execution of this Will, to my two (2) children, ELIZABETH O'NEAL SMITHERMAN and DAVID O'NEAL, in equal shares. However, if a child has died, his or her share shall be distributed in equal shares to his or her then living spouse, if any, and to his or her then living descendants, per stirpes, if any. If a child leaves no surviving spouse or descendent

INITIALED FOR IDENTIFICATION

H. J. O.

then his or her share shall be distributed in equal shares to my other then living descendants, per stirpes.

B. In the event all of the persons and classes designated as beneficiaries of this Will die prior to the distribution of all my estate, upon the death of the survivor of them, then such assets shall be distributed as follows:

25% to Kenneth Wayne O'Neal

25% to Thomas Norman O'Neal

25% to Richard Skeen

25% to William Skeen

If any of the four (4) persons named above are not living at the time they become entitled to receive their distribution then such distribution shall be made to their heirs at law under the Laws of Descent and Distribution of the State of Mississippi in effect at the time of my death.

ARTICLE VI.

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

INITIALED FOR IDENTIFICATION

H. T. O.

and the Executrix, equals the income which the beneficiaries would receive had the property been distributed.

ARTICLE VII.

If my wife, CLARICE A. O'NEAL, shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I direct that I shall be deemed to have predeceased her. The provisions of my will shall be construed upon this assumption notwithstanding the provisions of any law establishing a different presumption of order of death or providing for survivorship for a fixed period as a condition of inheritance of property.

ARTICLE VIII.

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

In addition to the powers afforded to my Executrix by the aforesaid statutes of the Miss. Code Ann. (1972), which statutes are hereby adopted by reference thereto, I specifically give and grant to them the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate, as freely as I might in the handling of my own affairs. This shall include

INITIALED FOR IDENTIFICATION

H. T. O.

the power to sell and transfer any interest I may own in a home or any real estate or personal property of any kind including my personal effects and household goods without prior or subsequent approval of any judicial authority, and without any inventory, appraisement, or accounting to any judicial authority.

ARTICLE IX.

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

ARTICLE X.

The Executrix shall be entitled to reasonable and normal fees for her services and she is hereby also fully empowered to engage the services of attorneys, accountants, or others capable of rendering services in pursuance of the administration of my estate.

IN WITNESS WHEREOF, I, HENRY L. O'NEAL, have hereunto subscribed my name to this, my Last Will and Testament consisting of 9 pages, in the presence of two (2) witnesses,

INITIALED FOR IDENTIFICATION

H. L. O.

who have attested the same in my presence, and at my request and in the presence of each other, on this the 13 day of June, 2002

Henry L. O'Neal
HENRY L. O'NEAL

WITNESSES:

P. Daniel Edwards

C. N. Lundstrom

ATTESTATION

We, P. Daniel Edwards and C. N. Lundstrom, the subscribing witnesses to the above and foregoing last will and testament of HENRY L. O'NEAL, certify that the said Testator declared to us that the above and foregoing instrument is his true last will and testament and that he especially requested us to act as subscribing and attesting witnesses thereto; that said Testator signed said instrument in our presence on the day and year therein mentioned; that we signed said instrument as attesting witnesses on said day and year in the presence of said Testator, and in the presence of each other; and that to the personal knowledge of each of us the said

Testator was at such time above the age of eighteen (18) years and of sound and disposing mind, memory and understanding.

This the 13th day of June, 2002.

F. Daniel Garrod

Address P.O. Box 131

Clinton MS 39060

C.N. Lundstrom

Address P.O. Box 131

Clinton, MS 39060

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF Hinds

We P. Daniel Edwards and CN Lundstrom on oath state that we are the subscribing witnesses to the attached written instrument dated the 13th day of June, 2002, which purports to be the Last Will and Testament of HENRY L. O'NEAL, who indicated to us that he is a resident of and has a fixed place of residence in the County of Madison, State of Mississippi. On the execution date of the instrument, the Testator in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Will and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this the 13th day of June, 2002.

P. Daniel Edwards

CN Lundstrom

Subscribed and sworn to before me on this the 13th day of June, 2002.

Cynthia S. Ashford
NOTARY PUBLIC

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES FEB 16, 2003
BONDED THRU STEGALL NOTARY SERVICE

832/Smpl.Man

MISSISSIPPI COUNTY 1, 1915 THIS INSTRUMENT WAS
filed for record JANUARY 8, 2007

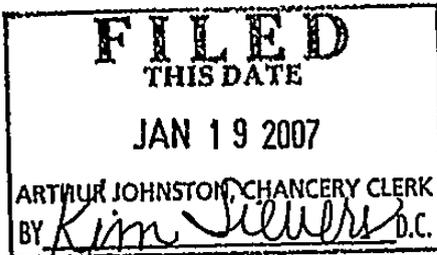
Book 41 Page 59
ARTHUR JOHNSTON, CC

BY A. Jones DC



MISSISSIPPI COUNTY, MS

2006-1071



LAST WILL AND TESTAMENT
OF
CLARA C. WARD

KNOW ALL MEN BY THESE PRESENTS, That I, CLARA C. WARD, one and the same person as CLARA COKER WARD, of the City of Jackson, County of Hinds, State of Mississippi, being above the age of eighteen years and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ARTICLE I.

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

ARTICLE II.

I hereby direct my Executor to pay all federal and state estate, inheritance, succession, transfer or other death taxes which are assessed against my estate or against any beneficiary, including estate and inheritance taxes assessed on account of life insurance proceeds or other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate purposes, out of my residuary estate. At the time of the making of this will, my estate is not of such value as to generate any federal or state taxes described above.

ARTICLE III.

I am a widow. I have four children who are as follows: FAY COKER HERRINGTON, OLIVE COKER HORNE, and ESTHER COKER WILSON, daughters, and LEE EDWARD COKER, son. All references in this Will

Clara C. Ward

CLARA C. WARD

to "my children" or "said children" shall be deemed to refer to the above mentioned children.

ARTICLE IV.

A. I give and bequeath unto my aforesaid three daughters, in equal shares, to be divided among them as they may agree, the following:

(1) My personal belongings and wearing apparel, including, but not limited, to jewelry, items of adornment, and other clothing and apparel items.

(2) Any automobile and the equipment thereof owned by me at the time of my death.

(3) All of my interest in the household furniture, furnishings and effects, including but not limited to chinaware, silverware, glassware, linens, rugs, fixtures, portraits and works of art, which are in or used in connection with my homestead. My homestead is presently located at 334 Wood Dale Drive, Jackson, Mississippi. In the event that any of my said daughters should predecease me, the above described and bequeathed property shall be distributed to my surviving daughters.

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

C. I hereby authorize my Executor to determine what items of property pass under the provisions of Article IV hereof and what items of property constitute a part of my home and, therefore, shall remain with the home until it is disposed of in accordance with the provisions of Article V hereof. My Executor is authorized to retain draperies, appliances, and other items which the Executor

Clara C. Ward
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feels will help sell the home, in the home. Thus, the Executor is vested with authority to determine whether a particular item of property remains with the home or passes under the provisions of this Article IV.

D. I hereby give and bequeath the sum of One Thousand Dollars (\$1,000.00) to each of my grandchildren who survive me. In the event that any grandchild is under the age of twenty-one (21) years, such bequest may be paid to the parent of such grandchild to be held for such grandchild until the grandchild attains the age of twenty-one (21) years. Such payment shall be made to my child who is the parent of such grandchild if he or she is then living. Payment of the bequest to such parent shall acquit and relieve the Executor of any further liability or responsibility.

ARTICLE V.

A. At the time of the making of this Will I plan to be married to Arthur Wade Comer ("Wade Comer"). It is our plan to live in my existing home located at 334 Wood Dale Drive, Jackson, Mississippi, after our marriage. To the extent that we become married and are living together at 334 Wood Dale Drive, I hereby give and grant unto Wade Comer the right to continue living in said home for a period of up to one year after my death. During such period of time, and as a condition to his continuing to live in said home for up to one year after my death, Wade Comer shall be responsible for, and shall pay, all costs and expenses incurred in connection with living in said home, including, but not limited to, utility charges, casualty insurance premiums, ad valorem taxes, any security services, and all other expenses associated with the maintenance and repair of said home except for major repairs related to the roof, foundation, and outside walls.

B. I direct that my executor sell my home located at 334 Wood Dale Drive, Jackson, Mississippi as soon as the conditions

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in paragraph A have been met, or in the event that Wade Comer predeceases me or we are not living together in said home as husband and wife at the time of my death, as soon as possible after my death. My Executor is hereby granted full authority to sell such home on such terms and conditions and for such price as my Executor may determine to be in the best interest of my estate without the requirement of notice to, or joinder by, the residuary beneficiaries of this estate in any documents pertaining to such sale. Title to the home shall be vested in my Executor as of the instant of my death.

ARTICLE VI.

A. I hereby give, devise and bequeath all of the rest, residue and remainder of my property, real, personal and mixed, and wherever situated, including any failed or lapsed legacies, after the payment of taxes as provided under Article II above, to my four children in equal shares.

B. In the event that one or more of my said children predeceases me leaving descendants surviving, then the share of my residuary estate that would have passed to such predeceased child shall pass unto the descendants of such child, per stirpes. The distribution of such property under this Article shall be subject to the terms and provisions of Article VII below.

C. My residuary estate shall comprise, but not be limited to, the proceeds from the sale of my home on Wood Dale Drive, my interest in certain property located in Simpson County, Mississippi, and all furniture and furnishings located in a house situated on property in Simpson County, Mississippi, in which I hold a life estate devised and bequeathed to me by my deceased husband, Dr. Charles Ward. Such residuary estate shall also consist of cash and other investments owned by me.

Clara C. Ward
CLARA C. WARD

ARTICLE VII.

A. Should any descendant of mine, having become entitled to an outright distribution of any of my property under the last preceding Article of this Will, be under the age of twenty-one (21) years, or be under any other legal disability, I direct that his or her share be delivered to my Trustee, hereinafter named, IN TRUST NEVERTHELESS, to be held in a separate trust until such descendant attains the age of twenty-one (21) years or until such descendant is removed from legal disability, at which time his or her property shall be delivered to him or her free of trust. During the term of any trust created hereunder the Trustee shall pay, apply or accumulate the income from each such separate trust estate to or for the use of the beneficiary thereof in such amounts and in such manner as the Trustee may determine in the Trustee's uncontrolled discretion taking into account the needs of the beneficiary for support, education, medical care, maintenance, and welfare. Said Trustee may also pay or apply such part or all of the principal in like manner if the income is not sufficient for the needs of the beneficiary for support, education, medical care, maintenance, and welfare. In the event that such beneficiary dies before attaining the age of twenty-one (21) years, the trust for such beneficiary shall be distributed to the Executor or Administrator of the estate of such deceased beneficiary.

B. The trust or trusts specified herein are intended to be within the definition of a "trust" as set forth in the Uniform Trustees' Powers Act, Chapter 372, Mississippi Laws of 1966 (Section 91-9-101, et seq., Mississippi Code of 1972), and the said Trustee shall have all of the powers afforded to trustees in and by the terms and provisions of said statute, as now or hereafter amended, reference to which statute is hereby made for all purposes.

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c. None of the beneficiaries hereunder shall have any power to charge by way of anticipation any interest given to such beneficiary; and all sums payable to such beneficiaries hereunder shall be free and clear of the debts, contracts, alienations and anticipations of the beneficiaries, and of all liabilities, levies, attachments, and proceedings of whatsoever kind, at law and equity, and in the case of a married person, free from control of such person's spouse.

ARTICLE VIII.

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

ARTICLE IX.

I hereby nominate, constitute and appoint my son, LEE EDWARD COKER, as Executor of this my Last Will and Testament. Should my son, LEE EDWARD COKER, be unable or unwilling to serve as Executor either before or after entering upon such duties, I hereby appoint my son-in-law, BRYANT HORNE, as alternate Executor of this Will. I hereby appoint LEE EDWARD COKER and BRYANT HORNE, or the survivor thereof, as Trustees of any and all trusts as created under this Will. Should either be unable or unwilling to serve as Trustee either before or after entering upon such duties, I hereby appoint the parent of each trust beneficiary as successor Co-Trustee of any and all trusts as created under this Will. I hereby relieve my said Executor, my alternate Executor, my Trustees and my successor Co-Trustees from giving bond, from having an appraisal made of my

Clara C. Ward
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estate and of making or filing any reports, returns or accountings of any kind or character to any Court or other tribunal.

During the period of administration thereof, my estate shall be considered a trust within the meaning of the said Uniform Trustees' Powers Act, reference to which is again hereby made, and my Executor shall have all of the powers afforded to trustees in and by the terms and provisions of said statute, as now or hereafter amended.

In addition to the powers afforded to my said personal representative by the Uniform Trustees' Powers Act, I specifically give and grant to my Executor the following powers, by way of illustration and not of limitation:

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

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

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

ARTICLE X.

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

Clara C. Ward
CLARA C. WARD

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B. The term "Executor" as used herein shall be deemed to refer to my Executor and my alternate Executor. The term "Trustee" as used herein shall be deemed to refer to any Trustees or successor Co-Trustees.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 8 pages on the 24 day of Feb, 1992.

Clara C. Ward
CLARA C. WARD

WITNESSES:

Jay J. Martin III
Renée M. Dean

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by CLARA C. WARD as her Last Will and Testament, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 24th day of February, 1992.

Jay J. Martin III
Renée M. Dean

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF Hinds

We, Jay A. Travis III and Rence M Dean, on oath state that we are the subscribing witnesses to the attached written instrument dated the 24th day of February, 1992, which has been represented to us to be the Last Will and Testament of Clara C. Ward ("Testatrix"), who indicated to us that she is a resident of and has a fixed place of residence in the City of Jackson, County of Hinds, State of Mississippi. On the execution date of the instrument, the Testatrix, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

DATED this 24th day of February, 1992.

Jay A. Travis III

Rence M. Dean

Subscribed and sworn to before me on this the 24th day of February, 1992.

April C Butler

NOTARY PUBLIC

My Commission Expires:

My Commission Expires August 18, 1994

ITEM IV.

I give and bequeath to my wife, NAOMI, if she survives me, my automobiles, clothing, books, jewelry, sport equipment and other personal effects, as well as any interest I may own in the furniture, furnishings, ornamental decorations, silverware, china, pictures, linens, glassware and the like located in our home. If my wife does not survive me, I bequeath these items of personal property to my children, in equal shares per stirpes.

ITEM V.

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

conveyed in kind to satisfy the devise and bequest under this Item shall be valued for this purpose at its value as of the date or dates of distribution. It is my intention to convey by this bequest the maximum portion of my estate which, at the time of my death, is exempt from the federal transfer tax because of the application of the federal estate tax unified transfer credit and the state death tax credit.

ITEM VI.

A. If my wife, NAOMI, survives me, I give, devise and bequeath to JOHN T. WATKINS, of West Point, Mississippi, and HUGH C. MONTGOMERY, JR., of Jackson, Mississippi, as Co-Trustees for my wife, all the rest and residue of my estate. For convenience, the Co-Trustees shall be referred to as "Trustee."

B. The Trustee shall hold, manage, invest and reinvest the trust property and, commencing with the date of my death, pay to or apply for the benefit of my wife all the net income of this trust. These income payments shall be made to my wife in convenient installments, at least quarter-annually.

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

D. My wife shall have the right to disclaim all or any part of her interest in any property which I have devised or bequeathed to her, whether outright or in trust, provided she shall do so

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. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be timely filed in the Court in which my estate is being probated. If my wife disclaims in whole or in part, the property in which she disclaims her interest shall be distributed to my children, in equal shares per stirpes.

E. In addition to all the net income and to so much of the principal that the Trustee may from time to time pay to or apply for her, my wife shall have the right to demand and to receive from the trust during any one calendar year up to but not more than Fifteen Thousand Dollars (\$15,000.00) of the principal of this trust. Any such demand shall be made by written instrument signed by my wife and delivered to the Trustee. In the event of such payment of principal to my wife, her receipt therefor shall be complete acquittance to the Trustee. This right of my wife to demand principal shall not be accumulative from one year to another.

F. Upon the death of my wife any undistributed income of the trust shall be paid to my wife's estate or as she appoints by her Last Will and Testament. The entire remaining principal of this trust shall be paid over and distributed to the "John T. Young Family Trust" provided for in Item VII of this Will and shall be held, administered and disposed of in accordance with the terms of that trust.

G. Notwithstanding any of the foregoing, unless my wife directs otherwise by her Will, the Trustee shall first pay from the principal of this trust, directly or to the legal representative of my wife's estate as the Trustee deems advisable, the amount by

which the estate and inheritance taxes assessed by reason of the death of my wife shall be increased as a result of the inclusion of this trust in her estate for such tax purposes. The Trustee's selection of assets to be sold to pay that amount, and the tax effects thereof, shall not be subject to question by any beneficiary.

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

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

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

K. This trust shall be designated and known as the "Naomi J. Young Trust."

L. If my wife shall not survive me, then I devise and bequeath the residue of my estate to the "John T. Young Family Trust" provided for in Item VII of this Will to be held, administered and disposed of according to the terms of that trust.

ITEM VII.

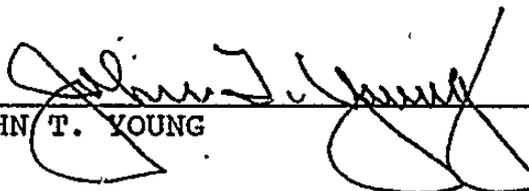
From the assets conveyed by Item V hereof, my Executor shall pay any and all estate and inheritance taxes payable by my estate. The remainder of those assets shall be held by JOHN T. WATKINS, of West Point, Mississippi, and HUGH C. MONTGOMERY, JR., of Jackson, Mississippi as Co-Trustees, under the terms hereafter set forth, for the benefit of my wife and my children. For convenience, the Co-Trustees shall be referred to as "Trustee." The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

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

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

C. In making distributions of income and principal, I direct the Trustee to consider my wife as the primary beneficiary of this trust and to consider her needs above those of my children. If possible, the Trustee shall see that my wife has sufficient funds to enable her to continue the standard of living to which she is accustomed at the time of my death. Before making distributions of income or principal to my children, the Trustee shall counsel with my wife to determine the needs of the beneficiaries.

D. In making expenditures of income and principal to or for the benefit of my children, while it is my desire that my children



JOHN T. YOUNG

be treated impartially and without favoritism, nevertheless realizing that their needs may vary, I specifically direct that the Trustee need not treat them with equality. The Trustee shall be impartially guided by the needs of each of my children as those needs present themselves. Insofar as practicable, the Trustee shall afford to each of my children funds necessary to satisfy those needs. I give this broad discretion to the Trustee so that the Trustee may act at all times in the best interest of all of my children as the Trustee may, in the Trustee's discretion, deem advisable.

E. Upon the death of my wife, or if she shall not survive me, upon my death, the Trustee shall divide the assets of this trust into two equal and separate shares and shall distribute outright and free of trust one such share to each of my children who are then living. If either of my children is not living at the time this distribution is required, my deceased child's share of the trust estate shall be retained in trust for the benefit of that deceased child's then living children. The net income and principal of the trust shall be distributed among such surviving children in such proportions and at such intervals as the Trustee determines advisable for the education, support, maintenance and health of such children. While equal distributions between such children shall not be required, distributions shall be equal except in unusual circumstances. The assets of the trust shall be distributed to such children, in equal shares, when the youngest of such children attains the age of twenty-one (21) years. If my deceased child leaves no surviving children, that deceased child's trust estate shall be distributed outright to my other child (or to the trust for her surviving children).

F. None of the principal or income of this trust shall be liable for the debts or obligations of any beneficiary or be

subject to seizure by creditors of any beneficiary. The beneficiaries have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of their interest in the trust funds or the income produced from the funds.

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

H. This trust shall be designated and known as the "John T. Young Family Trust."

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.

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

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

ITEM IX.

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

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

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

ITEM X.

A. No Trustee shall be required to enter into any bond as Trustee 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 (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. Either Co-Trustee may resign at any time by giving each of the beneficiaries of the trust (or his or her guardian) and the other Co-Trustee written notice specifying the effective date of such resignation. The notice may be sent by personal delivery or by registered mail.

C. If HUGH C. MONTGOMERY, JR., dies, resigns or becomes unable to serve as Co-Trustee, regardless of the cause; JAMES S. OVERSTREET, JR. of Jackson, Mississippi, shall serve as successor Co-Trustee in his stead. If JOHN T. WATKINS dies, resigns or becomes unable to serve as Co-Trustee, regardless of the cause, GARY HAMILTON of West Point, Mississippi, shall serve as successor Co-Trustee in his stead. If after being appointed as successor Co-Trustee either JAMES S. OVERSTREET, JR. or GARY HAMILTON dies,

resigns or becomes unable to serve, regardless of the cause, the remaining Trustee shall serve as the sole successor Trustee. Upon the death or resignation of all Trustees or successor Trustees herein named, DEPOSIT GUARANTY NATIONAL BANK, Jackson, Mississippi, shall serve as the sole successor Trustee.

D. The resignation of the 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, any remaining Co-Trustee and the beneficiaries may agree to waive a final accounting by the Trustee being replaced.

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

F. Any bank serving as Trustee shall receive reasonable compensation for its services based on its regular compensation schedule for administering trusts of this size and type. 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.

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

ITEM XI.

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

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

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

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

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

F. To merge and consolidate the assets of this trust with another trust if at the time of my death the Trustee herein named shall then be serving as Trustee of another trust created by me during my lifetime or by the terms of the Will of my wife, and if the beneficiaries are the same and the terms of that other trust are substantially similar to the trust created herein. The Trustee shall administer the two trusts as one if such consolidation shall result in more effective and efficient management of the two trusts.

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

H. To carry out agreements made by me during my lifetime, including the consummation of any agreements relating to the capital stock of corporations owned by me at the time of my death, and including the continuation of any partnership of which I may be a member at the time of my death whether the terms of the partnership agreement obligate my estate or my personal

representative to continue my interest therein, and to enter into agreements for the rearrangement or alteration of my interests or obligations under any such agreements in effect at the time of my death.

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

ITEM XII.

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

ITEM XIII.

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

B. I direct that neither my Executor nor any successor Executor shall be required to make any bond as Executor. To the

extent permissible by law, I waive the requirement that my Executor or any successor Executor be required to make a formal appraisal, provide an inventory or file an accounting for my estate with any court.

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

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

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

F. In order to avoid depreciation in value of the interests or losses to my estate or my business associates, my Executor shall

have authority to continue any business operations in which I am engaged at my death for the time permitted by law. My Executor may continue to act as a partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable.

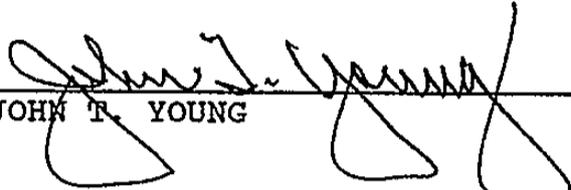
G. I specifically authorize my Executor to borrow such funds as may be necessary to pay my debts, administration expenses, and taxes of my estate; and to pledge such of my property, real or personal, as may be necessary to secure such loan. However, my Executor shall not pledge any property specifically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

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

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

J. My Executor shall have all power and authority given to the Trustee in Item XI hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 18 pages on the 11th day of September, 1991.



JOHN T. YOUNG

WITNESSES:

Dandra Williamson

Caroline Willis

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by JOHN T. YOUNG as his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 11th day of September, 1991.

Dandra Williamson

Caroline Willis

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF LEE

We, Sandra Williamson and Caroline Willis, on oath state that we are the subscribing witnesses to the attached written instrument dated the 11th day of September, 1991, which has been represented to us to be the Last Will and Testament of JOHN T. YOUNG, who indicated to us that he is a resident of and has a fixed place of residence in the City of Maben, County of Webster, State of Mississippi. On the execution date of the instrument, the Testator, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this 11th day of September, 1991.

Sandra Williamson

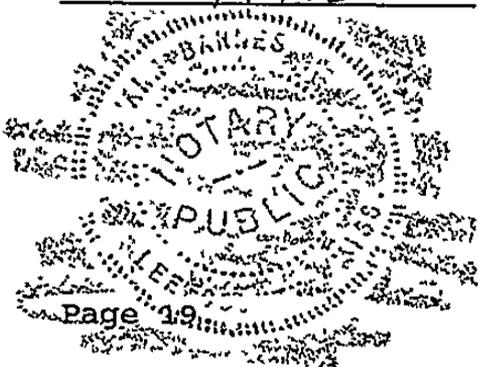
Caroline Willis

Subscribed and sworn to before me on this the 11th day of September, 1991.

Arthur Johnston
NOTARY PUBLIC

My Commission Expires:

6/9/93



MADISON COUNTY, MS THIS INSTRUMENT WAS FILED FOR RECORD JANUARY 25, 2007.

Book 41 Page 78
ARTHUR JOHNSTON, CC

BY: L. Jones DC.



MADISON COUNTY, MS

CODICIL TO
LAST WILL AND TESTAMENT OF
JOHN T. YOUNG

I, JOHN T. YOUNG, an adult resident citizen of Maben, Webster County, Mississippi, being of sound and disposing mind and memory do hereby make, publish and declare this instrument of writing to be a Codicil to the Last Will and Testament made by me on September 11, 1991.

I.

I hereby amend my said Last Will and Testament to add the following paragraph to Item IV:

I give and bequeath the sum of \$5,000.00 to WILLIE MAE JOHNSON of Maben, Mississippi. If she does not survive me, I give and bequeath this amount to her daughter, JANICE EDWARDS, of Maben, Mississippi.

II.

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

A. If my wife, NAOMI, survives me, I give, devise and bequeath to WILLIAM HARRISON of Clarksville, Tennessee, and GARY HAMILTON of West Point, Mississippi, as Co-Trustees for my wife, all the rest and residue of my estate. For convenience, the Co-Trustees shall be referred to as "Trustee."

Page 1.

FILED
THIS DATE
JAN 25 2007
ARTHUR JOHNSTON, CHANCERY CLERK
BY Arnes D.C.

John T. Young
JOHN T. YOUNG

III.

I hereby amend Item VII of my said Last Will and Testament by the deletion of the first paragraph of that Item and by the substitution of the following in its place:

From the assets conveyed by Item V hereof, my Executor shall pay any and all estate and inheritance taxes payable by my estate. The remainder of those assets shall be held by WILLIAM HARRISON of Clarksville, Tennessee, and GARY HAMILTON, of West Point, Mississippi as Co-Trustees, under the terms hereafter set forth, for the benefit of my wife and my children. For convenience, the Co-Trustees shall be referred to as "Trustee." The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

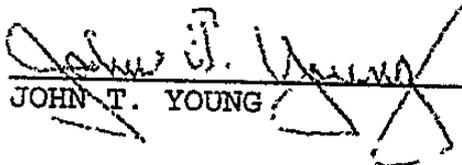
IV.

I hereby amend Item X of my said Last Will and Testament by the deletion of paragraph C of that Item and by the substitution of the following as paragraph C of Item X:

C. If either WILLIAM HARRISON or GARY HAMILTON should die, resign or become unable or unwilling to serve as Co-Trustee, the other of them shall serve alone as sole Trustee. If both of them should die or become unable or unwilling to serve, DEPOSIT GUARANTY NATIONAL BANK, Jackson, Mississippi, shall serve as sole successor Trustee.

V.

I hereby amend Item XIII of my said Last Will and Testament to delete the name of JOHN T. WATKINS as my successor Executor and to appoint GARY HAMILTON to serve as my successor Executor.


~~JOHN T. YOUNG~~

VI.

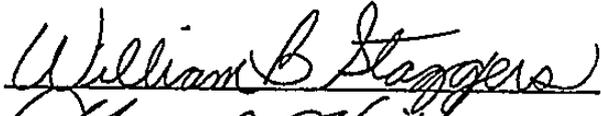
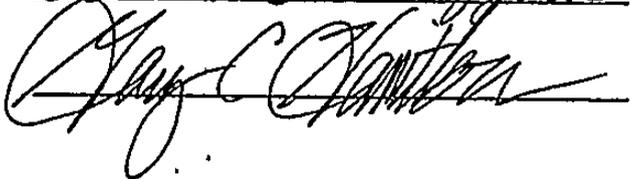
Except as changed by the above provisions, I republish, reaffirm and readopt my said Last Will and Testament of September 11, 1991.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this Codicil to my Last Will and Testament of September 11, 1991, consisting of 3 pages on the 22nd day of September, 1995.



JOHN T. YOUNG

WITNESSES:

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by JOHN T. YOUNG as a Codicil to his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other, hereto affixed our

signatures as subscribing witnesses thereto, this the 22nd day
of September, 1995.

William B Stagger
May C Veritto

PROOF OF CODICIL

STATE OF MISSISSIPPI

COUNTY OF WEBSTER

We, William B. Staggers and Gary C. Hamilton, on oath state that we are the subscribing witnesses to the attached written instrument dated the 22nd day of September, 1995, which has been represented to us to be a Codicil to the Last Will and Testament of JOHN T. YOUNG, who indicated to us that he is a resident of and has a fixed place of residence in the City of Maben, County of Webster, State of Mississippi. On the execution date of the instrument, the Testator, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be a Codicil to his Will, and requested that we attest to the execution thereof; whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this the 22nd day of September, 1995.

William B. Staggers
Signature of Witness
835 E. main Street
Street Address
West Point ms. 39773
City and State

Gary C. Hamilton
Signature of Witness
Oak Ridge Estates
Street Address
West Point, MS 39773
City and State

Subscribed and sworn to before me on this the 22nd day of September, 1995.



Lucy A. Lippencott
NOTARY PUBLIC

MADISON COUNTY, MS THIS INSTRUMENT WAS
filed for record JANUARY 25, 2007

Book 41 Page 97
ARTHUR JOHNSTON, CC

BY L. Jones DC

