

2008-046

LAST WILL AND TESTAMENT
OF
JOHN ELLIS MOFFITT, M D

FILED
THIS DATE
JAN 17 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D C

I, JOHN ELLIS MOFFITT, M D , an adult resident of Madison, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils

ITEM I.
Family

My Spouse's name is JENNIFER LYNN MOFFITT, herein referred to as "my Spouse." I have two (2) Children now living as follows:

- 1) KATHLEEN MARIE MOFFITT
- 2) DAVID ELLIS MOFFITT

ITEM II.
Fiduciaries

- A. Executor. I appoint my Spouse as Executor of my estate under this Will. In the event my Spouse is or becomes unable or unwilling to serve, I appoint VIRGINIA CRAWFORD, M.D. of Hattiesburg, Mississippi, to serve as successor Executor
- B. Family Trust. I appoint VIRGINIA CRAWFORD, M D of Hattiesburg, Mississippi, as Trustee of the Family Trust. In the event that VIRGINIA CRAWFORD, M.D. is or becomes unable or unwilling to serve, I appoint ELIZABETH ANN SHULTZ to serve as my successor Trustee, with DAVID BROWN of Asheville, North Carolina as successor to ELIZABETH ANN SHULTZ

- C. Children's Trust I appoint VIRGINIA CRAWFORD, M D. of Hattiesburg, Mississippi, as Trustee of any Children's Trust created in this Will. In the event that VIRGINIA CRAWFORD, M D. is or becomes unable or unwilling to serve, I appoint ELIZABETH ANN SHULTZ to serve as my successor Trustee, with DAVID BROWN of Asheville, North Carolina as successor to ELIZABETH ANN SHULTZ.
- D. Guardians. I appoint VIRGINIA CRAWFORD, M.D. of Hattiesburg, Mississippi, to serve as Guardian for any minor children that I may have, in the event that my Spouse has pre-deceased me. In the event that VIRGINIA CRAWFORD, M D. is or becomes unable or unwilling to serve, I appoint ELIZABETH ANN SHULTZ to serve as successor Guardian, with DAVID BROWN of Asheville, North Carolina, as successor to ELIZABETH ANN SHULTZ.

Protector Committee

- A. Members Each trust created herein shall have a Protector Committee (herein the "Protector Committee") The initial members shall consist of the income beneficiaries of any trust created herein or their guardians or custodians.
- B. Removal Provisions Any Trustee, or any successor Trustee, may be removed by and a successor Trustee appointed by a majority vote of the Protector Committee. In the event of the death, incapacity, or unwillingness to serve of a committee member, the remaining committee members shall select a replacement. The removal of a Trustee or successor Trustee and the appointment of a successor

Trustee shall be effective upon written notice to the Trustee or successor Trustee removed or appointed

ITEM I.
Executor's Duties

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

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

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

If property is included in my estate which may otherwise qualify, if it passes to a qualified heir, for valuation for federal estate tax purposes under Section 2032A, and my Executor has the discretion to allocate and distribute such property in satisfaction of devises or bequests herein, my Executor shall, in exercising such discretion, allocate and distribute such property to persons or trusts who will be qualified heirs so as to qualify the property for valuation pursuant to Section 2032A.

I specifically authorize my Executor to allocate any of my available generation-skipping tax exemptions from the federal generation-skipping tax as allowed by Section 2631 to any property of which I am deemed to be the transferor under Section 2652(a), including any property not in my probate estate and any property transferred by me during life as to which no allocation of the exemption was made prior to my death.

My Executor shall have the authority to disclaim or renounce any interest in property, in whole or in part, including any power with respect to property and including

an undivided interest in property transferred to me or to my estate. Any disclaimer by my Executor shall be made in writing stating specifically the property or interest disclaimed and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder of the legal title to the property to which the interest relates. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518.

My Executor shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid depreciation in value of the interests or losses to my estate or associates. My Executor may continue to act as partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable.

I specifically authorize my Executor to sell, without the necessity of court approval, any stock held by my estate to any corporation or shareholder under the terms of any stock agreement or stock purchase agreement to which I was a party during my lifetime.

I specifically authorize my Executor to borrow such funds as may be necessary to pay my debts and administration expenses and taxes of my estate and to pledge such of my property, real or personal, as may be necessary to secure such loan, provided, 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 may distribute such property at its value net of such loan in satisfaction of any bequest herein.

In addition, my Executor shall have all of the powers provided to a Trustee herein and as provided under the Uniform Trustees' Powers law of Mississippi as it now exists or may hereafter be amended

ITEM II
Death of the Testator

- A. Personal Property Statement The Testator may leave a signed written statement (herein the "Statement") designating certain tangible personal property to go to certain persons at the Testator's death. The Statement should be (but is not required to be) attached to the Last Will and Testament of the Testator. Upon such death, my Executor shall distribute such property to the persons designated in the Statement to receive such property
- B. Taxes and Expenses. Assets distributed under the prior provisions of this ITEM shall not be burdened with any transfer taxes or estate or trust expenses
- C. Division of Assets. Upon the death of the Testator, the Executor shall divide the remaining assets as provided for below and shall allocate assets as provided herein.

ITEM III

Family Share and Marital Share

Upon my death, the remaining assets passing under this Will, along with my other assets constituting part of my gross estate and which are held in the form of Qualified Benefits (hereinafter defined), the amounts of which will pass to my Spouse or the

Family Trust under the provisions of a Beneficiary Designation Form with respect to such account, (the "residue"), shall be divided into shares to be held or disposed of as hereinafter provided. The values referred to in this ITEM are the values as finally determined for federal estate tax purposes

A. Division into Shares If My Spouse Survives Me If my Spouse survives me, the property constituting the residue shall, as soon as practicable after my death, be divided into two fractional shares, one of which is referred to as the Family Trust Share and the other as the Marital Share

1. Family Trust Share and Marital Share The Family Trust Share shall consist of that fractional share of the residue as determined by a fraction, the numerator of which is the maximum amount which can be included in the Family Trust Share without causing any federal estate tax to be payable by my estate, after giving effect to the exercise or proposed exercise of tax elections. The denominator is the value of the residue. The Marital Share shall consist of the remaining fractional share of the residue. Notwithstanding the foregoing, all property with respect to which a marital deduction cannot be obtained by election or otherwise shall be allocated to the Family Trust Share. For the purpose of this paragraph, any federal estate tax payable by my estate shall be determined by taking into account the credit for state death taxes only to the extent that state taxes are not thereby increased. Notwithstanding the foregoing, all property with respect to which a marital deduction cannot be obtained by election or otherwise shall be allocated to the Family Trust Share. I recognize that this formula could

result in an allocation of all of the residue to the Family Trust Share and none of the residue to the Marital Share

2 Funding of Marital Share and Family Trust Share. I may designate a trust as the beneficiary of one or more individual retirement accounts; qualified pension, profit sharing, stock bonus, Keogh, or other retirement plan benefits; section 403(b) annuities; or similar benefits or rights under other arrangements that will be subject to income taxation after my death ("Qualified Benefits"). I direct that any Qualified Benefits receivable by such trust shall be allocated to the Marital Share to the greatest extent possible and that such Qualified Benefits shall be allocated to the Family Trust Share only to the extent necessary to fund the Family Trust Share in accordance with the provisions of paragraph (A)(1) of this Item. If less than all of the Qualified Benefits are allocated to the Marital Share, then, notwithstanding any other provision of this Will, my Spouse shall have the right to designate which of the Qualified Benefits, or portions thereof, shall be allocated to the Marital Share. The purpose of this provision is to allocate to the Marital Share those benefits that my Spouse is permitted to rollover for income tax purposes.

3 Qualification for Spousal Rollover. The Qualified Benefits, or portion thereof, allocated to the Marital Share shall vest in my Spouse immediately upon my death, it being my intent to treat my Spouse in the manner my Spouse would have been treated if my Spouse, and not a trust, had been named the direct beneficiary thereof. My Trustee and Executor, regardless of any adverse interest, shall construe all provisions of this Will and the Trusts herein which may require

construction in order that my Spouse may become and remain entitled to rollover any Qualified Benefits allocated to the Marital Share. My Trustee and Executor are authorized to adopt, agree to, or acquiesce in such construction hereof as my Trustee may from time to time deem necessary or advisable in order to qualify the Qualified Benefits for such rollover by my Spouse. No power granted to my Trustee shall be exercised or exercisable in a manner inconsistent with my overriding intent that Qualified Benefits allocated to the Marital Share shall be qualified for such rollover.

B. Division of Residue If My Spouse Is Not Living at My Death If my Spouse does not survive me, the residue shall pass as provided in ITEM VII Paragraph D below.

ITEM III

Family Trust

The assets allocated to the Family Trust Share shall fund the Family Trust. This trust shall be for the benefit of my Spouse, my Children and my Grandchildren. If property passes to this trust which my Spouse or any other beneficiary has disclaimed under Section 2518 of the Internal Revenue Code, that beneficiary shall be treated as if deceased on the date of that disclaimer and shall cease to be a beneficiary of this trust, but the Children of that beneficiary shall continue as beneficiaries.

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

Federal estate taxes payable by reason of my death. Notwithstanding the foregoing provisions, no estate taxes shall be apportioned or charged to any individual retirement accounts; qualified pension, profit sharing, stock bonus, Keogh, or other qualified retirement plan benefits; section 403(b) annuities; or similar benefits or rights under other arrangements that will be subject to income taxation after my death ("Qualified Benefits") I recognize the possibility that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections. Each bequest under my Will, whether such bequest is specific or residual, shall be charged with the payment of its proportionate part of Mississippi and federal estate taxes payable by reason of my death including interest and penalties thereon as provided for under Mississippi Code Annotated §27-10-1, et seq., except that in allocating the estate taxes among the beneficiaries, any lifetime gift made by me or my Spouse to a beneficiary, which would be an adjusted taxable gift on my estate tax return or my Spouse's estate tax return shall be taken into account and treated as if such gift (valued at the time of gift) is a part of the bequest to such beneficiary under this Will. As provided in Sections 2206, 2207, 2207A and 2207B, and under the Mississippi apportionment Statute, except with respect to my Qualified Benefits, my Executor shall have the right to recover the appropriate amount of estate taxes from the recipient or recipients or property which is included in my gross estate for federal estate tax purposes, and no provision herein shall be construed to waive such right of recovery.

The Trustee shall hold, administer, and distribute the assets of the Family Trust under the following provisions

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

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

C. Primary Beneficiary In making distributions of income and principal, I direct the Trustee to consider my Spouse as the primary beneficiary and consider such Spouse's needs above those of my Children and my Grandchildren. The Trustee shall see that my Spouse has sufficient funds to enable such Spouse to continue, if possible, such Spouse's accustomed standard of living at the time of my death. Before making distributions of income or principal to my Children or my Grandchildren, the Trustee shall counsel with my Spouse to determine the needs of these beneficiaries, but the decision of the Trustee shall be final as to the amounts and recipients of such distributions.

D. Death of Spouse After the death of the Testator and the Spouse of the Testator, the completion of the administration of both of their estates, and the discharge of both of their Executors, the balance of the trust assets, the Trustee shall divide into separate shares as provided hereafter:

1. Generation and Non-Generation Skipping Shares There shall be a Generation Skipping Share (known as the "GST" Trust) and a Non Generation Skipping Share (known as the Family Trust) The Generation Skipping Share shall be divided into a separate share with a separate trust for the Children of the Creator (Primary Beneficiary) and the Descendants of that Child. The trust for the Children of the Creator as the Primary Beneficiary shall be held for the life of the Child, after the death of that Child, the assets in trust shall be held and distributed for that Child's Children (being the Grandchildren of the Creator by such Child) as provided in ITEM IX. below The Non Generation Skipping Share shall be held, administered, and distributed as provided in Paragraphs A and B of this ITEM VII.

2. Lump Sum Distribution At the death of the Testator and the Spouse of the Testator, the Trustee shall distribute to the Children of the Testator one-third (1/3) of the assets of the Child's share of the Non-Generation Skipping Share outright and free from trust upon that Child attaining the age of twenty five (25) followed by another distribution of one-third (1/3) of the assets of the Child's share to be distributed upon attaining the age of thirty (30) and the balance of the trust assets to be distributed upon attaining the age of thirty-five (35). In the

intervals between distribution, income and principal shall be administered, and distributed as provided in Paragraphs A and B of this ITEM VII.

3 Death of the Children. If at the death of the Children of the Testator, such Child leaves no surviving descendants, that deceased Child's trust estate shall be paid over and added, in equal shares, to the siblings of the Testator and the nieces and nephews of the Testator to be divided in equal shares or their lineal descendants, Per Stripes.

4. Financial Responsibility and Gainful Employment. The Trustee shall consider the ability of a beneficiary to develop and implement a sound fiscal plan and to properly manage and invest his or her financial resources before exercising liberal discretion. The Trustee, in the Trustee's sole and absolute discretion, may retain net income, principal or both, in whole or in part, and to be conservative in exercising its discretion (i e for health, education, maintenance and support only) if a beneficiary should fail to satisfy the Trustee of his or her ability to develop and implement a sound fiscal plan and to properly manage and invest his or her financial resources and if a beneficiary is not gainfully employed and cannot provide independent support

5 Concern The Testator is concerned with the trend among people today to live beyond their means, rely upon consumer credit, and to neglect to save money for future needs. The Testator desires to motivate each beneficiary to develop and implement a plan of sound fiscal management that will assist him or her throughout his or her life and grant him or her a stable financial footing. The Testator also wishes to encourage the beneficiary to lead a responsible and fruitful

life, to be meaningfully employed, to broaden his or her perspective on the world, and to develop and strengthen family ties and relationships. While it is not the Testator's intent to be either rigid or binding with respect to distribution of trust assets to the beneficiary, the Testator specifically intends that the Trustee have the sole and absolute discretion to control distribution of trust property to the beneficiary.

6. . Independent Support "Independent support" shall be satisfied at such time as the beneficiary has been gainfully employed for a reasonable period in the Trustee's sole discretion immediately preceding the decision to exercise liberal discretion. The terms "gainful employment" and "gainfully employed" shall be construed to mean such full-time employment that produces sufficient net income to enable a beneficiary to contribute funds (exclusive of other sources of revenue) which are necessary to provide for basic independent care, support and maintenance, but not education. The Trustee, in its sole discretion, shall be the sole judge as to whether or not a beneficiary has satisfied the condition of gainful employment, and the Trustee may waive the fulfillment of said condition of gainful employment if the Trustee, in its discretion, determines that the beneficiary has been unable to satisfy said condition because he or she is a homemaker, at-home parent, caregiver, works for a charity part or full time, is retired, or similar factors. The Trustee may also take into account factors beyond a beneficiary's control such as physical illness, injury, and economic recession or depression.

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

F. Election of Beneficiaries. The Trustee shall permit each beneficiary to elect by written direction to the Trustee, at the time all or any portion of the beneficiary's trust is to be distributed to the beneficiary, to have such property remain in trust under the terms and provisions hereof for the balance of the beneficiary's life or until such time as such

beneficiary shall request that the trust assets, or any part thereof, be distributed to such beneficiary outright. In the event of the death of a beneficiary during the period in which the trust is so continued, the Trustee shall make immediate distribution of that beneficiary's trust assets to that beneficiary's estate.

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

H Subsequent Transfers. On any subsequent transfer of property to this trust by any person or under the will of any person, the transferor may designate which separate trust is to receive the property after the division of the trust into separate trusts under Paragraph B. In the event no such designation is made, the property will be divided equally among the separate trusts created hereunder.

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

J. Spouse's Remarriage My Spouse shall continue as a beneficiary of this trust, notwithstanding her remarriage subsequent to my death.

K. Designated Beneficiary This trust is intended to meet the requirements of a "designated beneficiary" under the rules of the Internal Revenue Service relating to retirement accounts and qualified plans. I have or will name this trust as a designated beneficiary of some or all of my retirement accounts and/or qualified plan accounts. The Trustee shall have the authority to split the trust created under this ITEM of the Will into separate trusts to allow this. The Trustee shall have the authority to withdraw funds held in such retirement or qualified plan accounts, and I direct the Trustee to withdraw from that part of my retirement accounts and/or qualified plan accounts of which this Trust is a designated beneficiary an amount sufficient to satisfy the minimum distribution requirements for retirement accounts and qualified plan accounts under Section 401(a)(9).

L. Name of Trust This trust shall be designated and known as the JOHN ELLIS MOFFITT FAMILY TRUST, and shall be referred to in this Will as the "Family Trust."

ITEM IV.

Marital Share

The assets allocated to the Marital Trust Share shall fund the Marital Trust. This trust shall be for the benefit of my Spouse.

The assets devised and bequeathed under this ITEM of my Will shall be charged with the payment of any funeral expenses, any expenses of my estate, and any other proper claims against my estate, which are deducted for federal estate tax purposes and which are allowed as deductions in finally determining the federal estate taxes payable by reason of my death. However, none of the assets constituting this trust shall be used for the payment of estate, inheritance or other death taxes payable by reason of my death.

The Trustee of the Marital Trust shall hold, administer, and distribute the assets of the Marital Trust as follows:

- A. Income Commencing with my death, the Trustee shall distribute to my Spouse, or apply for my Spouse's benefit, all of the trust net income. The net income shall be so distributed or applied in convenient installments, but at least annually.
- B. Principal. The Trustee may, in the Trustee's discretion, pay to my Spouse, or apply for my Spouse's benefit, as much of the principal of the trust as the Trustee deems desirable for my Spouse's education, support, maintenance, and health, including any hospital or other institutional care, and for the maintenance of my Spouse's accustomed standard of living. In the exercise of this discretion, the Trustee shall consider the needs of my Spouse and the funds available to my Spouse from other sources.
- C. Death of Spouse. Upon the death of my Spouse, any and all undistributed income of this trust shall be distributed to my Spouse's estate. The Trustee shall pay from the principal of this trust the increase in all estate, inheritance, transfer or other death taxes, including any interest and penalties thereon, imposed by any taxing authority on the death of my Spouse by reason of the inclusion in my Spouse's gross estate for the purposes of any such taxes, interest, and penalties of all or any part of the principal of the trust (such increase being the difference between all such taxes, interest, and penalties actually paid by reason of my Spouse's death and the taxes, interest, and penalties which would have been payable if such part or all of the principal of this trust had not been included in my Spouse's gross estate), provided, however, that such payments shall be made only from that portion of this trust which, without regard to the provisions of this paragraph, shall be includible in the gross estate of my Spouse for federal estate tax purposes. Such

payments shall be made either to the Executor or to the legal representative of the estate of my Spouse for payment by such Executor or legal representative of such taxes, interest, and penalties or directly to such taxing authorities as the Trustee, in the Trustee's sole and absolute discretion, shall determine. The Trustee may rely solely upon the written certification of the Executor or the legal representative of the estate of my Spouse as to the amount of such increase payable to each taxing authority, may pay any such increase in one or more installments, and shall have no duty or responsibility to make any further inquiry or take part in the determination or apportionment of such taxes, interest, and penalties. Upon making payment of such increase, as the same shall be finally determined, the Trustee shall have no further liability in connection therewith. Payment of such increase in such taxes, interest, and penalties shall fully discharge all liability of the trust for such taxes, interest, and penalties, it being my intention and direction that my Spouse not have any power to apportion additional taxes, interest, or penalties against this trust.

The remaining trust assets shall be distributed to the Trustee of the "John Ellis Moffitt Family Trust" created under ITEM VII of this Will, to be held, administered and distributed according to the terms of that trust, but the Trustee shall first pay from the principal of this trust, directly or to the legal representative of my spouse's estate as the Trustee deems advisable, the amount of all estate, inheritance, transfer or other death taxes, including any interest and penalties thereon, imposed by any taxing authority by reason of the death of my Spouse.

It is my intention to qualify the bequest hereunder for the marital deduction under Section 2056, if my Executor so elects, and any provision herein to the contrary shall be

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

I authorize my Executor to make the election under Section 2056(b)(7) to have this trust or any portion hereof treated as "qualified terminable interest property" for the purpose of qualifying for the marital deduction allowable in determining the federal estate tax upon my estate My Executor shall, in the sole discretion of my Executor, determine whether to elect, under the provisions of the Internal Revenue Code applicable to my estate, to have a specific portion (herein referred to as the "marital deduction portion") or all of this trust, treated as "qualified terminable interest property" for federal estate tax purposes. If an election is made as to less than all of this trust, the specific portion shall be expressed as a fraction, and the value of the marital deduction portion at any time may be determined by multiplying the value of this trust at that time by the fraction. Generally, I anticipate that my Executor will elect to minimize the estate tax payable by my estate However, I would expect that some consideration be given to the timing of my Spouse's death and mine and the computation of the combined estate taxes in our two estates, especially if my Spouse should die prior to the time the election is made The determination of my Executor with respect to the exercise of the election shall

be conclusive upon all affected persons. My Executor and the Trustee of this trust, as needed, may also, in their sole discretion, make a "Reverse QTIP" election as to part or all of this trust as provided in Section 2652(a)(3) to take full advantage of the my available generation-skipping tax exemptions. Neither my Spouse, nor any other person, shall have the right to appoint any part of the income or principal of the trust to any person other than my spouse prior to my Spouse's death. None of the assets constituting this trust shall be used for the payment of estate, inheritance or other death taxes payable by reason of my death

D. Name of Trust. This trust shall be known as the "John Ellis Moffitt Marital Trust."

ITEM V

Generation Skipping Trust

This trust shall be for the benefit of my Children and my Grandchildren. If property passes to this trust, which any beneficiary has disclaimed under Section 2518 that beneficiary shall be treated as if deceased on the day before the date of my death and shall not be a beneficiary of this trust, but the Children of that beneficiary shall continue as beneficiaries. The Trustee shall hold, administer, and distribute the funds of each trust created under this ITEM of my Will by the following provisions

A Income Distributions. The Trustee shall distribute, at least annually, to my Children and my Grandchildren (but not necessarily in equal shares) as much of the net income as the Trustee, in the Trustee's discretion, deems advisable for the education, support, maintenance, and health, including any hospital or other institutional care, of

these beneficiaries, and for the maintenance of their accustomed standard of living. These distributions shall be made in proportions and amounts and at such intervals as the Trustee determines. Any income not distributed shall be added to the principal and distributed in accordance with subsequent provisions.

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

C. Primary Beneficiary In making distributions of income and principal, I direct the Trustee to consider my Children as the primary beneficiary. The Trustee shall see that my Children has sufficient funds to enable such Children to continue, if possible, such Child's accustomed standard of living at the time of my death. Before making distributions of income or principal to my Grandchildren, the Trustee shall counsel with my Children to determine the needs of the beneficiary, but the decision of the Trustee shall be final as to the amounts and recipients of such distributions.

D Death of my Children At the death of a Child of the Creator, the Trustee shall divide the amount set aside to be distributed under the provisions of Paragraphs A, B, and C into as many separate and equal shares as shall be necessary to allot one such share for each of my then living Grandchildren. These trusts shall be known and designated by the

name of the Grandchild of the Testator who is the primary beneficiary thereof. These trusts shall be equal in amounts

E. Lump Sum Distributions. At the death of a Child of the Creator and when each Grandchild (being the children of the Creator by such Child) has attained the age of twenty-five (25), herein the Trustee shall distribute one-third (1/3) of such Grandchild's pro rata share of the Trust, outright and free from Trust, to such Grandchild at that date. When each Grandchild reaches the age of thirty (30), herein the Trustee shall distribute one-third (1/3) of such Grandchild's pro rata share of the Trust, outright and free from Trust, to such Grandchild at that date. When each Grandchild reaches the age of thirty (30), herein the Trustee shall distribute one-third (1/3) of such Grandchild's pro rata share of the Trust, outright and free from Trust, to such Grandchild at that date. As and when each Grandchild reaches the age of thirty-five (35), herein the Trustee shall distribute of balance of such Grandchild's pro rata share of the Trust, outright and free from Trust, to such Grandchild at that date.

F. Death of a Grandchild In the event of the death of my Grandchild, the balance in the trust of my deceased Grandchild shall be retained in trust for the benefit of my deceased Grandchild's then living Children (being my Great Grandchildren by the deceased Grandchild) Income and principal shall be distributed among such surviving Great Grandchildren as the Trustee determines in accordance with the directions and standards previously set forth in Paragraphs A and B. When each Child of such deceased Grandchild of mine (being my Great Grandchildren by the deceased Grandchild) attains the age of twenty-five (25), that Great Grandchild's pro rata share of the trust estate shall be distributed outright to such Great Grandchild, free and clear of any trust, at that time,

except that each then living Descendant of a deceased Grandchild of mine, upon attaining the age of twenty-five (25) years, shall take, Per Stirpes, the share the Grandchild would have taken if living. If at the death of my Grandchild, she leaves no surviving descendants, that deceased Grandchild's trust estate shall be paid over and added to the shares of my other Grandchildren, in equal shares, to be held, administered, and distributed in accordance with the provisions of such trusts or shall be distributed outright to a beneficiary who had previously reached the age to have received a distribution of his or her trust estate.

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

H Name of Trust This trust shall be designated and known by the name of the Grandchild of the Testator who is the primary beneficiaries thereof and shall be referred to herein as the "MOFFITT GST Trust "

ITEM XI

Remote Contingent Beneficiary Clause

In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, the trust assets shall be distributed among those persons who would inherit such assets had the Testators died intestate owning such property, as provided under the laws for descent and distribution in the State of Mississippi.

ITEM XII

Resignation or Removal of Trustee

A Trustee of any trust created in this Will may resign at any time by giving written notice, specifying the effective date of resignation, to the persons who are income beneficiaries of the trust and to the Investment Committee at that particular time. The notice may be made by personal delivery or sent by certified mail. A Trustee may be removed by, and a successor Trustee appointed by the Investment Committee. In any event, unless an individual is otherwise specifically designated in this Will, the successor Trustee shall be a bank possessing trust powers or a trust company. The resigning Trustee shall deliver all trust assets to the successor Trustee on the effective date of the resignation, and shall, within sixty (60) days of such date, submit a full and final accounting to the successor Trustee and to the income beneficiaries of the trust. Any successor Trustee shall be vested with all the rights, powers, duties, and discretions conferred upon the original Trustee.

ITEM XIII.

Distributions from Trust

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

the beneficiary by paying expenses directly. In any event, the Trustee shall require such reports and take such steps, as the Trustee deems requisite to assure and enforce the application of such distributions for the exclusive benefit of the beneficiary.

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

ITEM XIV.

Spendthrift Provisions

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

The Trustee of any trust created herein shall have the authority to distribute income or principal of the trust in cash or in kind. In making distributions of both principal and income, the Trustee may make a non pro rata distribution of property in kind. The judgment of the Trustee concerning values and purposes of such division or

distribution of the property or securities held in the trust shall be binding and conclusive on all interested parties. In making a division or distribution, the Trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed and may select assets to be allocated or distributed without regard to the income tax basis of the property

ITEM XV

Provisions During Administration

If at the time any distribution of trust assets from any trust created in this Will is required and a minor is entitled to a share thereof, including any distribution of vested property, the Trustee is directed to continue to hold the share of the minor in trust for the minor's benefit until such minor attains age twenty-one (21) years. Until distribution is made, the Trustee shall expend such part of the income and/or principal of the share belonging to the minor as the Trustee in the Trustee's discretion deems necessary to provide for the education, support, maintenance, and health of the minor

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

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

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

ITEM XVI.

Trustee's Powers

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

A. Allocations 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 principals of the laws of trusts. Further, all rights to subscribe to new or additional stocks or securities and all liquidating dividends shall be deemed to be principal. Notwithstanding the above, any proceeds of a qualified pension, profit sharing, stock bonus, Keogh or retirement plan, trust contract, account, annuity or bond, or

individual retirement account, or any non-qualified deferred compensation agreement, salary continuation agreement or similar arrangement, shall be treated as principal, except that any income earned from such proceeds following my death shall be treated as income.

B. Accounts. To place, in the discretion of the Trustee, trust funds on time deposit in savings accounts or certificates of deposit in any Trustee bank or any federally insured bank or federally insured savings and loan association

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

D. Encumber or Dispose of Property To sell, transfer, convey, mortgage, lease, and dispose of the trust property upon such terms and in such manner and for such amounts 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 any trust hereunder

- E. Merger of Trusts. To consolidate and merge any trust created hereunder with any other trust created by me or any other person, whether inter vivos or by Will, if the beneficiaries are the same and the terms of that other trust are substantially the same as this trust.
- F. Common Fund. To retain or invest trust assets in a common fund established by the Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi or in any investment account, mutual fund, or other investment vehicle offered, sponsored, or advised for a fee by any corporate Trustee, or any subsidiary, parent or affiliate of such corporate Trustee or any successor or assign, or subsidiary, parent or affiliate of any successor or assign, for such corporate Trustee.
- G. Unanticipated tax liability. To surrender, disclaim, release, relinquish, or amend, after providing written notice to the income beneficiaries, all or any portion of any administrative provision of any trust created herein which causes or may cause adverse or unanticipated tax liability to my estate, the trust, the Trustee, or the beneficiaries.
- H. Hold Investments. To hold investments in the name of a nominee.
- I. Receive Property. To receive property conveyed to the trust by any person, and to hold, administer, and distribute the property in accordance with the terms of the trust.
- J. Business Transactions. To participate in any reorganization, recapitalization, merger, or similar proceeding affecting any corporation or partnership, the securities of which or interests in which are held in trust

K. Retain Experts To retain such experts, including specialized investment counsel, appraisers, accountants, and attorneys, as the Trustee deems appropriate for advice in the selection, maintenance, and disposition of trust assets and to pay the fees of any such experts as well as all expenses incurred in the acquisition, storage, maintenance, and delivery of such assets.

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

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

N. Oil and Gas Interests To retain any interest in oil, gas or other mineral resources received from any source and to acquire and retain other interests in oil, gas or mineral resources; to execute as to those interests any agreements, assignments, contracts,

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

O. Termination of Trust To terminate any trust created herein without court order, if the Trustee has determined in such Trustee's sole discretion, that either (a) the market value of a trust is less than One Hundred Fifty Thousand Dollars (\$150,000.00) and that, in relation to the costs of administration of the trust, the continuance of the trust pursuant to its existing terms will defeat or substantially impair the accomplishment of the purposes of the trust, or (b) the trust no longer has a legitimate purpose or that its purpose is being thwarted with respect to any trust in any amount Upon the termination of any trust, the Trustee shall provide for the distribution of the trust property, including principal and undistributed income, to the beneficiaries in a manner, which conforms as nearly as possible to the intention of the Testator or such trust.

ITEM XVII

Trustee Compensation

The Trustee shall be entitled to receive reasonable compensation for the Trustee's services hereunder. Such compensation for a corporate Trustee shall be determined in accordance with its schedule of compensation established from time to time by the Trustee's Trust Department for the administration of trusts of a character similar to this trust. Such compensation may be collected periodically by the Trustee and shall be shown in the Trustee's annual accounting.

ITEM XVIII

Simultaneous Death

If my Spouse and I die simultaneously, or under circumstances, which make it difficult to determine which died first, I direct that the female of us be deemed to have survived 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 XIX.

Disclaimers

My Spouse, or the Executor or Administrator of my Spouse's estate if my Spouse is deceased, shall have the right to disclaim any interest, or part thereof, in any property which I have devised or bequeathed to my Spouse. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest

disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor. If my Spouse or any other person disclaims any portion of a bequest, the property disclaimed shall be distributed to the Trustee of the Family Trust created under this Will as if my Spouse is not living at the time of my death and is to be held, administered, and distributed as provided herein.

ITEM XX.

Contest by Beneficiary

In the event that a beneficiary under this Will contests this Will in a court of law and is unsuccessful, then any distribution to that beneficiary under this Will shall lapse and that beneficiary shall be deemed to have predeceased me. A contest in a court of law triggering this provision shall include issues relating to my competency; whether I was unduly influenced; the reasonableness of distributions; interpretations of the provisions by the Trustee; and other matters presented to the court by the beneficiary.

ITEM XXI

Environmental Provisions

D. Authorization The Trustee is authorized to take any action and expend any amounts from the trust estate that the Trustee deems advisable, in the Trustee's sole and absolute discretion, for the purposes of complying with all environmental laws and regulations and preventing, correcting, managing, studying, sampling, monitoring, or investigating any environmental problem, whether currently existing or subsequently arising (including, but not limited to, any release or threatened release of any contaminant

into the indoor or outdoor environment), existing on, at, under or in connection with any property held in the trust, including, but not limited to, real property owned or operated directly by the trust and real property owned or operated by a closely held corporation or by a general or limited partnership in which the estate has an ownership or management interest (collectively, "Environmental Actions").

E. Application This power shall apply to any and all situations in which any governmental authority or third party has in any manner requested or required Environmental Actions, and any and all situations where the Trustee has identified a potential or existing environmental problem for which, in the Trustee's sole and absolute discretion, Environmental Actions should be taken to avoid actual or potential loss to the trust estate, even though no request or requirement for any Environmental Actions has been received from a governmental authority or third party. Such power to expend trust estate funds shall extend to the exhaustion of the entire trust estate if the Trustee deems it advisable, in the Trustee's sole and absolute discretion.

ITEM XXII.

S Corporation Stock

A. General. In the event that stock of an S corporation is conveyed into trust herein, the Trustee shall separate the trust into separate parts (as described in Section 663(c) of the Code) to create a Qualified Subchapter S Trust under Section 1361(d)(3)(A) of the Code or an Electing Small Business Trust under Section 1361(e)(3) of the Code. The Trustee shall make the applicable elections and request any other needed parties to so elect in order to maintain the S corporation's S corporation status. Any provision

contained herein that is contrary to the creation and the qualification of a separate part of the trust containing the S corporation stock as a Qualified Subchapter S Trust or Electing Small Business Trust shall be subservient to this provision

B Qualified Subchapter S Trust. Each Qualified Subchapter S Trust shall have the following limitations or additions in addition to other terms stated herein:

1. During the life of the current income beneficiary, there shall be only one (1) income beneficiary of the trust.
2. Any corpus distributed during the life of the current income beneficiary may be distributed only to such beneficiary.
3. The income interest of the current income beneficiary in the trust shall terminate on the earlier of such beneficiary's death or the termination of the trust.
4. Upon the termination of the trust during the life of the current income beneficiary, the trust shall distribute all of its assets to such beneficiary.
5. All of the income (within the meaning of Section 643(b) of the Code) shall be distributed currently to one (1) individual who is a citizen or resident of the United States
6. A substantially separate and independent share of a trust within the meaning of 663(c) of the Code shall be treated as a separate trust.
7. These provisions shall override any other provisions in a trust holding S stock, but the other provisions shall apply to the extent consistent.
8. These provisions shall automatically conform to amendments under the Code so as to be or continue to be a Qualified Subchapter S Trust.

C. Electing Small Business Trust Each Electing Small Business Trust shall have the following provisions:

1. The term "Electing Small Business Trust" means any trust if
 - a. Such trust does not have as a potential current beneficiary, as defined in section 1361(e)(2) of the Code, an organization described in paragraph (2), (3), (4), or (5) of section 170(c) of the Code unless such organization is also described in section 501(c)(3) of the Code and exempt from tax under section 501(a) of the Code,
 - b. Such trust does not have as a beneficiary any person other than (i) an individual, (ii) an estate, or (iii) an organization described in paragraph (2), (3), (4), or (5) of Section 170(c) of the Code,
 - c. No interest in such trust was acquired by purchase (the term "purchase" means any acquisition if the basis of the property acquired is determined under Section 1012 of the Code), and
 - d. An election under Section 1361(e) of the Code applies to such trust.
2. The term "Electing Small Business Trust" shall not include
 - a. Any qualified subchapter S trust (as defined in Section 1361(d)(3) of the Code) if an election under Section 1361(d)(2) of the Code applies to any corporation the stock of which is held by the trust,
 - b. Any trust exempt from tax under this Code, and
 - c. Any charitable remainder annuity trust or charitable remainder unitrust (as defined in section 664(d) of the Code)

3. For the purposes of this section, the term "potential current beneficiary" means, with respect to any period, any person who at any time during such period is entitled to, or at the discretion of any person may receive, a distribution from the principal or income of the trust. If a trust disposes of all of the stock which it holds in an S corporation, then, with respect to such corporation, the term "potential current beneficiary" does not include any person who first met the requirements of the preceding sentence during the 60-day period ending on the date of such disposition.

4. An election to be an Electing Small Business Trust shall be made by the Trustee. Any such election shall apply to the taxable year of the trust for which made and all subsequent taxable years of such trust unless revoked with the consent of the Secretary of the Internal Revenue Service.

5. The applicable provisions in the trust shall apply to the extent not in conflict with the provisions in this paragraph; any provisions in the trust inconsistent with this paragraph shall not apply.

D. Code Changes. The provisions in this ARTICLE shall be automatically amended to conform with changes in the Code

ITEM XXIII.

Definitions

"Singular" terms shall include the plural; "Plural" terms shall include the singular. A defined term may or may not be used herein. Capitalized terms in the Will shall have the definitions stated herein or as stated below:

- A. "ITEM" means the greatest subdivision of the Last Will and Testament
- B. "Children," "Grandchild," or "Descendant" shall include an adopted child, grandchild, or descendant if under the age of eighteen (18) years at the time of adoption and shall include a child, grandchild, or descendant born after the date of this Agreement "Descendant" shall include a Child, Grandchild, and any person hereafter born to any descendant of the Testators.
- C. "Lineal Descendant" means issue including a Child, Grandchild, and any person hereafter born to any descendant of the applicable person. A person in the direct line of descent.
- D. "Code" means the Internal Revenue Code of 1986, as amended.
- E. "Testator" means the person signing this document declaring it to be the Testator's Last Will and Testament. The Testator is an adult.
- F. "Executor" means the person appointed to administer an estate by a court with jurisdiction including the remaining in Section 2203 of the Internal Revenue Code and shall include, if no Executor or Administrator is appointed, any person in actual or constructive possession of property of the decedent.
- G. "Internal Revenue Code" or "Code" means the Internal Revenue Code of 1986, as amended or corresponding provisions of future law.
- H. "Mississippi Code" means the Mississippi Code of 1972, as amended
- I. "Paragraph" means the next greatest subdivision of the Last Will and Testament after an ITEM
- J. "Personal Representative" means the Executor of an estate, the Trustee of a revocable trust, an Agent under a power of attorney or other applicable person with the

legal right to take action on or on behalf of the applicable person.

K. "Per Stirpes" means a disposition of property to a named person or class of persons (a First Generation Person) If a First Generation Person (so named or identified) is not living, the interest of that First Generation Person passes to that First Generation Person's children (the Second Generation Persons) in equal shares; if a Second Generation Person is not living, the interest of that Second Generation Person passes to the Second Generation Person's children (the Third Generation Persons) in equal shares. This disposition pattern continues as needed. Property left Per Stirpes in trust for the benefit of a person would be held for the benefit of that person, who would become the Primary Beneficiary for that trust, and at the Primary Beneficiary's death pass to that person's descendants.

L. "Primary Beneficiary" means the beneficiary for whom a trust is created although that trust may also include that beneficiary's descendants. For example in the case of a Testator leaving property to a trust for a Child of the Testator, the Primary Beneficiary of that trust would be that living Child.

M. "Spouse" means the person legally married to an applicable party and not a party to any action of divorce. A person who is a party to any action of divorce with the Testator or a Descendant of the Testator or becomes divorced from the Testator or a Descendant of the Testator shall cease to be included in the definition of Spouse. However, a person married to the Testator or a Descendant of the Testator shall continue to be qualified as the Spouse of the applicable party, if such person was married to the Testator or a Descendant of the Testator and not a party to a divorce at the time of the death of the Testator or a Descendant of the Testator.

N. "State" means Mississippi, unless property in the Last Will and Testament is subject to the laws of another jurisdiction and in that case State of that applicable jurisdiction for that property only. In the event of a conflict as to the State, State shall mean the State of Mississippi.

O. "State Death Tax Credit" means the credit allowable to the estate of the Testator under Section 2011 of the Code.

P. "Subdivision" means the greatest subdivision of an ITEM.

Q. "Trustees" means the Trustee then qualified and acting and shall include an individual Trustee, corporate Trustee, or any successor Trustee. In referring to the Trustee, any neuter terminology also includes the masculine and feminine or vice versa and any reference in the singular shall also include the plural or vice versa.

R. "Unified Credit" means the credit pursuant to Section 2010 of the Code.

S. "Unified Credit Exclusion" means the amount sheltered from federal gift and estate tax pursuant to Section 2010 of the Code.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this, the 3rd day of January, 2006.

John Ellis Moffitt

 JOHN ELLIS MOFFITT

This instrument was, on the day and year shown above, signed, published, and declared by JOHN ELLIS MOFFITT to be such person's Last Will and Testament in our presence, and we, at such person's request, have subscribed our names as witnesses in such person's presence and in the presence of each other.

Dena A. Love

Witness

5 River Bend Place, Suite A.

Flowood, MS 39232

Address

Warren L. Barnett

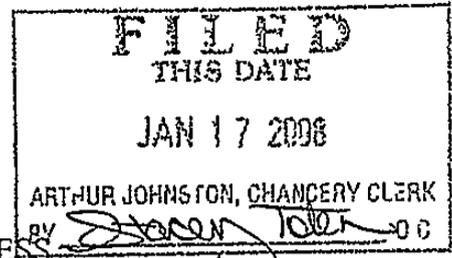
Witness

5 River Bend Flowood MS 39232

Address

STATE OF MISSISSIPPI

COUNTY OF RANKIN

AFFIDAVIT OF SUBSCRIBING WITNESS

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

That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of JOHN ELLIS MOFFITT, M D, personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 3rd day of January, 2006

(2) That on the 3rd day of January, 2006, the said JOHN ELLIS MOFFITT, M D, signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of HARRIS H BARNES, III, the other subscribing witness to said instrument.

(3) That the said JOHN ELLIS MOFFITT, M D, was then and there of sound and disposing mind and memory, and above the age of twenty-one (21) years

(4) That this affiant, together with HARRIS H BARNES, III, 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 JOHN ELLIS MOFFITT, M D, and in the presence of each other.

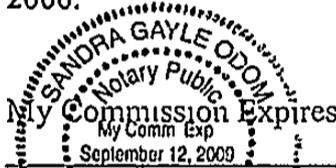
Dena A. Love

Dena A Love

SWORN TO AND SUBSCRIBED BEFORE ME, this the 16 day of January, 2006.

Sandra Gayle Odom

Notary Public



HARRIS H. BARNES, III (MSB 2018)
BARNES, BROOM, DALLAS AND McLEOD, PLLC
5 River Bend Place, Suite A
Flowood, Mississippi 39232-7618
Telephone. (601) 981-6336
ATTORNEY

FILED
THIS DATE
JAN 17 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY: Sandra Taylor D.C.

STATE OF MISSISSIPPI
COUNTY OF RANKIN

AFFIDAVIT OF SUBSCRIBING WITNESS

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

That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of JOHN ELLIS MOFFITT, M.D., personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 3rd day of January, 2006.

(2) That on the 3rd day of January, 2006, the said JOHN ELLIS MOFFITT, M.D., signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of DENA A LOVE, the other subscribing witness to said instrument

(3) That the said JOHN ELLIS MOFFITT, M.D., was then and there of sound and disposing mind and memory, and above the age of twenty-one (21) years

(4) That this affiant, together with DENA A LOVE, 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 JOHN ELLIS MOFFITT, M.D., and in the presence of each other.

Harris H. Barnes, III
Harris H. Barnes, III

SWORN TO AND SUBSCRIBED BEFORE ME, this the 16th day of January, 2006

Sandra Taylor Adams
Notary Public



HARRIS H. BARNES, III (MSB 2018)
BARNES, BROOM, DALLAS AND McLEOD, PLLC
5 River Bend Place, Suite A
Flowood, Mississippi 39232-7618
Telephone: (601) 981-6336
ATTORNEY

MADISON COUNTY MS. This instrument was filed for record January 17th, 2008.
Book 42 Page 282
ARTHUR JOHNSTON, C. C.
BY: S. Taylor D.C.



Last Will and Testament

OF

2007-1151

MERCY PHILLIPS JOHNSON

I, MERCY PHILLIPS JOHNSON, a resident citizen of Jackson, Hinds County, Mississippi, being over the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish and declare this my Last Will and Testament, and by this act I do hereby revoke all wills and codicils to wills heretofore made by me.

I. PAYMENT OF DEBTS

I hereby direct that all of my just debts which may be probated, registered and allowed against my estate, my funeral expenses and the expenses of my last illness first be paid from the properties of my estate. This clause of my will shall not be construed to constitute a trust for the benefit of my creditors.

II. DEVISE AND BEQUEST OF REMAINDER

I hereby devise and bequeath all of the remainder of my estate, whether real, personal or mixed property, whether held in possession or in expectancy, and wheresoever situated, to my husband, ROBERT JOSEPH JOHNSON if he survives me and if not, then to my son, ROBERT JOSEPH JOHNSON, JR.

III. COMMON DISASTER PROVISIONS

In the event my husband, ROBERT JOSEPH JOHNSON, and I should die in a common accident, or under circumstances in which it is not possible to determine which of us survived the other, I direct that this will, including all of its provisions, be interpreted under the conclusive presumption that I survived him.

FILED
THIS DATE
JAN 18 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY L. Jones D.C.

Mercy Phillips Johnson
MERCY PHILLIPS JOHNSON

IV. APPOINTMENT OF EXECUTOR

I name, nominate, constitute and appoint my husband, ROBERT JOSEPH JOHNSON, to serve as Executor of this my Last Will and Testament. In the event that my husband shall for any reason not serve as Executor, or if having entered upon such duties the office of Executor should thereafter become vacant for any reason, then I name, nominate, constitute, and appoint my son, ROBERT JOSEPH JOHNSON, JR., as Executor of my will. In either event, I direct that no bond or other surety be required of my Executor herein named, and that the Court by appropriate order relieve them of the requirement of appraisal of the properties of my estate.

IN WITNESS WHEREOF, I have affixed my signature to this my Last Will and Testament in the presence of James T. Knight and Lynn Deason, whom I have requested to act as subscribing witnesses hereto on this 2nd day of July, 1985.

Mercy Phillips Johnson
MERCY PHILLIPS JOHNSON

SUBSCRIBING WITNESSES:

James T. Knight
Lynn Deason

ADDRESSES:

812 Rushton Circle
Jackson, MS 39208
327 Ridgeland Ave.
Ridgeland, Mo. 39158

We, each of the subscribing witnesses to the foregoing Last Will and Testament of MERCY PHILLIPS JOHNSON, do hereby certify that the said MERCY PHILLIPS JOHNSON, declared this instrument to be her Last Will and Testament to us, that she affixed her

signature thereto in our presence, that each of us has affixed his signature thereto in her presence and in the presence of each other, and that on this occasion the said MERCY PHILLIPS JOHNSON, was of sound and disposing mind and memory and not under duress or undue influence.

Witness our signatures this the 2nd day of July, 1985.

James F. Knight

Lynn Deason

Mercy Phillips Johnson
MERCY PHILLIPS JOHNSON

MADISON COUNTY MS This instrument was
filed for record January 18, 2008.

Book 42 Page 426
ARTHUR JOHNSTON, C. C.

BY: R. Jones D.C.



07-11-51-B

STATE OF MISSISSIPPI
COUNTY OF DeSOTO

FILED
THIS DATE
JAN 18 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY *R. Jones* D.C.

AFFIDAVIT

This day personally appeared before me, the undersigned Notary Public in and for said County and State, the undersigned, James T. Knight, who being duly sworn, say on their oath the following:

That on the 2nd day of July, 1985, the Testatrix, Mercy Phillips Johnson declared to me that the instrument attached hereto was her Last Will and Testament, that he then signed said instrument in my sight and presence; that I, at her request and in her sight and presence and in the sight and presence of Lynn Deason, then subscribed our names thereto as an attesting witnesses; that at the time of the execution of this instrument by the Testatrix, she was more than eighteen (18) years of age and of sound and disposing mind and memory and was under no undue influence and that I and the other subscribing witness Lynn Deason were each more than eighteen (18) years of age at the time of the execution of this instrument

James T. Knight
JAMES T KNIGHT

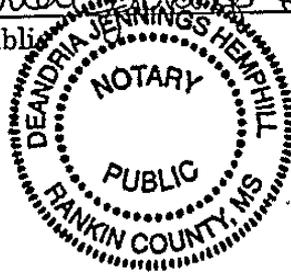
SWORN to and subscribed before me this 16th day of January, 2008.

MADISON COUNTY MS This instrument was
filed for record January 18, 2008.

Book 42 - Page 429
ARTHUR JOHNSTON, C C
BY. *R. Jones* D.C.



Deandria Jennings Hemphill
Notary Public



My Commission Expires
Notary Public State of Mississippi At Large
My Commission Expires, November 8, 2009
Bonded Thru Heiden, Brooks & Garland, Inc.

In the event either or both of my children and his or their spouse predeceases me, I give, devise and bequeath his or their share of my estate to my surviving natural grandchildren, namely Mary Brannan Miller, Bennett Bates Miller, and Robert Davis Miller, in equal shares, per stirpes. My Executor should note that I have made inter vivos gifts of personal property to family members and which should not be included in my estate.

ITEM V.

Any recipient of property hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Co-Executors. Any property disclaimed shall be distributed in equal shares to the devisees and legatees, or descendants thereof, named above in Item V of this Will.

ITEM VI.

All rights, powers, duties and discretions granted to or imposed upon my Co-Executors shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Co-Executors nor any successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that my Co-Executors, or any successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

My Co-Executors shall have authority to disclaim any asset, power of appointment, or other interest in property in which I am entitled at my death, or to which my estate later becomes entitled.

Except where specific property is devised or bequeathed, my Co-Executors shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Co-Executors are excused from any duty of impartiality with respect to the income tax basis of the property. However, my Co-Executors shall not exercise this discretion in a manner that will result in loss of or decrease in, the marital deduction otherwise allowable in determining the estate tax, if any, due by my estate.

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 5 day of June, 1990.

Dean Brannan Miller
DEAN BRANNAN MILLER

This instrument was, on the day and year shown above, signed, published and declared by Dean Brannan Miller, 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.

Rebecca Ann Wogener
WITNESS

5210 Narrow Dr., Jackson, MS
ADDRESS

James V. Spallone
WITNESS

Jackson, MS
ADDRESS

April 24 1996
The land in Waltham
County in this will has been
legally given to my 2 sons
Robert & Charles over a period
of 5 years \$10,000 to each yearly
and is completed as of 1994.
Earl Dean Miller

Subscribed to and Sworn this 24th day of April, 1996.

Arthur Johnston
Notary
My Commission Expires April 27, 2000
OFFICE THRU HEIDEN MARCHETTI, INC.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF DEAN BRANNAN MILLER,
DECEASED .

NO. 07-0921

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named James T Mallette, whose address is 148 Trace Cove, Madison, Mississippi 39110, who being by me first duly sworn according to law, states on oath

1

That the affiant is one of the subscribing witnesses to that instrument of writing purporting to be the Last Will and Testament of Dean Brannan Miller

2

That on the 5th day of June, 1990, the said Dean Brannan Miller signed, published and declared the instrument of writing to be his Last Will and Testament, in the presence of this affiant and Rebecca Ann Waggener, the other subscribing witness to the instrument

3

That Dean Brannan Miller was then and there of sound and disposing mind and memory and over the age of eighteen (18) years

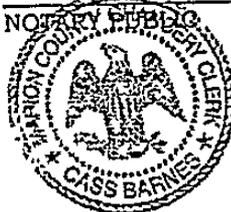
FILED
THIS DATE
JAN 18 2008
AR/MA JOHNSON CHANCERY CLERK
BY *[Signature]* DC

That this affiant, together with Rebecca Ann Waggener, 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 Dean Brannan Miller, and in the presence of each other

James T. Mallette
JAMES T MALLETT

SWORN TO AND SUBSCRIBED before me on this the 26 day of September, 2007.

Cass Barnes ch. clerk
Barbara Hampe



My Commission Expires

1-1-2007

C:\Shared Files\Chent Files\13161-1 Robert Miller Estate\Affidavit of Subscribing Witnesses.wpd

MADISON COUNTY MS This instrument was
filed for record January 18, 2008
Book 42 Page 434
ARTHUR JOHNSTON, C. C.
BY K. Sells d.c. 

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
LAST WILL AND TESTAMENT OF
SALLY COOKE RAWLS, DECEASED
RONALD V. DUNCAN, EXECUTOR

Cause No. 2008-001

AFFIDAVIT

FILED
THIS DATE
JAN 22 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY D. Smull D.C.

STATE OF MISSISSIPPI
COUNTY OF Ittibbeha

Personally appeared before me, the undersigned authority in and for the state and county aforesaid, RONALD V. DUNCAN, who, after having been by me first duly sworn, states on oath as follows:

He is the duly appointed, qualified, and acting executor of the estate of Sally Cooke Rawls, whose last will and testament was proved and allowed for probate in Cause No. 2008-001 of the Chancery Court of Madison County, Mississippi.

Affiant has made reasonably diligent efforts to identify persons having claims against the estate, but no such persons have been identified, and affiant verily believes that there are no creditors of the estate of Sally Cooke Rawls, deceased.

Ronald V. Duncan
Ronald V. Duncan

Sworn to and subscribed before me on this the 14th day of January, 2008

D. Terrell
Notary Public

My Commission Expires: My Commission Expires Oct. 6, 2009

SEAL

MADISON COUNTY MS This instrument was
filed for record January 22, 2008
Book 042 Page 436
ARTHUR JOHNSTON, C. C.
BY D. Terrell D.C.



COPY

Page
Book 042-437

LAST WILL AND TESTAMENT

OF
CYRUS C. JOHNSON, JR.

2008-0048

I, Cyrus C. Johnson, Jr., an adult resident of Madison County, Mississippi, and a citizen of the United States, do make, publish and declare this my Last Will and Testament and revoke all prior wills and codicils.

ITEM I.

My wife's name is Jean Chambless Johnson I have two children now living, my son, Cyrus Cleveland Johnson, III, and my daughter, Jean Johnson Chunn.

ITEM II.

Executors. I appoint Cyrus Cleveland Johnson, III and my son-in-law, Anson Bob Chunn, as Co- Executors of my Estate under this Will Should either of them fail to qualify or cease to act, then the other shall serve alone Where used throughout this Will, the term "Executors" shall apply to whoever may be serving as personal representative of my Estate whether one or more than one, and to any successor executor or executrix No persons designated in this Item to serve as Executor shall be required to furnish bond, or to file inventory, appraisement, or accounting with any court with respect to the performance of such person's duties.

Trustee. I hereby appoint AmSouth Bank as Trustee Where used throughout this Will, the term "Trustee" shall apply to whoever may be serving as trustee of any trust created under this will, whether one or more than one, and to any successor trustee. No person designated in this Item to serve as Trustee shall be required to furnish bond or to file inventory, appraisement, or accounting with any court with respect to the performance of such person's duties

ITEM III.

I direct that my Executors, with respect to my Estate, and my Trustee, with respect to the trusts created under this Will, be authorized to exercise, in their sole discretion and without prior authority from any court, any act deemed by my Executors or Trustee to be in the best interest of my Estate or the trusts created under this Will, respectively, including, but not limited to, any and all powers set forth in the Mississippi Uniform Trustees Powers Law, Mississippi Code Annotated Section 91-9-101 et seq, as amended.

CCJ, JR. ccj jr.

FILED
THIS DATE
JAN 25 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY Stacy Johnson D.C.

ITEM VI.

If my grandson, Cyrus Cleveland Johnson, IV, is under the age of twenty-four (24) at my death, I hereby give, devise and bequeath to the Trustee of the Cyrus C Johnson, IV Irrevocable Trust under Agreement dated December 26, 2000, all the right, title and interest that I may have at the time of my death in my tree farm located in Neshoba County, Mississippi in trust for the use and benefit of my grandchild, Cyrus Cleveland Johnson IV, under the terms and conditions of said Trust.

Said real estate is more particularly described as follows:

West 1/2 of the SW 1/4 of Section 13, Township 12, Range 10 East, Neshoba County, Mississippi (excepting the public road lying therein) consisting of 79 acres, more or less.

If my said grandson, Cyrus Cleveland Johnson, IV, has attained the age of twenty-four (24) at my death, my said real estate interest shall be transferred to my said grandson outright. If my said grandson predeceases me, then the property described in this Item VI shall pass to his children, share and share alike, per stirpes, or if he is not survived by children, then to his heirs at law.

ITEM VII

If my said wife survives me, I give, devise and bequeath to AmSouth Bank as Trustee, property equal in value to the dollar amount which can pass free of federal estate tax in my estate by reason of the unified credit against federal estate tax allowable to my estate (the "credit shelter amount"), reduced by the aggregate of (1) all items includible in my estate for federal estate tax purposes which either are disposed of in previous articles of this Will or pass outside of this Will but only if such items do not qualify for the federal estate tax marital deduction or the federal estate tax charitable deduction, and (2) the amount of any administration expenses claimed as income tax rather than estate tax deductions. Assets transferred to satisfy this bequest shall be valued at the date of distribution. The Trustee shall hold said property in trust under the following terms and conditions:

A. The Trustee shall distribute to or for the benefit of my wife, Jean Chambless Johnson, as much of the net income as the Trustee deems advisable for the support, maintenance and health of my said wife; or for any medical, hospital or other institutional care which she 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.

CCJ, JR *CCJ Jr.*

B. In addition to the income distributions, the Trustee may pay to or for the benefit of my wife as much principal as the Trustee deems advisable for the support, maintenance and health of my said wife; or for her medical, hospital or other institutional care which she may require

C. Upon the death of my said wife, the trust assets shall be distributed to my children, Cyrus Cleveland Johnson, III and Jean Johnson Chunn, share and share alike. Should either of my two children predecease my said wife, then the child or children of my predeceased child shall be distributed the predeceased child's share of the trust assets, share and share alike, per stirpes.

ITEM VIII.

If my said wife survives me, I give, devise and bequeath all the rest and residue of the property comprising my estate of whatsoever kind or character and wheresoever situated, to AmSouth Bank in trust for the use and benefit of my wife, Jean Chambless Johnson. This trust shall be held as a separate trust for the exclusive benefit of my wife, Jean Chambless Johnson, to be distributed as follows:

A. Calculated from the date of my death, the Trustee shall distribute all of the net income of the trust to my said wife, during her life, in convenient installments at least quarterly. In addition, the Trustee may distribute to my said wife, from time to time, so much or all of the principal of the trust estate as, in the Trustee's discretion, is sufficient to provide for my wife's health, support and maintenance in the standard of living to which my said wife was accustomed at my death. The Trustee shall take into consideration any other sources of support (both principal and income) available to my said wife to the knowledge of the Trustee.

B. My wife, Jean Chambless Johnson, may withdraw any part or all of the principal of the trust at any time or times. The Trustee shall make payment without question upon my wife's written request. This right of withdrawal is a privilege that may be exercised only voluntarily and shall not include an involuntary exercise.

C. Upon the death of my wife, Jean Chambless Johnson, the principal and any accrued but undistributed income of the trust shall be held in trust for or distributed to such appointee or appointees (including my wife's estate), with such powers and in such manner and proportions as my wife, Jean Chambless Johnson, may appoint by will making specific reference to this power of appointment.

CCJ, JR. CCJ J.

D. Upon my wife's death any part of the principal and accrued but undistributed income of the trust not effectively appointed shall be distributed to my said children, Cyrus Cleveland Johnson, III and Jean Johnson Chunn, share and share alike, per stirpes, except that, unless my wife's will contains contrary directions *that expressly refer to payment of taxes attributable to this trust*, the Trustee shall pay from the trust estate, directly or to the personal representative of my wife's estate as the Trustee deems advisable, the amount by which the estate and inheritance taxes assessed by reason of my wife's death (including any interest or penalties thereon) shall be increased by virtue of this trust being includable in my wife's estate for such tax purposes.

I recommend that assets sold by the Trustee to pay that amount be selected, to the extent practicable, to minimize the recognition of gain for federal income 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

E. In distributing this property the Trustee shall be protected in relying upon an instrument admitted to probate in any jurisdiction as the Will of my wife, Jean Chambless Johnson, or in acting upon the assumption that, if the Trustee shall not have received notice of the existence of any Will left by her within six (6) months of her death, she died intestate and had not exercised her power of appointment

F. It is my intent that the marital deduction gift and the property comprising the trust estate of this trust shall qualify for the federal estate tax marital deduction applicable to my Estate. To this end, all powers and discretion with respect to allocations of property to this trust and with respect to administration of this trust shall not be exercised or exercisable except in a manner consistent with this intent

ITEM IX --

If my said wife, Jean Chambless Johnson, predeceases me, then I leave all the rest and remainder of my property, of whatsoever kind or character, to my said two children, Cyrus Cleveland Johnson, III and Jean Johnson Chunn, share and share alike, per stirpes.

ITEM X

If any person who is to receive assets (excluding the assets listed in Item VI herein) under this my Last Will and Testament is under the age of twenty-four (24) at my death, said assets shall be put in trust with AmSouth Bank, as Trustee for such beneficiary, until such beneficiary becomes twenty-

CCJ, JR. CCJ, JR.

four (24) years of age, with the full authority in said Trustee to expend from income or corpus such sums as said Trustee, in its sole discretion, deems to be in the best interest of said beneficiary from time to time, and I waive all bond, inventory, appraisal and accounting by said Trustee and vest full and complete discretion and authority in said Trustee to administer, manage, sell, invest, re-invest, mortgage, encumber, expend income or corpus, all as said Trustee deems to be in the best interest of the beneficiary of said trust, and provided that when a beneficiary attains the age of twenty-four (24) years, the Trustee shall pay over, deliver, assign, transfer and convey to such beneficiary the remainder of that beneficiary's trust estate, and any undistributed income, and that trust shall thereby be terminated. Provided, however, if said beneficiary shall predecease his twenty-fourth birthday, any remaining proceeds from said trust shall vest in such beneficiary's heirs at law at that time with the right in the Trustee to manage the assets under the terms of this trust until any such heirs at law thereunder becomes twenty-one (21) years of age. In addition to the powers, rights and privileges above set forth, the Trustee shall also have all of the privileges, rights and powers set out in the Mississippi Uniform Trustees' Powers Law with regard to the administration of this trust.

ITEM XI.

The following provisions of this Item XI shall pertain to all the trusts created under this Will. The term "beneficiary," as used in this Item XI, shall include any and all beneficiaries of any trust created under this Will.

A. The Trustee shall render annual accountings to the beneficiary unless the beneficiary expressly waives such accountings. No persons paying money or delivering property to the Trustee shall be required to see to its application.

B. Any person serving as Trustee may resign upon written notice to the beneficiary, but in no event shall such resignation become effective until such time as the successor Trustee assumes the duties as successor Trustee of a trust created under this Will. The resigning Trustee shall deliver all trust assets to the successor Trustee on the effective date of the resignation, and shall, within sixty (60) days of such date, submit a full and final accounting to the successor Trustee and the beneficiary, however, the successor Trustee and the beneficiary may agree to waive a final accounting by the resigning Trustee.

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

CCJ, JR. CCJ Jr.

D. Any bank serving as Trustee shall receive reasonable compensation for its services based on its regular compensation schedule for administering trusts of like 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; provided, however, that any Trustee may waive payment of compensation

E. None of the principal or income of any trust created under this Will, shall be liable for the debts of any beneficiary or be subject to seizure by creditors of any beneficiary.

F Notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created under this Will shall vest within the period prescribed by the Rule against Perpetuities or any statute pertaining thereto. Upon such vesting, any trust property held by the Trustee shall be distributed immediately, free and clear of any trust, to the current beneficiary or beneficiaries of the trust (or to his or her legal guardian or other personal representatives, if such beneficiary is a minor) as though the current beneficiary had reached the age at which final distribution to him or to her were required by this Will.

G. Any trust which may be established under this Will shall be a private trust, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee shall not be required to return to any court any periodic formal accounting of its administration of the trust, but said Trustee shall render annual account to the beneficiary thereof. No person paying money or delivering property to the Trustee shall be required to see to its application.

H. The Trustee of any trust created hereunder may invest and reinvest in any property as the Trustee may deem advisable, including stock, bonds, mutual funds, undivided interests, interests in investment trusts, legal and discretionary common trust funds, leases, and property which is outside of the trust's domicile, all without diversification as to kind or amount without being restricted in any way by any statute or court decision (now or hereafter existing) regulating or limiting investments by fiduciaries.

ITEM XII.

In the even that my wife, Jean, and I and all of our children should die as a result of a common accident, happening, incident or disaster, with our children leaving no issue, I then give, devise and bequeath, subject to the payment of debts and expenses as hereinbefore set out, to my brother, John

CCJ, JR. ccj. jr.

Andrew Johnson of Albuquerque, New Mexico, all of the property which I may have at the time of my death whether such property be real, personal or mixed.

ITEM XIII.

In the event that my wife, Jean, and I shall be killed in a common accident or as a result of a common disaster or event, or under such circumstances that it is impossible in the judgment of the Executors, whose decision shall be conclusive, to determine which of us died first, it shall be presumed that she survived me, and this presumption shall apply throughout this Will.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 23rd day of March, 2001

Cyrus C. Johnson, Jr.
CYRUS C. JOHNSON, JR.

This Last Will and Testament, consisting of eight pages including this one, was, on the day and year shown above, signed, published and declared by Cyrus C. Johnson, Jr. to be his Last Will and Testament in our presence, and we at his request have subscribed our names as witnesses in his presence and in the presence of each other.

Witness: Thomas M. Miller
P.O. Box 1247
Madison, MS 39130

Witness: Gaynie E. Mawry
P.O. Box 1926
Madison MS 39130

CCJ, JR. ccj jr.



042-445

AFFIDAVIT OF SUBSCRIBING WITNESSES

08-48

NOTARY PUBLIC
JAN 25 2008
ARTHUR JOHNSTON, CLERK
D. Snell D.C.

STATE OF MISSISSIPPI

COUNTY OF Madison

This day personally appeared before me, the undersigned authority in and for said county and state, THOMAS M. MILAM, a subscribing witness to a certain instrument of writing purported to be the Last Will and Testament of CYRUS C. JOHNSON, JR., of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said CYRUS C. JOHNSON, JR. signed, published and declared said instrument as his Last Will and Testament on March 23, 2001, in the presence of JAYNIE E. MAXEY and THOMAS M. MILAM, the subscribing witnesses, that said Testator was then of sound and disposing mind and memory and above the age of eighteen (18) years, and the affiant makes oath that JAYNIE E. MAXEY and THOMAS M. MILAM, the said witnesses, 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 Testator, and in the presence of each other.

WITNESS SIGN NAME:

Thomas M. Milam
THOMAS M. MILAM

Print Address of Witness:

P. O BOX 1247
MADISON, MS 39130

Sworn to and subscribed before me this, the 21st day of December

2007

Deanna Simkins
NOTARY PUBLIC

My Commission Expires
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES AUG 22, 2009
NOTARY SERVICE
(Affix Official Seal)

MADISON COUNTY MS This instrument was
filed for record January 25, 2008
Book 042 Page 445
ARTHUR JOHNSTON, C. C.
BY D. Snell D.C.



042-446

AFFIDAVIT OF SUBSCRIBING WITNESSES

08-48

ARTHR JOHNSTON, C. C.
BY D. Snell

STATE OF MISSISSIPPI
COUNTY OF Madison

This day personally appeared before me, the undersigned authority in and for said county and state, JAYNIE E. MAXEY, a subscribing witness to a certain instrument of writing purported to be the Last Will and Testament of CYRUS C. JOHNSON, JR., of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said CYRUS C JOHNSON, JR signed, published and declared said instrument as his Last Will and Testament on March 23, 2001, in the presence of THOMAS M. MILAM and JAYNIE E. MAXEY, the subscribing witnesses, that said Testator was then of sound and disposing mind and memory and above the age of eighteen (18) years, and the affiant makes oath that THOMAS M MILAM and JAYNIE E. MAXEY, the said witnesses, 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 Testator, and in the presence of each other.

WITNESS SIGN NAME:

Jaynie E. Maxey
JAYNIE E. MAXEY

Print Address of Witness:

P. O. Box 1631
Madison, MS 39130

Sworn to and subscribed before me this, the 11th day of January, 2008.

Thomas M. Milam
NOTARY PUBLIC

My Commission Expires
LORD OF THE JUDICIAL ROTARY SERVICE
(Affix Official Seal)

MADISON COUNTY MS This instrument was
filed for record January 25, 2008
Book 042 Page 446
ARTHUR JOHNSTON, C. C.
BY D. Snell c.

LAST WILL AND TESTAMENT

2008-085-B

I, BESSIE MAE PENN, (also known as Mrs. L. A. Penn, Sr.), now residing in Rankin County, Mississippi, and being of sound mind and disposing memory and over the age of twenty-one, do hereby make, declare, and publish the following as my Last Will and Testament, revoking all others that I have heretofore made:

CLAUSE I

I give, bequeath, and devise all of my estate and property, real and personal, that I may own at the time of my death unto my husband Lester A. Penn, Sr., if he shall survive me.

CLAUSE II

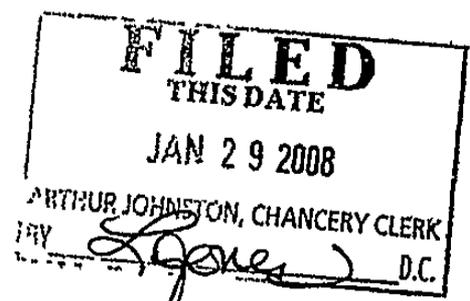
In the event that my said husband shall not survive me, then in such event I give, bequeath, and devise my estate and property as follows, to-wit:

-1-

If at the time of my death I am the owner of any interest in the hereinafter described real estate by reason of inheritance or otherwise, then I give and devise all of my right, title, and interest therein as follows:

(a) I give and devise unto my son L. A. Penn, Jr., all of my right, title, and interest in and to that real estate described as:

Real estate situated in Scott County, Mississippi, described as:
 NW $\frac{1}{4}$ of NW $\frac{1}{4}$ of Section 13; and
 E $\frac{1}{2}$ of NE $\frac{1}{4}$ of Section 14 less and except 15 acres evenly off the south end thereof; and
 NW $\frac{1}{4}$ of NE $\frac{1}{4}$ of Section 14 less and except therefrom a strip of land 1.70 chains in width evenly off the south end thereof; and
 All that part of SW $\frac{1}{4}$ of NE $\frac{1}{4}$ of Section 14 lying east of public road;
 All being in Township 8 North, Range 5 East.



Last Will and Testament
Bessie Mae Penn
Page 2

(b) I give and devise unto my son J. T. Penn all of my right, title, and interest in and to that real estate described as:

Real estate situated in Rankin County, Mississippi, described as:
SE $\frac{1}{4}$ of SW $\frac{1}{4}$ of Section 21, Township 8 North, Range 5 east.

(c) I give and devise unto my son R. W. Penn all of my right, title, and interest in and to that real estate described as:

Real estate situated in Rankin County, Mississippi, described as:
Fourteen and one-half (14 $\frac{1}{2}$) acres off the west side of NE $\frac{1}{4}$ of SW $\frac{1}{4}$; and Twenty-Three (23) acres off the east side of NW $\frac{1}{4}$ of SW $\frac{1}{4}$; and Two and one-half (2 $\frac{1}{2}$) acres in the southeast corner of NW $\frac{1}{4}$ of NE $\frac{1}{4}$; and Thirty and one-half (30 $\frac{1}{2}$) acres off the west side of SE $\frac{1}{4}$ of NW $\frac{1}{4}$; and Four and one-half (4 $\frac{1}{2}$) acres in the southeast corner of W $\frac{1}{2}$ of NW $\frac{1}{4}$; all being in Section 28, Township 8 North, Range 5 East, and being that property conveyed by Evon Franklin and Katie Franklin to L. A. Penn by deed dated October 21, 1942, recorded in Land Record Book 113 at Page 289 thereof in the Chancery Clerk's Office for Rankin County, Mississippi, and reference to said record is here made in aid of and as a part of this description.

ALSO:

NE $\frac{1}{4}$ of NW $\frac{1}{4}$ less a strip of two (2) acres off the east side thereof, in Section 28, Township 8 North, Range 5 East, containing 38 acres, more or less, and being that land conveyed by Jim Fitzhugh and Gussie Fitzhugh to Lester Penn by deed dated August 20, 1937, recorded in Land Record Book 105 at Page 477 thereof in the Chancery Clerk's Office for Rankin County, Mississippi, and reference to said record is here made in aid of and as a part of this description.

(d) I give and devise unto my daughter Montiene Penn Lomax all of my right, title, and interest in and to that real estate described as:

Real estate situated in Scott County, Mississippi, described as:
All that part of SW $\frac{1}{4}$ of NE $\frac{1}{4}$ of Section 14, lying west of road less and except therefrom the one (1) acre church lot; and
A strip of land 1.70 chains in width evenly off the

Last Will and Testament
 Bessie Mae Penn
 Page 3

south end of NW $\frac{1}{4}$ of NE $\frac{1}{4}$ of Section 14;
 All being in Township 8 North, Range 5 East.

ALSO:

Real estate situated in Rankin County, Mississippi,
 described as:

N $\frac{1}{2}$ of Lot 4 of Section 27, Township 8 North, Range 5 East,
 being that property conveyed by Jodie Coward to
 L. A. Penn, Sr., by deed dated December 11, 1962,
 recorded in Land Record Book 190 at Page 609 thereof
 in the Chancery Clerk's Office for said County;

ALSO, that strip of land for a right-of-way conveyed
 by E. L. Coward and Willie Grace Coward to L. A. Penn,
 Sr., by deed dated January 18, 1963, recorded in Land
 Record Book 191 at Page 547 thereof in the Chancery
 Clerk's Office for Rankin County, Mississippi, reference
 to said record being here made in aid of and as a part
 of this description.

ALSO:

SE $\frac{1}{4}$ of NW $\frac{1}{4}$ less and except therefrom that part thereof
 lying north and east of Highway 43, and all that part
 of E $\frac{1}{2}$ SW $\frac{1}{4}$ lying north and east of railroad right-of-way;
 all being in Section 34, Township 8 North, Range 4 East.

-2-

I give, bequeath, and devise all the balance, remainder, and
 residue of my property equally unto my four aforesaid children,
 namely, L. A. Penn, Jr., J. T. Penn, R. W. Penn, and Montiene
 Penn Lomax.

CLAUSE III

In the event that my husband and I should die under such
 circumstances that it is difficult or impracticable to determine
 who survived the other, then for the purposes of construing this
 will my husband shall be deemed to have predeceased me.

CLAUSE IV

I name, constitute, and appoint my son L. A. Penn, Jr., as
 executor under this will and he shall be relieved of making bond
 or accounting to any Court as such.

Last Will and Testament
Bessie Mae Penn
Page 4

IN WITNESS WHEREOF, I have hereunto subscribed my name this
the 25th day of November, 1970.

Bessie Mae Penn
Bessie Mae Penn

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

Beverly G. Stevenson
A. H. Powell

Witnesses.

AFFIDAVIT

STATE OF MISSISSIPPI
 COUNTY OF MADISON

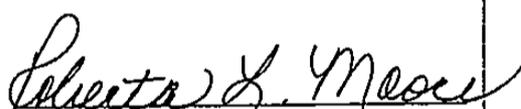
THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, Don A. McGraw, Jr., who being by me first duly sworn did state under oath as follows

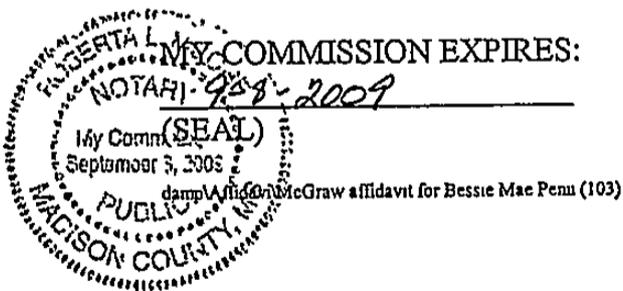
1. That I am familiar with the signature and handwriting of R. H. Powell, Jr. having handled several matters with him in the Chancery Court of Madison County, Mississippi, prior to his death
2. That the signature of R. H. Powell, Jr on the Last Will and Testament of Bessie Mae Penn dated November 25, 1970, as a witness thereto is the signature of R. H. Powell, Jr
3. The undersigned affiant further states that the undersigned was familiar with the decedent, Bessie Mae Penn, during her lifetime, she having died on May 21, 1989, and that the signature contained thereon is the signature of Bessie Mae Penn.

AND FURTHER AFFIANT SAITH NOT


 Don A. McGraw, Jr.

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 28th day of January, 2008


 NOTARY PUBLIC



MADISON COUNTY MS This instrument was filed for record January 29, 2008.
 Book 42 Page 447
 ARTHUR JOHNSTON, C. C.
 BY: L. Jones D.C. 

COMMONWEALTH OF MASSACHUSETTS. 2008-022

Suffolk, ss.

Probate Court.

I, John M. Smoot, Esquire, First Judge of the Probate Court within and for the County of Suffolk, hereby certify that Richard Iannella whose signature is affixed to the annexed certificate and attestation, is the Register and proper certifying officer of said Court, and has, by law, the custody of the seal, and all the records, books, documents, and papers of or appertaining to said Court, and that said certificate and attestation are in due form, and entitled to full faith and credit.

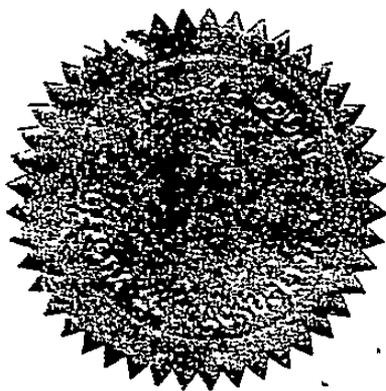
IN WITNESS THEREOF, I have hereunto set my hand, this ...6th.... day ofDecember.....in the year of our Lord two thousand...Five.....

[Signature].....First Judge of Probate Court.

I, Richard Iannella, Register of Probate for said County of Suffolk, do hereby certify that John M. Smoot, whose name is subscribed to the above certificate, is the First Judge of said Probate Court, duly appointed, sworn and qualified, and that the signature of said Judge to said certificate is genuine.

IN WITNESS THEREOF, I have hereunto set my hand and affixed the seal of said Court, this.....6th.....day of.....December..... in the year of our Lord two thousand...Five.....

[Signature].....Register of Probate.



FILED
THIS DATE
FEB 05 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

COMMONWEALTH OF MASSACHUSETTS.

SUFFOLK, SS.

PROBATE COURT.

I, RICHARD IANNELLA, Register of Probate Court for said County of Suffolk, having, by law, custody of the seal and all the records, books, documents, and papers of or appertaining to said Court, hereby certify the paper hereto annexed to be true copy of paper appertaining to said Court, and on file and of record in the office of said Court, to wit:

The Petition to said Court for the Appointment of Lidiana C. Emerson, ... in the County of Suffolk as Voluntary Executrix and a unproved Will ... of the Estate of Ralph Waldo Emerson, a/k/a Ralph W. Emerson, Late ... of Boston, in the County of Suffolk, deceased, intestate.

And I further certify that it does not appear by said files and records that the Appointment of Lidiana C. Emerson as Voluntary Executrix has been Revoked

.....

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Court, this.....6th..... day of December in the year of our Lord two thousand ...Five

Richard Iannella Register

Commonwealth of Massachusetts
The Trial Court
Probate and Family Court Department

Suffolk Division

Docket No.

97P 1134
VE1 (ARN)
(2)

Voluntary Executor/Executrix

Name of Decedent Ralph Waldo Emerson, a/k/a Ralph W. Emerson
Domicile at Death 770 Boylston Street, Apt. 4C, Boston Suffolk 02199
(Street and No) (City or Town) (County) (Zip)
Date of Death February 18, 1997

Will and Death Certificate shall be filed with application.

Name and address of Applicant(s) Lidiana C. Emerson 770 Boylston Street,
Apt. 4C, Boston, MA 02199 Status Named Executrix

Your Applicant(s) respectfully state(s) that said estate consisting entirely of personal property the total value of which does not exceed fifteen thousand dollars (\$15,000) exclusive of the decedent's automobile as shown by the following schedule of all the assets of said deceased known to the applicant(s):

Name of Property	Estimated Value
.0000502 units Ergon Oil Purchasing, Inc.	\$ 100.00
L.B. Jefcoat and Company Oil, Gas and Mineral Lease	\$ 107.20
	\$
	\$
	\$
	\$
	\$
Total	\$

That thirty days have expired since the date of death of said deceased and no petition for probate of will or appointment of administration/administratrix has been filed in said Court.

That your applicant(s) has undertaken to act as voluntary executor/executrix of the estate of said deceased and will administer the same according to law and apply the proceeds thereof in conformity with Section 16A of Chapter 195 of the General Laws

That to the knowledge of the applicant(s) the following are the names and addresses of all persons surviving who, with the deceased, were joint owners of property; also listed are the names and addresses of those who would take under the provisions of Section 3 of Chapter 190 in the case of intestacy, and the names and addresses of those who would take under the provisions of the will.

	Joint Tenant, Spouse,
<u>Lidiana C. Emerson, 770 Boylston St., Apt. 4C, Boston, MA 02199</u>	<u>Heir-at-Law</u>
<u>Ann Emerson Underwood, 36926 S. Ridge Crest Ct., Tucson, AZ 85739</u>	<u>Daughter, Heir-at-Law</u>
<u>Ralph Emerson, 3976 Menedez Dr., Pensacola, FL 32503</u>	<u>Son, Heir-at-Law</u>
<u>Floyd Emerson, 6808 Gillen St., Metairie, LA 70063</u>	<u>Son, Heir-at-Law</u>

The applicant(s) hereby certifies that a copy of this document, along with a copy of the decedent's death certificate has been sent by certified mail to the Department of Public Welfare, P.O. Box 86, Essex Station, Boston, Massachusetts 02112.

Date May 1, 1997

Signature Lidiana C. Emerson

NOTARIZATION

Suffolk County ss

Date May 1, 1997

Then personally appeared Lidiana C. Emerson
to me known and made oath that the information contained in the foregoing statement is true to the best of his/her
their knowledge and belief

Before me Susan Gallagher-Shes
NOTARY PUBLIC/JUSTICE OF THE PEACE

My Commission expires March 10, 1998

Susan Gallagher-Shes
Notary Public
My Commission Expires 4/10/98

For Petitioner:

Nicholas Forgiione, Esquire
Devine, Millimet & Branch P.A.
12 Essex Street, P.O. Box 39
Andover, MA 01810

(508) 475-9100

Docket No 97 P 1134

Voluntary Executor

Statement
MAY 21 1997

Filed _____ 19____

Attested Copy Issued _____ 19____

Recorded Vol _____ Page _____

②
\$36.00
\$70.00
\$40.00
\$10.00

Instructions

Refer to Massachusetts General Laws Chapter 195, Section 16A, as amended.

Will and Death certificate must be filed with application

Give motor vehicle identification number

Status of applicant includes the following:

surviving spouse, child, grandchild, parent, brother, sister, niece, nephew, aunt or uncle if of full age and legal capacity and inhabitant of the Commonwealth of Massachusetts.

Notice Regarding Massachusetts Estate Taxes

You may need to file a Massachusetts Estate Tax Return and a Massachusetts Fiduciary Income Tax Return, especially if the decedent owned an interest in real estate, or if the decedent had more than \$100 of income received after the date of death

You may need to file a Massachusetts Estate Tax Return (Form M-706) in order to obtain a release of lien (Form M-792) on this real estate.

You may need to file a Massachusetts Fiduciary Income Tax Return (Form 2) to report income of more than \$100 received after the date of death.

You should contact the Massachusetts Estate Tax Bureau for information and assistance regarding the estate tax law (617-727-4448) or the fiduciary income tax law (617-727-4305).

MASSACHUSETTS
RECORDING
OFFICE
MAY 27 1997 10 117
SARL... 10.00

Commonwealth of Massachusetts

Suffolk, ss.

Probate Court

I, Richard Jannella, Register of Probate for said County of Suffolk, hereby certify, that at a Probate Court held at Boston, in and for said County, on the 21ST day of MAY in the year of our Lord ONE THOUSAND NINE HUNDRED NINETY SEVEN

LIDIANA C. FREEMAN

of BOSTON in the County of BOSTON

was duly appointed - voluntary executrix

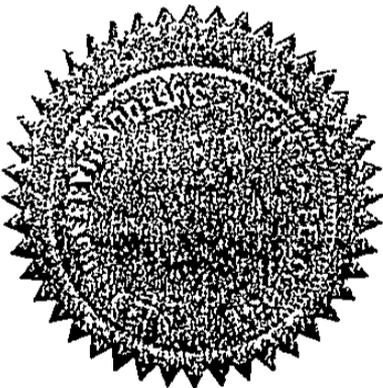
of the estate of RALPH WALDO EMERSON A/K/A RALPH W. EMERSON

- late of BOSTON in the County of Suffolk - deceased - testate

I further certify, that it appears by the records and files of said Court, that said appointment remains in full force.

In witness whereof, I have hereunto set my hand and affixed the seal of said Court, this 6TH day of DECEMBER in the year of our Lord two thousand five

Richard Jannella Register.



LIDIANA C. FREEMAN
Appointment of Fiduciary
Certificate

Issued: DECEMBER 6, 2005

[Gen. Laws, Ter Ed., c. 215, s-9A]

The acts of an executor, administrator, guardian, conservator or trustee performed after the entry of the decree appointing him in such capacity and prior to the expiration of the period allowed for an appeal therefrom shall be valid to the same extent as if said appeal period had expired without any appeal in all instances where there has been no appearance entered against such appointment prior to the entry of the decree or where such appearance has been entered and withdrawn prior to the entry of the decree, notwithstanding the fact that an appeal may have been taken in said period.

NO. 97P 1134 MF

Ⓢ
WILL

RALPH W. EMERSON

Filed May 21 1997

Allowed _____ 19 _____

Recorded Vol. _____ Page _____

Suffolk County Probate & Family Court
COPY TO PROBATE COURT FILE

Richard Iannella, REGISTER

I, RALPH W. EMERSON, of Boston, County of Suffolk, Commonwealth of Massachusetts, hereby revoke all Wills and Codicils heretofore made by me and declare this to be my LAST WILL AND TESTAMENT.

ARTICLE I

I direct that my body be cremated and my ashes be placed in the EMERSON FAMILY PLOT located in Jackson, Mississippi.

ARTICLE II

I may leave a Memorandum stating my wishes with respect to the disposition of certain articles of my tangible personal property. Such Memorandum, however, will be simply an expression of my wishes and shall not create any trust or obligation, nor shall it be offered for probate as a part of this Will.

All tangible personal property owned by me at my death and all policies of insurance on such tangible personal property, I give absolutely to my wife, LIDIANA C. EMERSON, if she survives me for ninety (90) days, and if she does not so survive me, then to my issue who survive me, such issue to take per stirpes. The division among my surviving issue under this Article II shall be made by alternate choice; the first choice to be determined by lot under the direction of my Executor.

Property distributable to a minor under this Article II may be distributed by my Executor to such a minor personally, or to such minor's legal guardian, or to some other person selected by

Ralph W. Emerson

Richard Lammella, Notary

Suffolk County, Mississippi
Notary Public
Richard Lammella
Notary Public

my Executor to receive such property for such minor, and the receipt of such minor, or such minor's legal guardian, or such other person, shall be a complete discharge of my Executor in regard to such distribution.

ARTICLE III

I intentionally omit any further provisions for any children or other issue of mine, presently living or hereafter born, as they have been otherwise provided for in the Trust hereinafter mentioned.

ARTICLE IV

All the rest, residue and remainder of my property, real, personal and wherever situated, including any property over which I may have any power of appointment or disposal, I give, devise and bequeath to the Trustees serving at the time of the distribution of my estate under a Trust Agreement dated April 16, 1992, and executed by me as Settlor and by BOSTON SAFE DEPOSIT & TRUST COMPANY as Trustee, the said property to be added to and become a part of the Trust property held by the said then Trustee under said Trust Agreement to be held subject to the original terms and provisions as modified by any amendment or amendments made by me and in effect at my death whether made before or after the execution of this Will, or of any Codicil hereto.

Ralph W. Evers

ARTICLE V

ARTICLE XVII, of said Indenture of Trust previously

Suffolk, Probate & Family Court
executed by me on April 16, 1992, authorizes my Trustee in its

executed by me on April 16, 1992, authorizes my Trustee in its

uncontrolled discretion to pay my funeral expenses, my debts, expenses of administration of my estate, all federal and state taxes in the nature of income, estate, inheritance, succession, transfer, gift or the like taxes arising or owing on my death.

All estate taxes, federal and state, and all legacy, succession, inheritance and like taxes, imposed by reason of my death which are not paid by the Trustee referred to above, and any interest thereon, shall be paid out of the general assets of my estate as an expense of administration. So far as practicable and reasonable, my Executor may settle and compromise and shall pay as soon as convenient after my death any of the taxes referred to in the preceding sentence on future or contingent interests.

My funeral expenses, my debts and the expenses of administration of my estate, to the extent that they are not paid by my Trustee referred to above, shall be paid out of the general assets of my estate as an expense of administration.

ARTICLE VI

I give my Executor the following powers and discretions:

1. If my Executor in good faith decides that there is uncertainty as to the inclusion of particular property in my gross estate for federal estate tax purposes, it shall exclude such property from my gross estate in the estate tax return. My Executor shall not be liable for any loss to my estate or to any beneficiary, if such loss results from its decision made in good faith that there is uncertainty as to the inclusion of particular property in my gross estate.

2. The decision of my Executor as to the date which should be selected for the valuation of property in the gross estate for federal estate tax purposes shall be conclusive on all concerned.

Richard J. Iannella

Richard Iannella

Suffolk County, Virginia
Notary Public

3. When a choice is available as to whether certain deductions shall be taken as income tax deductions or estate tax deductions, the decision of my Executor in this regard shall be conclusive on all concerned and no adjustment of income and principal accounts in the estate need be made as a result of such decision.

4. To join with my said wife or her Executor or Administrator, in filing a joint federal or state income tax return of the income of my said wife and myself for any period or periods for which such a return may be permitted.

5. To agree with my said wife or her Executor or Administrator as to how the burden of the liability for federal or state income tax, or interest thereon, arising out of the filing of a joint return by my Executor and my said wife or her Executor or Administrator, shall be borne as between my estate and my said wife or her estate.

6. To consent for federal gift tax purposes to gifts made by my said wife as having been made one-half (1/2) by me and one-half (1/2) by her.

ARTICLE VII

My Executor is authorized to make partial or complete distribution to estate beneficiaries from time to time during administration; to distribute unequal amounts to similar beneficiaries from time to time during administration, and to make such other distributions during administration as it may determine.

ARTICLE VIII

If I have during my lifetime made arrangements for the sale or other disposition of any business interest, corporate or otherwise, that I may have at my death, then I direct my Executor to carry out such agreement or agreements as expeditiously as possible, and I expressly leave to the discretion of my Executor the retention, continuancy, sale, liquidation or other disposition of any other such business

Richard W. Emery

Richard Jannella, Attorney

Suffolk County, N.Y.
Notary Public

interest I may have at my death, knowing that he will take into consideration with respect thereto the wishes and best interests of my family, and he is specifically empowered to take all steps which he deems necessary or advisable in connection with any such business or business interest, and it is to be exempt from any liability for any loss whatsoever for its acts done in or decisions made in good faith relative thereto. My Executor is authorized to loan to or borrow money for such business, or to or for any corporation in such manner as it may deem advisable, including the power to select or vote for the appointment or election of persons and managers, officers or directors who may also be partners or employees of my Executor or my Executor himself.

Ralph W. Emery

ARTICLE IX

In extension and not in limitation of the powers given by law or other provisions of this Will, my Executor shall have the following powers with respect to the settlement of my estate, in each case, to be exercised from time to time in the discretion of my Executor and without notice or order or license of court:

1. To retain any investments, and during the period of administration of my estate, to invest and reinvest in stocks, shares and obligations of corporations, of unincorporated associations or trusts and of investment companies or in a common trust fund, 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 express authority would not be considered proper for Executors;
2. To sell, to exchange, to lease and to make contracts concerning real or personal property for such considerations and upon such terms as to credit or otherwise as my Executor may determine, which leases and contracts may extend beyond the term of settlement of my estate; to give options therefor; to execute deeds,

Suffolk County, Pa.
Notary Public
1917

17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100

transfers, leases, and other instruments of any kind; to sell estate property on the installment basis;

3. To hold bonds, shares or other securities in bearer form, or in the name of my Executor 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 a fiduciary capacity;

4. 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 join in any reorganization and to pay assessments or subscriptions called for in connection with shares or securities held by my Executor;

5. To improve or develop real estate; to construct, alter or repair buildings or structures on real estate; to settle boundary lines or easements and other rights with respect to real estate; to partition and to join with co-owners and others in dealing with real estate in any way;

6. To employ investment counsel, custodians of estate property, brokers, agents and attorneys;

7. To pay as income the whole of the interest, dividends, rent or similar receipts from property whether wasting or not and although bought or taken at a value above par, but if it is deemed advisable when property is bought or taken at a value above par, a portion of the income may be retained to offset such a loss to the principal; to treat as income or principal or to apportion between them stock dividends, extra dividends, rights to stock or securities, and proceeds from the sale of real estate, although such real estate may have been wholly or partly unproductive; to charge to income or principal or to apportion between them investment counsel's compensation, custodian's compensation, broker's commissions, agents' compensations, attorneys' fees, insurance premiums, repairs or improvements taxes, (income, estate, inheritance or any other taxes) depreciation charges, executor's compensation; and generally to determine all questions as between income and principal or to apportion between them any receipt or gain and any charge, disbursement or loss as it arises, notwithstanding any statute or rule of law for advisable in the circumstances of each case as it arises, distinguishing income from principal or any determination of the courts;

8. When paying legacies or dividing or distributing my estate, to make such payments, divisions or distribution wholly or partly in kind by allotting and transferring

Ralph W. Emerson

Suffolk County, P. M. 1911
RECORDED IN BOOK 042 PAGE 464

Richard Iannella, REGISTRAR

specific securities or other personal or real property or undivided interests therein as a part or whole of any one or more payments or shares at current values;

9. To keep any or all of the estate property at any place or places in the Commonwealth of Massachusetts or elsewhere within the United States or abroad or with a depository or custodian at such place or places;

10. To do all other acts in its judgment necessary or desirable for the proper and advantageous management, investment, and distribution of my estate.

ARTICLE X

I nominate and appoint my wife, LIDIANA C. EMERSON, to be Executrix of this Will. If my said Executrix shall be unable to act as Executrix because of death, resignation or any other reason, then BOSTON SAFE DEPOSIT & TRUST COMPANY of Boston, Massachusetts, shall be Successor Executor under this Will. Any Successor Executor under this Will shall succeed to all the power, including discretionary powers, herein granted to my Executrix. I request that the same person or persons named herein as Executor, upon application, be appointed Temporary Executor without any notice, in the same order of succession. I request that any Executor or Temporary Executor appointed under this Will be exempt from furnishing any sureties on her or its official bond.

Ralph W. Emerson

It is my desire that my Executor employ BOSTON SAFE DEPOSIT & TRUST COMPANY as agent for my estate, not only in connection with the probate of my Will, but also in connection with any and all matters relating to the administration of my estate.

Suffolk County Probate & Family Court
COPY OF AN UNPROCESSED WILL FILE

DEC 17 2000

ARTICLE XI

All references to my Executors hereunder shall be deemed to include all successors to my Executors.

My Executors shall be liable only for their own acts or omissions in bad faith.

No one dealing with my Executors need inquire concerning the validity of anything that they purport to do or need see to the application of any money paid or any property transferred to or upon the order of my Executors.

ARTICLE XII

Throughout this Will the masculine gender shall be deemed to include the feminine and the neuter, the singular to denote the plural and vice-versa, where the context so requires.

My Executors shall not be liable for the acts, omissions or defaults of any agent appointed with due care.

ARTICLE XIII

I request that the representation of persons unborn or unascertained be dispensed with in the allowance of any accounting presented to the court by my Executors.

ARTICLE XIV

In the event that my said wife and I shall be killed in a common accident or as a result of a common disaster, or under such circumstances that there is no sufficient evidence that we died other than simultaneously, it shall be presumed that my wife survived me and this presumption shall apply throughout this Will, but if any other person intrusted hereunder and I should die under circumstances which render it doubtful as to

Richard W. Emmett

Richard Emmett

Suffolk County
COPY OF THE WILL

which of us died first it shall be presumed that I survived such person.

IN WITNESS WHEREOF, I hereunto set my hand and seal this 16 day of April, 1992 For identification, I have signed each of the foregoing eight (8) pages of this Will, which consists of ten (10) pages.

Ralph W Emerson
RALPH W. EMERSON

On this 16 day of April, 1992, RALPH W. EMERSON, the above named testator signed, published and declared the foregoing instrument, consisting of ten (10) pages, to be his Last Will and Testament, in the presence of us, who, thereupon, at his request and in his presence, and in the presence of each other, subscribed our names hereto as witnesses.

William R. Thayer
NAME

228 Old Homestead Dr.
Weston, Mass
ADDRESS

[Signature]
NAME

1075 Commercial St
Weymouth, MA 02189
ADDRESS

Suffolk County Probate Court
COPY OF AN UNPROCESSED WILL ON FILE

Richard Iannella REGISTER

COMMONWEALTH OF MASSACHUSETTS

S. P. H. K., ss.

Dated: April 16, 1992

Before me, the undersigned authority, on this day personally appeared RALPH W. EMERSON, *WILLIAM R. GLOVER JR.*, and *FRANK J. COATES*, known to me to be the testator and the witnesses, respectively, whose names are signed to the attached or foregoing instrument, and, all of these persons being by me duly sworn, RALPH W. EMERSON, the testator declared to me and to the witnesses in my presence that the instrument is his Last Will and that he had willingly signed it and executed it as his free and voluntary act for the purposes therein expressed; and each of the witnesses stated to me, in the presence of the testator that he or she signed the Will as witness and that to the best of his or her knowledge the testator was eighteen (18) years of age or over, of sound mind and under no constraint or undue influence.

Ralph W. Emerson
TESTATOR
William R. Glover Jr.
WITNESS
[Signature]
WITNESS

Subscribed and sworn to before me by the Testator and the said witnesses.

[Signature]
Notary Public
My Commission Expires: 2-26-99

Suffolk County Probate & Family Court
COPY OF AN UNPROVED COPY SENT ON FILE

DEC 1 2005

Richard Iannella. REGISTER

-10-

MADISON COUNTY MS This instrument was
filed for record Feb. 16, 2008.
Book 42 Page 452
ARTHUR JOHNSTON, C. C.
BY: *[Signature]* D.C. 

2008-119-B

LAST WILL AND TESTAMENT

OF

CLARA DENNARD CARRE

I, CLARA DENNARD CARRE, an adult resident of Jackson, Hinds County, Mississippi, make this my Will, and revoke all prior Wills and Codicils.

ITEM I.

I have one stepson, GARY LEE CARRE, and one stepdaughter, SHIRLEY ANITA CARRE FOWLER.

ITEM II.

I appoint my stepson, GARY LEE CARRE, and my stepdaughter, SHIRLEY ANITA CARRE FOWLER, to serve jointly as Executor of my estate under this Will. In the event one of them is or becomes unable or unwilling to serve as an Executor, I appoint the other to serve alone as Executor.

ITEM III.

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

FOR IDENTIFICATION:

CDL

FILED
THIS DATE
FEB 07 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY [Signature] D.C.

ITEM IV.

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

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

ITEM V.

I give and devise all of my interest in the forty (40) acres of land that I own in Pike County, Mississippi to my three (3) sisters, outright, ALICE DENNARD AMMONS, ANNE DENNARD SIMMONS and MARY DENNARD MORGAN. In the event a sister of mine predeceases me I give, devise and bequeath her share of this bequest to her descendants, per stirpes, if any, or if not to my other sisters then living, in equal shares, with the descendants of deceased sister taking, per stirpes, the share of a sister of mine would have taken if living.

ITEM VI.

I give and bequeath the certificate of deposit at STATE BANK AND TRUST COMPANY for One Hundred Thousand and 00/100 Dollars (\$100,000) plus any interest thereon, in equal shares, to my nieces and nephews; LANNY CLARK AMMONS, DAVID AMMONS, SUSAN AMMONS STEVENSON, PATRICIA AMMONS NEWCOMB and MARY ANN SIMMONS MITCHELL. If any of my nieces or nephews predeceases me, I give and bequeath his or her share of this bequest to his or her descendants, per stirpes, or if none to my other nieces and nephews, in equal shares, with the descendants of a deceased niece or nephew taking, per stirpes, the share a niece or nephew would have taken if living.

FOR IDENTIFICATION:

CD E

ITEM VII.

I give, devise and bequeath the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever situated to my stepson, GARY LEE CARRE, and my stepdaughter, SHIRLEY ANITA CARRE FOWLER, in equal shares. If my stepson, GARY LEE CARRE, predeceases me, I give, devise and bequeath his share of my residuary estate to his wife, BESSIE LOTT CARRE. If my stepdaughter, SHIRLEY ANITA CARRE FOWLER, predeceases me I give, devise and bequeath her share of my residuary estate to her descendants, per stirpes.

ITEM VIII.

My residuary estate shall be charged with the payment of all funeral expenses, all expenses of administering my estate, any estate, inheritance or other death taxes payable by reason of my death, and any other proper claims against my estate

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

No payment of any funeral expenses, expenses of administering my estate, estate, inheritance or other death taxes payable by reason of my death or any other proper claims against my estate shall be made from funds held in any qualified retirement plan, annuity contract or custodial account described in Section 403(b), or individual retirement account, or from any distributions from any such plan, contract or account or the income therefrom or proceeds of any reinvestment thereof.

FOR IDENTIFICATION:

GDG

My Executor shall have no right to recover any funeral expenses, any expenses of administering my estate, any estate, inheritance, or other death taxes payable by reason of my death or any other proper claims against my estate from a person who held property as a joint tenant with right of survivorship with me because of the inclusion of such property in my gross estate

ITEM IX.

Any recipient of property hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor. If any person disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to the persons or person who would have received such property if the disclamant had predeceased me.

ITEM X.

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

FOR IDENTIFICATION:

C D C

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 15th day of April, 2003.

Clara Dennard Carre
Clara Dennard Carre

This instrument was, on the day and year shown above, signed, published and declared by CLARA DENNARD CARRE 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.

Leonard C. Martin

139 Woodland Dr.
Jackson, MS 39216
Address

Alicia A. Hemington

Jackson, MS
Address

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI

COUNTY OF HINDS

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the individuals whose signatures appear below (the "Affiants"), who being by me first duly sworn according to law stated on oath.

(1) That each of the Affiants is one of the subscribing witnesses to the foregoing Last Will and Testament of CLARA DENNARD CARRE, who is personally known to each Affiant, and whose signature is affixed to the foregoing Last Will and Testament.

(2) That on the date specified below, the testator signed, published and declared the foregoing instrument of writing as the testator's Last Will and Testament, in the presence of both Affiants who acted as subscribing witnesses

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

(4) That the Affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the testator and in the presence of each other.

Leonard C. Martin
Signature

Alecia G. Harrington
Signature

Leonard C. Martin

728 Colonial Circle

139 Woodland Dr

Jackson, MS 39211

Jackson, MS 39216

Alecia Harrington

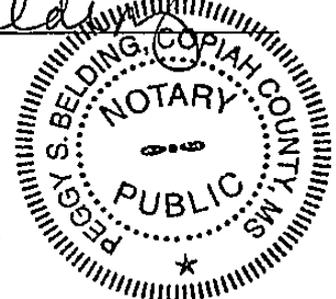
SWORN TO AND SUBSCRIBED BEFORE ME, this the 15th day of

April, 2003.

Peggy S. Belding
Notary Public

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 18 2007
BONDED THRU STEGALL NOTARY SERVICE.

My Commission Expires: _____



MADISON COUNTY MS This instrument was
filed for record Feb 7, 2008.



2008-0094

LAST WILL AND TESTAMENT

OF

ETHEL Y. HAYNIE

FILED	
THIS DATE	
FEB 07 2008	
ARTHUR JOHNSTON, CHANCERY CLERK	
BY <i>D. O'Neill</i>	D.C.

I, ETHEL Y. HAYNIE, 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, and I do hereby revoke any and all wills and codicils heretofore made by me.

ARTICLE I
APPOINTMENT OF FIDUCIARIES

A. Executor. I do hereby appoint my nephew, R. JAMES YOUNG, as Executor of this my Last Will and Testament, and I hereby waive the necessity of said individual entering into bond, inventory and accounting as such Executor, and I waive the necessity of a formal appraisal being made of my estate. If he resigns or be unable or unwilling to so serve, then I appoint my nephew, RALPH E. YOUNG, JR. I hereby expressly give and grant unto either of said Executors all the rights, powers and discretions hereinafter given to the Trustee in Article VII, Powers of Trustee.

B Trustee. I also appoint my nephew, R. JAMES YOUNG, as Trustee of any trust created for the benefit of my husband. In the event he resigns or is unable or unwilling to serve, then I appoint my nephew, RALPH E. YOUNG, JR., Successor Trustee of any trust herein established for the benefit of my husband. The Successor Trustee shall serve under

the same terms and conditions as the originally named Trustee and is given the same rights, powers and discretions.

ARTICLE II
PAYMENT OF EXPENSES, DEBTS AND ESTATE TAXES

I hereby direct my Executor to pay my funeral expenses and all of my just debts which may be timely probated, registered and allowed against my estate, and expenses of administration of my estate out of my residuary estate; provided, however, that if my Executor in his sole discretion shall elect to claim estate administration expenses as a deduction for income tax purposes rather than estate tax purposes, such administration expenses shall be charged against any remaining available credit equivalent bequest disposed of by Article IV, Family Trust, after first satisfying in full any estate taxes which are directed to be paid therefrom. I direct my Executor to pay out of Article IV, Family Trust, 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 any other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate purposes. My Executor shall specifically retain the right of recovery as provided in Sections 2206, 2207, 2207A and 2207B of the Internal Revenue Code of 1986, or as may be subsequently amended.

ARTICLE III
BEQUEST OF PERSONAL PROPERTY AND HOUSEHOLD EFFECTS

A. I give and bequeath to my husband, JACK J. HAYNIE, if he be living at the time of my death, all of my corporeal, tangible personal property.

B. If he shall not survive me, I give and bequeath the following special bequests of said property as follows:

1. I give and bequeath the four (4) chairs that belonged to my mother to my sister-in-law, NELL ISON YOUNG. If she should predecease me, then I give and bequeath two (2) of the said chairs to my nephew and his wife, R. JAMES YOUNG and ANN LAMBDIN YOUNG, or the survivor and two (2) of the said chairs unto my nephew and his wife, RALPH E. YOUNG, JR and MARTHA RECORD YOUNG, or the survivor.

2. I give to SUSAN McCULLOUGH McCLUNG the mahogany (ox cart) coffee table

3. I give to REBECCA STILL FELIX, DEBORAH STILL HOWELL, MARIE McCULLOUGH ANDERSON, SUSAN McCULLOUGH McCLUNG and ANN McCULLOUGH RAUBOLT, in equal shares, the coins collected by their grandmother Rebecca Still and given by her husband, T. W. Still, after her death to Jack Haynie:

(a) A total of fourteen (14) silver dollars bearing dates (i) 1884, (ii) 1896, (iii) 1904, (iv) 2 @

1921, (v) 3 @ 1922, (vi) 3 @ 1923, (vii) 1924,
and (viii) 2 @ 1926; and

(b) a total of twelve (12) silver half-dollars
bearing dates (i) 1944, (ii) 1951, (iii) 1960, (iv)
1963, (v) 3 @ 1967, (vi) 2 @ 1968, (vii) 1969,
(viii) 1971, and (ix) 1973.

My Executor, in his sole discretion, shall determine and make distribution of these coins as he determines appropriate.

4. I give to R JAMES YOUNG and ANN LAMBDIN YOUNG, with the exception of property described in Paragraphs 1, 2 and 3 of this Section B, all household property and personal effects, including furniture and accessories, silver and jewelry, and if either of them shall not survive me, then to the survivor.

ARTICLE IV
FAMILY TRUST

If my husband, JACK J HAYNIE, survives me, I give, devise and bequeath to R JAMES YOUNG, as Trustee, property equal to the largest amount that can pass free of federal estate tax under this Article by reason of the unified credit and the state death tax credit (provided use of this credit does not require an increase in the state death taxes paid) allowable to my estate but by reason of no other credit, and after taking account of dispositions under previous Articles of this Will and property passing outside of this Will which do not qualify for the marital or charitable deduction and after taking account of

charges to principal that are not allowed as deductions in computing my federal estate tax. My Executor shall select and distribute to the Trustee the cash, securities and other property, including real estate and interests therein, which shall constitute this trust, employing for this purpose values current at the time or times of distribution. I recognize that the sum so disposed of by this Article may be affected by the action of my Executor in exercising certain tax elections. The Trustee shall hold said property for the following uses and purposes and upon the following terms and conditions:

A. Income. Said Trustee shall pay to my said husband, JACK J. HAYNIE, during his lifetime, all of the income of the trust in periodic installments, the frequency of such payments to be determined by the Trustee, except that in no event shall such payments be made less frequently than quarterly.

B. Principal. The Trustee shall also be authorized to pay out of the principal of this trust such amounts as my Trustee may deem necessary or proper in his sole judgment to provide for the support in reasonable comfort, maintenance and medical care (including hospital and other institutional care) of my said husband, taking into account any other means of support he may have to the knowledge of the Trustee.

The standard for the payment of principal to my husband shall be construed to be an "ascertainable standard" within the meaning of Sections 2041 (b) (1) (A) and 2514 (c) (1) of the Internal Revenue Code of 1986, as now or hereafter amended.

C. Termination. Upon the death of my said husband, the entire remaining corpus

and all accrued income of this trust shall be paid over, delivered and conveyed, free and clear of any trust, as follows:

1. (a) To REBECCA STILL FELIX, the sum of Five Thousand Dollars (\$5,000.00).
- (b) To DEBORAH STILL HOWELL, the sum of Five Thousand Dollars (\$5,000.00).
- (c) To MARIE McCULLOUGH ANDERSON, the sum of Five Thousand Dollars (\$5,000.00)
- (d) To SUSAN McCULLOUGH McCLUNG, the sum of Five Thousand Dollars (\$5,000.00).
- (e) To ANN McCULLOUGH RAUBOLT, the sum of Five Thousand Dollars (\$5,000.00)

If any of these named individuals predecease me, then the bequest to such individual shall lapse and become a part of the trust estate to be distributed to the beneficiaries designated in Paragraphs 3, 4 and 5 of this Section C.

2. (a) To JODY JAMES RODRIQUEZ, the sum of Two Thousand Five Hundred Dollars (\$2,500.00).
- (b) To JAMIE LYNN RODRIQUEZ, the sum of Two Thousand Five Hundred Dollars (\$2,500.00).
- (c) To CAROL YOUNG, the sum of Two Thousand Five Hundred Dollars (\$2,500.00).

If any of these named individuals predecease me, then the bequest to

such individual shall lapse and become a part of the trust estate to be distributed to the beneficiaries designated in Paragraphs 3, 4 and 5 of this Section C.

3. To R. JAMES YOUNG and ANN LAMBDIN YOUNG, I give fifty percent (50%) of the balance of said trust estate, and if either of them not be living, then to the survivor, and if neither of them are living, then to their then-living issue, per stirpes.

4. To RALPH E. YOUNG, JR., and MARTHA RECORD YOUNG, I give twenty-five percent (25%) of said trust estate, and if either of them not be living, then to the survivor, and if neither of them are living, then to their then-living issue, per stirpes.

5. To ROBERT P. YOUNG and BERTIE MAE BROWN YOUNG, I give twenty-five percent (25%) of said trust estate, and if either of them not be living, then to the survivor, and if neither of them are living, then to the beneficiaries designated in Paragraphs 3 and 4 of this Section C in the same proportions.

ARTICLE V
RESIDUARY ESTATE

A. Residuary Disposition if Husband Survives Me I will, devise and bequeath unto my husband, JACK J. HAYNIE, all of the rest, residue and remainder of my estate, whether

real, personal or mixed, and of whatsoever kind or character and wheresoever situated, together with any lapsed bequests or devises.

B Residuary Disposition if Husband Does Not Survive Me. If my said husband predeceases me, then, in that event, I will, devise and bequeath all the rest, residue and remainder of my estate, whether real, personal or mixed, and of whatsoever kind or character and wheresoever situated, to the following beneficiaries, as follows:

1. (a) To REBECCA STILL FELIX, the sum of Five Thousand Dollars (\$5,000.00).
- (b) To DEBORAH STILL HOWELL, the sum of Five Thousand Dollars (\$5,000.00).
- (c) To MARIE McCULLOUGH ANDERSON, the sum of Five Thousand Dollars (\$5,000.00).
- (d) To SUSAN McCULLOUGH McCLUNG, the sum of Five Thousand Dollars (\$5,000.00).
- (e) To ANN McCULLOUGH RAUBOLT, the sum of Five Thousand Dollars (\$5,000.00).

If any of these named individuals predecease me, then the bequest to such individual shall lapse and become a part of residuary estate to be distributed to the beneficiaries designated in Paragraphs 3, 4 and 5 of this Section B.

2. (a) To JODY JAMES RODRIQUEZ, the sum of Two Thousand Five Hundred Dollars (\$2,500.00).

(b) To JAMIE LYNN RODRIQUEZ, the sum of Two Thousand Five Hundred Dollars (\$2,500.00).

(c) To CAROL YOUNG, the sum of Two Thousand Five Hundred Dollars (\$2,500.00).

If any of these named individuals predecease me, then the bequest to such individual shall lapse and become a part of the residuary estate to be distributed to the beneficiaries designated in Paragraphs 3, 4 and 5 of this Section B.

3. To R. JAMES YOUNG and ANN LAMBDIN YOUNG, I give fifty percent (50%) of said residuary, and if either of them not be living, then to the survivor, and if neither of them are living, then to their then-living issue, per stirpes.

4. To RALPH E. YOUNG, JR., and MARTHA RECORD YOUNG, I give twenty-five percent (25%) of said residuary, and if either of them not be living, then to the survivor, and if neither of them are living, then to their then-living issue, per stirpes.

5. To ROBERT P. YOUNG and BERTIE MAE BROWN YOUNG, I give twenty-five percent (25%) of said residuary, and if either of them not be living, then to the survivor, and if neither of them are living, then to the beneficiaries designated in Paragraphs 3 and 4 of this Section B in the same proportions.

C. Right of Husband to Disclaim. My husband shall have the right to disclaim all or any part of his interest in any property which I have devised or bequeathed to him by this Article V. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be delivered to my Executor within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law.

D. Disposition of Disclaimed Property If my husband disclaims in whole or in part the property passing to him under this Article V, so much of the property in which my husband disclaims his interest shall be added to the Family Trust of Article IV. In so providing, I expressly recognize the right of my husband to disclaim in whole or in part the property passing to him under this Article V and to remain a beneficiary under Article IV, Family Trust.

ARTICLE VI
DISTRIBUTION TO MINORS

In making distributions to beneficiaries from any trust created under this Will, and especially where the beneficiaries are minors or incapable of transacting business due to illness, the Trustee, in his 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.

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 the 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 his discretion, deems necessary to provide for the support, education, maintenance and health.

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.

ARTICLE VII
POWERS OF TRUSTEE

The Trustee shall have full power and authority to invest and reinvest the principal of the trust in such manner and upon such terms and conditions as the Trustee may see fit, and with express authority to invest funds in a common trust fund established by the Trustee

pursuant to the Uniform Common Trust Fund Act of Mississippi or proprietary mutual fund; to sell, exchange, pledge, mortgage, hypothecate or otherwise dispose of any property, real or personal, originally or subsequently acquired; to retain and hold in unchanged form any property, real or personal, coming into his hands; to rent or lease any of the properties embraced within the trust, upon such terms and conditions as the Trustee deems advisable; to make all determinations respecting division, allotments and distributions of income and principal to the beneficiaries; to pay taxes of every kind existing against the trust property; to hold investments in the name of a nominee; and to do all other acts which, in the judgment of the Trustee, may be necessary or appropriate for the proper and advantageous management, investment and distribution of the trust estate to the same extent as though he was the sole owner of the trust property; and to disclaim interests in property as provided by the "Uniform Disclaimer of Property Interests Act," being Section 89-21-3 through 89-21-17 of the Mississippi Code of 1972, as now enacted or hereafter amended, reference to which statute is hereby made for all purposes. In addition, the Trustee shall have all of the powers granted by the "Uniform Trustees' Powers Law", being Sections 91-9-101 through 91-9-119 of the Mississippi Code of 1972 as now enacted or hereafter amended, reference to which statute is hereby made for all purposes.

ARTICLE VIII
GENERAL PROVISIONS

The trust hereinbefore created is a private trust, and the Trustee shall not be required

Page 12 of 15 of My Will EYN

to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee is hereby authorized to receive and retain for his services in administering the trusts reasonable fees and compensation. The income of the trust herein created shall accrue from the date of my death, and during the period of the administering of my estate, and until the trust is established, I hereby authorize my Executor, in his sole discretion, to pay at least annually out of my general estate to my husband, as beneficiary of said trust, as advanced payment of income, such sums as in his judgment equal the income which my said husband would receive from said trust had the same been established. The Trustee shall not be required to enter into any bond as Trustee, nor shall he be required to return to any court any periodic formal accounting of his administration of the trust, but the Trustee shall render annual accounts to my said husband. No person paying money or delivering property to the Trustee shall be required to see to its application. Neither the principal nor the income of any trust funds created herein, nor any part of same, shall be liable for the debts of any beneficiary hereunder, nor shall the same be subject to seizure by any creditor of any beneficiary hereunder, and no beneficiary hereunder shall have any power to sell, assign, transfer, or in any manner to anticipate or dispose of his or her interest in the trust funds, or any part of same, or the income produced from said fund or any part of same. The income and principal or both of any trust created herein and the beneficiary or beneficiaries of the income and principal or both of any such trust shall be afforded the protection of and protected by all of the applicable terms and provisions of the Family Trust

Preservation Act of 1998. The Trustee in the trust hereinbefore created may resign at any time by giving written notice to the beneficiaries entitled to participate in the trust at the time of said resignation, specifying in said notice the effective date of such resignation. In the event the designated Successor Trustee resigns or is unable or unwilling to serve, then an alternate Trustee may be appointed on petition of the income beneficiary by the Chancery Court of Madison County, Mississippi, and the alternate Trustee shall have the same title, powers and discretion herein given the original Trustee, except that my husband shall not be appointed as a Successor Trustee.

ARTICLE IX
COMMON DISASTER CLAUSE

In the event that both my said husband and I should die in a common accident, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that he shall be deemed to have predeceased me, and this Will and all of its provisions shall be construed upon that assumption

ARTICLE X
FAMILY MEMBERS

My husband's name is JACK J HAYNIE and he is sometimes referred to herein as my "husband". I have no children, or descendants of children, either living or who have predeceased me.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 21st

day of March, 2001.

Ethel Y. Haynie
ETHEL Y. HAYNIE

Robert E. Weirong
Jennifer K. Lefaldt

WITNESSES

This instrument was, on the day and year shown above, signed, published and declared by ETHEL Y. HAYNIE 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.

WITNESSES:

ADDRESSES:

Robert E. Weirong

936 Trustmark Bldg
Jackson, MS 39201

Jennifer K. Lefaldt

936 Trustmark Bldg
Jackson, MS 39201

PROOF OF WILL

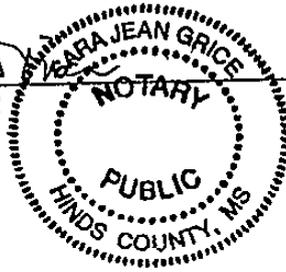
STATE OF MISSISSIPPI

COUNTY OF HINDS

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Robert E. Williford, who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Ethel Y. Haynie, and that the said Ethel Y. Haynie signed, published and declared said instrument to be her Last Will and Testament on the 21st day of March, 2001 in the presence of this affiant and Jennifer Kay Lefoldt, the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of eighteen (18) years; and that this affiant and Jennifer Kay Lefoldt subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testatrix, and in the presence of each other.

Robert E. Williford
ROBERT E. WILLIFORD

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 22nd day of
March, 2001.

Bara Jean Grice
NOTARY PUBLIC


My commission expires:

Notary Public State of Mississippi At Large
My Commission Expires: May 6, 2002
Dundorf Law Center, Brooks & Garland, Inc.

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Jennifer Kay Lefoldt, who by me being first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Ethel Y. Haynie and that the said Ethel Y. Haynie signed, published and declared said instrument to be her Last Will and Testament on the 21st day of March, 2001 in the presence of this affiant and Robert E. Williford, the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Robert E. Williford subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testatrix, and in the presence of each other.

Jennifer Kay Lefoldt
JENNIFER KAY LEFOLDT

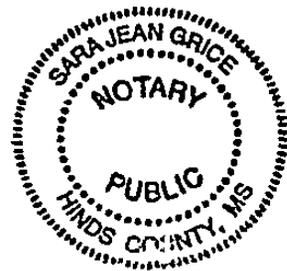
SWORN TO AND SUBSCRIBED BEFORE ME, on this the 22nd day of March, 2001.

Sara Jean Grice
NOTARY PUBLIC

My commission expires:

Notary Public State of Mississippi At Large
My Commission Expires June 8, 2002
Bundled by THE MISSISSIPPI STATE & COUNTY, INC.

MADISON COUNTY MS This instrument was
filed for record Feb 7 2008
Book 042 Page 476
ARTHUR JOHNSTON, C. C.
BY: *D. Onell* D.C.

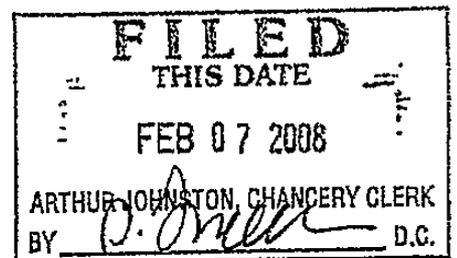


BOOK 042 .. 493

2008-0094

First Codicil to
Last Will and Testament
of
Ethel Y. Haynie

WELLS MARBLE & HURST, PLLC
Post Office Box 131
Jackson, Mississippi 39205-0131
Telephone: (601) 355-8321



**First Codicil to
Last Will and Testament
of
Ethel Y. Haynie**

Introductory Clause. I, ETHEL Y. HAYNIE, do hereby make, publish and declare this to be the First Codicil to my Last Will and Testament dated March 22, 2001.

FIRST

Amendment of an Item. I do hereby amend Article V. B-2 of my Last Will and Testament dated March 22, 2001, to add a new sub-paragraph (d) as follows:

- (d) To JIMMY RODRIQUEZ, the sum of Five Thousand Dollars (\$5,000.00).

SECOND

Republication of Will as Amended. I hereby republish and reaffirm my Last Will and Testament as herein modified, amended and supplemented by this First Codicil as if such Will were set out here in full and do incorporate it by this reference thereto, and do hereby republish and declare my Last Will and Testament as amended, modified and supplemented as my Last Will and Testament.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 10th day
of February, 2006.

Ethel Y. Haynie
ETHEL Y. HAYNIE

Attestation Clause. The foregoing Codicil, consisting of this and the preceding page, was signed, sealed, published and declared by ETHEL Y. HAYNIE as and for the First Codicil to her Last Will and Testament and she did also republish and reaffirm her Last Will and Testament as by this First Codicil amended as and for her Last Will and Testament in our presence, and we, at her request and in her presence, and in the presence of each other, have hereunto subscribed our names as witnesses on the above date.

Elizabeth M. Edwards of 200 Dominican Dr. #5213
(address) Madison, MS 39110

Constance Webb of 102 Brierfield Dr.
(address) MADISON, MS
39110

STATE OF MISSISSIPPI
COUNTY OF Madison

PROOF OF FIRST CODICIL

We, ELIZABETH M. EDWARDS and CONSTANCE WEBB, being duly sworn according to law on oath state

Each of us is a subscribing witnesses to the attached written instrument dated February 10, 2006, which purports to be the First Codicil to Last Will and Testament of ETHEL Y. HAYNIE, the Testatrix, who is personally known to each of us. On the execution date of the instrument, the Testatrix, in our presence, signed, published and declared the instrument to be her First Codicil to Last Will and Testament, and requested that we attest her execution thereof In the presence of the Testatrix and each other, each of us signed our respective names as attesting witnesses At the time of execution of the instrument the Testatrix appeared to be eighteen years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

Elizabeth M. Edwards
(Witness)

residing at: 200 Dominican Dr. #52B

Madison, MS 39110

Constance Webb
(Witness)

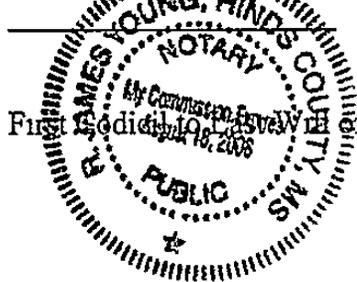
residing at: 102 Briarfield Dr

MADISON, MS 39110

Subscribed and sworn to before me, the undersigned Notary Public, on this the 10th day of February, 2006.

[Signature]
NOTARY PUBLIC

My Commission Expires:



First Codicil to Last Will and Testament of Ethel Y Haynie Page 3

MADISON COUNTY MS - This instrument was filed for record Feb 7, 2008
Book 042 Page 493
ARTHUR JOHNSTON, C. C.
BY: [Signature] b.c.