

2008-0094

Second Codicil to

BOOK 042 PAGE 497

Last Will and Testament

of

Ethel Y. Haynie

WELLS MARBLE & HURST, PLLC
Post Office Box 131
Jackson, Mississippi 39205-0131
Telephone: (601) 605-6900

FILED
THIS DATE
FEB 07 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY *D. Bull* D.C.

**Second 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 Second Codicil to my Last Will and Testament dated March 22, 2001, as previously amended by the First Codicil dated February 10, 2006.

FIRST

Amendment of an Item. I do hereby amend Article V. B-1 of my Last Will and Testament dated March 22, 2001, and First Codicil dated February 10, 2006, to add a new sub-paragraphs (f) and (g) as follows.

(f) To JAMES ANTHONY HURT, the sum of Five Thousand Dollars (\$5,000.00), to be paid at the absolute discretion of my Executor either outright to him or to AmSouth Bank, Mobile, Alabama, as Trustee of the Betty Young Hurt Family Trust which was set up for his sole benefit by his mother.

(g) To ETHEL EUGENE YOUNG, 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 Second 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.

E Y H
EYH _____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 27th day
of October, 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 Second Codicil to her Last Will and Testament and First Codicil thereto, and she did also republish and reaffirm her Last Will and Testament and First Codicil thereto as by this Second 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.

Constance Wepf of 102 Briarfield Drive
Madison, MS 39110
(address)

David A. Rich, Jr. of 3535 Hawthorne dr.
Jackson, MS 39216
(address)

STATE OF MISSISSIPPI
COUNTY OF Madison

PROOF OF SECOND CODICIL

We, David A. Rich, Sr. 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 October 27, 2006, which purports to be the Second Codicil to Last Will and Testament and First Codicil thereto 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 Second Codicil to Last Will and Testament and First Codicil thereto, 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.

David A. Rich Sr.
(Witness)

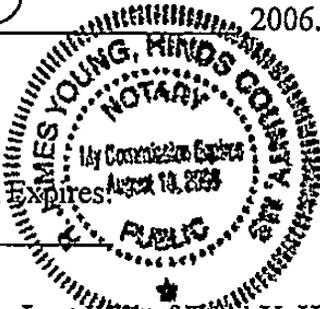
residing at: 3535 Huntmore Ln.

Jackson, Ms. 39216
Constance Webb
(Witness)

residing at: 102 Briarfield Drive
Madison, MS 39110

Subscribed and sworn to before me, the undersigned Notary Public, on this the 27th day of October, 2006.

My Commission Expires:



James Young
NOTARY PUBLIC

Second Codicil to Last Will of Ethel Y. Haynie Page 3

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

Book 042 Page 497
ARTHUR JOHNSTON, C. C.
BY D. Mills D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

EARNEST DOUGLAS

PLAINTIFF

VS.

CIVIL ACTION NO: 2007-1141

TECORA FLOYD, *Et Al.*

DEFENDANTS

AFFIDAVIT

FILED	
THIS DATE	
FEB 11 2008	
ARTHUR JOANSTON, CHANCERY CLERK	
BY <i>D. J. Liddell</i>	DC

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for the state and county aforesaid, within my jurisdiction, on the date hereinafter set forth, the within named J. M. Ritchey, who having been by me first duly sworn, stated upon his oath as follows:

1. My name is J. M. Ritchey.
2. I am a duly licensed and practicing attorney at law, and I represent Earnest Douglas, who is the Plaintiff in the above styled and numbered action
3. Vernita Mack, who is a Defendant in the above styled and numbered action, is an adult, non-resident of the state of Mississippi, whose post office address and street address is 1521 Florence Lane, Davenport, Iowa 52804.
4. Robert Liddell, Jr., who is a Defendant in the above styled and numbered action, is an adult, non-resident of the state of Mississippi, whose post office address and street address is 1411 Bridge Street, Apartment 4, Davenport, Iowa 52803.
5. Michael Allen Liddell, who is a Defendant in the above styled and numbered action, is an adult, non-resident of the state of Mississippi, whose post office address and street

address is 735 Sylvan Court, Davenport, Iowa 52803.

6. Affiant further sayeth not.

Witness my signature, this the 11 day of February, 2008.

J. M. Ritchey
J. M. RITCHEY

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



Arthur Johnston
NOTARY PUBLIC
by ex officio - Dew P. Jullie D.C.

My Commission Expires:

My Commission Expires Jan. 1, 2012

MADISON COUNTY MS This instrument was
filed for record Feb 11 2008.
Book 042 Page 501
ARTHUR JOHNSTON, C. C.
BY Donell D.C.



LAST WILL AND TESTAMENT

2008-110

OFJANE PENEGUY COOK

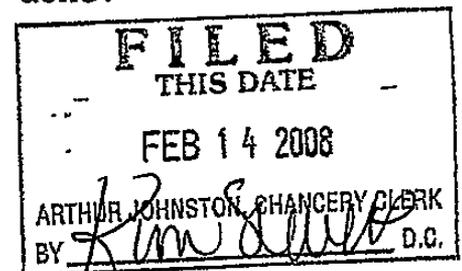
I, JANE PENEGUY COOK, an adult resident citizen of Lauderdale County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all wills and codicils heretofore made by me.

ITEM I.

I do hereby constitute and appoint my son, Wendell Holmes Cook, Jr., of Madison, Mississippi, to be the Executor of this my Last will and Testament, and I hereby direct that no bond be required of said Executor, and I further waive appraisal, inventory and accounting to any court. In the event my son, Wendell Holmes Cook, Jr., does not survive me or is unable to serve, I constitute and appoint my son, John Patrick Cook, of Tuscaloosa, Alabama, to be my Executor of this Will, under the same terms and conditions. I hereby expressly give and grant unto my Executor all the rights, powers and discretions hereinafter set forth in Item V.

ITEM II.

I hereby direct my Executor to pay my funeral expenses and all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done.



ITEM III.

I devise and bequeath to my two sons, Wendell H. Cook, Jr., and John Patrick Cook, share and share alike, all of my corporeal, tangible, personal property, including my clothing, books, jewelry, automobiles, and other items of personal use and adornment; and if either of my said children should predecease me, to the issue, both natural and adopted, of such child or children, per stirpes.

ITEM IV.

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 my two sons, Wendell H. Cook, Jr., and John Patrick Cook, share and share alike; and if either of my said children should predecease me, to the issue, both natural and adopted, of such child or children, per stirpes.

ITEM V.

My Executor shall have the power to sell real or personal property which I may own at the time of my death upon such terms and conditions as my Executor may determine without the necessity of a court order and without bond. My Executor shall have full power and authority to invest and reinvest the property of my estate in such manner and upon such terms and conditions as my Executor may see fit. I give and grant unto my Executor 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.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this
the 31st day of October, 2003.

Jane Peneguy Cook
JANE PENEGUY COOK

This instrument was, on the date shown above, signed, published and declared by JANE PENEGUY COOK, 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.

Ann C. Junozi

Carol Lee
WITNESSES

STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

AFFIDAVIT OF SUBSCRIBING WITNESSES

THIS DAY personally came and appeared before me, the undersigned, authority at law in and for said jurisdiction, Ann C. Surrage and Carol Lee, the two subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of JANE PENEGUY COOK, a citizen of Lauderdale County, Mississippi, each of whom having been first duly sworn, each makes oath that the said JANE PENEGUY COOK signed, published and declared the original of said instrument as her Last Will and Testament on the 31st day of October, 2003, the day and date of said instrument, in the presence of said two affiants, all of whom were the subscribing witnesses to said instrument; that said Testatrix was then of sound and disposing mind and memory and above the age of twenty-one years; and each of the said two subscribing 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 the said Testatrix and in the presence of each other.

Witness: Ann C. Surrage

Address: 12080 Old Hwy 80 W
Meridian, Md 39307

Witness: Carol Lee

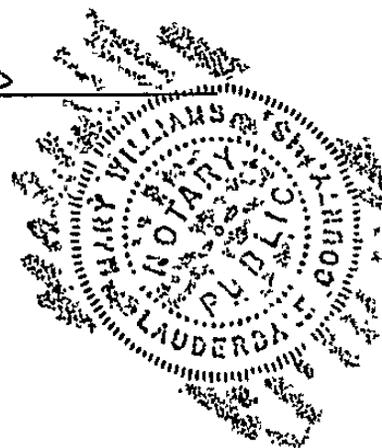
Address: 2178 E.L. Johnson Road
Little Rock, MS. 39337

SWORN to and subscribed before me, this the 31st day of October, 2003.

Mary Williams
NOTARY PUBLIC

My Commission Expires:

May 4, 2007



MADISON COUNTY MS This instrument was filed for record Feb. 17, 2008.

Book 42 Page 503
ARTHUR JOHNSTON, C. C.

BY R. Sellers D.C.



09-07-07

I Bill W. Parker Being
of Sound Mind & Body
Request to Shun
Parker all my assets &
Property at the time of
my Death

Bill W. Parker

MADISON COUNTY MS This instrument was
filed for record Feb. 14, 2008.

Book 42 Page 507
ARTHUR JOHNSTON, C. C.

BY. Lopez D.C.



ARTICLE IV.

I give, devise and bequeath all of the rest, residue and remainder of my property of every kind and description, real and personal, tangible and intangible, wheresoever situated and howsoever held, including lapsed legacies and devises, and whether acquired before or after the execution of this Will, including the dwelling house occupied by me at the time of my death, to the DEPOSIT GUARANTY NATIONAL BANK, Jackson, Mississippi, as Trustee, to be held in a trust for the benefit of my mother, RUBY JONES TAYLOR. The trust created in this Article shall be known as "THE ARCHIE L. TAYLOR, JR. FAMILY TRUST" which shall be administered and distributed as follows:

A. During the time that my mother is a beneficiary of this trust, which is until her death, the Trustee shall freely distribute to or for her benefit income or principal of the trust as the Trustee in its discretion shall determine to be necessary or beneficial for her maintenance and health, including any hospital or other institutional care and for the maintenance of her accustomed standard of living at the time of my death keeping in mind the size of the trust principal and the financial condition of the trust.

INITIALED FOR IDENTIFICATION:



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B. In the event my mother dies prior to the distribution of all trust assets, upon her death, one-third (1/3) of the assets shall be distributed free of this trust to the FIRST BAPTIST CHURCH, Ridgeland, Mississippi, if in existence at the time of my death, one-third (1/3) to the MISSISSIPPI SHERIFF'S BOYS AND GIRLS RANCHES, INC. if in existence at the time of my death, and one-third (1/3) to the UNIVERSITY OF SOUTHERN MISSISSIPPI FOUNDATION, if in existence at the time of my death. If any of the said institutions are not in existence at the time of my death, the remaining institution(s) shall receive that institution's share which shall be divided equally.

ARTICLE V.

A. Neither the income nor the principal of the trust created hereunder shall be alienable by the beneficiary either by assignment or by any other method and the same shall not be subject to be taken by her creditors by any process whatsoever.

B. Payments of income and principal for a beneficiary may be paid, in the discretion of the Trustee, directly to such beneficiary without the intervention of any legal guardian or conservator, to a relative of such beneficiary for use on such beneficiary's behalf, or to the legal guardian or conservator of such beneficia-

INITIALED FOR IDENTIFICATION:

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B. Notwithstanding any provision herein to the contrary, the Trustee may, without any liability to anyone for so doing or for not so doing, retain in trust for the benefit of the 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 alcohol, drugs, or other chemical substances, is a party to a pending divorce or marital separation proceeding, is in bankruptcy, has judgments pending, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. As and when the Trustee believes the beneficiary whose distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may in its sole discretion, without any liability to anyone for so doing, then make distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this provision.

ARTICLE VII.

The 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 or discretions,

INITIALED FOR IDENTIFICATION:

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

ARTICLE XI.

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

In addition to the powers afforded to my said personal fiduciaries by the aforesaid statutes of the Miss. Code Ann. (1972), which statutes are hereby adopted by reference thereto, I specifically give and grant to my fiduciaries the continuing, absolute, discretionary power to deal with any property, real or

INITIALED FOR IDENTIFICATION:

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personal, held in my estate, as freely as I might in the handling of my own affairs. This shall include the power to sell and transfer any interest I may own in a home or any real estate or personal property of any kind including my personal effects and household goods without prior or subsequent approval of any judicial authority. My fiduciaries shall also have the following powers:

A. To retain, operate, or sell any business interest which I may own, at public or private sale, or continue to act as Partner, engage in any partnership, and take all actions with regard to any partnership deemed advisable, and to execute deeds or any instruments of conveyances or transfers.

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

C. To claim expenses as either income or estate tax deductions when an election is permitted by law and to make such adjustment of tax between income and principal as my representa-

INITIALED FOR IDENTIFICATION:

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tives shall deem proper. The decision of my representatives shall be binding and conclusive upon all persons.

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

E. To retain, or invest in assets in the form of securities of Deposit Guaranty National Bank or the securities of any affiliated company owning securities of the Deposit Guaranty National Bank and to participate in any buy-sell stock redemption or other corporate agreements to which I shall be a party and to invest trust assets in any investment account, common trust fund, mutual fund or other investment vehicle offered, sponsored, or advised for a fee by Deposit Guaranty Corp., Deposit Guaranty National Bank, and any subsidiaries, parents or affiliates of either, or by any successor or assign of Deposit Guaranty National Bank, and any such successor's or assign's subsidiaries, parents or affiliates. This authority shall apply to banks or financial institutions that might become a successor trustee.

F. To borrow money from Deposit Guaranty National Bank, or other financial institutions or any individuals, to pay taxes; to exercise subscriptions, rights and options; to pay assessments; to accomplish any other purpose of any nature incidental to the

INITIALED FOR IDENTIFICATION:

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administration of my estate and any trust established by this will; and to pledge any securities or other assets as security for such loan. This authority shall apply to banks or financial institutions that might become a successor trustee.

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

H. To retain any security or other property, including real property, owned by me at the time of my death, so long as such retention appears advisable, and to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor or Trustee may presume

INITIALED FOR IDENTIFICATION:

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that I have confidence in the securities owned by me at the time of my death, and, therefore, there shall be no necessity of a sale thereof solely in order to diversify investments.

I. To sell, transfer, exchange, convert or otherwise dispose of, or grant options with respect to any security or property, real or personal, held in my estate or any Trust fund, at public or private sale, with or without security, in such manner, at such time or times, for such purposes, for such prices and upon such terms, credits and conditions as the Trustee may deem advisable.

J. To retain, invest in and reinvest in common stocks, including closely held stocks, preferred stocks, bonds, options, securities and other property, real or personal, foreign or domestic, whether or not such investments be of the character permissible for investments by fiduciaries under any applicable law, and without regard to the effect any such investment or reinvestment may have upon the diversity of the investments.

K. To render liquid my estate or any Trust created hereunder, in whole or in part at any time, or from time to time, and hold cash or readily marketable securities of little or no yield for such period as the Trustee may deem advisable.

INITIALED FOR IDENTIFICATION:

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L. To lease any property, real or personal, beyond the period fixed by statute for leases made by a Trustee and beyond the duration of the Trust Estate or any Trust created hereunder.

M. To join in or become a party to, or to oppose, any reorganization, readjustment, recapitalization, foreclosure, merger, voting trust, dissolution, consolidation or exchange, and to deposit any securities with any committee, depository or trustee, and to pay any and all fees, expenses and assessments incurred in connection therewith, and to charge the same to principal; to exercise conversion, subscription or other rights, and to make any necessary payments in connection therewith, or to sell any such privileges.

N. To vote in person at meetings of stock or security holders, or any adjournment of such meetings, or to vote by general or limited proxy with respect to any such shares of stock or other securities held by the Trustee.

O. To hold securities in the name of a nominee without indicating the Trust character of such holding, or unregistered, or in such form as will pass by delivery.

P. To pay, compromise, compound, settle, adjust, submit to arbitration, sell or release any claims or demands of the Trust Estate, or any Trust created hereunder, against others or of others

INITIALED FOR IDENTIFICATION:

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against the same as the Trustee may deem advisable, including the acceptance of deeds of real property in satisfaction of bonds and mortgages, and to make any payments in connection therewith which the Trustee may deem advisable.

Q. To possess, manage, insure against loss by fire or other casualties, develop, subdivide, control, partition, mortgage, lease or otherwise deal with any and all real property; to satisfy and discharge or extend the term of any mortgage thereon; to execute the necessary instruments and covenants to effectuate the foregoing powers, including the giving or granting of options in connection therewith; to make improvements, structural or otherwise, or abandon the same if deemed to be worthless or not of sufficient value to warrant keeping or protecting; to abstain from the payment of taxes, water rents, assessments, repairs, maintenance and upkeep of the same; to permit to be lost by tax sale or other proceeding or to convey the same for a nominal consideration or without consideration; to set up appropriate reserves out of income for repairs, modernization and upkeep of buildings, including reserves for depreciation and obsolescence, and to add such reserves to principal, and, if the income from the property itself should not suffice for such purposes, to advance out of other income any sum

INITIALED FOR IDENTIFICATION:

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needed therefor, and to advance any income of the Trust for the amortization of any mortgage on property held in the Trust.

R. To execute and deliver any and all instruments in writing which the Trustee may deem advisable to carry out any of the powers granted herein. No party to any such instrument in writing signed by the Trustee shall be obliged to inquire into its validity.

S. To allocate in the Trustee's sole discretion, in whole or in part, to principal and income, all receipts and disbursements for which no express provision is made hereunder, which allocation shall fully protect the Trustee with respect to any action taken or payment made in reliance thereon.

T. To consolidate and merge any Trust or Trust Share created hereunder with any other Trust or Trust Share created by me or any other person, whether inter vivos or by Last Will and Testament, if the beneficiary or beneficiaries are the same and the terms of the other Trust are substantially the same.

U. To make any distribution or division of the trust property in cash or in kind or both and allot to any separate trust or fund established hereunder an undivided interest in any part or all of the trust estate.

V. To invest trust funds in a savings or other types of accounts or certificates of deposit with any federally insured

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bank, including a successor trustee, or federally insured savings and loan association.

W. 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 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.

X. To pay reasonable compensation to the person or persons serving as guardian for any minor beneficiary hereunder.

ARTICLE XII.

No persons dealing with the fiduciaries hereunder shall be obligated to see to the application of any moneys, securities, or other property paid or delivered to them, or to inquire into the

INITIALED FOR IDENTIFICATION:

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expediency or propriety of any transaction or the authority of such fiduciaries to enter into and consummate the same upon such terms as they may deem advisable.

ARTICLE XIII.

The fiduciaries named herein, both my Executor and Trustee, shall be entitled to reasonable and normal fees for their services and they are hereby also fully empowered to engage the services of attorneys, accountants, or others capable of rendering services in pursuance of the administration of my estate and the trusts herein.

IN WITNESS WHEREOF, I, ARCHIE L. TAYLOR, JR., have hereunto subscribed my name to this, my Last Will and Testament consisting of 20 pages, in the presence of two (2) witnesses, who have attested the same in my presence, and at my request and in the presence of each other, on this the 20 day of July, 1996.

Archie L. Taylor, Jr.
ARCHIE L. TAYLOR, JR.

WITNESSES:

C. David Cleland

Theresa Green

ATTESTATION

We, C. David Cleland and Theresa Green
_____, the subscribing witnesses to the above

and foregoing last will and testament of ARCHIE L. TAYLOR, JR., certify that the said Testator declared to us that the above and foregoing instrument is his true last will and testament and that he especially requested us to act as subscribing and attesting witnesses thereto; that said Testator signed said instrument in our presence on the day and year therein mentioned; that we signed said instrument as attesting witnesses on said day and year in the presence of said Testator, and in the presence of each other; and that to the personal knowledge of each of us the said Testator was at such time above the age of eighteen (18) years and of sound and disposing mind, memory and understanding.

This the 26th day of July, 1996.

C. David Cleland

Address 5367 Fairway St.

Jackson Ms. 39211

THERESA GREEN

Address 145 PURVIS RD

FLORA MS 39071

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF Hinds

FILED
THIS DATE
FEB 15 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY D. O'Neil D.C.

We C. David Cleland and Theresa Green on oath state that we are the subscribing witnesses to the attached written instrument dated the 26 day of July, 1996, which purports to be the Last Will and Testament of ARCHIE L. TAYLOR, JR., who indicated to us that he is a resident of and has a fixed place of residence in the County of Madison, State of Mississippi. On the execution date of the instrument, the Testator in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Will and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this the 26 day of July, 1996.

C. David Cleland

Theresa Green

Subscribed and sworn to before me on this the 26th day of

July, 1996.

[Signature]
NOTARY PUBLIC

My Commission Expires:

[Faded Notary Seal]

MADISON COUNTY MS. This instrument was filed for record Feb 15, 2008.

Book 042 Page 508
ARTHUR JOHNSTON, C. C.
BY D. O'Neil D.C.



2008-156

LAST WILL AND TESTAMENT

OF

EVELYN A. FOWLER

I, Evelyn A. Fowler, a resident of the First Judicial District of Hinds County, Mississippi, being over the age of twenty-one (21) years, of sound and disposing mind and memory, and ever mindful of the uncertainty of this life and the certainty of death, and being desirous of adjusting my worldly affairs while in health, do hereby make, ordain, declare and publish this my Last Will and Testament, hereby revoking all former Wills and codicils thereto heretofore made by me.

I

Evelyn A. Fowler, is the widow of Judge W. Fowler, IV who died in the City of Jackson, Mississippi without a written will. The surviving heirs of Evelyn A. Fowler and Judge W. Fowler, IV are their grandchildren living Judge William Fowler, V, Pamela Gay Fowler Nelson, Lawrence Brent Fowler and Evelyn Nicole Fowler.

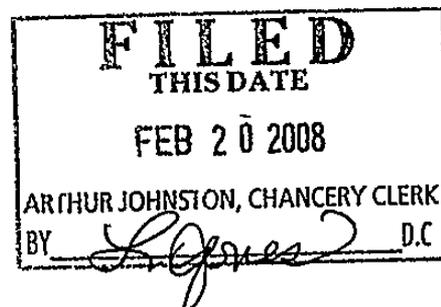
II.

I direct my Executor or Trustee out of the principal of my estate all my just debts, funeral expenses and costs of administration. I further direct my Executor or Trustee to pay without right of reimbursement and as a part of the expenses of administering my estate, all inheritance, estate, transfer and succession taxes, including interest and penalties thereon, which may be assessed by reason of my death on any property, or interest therein, included in my gross estate for tax purposes.

III.

I, hereby give, devise and bequeath unto my loving grandchildren, Judge William Fowler V, Pamela Gay Fowler Nelson, Lawrence Brent Fowler and Evelyn Nicole Fowler all of the property which I own at the time of my death both real personal or mixed. If any of said children shall be under the age of twenty-one (21) years at my death, my Executor or Trustee

Evelyn A. Fowler
EVELYN A. FOWLER



may hold without bond any of the property bequeath to said child under this Article III of my Last Will and Testament. Until said child attains age of twenty-five (25) years or until such earlier time as my Executor or Trustee, will deem it proper to deliver any or all of such property to said child. Any beneficiary of the aforesaid share of my estate shall be under the age of twenty-five (25) years. (Each such beneficiary being hereinafter referred to as a "Beneficiary") the share of such beneficiary shall not be paid and distributed to such beneficiary but instead shall held by my Trustee, IN TRUST, EVELYN A. FOWLER, GRANTOR, GRANDCHILDREN'S TRUST pursuant to the following provisions.

(i) Division of Trust

The Trust Estate shall be divided into equal shares, one share for each then-surviving grandchild of mine and one share for the issue of any deceased grandchild survived by issue. The share of any deceased grandchild shall be further subdivided to his or her issue, per stirpes.

(ii) Trust Income

My Trustee shall hold, manage, invest and reinvest the trust for the benefit of the Beneficiaries. During such time as my beneficiaries are under the age of thirty (30) years, in addition, the Trustee may pay so much or all of the net income or part of the principal from the Trust shares to the beneficiary thereof, as determined in the absolute discretion of my Trustee to be necessary and proper for the education, welfare, maintenance, health, medical insurance and support of my said Beneficiaries. Any net income not so paid shall be accumulated and added to principal at least annually.

(iii) Trust Principal

In addition, my Trustee may pay to or for the benefit of each Beneficiary from the principal of his or her share of the trust, at a time and from time to time, such amounts, including the whole thereof, as determined in the absolute discretion of my Trustee to be necessary for the education, welfare, maintenance, health, medical insurance and support of my said Beneficiaries.

IV. TRUST PROVISIONS

A Trustee's Discretion

The determination of my Trustee as to the amount or advisability of

Evelyn A. Fowler
EVELYN A. FOWLER

any discretionary payment of income or principal from any trust hereunder shall be final and conclusive on all persons, whether or not then in being, having or claiming any interest in such trust. Upon making any such payment, my Trustee shall be released fully from all further liability therefor.

B. Spendthrifts

No disposition, charge or encumbrance on any income or principal of any trust hereunder by any beneficiary thereof shall be valid or binding upon my Trustee. No beneficiary shall have the right to assign, transfer, encumber or otherwise dispose of any such income or principal until the same shall be paid to such beneficiary by my Trustee. No such income or principal shall be subject in any manner to any claim of any creditor of any beneficiary.

C. Will Contests

If any beneficiary under this will shall contest, obstruct or otherwise resist the probate hereof, or start or join in any proceeding tending to avoid or set aside any provision of this will, such beneficiary thereby shall forfeit all rights conferred upon him or her hereunder, and this will shall be given effect in all respects as if such beneficiary had predeceased me.

V. MINORS AND INCOMPETENTS

If any principal or income of my estate or any trust hereunder shall vest in absolute ownership in a minor or incompetent, my Executor or Trustee, at any time and without court authorization, may pay or distribute the whole or any part of such property to the beneficiary, or use the whole or any part for the care, comfort, support, education and welfare of the beneficiary, or pay or distribute the whole or any part to a guardian, committee or other legal representative of the beneficiary, or to a custodian for the beneficiary (including a custodian appointed by my Executor or Trustee without court order) under any gifts to minors act, or to the person or persons with whom the beneficiary resides to use for the beneficiary. The receipt of the person to whom the payment or distribution is so made shall release my Executor and Trustee from any liability therefor, even though my Executor or Trustee may be such person. If such beneficiary is a minor, my Executor or Trustee may defer the payment or distribution of the whole or

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EVELYN A FOWLER

any part of such property until the beneficiary shall attain the age of twenty-one (21) years or at such later date as may be determined appropriate by Trustee, and may hold the same as a separate fund for the beneficiary with all of the powers described in Article VI hereof. If the beneficiary dies before attaining said age, any balance shall be paid and distributed to the estate of the beneficiary.

The word "minor", wherever used in this Article V, shall mean any person who shall be under the age of twenty-one (21) years.

VI EXECUTORS AND TRUSTEES

A Powers

My Executor or Trustee shall have all of the powers conferred by law upon fiduciaries in every jurisdiction in which they by law upon fiduciaries in every jurisdiction in which they may act, including without limitation, all powers conferred by the Mississippi Uniform Trustees Powers Act and the power generally to exercise all such rights and powers, to do all such acts and enter into all such agreements as persons owning similar property in their own right might lawfully exercise, do or enter into.

B. Third Parties, Fiduciary's Liability

No person who deals with any fiduciary hereunder shall be bound to see to the application of any asset delivered to be bound to see to the application of any asset delivered to such fiduciary or to inquire into the authority for, or propriety of, any action taken or not taken by such fiduciary. No fiduciary shall be liable for acts or omissions in administering my estate or any trust created by this will, except for that fiduciary's own actual fraud, gross negligence or willful misconduct. If any fiduciary becomes liable as fiduciary to any other person who is not a beneficiary in connection with any matter not within the fiduciary's control and not due to the fiduciary's actual fraud, gross negligence or willful misconduct, such fiduciary shall be fully indemnified and held harmless by my estate or by the trust created hereunder giving rise to such liability, as the case may be, from and against any liability, claim, loss, damage or expense, including reasonable attorneys' fees, that such fiduciary may sustain

VII COMMON DISASTER

If any beneficiary under this will and I (or any other person) shall die

Evelyn A. Fowler
EVELYN A. FOWLER

in a common accident or under circumstances in which it is difficult or impractical to determine who survived the other, then I direct that for purposes of this will such beneficiary shall be deemed to have predeceased me (or such other person).

VIII. APPOINTMENT OF FIDUCIARIES

A. Executor

I, hereby appoint CHARLES A. BREWER, my nephew, to act as my Executor. If he shall not survive me, or shall fail to qualify for any reason as my Executor, or having qualified shall die, resign or cease to act for any reason as my Executor, I appoint my loving niece, CYNTHIA LEE BREWER as Executor

To the maximum extent permitted by law, I hereby relieve my Executor or Trustee of making and filing any inventory, appraisal or accounting in connection with the administration of my estate. I hereby unreservedly place in the hands of my Executor or Trustee the care, management and control of my estate for the benefit of my devisees and legatees herein named, and further vest in my Executor or Trustee full and complete authority and power, in his sole discretion, to sell, assign, lease, transfer, compromise, encumber and to otherwise deal with and dispose of all or any parts of the property owned by me at the time of my death, real, personal or mixed, upon such terms and conditions as may be deemed by my Executor or Trustee, in his sole discretion, appropriate, and without notice to anyone or court authorization.

B. Trustee

I hereby appoint my nephew, CHARLES A. BREWER to be Trustee. If Charles A. Brewer shall fail to serve, I appoint my niece, CYNTHIA LEE BREWER, as my Trustee

C. Bond and Inventory

I direct that no Executor or Trustee acting hereunder shall be required to file or furnish any bond or other security for the faithful performance of the duties of my Executor or Trustee or file any inventory as such, notwithstanding any provision of law to the contrary

Evelyn A Fowler
EVELYN A FOWLER

We, the undersigned, hereby certify that on this the 20 day of May, 1998, at the special instance and request of Evelyn A. Fowler whom each of us personally knows, we witnessed her execution of her foregoing Last Will and Testament, and her in our presence having first signed, published and declared said instrument as her Last Will and Testament, and we and each of us in her presence and in the presence of each other, and at her special instance and request having subscribed our names as attesting and subscribing witnesses thereto; and we further more certify that at said time the said Testatrix was of legal age and of sound and disposing mind and memory

Robert C. Durney
WITNESS

Betty J. Boyd
WITNESS

Evelyn A Fowler
EVELYN A FOWLER

D. Resignation

Any Trustee may, at any time, subject to settlement of their accounts, resign by instrument in writing, signed and acknowledged and delivered to the successor Trustee

E. Definition

The term "Executor" wherever used herein shall mean the executors, executor, executrix or administrator in office from time to time The term "Trustee" wherever used herein shall mean the trustees or trustee in office from time to time Each Executor and Trustee shall have the same rights, powers, duties, authority an privileges, whether or not discretionary, as if originally appointed hereunder.

Wherever use in this will and the context so requires, the masculine shall include the feminine and the singular shall include the plural, and vice versa.

IN WITNESS WHEREOF, I have caused this my Last Will and Testament, consisting of three (3) pages written with all trust provisions and identified by my signature at the bottom of each page, and have written and declared and do hereby declare and publish this as my Last Will and Testament in the presence of the subscribing witnesses hereto, and each of whom I have specially requested to witness my execution of this instrument in my presence and in the presence of each other, and all this done in Jackson, Mississippi on the 20th day of May, 1998

WITNESS my signature this the 20 day of May, 1998
Evelyn A. Fowler
EVELYN A. FOWLER

WITNESS:
Arthur A. Fenney
ADDRESS:
5360 W. Campbell Ave.
Jackson, MS 39211

WITNESS:
Betty G. Boyd
ADDRESS:
5360 W. Campbell Ave.
Jackson, MS 39211



Section 3. General Powers

My Independent Executor shall have full authority to administer my estate under the laws of the State of Texas relating to the powers of fiduciaries. In addition, my Independent Executor shall have all powers granted to my Trustee of my Living Trust, discussed below.

Section 4. Independent Administration

I direct that no action shall be had in any Court in relation to the settlement of my estate other than the probating and recording of my Will, and the return of an inventory, appraisement and list of claims of my estate.

Article Three**DISPOSITION OF MY PROPERTY****Section 1. Distribution to the NEIL C. BOSWELL MANAGEMENT TRUST.**

I give all of my property of whatever nature and kind and wherever located to my revocable living trust of which I am a Trustor, known as:

NEIL C. BOSWELL, Trustee, or his successor in trust, of **THE NEIL C. BOSWELL MANAGEMENT TRUST**, dated June 6, 2006, and any amendments thereto.

Section 2. Alternate Disposition

If my revocable living trust is not in effect for any reason, I give all of my property to my Independent Executor under this will, as Trustee, who shall hold, administer, and distribute my property as a testamentary trust the provisions of which are identical to those of **THE NEIL C. BOSWELL MANAGEMENT TRUST**, dated June 6, 2006, and any amendments thereto, as if it were in full force and effect on the date of my death.

Article Four**DEATH TAXES****Section 1. Definition of Death Taxes**

The term "death taxes," as used in my will, shall mean all inheritance, estate, succession, and other similar taxes that are payable by any person on account of that person's interest in the estate of the decedent, or by reason of the decedent's death, including penalties and interest, but excluding the following:

Initials 

a. Any additional tax that may be assessed under Internal Revenue Code Section 2032A.

b. Any federal or state tax imposed on a generation-skipping transfer, as that term is defined in the federal tax laws, unless the applicable tax statutes provide that the generation-skipping transfer tax is payable directly out of the assets of my gross estate.

Section 2. Payment of Death Taxes

All death taxes, whether or not attributable to property inventoried in my probate estate, shall be paid by the Trustee from that trust. However, if that trust does not exist at the time of my death, or if the assets of that trust are insufficient to pay the death taxes in full, I direct my Independent Executor to pay any death taxes that cannot be paid by the Trustee from the assets of my probate estate by prorating and apportioning those taxes among the beneficiaries of this will. My Independent Executor, in its sole and absolute discretion, may exercise any elections with regard to any federal or state tax law. Notwithstanding any other provision in my trust, all death taxes incurred by reason of assets transferred outside of my trust or probate estate shall be assessed against those persons receiving such property.

Article Five

GENERAL PROVISIONS

Section 1. No Contest Clause

If any person or entity, singularly, or in conjunction with any other person or entity, directly or indirectly, contests in any court the validity or interpretation of this will or my revocable living trust, including any codicils or amendments thereto, then the right of that person (and his or her descendants) or entity to take any interest in my estate or my living trust shall cease, and that person (and his or her descendants) or entity shall be deemed to have predeceased me.

Section 2. Captions

The captions of Articles, Sections and Paragraphs used in this will are for convenience of reference only and shall have no significance in the construction or interpretation of this will.

Section 3. Severability

Should any of the provisions of my will be for any reason declared invalid, such invalidity shall not affect any of the other provisions of this will, and all invalid provisions shall be wholly disregarded in interpreting this will.

Initials



Section 4. Governing Law

This will shall be construed, regulated and governed by and in accordance with the laws of the State of Texas.

THIS I MAKE AND PUBLISH, as my Last Will and Testament, consisting of five (5) pages, including the page to be signed by the notary, hereunto subscribing my name in the presence of REBECCA LUMBRERAS and ROBERT P. SCHERER, who have, at my request and in my presence

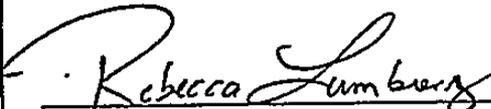
and in the presence of each other, also subscribed their names hereto as attesting witnesses, all on this 6th day of June, 2006.


NEIL C. BOSWELL

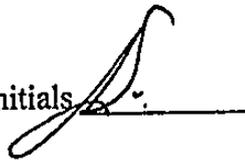
We, the undersigned persons, of lawful age, have on the day written above, at the request of NEIL C. BOSWELL, witnessed the signature of NEIL C. BOSWELL to the foregoing Will and Testament in the presence of all of us, and have at the same time, in his presence, and in the presence of each other, subscribed our names hereto as attesting witnesses, and we further declare that immediately prior to the foregoing there was exhibited to us an original copy of the trust referred to in the foregoing instrument and that, as so exhibits, the same was fully and finally executed.


Witness

3411 SHINDALE AUSTIN TX 78731
Address


Witness

602 W. 13th Austin, TX 78701
Address

Initials 

STATE OF TEXAS §
COUNTY OF TRAVIS §

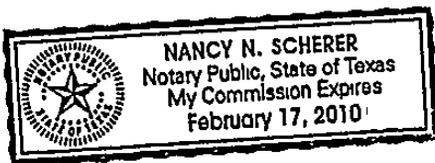
BEFORE ME, the undersigned authority, on this day personally appeared NEIL C. BOSWELL, REBECCA LUMBRERAS and ROBERT P. SCHERER, known to me to be the Testator and the witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and, all of said persons being by me duly sworn, the said NEIL C BOSWELL, Testator, declared to me and to the said witnesses in my presence that said instrument is his Last Will and Testament, and that he had willingly made and executed it as his free act and deed for the purposes therein expressed; and the said witnesses, each on their oaths, stated to me, in the presence and hearing of the said Testator, that the said Testator declared to them that said instrument is his Last Will and Testament, and that he executed same as such and wanted each of them to sign it as a witness; and upon their oaths each witness stated further that they did sign the same as witnesses in the presence of the said Testator and at his request; that he was at that time eighteen (18) years of age or over (or being under such age was or had been lawfully married, or was then a member of the armed forces of the United States or of an auxiliary thereof or of the Maritime Service) and was of sound mind, and that each of said witnesses was then at least fourteen (14) years of age.

Neil C. Boswell
NEIL C. BOSWELL
Testator

Robert P. Scherer
Witness

Rebecca Lumbieras
Witness

SUBSCRIBED AND ACKNOWLEDGED BEFORE ME by the said NEIL C. BOSWELL, Testator, and sworn to and subscribed by the said REBECCA LUMBRERAS and ROBERT P. SCHERER, Witnesses, this 6th day of June, 2006.



Nancy N. Scherer
Notary Public in and for the
State of TEXAS

MADISON COUNTY MS This instrument was
filed for record February 22, 2008.

Book 42 Page 536
ARTHUR JOHNSTON, C. C.

BY: *L Jones* D.C.



Initials *N.C.*

LAST WILL AND TESTAMENT 2008-158

FILED
 THIS DATE
 FEB 22 2008
 BY *Arthur Johnston* CHANCERY CLERK
 D.C.

OF

LILLIAN HILDA BURRIS BOGEN
 (sometimes also known as Hilda Lillian Burris Bogen)

I, Lillian Hilda Burris Bogen, 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 other Wills and Codicils heretofore made by me.

ITEM I.

I hereby nominate, appoint and designate my husband, Alfred T. Bogen, Jr., as Executor of this my Last Will and Testament, or if my husband shall predecease me or be unable or unwilling to serve in said capacity, then I nominate and appoint my son, Alfred T. Bogen III, as successor-Executor of this my Last Will and Testament. If my son shall predecease me or is unable or unwilling to serve in said capacity, then I nominate and appoint my grandson, Alfred Christopher Bogen, as second successor Executor of this my Last Will and Testament. If Alfred Christopher Bogen shall predecease me or be unable or unwilling to serve as Executor, I nominate and appoint my grandson, James Todd Carter, to serve as third successor Executor, or if James Todd Carter shall be unable or unwilling to serve in such capacity, I nominate and appoint my elder daughter, Vesta Ann Bogen-Draper, as fourth successor Executrix of this my Last Will and Testament. If Vesta Ann Bogen-Draper shall predecease me or be unable or unwilling to serve in said capacity, then I nominate my grandson, Trey Burris Carter, to serve as fifth successor Executor of this my Last Will and Testament. In the event Trey Burris Carter is unable or unwilling to

LHBB
 LHBB

serve as Executor, I nominate and appoint my daughter, Cynthia Retha Bogen Rhein, to serve as sixth successor Executrix of this my Last Will and Testament. I hereby waive the necessity of my Executor (including any successor-Executor, as the case may be) entering into any bond as such and I waive the necessity of any accountings, inventory or formal appraisal of my estate. I do hereby grant my Executor (including any successor-Executor, as the case may be) all the powers set forth in Sections 91-9-101 to 91-9-119 of the Mississippi Code of 1972, as amended, and any others that may be granted by law.

The terms "Executrix", "Executor", and "Executors" as used in this Will or any Codicil hereto, and all references thereto through any type of pronoun, shall include any person or persons, whether male or female, who may be serving hereunder at any time as a personal representative of my estate.

ITEM II.

I hereby direct that all my funeral expenses and all of my just debts which may be probated, registered and allowed against my estate be paid as soon after my death as can conveniently be done out of the principal of that portion of my residuary estate which is not included in the share qualifying for the marital deduction.

In the event any property or interest in property passing under this Will, or by operation of law, or otherwise by reason of my death shall be encumbered by a mortgage or a lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not be charged to or paid by my estate, but that the devisee, legatee, joint owner taking by survivorship, or beneficiary shall take such property or interest in property subject to all encumbrances existing at the time of my death.

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

ITEM III.

I direct that I be buried in one of the family cemetery lots at Lakewood Cemetery, Jackson, Mississippi. If my husband has predeceased me, I desire that my body rest beside that of my beloved husband when we are joined in eternity. Markers and concrete vaults have already been prepaid for me and my husband.

ITEM IV

I direct that my Executor pay out of that portion of my residuary estate which is not included in the gift qualifying for the marital deduction, without apportionment, all estate, inheritance, succession and other taxes, together with any interest or penalty thereon, (but not including any taxes imposed on generation-skipping transfers under the Federal tax laws) assessed by reason of my death and imposed by the government of the United States, or any state or territory thereof, or by any foreign government or political subdivision thereof, in respect of all property required to be included in my gross estate for estate or like tax purposes by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a power of appointment, without contribution by any recipient of any such property.

ITEM V

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

- A. To my daughter, Cynthia Retha Bogen Rhein, if she shall survive me, my diamond broach, my mink stole, and my cedar chest, excluding any and all contents reposing therein, if owned by me at the time of my death
- B. To my daughter, Vesta Ann Bogen, if she shall survive me, my 50th wedding anniversary medallion-necklace and crystalware.
- C. To my son and daughter, Alfred T. Bogen III, and Vesta Ann Bogen, or the survivor thereof, if either shall predecease me, the porcelain chinaware collected by my husband and me while resident in Indonesia, if owned by me at the time of my death, to

be divided equally between them by common agreement, or in the absence of such agreement, the division shall be made by drawing lots.

D. To my granddaughter, Laura Rhein, if she shall survive me, my diamond pendant and Hammond organ, if owned by me at the time of my death; provided, that if the said Laura Rhein shall then be under 21 years of age, such diamond pendant shall be delivered to her parents in trust for her until she reaches the age of 21, and the receipt of such parents shall constitute complete and final acquittance of my Executor hereunder.

E. To my grandson, Christopher Alfred Bogen, if he shall survive me, all of my monogrammed sterling silverware and my sterling silver service and pieces, if owned by me at the time of my death.

F. To my granddaughter, Emily Elizabeth Rhein, if she shall survive me, my diamond drop that was my 60th wedding anniversary gift.

G. To my grandson, David Bradley Rhein, if he shall survive me, my fine Havilland china, if owned by me at the time of my death.

H. To my grandson, Trey Burris Carter, if he shall survive me, my diamond dinner band, if owned by me at the time of my death.

I. To my grandson, James Todd Carter, if he shall survive me, my diamond engagement ring, if owned by me at the time of my death.

J. Except as provided in Item V.M below, if any individual named in Paragraphs A through I hereinabove in this Item V of my Last Will and Testament shall predecease me, the bequest to such individual shall lapse and shall pass as a part of my other personal effects under the terms and provisions of Item VI hereinbelow.

K. If at the time of my death I own an interest as a general partner in Bogen Properties, Ltd. and/or Bogen Family Partnership, L.P., both Mississippi limited partnerships, I give and bequeath the aforesaid interests as general partner in trust to my son, Alfred T. Bogen, III, presently of Brandon, Rankin County, Mississippi, as Trustee of "The Lillian Hilda Burris Bogen Family Trust", for the use and purposes set forth in Item XI of this my Last Will and Testament and to be administered and disposed of as set forth therein. The Trustee shall hold this general partnership interest and exercise all rights,

powers and duties attendant to such interest for the benefit of the beneficiaries of such Trust.

L. To my son, Alfred T. Bogen III, if he shall survive me, I give and bequeath all of any interest I may own at the time of my death in Precision Heat Treating Corporation and in Bogen Engineering, Inc., both Mississippi corporations.

M. In the event my son, Alfred T. Bogen III, shall fail to survive me, I give and bequeath the aforesaid property described in Paragraphs K and L, to my grandson, Christopher Alfred Bogen.

ITEM VI.

All of my clothing, jewelry, personal effects, and all other tangible personal property except cash on hand or on deposit, securities, choses in action or other intangibles, owned by me at the time of my death and not otherwise specifically bequeathed herein, I give and bequeath to my children, Alfred T. Bogen III, Vesta Ann Bogen and Cynthia Retha Bogen Rhein, in substantially equal shares, to be divided among them by common agreement, or in the absence of such agreement, the division shall be made by drawing lots.

In the event that any of my said children, shall predecease me leaving issue, then the share of such deceased child I give and bequeath to the issue of such deceased child, *per stirpes*. If any of my said children shall predecease me without leaving issue, then the share of such deceased child I give and bequeath to my surviving children, or if he or she is not then living, to his or her issue, *per stirpes*. Any personal property which any of my children or their issue do not wish to receive shall be sold and the proceeds added to the principal of "The Lillian Hilda Burris Bogen Family" Trust, created herein or donated by my Executor to worthy individuals or charities.

If a beneficiary of mine shall be a minor grandchild, such beneficiary's share may be delivered to my child who is that grandchild's parent or if such parent is deceased, to such beneficiary's legal guardian or directly to such beneficiary. Receipt as directed in the preceding sentence shall constitute a full acquittance of my Executor with respect to the

legacy so delivered. This authority is given my Executor notwithstanding any statute or rule of law to the contrary.

All of my insurance policies which provide indemnity for the loss of any of my personal or real property by fire, windstorm, or other casualty (including any claim for such loss of any such property which I might have at the time of my death against any insurance company) I give and bequeath, respectively, to those persons, corporations or trusts, as the case may be, who shall become owners of such properties by reason of my death; whether such ownership be acquired under the provisions of this Will, by survivorship or by other means

I direct that any expenses incurred in safeguarding or delivering such property be paid from my estate as an administrative expense thereof.

ITEM VII.

I give and devise to my husband, Alfred T. Bogen, Jr., for his lifetime the house and land comprising the residence which I own and the furniture, furnishings, household goods, silverware, china, ornaments and all other personal property located in said residence and not specifically otherwise bequeathed herein. My husband shall be entitled to possession of all property in which he holds a life estate by virtue of this Item of my Will, and he shall not be required to furnish any bond or any other security for any part of it. He shall not be liable for the loss or destruction of any property passing to him under this Item of my Will. My husband shall have the power to sell and convey good title to any of the property which passes to him under this Item of my Will if he has the consent of the remaindermen. The proceeds of any such sale shall be kept by my husband in a single fund separate and apart from other property held by him so as to segregate the principal from his own estate. He shall be entitled to invest and reinvest the proceeds from such sale at his absolute discretion in such property as he deems advisable, but he may not use or dispose of the property in any manner that may destroy or detract from the interest of the remaindermen. No one shall question any action taken by my husband with respect to the property conveyed to him hereunder and no further authority or power to dispose of such property,

other than this Item of my Will, shall be required by persons with whom my husband deals in selling such property or in purchasing other property with the proceeds of such sale.

Upon the death of my husband, the property conveyed to him by this Item of my Will, in whatever form it may then exist, I give, devise and bequeath in trust to my son, Alfred T. Bogen, III, presently of Brandon, Rankin County, Mississippi, as Trustee of "The Lillian Hilda Burris Bogen Family Trust" created in Item X of this my Last Will and Testament to be held, administered and distributed as provided therein.

If my husband fails to survive me, then upon my death, I give, devise and bequeath this property in trust to my son, Alfred T. Bogen, III, presently of Brandon, Rankin County, Mississippi, as Trustee of "The Lillian Hilda Burris Bogen Family Trust" created in Item X of this my Last Will and Testament, to be held, administered and distributed as provided therein.

If my husband as life tenant decides to move out of the residence distributed under this Item of my Will, he may surrender his life estate in all the property in which he received a life estate and upon doing so, I give, devise and bequeath said property to my son, Alfred T. Bogen, III, presently of Brandon, Rankin County, Mississippi, as Trustee of "The Lillian Hilda Burris Bogen Family Trust" created in Item X of this my Last Will and Testament, to be held, administered and distributed as provided therein.

ITEM VIII.

All the rest, residue and remainder of the property which I may own at the time of my death, real, personal and mixed, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, including proceeds of any life insurance policies which are payable to my estate, including all lapsed legacies and devises (but excluding any property over or concerning which I have any power of appointment), hereinafter referred to as my Residuary Estate, I give, devise and bequeath unto my Executor, and I direct that my Executor shall administer and dispose of my said Residuary Estate in accordance with the

terms and provisions set forth and contained in the succeeding Items of this my Last Will and Testament.

ITEM IX.

In the event that my husband, Alfred T. Bogen, Jr., survives me, then and in such event, I give, devise and bequeath in trust to my son, Alfred T. Bogen, III, presently of Brandon, Rankin County, Mississippi, Mississippi, as Trustee, a sum equal to the amount by which the value of the property disposed of by this Will exceeds the aggregate of (1) the value of the property disposed of by the preceding Items of this Will (other than Item VIII), (2) a sum equal to the largest amount, if any, that can pass free of Federal estate tax under this Will by reason of the unified credit and the state death tax credit (provided use of the state death tax credit does not require an increase in the state death taxes paid) allowable to my estate but no other credit and after taking account of dispositions under previous Items of this Will (other than Item VIII) and property passing outside of this Will which do not qualify for the Marital or Charitable Deduction and after taking into account charges to principal that are not allowed as deductions in computing my Federal estate tax, and (3) my debts, expenses of administration and other charges payable from principal by my Executor, including the taxes referred to in Item IV hereof, which reduce the value of property disposed of by this Will that may qualify for the Marital Deduction. I recognize that no sum may be disposed of by this Item and that the sum so disposed of may be affected by the action of my Executor in exercising certain tax elections.

For the purpose of determining the amount of this bequest, values shall be those which are finally determined for Federal estate tax purposes. Elections made by my Executor with respect to an optional valuation date and with respect to deductions for income tax purposes shall determine the aforesaid values and the amount of the bequest under this Item. Subject to the following requirements of this Item, but without regard to the specific devises and bequests made in the following Item, this bequest may be satisfied either in cash or in kind, or both, as determined by and in the sole and absolute discretion of my Executor. This bequest shall, in all events, be satisfied exclusively by assets

qualifying for the Federal estate tax marital deduction, based upon the fair market value thereof as of the date of distribution thereof. It is my intent that my Executor shall have the greatest discretion in the selection and determination of the values of assets to be used to satisfy this bequest allowable without disqualifying this bequest for marital deduction purposes under the Federal Internal Revenue Code and applicable regulations promulgated thereunder.

So long as any part of the bequest provided for by this Item shall remain unpaid, my said husband shall be entitled to receive from my Executor all of the net income of my estate.

Any such income to which my husband is entitled under the provisions of this Item shall be paid over as herein provided at such time or times as may be determined by my Executor during the settlement of my estate, but not later than at the time of the satisfaction in full of the sum provided for in this Item.

Notwithstanding any provision in this Will to the contrary, any duty or power (including discretionary powers) imposed upon or granted to my Executor or my Trustee shall be absolutely void to the extent that the right to perform such duty or exercise such power or the performance or exercise thereof would in any way cause my estate to lose all or any part of the tax benefit of the marital deduction provisions under the Federal estate tax laws.

In the event my husband, Alfred T. Bogen, Jr., does not survive me, then and in such event the property which would have passed under this Item shall pass as part of the remainder of my Residuary Estate.

The Trust created by this Item IX shall be held, administered and disposed of upon the following terms and conditions:

A. This Trust shall be known as "The Alfred T. Bogen, Jr. Marital Trust "

B. I direct that during the lifetime of my husband, Alfred T. Bogen, Jr., all of the net income derived from this Trust shall be paid to my said husband, or applied for my said husband's benefit, in convenient installments, but no less frequently than quarterly from the date of my death.

C. Additionally, the Trustee shall pay to my said husband, or for my said husband's benefit, so much of the principal of this Trust as the Trustee, in the Trustee's sole discretion, shall from time to time deem necessary or advisable for my said husband's health, support or maintenance or to meet the reasonable needs of my said husband, even to the full extent of the entire principal of this Trust.

D. Upon the death of my husband the remaining principal in this Trust shall pass with the remainder of my estate as a part of my Residuary Estate to "The Lillian Hilda Burris Bogen Family Trust"; provided, however, that unless my husband directs otherwise by my husband's Will or a Codicil thereto, the Trustee shall first pay from the principal of this Trust, directly or to the legal representative of my husband's estate, in the Trustee's discretion, the amount by which the estate and inheritance taxes assessed by reason of the death of my husband shall be increased as a result of the inclusion of the Marital Deduction Portion in my husband's estate for such tax purposes. The Trustee's selection of assets to be sold to pay that amount, and the tax effects thereof, shall not be subject to question by any beneficiary. Notwithstanding any other provision of this Will, all income of the Marital Deduction Portion accrued or undistributed at the death of my husband shall be paid to my husband's estate.

E. My Executor may elect to have a specific portion or all of the property contained in this Trust (said property subject to said election hereinafter sometimes referred to as the "Marital Deduction Portion") treated as qualified terminable interest property for Federal estate tax purposes. If an election is made as to less than all of the property contained in 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 the property in this Trust at that time by the fraction then in effect. At the time of each payment of principal pursuant to the provisions of Paragraph C above, the fraction shall be adjusted, first by restating it so that the numerator and the denominator are the values of the Marital Deduction Portion and of the property of this Trust, respectively, immediately prior to the payment, and then by subtracting the amount of the payment from each of the numerator and the denominator, except that the numerator shall not be

reduced below zero. 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 estate tax payable in my said husband's estate upon my said husband's death, especially if my husband 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. I hereby direct that no authorization or direction otherwise granted my Trustee which would prevent the Marital Deduction Portion from so qualifying shall apply to this Trust

F. Notwithstanding anything to the contrary hereinabove contained, my husband may at any time within nine (9) months from the date of my death disclaim, as to a part or the whole of the assets allocated to this Trust, my husband's right to receive income and principal through the use of a qualified disclaimer pursuant to Section 2518 of the Internal Revenue Code of 1986 or any like provision of any future Internal Revenue Code. Any disclaimer of my husband's right as to a part of said assets may specify the portion as to which the disclaimer shall apply or, to the extent allowed by Section 2518 of the Code, may specify the specific asset or assets to which the disclaimer may apply. The assets or the portion of the assets as to which any disclaimer is declared shall be added to and become a part of the remainder of my Residuary Estate disposed of in accordance with the provisions of the next Item of this Will.

Any qualified disclaimer shall be made by a written document executed with the same formalities as for a Will as required by the laws of the State of Mississippi and filed with the court having jurisdiction of my estate. Nothing herein shall be construed as prohibiting any type or form of renunciation or disclaimer which might be legally effective under the laws of the state or commonwealth having jurisdiction of the probate of my Will, whether such renunciation or disclaimer shall be in whole or in part as to my husband's rights or as to the whole or a part of the assets so allocated to this Trust. In the event that my husband dies within nine (9) months after my death without having disclaimed his rights as described above, my husband's Executor may file a disclaimer on behalf of my said husband and my husband's estate as to such part or all of the assets allocated to this Trust

as said Executor may specify and in such event the property so disclaimed shall be disposed of in the same manner as if my husband had made the disclaimer during his lifetime in accordance with the preceding Paragraph.

With regard to any assets as to which any renunciation is declared, I direct my Executor not to elect to have the same 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

G. If the aggregate value of the assets available for the establishment of the Trust described in this Item IX shall be less than One Hundred Thousand Dollars (\$100,000) at the time of my Executor's final accounting, or if during the administration of this Trust the principal assets of this Trust shall be less than One Hundred Thousand Dollars (\$100,000), I direct that this Trust shall not be established or shall terminate, as the case may be, and that the assets which are in, or would have been distributed to this Trust be distributed, free of this Trust, to my said husband, absolutely.

H. My husband shall at all times and in all events be permitted to require the Trustee either to make the property of The Alfred T. Bogen, Jr. Marital Trust productive or to convert it, within a reasonable time, to productive property.

ITEM X.

In the event that my husband, Alfred T Bogen, Jr., survives me, then and in such event, I direct that, after satisfying all of the bequests and devises hereinabove set out and after the payment or provision for the payment of all administration expenses and all death taxes as directed in the preceding Items, my Executor shall deliver and convey all of the remainder of my aforesaid Residuary Estate wheresoever situated, including all lapsed legacies and devises (but excluding any property over or concerning which I have any power of appointment), hereinafter referred to as my "Residuary Estate", subject to reduction for the bequest and/or devise I am leaving my beloved husband, Alfred T. Bogen, Jr, if he survives me pursuant to the immediately preceding Item of this my Last Will and Testament and all expenses and taxes my Executor rightfully pays on behalf of my estate,

in trust to my son, Alfred T. Bogen, III, presently of Brandon, Rankin County, Mississippi, as Trustee, of a trust to be known as "The Lillian Hilda Burris Bogen Family Trust" (hereinafter sometimes referred to as the "Trustee" and the "Trust", respectively).

I direct that the Trustee shall administer and dispose of my said Trust Estate in accordance with the terms and provisions set forth and contained in the succeeding Items of this my Last Will and Testament

I further encourage all beneficiaries to treat their legacies and distributions under this my Last Will and Testament and any trust created hereunder as their separate property for marital purposes and not to commingle it with any marital property in the event they are or become married.

ITEM XI.

The purposes of "The Lillian Hilda Burris Bogen Family Trust" and directions for the administration and disposition of the Trust Estate are as hereinafter provided Management, investment, allocation and distribution of the Trust Estate is prioritized according to the order of the Paragraphs in this Item. The Trustee is directed to give absolute priority to the goals and purposes of any Paragraph preceding other Paragraphs containing conflicting or competing goals and purposes.

A. I direct that during the lifetime of my husband, Alfred T. Bogen, Jr , or until the Trustee has actual knowledge of my husband's remarriage, the Trustee shall pay to my husband, or for my said husband's benefit, such amount or amounts of the net income and/or principal of the Trust Estate as the Trustee may, from time to time in the Trustee's sole discretion, deem necessary or advisable, and not otherwise available from other sources, for my said husband's support, welfare and maintenance. Such support, welfare and maintenance shall include, but not be limited to, medical, surgical, hospital and other institutional care, as well as education, having in mind the standard of living to which my husband has been accustomed and the income and principal that may be available to my husband from other sources. Nevertheless, the Trustee should not disburse Trust funds for unjustified or heroic medical treatment meant to prolong life only for a short period of

time. It is my intent that any distribution to or for my husband's benefit under this Paragraph shall be as a final source of funds to be used for such purposes outlined herein and only after all other sources available to my husband have been exhausted. The net income which my husband does not require and is not distributed to him or for him benefit or not otherwise distributed as hereinafter provided shall be accumulated and added to the principal of the Trust. While it is my intent that the income and/or principal of the Trust Estate be used for the support, welfare and maintenance of my husband, my husband may not divert funds from this Trust Estate for any other purposes and to the extent that the Trustee shall be or become aware of any such diversions, he or she shall curtail future distributions of income herefrom.

B. This Paragraph B and all successive Paragraphs of this Item are subject to the limitations of Paragraph G hereof. To the extent their parents are unable, the Trustee shall fund the necessary living expenses of each minor grandchild including expenses caused by unforeseen casualty, catastrophic illness or serious and continuing disability, to preserve each grandchild's health, mental, physical and moral development. Where such expenses may be funded under Paragraph D of this Item, as well as pursuant to this Paragraph B, funding first shall be provided under Paragraph D.

C. Prior to the termination of this Trust, should any of my children, Alfred T. Bogen, III, Vesta Ann Bogen-Draper or Cynthia Retha Bogen Rhein, or any of my grandchildren encounter financial adversity to such a degree that he or she faces insolvency and/or the imminent loss of his or her home, the Trustee shall distribute to such individual funds which are sufficient, together with any other income of the individual, to provide a basic living standard and to protect the individual's home from foreclosure. Any assistance provided under this Paragraph C shall be conditioned on the beneficiary's continued efforts to minimize the financial assistance he or she needs from the Trust pursuant to this Paragraph C and shall be considered an advancement of their share of assets otherwise to be devised and/or bequeathed under the terms of this my Last Will and Testament

D. Upon the death or earlier remarriage of my husband, or upon my death if my husband shall predecease me and this Trust is created, the principal and accumulated income then consisting of my Trust Estate shall be apportioned to such of my children's issue, *per stirpes* -- such issue representing his or her parents (hereinafter referred to as "beneficiary" "grandchild" or "grandchildren"), as shall then be living and to the living issue, *per stirpes*, of such of my grandchildren as shall be dead with issue then living -- such issue representing his or her parents -- and I direct that the several shares shall be administered and disposed of as follows:

1. The Trustee shall pay as much of the net income of each share of the Trust Estate to each beneficiary thereof or his or her guardian as, in the Trustee's sole discretion, may be required by the beneficiary for the care, support, welfare, maintenance, and education of the beneficiary and his or her legal dependents, if any. The Trustee is authorized, in the Trustee's sole discretion, to pay out of income of each beneficiary's share of the Trust Estate any and all bills which may be incurred by said beneficiary and his or her legal dependents, if any, for their care, support, welfare, maintenance, and to pay any and all medical, nursing, hospital or other related bills which may be incurred by said beneficiary and his or her legal dependents, if any.

Also, if at any time it should appear to the Trustee, in the Trustee's sole discretion, that the net income provided to a beneficiary pursuant to the previous Paragraph along with any other income received by that beneficiary is insufficient to meet the necessary living expenses of the beneficiary and the beneficiary's legal dependents, if any, including expenses caused by unforeseen casualty, catastrophic illness or serious and continuing disability, the principal of that beneficiary's share of the Trust Estate shall be invaded for such beneficiary's or his or her legal dependents' needs, and, in the Trustee's sole discretion, the Trustee may pay over to the beneficiary or the guardian thereof such additional sums as the Trustee deems proper. The total aggregate payments to a single beneficiary shall not exceed the total assets and income then available in the share established for that beneficiary and shall not be continued in amount or time beyond that required for the beneficiary to regain a self-sufficient status, even if that living standard is

below the level previously enjoyed by that beneficiary. All payments made pursuant to this provision shall be considered an advancement of their share of assets otherwise to be devised and/or bequeathed under the terms of this my Last Will and Testament.

2 Subject to subparagraph D.4 below, twenty percent (20%) of the undistributed amount apportioned to each grandchild together with any accumulated income allocable thereto shall be distributed to such grandchild when he or she reaches the age of twenty-five (25); thirty percent (30%) of the balance remaining shall be distributed to such grandchild when he or she reaches the age of thirty (30); and the balance of each share shall be distributed to such grandchild when he or she reaches the age of thirty-five (35), and such grandchild's interest in the Trust Estate shall at that time terminate. If upon creation of the separate share for the benefit of the grandchild, such grandchild has already attained at least the age of twenty-five (25), thirty (30) or thirty-five (35), the Trustee shall distribute to such beneficiary at that time a portion of the Trust Estate in accordance with this Paragraph. Should circumstances arise in which the Trustee determines, with due consultation with Alfred T. Bogen, III, and, my friend and long time attorney, David B. Grishman, or such of them as may then be living, that it is in the best interest of both the Trust and the beneficiary to amend the foregoing distribution schedule, the Trustee, may, after due and careful consideration, make such changes, amendments, adjustments and modifications to the pay-out schedule as the Trustee, in its sole discretion, determines.

3. In the event any of my grandchildren shall die after a separate Trust Estate share has been set apart for said grandchild's benefit under this Paragraph D and before the entire principal of said grandchild's share has been distributed to said grandchild in fee, then and in such event, the Trustee shall distribute that share (or the remainder thereof) then held in trust, *per stirpes*, to said grandchild's issue, if any, under the subparagraph next below, and, if there are no issue, then in equal shares to my then living grandchildren or, if not then living, to their issue, *per stirpes*; provided, however, that if any of my then living grandchildren is at that time a beneficiary of this Trust, the share which is otherwise distributable to such living grandchild under this subparagraph D.3 shall be

added to that grandchild's Trust share for management and distribution as otherwise provided herein, and any distributions to the issue of any deceased grandchild shall be made under the subparagraph next below

4. If a separate share shall be created for the primary benefit of the issue of a deceased grandchild, the Trustee shall pay and distribute the same to such lawful issue, *per stirpes*; provided, however, that if under this provision any portion of the principal of the Trust shall become payable to the issue of a deceased beneficiary who is then less than twenty-one (21) years of age, such portion shall immediately vest in such issue, but the distribution thereof shall be postponed by the Trustee until such issue attains the age of twenty-one (21) years, and in the meantime the Trustee shall pay as much of the net income and/or principal of such portion as the Trustee shall deem necessary or proper in the Trustee's sole discretion to or for the benefit of such issue; if such issue shall die before attaining the age of twenty-one (21) years, the principal together with any accumulated and undistributed income shall be paid over to the estate of such issue. The authority conferred upon the Trustee by this subparagraph shall be construed as a power only and shall not operate to suspend the absolute ownership of such property by such issue or to prevent the absolute vesting thereof in such issue.

E. If either or both of Cynthia Retha Bogen Rhein or Alfred T. Bogen, III ever desire to establish permanent residence in Madison County, Mississippi, the Trustee shall cause, to the extent that it can do so, Bogen Properties, Ltd. to transfer to each of these children, upon his or her request, up to five (5) acres each from the land owned by Bogen Properties, Ltd., if such a distribution has not been made previously, to be used as a personal home-site. This right to request a home-site shall be exercisable only if development of that real estate has not been initiated by Bogen Properties, Ltd. or otherwise scheduled for other use. If either of these children requests such a home-site, it shall be solely for the purpose of constructing thereon a permanent principal residence which the beneficiary shall subsequently occupy no less than ten (10) years and shall not be requested with intent of resale, rental or speculation. If a permanent single family residence for his or her exclusive occupancy has not been erected thereon and occupied

by the beneficiary as his or her principal residence within eighteen (18) months after the date upon which he or she acquires title to such home-site, the home-site shall revert to Bogen Properties, Ltd. The Trustee shall include in any conveyance to Cynthia Retha Bogen Rhein or Alfred T. Bogen, III, such deed restrictions and/or covenants as may be appropriate under the circumstances.

F. If, at any time, the homestead in which my husband and I presently live and the attendant eight (8) acres (i.e., the family residence) shall be held as a part of the Trust, first, Alfred T. Bogen, III, second, Alfred Christopher Bogen, third, Vesta Ann Bogen-Draper, and, fourth, Cynthia Retha Bogen Rhein, for periods of ninety (90) days each in turn shall have the option to elect to exchange his or her, as the case may be, principal residence for the family residence; provided, however, that the value of his or her principal residence exceeds any indebtedness thereon and any negative difference in value between his or her residence and the family residence be made up by a payment in cash. If there is an outstanding deed of trust, mortgage or other encumbrance on either home at the time of such exchange, the original owner shall remain fully liable and responsible for the full satisfaction of such deed of trust, mortgage or other encumbrance. It is my desire that the family residence remain in the family if possible and if either of my son, my said grandson or either of my daughters are so disposed to exercise their respective options. This right of exchange is granted with the express understanding that the party exercising such option will occupy and use the family residence as his or her sole principal residence for at least ten (10) years after the exercise of such option, and that the exchange shall not be made with the objective of either short or long-term personal gain. Should circumstances prevent such occupancy, the Trustee shall approve such alternate disposition of the property and any income or profits realized by the beneficiary from rent, lease or sale of the property shall be divided equally between the Trust and the beneficiary. The principal residence of any of my aforesaid children which is exchanged for the family residence shall become an asset of the Estate or Trust which held the family residence before such exchange and shall be held, administered and disposed of as any other asset of such Estate or Trust. Regardless of ownership, I desire that my son, Alfred T. Bogen,

III, shall retain, during his lifetime, free and unrestricted access to and use of the work shop building located on the premises of the family residence and to my husband's office located in the family residence should he so desire

G. Notwithstanding the provisions of any of the foregoing Paragraphs A through F, the Trustee shall reduce the amounts passing under such Paragraphs and pay over, in equal amounts and in one or more installments, outright and free of trust, to such of my children, Alfred T. Bogen, III, Vesta Ann Bogen-Draper or Cynthia Retha Bogen Rhein, as may then be living or to the living issue, *per stirpes*, of any of my children who shall be dead with issue then living -- such issue representing his or her parent -- such amount or amounts as may be necessary, as shall be determined in the Trustee's sole discretion, to avoid the imposition of any federal generation skipping transfer taxes under the Federal tax laws. The decision of the Trustee shall be conclusive and binding upon all parties in interest and shall be made in the Trustee's sole and absolute discretion.

ITEM XII.

In case any discretionary payment of income or principal from the Trust Estate of any Trust established hereunder or any share thereof becomes payable to a minor, or to a person under legal disability, or to a person not adjudicated incompetent, but who, by reason of illness or mental or physical disability is, in the opinion of the Trustee, unable to administer properly such amounts, then such amounts shall be paid out by the Trustee in such of the following ways as the Trustee deems best.

- (a) directly to such beneficiary;
- (b) to the legal or natural guardian or the legally appointed conservator of such beneficiary;
- (c) to an apparently qualified individual or bank who, in taking the same "as custodian for" such person under the appropriate state's "Uniform Gifts to Minors Act", indicates that such sum or property shall be treated in all respects as "custodial property" for the benefit of such person in accordance

- with the provisions of the Uniform Gifts to Minors Act of such state (whether or not such Act permits custodial property of such an origin);
- (d) by the Trustee, using such amounts directly for such beneficiary's care, support, education, and welfare or for any other proper purpose under this Trust;
 - (e) to some relative or friend for the care, support, education and welfare of such beneficiary;
 - (f) the making of a deposit into a bank, savings and loan association, brokerage, or other similar account in the sole name of the beneficiary.

Even in the absence of minority or disability, distributions made in the manner described in (a), (b), (c), (d), (e), or (f) above shall be conclusively deemed to have been made for the direct benefit of the beneficiary. The receipt for or evidence of any such payment, distribution, or application shall be a complete discharge and acquittance of the Trustee to the extent of such payment, distribution, or application and such Trustee shall have no duty to see to the actual application of amounts so paid or distributed to others.

ITEM XIII

Notwithstanding any provision herein to the contrary, the Trustee shall retain in trust for the benefit of any beneficiary, any principal distribution otherwise required to be made to such beneficiary, if in the Trustee's sole discretion such beneficiary is, at the time the principal distribution would otherwise be required, involved in a lawsuit, addicted to alcohol, drugs, or other chemical substances, is a party to a pending divorce or marital separation proceeding, is in bankruptcy, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. Before making distributions of principal to a beneficiary, the Trustee shall make reasonable inquiries to ascertain whether the beneficiary is then under any of the above described conditions. In making a determination that a beneficiary is addicted to alcohol, drugs, or other chemical substances, the Trustee may rely upon the opinion of a physician who has examined the beneficiary. The Trustee may request that the beneficiary be examined by a physician

designated by the Trustee and if the beneficiary refuses to be examined by such physician, the Trustee shall not make any principal distributions to the beneficiary until such time as the beneficiary agrees to be examined by such physician. As and when the beneficiary whose principal distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may then make principal distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this provision. During the period in which principal distributions are delayed, the Trustee shall continue to distribute net income to the beneficiary of the trust as provided herein. In addition, nothing herein shall prevent the Trustee from making principal distributions, at any time, for the purpose of providing medical care, hospitalization, or other medical needs of the beneficiary.

ITEM XIV.

A. Neither the principal nor the income of the Trust Estate of any Trust established hereunder, nor any part of same, shall be subject to 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, encumber or in any manner to anticipate or dispose of his or her interest in the Trust Estate, or any part of same, or any income produced from said Trust Estate, or any part of same.

B. In dividing the principal of the Trust Estate into parts or shares, as provided for, the Trustee is authorized and empowered in the Trustee's sole discretion to make division or distribution in kind and partly in money. The judgment of the Trustee concerning the division or distribution of the property among the beneficiaries and concerning the values for the purpose of such division or distribution of the property or securities shall be binding and conclusive on all parties interested therein.

C. The interest of every beneficiary shall vest, anything else in this Trust to the contrary notwithstanding, within the period prescribed by the rule against perpetuities or

any statute pertaining thereto. Upon such vesting the principal shall be distributed among those who theretofore had been income beneficiaries and in equal proportions.

D. Notwithstanding anything to the contrary herein contained in this my Last Will and Testament, if the aggregate value of the assets available for the establishment of any Trust established or to be established or maintained under the terms of this my Last Will and Testament shall be less than One Hundred Thousand Dollars (\$100,000) at the time of my Executor's final accounting, or if during the administration of any such Trust the principal assets of it shall be less than One Hundred Thousand Dollars (\$100,000) on any subsequent date as of which it shall be valued, the Trustee may, in the Trustee's sole discretion, transfer, convey and pay over such Trust to the then beneficiary or beneficiaries of such Trust as if said Trust had terminated and been distributed in accordance with the other provisions of this my Last Will and Testament.

ITEM XV.

A. I hereby grant to my Executor and also the Trustee of each Trust established hereunder (including any substitute or successor-Executor or Trustee or ancillary Trustee) the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate or in any Trust, as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with my Executor or any Trustee hereunder shall be required to inquire into the propriety of any of their actions. I expressly confer upon my Executor and any Trustee hereunder the specific powers set forth in Section 91-9-101 through Section 91-9-119 of the Mississippi Code of 1972, as now enacted or hereinafter amended. Without limiting the generality of the foregoing, I hereby grant to my Executor, and to any Trustee hereunder, the following specific powers and authority in addition to and not in substitution of powers conferred by law:

1. To compromise, settle or adjust any claim or demand by or against my estate or any Trust and to agree to any rescission or modification of any contract or agreement.

2. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, and to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor or Trustee may presume that I have confidence in the securities owned by me at the time of my death, and, therefore, no sale thereof shall be made solely in order to diversify investments.

3. To retain such property for any period, whether or not the same be of the character permissible for investments by fiduciaries under any applicable law, and without regard to any effect the retention may have upon the diversification of investments.

4. To sell, transfer, exchange, convert or otherwise dispose of, or grant options with respect to any security or property, real or personal, held in my estate or any Trust fund, at public or private sale, with or without security, in such manner, at such time or times, for such purposes, for such prices and upon such terms, credits and conditions as the Trustee may deem advisable.

5. To invest and reinvest in common stocks, preferred stocks, bonds, options, securities and other property, real or personal, foreign or domestic, whether or not such investments be of the character permissible for investments by fiduciaries under any applicable law, and without regard to the effect any such investment or reinvestment may have upon the diversity of the investments.

6. To develop any real property including construction and sale or rental of houses, apartments and commercial buildings if such development represents the best and most practical means for realizing the maximum profit and represents sound business judgment. The Trust may provide construction financing during such development.

7. To render liquid my estate or any Trust created hereunder, in whole or in part at any time, or from time to time, and hold cash or readily marketable securities of little or no yield for such period as the Trustee may deem advisable.

8. To lease any such property beyond the period fixed by statute for leases made by a Trustee and beyond the duration of any Trust created hereunder.

9 To join in or become a party to, or to oppose, any reorganization, readjustment, recapitalization, foreclosure, merger, voting trust, dissolution, consolidation or exchange, and to deposit any securities with any committee, depository or trustee, and to pay any and all fees, expenses and assessments incurred in connection therewith, and to charge the same to principal; to exercise conversion, subscription or other rights, and to make any necessary payments in connection therewith, or to sell any such privileges.

10. To vote in person at meetings of stock or security holders, or any adjournment of such meetings, or to vote by general or limited proxy with respect to any such shares of stock or other securities held by the Trustee.

11. To hold securities in the name of a nominee without indicating the trust character of such holding, or unregistered, or in such form as will pass by delivery.

12. To pay, compromise, compound, adjust, submit to arbitration, sell or release any claims or demands of the Trust Estate, or any Trust created hereunder, against others or of others against the same as the Trustee may deem advisable, including the acceptance of deeds of real property in satisfaction of bonds and mortgages, and to make any payments in connection therewith which the Trustee may deem advisable.

13. To borrow money for any purpose from any source including the Trustee or any other fiduciary at any time acting hereunder, and to secure the repayment of any and all amounts so borrowed by mortgage or pledge of any property.

14. To possess, manage, insure against loss by fire or other casualties, develop, subdivide, control, partition, mortgage, lease or otherwise deal with any and all real property; to satisfy and discharge or extend the term of any mortgage thereon; to execute the necessary instruments and covenants to effectuate the foregoing powers, including the giving or granting of options in connection therewith; to make improvements, structural or otherwise, or abandon the same if deemed to be worthless or not of sufficient value to warrant keeping or protecting; to abstain from the payment of taxes, water rents, assessments, repairs, maintenance and upkeep of the same; to permit to be lost by tax sale or other proceeding or to convey the same for a nominal consideration or without consideration; to set up appropriate reserves out of income for repairs, modernization and

upkeep of buildings, including reserves for depreciation and obsolescence, and to add such reserves to principal, and, if the income from the property itself should not suffice for such purposes, to advance out of other income any sum needed therefor, and, except in the case of a trust for which the marital deduction is allowable in determining the Federal estate tax payable by the Settlor's estate, to advance any income of a trust for the amortization of any mortgage on property held in the trust

15. To make distribution of the Trust Estate or of the principal of any Trust created hereunder in kind, and to cause any share to be composed of cash, property or undivided fractional shares in property different in kind from any other share.

16. To execute and deliver any and all instruments in writing which the Trustee may deem advisable to carry out any of the foregoing powers. No party to any such instrument in writing signed by the Trustee shall be obliged to inquire into its validity.

17. To allocate in the Trustee's sole discretion, in whole or in part, to principal and income, all receipts and disbursements for which no express provision is made hereunder, which allocation shall fully protect the Trustee with respect to any action taken or payment made in reliance thereon.

18. 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 the other trust are substantially the same as any Trust created hereunder.

B. The preceding powers and authority shall be exercised by my Executor and any Trustee hereunder subject to the further powers, authorities and limitations as follows:

1. All allocations, distributions or bequests made under the terms of this my Last Will and Testament shall be used solely to provide the recipient or beneficiary with both a challenge and an opportunity to better themselves, help others or improve the world in which they live in a constructive and positive way. Causes and ideologies such as environmentalism, feminism or other "isms," social and political crusades, and all other causes generally regarded as liberal or which purport to save the world and mankind from

real or illusory ills, injustices and inequalities emphatically are to be denied any benefit whatsoever from my estate or any Trust established, maintained or continued hereunder.

2. No portion or resource of my estate or any Trust established, maintained or continued hereunder may be used to provide largess or a "free lunch" to any of my children, my grandchildren, or other person or entity. As an express condition to the receipt of any benefit hereunder, each recipient or beneficiary, other than my husband, shall justify to my Executor and/or Trustee, as the case may be, any benefits received by demonstrably honorable intentions, hard work, good citizenship and exemplary behavior. My Executor and/or Trustee, as the case may be, is authorized to withhold disposition, in his or her sole discretion, of any and all benefits to any recipient or beneficiary who can not satisfy the foregoing express conditions.

3. Before making a distribution of any assets from my estate or any Trust established, maintained or continued hereunder for one or more beneficiaries, other than my husband, my Executor and/or Trustee, as the case may be, shall ensure to his or her reasonable satisfaction, that the recipient or beneficiary:

- a. is meaningfully, productively, and legally engaged in honorable remunerative work or a recognized established profession;
- b. is entirely self-supporting without regard to any assets he or she may receive from my estate or any Trust established, maintained or continued hereunder;
- c. is an upright, law abiding and honorable person; and
- d. the recipient or beneficiary has demonstrated to the sole satisfaction of my Executor or Trustee, as the case may be, a record for prudence and frugality in the management of both his or her resources and opportunities. During such period of time as a recipient or beneficiary may be a student, these requirements may be modified, within the sole discretion of my Executor and/or Trustee, as the case may be, to recognize the fact that such recipient or beneficiary may not be mature and has not yet embarked on a fully self-supporting career.

4. Following the first disbursement of assets to any recipient or beneficiary under the provisions of this my Last Will and Testament or any Trust established,

maintained or continued hereunder, and before each and any subsequent disbursement is made, my Executor and/or Trustee, as the case may be, shall be satisfied that the previously disbursed assets were employed by the recipient or beneficiary in a prudent, legal and constructive manner in accordance with the applicable provisions hereof. Furthermore, my Executor and/or Trustee, as the case may be, shall ascertain that disbursed assets were not used by the recipient or beneficiary in an imprudent fashion or were not squandered on frivolities, an ostentatious life style or used as a principal source of income.

5. Any recipient or beneficiary, other than my husband, who, in the sole discretion of my Executor and/or Trustee, as the case may be, does not satisfy the above requirements shall forfeit all rights to further benefit or disbursement under the terms of this my Last Will and Testament or any Trust established, maintained or continued hereunder. The decision of my Executor and/or Trustee, as the case may be, concerning any such forfeiture shall be final and without question. Any benefits or disbursements so forfeited shall, in the sole discretion of my Executor and/or Trustee, as the case may be,

a. be transferred by gift by my Executor and/or Trustee, as the case may be, to an underprivileged, but exceptionally worthy and promising, individual chosen by my Executor and/or Trustee, as the case may be, and approved by a majority vote of the other beneficiaries, who are among my heirs at law, under the terms of this my Last Will and Testament; or

b. used to establish an undergraduate scholarship fund for deserving and promising engineering students at Mississippi State University, Starkville, Mississippi, who otherwise would be financially unable to pursue or continue his or her higher education, subject to the same terms and conditions imposed upon students receiving other benefits under the terms of any Trust established, maintained or created hereunder.

6. Notwithstanding any other provisions hereof, my Executor and/or Trustee, as the case may be, may withhold benefits from a designated beneficiary if my Executor and/or Trustee, as the case may be, in his or her sole discretion, determines that the

beneficiary has demonstrated grossly irresponsible or felonious behavior or if the beneficiary blatantly squanders his or her financial resources.

ITEM XV.

While in no way limiting the authority of any Trustee as granted hereinabove, I would like to communicate my investment philosophy which I hope, but do not require, will be followed.

After much study and deliberation, my husband and I have concluded that the employment of professional money managers, investment advisors, investment managers, etc. to manage the liquid assets of the Trusts is not desirable. I believe that the cost of such managers generally exceeds the benefit of their expert advice. I believe that the liquid assets of the Trust should remain fully invested in listed securities, no-load mutual funds, tax-free municipal bonds, obligations of the U.S. government, reputable money market funds and insured interest-bearing demand deposits. I believe that individual junk bonds, unlisted stocks, and stocks selling at below \$5 00 a share (as measured in U.S. Dollars valued at the time of my death) are generally poor investments. Any junk bond fund investment cannot exceed ten percent (10%) of the account. I recommend against the use of margin accounts, commodity trading and naked short sales.

ITEM XVI.

At the time of the execution of this my Last Will and Testament, I am engaged in business. In connection with that business, I am a partner in the partnerships, Bogen Properties, Ltd and Bogen Family Partnership, L P., both of which are Mississippi limited partnerships. I direct that my Executor and Trustee complete the terms of any agreement concerning the sale or disposition of my interests in such partnerships that may be in existence at the time of my death. In the event that there is no such agreement in force at the time of my death, I direct that such partnership interests become a part of my residuary estate disposed of under Item X herein and that my Trustee liquidate such partnerships as going concerns within twenty (20) years of my death, if that is reasonably

possible. My Executor and Trustee may cause the partnership to continue its business until it can be liquidated and shall have the powers enumerated under Item XIV with respect to this partnership. If they are unable to liquidate the partnership at the time the balance of my estate is ready for distribution, then they are authorized to distribute my interest in the partnership under Item IX of this Will, if such a distribution is not contrary to law. My Trustee will not be responsible or liable to any beneficiary of this Will for any act or omission to act in connection with the partnership while my Executor and Trustee are following or attempting to follow my desires in this regard.

ITEM XVII

The Trustees hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving thirty (30) days' written notice to that effect to the current income beneficiary (or beneficiaries) of the Trust, specifying in said notice the effective date of the Trustee's resignation.

If Alfred T. Bogen, III, presently of Brandon, Rankin County, Mississippi, is unable or unwilling to serve as Trustee, my grandson, Alfred Christopher Bogen, shall serve as the successor-Trustee and as successor-Trustee of any other Trust(s) created hereunder for which Alfred T. Bogen, III, is no longer able or willing to serve as Trustee. If Alfred Christopher Bogen is unable or unwilling to serve as Trustee, James Todd Carter shall serve as the successor-Trustee and as successor-Trustee of any other Trust(s) created hereunder for which Alfred Christopher Bogen is no longer able or willing to serve as Trustee. If James Todd Carter is unable or unwilling to serve as Trustee, Vesta Ann Bogen-Draper shall serve as the successor-Trustee and as successor-Trustee of any other Trust(s) created hereunder for which James Todd Carter is no longer able or willing to serve as Trustee. If Vesta Ann Bogen-Draper is unable or unwilling to serve as Trustee, Cynthia Retha Bogen Rhein shall serve as the successor-Trustee and as successor-Trustee of any other Trust(s) created hereunder for which Vesta Ann Bogen-Draper is no longer able or willing to serve as Trustee. In the event that no one of the foregoing persons is able or willing to serve as Trustee of any such Trust, the successor-Trustee shall be any

bank qualified and experienced in asset management, with the successor-Trustee to be chosen by the unanimous selection of the following individuals who are then living and of sound mind, Alfred T Bogen, III, Alfred Christopher Bogen, Vesta Ann Bogen-Draper, Cynthia Retha Bogen Rhein, and all other adult grandchildren, and the approval of my long time attorney, David B. Grishman (if he is then living).

Upon the death, incapacity, resignation or discharge of a Trustee where no successor-Trustee is otherwise named herein, a successor-Trustee may be appointed on petition of the beneficiary or beneficiaries by the Chancery Court of Madison County, Mississippi

Each Trust herein created is 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 of each Trust herein created shall not be required to enter into any bond as Trustee, nor shall the Trustee be required to return to any court any periodic formal accounting of the Trustee's administration of said Trust, but said Trustee shall render annual accounts as outlined herein to the various beneficiaries of each Trust herein created. No person paying money or delivering property to the Trustee of each Trust herein created shall be required to see to its application.

Any successor-Trustee shall have the rights, powers, duties and discretions conferred or imposed on the original Trustee. No successor-Trustee shall be obliged to examine the accounts and actions of any previous Trustee. No Trustee shall be liable for any act or omission unless the same be due to such Trustee's own default. In no event shall a corporate Trustee be a corporation owned or controlled by any beneficiary hereof.

ITEM XVIII.

During the administration of my estate and during the term of the Trusts created under this my Last Will and Testament, and without limiting the authority or discretion of a Trustee or Executor, I hereby recommend that my Trustee and Executor, when needed, and as long as it is desirable, practical and not disadvantageous to do so, seek independent professional legal, accounting, securities brokerage, securities custodial,

banking, real estate and engineering services within my Trustee's and/or Executor's sole discretion.

The Trustee(s) and Executor may employ at Trust expense independent professionals having at least five (5) years experience in their field of expertise to manage, develop and market all Trust assets that are not securities. Although the Trustees and Executor may hire professional investment managers specifically for securities investment management services and advice, fees paid to such managers shall be paid by the Trustee or Executor out of his own pocket. Stocks, bonds, bills, futures, options and mutual funds are included within the definition of securities. The Trustee and Executor may utilize independent custodians to safekeep all assets. Each Trustee and Executor shall provide all clerical, accounting, evaluation and reporting services or hire competent professionals to perform such services at his own expense. Where performance of these duties by the Trustee or Executor would, in the opinion of my long time attorney, David B. Grishman, or his successor as other disinterested legal counsel, as designated by him in writing, create a significant and potentially serious conflict of interest, independent professionals may be hired to complete these tasks at Trust expense. I also recommend that if and when my heirs receive any of my estate free of any Trust that they seek advice from qualified professionals as to the management and/or disposition thereof. The above-named individuals and entities are ones in which I have reposed my confidence.

Each Trustee shall prepare annually a comprehensive analysis and evaluation of the investment portfolio which makes up the Trusts created herein. This detailed annual report shall be delivered to each adult beneficiary by March 1 of each year to disclose the financial condition of the Trust assets, the results of the investment program evaluation, and other information as he deems necessary. An abbreviated quarterly report shall be provided to the adult beneficiaries with information for that quarter. All Trust records, documents, correspondence, contracts, etc. shall be freely accessible to all beneficiaries.

A majority of the adult beneficiaries may, at Trust expense, retain independent professionals to evaluate the performance of the Trustee or asset managers employed by the Trustee. The beneficiaries may do so only after advising the Trustee to secure his

which is customarily and generally charged by institutions for performing trust services of a similar nature.

B. In no event shall the total annual fee paid the Trustee of "The Lillian Hilda Burris Bogen Family Trust" exceed 1.0% of the value of the fixed and liquid assets. The value of the fixed and liquid assets shall be the average market value of such assets held in the Trust during the year. Net earnings from assets shall be earnings calculated after subtraction of all applicable taxes and expenses. Net capital appreciation of liquid assets shall be the amount of appreciation on liquid assets after subtracting taxes and expenses charged to liquid assets and any depreciation of liquid assets.

A majority of Alfred T. Bogen, III, Vesta Ann Bogen-Draper, Cynthia Retha Bogen Rhein and adult grandchildren or the Trustee by himself may demand that the foregoing compensation schedule be modified. If modification cannot be agreed upon within a reasonable period of time not to exceed sixty (60) days, my long time attorney, David B. Grishman, or his successor designated by him in writing, shall arbitrate the disagreement and decide upon a fair and equitable compensation arrangement.

Compensation to the Trustee shall be computed annually by a disinterested party and reviewed and approved by my long time attorney, David B. Grishman, or his successor designated by him in writing.

ITEM XX

For all purposes of this my Last Will and Testament and the disposition of my estate hereunder, the terms "children", "issue", or "descendants" and words of like import whether of mine or of any other person shall not be deemed to include adopted children, any law to the contrary notwithstanding.

ITEM XXI.

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 I shall be deemed to have survived my husband, and this my Last Will and Testament and all of its provisions shall be construed upon that assumption.

ITEM XXII.

If any beneficiary other than my husband should die simultaneously with me, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that said beneficiary shall be deemed to have predeceased me, and this my Last Will and Testament and all of its provisions shall be construed upon that assumption.

ITEM XXIII.

If, regardless of whether or not any such action or actions are taken in good faith or with good cause, any beneficiary or beneficiaries under this my Last Will and Testament, including any and all Codicils thereto (such Last Will and Testament and Codicils hereinafter referred to in this Item XXIII collectively as "my Will"), or under any Trust established, maintained or continued by my Will, shall

- (a) contest the probate or validity of my Will or any provision thereof;
- (b) institute or prosecute any proceeding to contest the probate or validity of my Will or any provision thereof, or to prevent any provision of my Will from being carried out in accordance with its terms;
- (c) join in any such proceeding except as a party defendant in opposition to such proceeding; or
- (d) aid or abet any other person or persons in the institution or prosecution of any such proceeding;

then all gifts, devises, bequests and other benefits provided for such beneficiary or beneficiaries under my Will and under any Trust established, maintained or continued by my Will shall lapse and are hereby revoked, and, for all purposes, including the status of such beneficiary or beneficiaries and the decedents of such beneficiary or beneficiaries as an heir or heirs at law under any provision of my Will, such beneficiary or beneficiaries shall be conclusively deemed to have predeceased me and all of my estate and property

LB
LHBB

shall pass and be distributed pursuant to the provisions of my Will as if all of such beneficiary or beneficiaries and the decedents of such beneficiary or beneficiaries had predeceased me.

ITEM XXIV.

This Last Will and Testament consists of thirty-five (35) typewritten pages, on each of which I have for greater security and identification signed thereto.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 19th day of September, 2002

Lillian Hilda Burris Bogen
LILLIAN HILDA BURRIS BOGEN

This instrument was, on the day shown above, signed, published, and declared by Lillian Hilda Burris Bogen 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

Delicia V. Turner
NAME

2944 Marwood Drive, Jackson, MS 39212
ADDRESS

Niane K. Bass
NAME

6040 Kaverly Dr. Jackson, MS 39206
ADDRESS

Carolyn M. Barrett
NAME

119 Mandon Lane, Pearl, MS 39208
ADDRESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for said county and state, FELICIA V. TURNER, DIANE J. BASS and CAROLYN M. BARRETT, the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of LILLIAN HILDA BURRIS BOGEN of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said LILLIAN HILDA BURRIS BOGEN, signed, published and declared said instrument as her Last Will and Testament on September 19, 2002, in the presence of FELICIA V. TURNER, DIANE J. BASS and CAROLYN M. BARRETT, the subscribing witnesses, that said Testatrix was then of sound and disposing mind and memory and above the age of eighteen years, and the affiants make oath that FELICIA V. TURNER, DIANE J. BASS and CAROLYN M. BARRETT, 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 Testatrix, and in the presence of each other.)

Felicia V. Turner
[Sign Name Here]

Print Name & Address of Witness:
Felicia V. Turner
2944 Marwood Dr.
Jackson, MS 39212

Diane J. Bass
[Sign Name Here]

Print Name & Address of Witness:
Diane J. Bass
6040 Waverly Dr.
Jackson, MS 39206

Carolyn M. Barrett
[Sign Name Here]

Print Name & Address of Witness:
Carolyn M. Barrett
119 Mandon Lane
Pearl, MS 39208

Sworn to and subscribed before me this, the 19th day of September, 2002

Rosie Jones
NOTARY PUBLIC



Notary Public State of Mississippi
At Large
My Commission Expires
December 15, 2005
BONDED THRU
HEIDFN. BROOKS & GARLAND, INC.

MADISON COUNTY MS This instrument was
filed for record February 22, 2008.

Book 42 Page 541
ARTHUR JOHNSTON, C. C.
BY: R. Sewell D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
DEAN BRANNAN MILLER, DECEASED

NO. 2007-921

AFFIDAVIT OF CO-EXECUTORS

STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally came and appeared before me, the undersigned authority of law in and for the above styled jurisdiction, the within named, Robert Brannan Miller, Co-Executor of the Estate of Dean Brannan Miller, deceased, who being first duly sworn states on his oath the following:

1. That the undersigned affiant has made reasonably diligent efforts to identify persons having claims against this Estate.
2. That the undersigned affiant, having made reasonably diligent efforts, has not identified any persons believed to have claims against the Estate.
3. Further affiant sayeth not

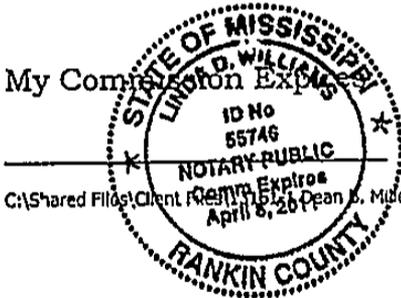
Robert Brannan Miller

 ROBERT BRANNAN MILLER

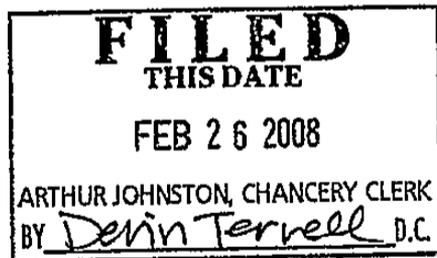
SWORN TO AND SUBSCRIBED BEFORE ME, this the 15th day of February, 2008

Arthur D. Johnston

 NOTARY PUBLIC



C:\Shared Files\Client Files\2008\Dean B. Miller Estate\Affidavit-RBM wpd



MADISON COUNTY MS This instrument was filed for record February 26, 2008

Book 042 Page 577

ARTHUR JOHNSTON, C. C.

BY: D. Terrell D.C.



LAST WILL AND TESTAMENT
OF
DIANE HIGHTOWER STEPHENS

I, DIANE HIGHTOWER STEPHENS, an adult resident of Madison, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

I have two (2) adult children now living, as follows:

- GLENN HIGHTOWER STEPHENS; and
- KATHRYN DIANE STEPHENS.

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

FOR IDENTIFICATION:

 DWS

FILED
THIS DATE
MAR 06 2008
ARTHUR JOHNSTON, CHANCERY CLERK
D.C.

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

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

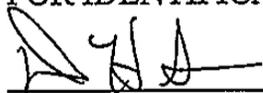
ITEM V.

A. I give, devise and bequeath the following for my daughter, KATHRYN DIANE STEPHENS, to GLENN HIGHTOWER STEPHENS, as Trustee of the "Diane H. Stephens Family Trust," created by ITEM VII of my Will to be held administered and distributed as provided therein:

1. My home, subject to any indebtedness thereon.
2. My clothing, jewelry, and other personal effects.
3. My furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in my home.

B. Notwithstanding the bequests made in Paragraph A above, I may have attached to this Will a memorandum of my wishes which shall take priority over and to the

FOR IDENTIFICATION:



bequests made above and which makes disposition of certain items of tangible personal property. I grant to my Executor a special power of appointment over the tangible personal property described in the memorandum, and my Executor shall distribute such tangible personal property to the persons designated in the memorandum to receive such tangible personal property. This paragraph shall apply only to an item of tangible personal property if such item has a value of Ten Thousand Dollars (\$10,000) or less.

ITEM VI.

The rest and residue of my estate, real and personal, of whatsoever kind or character, and wheresoever located, shall be divided into two (2) equal shares, one (1) share for each of my children, being GLENN HIGHTOWER STEPHENS and KATHRYN DIANE STEPHENS or their lineal descendants, per stirpes. These shares shall be equal in amounts.

The share for GLENN HIGHTOWER STEPHENS shall be distributed outright to him at this time, free and clear of any trust. In the event GLENN HIGHTOWER STEPHENS is not then living, his share shall be held in trust for his descendants, per stirpes, and the Trustee of this the "Diane H. Stephens Remainder Trust," shall hold and distribute the assets of this trust to and for the benefit of my grandchildren and great-grandchildren by GLENN HIGHTOWER STEPHENS according to the same terms and

FOR IDENTIFICATION:

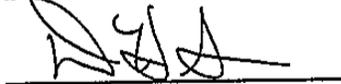


conditions of Paragraphs B through H of ITEM VII, which similarly establishes the terms and conditions of the "Diane H. Stephens Family Trust," created herein for the children and grandchildren of KATHRYN DIANE STEPHENS (being my grandchildren and great-grandchildren by KATHRYN DIANE STEPHENS). The trust for the children of GLENN HIGHTOWER STEPHENS shall be a separate trust and shall be called the "Diane H. Stephens Remainder Trust."

I give, devise and bequeath the share for my daughter, KATHRYN DIANE STEPHENS, to GLENN HIGHTOWER STEPHENS, as Trustee of the "Diane H. Stephens Family Trust," created by ITEM VII of my Will to be held administered and distributed as provided therein.

My residuary estate 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, together with penalties and interest thereon. If my residuary estate is insufficient to pay the outstanding estate, inheritance or other death taxes owed by reason of my death, then each beneficiary of my estate shall pay his or her proportionate share of such taxes owed based upon the prorata share of my estate such beneficiary received, including those assets that pass not only under this my Will but also those assets which pass outside of my probate estate. As provided in Sections 2206, 2207, 2207A, and

FOR IDENTIFICATION:



2207B, my Executor shall have the right to recover the appropriate amount of estate taxes from the recipient or recipients of property which is included in my gross estate for federal estate tax purposes, and no provision herein shall be construed to waive such right of recovery.

ITEM VII.

GLENN HIGHTOWER STEPHENS, as Trustee, shall hold, administer and distribute the share of my estate which was devised and bequeathed to him as Trustee of the "Diane H. Stephens Family Trust," pursuant to ITEM VI of my Will, under the following provisions. I direct that my Executor shall allocate a portion of my available GST exemption from the federal generation-skipping transfer tax as provided in Section 2631 to the property transferred to the trust created under this ITEM of my Will, so that the inclusion ratio as defined in Section 2642(a) of property transferred to this trust is zero. The term "available GST exemption from the federal generation-skipping transfer tax" means an amount equal to the generation-skipping transfer exemption provided in Section 2631(a) that has not been allocated by me to property which I am deemed to be transferor [as defined in Section 2652(a)] or by operation of law to property transferred by me during my lifetime.

In computing the dollar amount of property constituting this bequest, the values used in finally determining the federal estate tax on my estate shall be used.

FOR IDENTIFICATION:



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

Notwithstanding the applicability of Paragraphs B through H of this ITEM to the "Diane H. Stephens Remainder Trust" which benefits my grandchildren and great-grandchildren by GLENN HIGHTOWER STEPHENS, this trust shall be for the benefit of my daughter, KATHRYN DIANE STEPHENS, during her lifetime. This trust shall be designated and known as the "Diane H. Stephens Family Trust."

A. The Trustee shall pay to the beneficiary of this Trust 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 the 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

FOR IDENTIFICATION:



Trustee determines. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions.

B. In addition to the income distributions the Trustee shall pay to or for the benefit of the beneficiaries, 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. Upon the death of KATHRYN DIANE STEPHENS for the "Diane H. Stephens Family Trust" or GLENN HIGHTOWER STEPHENS which then establishes the "Diane H. Stephens Remainder Trust", the Trustee shall divide the respective trusts into separate equal shares, one (1) share for each of the then living children of my deceased children (being my grandchildren by KATHRYN DIANE STEPHENS or GLENN HIGHTOWER STEPHENS). The Trustee shall distribute the shares for each child of my deceased children, KATHRYN DIANE STEPHENS or GLENN HIGHTOWER STEPHENS, outright, free and clear of any trust, to each child of such deceased child of mine who has reached the age of thirty (30) years. In the event any child of KATHRYN DIANE

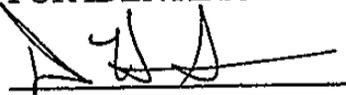
FOR IDENTIFICATION:

A handwritten signature in black ink, appearing to be "D. H. Stephens", written over a horizontal line.

STEPHENS or GLENN HIGHTOWER STEPHENS has not reached the age of thirty (30) years or is not then living, that child's share shall be retained in trust for the benefit of such child or his or her children (being my great-grandchildren by that deceased grandchild) Income and principal shall be distributed among such surviving grandchild and great-grandchildren as the Trustee determines in accordance with the directions and standards previously set forth in Paragraphs B and C. The trust estate for the child or children of my deceased children (being my grandchild or grandchildren by KATHRYN DIANE STEPHENS or GLENN HIGHTOWER STEPHENS) shall be distributed to such child upon that child's reaching the age of thirty (30) years, and the trust estate for the children of a deceased grandchild of mine (being my great-grandchildren by that deceased grandchild) shall be distributed, in equal shares, to the children of such deceased grandchild when the oldest living child of such deceased grandchild attains the age of thirty (30) years.

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

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

E. Notwithstanding any provision herein to the contrary, the Trustee shall retain in trust for the benefit of beneficiary, KATHRYN DIANE STEPHENS, 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, unable to handle her financial affairs, the Trustee may pay the monies on behalf of the beneficiary, without giving distributions directly to the beneficiary.

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Transfers to Minors Act, or (e) by applying the distributions for the benefit of the beneficiary by paying expenses directly. In any event the Trustee shall require such reports and take such steps as the Trustee deems requisite to assure and enforce the application of such distributions for the exclusive benefit of the beneficiary.

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

ITEM IX.

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

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ITEM XI.

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 XII.

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 at that particular time. The notice may be made by personal delivery or sent by registered mail.

The Trustee or any successor Trustee of any trust created by this Will may be removed by and a successor Trustee appointed by either the income beneficiary who must name either a bank or trust company as successor Trustee, or the Chancery Court of Madison County may appoint a successor on the petition of any interested party. In the

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

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

F. To surrender, disclaim, release, relinquish or amend, after providing written notice to the income beneficiaries, all or any portion of any administrative provision of any trust created herein which causes or may cause adverse or unanticipated tax liability to my estate, the trust, the Trustee, or the beneficiaries.

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

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

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

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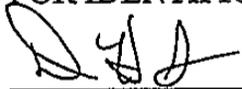
A handwritten signature in black ink, appearing to be "H. J. J.", written over a horizontal line.

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

ITEM XIV.

Any recipient of property or beneficiary of a trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her whether outright or in trust, or all or any part of his or her interest in any trust created herein. 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 child of mine disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed by that child to the Trustee of the respective trust benefitting that child's descendants, specifically the "Diane H. Stephens Family Trust" for the descendants of KATHRYN DIANE STEPHENS or the "Diane H. Stephens Remainder Trust" for the descendants of GLENN HIGHTOWER.

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

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

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and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder of the legal title to the property to which the interest relates. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518.

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

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

FOR IDENTIFICATION:



IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 16th day of May, 2002.

Diane Hightower Stephens
DIANE HIGHTOWER STEPHENS

This instrument was, on the day and year shown above, signed, published and declared by DIANE HIGHTOWER STEPHENS 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.

Krista L. Shumpert 5 River Bend Place, Suite A, Flowood, MS
Address

MATTHEW P. McAVOY 5 RIVER BEND PLACE, SUITE A, FLOWOOD, MS
Address

MADISON COUNTY MS This instrument was filed for record March 6, 2008.
Book 42 Page 578
ARTHUR JOHNSTON, C. C.
BY: R Jones D.C.

