

## LAST WILL AND TESTAMENT

2008-736

OF

PAUL WARREN HOPPING

I, Paul Warren Hopping, of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory and of lawful age, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

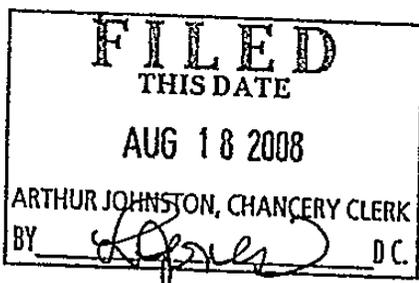
I.

Except as hereinafter provided, my Executrix shall pay from my residuary estate: all of my legal debts, funeral expenses (regardless of any statutory limitation) and administration costs (including any expense of moving or delivering property to any beneficiary hereunder); and all estate, inheritance, and other taxes (together with any penalty thereon) payable by reason of my death on property included in my estate and subject to such taxes, whether such property passes under this Will or otherwise (including property over which I have a power of appointment).

If any property or interest in property passing by reason of my death (other than as part of my residuary estate) is encumbered by a mortgage or lien, or is pledged to secure any obligations, such indebtedness shall not be charged to or paid from my Estate, but the recipient of such property or interest therein shall take it subject to all encumbrances existing at the time of my death.

II.

I give and devise all of my undivided right, title and interest in and to the real property and any improvements thereon constituting Snake Creek Duck Club, Humphreys County, Mississippi, to my sons, Bryan Foree Hopping, Gregory Warren Hopping and Michael David Hopping in equal shares. In the event that one of my sons predeceases me, then his share will vest equally in his brothers with the understanding that the ownership of this property is governed by the rules of Snake Creek Duck Club.



Signed for Identification  
*Paul W. Hopping*  
 12/31/07  
 Page 1 of 10

## III.

All of the household furniture and furnishings (and insurance thereon) located in our residence are the property of my wife, Nancy Holland Hopping (hereinafter sometimes referred to as "my Spouse"), and I hereby acknowledge her ownership of all such items.

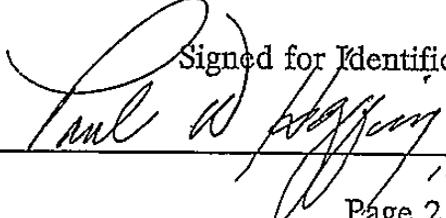
I bequeath all of my tangible personal property, such as clothing, jewelry, personal effects and automobiles (and insurance thereon), but excluding cash-on-hand or on deposit, and any tangible personal property held for investment or income producing purposes, to my Spouse, if she survives me; and if she does not survive me, I bequeath such property to my surviving children.

## IV.

I bequeath, devise and appoint all the residue and remainder of my property and estate of every nature and wheresoever situated (including all property which I may acquire or become entitled to after the execution of this Will, all lapsed legacies, devises or other gifts made by this Will which fail for any reason, but excluding any property over or concerning which I may have any power of appointment), hereinafter referred to as my "residuary estate" to Nancy Holland Hopping, in her capacity as Executrix, and I direct that my Executrix shall administer and dispose of my said residuary estate in accordance with the terms and provisions set forth and contained in the succeeding Articles of this Will.

## V.

If my Spouse shall survive me, I bequeath to Fred W. Johnson, Jr., as Trustee, the largest amount, if any, that can pass free of federal estate tax by reason of the unified credit and the state death tax credit allowable to my Estate, diminished by the value for federal estate tax purposes of all other items in my federal gross estate which pass under other provisions or outside of this Will and which do not qualify for the state tax marital or charitable deduction and charges to principal which are not deducted on my federal estate tax return. Assets distributed in kind for the satisfaction of this bequest shall be valued at their date of distribution values. This Trust shall be held and administered for the following uses and purposes:

Signed for Identification  
  
 12/31/91  
 Page 2 of 10

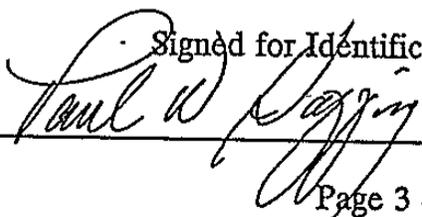
SECTION 1. I direct that during the lifetime of my Spouse, the net income derived from my Trust estate shall be paid over to my Spouse or applied for her benefit in monthly or more frequent installments.

If my Spouse disclaims her interest in this Trust, it shall be administered as though she had predeceased me.

SECTION 2. Upon the death of my Spouse, if she shall survive me, or upon my death if my Spouse shall predecease me, the principal and accumulated income, if any, then constituting my trust estate shall be apportioned in equal shares to such of my children as shall then be living and to the living issue per stirpes of such of my children as shall be dead with issue then living - such issue representing its parents; and I direct the several equal shares shall be administered and disposed of as follows:

- (a) The share apportioned under Section 2, supra, to each child of mine who shall have obtained twenty-five (25) years of age, shall thereupon be delivered and conveyed to such child, discharged of the Trust.
- (b) The share apportioned under Section 2, supra, to each child of mine who shall be under twenty-five (25) years of age, shall be held in trust hereunder for the benefit of such child and the net income derived from the Trust for such child in all or any part of the principal thereof shall be paid to or applied to the benefit of such child in such manner and at such intervals and in such amounts as my Trustee in his sole discretion shall from time to time deem requisite or desirable in providing for the suitable support and education of such child until he shall obtain the age of twenty-five (25) years and upon the attainment of the age of twenty-five (25) years of such child, the principal and accumulated income then constituting the child's separate trust shall be delivered and conveyed to the child discharged of the Trust.
- (c) If a child shall die prior to the termination of his Trust, pursuant to the

Signed for Identification

  
2/27/91  
Page 3 of 10

foregoing provisions, the principal and accumulated income constituting the Trust for such child at the time of his death shall thereupon vest in and be delivered and conveyed to such child's surviving issue, per stirpes, (subject to the provisions in Section 3 hereunder) of if such child shall leave no issue surviving, the principal and accumulated income shall inure in equal shares to the benefit of my living issue, per stirpes, and their respective shares or portions shall be administered and disposed of in accordance with the terms and provisions of the Trust herein created for their benefit.

- (d) The one such equal share of my trust estate apportioned under Section 2, supra, to the living issue, per stirpes, of each child of mine who shall be dead with issue living, shall thereupon vest in and be delivered and conveyed to such issue, per stirpes, subject to the provisions contained in Section 3 hereunder

SECTION 3.

If any of the funds and properties constituting a part of a Trust shall vest in a person among my deceased child's issue who shall be under twenty-five (25) years of age at the time of vesting thereof in accordance with the foregoing provisions of this Article V, I direct that such principal and accumulated income so vesting shall nevertheless continue to be held in trust by my Trustee under the provisions hereof, and be administered as a separate Trust and that the net income therefrom with the principal thereof shall be applied, in such manner and at such intervals and in such amounts as my Trustee, in his sole discretion, shall deem requisite or desirable, for the suitable support and education of such person until he or she shall attain the age of twenty-five (25) years, or shall sooner die, whereupon the then principal and accumulated income of such Trust shall be delivered and conveyed, discharged of the Trust, to such person if he or she shall attain the age of twenty-five (25) years, or, if such person shall die prior to his or her

Signed for Identification

*Paul W. Haggerty*

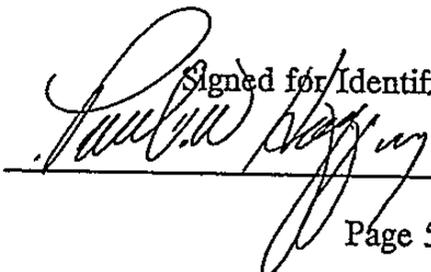
12/21/91  
Page 4 of 10

attainment of twenty-five (25) years, to such person's executors or administrators.

SECTION 4. I hereby authorize and empower the Trustee in his sole and absolute discretion, at any time, and from time to time, to disburse from the principal of any of the trust estates created under this Article V (even to the point of completely exhausting same), such amounts as he may deem advisable to provide adequately and properly for the support, maintenance, education and health of the current income beneficiary thereof, his or her spouse in issue, including, but not by way of limitation, expenses incurred by reason of illness, disability and education. In determining the amounts of principal to be so disbursed, the Trustee shall take into consideration any other income or property which such income beneficiary or other person may have from any other source; and the Trustee's discretion shall be conclusive as to the advisability of any such disbursement, and the same shall not be questioned by anyone. For all sums so disbursed, the Trustee shall have full acquittance. All such disbursements from principal shall be charged against the trust fund from which they are made, and shall not be charged against any individual share of principal subsequently distributed to any beneficiary.

Only assets which qualify for the marital deduction shall be used to satisfy the foregoing bequest.

Subject to the foregoing, the decision of my Executrix as to which assets shall be distributed in satisfaction of this bequest for the benefit of my Spouse, as to whether my estate shall be valued under the optional provisions of the federal estate tax law, as to what elections shall be exercised, and as to what proceedings are necessary to complete the ascertainment of the federal estate tax, shall be conclusive and binding on all persons.

Signed for Identification  
  
 12/24/91  
 Page 5 of 10

## VI.

I bequeath my residuary estate which is not made a part of the foregoing trust, including all lapsed legacies and devises (but excluding any property over and concerning which I may have a power of appointment) to my wife, Nancy Holland Hopping

## VII.

A. All of the trusts created under any article of this Will are private trusts, and no fiduciary shall be required to obtain the order or approval of any Court for the exercise of any power or discretion herein given, nor to enter into any bond as Trustee, nor to return to any Court any periodic formal accounting of his administration of any of said trusts, but said fiduciaries, upon the request of the beneficiaries, shall render annual accounts to the various beneficiaries of said trusts.

B. Any Executrix or Trustee may resign at any time by giving written notice to the beneficiaries entitled to participate in the estate or trust at the time of said resignation, specifying in said notice the effective date of such resignation. In the event an Executrix or Trustee dies, resigns or fails to act for any reason, the successor Executrix or Trustee shall have the same title, powers and discretion herein given the original fiduciary.

C. Neither the principal nor the income of the trust funds nor any part of same, shall be liable for the debts of any beneficiary hereunder, nor shall the same be subject to seizure by any creditor of any beneficiary hereunder nor be transferred, assigned or encumbered in any way.

## VIII

If my wife, Nancy Holland Hopping, and I shall die in or as a result of a common accident or under such circumstances as to render it difficult or impractical to determine who survived the other, I direct that my wife shall be deemed to have survived me. If any beneficiary hereunder (other than my wife) and I shall die in or as a result of a common accident or under such circumstances as to render it difficult or impractical to determine who survived the other, I direct that I shall be deemed to have survived such beneficiary.

Signed for Identification

*Paul W. Hopping*  
12/31/01  
Page 6 of 10

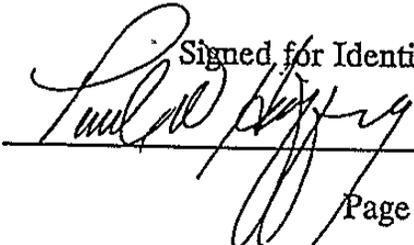
IX.

- A. I appoint my wife, Nancy Holland Hopping, as Executrix.
- B. If she should fail to qualify or cease for any reason to act as Executrix, I appoint my friend, Fred W. Johnson, Jr., as Executor of my estate.
- C. I appoint Fred W. Johnson, Jr., as Trustee of any trust created under the provisions of this Will.
- D. Any Executrix, Executor or Trustee acting hereunder, shall serve without bond or any accounting or inventory to any Court and shall have the powers and authority as if originally appointed.

X.

In addition to all powers conferred upon my Executrix and Trustee by this Will and by law, and not by way of limitation, my Executrix and Trustee:

- A. Shall have all of the powers granted by the Mississippi Uniform Trustee Powers Act as amended from time to time.
- B. Are authorized to retain, purchase and sell any common stocks or other securities whether or not listed on a national or local securities exchange or traded over the counter, or in any other manner.
- C. Are authorized to exercise any and all powers of any kind with respect to any closely held corporation or partnership in which I may have been a principal, or any agreements relating thereto, as if I were acting for myself.
- D. May make loans to or borrow from or purchase or lease to or from (1) any trust that I or any other person may have created or (2) my Spouse or any child or more remote issue of mine, whether or not secured and whether or not non-liquid or non-income producing, and may determine any rates of interest. My Executrix and Trustee shall be free from any liability for acting pursuant to this paragraph except for negligence or bad faith.
- E. May allot any property or any undivided interest therein to any trust or share under this Will without being required physically to divide any investments or other property.

Signed for Identification  
  
17/31/57  
Page 7 of 10

I hereby name, nominate, designate, constitute and appoint Paul Garvin Holland and Sandy Holland of Paducah, Kentucky, as general guardian of the persons of my minor unmarried children surviving me should my wife, Nancy Holland Hopping, predecease me, or if she should be otherwise unable or unwilling to serve in such capacity.

I, Paul Warren Hopping, have signed this Will which consists of 10 pages on this the 31 day of December, 1991, in the presence of Denise Bonds and Fred W. Thomas, Jr. who attested it at my request.

Paul Warren Hopping  
PAUL WARREN HOPPING

We, the undersigned, do hereby agree that the foregoing Will, consisting of 10 pages, including the following page, was signed, published and declared by Paul Warren Hopping, the Testator herein named, as his Last Will and Testament, in our presence and in the presence of each of us, and we, at the same time, at his request and in his presence and in the presence of each other, subscribed our names as subscribing witnesses, on this the 31 day of December, 1991.

Denise J. Bonds  
WITNESS

123 Meadowview Dr  
ADDRESS

Brandon, MS 39042  
CITY AND STATE

Paul Warren Hopping  
WITNESS

1477 Fernside Dr  
ADDRESS

Signed for Identification  
Paul Warren Hopping  
12/31/91  
Page 8 of 10

STATE OF MISSISSIPPI

COUNTY OF HANDS

BEFORE ME, the undersigned authority, on this day personally appeared, Paul Warren Hopping, known to me to be the Testator, and Denise Bounds and FRED D. JONES, Jr., known to me to be the Witnesses, respectively, whose names are signed to the attached or foregoing instrument, and all of these persons being by me first duly sworn, Paul Warren Hopping, the Testator, declared to me and to the Witnesses in my presence that the instrument is his Last Will and that he has willingly signed, and that he executed it as his free and voluntary act for the purposes therein expressed; and each of the Witnesses stated to me in the presence and hearing of the Testator that he or she signed the Will as Witness and that to the best of his or her knowledge the Testator was 18 years of age or over, of sound mind and under no constraint or undue influence

Each Witness further stated that he or she, upon the request and express direction of Paul Warren Hopping, the Testator herein, were the subscribing Witnesses to the foregoing instrument and that the same was duly signed by Paul Warren Hopping on December 21, 1991. Further, Paul Warren Hopping declared said instrument to be his Last Will and Testament in the presence of said Witnesses, and said Witnesses did then and there sign as subscribing Witnesses to said Will upon the express request of Paul Warren Hopping, and that all signatures thereto were affixed while in the presence of Paul Warren Hopping, and in the presence of each other.

Paul Warren Hopping  
PAUL WARREN HOPPING

Denise J. Bounds  
WITNESS

Signed for Identification  
Paul Warren Hopping 12/21/91  
Page 9 of 10

WITNESS Joe D. Johnson

SUBSCRIBED, SWORN AND ACKNOWLEDGED before me by Paul Warren Hopping, the Testator, and by Fred W. Johnson, Jr. and Denise Bonds, Witnesses, on December 31, 1991.

James Thomas Woodard  
NOTARY PUBLIC

My Commission Expires:  
June 15, 1993

Signed for Identification  
Paul Warren Hopping 12/31/91  
Page 10 of 10



# Last Will and Testament

OF

GUY BAILEY, JR.

WOB-782

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

## ITEM I

My wife's name is Pauline Williams Bailey, and she is herem referred to as "my wife." My daughter, Lisa Bailey Strauss, predeceased me I have three (3) children now living, as follows:

- Guy Bailey, III
- William Scott Bailey
- Steven Wilson Bailey

The words "child" or "children" as used herein shall include any children born to my wife and me, and "descendants" shall include any person born to or hereafter born to any of our children. 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.

## ITEM II

I appoint my wife, Paulne Williams Bailey, as Executrix of my estate under this Will. In the event my wife is or becomes unable or unwilling to serve, I appoint Ann Brewer Bennett to serve as Successor Executrix. In the event Ann Brewer Bennett is or becomes unable or unwilling to serve, I appoint Jerry P Seale to serve as Successor Executor.

JB \_\_\_\_\_

## ITEM III.

My Executrix shall pay all funeral expenses, costs of administration and properly probated and allowed claims against my estate.

## ITEM IV.

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

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.

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

## ITEM V.

To my wife, Pauline Williams Bailey, if she survives me and is married to me at my date of death, I give, devise and bequeath, unless otherwise specifically bequeathed under Item VI of this Will, the following

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

If my wife either does not survive me or is not married to me at my date of death, I give, devise and bequeath my interest in the family residence to the Trustee of the "Pauline Williams Bailey Family Trust," created under the Last Will and Testament of my wife, Pauline Williams Bailey, dated March 19, 2008, to be held, administered and distributed under the provisions of that Trust; and the assets described above in Paragraphs B and C of this Item V of my Last Will and Testament to my children in substantially equal shares, to be divided among them as they agree, or in the absence of such agreement, as my Executor may determine. In the event a child predeceases me, his or her share of the assets described in Paragraphs B and C of this Item V of my Last Will and

Testament shall be distributed to his or her descendants in equal shares, per stirpes, or if there are no such descendants, said deceased child's share of said assets shall be distributed to my surviving children, or the descendants of a deceased child, in equal shares, per stirpes. In the event a descendant of a deceased child of mine, at the date of my death, is a minor, my Executor shall distribute said descendant's share of the assets described in Paragraphs B and C of this Item V to the guardian of said minor descendant to be held or used for the benefit of said descendant until he or she attains the age of majority. My Executor has the power and authority to, upon the request of the guardian of any minor descendant, expend such funds of my estate necessary to store said minor descendant's share of said assets in any public or private storage facility and pay the expenses applicable thereto

#### ITEM VI

All of my insurance policies which provide indemnity for the loss of or damage to any of my personal or real property by fire, windstorm, or other similar casualty or liability, including any claim for the loss of or damage to any such property which I might have at the time of my death against any insurance company, I give, devise, and bequeath, respectively, to those persons, corporations, trusts or other entities, as the case may be, who shall or would have become the owners of such properties by reason of my death, whether such ownership be acquired under the provisions of this Will, by survivorship, by operation of law, or by other means. If any of the individual beneficiaries affected by this Item VI shall not survive me, or if any corporation, trust or other entity so affected by this Item VI shall not be in existence at the time of my death, the bequest to such individuals, corporations, trusts or other entities shall lapse and same shall become a part of my residuary estate hereinafter disposed of

#### ITEM VII

If my wife, Pauline Williams Bailey, survives me and is married to me at my date of death, I give, devise and bequeath to Pauline Williams Bailey, as Trustee, under the terms set forth in this Will, an amount of property equal to the largest amount, but no more, that can pass free of federal estate tax by reason of the applicable exclusion amount available at the date of my death provided under Section 2010 and the credit or deduction for state death taxes only to the extent those taxes are not thereby incurred or increased. It is my intent that the amount of property used to fund this trust not cause either federal or state estate taxes to be paid as a result of my death. However, the amount of this bequest shall be reduced by the value of insurance proceeds and any other property

which passes at any time during my life or at my death, either under any other Item of my Will or outside of my Will, in such manner as to constitute a part of my gross estate under federal estate tax law or an adjusted taxable gift and for which no marital deduction is allowed under Section 2056 and for which no deduction for public, charitable or religious purposes is allowed under Section 2055. In computing the dollar amount of property constituting this pecuniary bequest, the values used in finally determining the federal estate tax on my estate shall control. My Executor shall select and distribute to the Trustee the cash or other property to be placed in this Trust, and the property so selected shall be valued at the value thereof as finally determined for federal estate tax purposes, provided, however, that my Executor in order to implement this devise and bequest, shall distribute assets, including cash, fairly representative, on the date or dates of distribution, of appreciation or depreciation in satisfaction of this pecuniary devise and bequest. However, in the event assets used by the Trustee to fund this trust are assets from a qualified retirement plan or from an individual retirement account, the Trustee shall set aside the fractional share of the estate that is hereinafter described. The numerator of the fraction shall be the largest amount, if any, that can pass free of federal and state estate tax and more particularly described above in this Item VII of this my Last Will and Testament reduced by the value of: (1) all dispositions from this trust, other than property qualifying for the marital or charitable deduction, and (2) all property passing outside this Trust and includable in my gross estate for federal estate tax purposes (or constituting an adjustable taxable gift for purposes of the federal unified transfer tax) other than property qualifying for the marital or charitable deduction. The numerator of the fraction shall be further reduced by any administration expenses claimed as income tax rather than estate tax deductions, and any state death or estate taxes which are not deducted in computing my federal estate tax. The denominator of the fraction shall be the value of the trust estate. This fractional share of the trust is referred to in this Trust as the "credit shelter share". For purposes of computing the fraction described herein, the values finally fixed in the federal estate tax proceeding relating to my estate shall be used. I recognize that the numerator of this fraction may be zero, in which case there may be no credit shelter share, in that the numerator may be affected by the action of my Executor in exercising certain tax elections.

This Trust shall be for the benefit of my wife, my children, and the descendants of a deceased child. If property passes to this Trust which my wife has disclaimed under Section 2518, she shall be treated as a beneficiary of this Trust and shall be entitled to distributions as provided herein. If property passes to this Trust which any beneficiary other than my wife has disclaimed under Section 2518, that beneficiary shall be treated as if deceased on the date of that disclaimer and shall cease to be a beneficiary of the Guy Bailey, Jr Family Trust.

The assets devised and bequeathed under this Item VII of my Will shall be charged with the payment of any estate, inheritance or other death taxes payable by reason of my death and any other

expenses of my estate not deductible for federal estate tax purposes. I recognize the possibility that no property may be disposed of by this Item VII of my Will and that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections.

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

A. The Trustee may distribute to or for the benefit of my wife an amount of the net income necessary for her education, support, 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. These distributions shall be made in amounts and at such intervals as the Trustee determines. However, in all events, the Trustee shall distribute such amount as required under the minimum required distribution rules governing retirement plans and individual retirement accounts in the event assets used to fund this trust are from either of said sources. Any income not distributed shall be accumulated and added to principal.

B. In addition to the income distributions, the Trustee may distribute to or for the benefit of my wife as much principal as the Trustee, in its discretion, deems advisable for her education, support, maintenance and health, including any hospital or other institutional care, or for the maintenance of her accustomed standard of living at the time of my death. In making principal distributions, the Trustee shall consider the needs of the beneficiary and the funds available to her from other sources.

C. The Trustee shall see that my wife has sufficient funds to enable her to continue, if possible, her accustomed standard of living at the time of my death. Nothing contained herein shall be construed to create a support obligation of the trust on behalf of the beneficiary, it being intended that this trust be a discretionary trust only and as to all payments made therefrom. The standards stated herein are intended only as a guide to my Trustee with my Trustee having full and absolute authority and discretion as to payment of income and/or principal to the beneficiary, and the beneficiary shall not have an absolute right to income or principal of said trust.

D. Upon my wife's death, I give, devise and bequeath to my son, Steven Wilson Bailey, a life estate in the residence located at 800 Conerly Road, Columbia, Mississippi. Steven Wilson Bailey shall have the right to use, possess and enjoy said residence and all of the furnishings located therein at the date of my death and my wife's death for his lifetime. Upon the death of Steven Wilson Bailey, the assets subject hereto shall be transferred directly to his daughter, Emily Nicole Bailey, as remainderman, provided she has attained the age of twenty-one (21) years. In the event Emily Nicole Bailey has not attained the age of twenty-one (21) years, Ann Brewer Bennett shall serve as Trustee for the benefit of Emily Nicole Bailey and shall administer said real property on her behalf until such time as she attains the age of twenty-one (21) years. In the event Ann Brewer Bennett is unable or unwilling to serve as Trustee, William Scott Bailey shall serve as Trustee for

the benefit of Emily Nicole Bailey and shall administer said real property on her behalf until such time as she attains the age of twenty-one (21) years. In the event William Scott Bailey is unable or unwilling to serve as Trustee, the guardian of Emily Nicole Bailey shall serve as Trustee for the benefit of Emily Nicole Bailey and shall administer said real property on her behalf until such time as she attains the age of twenty-one (21) years. Steven Wilson Bailey shall be responsible for the maintenance, upkeep and taxes applicable to said residence so long as he resides therein. In the event Steven Wilson Bailey does not survive me, the residence, real property and furnishings shall be distributed to Emily Nicole Bailey, provided she has attained the age of twenty-one (21) years, or the Trustee on her behalf if she has not attained the age of twenty-one (21) years as set forth above.

The Trustee shall then divide ten percent (10%) of the Trust assets into four (4) equal shares, one share each for Guy Bailey, III, William Scott Bailey, Steven Wilson Bailey, and the descendants of Lisa Bailey Strauss. The shares created for the benefit of a then-living child of mine shall be distributed outright to said beneficiary. In the event a child of mine is deceased at the date of death of both my husband and me, said deceased child's share (including the share created for the benefit of the descendants of Lisa Bailey Strauss) shall be held in trust for said deceased child's descendants, including any adopted children, and administered and distributed as provided in paragraph D1, D2 and D4 below. For purposes of this Item VII, Emily Nicole Bailey, or her descendants if she is deceased, shall be deemed to be the only descendants of Steven Wilson Bailey.

The Trustee shall divide the remaining ninety percent (90%) into separate and independent shares for each of my then-living children and a share for the descendants, collectively, of each deceased child of mine. Each share shall be equal. The Trustee shall hold, administer and distribute the assets of each share of the Trust created for the benefit of my then-living children in accordance with Paragraphs D1, D2, D3 and D4 below. The Trustee shall hold, administer and distribute the assets of each share of the Trust created for the benefit of the descendants of a deceased child in accordance with Paragraphs D1, D2, and D4 below

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

2. In addition to the income distributions, the Trustee may distribute to or for the benefit of a child, or the descendants of a deceased child, from his or her share of the trust, as much

principal as the Trustee, in the Trustee's discretion, deems advisable for the beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living 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.

3. On the fifth anniversary of the death of Pauline Williams Bailey, and every fifth year thereafter, the Trustee shall distribute to each beneficiary from his or her share of the trust ten percent (10%) of the principal of such share.

4. In the event of the death of any child born to me prior to receipt by that child of all the assets of his or her share of the trust estate, the balance of the assets in the Trust for the benefit of said deceased child shall be retained in Trust for benefit of said deceased child's then-living descendants. The net income and principal shall be distributed in accordance with the directions and standards previously set forth in subparagraphs D (1) and (2) of this Item VII. As and when the youngest descendant of a deceased child of mine attains the age of twenty-five (25) years, the Trustee shall distribute the remainder of the principal of each share of the trust created for the descendants of a deceased child outright to the beneficiary of each share. If at the death of a child of mine, he or she leaves no surviving descendants, that deceased child's share of the trust estate shall be added to the share created for my other child, or for the descendants of a deceased child, to be held, administered and distributed in accordance with the provisions of this Trust, or shall be distributed outright to a beneficiary who had previously reached the age to have received a distribution of his or her share of the trust estate.

E. Notwithstanding any other provisions herein to the contrary, if in the sole and complete judgment of the Trustee a beneficiary, at any time such beneficiary would otherwise be entitled to receive a distribution of income or principal from the trust estate, shall not have manifested the ability which would qualify such beneficiary prudently to use and conserve the principal of the trust estate provided to be distributed to such beneficiary, then and in such event, the Trustee is fully authorized to hold and defer the delivery and conveyance of any part or all of such income and principal distribution until the Trustee shall deem such beneficiary to be qualified to prudently use and conserve the same; provided, however, such principal so retained shall continue to be administered as an integral part of such beneficiary's share of the trust estate and may thereafter, as the Trustee deems wise, be paid over and delivered to such beneficiary in whole or in part and from time to time as and when the Trustee has determined in its sole discretion such beneficiary is qualified to prudently use and conserve the same or distributed for the benefit of the beneficiary as needed by the beneficiary for his or her education, support, maintenance and health. Should any beneficiary of the trust be disabled, incompetent, a debtor in any bankruptcy proceeding,

a defendant in any legal proceeding including, without limitation, a divorce, addicted to alcohol, drugs, or gambling, or in any way incapacitated at the time of any scheduled distribution, the Trustee is authorized in its discretion to withhold such distribution and continue to maintain such trust assets for the benefit of said beneficiary until such condition is removed. The Trustee shall have sole and absolute discretion to determine whether a beneficiary is disabled, incompetent, or incapacitated and to determine when any such conditions as detailed above have been removed. The decision of the Trustee with respect to the exercise or the non-exercise by it of any discretionary power hereunder, or the time or manner of the exercise thereof, made in good faith, shall fully protect it and shall be conclusive and binding upon all persons interested in the trust estate. The Trustee shall be held harmless for exercising its discretion and shall be entitled to indemnification from the Trust assets, provided such discretion is exercised in good faith. The Trustee may obtain the services of two (2) licensed physicians in the State of domicile of a beneficiary for the purpose of evaluating and/or examining a beneficiary to determine the extent of a beneficiary's disability, incompetency, incapacitation, or addiction to drugs, alcohol, or gambling. The Trustee may rely solely upon either or both of the opinions of said physicians in exercising its authority and power to withhold a beneficiary's distribution as described in this paragraph E of this Article VII.

F. In the event all of the persons and classes designated as beneficiaries of this Trust die prior to the distribution of all trust assets, the trust assets shall be distributed as follows: one-half (1/2) to my surviving heirs-at-law, in equal shares, and one-half (1/2) to my spouse's surviving heirs-at-law, in equal shares.

G. My wife shall continue as a beneficiary of the Trust notwithstanding her remarriage subsequent to my death. However, before making distributions of income and principal, the Trustee shall consider the assets available to my wife as a result of her remarriage.

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

I. This Trust shall be known as the "Guy Bailey, Jr. Family Trust "

#### ITEM VIII.

If my wife, Pauline Williams Bailey, survives me and is married to me at my date of death, I give, devise and bequeath to her the rest, residue, and remainder of my estate, real or personal, tangible or intangible, of whatsoever kind or character, wheresoever situated, and to which I either may be entitled at my death or over which I shall have a power of appointment.



## ITEM IX.

If my wife, Pauline Williams Bailey, does not survive me, but was married to me at her date of death, I give, devise and bequeath the rest, residue and remainder of my estate, real and personal, tangible or intangible, of whatsoever kind or character, and wheresoever located, and to which I either may be entitled at my death or over which I shall have a power of appointment to the Trustee of the "Pauline Williams Bailey Family Trust," created under the Last Will and Testament of my wife, Pauline Williams Bailey, dated March 19, 2008, to be held, administered and distributed as provided in said Trust

## ITEM X.

In making distributions for beneficiaries from any trust created under this Will and especially where such beneficiaries are minors, or incapable of transacting business due to illness, the Trustee, in the Trustee's discretion, may make distributions either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, or (d) 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 shall be liable for debts of any beneficiary or be subject to seizure by creditors of any beneficiary. The beneficiaries have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of their interest in the trust funds or the income produced from the funds. This provision shall also apply to any spouse of a beneficiary. In other words, a beneficiary's interest in the income and/or principal of any trust created under this Will is not subject to voluntary or involuntary transfers of creditors and/or claimants.

## ITEM XI

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 for the purposes of such division or distribution of the property or securities held in the trust shall be binding and conclusive on all interested parties. In making a division or



distribution, the Trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed and may select assets to be allocated or distributed without regard to the income tax basis of the property.

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

ITEM XII.

Notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule against Perpetuities or any statute pertaining thereto. Upon such vesting, any trust property held by the Trustee shall be distributed to the beneficiary or beneficiaries of the trust as though such beneficiary had reached the age at which final distribution is required by this Will

ITEM XIII.

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

ITEM XIV.

Any trust created herein shall be entitled to a proportionate share of the income of my estate commencing with the date of my death. During the administration of my estate and until the Trust is established, I authorize the Trustee, in the Trustee's discretion, to request of my Executor, in which case my Executor may comply with that request, to pay at least annually out of my estate advanced

payments of income to the income beneficiaries of the Trust. These payments shall be an amount which in the judgment of the Trustee and the Executor, jointly, equals the income which the beneficiaries would receive from the Trust had it been funded at the date of my death.

ITEM XV.

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 its 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. In the event that any person entitled to an annual statement hereunder is a minor or otherwise legally incapacitated, such statement is to be rendered to the guardian of or to the individual with whom such person resides, but if such minor be at least eighteen (18) years of age, the minor shall also receive a copy. The statement shall show all receipts and disbursements and a list of all assets held as of the closing dates of the accountings.

ITEM XVI.

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. In addition, the Trustee or any Successor Trustee may be removed by written notice to such Trustee by a Committee of three (3) Trust Advisors, namely Curtis M. Seale, David Brewer, and Jerry P. Seale. In the event of the resignation or removal of the Trustee, Ann Brewer Bennett and William Scott Bailey shall serve as Successor Co-Trustees. In the event of the resignation or removal of Ann Brewer Bennett and William Scott Bailey as Successor Co-Trustees, a Successor Trustee shall be appointed by the Committee of Trust Advisors. If any member or successor member of the Committee of Trust Advisors is or becomes unable or unwilling to serve in such capacity, the remaining members of the Committee of Trust Advisors shall appoint, by majority vote, a person to serve as Successor Trust Advisor. In the event no member of the Committee of Trust Advisors is able or willing to serve, a Committee of three (3) Successor Trust Advisors shall be appointed by a majority of the adult current income beneficiaries of the trust. The Trust Advisors, or their successors, of the Trust, upon majority vote, may demand the resignation of any Trustee or Successor Trustee at any time, with or without cause, and may appoint a Successor Trustee or Successor Co-



Trustees. All decisions made by the Trust Advisors or their successors shall be made by majority vote. Said trust advisors and their successors shall be fully and completely indemnified, released and held harmless by the Trust, all beneficiaries thereof, and its assets from and against any and all of their decisions, actions or inactions as well as any and all claims, litigation, actions, liability, expenses, fees, damages, loss in value, waste or otherwise in connection with or arising out of or relating to any matters of this Trust except for actions by a Trust Advisor(s) or Successor Trust Advisor(s) which are criminal and/or fraudulent. The Committee of Trust Advisors shall be self-perpetuating in the sense that any of said Trust Advisors or Successor Trust Advisors are or become unable or unwilling to serve as a Trust Advisor to the Trust, the other of said Trust Advisors shall designate a successor thereto by majority vote. Any such successor Trust Advisor may be an individual or any entity whose principal trade or business is trust administration.

In the event that any corporate trustee shall hereafter merge or consolidate with any other bank or trust company, then the corporation created by such merger or consolidation shall act as Successor Trustee hereunder, provided that such new surviving bank must be a federally insured bank with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, and in such capacity shall possess and exercise all powers and authority herein conferred on the Trustee named herein.

#### ITEM XVII

Unless otherwise provided, the administration and management of any trust created herein, the sale and conveyance of the trust assets, the investment and reinvestment of trust assets and the rights, powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi, (being § 91-9-101 and following of the Mississippi Code of 1972), as it now exists or may hereafter be amended. In addition to the powers contained in that Law, the Trustee shall have full power and authority.

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

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

C. To receive, invest in, and retain in the trust all types of property and, especially, to receive, invest in, and retain in the trust shares of stock in publicly-held or closely-held corporations, membership interests in limited liability companies or limited liability partnerships, partnership interests in general and limited partnerships, improved and unimproved real estate and farm property, regardless of where it may be situated, stocks, mutual funds, bonds, government securities, life insurance products, annuities, certificates of deposit and other investments, without liability and without regard to the proportion of such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which Trustees generally are authorized to invest by trust law.

D. Purchase, invest in, pay premiums on, borrow against, sell, exchange or cancel any policy of insurance on the life, or joint lives, of the beneficiaries or any person in whom the beneficiaries of the trust have an insurable interest.

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

F. 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 trust are substantially the same.

G. To invest trust assets, except stock in a Subchapter S corporation, in a common fund established by the Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi (being § 81-5-37 of the Mississippi Code of 1972) as it now exists or may hereafter be amended.

H. 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.

I. To hold investments in the name of a nominee.

J. To receive property conveyed to the Trust by any person, and to hold, administer and distribute the property in accordance with the terms of the Trust.

K. To participate in any liquidation, reorganization, recapitalization, merger, consolidation, or similar proceeding affecting any corporation, partnership, limited liability company, limited liability partnership, or any other choice of entity, the securities of which or interests in which are held in trust.

L. To retain such experts, including specialized investment counsel, appraisers, accountants, and attorneys, as it deems appropriate for advice in the selection, maintenance and

disposition as well as all expenses incurred in the acquisition, storage, maintenance and delivery of such assets.

M. 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 eighteen (18) 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 it deems appropriate for such items. The Trustee shall have the authority to give the Executor or other personal representative of the estate of a decedent a receipt for such objects on behalf of such beneficiary.

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

O. To sell or exercise any "rights" issued on any securities held in my estate or any trust created herein.

P. To vote in person or by proxy any stock or securities held, and to grant such proxies and powers of attorney to such person or persons as it may deem proper

Q. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as it may deem advisable (with or without privilege of purchase), including, but not limited to, commercial, agricultural and oil, gas and mineral leases, and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate administration or any trust created hereunder. With regard to mineral rights, to execute contracts, letter agreements, farm-out agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed in relation thereto. To insure against fire or other risks. To make repairs, replacements, and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use, and to grant easements as it may deem proper.

R. Employ, hire, discharge, re-hire, fire or contract with, at its sole discretion, an investment advisor(s), investment broker(s), and/or independent money manager(s) for the investment of any part of, or all of, the trust assets under its control



## ITEM XVIII.

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

## ITEM XIX.

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 or incapacitated, 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 IRC Section 2518 as well as applicable state law and shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor. If my wife or any other person or a Trustee or personal representative disclaims any portion of a bequest, the property disclaimed shall be distributed to the Trustee of the "Guy Bailey, Jr. Family Trust" created in this Will to be held, administered and distributed as provided herein.

## ITEM XX.

I grant my Executrix the rights, powers, duties and discretions granted under the Uniform Trustees' Powers Law of Mississippi, being § 91-9-101 and following of the Mississippi Code of 1972. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any Successor Executor or Administrator. I direct that neither my Executor nor any Successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that my Executor, or any Successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

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



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

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 either Section 2032A or Section 2033A, 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 and Section 2033A.

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, member or shareholder, engage in any partnership, limited liability company, or corporation, and take all actions with regard to any partnership, corporation, or other entity my Executor deems advisable. Furthermore, my Executor shall retain and continue to operate any business for such period as the Executor may deem advisable, may control, direct, and manage the business and determine the manner and extent of his or her active participation in the operation of the business and delegate all or any part of his or her power to supervise and operate said business to such person or persons as he or she may select, including, without limitation, any associate, partner, officer, or employee of the business. My Executor shall also have the power to hire and discharge officers and employees, fix their compensation and define their duties; and similarly, to employ, compensate, and discharge agents, attorneys, consultants, accountants, and such other representatives as the Executor may deem appropriate; including, without limitation, the right to employ any beneficiary of my estate in any of the foregoing capacities and to grant same discretionary powers. My Executor shall also be authorized to convert any corporation over which I have control at my death into a partnership, sole proprietorship, Subchapter "S" corporation, or a limited liability company and also to prevent the termination of a Subchapter "S" election having been made by any corporation over which I have control at my death. My Executor shall also retain in any business such amount of the net earnings for working capital and other purposes of the business as the Executor may deem advisable and conforming with sound business practice. My Executor shall not be held liable for any loss resulting from the retention and/or operation of any business unless such loss shall result directly from said Executor's gross negligence or willful misconduct.



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

ITEM XXI

If any devisee, legatee or beneficiary in this Will or any person who would be entitled to share in my estate through intestate succession shall in any manner whatsoever, either directly or indirectly, oppose, contest or attack this Will or the distribution of my estate hereunder, or seek to impair, invalidate or set aside any of the provisions of this Will or shall aid in doing any of the above acts, then in that event I hereby give and bequeath to any such person the sum of One Dollar (\$1.00) only, in lieu of any other share or interest in my estate, either under this Will or through intestate succession

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 19 day of March, 2008.

Guy Bailey, Jr.  
 GUY BAILEY, JR.

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

[Signature]  
 WITNESS

230 Northwind Drive  
Brandon, MS 39047  
 ADDRESS

[Signature]  
 WITNESS

1183 S. Raymond Rd  
Hazelhurst, MS 39083  
 ADDRESS

ESTATE OF GUY BAILEY, JR.,  
DECEASED

NO \_\_\_\_\_

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF HINDS

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

1. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Guy Bailey, Jr., who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated March 19, 2008.
2. That on March 19, 2008, the said Guy Bailey, Jr. signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Susan S. Parks, the other subscribing witness to said instrument.
3. That the said Guy Bailey, Jr. was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years
4. That this affiant, together with Susan S. Parks, 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 Guy Bailey, Jr., and in the presence of each other

Linda Hefflin  
LINDA HEFLIN

SWORN TO AND SUBSCRIBED BEFORE ME, this the 19<sup>th</sup> day of March, 2008.

Tammie Yates  
NOTARY PUBLIC

My commission expires:  
8-17-09



ESTATE OF GUY BAILEY, JR.,  
DECEASED

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

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF HINDS

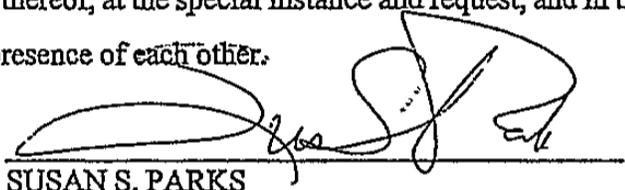
This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Susan S. Parks, who being by me first duly sworn according to law, says on oath:

1 That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Guy Bailey, Jr., who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated March 19, 2008.

2. That on March 19, 2008, the said Guy Bailey, Jr. signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Linda Heflin, the other subscribing witness to said instrument.

3. That the said Guy Bailey, Jr. was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

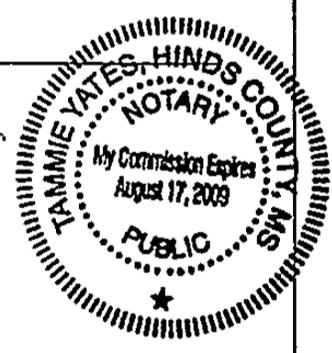
4. That this affiant, together with Linda Heflin, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Guy Bailey, Jr, and in the presence of each other.

  
SUSAN S. PARKS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 19<sup>th</sup> day of March, 2008.

  
NOTARY PUBLIC

My commission expires.  
8-17-09



MADISON COUNTY MS. This instrument was filed for record August 20, 2008.

Book 43 Page 212  
ARTHUR JOHNSTON, C. C.  
BY: D. Jull D.C. 

# Last Will and Testament

2008-802

OF

JOSEPH O. THWEATT

FILED  
 THIS DATE  
 AUG 20 2008  
 ARTHUR JOHNSTON, CHANCERY CLERK  
 BY *[Signature]* D.C.

I, Joseph O. Thweatt, a resident of Madison County, Mississippi, declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me. My wife, Rebekah Fletcher Thweatt, and my children, Joseph D. Thweatt and Barbara Thweatt Brock, are living at the time of the execution of this Will.

## ARTICLE I

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

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

## ARTICLE II

I direct that all my estate, inheritance and other taxes in the general nature thereof (together with any interest or penalty thereon), which shall become payable upon or by reason of my death with respect to any property passing by or under the terms of this Will or any codicil to it hereafter executed by me, shall be paid by my executor out of my estate.

## ARTICLE III

All furniture, furnishings, household goods, silverware, china and ornaments located in my residence are the property of my wife, and I confirm her ownership thereof in her.

*[Handwritten mark]*

I give and bequeath all of my clothing, jewelry, personal effects, automobiles and all other tangible personal property not otherwise specifically bequeathed (except cash on hand or on deposit and the tangible personal property customarily used in connection with any business or farming operations in which I shall be engaged or interested in at the time of my death) owned by me at the time of my death, to my wife, Rebekah Fletcher Thweatt.

If my said wife shall not survive me, I bequeath all the aforesaid property (subject to the exceptions) in equal shares to my children who shall be living at the time of my death. I direct that any expenses incurred in safeguarding and delivering such property to be paid from my estate as an administration expense thereof.

#### ARTICLE IV

If my wife shall survive me, then I devise, give and bequeath all of my estate to Joseph D. Thweatt and Barbara Thweatt Brock as co-trustees, in trust, under the following terms and conditions:

(A) I direct that during the lifetime of my wife, the net income derived from trust estate shall be paid over to my wife, Rebekah Fletcher Thweatt, or applied for her benefit in quarterly installments. If my wife disclaims her interest in this trust, it shall be administered as though she had predeceased me.

(B) Upon the death of my wife, if she shall survive me, or upon my death, if my wife shall predecease me, the principal and accumulated income (if applicable) then constituting my trust estate shall be apportioned in equal shares to such of my children as shall then be living and to the living issue, per stirpes, of such of my children as shall be dead with issue then living, such issue representing its parent. I direct

the several equal shares shall be administered and disposed of as follows:

(1) The share apportioned under this item to each of the children of mine who shall be living shall thereupon be delivered and conveyed unto such child and discharged from the trust.

(2) If a child of mine shall die prior to the receipt of his or her share pursuant to the foregoing provisions, the principal and accumulated income constituting the trust, for such child at the time of his or her death shall thereupon vest and be delivered or conveyed to such child's surviving issue, per stirpes (subject to the provisions in item C hereunder), or if such child shall leave no issue surviving, the principal and accumulated income shall inure in equal shares to the benefit of my living issue, per stirpes, and their respective shares or portions shall be administered and disposed of in accordance with the terms and provisions of the trust herein created for their benefit.

(3) The one such equal share of my trust estate apportioned under this item to the living issue, per stirpes, of each child of mine who shall be dead with issue living, shall thereupon vest in and be delivered and conveyed to such issue, per stirpes, subject to the provisions contained in item (C) hereunder.

(C) If any of the funds or properties constituting a part of a trust shall vest in any person among my deceased child's issue who shall be under twenty-one years of age at the time of the vesting thereof in accordance with the foregoing provisions of this Article, I direct that that principal or accumulated income so vesting shall nevertheless continue to be held in trust by my trustee under the provisions hereof and be administered as a separate trust, and that the net income therefrom or the principal thereof shall be applied in such

J.O.T.

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

(D) I hereby authorize and empower the trustee, in its sole and absolute discretion, at any time and from time to time to disburse from the principal of any of the trust estates created under this article, even to the point of completely exhausting same, such amounts as it may deem advisable to provide adequately and properly for the support, maintenance, education and health of the current income beneficiary thereof, including but not by way of limitation expenses incurred by reason of illness, disability and education. In determining the amounts of principal to be so disbursed, the trustee shall take into consideration any other income (other than capital gains) or property which such income beneficiary or other person may have from any other source. The trustee's discretion shall be conclusive as to the advisability of any such disbursement, and the same shall not be questioned by anyone. For all sums so disbursed, the trustee shall have full acquittance. All such disbursements from principal shall be charged against the trust fund from which they are made and shall not be charged against any individual's share of principal subsequently distributed to any beneficiary.

#### ARTICLE V

I hereby grant to my Executor and also to the Trustee of each Trust established hereunder (including any substitute or

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

Without in any way limiting generality of the foregoing and subject to MISS. CODE ANN. §§ 91-9-101 through 91-9-109 (1972), I hereby grant to my Executor and also to any trustee hereunder, all the power set forth in MISS.CODE ANN. §§ 91-9-101 through 91-9-109 (1972), and those powers are hereby incorporated by reference and made a part of this instrument. Such powers are intended to be in addition to and not in substitution of the powers confirmed by law.

#### ARTICLE VI

I appoint my wife, Rebekah Fletcher Thweatt, to be the Executrix of this my Last Will and Testament and to serve without

security or any bond required by law or without any accounting or inventory to any court and to have the powers and discretions provided in Article V and any others that may be granted by law, all to be exercised without a court order. If she shall fail to survive me or shall fail to qualify as executor, then in that event I appoint Joseph D. Thweatt and Barbara Thweatt Brock as secondary co-executors.

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

I hereby appoint Joseph D. Thweatt and Barbara Thweatt Brock as Co-Trustees of all the Trusts created hereunder.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument to be my Last Will and Testament, this the 13<sup>th</sup> day of October, 1982.

Joseph O. Thweatt  
JOSEPH O. THWEATT

The foregoing instrument, consisting of this and 5 preceding typewritten pages, was signed, sealed, published and declared by Joseph O. Thweatt, the Testator, to be his Last Will and Testament, and we, at his request, and in his presence, and in the presence of each other, have hereunto subscribed our names as witnesses this 1st day of October, 1982, at Jackson, Mississippi.

WITNESSES:

John Howard Shous  
Wanda J. Duggins  
Stu W. Ingram

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF JOSEPH O. THWEATT, DECEASED CIVIL ACTION FILE NO. \_\_\_\_\_

PROOF OF WILL

STATE OF MISSISSIPPI COUNTY OF Rankin

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, JOHN HOWARD SHOWS, subscribing witness to a certain instrument of writing, purporting to be the Last Will and Testament of Joseph O. Thweatt, who, being duly sworn, deposed and said that the said Joseph O Thweatt published and declared said instrument as his Last Will and Testament on the 1st day of October 1982, the date of said instrument, in the presence of this deponent and in the presence of Wanda F. Griffith and Stew<sup>ve</sup> W Ingram and that the Testator was of sound and disposing mind and memory, and more than 21 years of age, and this deponent, Wanda F. Griffith and Stew W. Ingram subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said Testator and in the presence of said Testator and in the presence of each other on the day and the year of the date of said instrument.

WITNESS my signature this 30<sup>th</sup> day of July, 2008

John Howard Shows  
JOHN HOWARD SHOWS

SWORN TO AND SUBSCRIBED before me on this 30<sup>th</sup> day of July 2008.

Sherry Crayne  
NOTARY PUBLIC

My commission expires My Commission Expires May 3, 2009  


MADISON COUNTY MS This instrument was filed for record August 20, 2008  
Book 43 Page 231  
ARTHUR JOHNSTON, C. C.  
BY: K. Sullivan c. 

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF GUY BAILEY, JR., DECEASED

NO. 2008-782-G

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF HINDS

**FILED**  
THIS DATE  
AUG 20 2008  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *D. Mull* D.C.

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid the within named Pauline Williams Bailey, who being by me first duly sworn on oath stated:

That affiant is the duly appointed, qualified and acting Executrix of the Estate of Guy Bailey, Jr., Deceased; that affiant has made reasonably diligent efforts to identify all persons having claims against the above-styled and numbered cause and has been unable to identify any persons having such claims. In the event that affiant later identifies any persons having claims against the above-styled and numbered cause, affiant will provide said person(s) notice by mail, at their last known address, informing them that a failure to have their claim probated and registered by the clerk of the court granting letters within the ninety (90) day period provided by Miss Code of 1972, Ann., §91-7-145 will bar such claim.

WITNESS MY HAND, this the 20 day of August, 2008.

*Pauline Williams Bailey*  
PAULINE WILLIAMS BAILEY, EXECUTRIX

SWORN TO AND SUBSCRIBED BEFORE ME, this the 20 day of August, 2008.

*Jane Gunn*  
NOTARY PUBLIC

My commission expires:  
\_\_\_\_\_



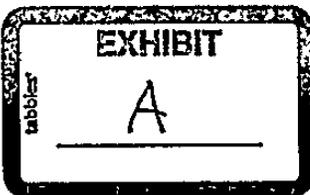
PRESENTED BY:

ANGELA B. HEALY, BAR # 9795  
NIPPES & HEALY, PLLC  
6360 I-55 NORTH, SUITE 250  
POST OFFICE BOX 13492  
JACKSON, MISSISSIPPI 39236-3492  
(601) 952-2592

2

MADISON COUNTY MS. This instrument was  
filed for record August 20, 2008  
Book 043 Page 238  
ARTHUR JOHNSTON, C. C.  
BY *D. P. Full* DC





# LAST WILL AND TESTAMENT

OF

MARY CAMBRE FULLER

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

## ITEM I.

I am unmarried at the time of the execution of this my Last Will and Testament, and I do not have any children.

## ITEM II.

I appoint Christopher S. Purser as Executor of my estate under this Will. In the event Christopher S. Purser is or becomes unable or unwilling to serve, I appoint my sister, Frances Cambre Pierce, to serve as Successor Executrix.

mej

## ITEM III

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

## ITEM IV

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

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.

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

## ITEM V.

I may leave a written statement or a list, dated and signed by me, disposing of certain items of my tangible personal property. Any such last dated statement or list in existence at the time of my death shall be determinative with respect to all items devised therein. If no written statement or list is found and properly identified by my Executor within thirty (30) days after his qualification, it shall be presumed that there is no statement or list and any subsequently discovered statement or list shall be ignored.

ITEM VI.

After my Executor pays and satisfies all my debts, if sufficient funds remain in my U.S.A A. Account # 42901744916, it is my desire that the sum of Twenty-Five Thousand and no/100 Dollars (\$25,000 00) be given, devised and bequeathed to the Cathedral of St Peter the Apostle, Jackson, Mississippi, in memory of Roger Garfield Fuller, Jr.; and the sum of Twenty-Five Thousand and no/100 Dollars (\$25,000 00) be given, devised and bequeathed to the First Baptist Church, Laurel, Mississippi, as a memorial to the Roger Garfield Fuller Family. In the event said account shall not have sufficient funds remaining to disburse the sum of \$50,000 00 equally to said charitable beneficiaries, then it is my desire that my Executor shall distribute the remaining funds in said account in equal shares to said charitable beneficiaries.

ITEM VII.

I give, devise and bequeath the rest, residue and remainder of my estate, real and personal, tangible or intangible, of whatsoever kind or character, and wheresoever situated, in equal shares to the survivor of the following:

- Gail Pierce Grob,
- Priscilla Pierce Fitch,
- Christopher Seale Purser,
- Geoffrey Cambre Purser,
- Judith Lynn Pierce Kirkpatrick,
- Stephen Kermit Pierce,
- Mary Christine Pierce Capo,
- Celia R. Purser, and
- Elsie Cambre Purser.

ITEM VIII.

Any recipient of property, 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

mcz

interest in any property which I have devised or bequeathed to him or her. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under IRC Section 2518 as well as applicable state law and 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

ITEM IX.

My Executor shall have, without limitation, all powers contained under the Uniform Trustee's Powers Law of Mississippi (being §§91-9-101 to 91-9-119 of the Mississippi Code of 1972, Annotated).

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

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property.

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 20 day of June, 2001.

Mary Cambre Fuller  
MARY CAMBRE FULLER

This instrument was, on the day and year shown above, signed, published and declared by Mary Cambre Fuller 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.

Patricia Ford  
WITNESS

310 S. Main St.  
Mendenhall, MS 39114  
ADDRESS

James M. Atte  
WITNESS

PO Box 14011  
Jackson, MS 39236  
ADDRESS

ESTATE OF MARY CAMBRE FULLER,  
DECEASED

NO \_\_\_\_\_

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF MADISON

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

1. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Mary Cambre Fuller, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated June 20, 2001.

2. That on June 20, 2001, the said Mary Cambre Fuller signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of James T Mallette, the other subscribing witness to said instrument

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

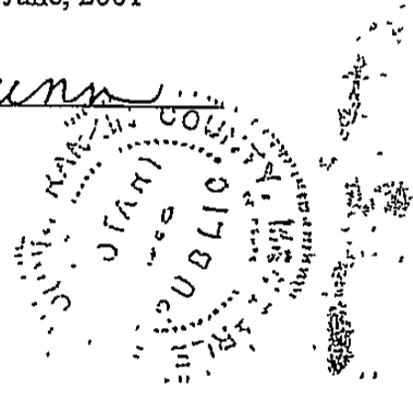
4. That this affiant, together with James T Mallette, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Mary Cambre Fuller, and in the presence of each other

*Patricia Ford*  
\_\_\_\_\_  
Patricia Ford

SWORN TO AND SUBSCRIBED BEFORE ME, this the 20th day of June, 2001

*Harlene R. Dunn*  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires  
~~MISSISSIPPI STATEWIDE NOTARY PUBLIC~~  
~~MY COMMISSION EXPIRES JULY 28, 2003~~  
~~BONDED THRU STEGALL NOTARY SERVICE~~



ESTATE OF MARY CAMBRE FULLER,  
DECEASED

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

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF MADISON

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

1. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Mary Cambre Fuller, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated June 20, 2001

2. That on June 20, 2001, the said Mary Cambre Fuller signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Patricia Ford, the other subscribing witness to said instrument.

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

4. That this affiant, together with Patricia Ford, 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 Mary Cambre Fuller and in the presence of each other.

James T. Mallette  
JAMES T. MALLETT

SWORN TO AND SUBSCRIBED BEFORE ME, this the 20th day of June, 2001

Darlene R. Dunn  
NOTARY PUBLIC

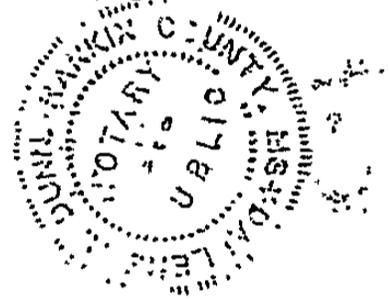
My commission expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES JULY 28 2003  
BONDED THRU STEGALL NOTARY SERVICE

MADISON COUNTY MS This instrument was  
filed for record August 21, 2008.

Book 43 Page 240  
ARTHUR JOHNSTON, C. C.

BY: Arthur Johnston D.C.



## IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

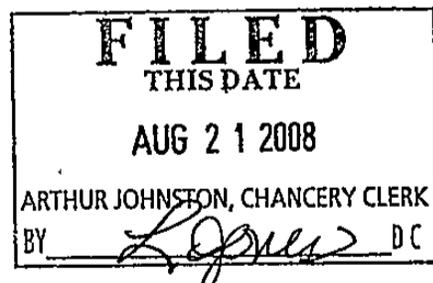
IN THE MATTER OF THE ESTATE OF  
MARY CAMBRE FULLER, DECEASEDNO. 2008-780-BAFFIDAVIT OF SUBSCRIBING WITNESSESSTATE OF MISSISSIPPI  
COUNTY OF MADISON

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named JAMES T. MALLETT, who being by me first duly sworn according to the law, say on oath:

(1) That the affiant is a subscribing witness to an instrument of writing purporting to be the Last Will and Testament of MARY CAMBRE FULLER, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated June 20, 2001.

(2) That on June 20, 2001 the said MARY CAMBRE FULLER signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the affiant and in the presence of Patricia Ford, the other subscribing witness to the instrument

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



(4) That the affiant, together with Patricia Ford, 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 MARY CAMBRE FULLER and in the presence of each other.

*James T. Mallette*  
JAMES T. MALLETT

SWORN TO AND SUBSCRIBED BEFORE ME this 26<sup>th</sup> day of June, 2008.

*Silvia P. McMILLAN*  
NOTARY PUBLIC

MY COMMISSION EXPIRES  
2-3-12



Prepared by:  
Marc K. McKay, MSB #8732  
McKay Simpson Lawler Franklin & Foreman, PLLC  
P. O. Box 2488  
Ridgeland, MS 39158-2488  
(601) 572-8778

m

MADISON COUNTY MS This instrument was  
filed for record August 21, 2008.

Book 43 Page 247  
ARTHUR JOHNSTON, C. C.

BY: *Arthur Johnston* D.C.





beneficiaries hereunder shall receive full benefit of said property without diminution of account of such taxes

Article III.

I direct that my Executrix be allowed absolute discretion to settle, compromise or litigate any doubtful claim which may be probated against my estate: I further direct that my Executrix be empowered to act with continuing absolute discretionary power in regards to my property, whether real, personal or mixed, held in my estate, as freely as I might in handling my own affairs. Such power may be exercised independently, without prior or subsequent approval of any judicial authority. I expressly confer upon my Executrix the powers set forth in the Mississippi Code of 1972, Sections, 91-9-101 through 91-9-119, as now enacted or hereafter amended.

Article IV.

To Sallianne Whiteaker, my daughter, I hereby give, devise and bequeath all money contained in the Credit Union savings account that I hold jointly with her, all money contained in the 1<sup>st</sup> Tennessee savings account that I hold jointly with her, all money contained in the Trustmark savings account I hold jointly with her, and all glass and glass equipment in the shop behind my house or otherwise situated.

Article V.

To Betty Roberts Hand, my daughter, I hereby give, devise and bequeath all money contained in the Credit Union savings account that I hold jointly with her, and all money contained in the BankPlus savings account that I hold jointly with her.

Article VI.

To James R. Roberts, III, my son, I hereby give, devise and bequeath all money contained in the Credit Union savings account that I hold jointly with him, all money contained in the BankPlus account that I hold jointly with him, all rocks and rock equipment in the shop behind my house or otherwise situated, my stamp collection, and my Chevrolet truck.

## Article VII.

To Julie G Folsom, my daughter, I hereby give, devise and bequeath all money contained in the Credit Union savings account that I hold jointly with her

## Article VIII.

To Mary Elise F. Daniels, my daughter, I hereby give, devise and bequeath my house at 708 East George Street, Canton, Madison County, Mississippi, all money contained in the Credit Union savings account that I hold jointly with her, all money contained in the Credit Union checking account that I hold jointly with her, and the ceramics and ceramic equipment which I own jointly with her contained in the shop behind my house or otherwise situated.

## Article IX

I hereby give, devise and bequeath to my daughters, Betty Roberts Hand and Sallianne Roberts Whiteaker, in equal individual shares, all of my jewelry, art supplies, quilts and quilting equipment, books, and sewing materials and sewing equipment, to share and share alike.

## Article X.

To all my children, Sallianne Roberts Whiteaker, Betty Roberts Hand, James R. Roberts, III, Julie G. Folsom, and Mary Elise F. Daniels, I leave my interest in the 372 acres located in Rankin County, Mississippi, more particularly described in Exhibit "A", in equal undivided shares as joint tenants, share and share alike.

## Article XI.

To all my children, Sallianne Roberts Whiteaker, Betty Roberts Hand, James R. Roberts, III, Julie G. Folsom, and Mary Elise F. Daniels, I leave my interest in surface rights and mineral rights in 1.238 acres located in Assumption Parish, Louisiana, recorded in Book 302-A, Entry 195478 and my interest of mineral rights in St Martin

Parish, Louisiana recorded in Book 1315 FO 21, Entry 312371, in equal undivided shares as joint tenants, share and share alike

Article XII.

Each insurance policy covering an item of property passing under this Will passes with the property. The recipient is not to be charged for any unearned premium already paid. If an item of property passing under this Article has been destroyed or damaged, the insurance proceeds recovered or recoverable are to be paid in place of the destroyed item and in addition to the damaged item.

Article XIII.

In the event that any provision of this Will should be declared invalid, the invalidity of such provision or provisions shall not affect any of the other provisions hereof, it being my intention that each of the provisions shall be strictly enforced, irrespective of the validity of the others

Mary Agnes Barksdale Roberts Folsom  
Mary Agnes Barksdale Roberts Folsom

IN WITNESS WHEREOF, I have caused to be written and declared this my Last Will and Testament, and I do hereby sign, declare and publish this my Last Will and Testament in the presence of the subscribing witnesses hereto, this the 6<sup>th</sup> day of March, 2008 at Canton, Mississippi.

Mary Agnes Barksdale Roberts Folsom  
Mary Agnes Barksdale Roberts Folsom

WITNESSES:

Burke Q Johnson

Dawn Parker

EXHIBIT A

2/3 interest in 92 acres, more particularly described as 32A  
S END E2 NW4 & SW4 NE4 & W2 SE4 NE4

1/2 interest in 60 acres, more particularly described as E2  
SE4 SW4 & SW4 SE4  
DB 476 PG 0374 0122884

1/2 interest in 40 acres, more particularly described as SE4  
SE4  
DB 2 PG 0483 0022982  
DB 498 PG 0060 0123185

1/3 interest in 74 acres, more particularly described as  
NW4 NE4 & NE4 NW4  
DB 102 PG 0319 0052834

1/2 interest in 38 acres, more particularly described as NW4  
NE4 less 2 A RR R/W  
DB 162 PG 455 0111858

1/2 interest in 60 acres, more particularly described as Sect 11-Township  
7N- Range 3E, QTR SW-Supv Dist 2

AFFIDAVIT OF WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County,

Brendon J Johnson and Dawn R. [unclear], respectively, whose names

appear as subscribing witnesses to the foregoing and attached instrument of writing, who,

after having been duly sworn, say on oath that on the 6<sup>th</sup> day of March, 2008, MARY

AGNES BARKSDALE ROBERTS FOLSOM, in their presence, signed her name

thereto, and in their presence declared the same to be her Last Will and Testament; that at

her request, in their presence, and in the presence of each other, the said affiants

subscribed their names thereto as witnesses to its execution and publication; that the said

MARY AGNES BARKSDALE ROBERTS FOLSOM, on the 6<sup>th</sup> day of March, 2008,

was of lawful age, was of sound and disposing mind and memory, and there was no

evidence of undue influence

Brendon J Johnson residing at 327 Montclair Lane, Madison, MS 39110

Dawn R. [unclear] residing at 319 Park Ln Rd., Canton, MS 39046

SWORN TO AND SUBSCRIBED before me this the 6<sup>th</sup> day of March, 2008.

Robert L. Moore  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

9-8-2009



I\KTOP\Will\maryfolsom.wpd

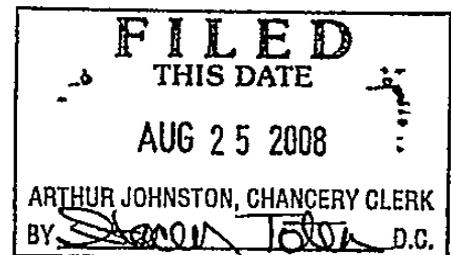
MAF Initials



## LAST WILL AND TESTAMENT

OF

WILLIAM S. PERRY, JR.



#2008-713-8

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

ARTICLE I  
FAMILY MEMBERS

My wife's name is JEANNETTE H. PERRY, and she is sometime referred to herein as "my wife". I have four (4) children now living and they are

WILLIAM SIDNEY PERRY, III (son)

JEANNETTE PERRY EDWARDS (daughter)

RUSSELL SEWARD PERRY (son)

DICKSON DANSBY PERRY (son)

They are sometimes referred to herein as "my children"

ARTICLE II  
PAYMENT OF EXPENSES AND DEBTS

I direct my Co-Executors to pay all expenses of my last illness and funeral expenses and to pay all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done

ARTICLE III  
BEQUEST OF PERSONAL PROPERTY AND HOUSEHOLD CONTENTS

A. I have made a written statement regarding certain items of tangible, corporeal personal property and how they are to be distributed. This statement will be attached to my Last Will and Testament and may be changed from time to time and I request that my Co-Executors shall follow these instructions in making distribution and delivery of the said items of personal property. My Co-Executors are empowered to carry out the delivery of these items pursuant to these instructions and are absolved of all liability for following these instructions.

B. In the event I do not complete the referenced written statement, I will and bequeath unto my wife, JEANNETTE H. PERRY, if she be living at the time of my death, all of my corporeal, tangible personal property; and if she shall not survive me, I give and bequeath all of said property to my children, namely, WILLIAM SIDNEY PERRY, III, JEANNETTE PERRY EDWARDS, RUSSELL SEWARD PERRY, and DICKSON DANSBY PERRY, share and share alike, and if dead, unto their respective issue, per stirpes. If there are no such surviving issue of a deceased child of mine, then to my surviving child or children, or, if not living, unto his or her issue, per stirpes.

C. In the event I am not survived by my wife, my children, or any issue of my children, I will, devise and bequeath one-half (1/2) of said tangible, corporeal personal property to my heirs-at-law and one-half (1/2) to the heirs-at-law of my wife.

ARTICLE IV  
RESIDUARY ESTATE

A. If my said wife, JEANNETTE H. PERRY, survives me, I will, devise and bequeath unto her all of the rest, residue and remainder of my estate, whether real, personal or mixed, and of whatsoever kind or character and wheresoever situated, together with any lapsed bequests or devises.

B. If my said wife, JEANNETTE H PERRY, predeceases me, then, in that event, I will, devise and bequeath all of the rest, residue and remainder of my estate, whether real, personal or mixed, and of whatsoever kind or character and wheresoever situated, together with any lapsed bequests or devises as follows

1. TWENTY PERCENT (20%) of said residuary estate unto my grandchildren and great-grandchildren, if living, share and share alike, and if dead, their share to be distributed unto the remaining grandchildren and great-grandchildren. The grandchildren and great-grandchildren as they now exist are: WILLIAM SIDNEY PERRY, IV, JOHN HENDRIX PERRY, DANIEL PERRY, STEPHEN THOMAS EDWARDS, SEWARD MONTGOMERY PERRY, MARY RUSSELL PERRY, MEREDITH CRAMER PERRY, CAROLINE ELIZABETH PERRY, STERLING THOMAS PERRY, and HOUSTON DAVIS EDWARDS. If, subsequent to the execution of this will, there shall be additional grandchildren or great-grandchildren born within ten (10) months of my death, and if any such grandchildren or great-grandchildren shall survive me, then and in such event, such grandchildren or great-grandchildren shall share in the benefits of my estate equally and to the same extent as my grandchildren and great-grandchildren hereinabove named, and the provisions of this will shall be deemed modified to the extent necessary to effectuate such intention.

2. EIGHTY PERCENT (80%) of said residuary estate unto my children, namely, WILLIAM SIDNEY PERRY, III, JEANNETTE PERRY EDWARDS, RUSSELL SEWARD PERRY, and DICKSON DANSBY PERRY, if living, share and share alike, and if dead, unto their respective issue, per stirpes. If there are no such surviving issue of a deceased child of mine, then to my surviving child or children, equally, or, if not living, unto his or her issue, per stirpes.

C. In the event I am not survived by my wife, my children, or any issue of my children, I will,

devise and bequeath one-half (½) of said residuary estate to my heirs-at-law and one-half (½) to the heirs-at-law of my wife.

ARTICLE V  
APPOINTMENT OF FIDUCIARY

A. I appoint my daughter, JEANNETTE PERRY EDWARDS, and my son, DICKSON DANSBY PERRY, as Co-Executors of this my Last Will and Testament. If JEANNETTE PERRY EDWARDS or DICKSON DANSBY PERRY shall predecease me, or be unwilling or unable to serve as such Co-Executor, then I appoint my son, RUSSELL SEWARD PERRY, as successor Co-Executor of my estate.

B I direct that my said Co-Executors shall not be required to file any inventory or appraisal of my estate or be required to give any bond whatsoever or to give any accounting to any court or obtain the order or approval of any court in the exercise of any power or discretion herein given.

C. I do hereby grant unto my said Co-Executors, during the administration of my estate, the power to sell any of my estate, whether real, personal or mixed, at public or private sale, to be exercised without any court order and at such price and on such terms and conditions as my Co-Executors, in their sole and absolute discretion, may determine, and to execute and deliver any and all instruments in writing which may be advisable to carry out said powers and no party to such instruments in writing, signed by the Co-Executors, shall be obliged to inquire into its validity, or be bound to see to the application by the Co-Executors, pursuant to the terms of any such instrument; to make distribution of my estate in cash or in kind; and to employ agents, attorneys, auditors, bookkeepers and depositories, with or without discretionary powers; to exercise in their sole and absolute discretion, all of the powers, rights and discretions granted by virtue of the "Uniform

Trustees' Powers Law", being Sections 91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, or as hereafter amended, which "Uniform Trustees' Powers Law" is hereby incorporated herein by reference as though fully and completely copied herein. Should said "Uniform Trustees' Powers Law" be repealed, then my Co-Executors, herein named, shall continue to have all of the powers, rights and discretions granted by said "Uniform Trustees' Powers Law", the same as if it were still in effect.

IN WITNESS WHEREOF, I, WILLIAM S PERRY, JR., have to this my Last Will and Testament, consisting of five (5) pages, subscribed my name, this the 5 day of March, 2008.

  
\_\_\_\_\_  
WILLIAM S PERRY, JR.

Allison Bleich Brown  
} WITNESSES  
Sara Jean Arica }

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

WITNESSES:

ADDRESSES

Allison Bleich Brown  
Sara Jean Arica

303 Highland Park Cove, Ste A  
Ridgeland, MS 39157  
303 Highland Park Cove A  
Ridgeland MS 39157

Page 5 of 5 of My Will MPJ

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Allyson Bleich Brown, who by me being first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of William S. Perry, Jr. and that the said William S. Perry, Jr. signed, published and declared said instrument to be his Last Will and Testament on the 5th day of March 2008 in the presence of this affiant and Sara Jean Grice, the other subscribing witness to said instrument; and said testator was then of sound and disposing mind and memory and over the age of eighteen (18) years, that this affiant and Sara Jean Grice subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testator, and in the presence of each other.

Allyson Bleich Brown  
ALLYSON BLEICH BROWN  
303 Highland Park Cove, Suite A  
Ridgeland, Mississippi 39157

SWORN TO AND SUBSCRIBED BEFORE ME, on this, the 5th day of March, 2008.

Mary Nell Holland  
NOTARY PUBLIC

My commission expires:  
MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES OCT 25, 2008  
BONDED THRU STEGALL NOTARY SERVICE



PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Sara Jean Grice, who by me being first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of William S. Perry, Jr. and that the said William S. Perry, Jr signed, published and declared said instrument to be his Last Will and Testament on the 5th day of March 2008 in the presence of this affiant and Allyson Bleich Brown, the other subscribing witness to said instrument; and said testator was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Allyson Bleich Brown subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testator, and in the presence of each other.

*Sara Jean Grice*

SARA JEAN GRICE  
303 Highland Park Cove, Suite A  
Ridgeland, Mississippi 39157

SWORN TO AND SUBSCRIBED BEFORE ME, on this, the 5th day of March, 2008.

*Mary Ellen Holland*  
NOTARY PUBLIC

My commission expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES OCT 25, 2008  
BONDED THRU STEGALL NOTARY SERVICE

MADISON COUNTY MS This instrument was  
filed for record August 25th, 2008

Book 43 Page 255  
ARTHUR JOHNSTON, C C

BY. *A. Johnston* D.C.



#2008-861

**FILED**  
THIS DATE  
AUG 25 2008  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *Arthur Johnston* D.C.

**Last Will and Testament**  
**of**  
**Elizabeth Brooks Eckles Griffin**

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

**Last Will and Testament  
of  
Elizabeth Brooks Eckles Griffin**

Introductory Clause I, ELIZABETH BROOKS ECKLES GRIFFIN, a United States Citizen and a resident of and domiciled in the County of Madison and State of Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any time heretofore made by me.

I have four children now living: JAMES BROOKS GRIFFIN, WILLIAM CURTIS GRIFFIN, ELIZABETH JANE GRIFFIN FEEZOR and CAROL SUSAN GRIFFIN CARNELL, all of whom are adults.

ITEM I.

Naming Co-Executors. I hereby nominate, constitute, and appoint as Co-Executors of this my Last Will and Testament my son, JAMES BROOKS GRIFFIN, my daughter-in-law, CATHERINE C. GRIFFIN, my granddaughter, JAYNE ESTHER GRIFFIN MOORMAN and my granddaughter, LACEY ELIZABETH GRIFFIN FONDREN. If any of my Co-Executors should fail to qualify as Co-Executor, or should thereafter cease to serve for any reason, the other(s) shall serve alone. To the extent permissible by law, I waive any requirement that my Executors and any successor Executors be required to post a bond, make a formal appraisal, provide an inventory, or file an accounting for my estate or any trust created hereunder with any Court. No persons paying money or delivering property to my Executor shall be required to see to its application. Whenever the word "Executor" or any modifying or substituted pronoun therefor is used in this my Will, such words and respective pronouns shall include both the singular and the plural, the masculine, feminine and neuter gender thereof, and shall apply equally to the Executor named herein and to any successor or substitute Executor acting hereunder, and such successor or substitute Executor shall possess all the rights, powers and duties, authority and responsibility conferred upon the Executor originally named herein.

ITEM II.

Direction to Pay Debts. I direct that all my legally enforceable debts, secured and unsecured, be paid as soon as practicable after my death; provided, however, that my Executor shall specifically be authorized to pay any debt of my estate which does not exceed \$300 without the necessity of

probating said debt. I further direct that all of my funeral expenses (including the cost of a suitable monument at my grave), expenses of my last illness, any unpaid charitable pledges (regardless of whether said pledges may be enforceable obligations of my estate), and the costs of administration of my estate be paid as soon as practicable after my death; provided, however, my Executor shall not be required to pay any obligation in advance of its maturity. My Executor, in my Executor's sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions. If at the time of my death any of the real property herein devised is subject to any mortgage, I direct that the devisee taking such mortgaged property shall take it subject to such mortgage and that the devisee shall not be entitled to have the obligation secured thereby paid out of my general estate. 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.

Direction for Payment of Taxes. I direct that all estate, inheritance, succession, death or similar taxes assessed with respect to my estate herein disposed of, or any part thereof, or on any bequest or devise contained in this my Last Will (which term wherever used herein shall include any Codicil hereto) be paid out of my residuary estate and charged to the FEBE MASTER TRUST as directed in the Trust Declaration. All such taxes imposed with respect to property required to be included in my gross estate for purposes of such taxes and passing outside of this Will shall be paid from the property to which they relate (or by the person receiving the property), and I direct my Executor to seek recovery of any such transfer taxes paid from my probate estate to the fullest extent permitted by the Mississippi Uniform Estate Tax Apportionment Act or any other applicable federal or state law. In this regard, I specifically do not waive the right of my Executor to recover such taxes paid from my residuary estate as provided in Sections 2206, 2207, 2207A and 2207B of the Internal Revenue Code. Provided, no such property qualifying for the estate tax marital or charitable deduction shall be considered in making such apportionment.

ITEM IV.

Cash Legacies. I give and bequeath the following:

- A. To each of my children surviving me, the sum of One Hundred and 00/100 Dollars (\$100.00) cash.
- B. To each of my grandchildren living at my death, the sum of Five Hundred and 00/100 Dollars (\$500 00)

I direct that the specific bequests made in paragraphs A. and B. of this Item be paid solely from liquid funds available at my death without liquidating any personal property for this purpose and after first paying my debts, funeral and administration expenses described in Item II. If, after

paying my debts, funeral and administration expenses as required in Item II, there remain insufficient liquid funds to pay the specific bequests under this Item, I direct that such bequests shall abate pro rata.

ITEM V

Residuary Gift to Trustee of FEBE MASTER TRUST. I give, devise and bequeath all the rest, residue and remainder of my property of every kind and description (including lapsed legacies and devises), wherever situate and whether acquired before or after the execution of this Will to the Trustee of the FEBE MASTER TRUST, as set forth in that certain Amended and Restated Trust Agreement executed by me as Settlor and Trustee prior to the execution of this Will on even date herewith, to be administered and distributed in accordance with the provisions of the Trust Agreement, including any amendments thereto made before my death. The Trustee shall add the property bequeathed and devised by this Item to the principal of the above Trust and shall hold, administer and distribute the property in accordance with the provisions of the Trust Agreement, including any amendments thereto made before my death

In the event for any reason the bequest and devise above is ineffective and invalid, then I hereby give, devise and bequeath the said property to my Executors and direct that they make distribution of my residuary estate as follows:

A. Disposition of Winter Quarters Plantation, Humphreys County, Mississippi. If my residuary estate includes an undivided half interest in Winter Quarters Plantation in Humphreys County, Mississippi, my Executors may, in their sole discretion, sell such property to an unrelated party in an arm's length transaction for a price my Executors deem acceptable and distribute the proceeds among the beneficiaries as set forth in paragraph B. of this Item. In the alternative, my Executors may cause this property to be partitioned in kind among the said beneficiaries.

B. Disposition of Residuary Estate. My residuary estate shall be distributed paid over, delivered or conveyed to or among (or for the benefit of) such persons, and in such proportions as my Executors may, in their sole and absolute discretion, determine from among a class of individuals comprising my living descendants and my daughter-in-law, CATHERINE C. GRIFFIN. The property distributed hereunder shall be paid over, delivered, assigned, transferred, or conveyed to or held in further trust for the benefit of any or all of beneficiaries, on such terms and conditions as my Executors may direct.

C. Gift Over to Charity in Default of Living Beneficiaries. If at the time of my death all permissible beneficiaries are deceased, then and in that event this property shall be distributed to LOOKOUT MOUNTAIN PRESBYTERIAN CHURCH, Lookout Mountain, Tennessee, for the Belarus Christian Ministry, or if that ministry is no longer supported by the church, for some similar ministry, in the discretion of the Session.

ITEM VI.

Powers for Executor. By way of illustration and not of limitation and in addition to any inherent, implied or statutory powers granted to Executors generally, my Executor is specifically authorized and empowered with respect to any property, real or personal, at any time held under any provision of this my Will to exercise all the powers in the management of my Estate which any individual could exercise in the management of similar property owned in his or her own right, upon such terms and conditions as to my Executor may seem best, and to execute and deliver any and all instruments and to do all acts which my Executor may deem proper or necessary to carry out the purposes of this my Will, without being limited in any way by the specific grants of power made, and without the necessity of a court order. Without in any way limiting the generality of the foregoing, my Executor shall have the following powers:

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

B. Executor to Satisfy Bequests in Cash or in Kind and to Determine Dates of Distribution My Executor may make distributions or divisions in cash or in kind or partly in each without regard to the income tax basis of such asset. For such purposes, any asset distributed in kind shall be valued at its value as of the date or dates of distribution. In general, my Executor may pay or deliver part or all of the property bequeathed or devised herein as soon as it is convenient to do so without jeopardizing the ability of my estate to satisfy its taxes and obligations. In any event, the date or dates of distribution shall be determined in the discretion of my Executor.

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

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

E. Right to Sell or Lease Without Court Approval. My Executor shall not be required to reduce all or any of my personal or real property to cash during the administration of my estate, but in my Executor's discretion may sell or lease any of my property in such manner and on such

terms and conditions as my Executor may deem advisable, without notice and without the necessity of Court approval or authorization. In connection with a sale or lease, my Executor may execute and deliver such deeds, leases or other instruments relating thereto

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

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

H. Discretion Granted to Executor in Reference to Tax Matters. My Executor as the fiduciary of my estate shall have the discretion, but shall not be required when allocating receipts of my estate between income and principal, to make adjustments in the rights of any beneficiaries, or among the principal and income accounts to compensate for the consequences of any tax decision or election, or of any investment or administrative decision, that my Executor believes has had the effect, directly or indirectly, of preferring one beneficiary or group of beneficiaries over others; provided, however, my Executor shall not exercise its discretion in a manner which would cause the loss or reduction of the marital deduction as may be herein provided. My Executor shall have discretion to select the alternate valuation date under Section 2032 and to make the special use valuation election allowable under Section 2032A and the special election under Section 2057 of the Internal Revenue Code My Executor shall have the power to elect to defer the payment of federal estate taxes as provided in Section 6166 of the Internal Revenue Code, or any corresponding provision of future law relating thereto. My Executor shall not incur any liability to any party for determining whether or not to exercise the discretion to make or not to make these elections In determining the state or federal estate and income tax liabilities of my estate, my Executor shall have discretion to determine whether any or all of the allowable administration expenses in my estate shall be used as state or federal estate tax deductions or as state or federal income tax deductions.

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

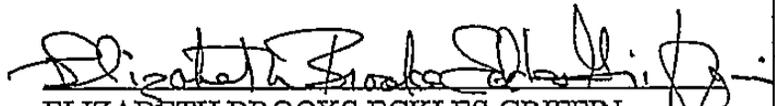
J. Ancillary Administration I further nominate and appoint my Executor herein named to petition the proper Court and to take all necessary action to effect an ancillary administration covering any property I may own in another jurisdiction. I direct that no bond or other security shall be required of my Executor named herein, nor shall my Executor be required to file an inventory or

accounting with any court in any foreign jurisdiction. If the laws of any other jurisdiction in which I may own property require that a resident of that jurisdiction serve as Executor or Administrator in any ancillary proceeding by my estate, my Executor shall have the power and right to select and designate a proper party resident of the foreign jurisdiction involved to serve with the Executor of my estate as Co-Administrators. In such event, the Co-Administrators shall not be required to post any bond or other security or file any accounting or inventory with any court in the foreign jurisdiction.

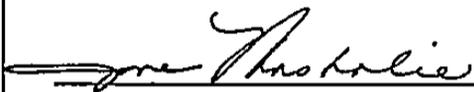
ITEM VII

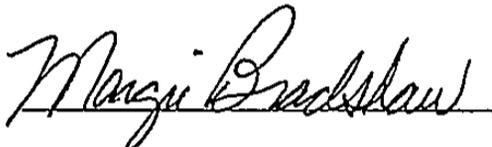
In Terrorem Clause If any beneficiary hereunder shall contest the validity of this my Last Will and Testament or of the First Amended and Restated Agreement Establishing FEBE Master Trust executed by me on even date herewith, or any provision of either, or shall institute or join in (except as a party defendant) any proceedings to contest the validity of my Will or Trust Agreement or to prevent any provision of either instrument from being carried out in accordance with its terms (regardless of whether or not such proceedings are instituted in good faith and with probable cause), then all benefits provided for such beneficiary hereunder are revoked and such interest shall pass as if such person had died immediately before me without issue. Each benefit conferred herein is made on the condition precedent that the beneficiary shall accept and agree to all the provisions of my Will and Trust Agreement, and the provisions of this Item are an essential part of each and every benefit.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 15<sup>th</sup> day of July, 2003.

  
ELIZABETH BROOKS ECKLES GRIFFIN

Attestation Clause. The foregoing Will bearing on the margin the initials of the Testatrix, was this 15<sup>th</sup> day of July, 2003, signed, sealed, published and declared by the Testatrix as and for her Last Will and Testament in our presence, and we, at her request and in her presence, and in the presence of each other, have hereunto subscribed our names as witnesses on the above date.

 residing at. 1245 Flyn<sup>t</sup> Dr. - EC  
Flowood, MS 39232

 residing at. 4426 Hopewell Road  
HARRISVILLE, MS 39082

SELF-PROVING AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF HINDS

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

Elizabeth Brooks Eckles Griffin  
ELIZABETH BROOKS ECKLES GRIFFIN

Jane Masholie residing at: 1045 Flynt Dr. - EG  
Witness Flowood, MS 39332

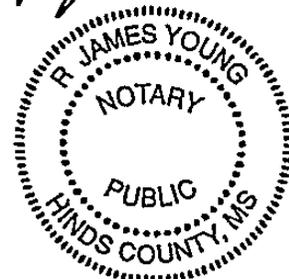
Margie Bradshaw residing at: 4426 Hopewell Road  
Witness HARRISVILLE, MS 39082

Subscribed, sworn to, and acknowledged before me by ELIZABETH BROOKS ECKLES GRIFFIN, the Testatrix, and subscribed and sworn to before me by Jane Masholie and MARGIE BRADSHAW, witnesses, this 15<sup>th</sup> day of July, 2003.

R. James Young (Seal)  
Notary Public for Mississippi

My Commission Expires:

Notary Public State of Mississippi At Large  
My Commission Expires: August 18, 2004  
Bonded Thru Helden, Brooks & Garland, Inc  
F:\Data\CLIENT\Griffin, Elizabeth\WILL.wpd



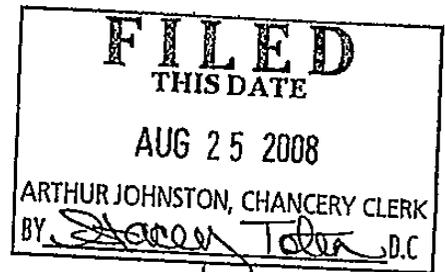
Last Will and Testament of Elizabeth Brooks Eckles Griffin Page 8

MADISON COUNTY MS This instrument was filed for record August 25<sup>th</sup> 2008.

Book 43 Page 262  
ARTHUR JOHNSTON, C. C.

BY: Arthur Johnston D.C.





#2008-268-B

## LAST WILL AND TESTAMENT

OF

DOROTHY R. GUICE

I, DOROTHY R. GUICE, an adult resident citizen of the First Judicial District of Hinds County, Mississippi, being of sound and disposing mind and memory, and being over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament, and I hereby revoke any and all other wills and codicils heretofore made by me.

## ARTICLE I.

I direct my executors to pay my debts and funeral expenses, the expenses of my last illness, and the expenses of administering my estate.

## ARTICLE II.

I hereby nominate and appoint CLAUDE W. GUICE, as Executor of this my Last Will and Testament, to serve without inventory, appraisal, bond or accounting to any court and to have all the powers during the administration of this estate that are given to trustees in the Uniform Trustees' Powers Act.

If CLAUDE W. GUICE should fail to qualify or cease to serve, I nominate and appoint LYNN S. NEWTON to serve as Executrix in his stead, also to serve without inventory, appraisal, bond or accounting to any court and to have all the powers during the administration of this estate that are given to trustees in the Uniform Trustees' Powers Act.

Signed for Identification

Page 1 of 5Dorothy R. Guice

ARTICLE III.

To my grandnephew, MARK STIETENROTH, I hereby devise and bequeath my real property located on Highway 28 in Union Church, Mississippi.

ARTICLE IV.

I hereby give, devise and bequeath all the rest, residue and remainder of my estate to my husband, CLAUDE W. GUICE.

ARTICLE V.

In the event that my husband, CLAUDE W. GUICE, predeceases me, I hereby give, devise and bequeath all the rest, residue, and remainder of the property comprising my estate of whatsoever kind or character and wheresoever situated to LYNN S. NEWTON.

ARTICLE VI.

If my husband and I shall die under such circumstances that it is difficult to prove the order of our deaths beyond a reasonable doubt, I direct that I shall be deemed to have survived my husband. No person, other than my husband, shall be deemed to have survived me if such person dies within 30 days after my death. By this Article VII, I modify all provisions of this Will, notwithstanding any law or rule of construction to the contrary.

I, DOROTHY R. GUICE, have signed this Will which consists of 5 pages on this the 4<sup>th</sup> day of December, 1990, in the presence of Melissa C. McMill and Shonda Quarles who attested it at my request.

Dorothy R. Guice

Signed for Identification

Page 2 of 5

Dorothy R. Guice

The above and foregoing Will of DOROTHY R. GUIDE was declared by her in our presence to be her Last Will and Testament and was signed in our presence; and at her request and in her presence, and in the presence of each other, was attested by us.

Melissa C McDiel  
WITNESS

6675 Old Canton Rd #2139  
STREET ADDRESS

of Ridgeland, MS 39157  
CITY AND STATE

The above and foregoing Will of DOROTHY R. GUICE, was declared by her in our presence to be her Last Will and Testament and was signed in our presence; and at her request and in her presence, and in the presence of each other, was attested by us.

Glenda Quarles  
WITNESS

101 Briars Dr. #901  
STREET ADDRESS

Clinton, MS 39056  
CITY AND STATE

Signed for Identification

Page 3 of 5

Dorothy R. Guice

STATE OF MISSISSIPPI  
COUNTY OF HINDS

Before me, the undersigned authority, on this day personally appeared DOROTHY R. GUICE, known to me to be the Testatrix, and Melissa C. McMill and Shonda Quaker \_\_\_\_\_, known to me to be the Witnesses, respectively, whose names are signed to the attached or foregoing instrument, and all of these persons being by me first duly sworn, DOROTHY R. GUICE, the Testatrix, declared to me and to the Witnesses in my presence that the instrument is her Last Will and that she has willingly signed, and that she executed it as her free and voluntary act for the purposes therein expressed; and each of the Witnesses stated to me in the presence and hearing of the Testatrix that he or she signed the Will as Witness and that to the best of his or her knowledge the Testatrix was 18 years of age or over, of sound mind and under no constraint or undue influence.

Each Witness further stated that he or she, upon the request and express direction of DOROTHY R. GUICE, the Testatrix herein, were the subscribing Witnesses to the foregoing instrument and that the same was duly signed by DOROTHY R. GUICE on December 4, 1990. Further, DOROTHY R. GUICE declared said instrument to be her Last Will and Testament in the presence of said Witnesses, and said Witnesses did then and there sign as subscribing Witnesses to said Will upon the express request of DOROTHY R. GUICE and

Signed for Identification

Page 4 of 5

Dorothy R. Guice

that all signatures thereto were affixed while in the presence of DOROTHY R. GUICE and in the presence of each other.

Dorothy R. Guice

Melissa C. McDiid  
WITNESS

Glenda Quarles  
WITNESS

Subscribed, sworn and acknowledged before me by DOROTHY R. GUICE, the Testatrix, by Melissa C. McDiid and Glenda Quarles, Witnesses, on 4<sup>th</sup> December, 1990.

Linda J. Barkston  
NOTARY PUBLIC

My Commission Expires:  
March 5, 1991

Signed for Identification

Page 5 of 5

Dorothy R. Guice

MADISON COUNTY MS. This instrument was filed for record August 25<sup>th</sup> 2008.

Book 43 Page 271  
ARTHUR JOHNSTON, C C

BY Arthur Johnston D C



2008-883

# Last Will and Testament

OF

VELMA SHELTON HAMILTON

I, VELMA SHELTON HAMILTON, an adult resident of Jackson, First Judicial District of Hinds County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me.

## ARTICLE I.

I declare that I am a widow and have no children or issue of children, and I currently reside at 2136 Monaco Street, Jackson, Hinds County, Mississippi 39204.

## ARTICLE II.

I direct that all of my debts properly probated, allowed and registered against my estate; taxes; all expenses of my last illness; all funeral and burial expenses; and the cost of administration of my estate, be paid as soon as practicable after my death out of my residuary estate set forth herein.

## ARTICLE III.

A. I direct my Executor to sell at public or private sale without the necessity of Court approval or bond all automobiles or other vehicles owned by me at the date of my death, if any, and I give and bequeath and direct my Executor to pay over the sales proceeds to the A.G. and Velma Hamilton Scholarship Fund of Delta State University.

B. I hereby give and bequeath all of the household furniture, furnishings and effects, including, but not limited to chinaware, silverware, glassware, linens, rugs, fixtures,

**FILED**  
THIS DATE

SEP 04 2008

ARTHUR JOHNSTON, CHANCERY CLERK  
BY Logner DC

Velma Shelton Hamilton  
VELMA SHELTON HAMILTON

portraits, and works of art, which are in or used in connection with my homestead, and in which I may own any interest at the date of my death unto the Trustees of the Walter and Nettie Shelton Memorial Educational Trust, but first I direct my Executor to sell at public or private sale without the necessity of Court approval or bond all such personal property described in this paragraph and I give and bequeath and direct my Executor to pay over the sales proceeds to the Walter and Nettie Shelton Memorial Educational Trust under the terms and provisions of same set forth in Article VI of this will.

C. I direct my Executor to sell at public or private sale without the necessity of Court approval or bond all of my remaining personal belongings (except cash, stocks or bonds on hand or on deposit, household furnishings, and the tangible personal property customarily used in connection with any business in which I shall be engaged or in which I may own any interest at the time of my death), consisting of jewelry, wearing apparel, sporting equipment, and similar property owned by me at the time of my death; and I give and bequeath and direct my Executor to pay over the sales proceeds to the Walter and Nettie Shelton Memorial Educational Trust under the terms and provisions of same set forth in Article VI of this will.

#### ARTICLE IV.

I am handling the devise of my interest in my personal residence in a separate Codicil to my Will. However, should I die without having executed such a Codicil directing the devise of my personal residence, such interest shall pass to the Walter and Nettie Shelton Memorial Educational Trust under the terms and provisions of same set forth in Article VI of this Will.

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

## ARTICLE V.

All of my insurance policies which provide indemnity for the loss of or damage to any of my personal or real property by fire, windstorm or other similar casualty, including any claim for the loss of or damage to 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 or entities, as the case may be, who shall or would have become the 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. If any of the individual beneficiaries affected by this Article shall not survive me, or if any entity so affected by this Article shall not be in existence at the time of my death, the bequest to such individuals or entities shall lapse and same shall become a part of my residuary estate hereinafter disposed of.

## ARTICLE VI.

I direct that, after satisfying all the bequests hereinabove set out and after the payment or provision for the payment of all properly probated debts, administration expenses and all death taxes as directed in Article II, my Executor shall deliver and convey all the rest, residue and remainder of my aforesaid residuary estate wheresoever situated, including all lapsed legacies and devises, and any disclaimed property to the Trustees hereinafter named, in trust. This trust shall be known as the "Walter & Nettie Shelton Memorial Educational Trust" created under my will, and I direct that such remainder of my residuary estate (hereinafter referred to as my trust estate) so passing to my Trustees shall be administered and disposed of upon the following terms and provisions -- that is to say:

A. The Trustees shall invest and reinvest all cash and assets and shall hold, manage and control all securities, land

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

and other real and personal property constituting the trust estate for the principal benefit and education of my niece Velmarie Shelton Burton and my nephews, Walter Rowan Shelton, II, John Talmadge Shelton, Jr., Lauris Edwin Shelton, Joe Garland Shelton and William Shelton Gillis, and their issue and descendants currently being: Kristen S. Shelton, Sarah E. Shelton, Ellen K. Shelton and Melissa L. Shelton; Allison N. Shelton; Andrew Burton; Clay Gillis, Bill Gillis and Chris Gillis.

All issue and descendants of such niece and nephews born after the date of this will shall also be equal beneficiaries of this trust.

Should any of the above-named beneficiaries predecease me or die prior to the termination of the trust, then the living issue of such deceased beneficiary (beneficiaries) shall succeed to their parent's interest in the trust, said deceased parent's interest in said trust passing to the living issue of said deceased beneficiary, per stirpes, according to the terms of the trust. In the event any of the above-named beneficiaries predecease me or die prior to the termination of the trust leaving no issue, then that deceased beneficiary's share or interest in the trust shall pass to the remaining beneficiaries in equal proportions; or if any of the other beneficiaries be deceased, to their living issue, per stirpes, in accordance with the terms of the trust.

The purpose of this trust is strictly to aid any beneficiary or beneficiaries in obtaining a secondary college or post-graduate or professional degree, and all funds shall be managed, invested and reinvested by my Trustees strictly to provide funds for advancing the education of such beneficiaries in accordance with the terms and conditions of the trust.

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

My Trustees may apply the income and principal of the trust in their discretion for the benefit of any beneficiary in obtaining a college, post-graduate or professional degree, in accordance with the following guidelines:

1. The Trustees may utilize funds for each beneficiary (who must be a direct descendant of my parents, W.R. and Nettie Shelton, deceased) who maintains at least a C average in high school studies and who enrolls in and is accepted in a four (4) year accredited college or university.

2. The Trustees must pay any monies for the benefit of such student directly to the business office of the college or university chosen by the beneficiary, to be applied to tuition, matriculation fees, books and board, and never directly to such beneficiary student.

3. The Trustees are authorized and directed to continue to aid each student through four (4) years of college toward achievement of an undergraduate degree, provided the beneficiary student maintains an overall B average in his or her studies.

4. The Trustees are further authorized and directed to continue to aid each student through one (1) additional year of post-graduate study or professional school, provided he or she maintains such B average.

5. The Trustees are authorized in their discretion to apply the funds of the Trust (income and/or principal) for the purposes hereof, in the proportions and in the manner they so choose. The Trustees shall have total discretion as to what amounts of income or principal to expend for each beneficiary's education in accordance with the terms hereof; and while generally my desire is that such payments be equalized among the qualifying beneficiaries, my Trustees are authorized and directed to use their discretion in determining the amount,

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

frequency, timing and mode of making all distributions from the trust estate, and their judgment and decisions in that regard are not to be questioned by anyone.

6. In making the decisions required herein to determine whether a beneficiary is qualified to receive the benefit of this education fund, the Trustees may require whatever information or proof of grades they deem necessary from the beneficiary and may also take into consideration such beneficiaries' assets and income from sources other than this trust.

7. Any income in any given year not expended for the purposes of this trust shall be added back to principal.

8. No purchaser, mortgagor or any other person, firm or corporation need see to the application of funds paid or advanced to the Trustees in connection with the business or purposes of any trust, but the receipt of the Trustees therefor shall be a complete acquittance and discharge.

9. Neither the principal nor the income of any trust fund, nor any part of same, shall be liable for the debts of any other trust beneficiary, nor shall same be subject to seizure by any creditor of any beneficiary, and they shall not have any power to sell, assign, transfer, convey, encumber, or in any manner to anticipate or dispose of their interests in the trust fund, or any part of same or the income produced from such fund, or any part of same.

If any beneficiary of any trust shall attempt to anticipate, pledge, assign, sell, transfer, alienate or encumber his or her interest, or if any creditor or claimant shall attempt to subject such interest to the payment of any debt, liability or obligation of such beneficiary, then thereupon any right of such beneficiary to application of income to education shall terminate and thereafter the Trustees shall apply same for

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

the education of such beneficiary or another beneficiary; but in no event shall the Trustees be required or compelled to pay any part of the income to or for such beneficiary.

10. The trust created in this Will is a private trust, and the Trustees shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustees shall not be required to return to any court any periodic formal accounting of their administration of the trusts, but said Trustees shall keep accurate accounts internally of all transactions in the management of said trust. No person paying money or delivering property to the Trustees shall be required to see to its application. Bond shall not be required of the Trustees.

11. Each Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving sixty (60) days written notice to that effect, specifying the effective date of such resignation, to the other current Trustees at the time of giving notice. A Successor Trustee may then be appointed by an instrument delivered to such successor, with a copy to the existing Trustees, and signed by a majority of the Trustees of the trust at that time; provided that no current beneficiary of the trust at that time shall serve as Trustee.

In the event that such Trustees shall fail to designate a Successor Trustee within the time specified, then the acting Trustees, or any other party in interest, may apply to a court of competent jurisdiction for the appointment of a successor and the judicial settlement of the accounts of the acting Trustees.

Any Successor Trustee hereunder shall possess and exercise all powers and authority herein conferred on the

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

original Trustees in the trust instrument or by law, without any act of conveyance or transfer.

12. It is my intention that this educational trust remain active and in effect for said beneficiaries and their issue and descendants for as long as the law will allow, subject to and specifically according to the Rule Against Perpetuities.

13. Unless sooner terminated by the provisions of this Will, and notwithstanding the terms of any trust herein, each and every trust created hereby shall come to an end at the expiration of twenty-one (21) years after the death of the last survivor among myself, and all of the beneficiaries of this trust who are living at the time of my death, and at the expiration of said time notwithstanding any provision to the contrary herein contained, the Trustees shall pay over the remaining funds to the then living beneficiaries in equal shares or if none, to my heirs at law at that time computed under the laws of descent and distribution of the State of Mississippi. In other words, notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule Against Perpetuities.

14. The Trustees shall be entitled to receive reasonable compensation for their out of pocket expenses incurred in administering this Trust. The amount of compensation shall be no more than that generally charged by trustees in the Jackson, Mississippi area. Such compensation may be collected in the manner generally collected by trustees in the Jackson, Mississippi area and shall be shown on the annual accounting kept by said Trustees.

ARTICLE VII.

I am cognizant that the provisions of the federal Internal Revenue Code (and other applicable laws) in force at the time of

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

my death and applicable to my estate may permit my Executor to elect to claim certain expenses and losses as deductions on certain income, estate, or inheritance tax returns. Thus, I authorize my Executor to elect to claim such expenses and losses as deductions on the particular tax return or returns as my Executor in his sole discretion shall deem advisable, irrespective of whether such expenses and losses may be payable from (or attributable to) income or principal, and my Executor is directed not to make adjustments between income or principal or between the property interests passing to the beneficiaries under my Will which may be substantially affected as a result of my Executor's election under this Article. Further, I direct that the property interests determined as the result of my Executor's election under this Article shall be the interest that such beneficiaries will receive. Also, I exonerate my Executor from all liability for any such election and direct that no beneficiary shall have any claim against my Executor or my estate by reason of the exercise of my Executor's judgment in this respect.

ARTICLE VIII.

I hereby grant to my Executor and my Trustees established hereunder (including any substitute or substitute or successor trustee, personal representative or executor) the continuing, absolute, discretionary power to deal with any property, real or personal, held in trust or in the administration of my estate as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with the Executor or Trustees shall be required to inquire into the propriety of his or their actions. Without limiting the generality of the foregoing, I hereby grant to my Executor and my Trustees and to any successor hereunder the following

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

specific powers and authority in addition to and not in substitution of powers conferred by law:

A. To have all of the specific powers set forth in MISS. CODE ANN. §91-9-101 et seq. (1972) as now enacted or hereafter amended.

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

C. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor and Trustees may presume any securities owned by me at the time of my death to be of investment merit and worthy of retention by my Executor and Trustees. Such presumption shall not impair the power of sale or exchange or any other powers or discretion given the Executor or Trustees, but if said securities or any of them are retained by my Executor or Trustees for the duration of the administration of the estate proceedings or trust or any shorter period of time, my Executor or Trustees shall not be responsible or liable for any loss or decrease in the value of said securities or any of them by reason of such retention. My Executor and Trustees may also presume that the management of the companies whose securities are held in the estate and trust from time to time should be supported. Such presumption shall not impair the power of voting such securities or any other powers or discretion given my Executor and Trustees, but if said securities or any of them are voted by my Executor or Trustees in favor of the management of the respective companies issuing them or in favor of any proposals supported by such management, my Executor or Trustees shall not be responsible or liable for

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

any act of such management or for the loss or decrease in value of said securities or any of them, or of the estate, by reason of such voting.

D. To sell, exchange, assign, transfer, mortgage and convey any security or property, real or personal, held in my estate or trust at public or private sale, at such time and price and upon such terms and conditions (including credit) as he or they may deem to be advisable and for the best interest of my estate or trust, all without court order.

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

F. To register and carry any property in his or their own name or in the name of his or their nominee or to hold it unregistered, but without thereby increasing or decreasing his or their liability as fiduciary.

G. To sell or exercise any "rights" issued on any securities held in my estate or trust.

H. Unless inconsistent with other provisions of this instrument, to consider and treat as principal all dividends payable in stock of the issuing corporation, all dividends in liquidation of all "rights" to subscribed to securities of the issuing corporation, and to consider and treat as income all other dividends and rights received (except those declared and

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

payable as of a "record date" preceding my death, which shall be considered and treated as principal).

I. To charge or credit to principal any premiums and discounts on securities purchased at more or less than par.

J. To vote in person or by proxy any stock or securities held, and to grant such proxies and powers of attorney to such person or persons as he or they may deem proper.

K. To consent to and participate in any plan for the liquidation, any security of which is held.

L. To borrow money (from himself or themselves individually or from others) upon such terms and conditions as he or they may determine and to mortgage and pledge estate assets as security for the repayment thereof; and to loan money to any beneficiary of the estate or trust upon such terms as the Executor or Trustees may, in their discretion, determine advisable.

M. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as he or they may deem advisable (with or without privilege of purchase), including but not limited to oil, gas and mineral leases, and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate administration or the trust. With regard to mineral rights, to execute contracts, letter agreements, farm-out agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed in relation thereto. To insure against fire or other risk. To make repairs, replacements and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use and to grant easements as he or they may deem proper.

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

N. Whenever required or permitted to divide and distribute my estate or any trust herein, to make such distribution (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, or any such property, and to do so without regard to the income tax basis of specific property allocated to any beneficiary. In making distributions, I request (but do not direct) that my Executor or Trustees do so in a manner which will result in the property to be sold to satisfy obligations of my estate or trust having an aggregate income tax basis as close as possible to its aggregate fair market value and, to the extent consistent with this primary objective, do so in a manner which will result in maximizing the increase in basis for federal and state estate and succession taxes attributable to appreciation. I also authorize my Executor or Trustees, in his or their absolute discretion, to make in kind and non-prorata distributions under this Will and trust if practicable.

O. To employ accountants, attorneys, advisors, and such agents, and to grant same discretionary powers, as he or they may deem advisable; to pay reasonable compensation for their services and to charge same to (or apportion same between) income and principal as he or they may deem proper.

P. Unless inconsistent with other provisions of this instrument, to hold two (2) or more trusts or funds in one (1) or more consolidated trusts or funds in which the separate funds shall have undivided interests.

Q. If any individual among the legatees named or provided for under the foregoing provisions of this Will (or under the provisions of any codicil to it hereafter executed by me) shall be a minor at the time of my death, then, and in that event, and notwithstanding any statute or rule of law to the contrary, I authorize my Executor or Trustees to pay or deliver the legacy

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

to which each such minor shall be entitled to the parent or to the legal guardian of such minor or to the person with whom such minor shall then reside, and the receipt of such parent or guardian or person with whom such minor shall then reside shall constitute a full acquittance of my Executor or Trustees with respect to the legacy so paid or delivered, all subject to the provisions for distributions in the trusts contained herein.

R. My Executor or Trustees shall not be required to file in any court or with any public official any reports or accounts relating to the administration of my estate or trust, except to the extent that I have no power to excuse the filing of such reports or accounts.

S. Wherever authorized by this instrument to accumulate or distribute income, to make such decision free from attack or question by any person, it being intended that the Executor or Trustees may feel free to make such decisions on the basis of the facts as they exist at the time any such decision is made.

With regard to all trusts contained herein, if my Trustees are not required to distribute all income, I hereby authorize my Trustees, in their sole and absolute discretion, to decide how much income to distribute or accumulate and I exonerate my Trustees from any liability for additional tax on any trust if they accumulate any income of said trust.

I also authorize my said Trustees under any trust created herein, whether or not required to distribute all income, to elect or not elect to treat all or any portion of any estimated tax paid by any trust created hereunder as a payment by one or more beneficiaries of said trust. Said election may be made either pro-rata among the beneficiaries of each trust or otherwise in the discretion of my Trustees, whose decision shall be binding and conclusive upon all concerned. However, the election in the preceding sentence does not authorize principal

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

distributions, unless same are so authorized elsewhere in this will.

T. Abandon, in any way, property which is determined not to be worth protecting.

U. To borrow to fund margin accounts and to buy or sell any stock or security options, including but not limited to calls, puts, straddles, spreads, strips or straps, whether over any recognized exchange or over-the-counter market and whether covered or uncovered.

V. In his or their sole discretion, if he or they deem practicable, to disclaim on my behalf any interest, in whole or in part bequeathed or devised to me or otherwise inherited by my estate; and to exercise and make any and all tax elections of all kinds and execute and file any and all necessary tax returns and forms.

W. The power, exercisable in his or their sole discretion, to invest in any insurance policy, whether the insured or covered person is a beneficiary or any other person. Such investment may be in part ownership of any insurance policy and may be made in any manner that the Executor or Trustees shall deem appropriate. The propriety of such investment and the nature and amount of the insurance policy in which is invested shall be solely within the discretion of the Executor or Trustees, and the Executor or Trustees shall incur no liability as a result of such investment, even though such insurance policy is not an investment in which trustees are authorized by law or by any rule of court to invest trust funds. The Trustees shall have the power, exercisable in their sole discretion, to retain any such insurance policy as an investment of the trust estate without regard to the portion that such insurance policies of a similar character, so held, may bear to the entire amount of the trust estate. The term

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

"insurance policy" shall be deemed to include life insurance policies, annuity contracts, accident policies, and any retirement plan or contract under which death benefits can or are made payable to the Executor or Trustees.

X. The Trustees are authorized and empowered in their discretion to receive property by gift or by will or otherwise from any person or persons as additions to the trusts created herein and to hold the same and to administer it under the provisions hereof.

Y. The power, exercisable in his or their sole discretion, to make any election permitted under the applicable federal income and estate and gift tax laws and to make such accompanying adjustment between income and principal as he or they may deem proper. This power includes, but is not limited to, the power to make the election to recognize gain or loss on the distribution of property in kind, as now permitted under Section 643(d)(3) of the Internal Revenue Code of 1986, or as permitted in any later codification.

Z. No powers of the Executor or Trustees enumerated herein or now or hereafter conferred upon executors or trustees or fiduciaries generally shall be construed to enable the Executor or Trustees, or any other person, or entity, to purchase, exchange, or otherwise deal with or dispose of all or any part of the principal or income of the estate or trusts created herein for less than an adequate consideration in money or money's worth or to enable anyone to borrow all or any part of the principal or income of the estate or trusts, directly or indirectly, without adequate interest or security. No person other than the Executor or Trustees shall have or exercise the power to vote or direct the voting of any stock or other securities held in the estate or trusts, either by directing

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

investments or reinvestments or by vetoing proposed investments or reinvestments.

ARTICLE IX.

I appoint my nephew, Walter Rowan Shelton, II, as Executor of my estate; or if he predeceases me, fails to qualify or otherwise ceases to act, I appoint my nephew, Joe Garland Shelton, as Successor Executor; or if he predeceases me, fails to qualify or otherwise ceases to act, I appoint my nephew, William Shelton Gillis, as Alternate Successor Executor. I direct that the above-named person(s), or successors thereto, serve in said capacities without the necessity of making bond, inventory, accounting or appraisalment to any court, to the extent that same may be properly waived under the law.

I appoint as Co-Trustees of the Walter and Nettie Shelton Memorial Educational Trust created herein, my nephews, Walter Rowan Shelton, II, Joe Garland Shelton and William Shelton Gillis, or if any be deceased the survivors of said three (3) nephews. I also direct that said Trustees or any and all successors to them serve without the necessity of making bond, inventory, appraisalment or accounting to any court to the extent that same may be properly waived under law.

I direct that while the trust remains in effect that there always be a committee of three (3) Trustees and that all decisions regarding such trust be made by majority vote of the Trustees.

ARTICLE X.

I hereby authorize and empower all beneficiaries of my estate, or if any of such beneficiaries be deceased or otherwise incapacitated, their respective executor or executrix, administrator or administratrix, or personal representative or agent, or trustees hereunder to disclaim all or any portion of my estate herein provided for them. To be effective, such

*Velma Shelton Hamilton*  
VELMA SHELTON HAMILTON

disclaimer shall be in writing and shall be delivered to my Executor within the period designated by the Internal Revenue Code effective at the date of my death. Any portion of my estate so disclaimed by any beneficiary shall be distributed in accordance with the terms of this will as if said person or persons disclaiming had predeceased me.

I, VELMA SHELTON HAMILTON, have signed this Will, which consists of eighteen (18) pages, on this the 2<sup>nd</sup> day of February, 1989, in the presence of J. Stephen Stubblefield, and Leslie A. Tommons, who attested it at my request.

Velma Shelton Hamilton  
VELMA SHELTON HAMILTON, Testatrix

The above and foregoing Will of Velma Shelton Hamilton was declared by her in our presence to be her Will and was signed by Velma Shelton Hamilton in our presence and at her request and in her presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the Will of Velma Shelton Hamilton on this the 2<sup>nd</sup> day of February, 1989.

J. Stephen Stubblefield of 1921 Bellewood Road  
Jackson, Mississippi 39211  
Leslie A. Tommons of 4730 Northampton  
Jackson, Mississippi 39211



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF VELMA SHELTON HAMILTON  
DECEASED

CIVIL ACTION, FILE NO. 2008-883-B

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF HINDS

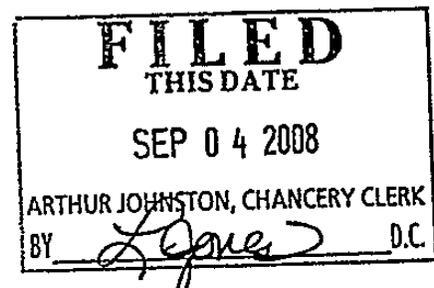
This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Eugene A Simmons, who being by me first duly sworn according to law, says on oath:

(1) That this affiant is one of the subscribing witnesses to an instrument of writing dated February 2, 1989 purporting to be the Last Will and Testament of Velma Shelton Hamilton, Deceased, who was personally known to the affiant, and whose signature is affixed to such instrument,

(2) That on February 2, 1989, Velma Shelton Hamilton signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of J. Stephen Stubblefield, the other subscribing witness to the instrument.

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

(4) That this affiant, together with J. Stephen Stubblefield, subscribed and attested the



instrument as witnesses to the signature and publication thereof, at the special instance, request, and in the presence of Velma Shelton Hamilton, and in the presence of each other

Eugene A. Simmons  
Eugene A Simmons

SWORN TO AND SUBSCRIBED BEFORE ME, this 25<sup>th</sup> day of August, 2008



Colleen F Kane  
NOTARY PUBLIC

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

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

CKVAME-EST\HAMILTON VELMA\AFFI-SUB WIT

MADISON COUNTY MS This instrument was  
filed for record September 4, 2008  
Book 43 Page 294  
ARTHUR JOHNSTON, C C  
BY: L. Jones D C



LAST WILL AND TESTAMENT

2008-892

OF

MAMYE D. HARDWICK

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

ITEM I.

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

ITEM II.

I have one (1) child now living and is Thomas Dixon Hardwick.

ITEM III.

I devise and bequeath to the "Mamye D. Hardwick Family Trust" created by me on May 18, 1994, any right, title and interest I may own in my residence which is occupied by me as a family home, including any land adjacent thereto and used as a part of our homestead, all subject to any indebtedness that may be secured by such residence. My home shall be held, administered and distributed according to the terms of that Trust.

ITEM IV.

A. I give and bequeath to the "Mamye D. Hardwick Family Trust" created by me on May 18, 1994, all of my tangible personal property including my automobiles, clothing, books, jewelry, sporting equipment and all household furniture, furnishings, ornamental decorations, silverware, china, pictures, linens,

FILED  
THIS DATE  
SEP 04 2008  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *[Signature]* D.C.

glassware and the like located in my home. Such property shall be held, administered and distributed according to the terms of that Trust.

ITEM V.

A. I give, devise and bequeath to the "Mamye D. Hardwick Family Trust" created by me on May 18, 1994, all the rest and residue of the assets of my estate of every nature and kind and wheresoever situated, including property acquired after the execution of this Will and all lapsed legacies and devises.

B. If the "Mamye D. Hardwick Family Trust" is not in existence at the date of my death, any portion of my estate devised or bequeathed to such trust shall be distributed to my son, or if he predeceases me, to my grandchildren, in equal shares, or if any grandchild is not living, to her descendants, *per stripes*.

C. If any child or descendant is a minor or is under any other legal disability, the share for such beneficiary shall be held in trust by A. M. Edwards, III, as Trustee. The Trustee shall hold and manage such assets in trust and shall distribute to the beneficiary such part of the income and/or principal of the assets of such beneficiary as the Trustee shall deem necessary for the education, support, maintenance and health of the beneficiary until the beneficiary attains the age of twenty-one (21) years or until such other legal disability is removed.

D. If such child dies prior to age twenty-one (21) or remains incapacitated for his or her lifetime, at such child's death, the balance in trust shall be distributed to his or her descendants, *per stirpes*, or if none, to his or her siblings, *per stirpes*, or if none, to my heirs at law under the laws of Mississippi then in effect.

E. If the Trustee holds any assets as set forth above, the Trustee and any Successor Trustee shall have the powers of a trustee as set forth in the Mississippi Uniform Trustees' Powers Law under Section 79-9-101, *et seq.* of the Mississippi Code of 1972, as amended.

## ITEM VI.

A. If A. M. Edwards, III is or becomes unable or unwilling to serve as Executor, I appoint Trustmark National Bank to serve as successor Executor. All rights, powers, duties and discretions granted to or imposed upon the Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor", "Executrix" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

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

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

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

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

F. The Executor may disclaim in whole or in part, on my behalf, any interest bequeathed or devised to me or otherwise inherited by my estate and may exercise and make any and all tax

elections of all kinds and execute and file any and all necessary tax returns and forms.

G. The Executor may petition the proper Court and may take all necessary action to effect an ancillary administration covering any property I may own in another jurisdiction. No bond or other security shall be required of the Executor, nor shall the Executor be required to file an inventory or accounting with any Court in any foreign jurisdiction. If the laws of any other jurisdiction in which I may own property require that a resident of that jurisdiction serve as Executor or Administrator in any ancillary proceeding by my estate, the Executor shall have the power and right to select and designate a proper party resident of the foreign jurisdiction involved to serve with the Executor of my estate as Co-Administrators.

IN WITNESS WHEREOF, I have signed and declared this instrument to be my Last Will and Testament on this the 18<sup>th</sup> day of May, 1994.

Mamye D. Hardwick  
MAMYE D. HARDWICK

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

WITNESSES:

B. J. Wiff of 101 Brook Cove  
Clinton, MS 39180

Tom [Signature] of #40 Park Crest Pl.  
Jackson, MS 39211

C:\AMB-WILL\HARDWICK\HARDWICK.WIL

DECLARATION

DECLARATION made on September 5, 1998<sup>ADD</sup> by MAMYE DEMPSEY HARDWICK of 8 Rochelle, Brandon, Mississippi 39042, Social Security Number 425 28 7221.

I, MAMYE DEMPSEY HARDWICK, being of sound mind, declare that if at any time I should suffer a terminal physical which causes me severe distress or unconsciousness, and my physician, with the concurrence of two (2) other physicians, believes that there is no expectation of my regaining consciousness or a state of health that is meaningful to me and but for the use of life-sustaining mechanisms my death would be imminent; I desire that the mechanisms be withdrawn so that I may die naturally. However, if I have been diagnosed as pregnant and that diagnosis is known to my physician, this declaration shall have no force or effect during the course of my pregnancy. I further declare that this declaration shall be honored by my family and my physician as the final expression of my desires concerning the manner in which I die.

SIGNED Mamye Dempsey Hardwick  
MAMYE DEMPSEY HARDWICK

I hereby witness this declaration and attest that:

- (1) I personally know the Declarant and believe that Declarant to be of sound mind.
- (2) To the best of my knowledge, at the time of the execution of this declaration, I:
  - (e) Am not related to the Declarant by blood or marriage.
  - (f) Do not have any claim on the estate of the Declarant.
  - (g) Am not entitled to any portion of the Declarant's estate by any Will or by operation of law, and
  - (h) Am not a physician attending the Declarant or a person employed by a physician attending the Declarant.

WITNESS Joe P. Cooksey  
ADDRESS 5137 Serotoga Dr  
Brandon MS 39211  
SOCIAL SECURITY NO. 447-20-5356

WITNESS Jeanne Miller  
ADDRESS Rt # 2  
Morton, MS 39117  
SOCIAL SECURITY NO. 587-03-6085

MADISON COUNTY MS This instrument was  
filed for record September 4, 2008.

Book 43 Page 296  
ARTHUR JOHNSTON, C. C.

BY: R. Jones D.C.

